

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

1. General

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 7 April 2000.

The Company acts an investment holding company. Details of the principal activities of the principal subsidiaries are set out in note 36.

2. Significant accounting policies

The financial statements have been prepared under the historical cost convention as modified for the revaluation of certain investments in securities and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group have been eliminated on consolidation.

1. 簡介

本公司乃於百慕達成立受豁免有限公司。其股份於二零零零年四月七日起在香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司，而主要附屬公司之主要業務詳情載於附註36。

2. 主要會計政策

財務報表乃按照原成本法編撰，但就重估若干證券投資而調整及根據香港普遍採用之會計準則編撰。採納之主要會計政策載列如下：

綜合基準

綜合財務報表包括本公司及各附屬公司截至三月三十一日止之財務報表。

年內收購附屬公司之業績由收購生效日期起計入綜合損益表；而所出售附屬公司之業績則結算至出售生效日期止。

本集團內各公司間之重大交易及結餘已於綜合賬目時撇銷。

2. Significant accounting policies (continued)

Goodwill or capital reserve

Goodwill represents the excess of the purchase consideration over the fair value ascribed to the Group's share of the separable net assets at the date of acquisition of a subsidiary and is written off to reserves immediately on acquisition. Capital reserve, which represents the excess of the fair value ascribed to the Group's share of the separable net assets at the date of acquisition of a subsidiary over the purchase consideration, is credited to reserves immediately on acquisition.

Any premium or discount arising on the acquisition of an interest in an associate, representing the excess or shortfall respectively of the purchase consideration over the fair value ascribed to the Group's share of the separable net assets of the associate at the date of acquisition, is dealt with in the same manner as that described above for goodwill or capital reserve.

On disposal of investment in a subsidiary or an associate, the attributable amount of goodwill or capital reserve previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal of the subsidiary or associate.

2. 主要會計政策 (續)

商譽或資本儲備

商譽乃指本集團收購一間附屬公司之代價高於於收購當日應佔個別資產淨值所得公平價值之差額，並於收購後立即於儲備中撇銷。資本儲備指於本集團收購一間附屬公司於收購當日應佔個別資產淨值所得公平價值高於收購代價之差額，並於收購後立即計入儲備。

收購聯營公司權益之溢價或折讓乃分別指收購代價高於或低於收購聯營公司於收購當日本集團應佔個別資產淨值所得公平價值之差額，須按上述商譽或資本儲備之方式入賬。

出售附屬公司或聯營公司之投資而計算盈虧時，將過去於儲備中撇銷或計入儲備之應佔商譽或資本儲備一併計算。

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2. Significant accounting policies (continued)

Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed to ultimate customers.

Interest income is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

Proceeds from sale of trading securities are recognised when the relevant sale contracts become unconditional.

Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less depreciation and amortisation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the assets have been put into operation, such as repairs and maintenance and overhaul costs, is normally charged as expense in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the assets, the expenditure is capitalised as an additional cost of the assets.

2. 主要會計政策 (續)

收益確認

銷售貨物乃於交付貨物及所有權已易手予最終客戶後確認。

利息收入乃以未償還之本金及適用利率按時間比例計算。

自投資所得之股息收入乃於確立本集團收取款項權利後確認。

自證券買賣所得之款項乃於有關銷售合約成為無條件後確認。

物業、廠房及設備

除在建工程外，物業、廠房及設備乃按成本值減折舊及攤銷入賬。資產之成本包括其購買價及使資產以其擬定用途達至投入營運狀況及地點直接所產生之任何成本。資產投入運作後所產生之開支，如保養及維修以及大修成本，通常計入產生期間之合併業績內。在可清楚說明該開支已增加因使用該資產而預期可得之日後經濟利益之情況下，該開支可資本化成為該資產之額外成本。

2. Significant accounting policies (continued)

Property, plant and equipment (continued)

Construction in progress is stated at cost which includes all development expenditure and the direct costs including borrowing costs capitalised attributable to such projects. Construction in progress is not depreciated or amortised until the completion of construction. Cost of completed construction work is transferred to the appropriate category of property, plant and equipment.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is included in the net profit or loss for the year.

Where the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are not discounted to their present values.

Depreciation and amortisation is provided to write off the cost of property, plant and equipment, other than construction in progress, over their estimated useful lives, using the straight-line method, as follows:

| | |
|------------------------------------|--|
| Leasehold land and land use rights | Over the term of the leases |
| Buildings | Over the shorter of the term of the leases or 50 years |
| Other plant and equipment | 3 to 5 years |

2. 主要會計政策 (續)

物業、廠房及設備 (續)

在建工程乃按成本入賬，包括所有發展開支及建築項目撥充資本之借貸成本等直接成本。在建工程於竣工時方會折舊或攤銷。已竣工之在建工程之成本須撥往物業、廠房及設備之適當類別。

自資產出售或報廢所產生之盈利或虧損乃按該資產之銷售收益及賬面價值之差額而釐定，並計入本年度之溢利或虧損淨額。

倘資產之可收回款項下跌至較其賬面價值為低，則其賬面價值會減少，以反映價值之下跌。在釐定資產之可收回款項時，預期之日後現金流量並無折讓至彼等之現時價值。

折舊與攤銷乃按彼等之估計可使用年期以直線法撇銷物業、廠房及設備（在建工程除外）之成本計算，並載列如下：

| | |
|------------|----------------------|
| 租賃土地及土地使用權 | 有關租約年期 |
| 樓宇 | 租約年期或五十年 (以較短者為準) |
| 其他廠房及設備 | 三至五年 |

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2. Significant accounting policies

(continued)

Capitalisation of borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Technical know-how

Expenditure on acquiring rights to technical know-how from third parties for production of the Group's new or modified products are stated at cost less amortisation. Amortisation is provided to write off the cost on a straight-line basis over a maximum period of four years.

The directors review and evaluate, taking into consideration current results and future prospects, the carrying amount of technical know-how periodically. Where the recoverable amount of the technical know-how has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value.

2. 主要會計政策 (續)

資本化之借貸成本

用以收購、興建或生產合資格資產(即需時甚長方可供作擬定用途或出售之資產)之直接借貸成本將會撥作資本,作為該等資產之部份成本。當絕大部份之資產可供作擬定用途或出售時,該等借貸成本將不再撥作資本。自撥作資本之借貸成本中,須扣除所付開支前彼等就合資格資產特定借貸作短暫投資之投資收入。

所有其他借貸成本將確認為期間所產之費用。

技術知識

從第三者取得生產本集團之新產品或改良產品之技術知識之權利所產生之開支乃按成本減攤銷入賬。攤銷乃按最多四年之期限以直線法撇銷成本計算。

董事(經考慮目前之業績及未來前景後)定期審議及評估技術知識之賬面值。倘若技術知識之可收回價值低於其賬面值,則其賬面值會減少,以反映價值之下降。

2. Significant accounting policies (continued)

Research and development costs

Expenditure on research and development is charged to the income statement in the year in which it is incurred except where a major project is undertaken and it is reasonably anticipated that development costs will be recovered through future commercial activity. Such development costs are deferred and written off over the life of the project from the date of commencement of commercial operation subject to a maximum of three years.

Investments in subsidiaries

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

Investments in subsidiaries are included in the Company's balance sheet at carrying value, as reduced by any decline in the value of the subsidiary that is other than temporary. Results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable during the year.

2. 主要會計政策 (續)

研究及發展成本

研究及發展之支出均在其產生年度內撥入損益表，已承接之重大項目及可合理預測其發展成本將可從日後商業活動中收回則除外。該等發展成本予以遞延及按該項目自開始投入商業營運之日起之使用年期（最多達三年）攤銷。

於附屬公司之投資

附屬公司直接或間接持有逾半數已發行股本，或控制逾半數投票權，或可控制其董事會或同類監管機構之公司。

於附屬公司之投資經扣減任何永久減值後，按賬面值在本公司資產負債表入賬。本公司應佔附屬公司業績按年內已收及應收股息入賬。

Notes to the Financial Statements *For the year ended 31 March 2001*

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2. Significant accounting policies

(continued)

Associates

An associate is an enterprise over which the Group is in a position to exercise significant influence through participation in the financial and operating policy decisions of the investee.

The results of the associate for the year attributable to the Group is insignificant and accordingly have not been accounted for in the financial statements. In the consolidated balance sheet, investment in associate is stated at the Group's share of the net assets of the associate.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Properties for sale

Properties for sale are stated at the lower of cost and net realisable value. Cost comprises the cost of purchase and attributable expenses. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

2. 主要會計政策 (續)

聯營公司

聯營公司乃一間本集團可透過參與被投資者之財務及營運政策決定其行使重大影響力之企業。

本集團年內應佔之聯營公司業績不算重大，因此，無計入財務報表。於綜合資產負債表內，於聯營公司之投資乃以本集團應佔聯營公司淨資產列賬。

存貨

存貨乃按成本及可變現淨值兩者中較低者列賬。成本包括所有採購成本及(如適用)將存貨運往現址及達至現有營運狀況所需之轉換費用及其他費用，乃按先進先出法計算。可變現淨值乃指正常業務狀況下之估計售價減完成之估計成本及銷售所需之所有估計成本。

待售物業

待售物業乃按成本與可變現淨值兩者較低者列賬。成本包括購買成本及應計開支。可變現淨值指於正常業務狀況下之估計售價減估計進行出售所需之成本。

2. Significant accounting policies (continued)

Investments in securities

Investments in securities are recognised on a trade date basis and are initially measured at cost.

All securities other than held-to-maturity debt securities are measured at subsequent reporting dates at fair value. Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the year. For other securities, unrealised gains and losses are dealt with in reserve, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss is included in net profit or loss for the year.

Foreign currencies

Transactions in currencies other than Hong Kong dollars are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are re-translated at the rates ruling on the balance sheet date. Profits and losses arising on translation are dealt with in the net profit or loss for the year.

On consolidation, the financial statements of subsidiaries and associates which are denominated in currencies other than Hong Kong dollars are translated at the rates ruling on the balance sheet date. All exchange differences arising on consolidation are dealt with through the exchange reserve.

2. 主要會計政策 (續)

證券投資

證券投資乃按交易日期基準及初步按成本計算確認。

所有證券(持有直至到期之債券除外)乃按於年結後之公平價值計算。倘證券乃就買賣而持有,其未變現收益及虧損均計入本年度溢利或虧損中。就其他證券而言,未實現收益及虧損均撥入儲備中,直至已出售或決定減持證券為止,其時,累積收益或虧損計入本年度溢利或虧損中。

外幣

以港幣以外貨幣進行交易按交易日期之適用匯率換算。以外幣結算之貨幣資產及負債按結算日之適用匯率再予換算。因匯率而引起之損益均計入本年度之溢利或虧損中處理。

於綜合賬目時,附屬公司及聯營公司以港幣以外貨幣換算之財務報表乃按結算日之適用匯率換算。因綜合引起之所有滙兌差額撥入滙兌儲備處理。

Notes to the Financial Statements For the year ended 31 March 2001**財務報表附註** 截至二零零一年三月三十一日止年度**2. Significant accounting policies***(continued)***Taxation**

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effects of timing differences, computed using the liability method, are recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

Operating leases

Rentals payable under operating leases are charged as expense on a straight-line basis over the term of the relevant lease.

Cash equivalents

Cash equivalents represent short-term, highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired; less advances from banks repayable within three months from the date of the advance.

2. 主要會計政策 (續)**稅項**

稅項乃根據本年度業績並就免課稅或不獲扣除稅款之項目作出調整後計算。就課稅而語，確認若干收入及支出項目之會計期間與彼等在財務報表中獲確認之期間有所不同。倘因此產生之時差在稅項上之影響（以負債法計算）可能在可見將來引起稅務負債或資產，則該影響已於財務報表上確認為遞延稅項。

營業租約

營業租約之應付租金按有關租約年期以直線法計算入賬為支出。

現金等值項目

現金等值項目指短期及流通性高之投資，而該等投資隨時可兌換成可知數額之現金，且該等投資於購入時之到期時限不超過三個月，另扣除由借出日起計三月內須償還之銀行貸款。

3. Turnover and segment information

Turnover represents the aggregate value of goods sold after goods returns and trade discounts and value added tax. The Group is exempted from payment of value added taxes under the Shen Shui Fa No. (1993) 507 issued by the Shenzhen tax authority for the goods manufactured and sold in Shenzhen, the People's Republic of China ("PRC").

Income from net value added tax payables which exempted from payment under the aforementioned value added tax concession for the year ended 31 March 2001 amounted to HK\$126,139,000 (2000: HK\$127,766,000). Such amounts were included as part of the turnover.

Sales of colour televisions accounted for more than 90% of the Group's turnover for each of the two years ended 31 March 2001.

An analysis of the Group's turnover and contribution to profit from operations by geographical markets for the year is as follows:

3. 營業額及分類資料

營業額乃指計及退貨、貿易折扣及增值稅後之已售貨品總值。本集團根據中華人民共和國（「中國」）深圳稅務機關發出之深稅法第(1993)507號，獲豁免繳付於深圳製造及出售之貨品之增值稅。

截至二零零一年三月三十一日止年度，根據上述增值稅寬減獲豁免繳付增值稅之收入為126,139,000港元（二零零零年：127,766,000港元）。該等數額已計入營業額。

於截至二零零一年三月三十一日止兩個年度各年，彩色電視機之銷售佔本集團之營業額超過90%。

年內按地區市場劃分之本集團營業額及對經營溢利之貢獻之分析如下：

| | | Turnover | | Contribution to (loss) profit from operations | |
|-----------------------------------|-----------|-----------|-----------|---|----------|
| | | 營業額 | | 對經營（虧損）溢利之貢獻 | |
| | | 2001 | 2000 | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| PRC | 中國 | 3,793,122 | 3,322,824 | (35,209) | 374,824 |
| Overseas (including Hong Kong) | 海外（包括香港） | 653,384 | 495,977 | (4,961) | 16,197 |
| (Loss) profit from operations | 經營（虧損）溢利 | 4,446,506 | 3,818,801 | (40,170) | 391,021 |
| Finance costs | 融資成本 | | | (7,339) | (13,766) |
| (Loss) profit before taxation | 除稅前（虧損）溢利 | | | (47,509) | 377,255 |

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4. (Loss) profit from operations

4. 經營(虧損)溢利

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| (Loss) profit from operations has been arrived at after charging: | 經營(虧損)溢利乃經扣除以下各項: | | |
| Auditors' remuneration: | 核數師酬金: | | |
| Current year | 本年度 | 2,000 | 2,000 |
| Underprovision for prior years | 過往年度撥備不足 | 395 | 540 |
| Depreciation and amortisation of property, plant and equipment | 物業、廠房及設備之折舊及攤銷 | 52,282 | 37,528 |
| Amortisation of technical know-how | 技術知識之攤銷 | 1,042 | - |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | 686 | 307 |
| Operating lease rentals in respect of land and buildings | 有關土地及樓宇之營業租約租金 | 39,809 | 18,182 |
| Provision for doubtful debts | 呆賬撥備 | 6,946 | 9,400 |
| Provision for slow-moving inventories | 滯銷存貨撥備 | 43,773 | 23,445 |
| Provision for warranties | 換保撥備 | 13,367 | 5,397 |
| Staff costs: | 員工成本: | | |
| Research and development | 研究及開發 | 18,128 | 8,229 |
| Directors' remuneration | 董事酬金 | 30,741 | 9,729 |
| Others | 其他 | 243,383 | 149,134 |
| Unrealised losses on investments in securities | 證券投資之未變現虧損 | 1,540 | - |
| and after crediting: | 並已計入: | | |
| Dividend income from investments in listed securities | 上市證券投資股息收入 | - | 63 |
| Interest income | 利息收入 | 50,719 | 16,499 |
| Net realised gains on investments in securities | 證券投資之已變現收益淨額 | - | 1,158 |

5. Finance costs

5. 融資成本

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|--------------------------|-----------------------------------|-----------------------------------|
| Interest on bank borrowings | 銀行借貸利息 | | |
| – wholly repayable within five years | – 須於5年內全數償還 | – | 168 |
| – not wholly repayable within five years | – 毋須於5年內全數償還 | 991 | 993 |
| Interest on other borrowings wholly repayable within five years (note 35) | 須於5年內全數償還之其他借貸之利息 (附註35) | – | 5,679 |
| Handling charges (note 35) | 手續費 (附註35) | – | 3,006 |
| Bank charges | 銀行費用 | 4,042 | 3,354 |
| Net foreign exchange losses | 滙兌虧損淨額 | 2,306 | 566 |
| | | 7,339 | 13,766 |

6. Directors' remuneration

6. 董事酬金

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|----------|-----------------------------------|-----------------------------------|
| Fees: | 袍金: | | |
| Executive directors | 執行董事 | – | – |
| Non-executive directors | 非執行董事 | 600 | – |
| | | 600 | – |
| Other emoluments: | 其他酬金: | | |
| Basic salaries and allowances | 基本薪金及津貼 | 24,597 | 7,143 |
| Bonus | 花紅 | – | 2,519 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 544 | 67 |
| Compensation for loss of office | 離職賠償 | 5,000 | – |
| | | 30,141 | 9,729 |
| | | 30,741 | 9,729 |

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

6. Directors' remuneration (continued)

Other emoluments of the directors were all paid to executive directors of the Company. The directors' remuneration were within the following bands:

| | |
|----------------------------------|---------------------------|
| HK\$Nil to HK\$1,000,000 | 零至1,000,000港元 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001港元及2,500,000港元 |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001港元至3,000,000港元 |
| HK\$5,000,001 to HK\$5,500,000 | 5,000,001港元至5,500,000港元 |
| HK\$5,500,001 to HK\$6,000,000 | 5,500,001港元至6,000,000港元 |
| HK\$10,500,001 to HK\$11,000,000 | 10,500,001港元至11,000,000港元 |

Except for a director waived his emoluments amounting to HK\$3,519,000 during the year ended 31 March 2001, no other directors have waived any emoluments during each of the two years ended 31 March 2001.

6. 董事酬金 (續)

董事之其他酬金全部均支付予本公司執行董事。董事酬金數額介乎下列金額範圍：

| Number of directors | |
|---------------------|-------|
| 董事數目 | |
| 2001 | 2000 |
| 二零零一年 | 二零零零年 |
| 4 | 4 |
| – | 4 |
| 1 | 1 |
| – | 1 |
| 2 | – |
| 1 | – |
| 1 | – |
| 1 | – |

除一名董事於截至二零零一年三月三十一日止年度內放棄其酬金3,519,000港元外，於截至二零零一年三月三十一日止兩個年度各年並無其他董事放棄任何酬金。

7. Employees' remuneration

The five highest paid individuals of the Group included three (2000: five) executive directors of the Company, whose emoluments are included in note 6 above. The emoluments of the remaining two (2000: nil) individuals included a former director, his emoluments are partially included in note 6 above, his total emoluments together with emoluments of another individual for the year ended 31 March 2001 is as follows:

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|----------|-----------------------------------|-----------------------------------|
| Basic salaries and allowances | 其本薪金及津貼 | 7,019 | — |
| Bonus | 花紅 | 3,000 | — |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 4 | — |
| | | 10,023 | — |

The employees' remuneration were within the following bands:

僱員之酬金介乎以下範圍：

| | | Number of directors 董事數目 | |
|--------------------------------|-------------------------|-----------------------------|---------------|
| | | 2001 二零零一年 | 2000 二零零零年 |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001港元至3,500,000港元 | 1 | — |
| HK\$6,500,001 to HK\$7,000,000 | 6,500,001港元至7,000,000港元 | 1 | — |

Save as disclosed in note 6 above, no emoluments were paid by the Group to the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office during each of the two years ended 31 March 2001.

除附註6披露者外，於截至二零零一年三月三十一日止兩個年度內，本集團概無支付任何酬金予五位最高薪人士（包括董事及僱員），以作為加入本集團之報酬或作為失去職位之賠償。

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

8. Taxation

8. 稅項

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|-----------------------|--------|-----------------------------------|-----------------------------------|
| The charge comprises: | 支出包括： | | |
| Hong Kong Profits Tax | 香港利得稅 | 122 | 1,019 |
| PRC income tax | 中國所得稅 | 897 | 2,109 |
| Other PRC taxes | 其他中國稅項 | 48,815 | 49,073 |
| Deferred taxation | 遞延稅項 | - | 3,790 |
| | | 49,834 | 55,991 |

Hong Kong Profits Tax is calculated at the rate of 16% (2000: 16%) on the estimated assessable profits for the year. PRC income tax is calculated at the rates prevailing in the PRC.

香港利得稅根據年內估計應課稅溢利按稅率16% (二零零零年: 16%) 計算。中國所得稅乃按中國現行稅率計算。

Other PRC taxes are calculated at a composite rate of 15% (2000: 15%) on the intra-group technical and other services related fees charged to a subsidiary of the Group registered in the PRC.

其他中國稅項乃就本集團中國註冊附屬公司應計技術及其他服務相關費用按綜合稅率15% (二零零零年: 15%) 計算。

Details of deferred taxation are set out in note 23.

遞延稅項詳情載於附註23。

9. Net (loss) profit for the year

9. 本年度(虧損)溢利淨額

Of the Group's net loss for the year of HK\$61,389,000 (2000: a net profit of HK\$318,338,000), a net profit of HK\$237,000 (2000: nil) has been dealt with in the financial statements of the Company.

年內本集團錄得虧損淨額61,389,000港元 (二零零零年: 溢利淨額318,338,000港元), 其中溢利237,000港元 (二零零零年: 無) 已於本公司之財務報表入賬。

10. (Loss) earnings per share

The calculation of the basic (loss) earnings per share for the year is based on the net loss for the year of HK\$61,389,000 (2000: a net profit of HK\$318,338,000) and on the weighted average number of 2,041,643,836 (2000: 1,425,739,159) ordinary shares in issue during the year.

The weighted average number of shares for year ended 31 March 2000 was calculated on the assumption that the group reorganisation to rationale the structure of the Company and its subsidiaries in preparing for the listing of the Company's share on the Stock Exchange (the "Group Reorganisation") which took place on 27 March 2000 has been completed on 1 April 1999 and taking into account the shares issued by certain subsidiaries for cash during the year ended 31 March 2000.

Diluted loss per share for the year ended 31 March 2001 has not been presented as the exercise of the Company's outstanding options would result in a decrease in net loss per share.

Diluted earnings per share for the year ended 31 March 2000 has not been presented as the Company did not have any potential dilutive derivatives during the year ended 31 March 2000.

10. 每股(虧損)盈利

本年度每股基本(虧損)盈利乃根據本年度虧損淨額61,389,000港元(二零零零年:溢利淨額318,338,000港元)及年內已發行普通股之加權平均數2,041,643,836股(二零零零年:1,425,739,159股)計算。

截至二零零零年三月三十一日止年度之加權平均股數乃按假設重整本公司及其附屬公司之架構以為本公司股份於聯交所上市作準備而於二零零零年三月二十七日進行之集團重組(「集團重組」)已於一九九九年四月一日完成,且已考慮截至二零零零年三月三十一日止年度內若干附屬公司發行股份以換取現金而計算。

由於行使本公司尚未行使之購股權將導致每股虧損淨額減少,故並無呈列截至二零零一年三月三十一日止年度之每股攤薄虧損。

由於本公司於截至二零零零年三月三十一日止年度內並無任何潛在攤薄衍生工具,故並無呈列截至二零零零年三月三十一日止年度之每股攤薄盈利。

Notes to the Financial Statements For the year ended 31 March 2001

財務報表附註 截至二零零一年三月三十一日止年度

11. Property, plant and equipment

11. 物業、廠房及設備

| | | Land and buildings 土地及樓宇 HK\$'000 港幣千元 | Construction in progress 在建工程 HK\$'000 港幣千元 | Plant and machinery 廠房及機器 HK\$'000 港幣千元 | Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
|--|--------------|--|---|---|--|---------------------------------|
| THE GROUP | 本集團 | | | | | |
| Cost | 成本 | | | | | |
| At 1 April 2000 | 於二零零零年四月一日 | 145,506 | 18,058 | 188,047 | 18,537 | 370,148 |
| Additions | 添置 | 14,799 | 14,020 | 60,310 | 13,329 | 102,458 |
| Transfer | 轉移 | 17,005 | (17,005) | – | – | – |
| Disposals | 出售 | – | – | (1,685) | (691) | (2,376) |
| At 31 March 2001 | 於二零零一年三月三十一日 | 177,310 | 15,073 | 246,672 | 31,175 | 470,230 |
| Depreciation and amortisation | 折舊及攤銷 | | | | | |
| At 1 April 2000 | 於二零零零年四月一日 | 13,900 | – | 78,820 | 8,974 | 101,694 |
| Provided for the year | 本年度撥備 | 6,317 | – | 41,052 | 4,913 | 52,282 |
| Eliminated on disposals | 出售時撇銷 | – | – | (1,332) | (358) | (1,690) |
| At 31 March 2001 | 於二零零一年三月三十一日 | 20,217 | – | 118,540 | 13,529 | 152,286 |
| Net book values | 賬面淨值 | | | | | |
| At 31 March 2001 | 於二零零一年三月三十一日 | 157,093 | 15,073 | 128,132 | 17,646 | 317,944 |
| At 31 March 2000 | 於二零零零年三月三十一日 | 131,606 | 18,058 | 109,227 | 9,563 | 268,454 |

11. Property, plant and equipment (continued)

The net book value of the land and buildings comprises:

11. 物業、廠房及設備 (續)

土地及樓宇之賬面淨值包括下列各項：

| | | THE GROUP | |
|---------------------------------|--------------|------------------|-----------------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | <i>HK\$'000</i> | <i>HK\$'000</i> |
| | | 港幣千元 | 港幣千元 |
| Land and buildings situated on: | 土地及樓宇位於： | | |
| Land in Hong Kong held under | 根據下列年期持有香港土地 | | |
| – long leases | – 長期租約 | 32,005 | 26,096 |
| Land in PRC held under | 根據下列年期持有中國土地 | | |
| – long leases | – 長期租約 | 2,644 | 1,050 |
| – medium-term leases | – 中期租約 | 122,444 | 104,460 |
| | | 157,093 | 131,606 |

The construction in progress represents factory buildings and a research and development complex under development on land in the PRC held under medium-term leases.

在建工程乃指位於根據中期租約持有之中國土地上興建中之廠房及一幢研究及開發綜合大樓。

At 31 March 2001, the net book value of land and buildings included an amount of HK\$17,215,000 (2000: Nil) in respect of land and buildings situated in the PRC which were in the process of renewing the Real Estate Title Certificate.

於二零零一年三月三十一日，中國土地及樓宇賬面淨值約17,215,000港元（二零零零年：無）正辦理房地產權證續期申請。

Notes to the Financial Statements For the year ended 31 March 2001**財務報表附註** 截至二零零一年三月三十一日止年度**12. Interests in subsidiaries****12. 於附屬公司之權益**

| | | THE COMPANY | |
|----------------------------|----------|--------------------|-----------------|
| | | 本公司 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Unlisted shares | 非上市股份 | 1,144,051 | 1,144,051 |
| Amount due from subsidiary | 應收附屬公司款項 | 1,099,957 | — |
| | | 2,244,008 | 1,144,051 |

Particulars of the Company's principal subsidiaries at 31 March 2001 are set out in note 36.

本公司於二零零一年三月三十一日之主要附屬公司詳情載於附註36。

The amount due from subsidiary is unsecured, interest free and will not be repayable within the next twelve months from the balance sheet date.

應收附屬公司款項為無抵押、免息且毋須於結算日後之十二個月內償還。

13. Interest in associate

13. 於聯營公司之權益

| | | THE GROUP 本集團 | |
|---------------------|--------|------------------|------------------|
| | | 2001 二零零一年 | 2000 二零零零年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Unlisted investment | 非上市投資 | | |
| Share of net assets | 所佔資產淨值 | 9,914 | 9,914 |

The unlisted investment represents the Group's 45% (2000: 45%) equity interest in 東莞創維電子有限公司 Dongguan Skyworth Electronics Co., Ltd., a sino-foreign equity joint venture established in the PRC with a tenure of ten years from 28 April 1991. The associate was inactive in both years.

非上市投資指本集團於東莞創維電子有限公司之45% (二零零零年: 45%) 股權, 該公司乃於一九九一年四月二十八日於中國成立之中外合資企業, 合營期10年。該公司於本報告所述之兩年期內均無業務。

14. Technical know-how

14. 技術知識

| | | THE GROUP 本集團 | |
|--|--------------------|------------------|---------|
| | | HK\$'000 港幣千元 | |
| Cost | 成本值 | | |
| Additions during the year and at 31 March 2001 | 年內產生及於二零零一年三月三十一日 | | 12,500 |
| Amortisation | 攤銷 | | |
| Provided for the year and at 31 March 2001 | 本年度攤銷及於二零零一年三月三十一日 | | (1,042) |
| Net book value | 賬面淨值 | | |
| At 31 March 2001 | 於二零零一年三月三十一日 | | 11,458 |

Notes to the Financial Statements For the year ended 31 March 2001

財務報表附註 截至二零零一年三月三十一日止年度

15. Investments in securities

15. 證券投資

| | | Trading securities | | Other investments | | Total | |
|---|-------------|--------------------|----------|-------------------|----------|----------|----------|
| | | 買賣證券 | | 其他投資 | | 總額 | |
| | | 2001 | 2000 | 2001 | 2000 | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 | 二零零一年 | 二零零零年 | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| THE GROUP | 本集團 | | | | | | |
| Equity-linked notes | 股本掛鈎票據 | 61,232 | - | - | - | 61,232 | - |
| Unlisted equity securities in the PRC | 中國非上市權益證券 | - | - | 1,122 | - | 1,122 | - |
| | | 61,232 | - | 1,122 | - | 62,354 | - |
| Carrying amount analysed for reporting purposes | 就呈報所作之賬面值分析 | | | | | | |
| Non-current | 非流動 | - | - | 1,122 | - | 1,122 | - |
| Current | 流動 | 61,232 | - | - | - | 61,232 | - |
| | | 61,232 | - | 1,122 | - | 62,354 | - |

16. Inventories

16. 存貨

| | | THE GROUP | |
|------------------|-----|-----------|----------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Raw materials | 原材料 | 244,196 | 217,545 |
| Work in progress | 在製品 | 62,993 | 50,532 |
| Finished goods | 製成品 | 615,330 | 607,086 |
| | | 922,519 | 875,163 |

Included above are raw materials of HK\$65,304,000 (2000: HK\$30,592,000) and finished goods of HK\$479,705,000 (2000: HK\$320,403,000) which are carried at net realisable value.

上述數額包括分別價值為65,304,000港元(二零零零年: 30,592,000港元)及479,705,000港元(二零零零年: 320,403,000港元)之原材料及製成品以可變現淨值入賬。

17. Bills receivable

THE GROUP

The following is an aging analysis of bills receivable at the balance sheet date:

17. 應收票據

本集團

於結算日應收票據之賬齡分析如下：

| | | THE GROUP | |
|-----------------------------|------------|----------------|----------------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Within 30 days | 30天以內 | 165,215 | 185,249 |
| 31 to 60 days | 31至60天 | 85,614 | 62,042 |
| 61 to 90 days | 61至90天 | 74,985 | 194,896 |
| 91 days or over | 91天或以上 | 67,969 | 28,958 |
| Bills endorsed to suppliers | 已背書予供應商之票據 | 239,187 | 43,216 |
| | | 632,970 | 514,361 |

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

18. Trade and other receivable

THE GROUP

Sales to wholesalers and retailers other than department stores in the PRC are generally made on a cash basis or against bills issued by banks with maturity dates from 30 to 180 days or cheques. Sales to department stores in the PRC are made on a consignment basis which is normally settled within one to two months after sales. Certain district sales managers in the PRC are authorised to make credit sales for payment at 30 to 60 days of up to a limited amount which is determined on the basis of the sales volume of the respective office.

Export sales of the Group are mainly settled by letters of credit with credit term ranging from 30 to 60 days.

The following is an aging analysis of trade receivable at the balance sheet date:

18. 應收貿易及其他款項

本集團

銷貨予中國批發商及零售商(除百貨公司以外)之銷售款項一般以現金或由銀行簽發到期日為30天至180天之票據或以支票結算。百貨公司之銷售款項則按寄銷基準付款,通常於銷售後一至兩個月內結算。若干於中國之區域銷售經理獲授權可制定付款期為30天至60天之銷售信貸期,惟須受按有關各代表辦事處之銷售額基準釐定有關上限之規限。

本集團之出口銷售主要以信用狀結算,信用期介乎30天至60天不等。

於結算日應收貿易款項之賬齡分析如下:

| | | THE GROUP | |
|---|----------------|-----------|----------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Within 30 days | 30天以內 | 51,288 | 60,206 |
| 31 to 60 days | 31至60天 | 5,264 | 476 |
| 61 to 90 days | 61至90天 | 58 | 249 |
| 91 days or over | 91天或以上 | 1,427 | 1,188 |
| Trade receivable | 應收貿易款項 | 58,037 | 62,119 |
| Deposits, prepayment and other receivable | 按金、預付款項及其他應收款項 | 140,239 | 199,717 |
| | | 198,276 | 261,836 |

19. Pledged deposits

THE GROUP

The pledged deposits have been placed in designated bank accounts in favour of the banks as part of the security for the banking facilities granted to the Group by the banks. Details of the pledge of assets are set out in note 30.

20. Trade and other payable

THE GROUP

The following is an aging analysis of trade payable at the balance sheet date:

19. 已抵押存款

本集團

已抵押存款存於指定銀行賬戶，作為銀行給予本集團之銀行融資其中部份抵押。資產抵押之詳情已載於附註30。

20. 應付貿易及其他款項

本集團

於結算日應付貿易款項之賬齡分析如下：

| | | THE GROUP | |
|--|------------------------|------------------|-----------------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | <i>HK\$'000</i> | <i>HK\$'000</i> |
| | | 港幣千元 | 港幣千元 |
| Within 30 days | 30天以內 | 181,044 | 281,117 |
| 31 to 60 days | 31至60天 | 134,796 | 100,512 |
| 61 to 90 days | 61至90天 | 68,119 | 90,499 |
| 91 days or over | 91天或以上 | 94,872 | 126,209 |
| Trade payable under endorsed bills | 已背書票據之 應付貿易款項 | 239,187 | 43,216 |
| Trade payable | 應付貿易款項 | 718,018 | 641,553 |
| Deposits in advance, accruals and other payable | 預繳按金、 應計及其他 應付款項 | 494,035 | 350,597 |
| | | 1,212,053 | 992,150 |

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21. Amount due to associate

THE GROUP

The amount due to associate is unsecured, interest free and has no fixed terms of repayment.

21. 應付聯營公司款項

本集團

應付聯營公司款項乃無抵押、免息及無固定還款期。

22. Secured bank borrowings

22. 有抵押銀行貸款

| | | THE GROUP | |
|--|-------------------------|---------------|---------------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Secured bank borrowings comprise the following: | 有抵押銀行貸款包括下列各項： | | |
| Import loans | 進口貸款 | 11,163 | 39,755 |
| Mortgage loans | 按揭貸款 | 9,265 | 10,162 |
| Bank overdraft | 銀行透支 | – | 141 |
| | | 20,428 | 50,058 |
| The bank borrowings are repayable as follows: | 銀行貸款償還期如下： | | |
| Within one year or on demand | 一年內或要求時須償還 | 12,186 | 40,805 |
| More than one year, but not exceeding two years | 一年至兩年 | 1,121 | 1,001 |
| More than two years, but not exceeding five years | 兩年至五年 | 4,041 | 3,660 |
| More than five years | 超逾五年 | 3,080 | 4,592 |
| | | 20,428 | 50,058 |
| Less: Amounts due within one year or on demand included in current liabilities | 減：流動負債包括一年內到期或要求時須償還之款項 | (12,186) | (40,805) |
| Amount due after one year | 一年後到期之款項 | 8,242 | 9,253 |

23. Deferred taxation

23. 遞延稅項

| | | THE GROUP 本集團 | |
|----------------------------------|---------------|-----------------------------------|-----------------------------------|
| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
| Balance at beginning of the year | 年初之結餘 | 3,900 | 110 |
| Charge for the year (note 8) | 本年度之支出 (附註 8) | - | 3,790 |
| Balance at end of the year | 年終之結餘 | 3,900 | 3,900 |

At the balance sheet date, the major components of the deferred tax asset (liability), provided and unprovided, are as follows:

於結算日，已撥備及未撥備之遞延稅項資產（負債）主要由以下各項組成：

| | | Provided 已撥備 | | Unprovided 未撥備 | |
|--|----------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
| THE GROUP | 本集團 | | | | |
| Tax effect of timing differences because of: | 時差產生之稅務影響，乃由於： | | | | |
| Excess of tax allowances over depreciation | 稅務減免額超逾折舊 | (3,900) | (3,900) | - | - |
| Taxation losses | 稅務虧損 | - | - | 53,655 | 7,923 |
| | | (3,900) | (3,900) | 53,655 | 7,923 |

The unprovided tax credit for the year in respect of timing differences attributable to taxation losses is amounted to HK\$45,732,000 (2000: HK\$7,923,000)

年內有關稅務虧損時差產生之未撥備遞延稅項資產為 45,732,000 港元（二零零零年：7,923,000 港元）

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23. Deferred taxation (continued)

The deferred tax asset primarily relating to taxation losses has not been recognised in the financial statements as it is uncertain that the resulting deferred tax asset will be realised in the future.

The company had no material unprovided deferred taxation for the year or at the balance sheet date.

23. 遞延稅項 (續)

遞延稅項主要有關因不能確定產生之遞延稅項資產可否於未來變現而未於財務報表中確認之稅務虧損。

於年內或結算日，本公司並無重大未撥備之遞延稅項。

24. Share capital

Movements in the share capital of the Company for the period from 16 December 1999 (date of incorporation) to 31 March 2001 were as follows:

24. 股本

於一九九九年十二月十六日(註冊成立日期)至二零零一年三月三十一日期間，本公司之股本變動如下：

| | | Number of shares 股份數目 | Value 價值 HK\$'000 港幣千元 |
|---|------------------------------|-----------------------------|---------------------------------|
| Ordinary shares of HK\$0.1 each: | 每股0.1港元之普通股： | | |
| Authorised | 法定 | | |
| On incorporation | 註冊成立時 | 1,000,000 | 100 |
| Increased in authorised share capital | 法定股本增加 | 9,999,000,000 | 999,900 |
| At 31 March 2000 and 31 March 2001 | 於二零零零年三月三十一日 及二零零一年三月三十一日 | 10,000,000,000 | 1,000,000 |
| Issued and fully paid | 已發行及繳足 | | |
| Allotted and issued nil paid on incorporation | 註冊成立時以未繳股款配發及發行 | 1,000,000 | - |
| Issue of shares upon the Group Reorganisation | 集團重組時發行股份 | 1,499,000,000 | 149,900 |
| Credited as fully paid from contributed surplus account | 實繳盈餘賬入賬列為繳足 | - | 100 |
| At 31 March 2000 | 於二零零零年三月三十一日 | 1,500,000,000 | 150,000 |
| Issue of shares | 發行股份 | 550,000,000 | 55,000 |
| At 31 March 2001 | 於二零零一年三月三十一日 | 2,050,000,000 | 205,000 |

24. Share capital (continued)

The following changes in the share capital of the Company took place during the period from 16 December 1999 (date of incorporation) to 31 March 2001:

- (a) The Company was incorporated on 16 December 1999 with an authorised share capital of HK\$100,000 divided into 1,000,000 ordinary shares of HK\$0.1 each, all of which were allotted and issued nil paid on 21 January 2000.
- (b) Pursuant to written resolutions of the sole shareholder of the Company passed on 27 March 2000:
 - (i) the authorised share capital of the Company was increased from HK\$100,000 to HK\$1,000,000,000 by the creation of an additional 9,999,000,000 new ordinary shares of HK\$0.1 each. The new shares rank pari passu in all respects with the existing shares;
 - (ii) as consideration for the acquisition of the entire issued share capital of Skyworth Digital Technology (Holding) Company Limited and its subsidiaries, the directors were authorised to allot and issue an aggregate of 1,499,000,000 ordinary shares, credited as fully paid under the Group Reorganisation which took place on 27 March 2000; and

24. 股本 (續)

本公司股本於一九九九年十二月十六日 (註冊成立日期) 至二零零一年三月三十一日期間之變動如下:

- (a) 本公司於一九九九年十二月十六日註冊成立，法定股本為100,000港元，分為1,000,000股每股面值0.1港元之普通股，全部已於二零零零年一月二十一日以未繳股款形式配發及發行。
- (b) 根據本公司唯一股東於二零零零年三月二十七日通過之書面決議案：
 - (i) 本公司透過新增9,999,000,000股每股面值0.1港元之新普通股，將法定股本由100,000港元增加至1,000,000,000港元。新股在各方面均享有現有股份之同等權益；
 - (ii) 作為收購Skyworth Digital Technology (Holding) Company Limited及其附屬公司全部已發行股本之代價，根據於二零零零年三月二十七日進行之集團重組，董事獲授權配發及發行總計1,499,000,000股入賬列為繳足之普通股；及

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24. Share capital (continued)

- (iii) an amount of HK\$100,000 credited to the contributed surplus account of the Company arising from the issue of 1,499,000,000 shares in acquisition of the entire issued share capital of Skyworth Digital Technology (Holding) Company Limited and its subsidiaries above was applied in paying up in full at par value the 1,000,000 ordinary shares, which were allotted and issued nil paid on 21 January 2000.
- (c) Pursuant to a resolution passed in writing by the sole shareholder at that time of the Company on 27 March 2000, the directors were authorized to issue and allot a total of 550,000,000 shares of the Company of HK\$0.1 each (including the exercise of the over-allotment option relating to 50,000,000 shares) at a price of HK\$2.07 per share in connection with the new issue and placing. On 6 April 2000 and 12 April 2000, the Company issued and allotted 500,000,000 and 50,000,000 shares respectively at a price of HK\$2.07 each.

24. 股本 (續)

- (iii) 動用本公司之實繳盈餘賬因收購 Skyworth Digital Technology (Holding) Company Limited 及附屬公司全部已發行股本而發行之 1,499,000,000 股股份所得之進賬其中 100,000 港元，按面值繳足於二零零零年一月二十一日以未繳股款形式配發及發行之 1,000,000 股普通股。
- (c) 根據本公司當時之唯一股東於二零零零年三月二十七日通過之書面決議案，董事獲授權就發行新股及配售事項以每股股份 2.07 港元之價格發行及配發合共 550,000,000 股本公司每股面值 0.1 港元之股份（包括有關行使超額配股權之 50,000,000 股股份）。於二零零零年四月六日及二零零零年四月十二日，本公司以每股股份 2.07 港元之價格分別發行及配發 500,000,000 股股份及 50,000,000 股股份。

25. Share options

Pursuant to the Company's share option scheme adopted on 27 March 2000, the board of directors of the Company may, at its discretion, grant options to eligible employees, including executive directors, of the Company or any of its subsidiaries to subscribe for shares in the Company at a price not less than 80% of the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of offer of the options or the nominal value of the shares, whichever is the higher.

The maximum number of shares in respect of which options may be granted under the share option scheme shall not exceed 10% of the issued share capital of the Company in issue from time to time and the maximum number of shares in respect of which options may be granted to any one employee shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the share option scheme.

25. 購股權

根據本公司於二零零零年三月二十七日所採納之購股權計劃，本公司之董事會可全權酌情向本公司或其附屬公司之合資格僱員（包括執行董事）授出購股權，以不少於股份在授出購股權日期前五個交易日在聯交所之平均收市價80%或股份面值（以較高者為準）之價格認購本公司之股份。

根據購股權計劃授出之購股權可認購之股份總數，不得超過本公司當時已發行股本之10%，而任何一名僱員獲授之購股權可認購之股份總數則不得超過購股權計劃所授出之購股權25%。

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25. Share options (continued)

At 31 March 2001, options granted to certain directors of the Company and employees of the Group, pursuant to the share option scheme, to subscribe for 196,961,000 (2000: nil) ordinary shares of the Company within the following exercisable periods were outstanding:

| Date of grant 授出日期 | Exercisable period 行使期限 | Exercise price 行使價格 HK\$ 港元 | Number of share option 購股權數目 |
|----------------------------------|---|--------------------------------------|---------------------------------|
| 25 November 2000 二零零零年十一月二十五日 | 25 November 2001 to 27 March 2010 二零零一年十一月二十五日至 二零一零年三月二十七日 | 0.336 | 55,198,000 |
| 25 November 2000 二零零零年十一月二十五日 | 25 November 2002 to 27 March 2010 二零零二年十一月二十五日至 二零一零年三月二十七日 | 0.336 | 55,950,000 |
| 25 November 2000 二零零零年十一月二十五日 | 25 November 2003 to 27 March 2010 二零零三年十一月二十五日至 二零一零年三月二十七日 | 0.336 | 45,640,000 |
| 25 November 2000 二零零零年十一月二十五日 | 25 November 2004 to 27 March 2010 二零零四年十一月二十五日至 二零一零年三月二十七日 | 0.336 | 40,173,000 |
| | | | 196,961,000 |

No share options were exercised to subscribe for the shares of the Company during the year.

25. 購股權 (續)

於二零零一年三月三十一日，根據購股權計劃向本公司若干董事及僱員授出之購股權可認購196,961,000股(二零零零年：零)本公司之普通股，尚未行使購股權之行使期限如下：

年內並無購股權獲行使以認購本公司之股份。

26. Share premium and reserves

26. 股份溢價及儲備

| | | Share premium 股份溢價 HK\$'000 港幣千元 | Surplus account 盈餘賬 HK\$'000 港幣千元 | Capital reserve 資本儲備 HK\$'000 港幣千元 | Exchange reserve 滙兌儲備 HK\$'000 港幣千元 | Accumulated profits 累計溢利 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
|---|---------------------|--|---|--|---|--|---------------------------------|
| THE GROUP | 本集團 | | | | | | |
| Balance at 1 April 1999 | 於一九九九年 四月一日之結餘 | - | 2,500 | 27,529 | 4,515 | 558,288 | 592,832 |
| Reserve arising on Group Reorganisation | 集團重組 所產生之儲備 | - | 99,508 | - | - | (7,002) | 92,506 |
| Profit for the year | 本年度溢利 | - | - | - | - | 318,338 | 318,338 |
| Transferred to capital reserve | 撥往資本儲備 | - | - | 423 | - | (423) | — |
| <hr/> | | | | | | | |
| Balance at 31 March 2000 | 於二零零零年三月 三十一日之結餘 | - | 102,008 | 27,952 | 4,515 | 869,201 | 1,003,676 |
| Issue of shares | 發行股份 | 1,083,500 | - | - | - | - | 1,083,500 |
| Expenses incurred in connection with issuing of shares | 發行股份產生之開支 | (45,782) | - | - | - | - | (45,782) |
| Exchange differences on translation of amounts of overseas operations | 折算海外業務款項 產生之滙兌差額 | - | - | - | (201) | - | (201) |
| Loss for the year | 本年度虧損 | - | - | - | - | (61,389) | (61,389) |
| Transferred to capital reserve | 撥往資本儲備 | - | - | 1,322 | - | (1,322) | - |
| <hr/> | | | | | | | |
| Balance at 31 March 2001 | 於二零零一年三月 三十一日之結餘 | 1,037,718 | 102,008 | 29,274 | 4,314 | 806,490 | 1,979,804 |

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26. Share premium and reserves

(continued)

26. 股份溢價及儲備 (續)

| | | Share premium 股份溢價 HK\$'000 港幣千元 | Contributed surplus 實繳盈餘 HK\$'000 港幣千元 | Accumulated profit 累計溢利 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
|---|---------------------|--|--|---|---------------------------------|
| THE COMPANY | 本公司 | | | | |
| Surplus arising on Group Reorganisation | 集團重組所產生 之盈餘 | - | 1,001,153 | - | 1,001,153 |
| Capitalisation issue of shares to then shareholders | 向當時股東資本化 發行股份 | - | (100) | - | (100) |
| Balance at 31 March 2000 | 於二零零零年三月 三十一日之結餘 | - | 1,001,053 | - | 1,001,053 |
| Issue of shares | 發行股份 | 1,083,500 | - | - | 1,083,500 |
| Expenses incurred in connection with issuing of shares | 發行股份產生之開支 | (45,782) | - | - | (45,782) |
| Profit for the year | 本年度溢利 | - | - | 237 | 237 |
| Balance at 31 March 2001 | 於二零零一年三月 三十一日之結餘 | 1,037,718 | 1,001,053 | 237 | 2,039,008 |

Surplus account represents the difference between the nominal amount of the share capital issued by the Company and the aggregate of the nominal amount of the issued share capital and other reserve accounts of Skyworth Digital Technology (Holding) Company Limited, the subsidiary which was acquired by the Company pursuant to the Group Reorganisation.

Included in the capital reserve are PRC statutory reserves amounting to HK\$5,050,000 (2000: HK\$3,728,000) transferred from accumulated profits as required by the relevant PRC laws and regulations applicable to the Group's PRC subsidiaries.

盈餘賬指本公司發行之股本面值及本公司根據集團重組而收購之附屬公司 Skyworth Digital Technology (Holding) Company Limited 之已發行股本總面值與其他儲備賬戶總和之差額。

資本儲備包括於兩年度內根據適用於本集團之中國附屬公司之有關中國法例及規定而自累計溢利撥出之中國法定儲備 5,050,000 港元 (二零零零年: 3,728,000 港元)。

26. Share premium and reserves (continued)

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of Skyworth Digital Technology (Holding) Company Limited at the date on which the Group Reorganisation became effective and the nominal amount of the share capital of the Company issued under the Group Reorganisation.

Under the Companies Act 1981 of Bermuda, contributed surplus is also available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, the Company's reserves available for distribution to shareholders were as follows:

26. 股份溢價及儲備 (續)

本公司之實繳盈餘指於集團重組日期生效當日 Skyworth Digital Technology (Holding) Company Limited 之綜合股東資金與根據集團重組發行之本公司股本面值之差額。

根據百慕達一九八一年公司法，實繳盈餘亦可分派予股東。然而，倘以下情況，則公司不得宣派或派付股息，亦不得自實繳盈餘作出分派：

- (a) 本公司本身或於分派後未能償還到期債務；或
- (b) 本公司資產之可變現價值會因而少於其負債及已發行股本與股份溢價賬之總和。

董事認為，本公司可供分派予股東之儲備如下：

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---------------------|------|-----------------------------------|-----------------------------------|
| Contributed surplus | 實繳盈餘 | 1,001,053 | 1,001,053 |
| Accumulated profit | 累計溢利 | 237 | — |
| | | 1,001,290 | 1,001,053 |

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27. Reconciliation of (loss) profit before taxation to net cash inflow from operating activities

27. 除稅前(虧損)溢利與經營業務現金流入淨額之對賬

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| (Loss) profit before taxation | 除稅前(虧損)溢利 | (47,509) | 377,255 |
| Interest income | 利息收入 | (50,719) | (16,499) |
| Interest expenses | 利息開支 | 991 | 6,840 |
| Dividend income | 股息收入 | - | (63) |
| Depreciation and amortisation of property, plant and equipment | 物業、廠房及設備 之折舊及攤銷 | 52,282 | 37,528 |
| Amortisation of technical know-how | 技術知識之攤銷 | 1,042 | - |
| Loss on disposal of property, plant and equipment | 出售物業、廠房 及設備之虧損 | 686 | 307 |
| Net realised gain on investments in securities | 證券投資之已變現淨收益 | - | (1,158) |
| Unrealised losses on investments in securities | 證券投資之未變現虧損 | 1,540 | - |
| Increase in inventories | 存貨之增加 | (47,356) | (287,869) |
| Increase in bills receivable | 應收票據之增加 | (118,609) | (192,426) |
| Decrease (increase) in trade and other receivable | 應收貿易及其他款項 之減少(增加) | 85,182 | (126,394) |
| Decrease in amounts due from related companies | 應收關連公司 款項之減少 | - | 29,252 |
| Decrease in amounts due from directors | 應收董事款項之 減少 | - | 3,405 |
| Increase in trade and other payable | 應付貿易及其他 款項之增加 | 230,167 | 224,443 |
| Decrease in amounts due to directors | 應付董事款項之減少 | - | (180) |
| Decrease in amounts due to related companies | 應付關連公司款項之減少 | - | (4,723) |
| Net cash inflow from operating activities | 經營業務之現金流入淨額 | 107,697 | 49,718 |

28. Analysis of changes in financing during the year

28. 本年度融資變動之分析

| | | Share capital and premium 股本及溢價 HK\$'000 港幣千元 | Unsecured short-term loans 無抵押短期貸款 HK\$'000 港幣千元 | Mortgage loans 按揭貸款 HK\$'000 港幣千元 | Minority interests 少數股東權益 HK\$'000 港幣千元 |
|---|---------------------------|--|---|--|--|
| Balance at 1 April 1999 | 一九九九年四月一日之結餘 | 2 | 150,000 | 11,003 | 35,125 |
| Issue of shares in subsidiaries to then shareholders prior to Group Reorganisation | 於集團重組前向當時股東發行附屬公司之股份 | 244,060 | - | - | - |
| Expenses paid in connection with issuing of shares in subsidiaries to then shareholders prior to Group Reorganisation | 就集團重組前向當時股東發行附屬公司股份而支付之開支 | (1,553) | - | - | - |
| Reserve arising on redemption of the convertible redeemable shares in a subsidiary | 於贖回附屬公司可換股可贖回股份時產生之儲備 | 7,002 | - | - | - |
| Reserve arising on purchase of non-voting deferred shares in a subsidiary | 購入附屬公司無投票權遞延股份時產生之儲備 | 2,497 | - | - | - |
| Capitalisation of reserves arising on Group Reorganisation | 集團重組時撥充資本之儲備 | (252,008) | - | - | - |
| Capitalisation of issue of shares to then shareholders | 向當時股東資本化發行股份 | 100 | - | - | - |
| Issue of shares upon Group Reorganisation | 於集團重組時發行股份 | 149,900 | - | - | - |
| Repayment during the year | 年內還款 | - | (150,000) | (841) | - |
| Share of profit for the year | 所佔本年度溢利 | - | - | - | 2,926 |
| Dividend paid to minority shareholders | 已付予少數股東之股息 | - | - | - | (990) |
| Acquisition of additional interest in a subsidiary | 增持附屬公司之權益 | - | - | - | (567) |
| <hr/> | | | | | |
| Balance at 31 March 2000 | 二零零零年三月三十一日之結餘 | 150,000 | - | 10,162 | 36,494 |
| Issue of shares for cash | 現金發行股份 | 1,138,500 | - | - | - |
| Expenses incurred in connection with issuing of shares | 發行股份所產生之開支 | (45,782) | - | - | - |
| Repayment during the year | 年內還款 | - | - | (897) | - |
| Share of loss for the year | 所佔本年度虧損 | - | - | - | (35,954) |
| Dividend paid to minority shareholders | 已付予少數股東之股息 | - | - | - | (2,748) |
| Capital contributed by minority shareholders (note 29) | 少數股東所貢獻之資本 (附註29) | - | - | - | 12,500 |
| <hr/> | | | | | |
| Balance at 31 March 2001 | 二零零一年三月三十一日之結餘 | 1,242,718 | - | 9,265 | 10,292 |

Notes to the Financial Statements *For the year ended 31 March 2001***財務報表附註** 截至二零零一年三月三十一日止年度**29. Major non cash transaction**

During the year, the Group entered into an agreement with a minority shareholder to incorporate a subsidiary to be engaged in development of computer technology and networks in the PRC. The parties involved agreed that the minority shareholder would contribute the related technical know-how developed by himself to the Group as subscription monies for his equity interests in the said subsidiary.

30. Pledge of assets

At 31 March 2001, the Group's land and buildings with an aggregate net book value of approximately HK\$19,400,000 (2000: HK\$19,800,000) and bank deposits of HK\$36,300,000 (2000: HK\$38,600,000) were pledged to banks to secure the banking facilities granted to the Group.

29. 主要非現金交易

年內，本集團與一位少數股東訂立協議，成立一間附屬公司以在中國從事電腦科技及網絡發展。參與各方同意該名少數股東向本集團貢獻其本人開發之技術知識，作為其對上述之附屬公司權益之認購款項。

30. 資產抵押

於二零零一年三月三十一日，本集團賬面淨值合共約 19,400,000 港元（二零零零年：19,800,000 港元）之土地與樓宇及銀行存款 36,300,000 港元（二零零零年：38,600,000 港元）均已按予銀行，作為本集團所獲銀行信貸之抵押。

31. Operating lease commitments

At 31 March 2001, the Group had commitments payable in the following year in respect of land and buildings under non-cancellable operating leases:

31. 經營租約承擔

於二零零一年三月三十一日，本集團根據不可撤銷經營租約而須於下年支付之土地及樓宇承擔如下：

| | | THE GROUP | |
|------------------------------|----------|------------------|-----------------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | <i>HK\$'000</i> | <i>HK\$'000</i> |
| | | 港幣千元 | 港幣千元 |
| Operating leases | 於下列年期屆滿 | | |
| which expire: | 之經營租約： | | |
| Within one year | 一年內 | 2,647 | 135 |
| In the second to fifth years | 第二至五年 | | |
| inclusive | (包括首尾兩年) | 1,586 | 1,289 |
| Over five years | 超過五年 | 1,072 | - |
| | | 5,305 | 1,424 |

Notes to the Financial Statements For the year ended 31 March 2001

財務報表附註 截至二零零一年三月三十一日止年度

32. Capital commitments

At 31 March 2001, the Group had following capital commitments:

32. 資本承擔

於二零零一年三月三十一日，本集團之資本承擔如下：

| | | THE GROUP | |
|--|-------------------|----------------|----------|
| | | 本集團 | |
| | | 2001 | 2000 |
| | | 二零零一年 | 二零零零年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Commitments contracted for but not provided in respect of: | 有關下列項目之已訂約但未撥備承擔： | | |
| Factory buildings under construction | 在建廠房 | 81,394 | 1,555 |
| Purchase of other property, plant and equipment | 購買其他物業、 廠房及設備 | 19,113 | 16,129 |
| | | 100,507 | 17,684 |
| Commitments authorised but not contracted for: | 已批准但未訂約之承擔： | | |
| Investment in associate and other investments | 於聯營公司之投資及其他投資 | 21,776 | — |
| Factory buildings under construction | 在建廠房 | — | 547 |
| Purchase of other property, plant and equipment | 購買其他物業、 廠房及設備 | — | 2,598 |
| | | 21,776 | 3,145 |
| | | 122,283 | 20,829 |

33. Contingent liabilities

At 31 March 2001, the Group had the following contingencies:

- (a) As a result of its ongoing field audit of Skyworth (Group) Company Limited (“Skyworth (Group)”), the Hong Kong Inland Revenue Department (“HKIRD”) has raised assessments and additional assessments (“Assessments”) on Skyworth (Group) in the aggregate sum of approximately HK\$183,091,000 in respect of technical and other service related fees received by Skyworth (Group) from its fellow subsidiary 深圳創維 – RGB 電子有限公司 Shenzhen Chuangwei – RGB Electronics Co., Ltd. during the period from 1 April 1994 to 31 March 2000; such Assessments being on the basis that such income of Skyworth (Group) was sourced in Hong Kong.

The directors consider that this income was sourced in the PRC and have made full provision for the relevant PRC taxes in the financial statements. Accordingly, the directors consider that the income was sourced outside Hong Kong and should not be chargeable to Hong Kong Profits Tax. On this basis, and having taken professional advice, on 3 July 2001, Skyworth (Group) lodged an objection to HKIRD in respect of the Assessments. Then on 16 July 2001 HKIRD issued notices holding over HK\$118,958,000 of the Assessments pending completion of the field audit but requiring that the balance be paid on or before 30 July 2001.

33. 或然負債

於二零零一年三月三十一日，本集團之或然負債如下：

- (a) 就香港稅務局（「香港稅局」）對創維集團有限公司（「創維集團」）之持續實地審查之結果，香港稅局已就有關創維集團於一九九四年四月一日至二零零零年三月三十一日期間向其附屬公司深圳創維-RGB電子有限公司收取之技術及其他服務相關費用作出評稅及額外評稅（「該等評稅」）之總額約183,091,000港元；該等評稅之理據為創維集團之該項收入乃源自香港。

董事認為此項收入乃源自中國及已於財務報表中就有關之中國稅項全數作出撥備。因此，董事認為該項收入乃源自香港以外地區及不應計入香港利得稅之中。因此，並經取得專業意見後，創維集團於二零零一年七月三日就該等評稅向香港稅局提出反對。其後，香港稅局於二零零一年七月十六日發出暫緩繳納該等評稅其中118,958,000港元之通知，有待實地審查完成為止，但仍須於二零零一年七月三十日或之前繳納有關之稅款餘額。

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

33. Contingent liabilities (continued)

In any event, at the time of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited, the then executive directors and a then shareholder of the Company indemnified the Company and its subsidiaries for any subsequent assessments of taxation made by HKIRD in respect of any profits generated in any period prior to 31 October 1999. On this basis, the directors have estimated that in the event that the Assessments were enforced against Skyworth (Group) approximately HK\$164,264,000 would in any case be recoverable under the indemnity arrangements.

Notwithstanding the indemnity, however, it remains the intention of the directors to continue to contest vigorously the full amount of the Assessments and also any further assessments that may be raised by the HKIRD in respect of such income for periods subsequent to 1 April 2000.

Based on the above Assessments, the calculated effect for the period covered from 1 November 1999 to 31 March 2000 amounted to approximately HK\$20,000,000. On the same basis, the calculated effect for the year ended 31 March 2001 would amount to HK\$52,000,000. Accordingly, the total effect for the period from 1 November 1999 to 31 March 2001 would amount to HK\$72,000,000.

33. 或然負債 (續)

於本公司之股份於香港聯合交易所有限公司上市時，本公司當時之執行董事及一位當時之股東對本公司及其附屬公司就香港稅局在一九九九年十月三十一日之前任何期間產生之任何溢利所須繳納之任何額外評稅作出賠償保證。據此，董事預期，倘若創維集團被迫繳納該等評稅約164,264,000港元之金額，則根據賠償保證安排將無論如何也可追討回有關金額。

雖然有賠償保證，然而，董事仍打算繼續致力反對該等評稅之全部金額及香港稅局就二零零零年四月一日以後期間之該等收入可能提出之其他評稅。

基於該等評稅，自一九九九年十一月一日至二零零零年三月三十一日期間之運算影響約為20,000,000港元。以上述基礎運算截至二零零一年三月三十一日之數額為52,000,000港元。因此，自一九九九年十一月一日至二零零一年三月三十一日之影響總額為72,000,000港元。

33. Contingent liabilities (continued)

Accordingly, although, as at the date of approval of these financial statements, the directors cannot determine with certainty the outcome of this matter, no provision for Hong Kong Profits Tax on technical and other service related fees received by Skyworth (Group) either in respect of the Assessments or in respect of the year ended 31 March 2001 has been made in the financial statements.

- (b) At 31 March 2001, the Company has executed certain corporate guarantees to banks in respect of credit facilities granted to a subsidiary to the extent of HK\$237,100,000 (2000: HK\$237,100,000).

34. Retirement benefits scheme

Prior to 1 December 2000, the Group has established a defined contribution retirement benefit scheme (“Defined Contribution Scheme”) for all qualifying employees in Hong Kong. The assets of the scheme are held under provident funds managed by independent trustees. The Group and its employees are each required to make contributions to the scheme calculated at 5% of individual employee’s monthly basic salary. The employees are entitled to the whole of the employer’s contributions and accrued interests thereon after completion of 10 years’ service, or at a reduced scale after completion of 3 to 9 years’ service.

33. 或然負債 (續)

因此，雖然在通過本財務報表日期，董事仍不能完全確定此事之結果，但並未為創維集團就該等評稅或就二零零一年三月三十一日止年度所收取之技術或其他服務相關收費收入在財務報表內作出任何香港稅務撥備。

- (b) 於二零零一年三月三十一日，本公司就附屬公司所獲信貸向銀行作出若干公司擔保為237,100,000港元（二零零零年：237,100,000港元）。

34. 退休福利計劃

於二零零零年十二月一日之前，本集團為所有合資格香港僱員設立定額退休福利計劃（「定額供款計劃」）。該計劃之資產乃由獨立信託人管理之公積金持有。本集團與有關僱員均須向計劃供款，供款額按個別僱員之基本月薪5%計算。僱員可於服務滿10年後，獲取僱主全部供款及累計權益，或於服務3至9年後，按遞減比例獲取僱主之供款及累計權益。

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

34. Retirement benefits scheme

(continued)

With effective from 1 December 2000, the Group has joined a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong and all the assets of the Defined Contribution Scheme has been transferred to the MPF Scheme. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the Scheme at rate specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the Scheme. The pension cost charged represents contribution payable to the funds by the Group at rates specified in the rules of the schemes. No forfeited contribution is available to reduce the contribution payable in the future years.

The PRC employees of the subsidiaries in the PRC are members of the pension scheme operated by the PRC local government. The joint venture subsidiary is required to contribute a certain percentage of the relevant part of the payroll of these employees to the pension scheme to fund the benefits. The only obligation for the Group with respect of the pension scheme is the required contributions under the pension scheme.

34. 退休福利計劃 (續)

於二零零零年十二月一日起，本集團已為香港之所有僱員參與強制性公積金計劃（「強積金計劃」），而定額供款計劃之所有資產已轉移至強積金計劃。強積金計劃乃根據強制性公積金計劃條例於強制性公積金計劃管理局註冊。在一獨立受託人之基金控制下，強積金計劃之資產與本集團之資產分開持有。根據強積金計劃之規則規定，僱主及其僱員分別需要根據規則中指定之比率向計劃作出供款。本集團於強積金計劃之唯一責任乃根據該計劃作出供款。應付之退休金成本乃本集團以該計劃之規則中指明之比率付予基金之供款。將來年度並無可沒收之供款用作減少應付之供款。

中國附屬公司之中國僱員均為中國地方政府營運之退休金計劃之成員。為資助該退休金福利，中國附屬公司須按該等僱員工資有關部份之若干百分比向退休金計劃供款。本集團就該退休金計劃之唯一責任乃根據退休金計劃之規定供款。

34. Retirement benefits scheme (continued)

The aggregate retirement benefit scheme contributions and pension costs for the Group's employees, net of forfeited contributions, which have been dealt with in the income statement of the Group, are as follows:

| | | 2001 二零零一年 HK\$'000 港幣千元 | 2000 二零零零年 HK\$'000 港幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| Retirement benefit scheme contributions made by the Group | 本集團之退休福利計劃供款 | 1,227 | 586 |
| Forfeited contributions utilised to offset contributions | 用作抵銷供款之沒收供款 | (161) | (7) |
| Pension costs in the PRC | 中國退休金成本 | 1,483 | 1,080 |
| Total retirement benefit scheme contributions | 退休福利計劃供款總額 | 2,549 | 1,659 |

At 31 March 2001, there were no forfeited contributions available to offset future employers' contributions to the scheme.

34. 退休福利計劃 (續)

以下為本集團僱員之福利計劃供款及退休金成本總額(已扣除沒收供款),均已計入本集團之損益表:

於二零零一年三月三十一日,並無用作抵銷僱主日後對該計劃供款之沒收供款。

Notes to the Financial Statements For the year ended 31 March 2001**財務報表附註** 截至二零零一年三月三十一日止年度**35. Related party transactions**

The Group had entered into the following significant related party transactions during the year:

- (a) Certain bank facilities granted to the Group were secured by guarantees given by Mr. Wong Wang Sang, Stephen ("Mr. Wong"), Chairman of the Company, and the pledge of certain properties owned by him. For such arrangements, Mr. Wong charged the Group certain handling fees totalling HK\$3,006,000 for year ended 31 March 2000 which were calculated based on the amount of facilities utilised by the Group. During the year ended 31 March 2001, the Group did not utilise any of such facilities and accordingly, no handling fees were charged by Mr. Wong under such arrangements during the year.
- (b) The Group paid rental expenses, for leasing warehouse premise, of HK\$246,000 (2000: HK\$322,000) to Main Sea Development Limited, a company in which Mr. Wong has beneficial interests. The rental expenses were based on a pre-determined monthly amount.

35. 關連人士交易

本集團於年內已進行下列關連人士之重要交易：

- (a) 本集團獲得之若干銀行信貸均以本集團之主席黃宏生先生（「黃先生」）作出之擔保及其擁有若干物業作為抵押。黃先生已就上述安排向本集團收取截至二零零零年三月三十一日止年度之若干手續費合共3,006,000港元，乃根據本集團已動用之信貸金額計算。截至二零零一年三月三十一日止年度期間，本集團並無動用任何該等根據上述安排之信貸，因此，於年內，黃先生並無收取任何手續費。
- (b) 本集團已就租用貨倉物業向黃先生擁有實際權益之公司萬海發展有限公司支付租金開支246,000港元（二零零零年：322,000港元）。該等租金開支乃按每月預先釐定之金額計算。

35. Related party transactions (continued)

- (c) In prior year, the Group engaged Warmtime Development Limited (“Warmtime”), a company controlled by Mr. Wong, as the Group’s purchase agent on an ad hoc basis and no fee has been charged for the agency services rendered. The purchases through Warmtime for such arrangements were amounted to HK\$87,786,000 for the year ended 31 March 2000. During the year, the Group did not engage Warmtime as purchase agent.
- (d) The Group paid interest expenses, calculated at 5% per annum on the outstanding balance of unsecured short-term loans, to the then shareholders of the Group amounting to HK\$5,679,000 for the year ended 31 March 2000. The unsecured short-term loans from the then shareholders have been fully repaid during the year ended 31 March 2000 and no such interest expense was incurred during the year ended 31 March 2001.

35. 關連人士交易 (續)

- (c) 於上年度本集團聘用黃先生控制之康春發展有限公司(「康春」)作為本集團之臨時購貨代理，而該公司並無就代理服務收取任何費用。截至二零零零年三月三十一日止年度透過康春就上述安排而作出之採購額為87,786,000港元。年內，本集團並無聘用康春作為購貨代理。
- (d) 截至二零零零年三月三十一日止年度，本集團向當時之股東支付利息開支5,679,000港元，乃就無抵押短期貸款之未償還餘額按年利率5厘計算。截至二零零零年三月三十一日止年度來自當時之股東之無抵押短期貸款已全數償還，截至二零零一年三月三十一日止年度，並無產生有關利息開支。

Notes to the Financial Statements *For the year ended 31 March 2001*

財務報表附註 截至二零零一年三月三十一日止年度

36. Particulars of principal subsidiaries

Particulars of the Company's principal subsidiaries at 31 March 2001 were as follows:

36. 主要附屬公司資料

於二零零一年三月三十一日，本公司之主要附屬公司資料如下：

| Name of company 公司名稱 | Place of incorporation/ establishment and operation 註冊成立／成立 及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本 | Proportion of nominal value of issued capital/ registered capital 已發行股本／註冊 資本面值百分比 % | Principal activities 主要業務 |
|---|---|---|--|--|
| Shenzhen Chuangwei- RGB Electronics Co., Ltd. 深圳創維－RGB電子有限公司 | PRC 中國 | Registered capital RMB6,580,000 註冊資本 6,580,000元人民幣 | 75.5 | Manufacture and sale of consumer electronic products 製造及銷售客戶 電子產品 |
| Skyworth Digital Technology (Holding) Company Limited | British Virgin Islands 英屬處女群島 | Ordinary shares HK\$893 Preference shares HK\$990 普通股893港元 優先股990港元 | 100 | Investment holding 投資控股 |
| Skyworth Electrical Appliances (Shenzhen) Co., Ltd. 新創維電器(深圳)有限公司 | PRC 中國 | Registered capital US\$13,180,000 註冊資本 13,180,000美元 | 100 | Manufacture of consumer electronic products and property holding 製造客戶電子產品及 持有物業 |

36. Particulars of principal subsidiaries
(continued)
36. 主要附屬公司資料 (續)

| Name of company 公司名稱 | Place of incorporation/ establishment and operation 註冊成立／成立 及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本 | Proportion of nominal value of issued capital/ registered capital 已發行股本／註冊 資本面值百分比 % | Principal activities 主要業務 |
|--|---|--|--|--|
| Skyworth Group (Company) Limited 創維集團有限公司 | Hong Kong 香港 | Ordinary shares HK\$30,600,000 Non-voting deferred shares HK\$2,500,000 (note b) 普通股30,600,000港元 無投票權遞延股份 2,500,000港元 (註b) | 100 | Design and sale of consumer electronic products, provision of consultancy and management services and investment holding 設計及銷售客戶電子 產品、提供顧問與 管理服務及投資控股 |
| Skyworth Industries Limited 創維實業有限公司 | Hong Kong 香港 | Ordinary shares HK\$500,000 普通股500,000港元 | 100 | Investment holding 投資控股 |
| Skyworth Packing (Shenzhen) Co., Ltd. 新創維包裝(深圳)有限公司 | PRC 中國 | Registered capital US\$350,000 註冊資本 350,000美元 | 100 | Manufacture of packing materials 製造包裝物料 |
| Skyworth Plastic (Shenzhen) Co., Ltd. 新創維注塑(深圳)有限公司 | PRC 中國 | Registered capital US\$2,100,000 註冊資本 2,100,000美元 | 100 | Manufacture of plastic products 製造塑膠產品 |
| Skyworth Sales (Hong Kong) Co., Limited 創維集團香港銷售有限公司 | Hong Kong 香港 | Ordinary shares HK\$2 普通股2港元 | 100 | Trading of consumer electronic products 客戶電子產品貿易 |

Notes to the Financial Statements For the year ended 31 March 2001

財務報表附註 截至二零零一年三月三十一日止年度

36. Particulars of principal subsidiaries

(continued)

36. 主要附屬公司資料 (續)

| Name of company 公司名稱 | Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本 | Proportion of nominal value of issued capital/ registered capital 已發行股本/註冊 資本面值百分比 % | Principal activities 主要業務 |
|---|---|---|--|--|
| Skyworth Multimedia International Limited (formerly Prime Classic Limited) | British Virgin Islands 英屬處女群島 | Ordinary share US\$1 普通股1美元 | 100 | Investment holding 投資控股 |
| Skyworth Display Limited (formerly Winscore Holdings Inc.) 創維顯示技術有限公司 | British Virgin Islands/PRC 英屬處女群島/ 中國 | Ordinary share US\$1 普通股1美元 | 100 | Trading of optical projecting and display products 光學投影及顯示器 產品貿易 |
| Skyworth Broadband Technology Limited (formerly Skyworth Broadband Limited) | British Virgin Islands 英屬處女群島 | Ordinary shares US\$100 普通股100美元 | 70 | Research and development and trading of broadband technology related products 寬頻技術產品之 研究及發展及貿易 |
| Skyworth Computer & Network Company Limited (formerly Skyworth Computers Limited) | British Virgin Islands 英屬處女群島 | Ordinary shares HK\$37,500,000 and US\$10,000 普通股37,500,000港元 及10,000美元 | 66.7 | Research and development and trading of internet related television technology and related products 有關電視技術及 有關產品之 互聯網研究及 發展及貿易 |
| Skyworth Information Technologies Holdings Limited | British Virgin Islands 英屬處女群島 | Ordinary share US\$1 普通股1美元 | 100 | Investment holding 投資控股 |
| Winform Inc. | British Virgin Islands/ Hong Kong 英屬處女群島/ 香港 | Ordinary share US\$1 普通股1美元 | 100 | Property holding 物業持有 |

36. Particulars of principal subsidiaries

(continued)

36. 主要附屬公司資料 (續)

| Name of company 公司名稱 | Place of incorporation/ establishment and operation 註冊成立／成立 及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本 | Proportion of nominal value of issued capital/ registered capital 已發行股本／註冊 資本面值百分比 % | Principal activities 主要業務 |
|--|---|---|--|--------------------------------------|
| Skyworth U.S.A. Inc. | United States of America 美國 | Common share US\$1,500 普通股1,500美元 | 100 | Research and development 研究及發展 |
| 創維網絡通訊(深圳)有限公司 (formerly 創維數字技術開發 (深圳)有限公司) (前稱 創維數字技術開發 (深圳)有限公司) | PRC 中國 | Registered capital HK\$50,000,000 註冊資本 50,000,000港元 | 100 | Investment holding 投資控股 |

Notes:

註:

- (a) The Company directly holds the entire interest in Skyworth Digital Technology (Holding) Company Limited. The interests of all other companies are indirectly held by the Company.
- (b) The non-voting deferred shares carry practically no rights to dividends nor receive notice of nor to attend or vote at any general meeting of the relevant company nor to participate in any distribution on winding up.

- (a) 本公司直接持有Skyworth Digital Technology (Holding) Company Limited全部權益。所有其他公司之權益均由本公司間接持有。
- (b) 該等無投票權遞延股份實際無權收取股息或有關公司股東大會之通告，亦無權出席該公司之股東大會或於會上投票，而於清盤時亦不得參與分派。

None of the subsidiaries had any loan capital outstanding at 31 March 2001 or at any time during the year.

於二零零一年三月三十一日或年內任何時間，各附屬公司概無任何已發行之借貸股本。