

董事會茲提呈本公司及本集團截至二〇〇一年三月三十一日止年度之董事會報告及已審核財務報表。

The directors herein present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2001.

主要業務

本集團之主要業務包括推廣與經銷照相沖印產品。年內，本集團開設照相沖印零售門市。

本公司之主要業務為投資控股，主要附屬公司之主要業務載於本年報第 65 至 67 頁。

Principal activities

The Group's principal activities consisted of the marketing and distribution of photographic developing and processing products. During the year, the Group commenced the operations of retail photograph developing and processing shops.

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out on pages 65 to 67 of this annual report.

分類資料

集團截至二〇〇一年三月三十一日止年度按業務及區域劃分之營業額及除稅前純利分析如下：

Segmented information

The Group's turnover and net profit before tax analysed by activity and geographic area of operation for the year ended 31 March 2001 are as follows:

按業務分類	By activity:	Turnover 營業額		Net profit before tax 除稅前經營溢利	
		HK\$'000	%	HK\$'000	%
沖印系統	Photofinishing system	409,460	27	29,103	26
影像系統	Imaging system	903,099	60	75,642	67
資訊系統	Information system	198,301	13	12,652	11
零售業務	Retail operation	2,825	–	(4,642)	(4)
		1,513,685	100	112,755	100

集團從事以下業務：沖印系統，即銷售菲林相紙、沖印藥液及沖印器材；影像系統，即銷售菲林、電影菲林、相機、電子影像器材及磁性視聽媒體；資訊系統，即醫療影像、辦公室自動化系統與器材、數據儲存媒體及其他產品。

Photofinishing system revenues represent the sale of film-related paper, chemicals and photofinishing equipment; imaging system revenues represent the sale of film, motion picture films, cameras, electronic imaging equipment and magnetic audiovisual media and information system revenues represent medical imaging, office automation systems and equipment, data storage media and other miscellaneous products.

按區域分類	By geographic area:	Turnover 營業額		Net profit before tax 除稅前經營溢利	
		HK\$'000	%	HK\$'000	%
香港	Hong Kong	1,492,939	99	113,769	101
其他中華人民共和國內地區 (「中華人民共和國」)	Elsewhere in the People's Republic of China ("PRC")	20,746	1	(1,014)	(1)
		1,513,685	100	112,755	100

董事會相信集團在香港售出的產品有部分轉口至其他市場。

The directors believe that a portion of the Group's products sold in Hong Kong have been subsequently re-exported to other markets.

業績及股息

本集團截至二〇〇一年三月三十一日止年度之溢利以及本公司和本集團於當日之業務狀況載於本財務報表第 42 至 64 頁。

每普通股港幣四仙之中期股息已於二〇〇一年二月十五日派發。董事會建議向於二〇〇一年八月二十一日已名列股東名冊之股東派發截至二〇〇一年三月三十一日止年度之末期股息每普通股港幣一仙及特別末期股息港幣三仙。該項建議已載於本年度之財務報表內。

財務資料摘要

本集團截至二〇〇一年三月三十一日止五個年度之業績摘要及資產淨值詳列如下。

Results and dividends

The Group's profit for the year ended 31 March 2001 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 42 to 64.

An interim dividend of HK4 cents per ordinary share was paid on 15 February 2001. The directors recommend the payment of a final dividend of HK1 cent per ordinary share and a special final dividend of HK3 cents per ordinary share in respect of the year ended 31 March 2001 to shareholders on the register of members on 21 August 2001. This recommendation has been incorporated in the financial statements.

Summary financial information

Set out below is a summary of the published results and the net assets of the Group for the last five years ended 31 March 2001.

		Year ended 31 March 截至三月三十一日止年度				
		2001 HK\$'000	2000 HK\$'000	1999 HK\$'000	1998 HK\$'000	1997 HK\$'000
營業額	Turnover	1,513,685	1,415,699	1,482,163	1,742,132	1,745,893
股東應佔正常業務之純利	Net profit from ordinary activities attributable to shareholders	103,564	130,321	147,324	198,510	203,680
		31 March 三月三十一日				
		2001 HK\$'000	2000 HK\$'000	1999 HK\$'000	1998 HK\$'000	1997 HK\$'000
總資產	Total assets	1,357,703	1,247,246	1,218,078	1,184,349	1,182,675
總負債	Total liabilities	(232,317)	(253,620)	(187,692)	(177,547)	(225,671)
少數股東權益	Minority interests	(20,614)	(21,409)	(21,302)	(16,231)	(20,060)
資產淨值	Net assets	1,104,772	972,217	1,009,084	990,571	936,944

固定資產

本集團固定資產之變動詳情載於財務報表附註 10。

Fixed assets

Details of movements in the fixed assets of the Group are set out in note 10 to the financial statements.

投資物業

本集團投資物業之變動詳情載於財務報表附註 11。而投資物業之資料則載於本年報第 68 頁。

Investment properties

Details of movements in investment properties of the Group are set out in note 11 to the financial statements and particulars of the investment properties are set out on page 68 of this annual report.

附屬公司

本公司主要附屬公司之資料載於財務報表附註 12 及本年報第 65 至 67 頁。

Subsidiaries

Particulars of the Company's principal subsidiaries are set out in note 12 to the financial statements and pages 65 to 67 of this annual report.

銀行借貸

於二〇〇一年三月三十一日，本集團並無任何銀行借貸。

Bank borrowings

The group did not have any bank borrowings as at 31 March 2001.

股本及購股權

本公司股本及購股權在截至二〇〇一年三月三十一日止年度及結算日後之變動詳情連同原因載於財務報表附註 18。

本公司之細則或百慕達法例均無規定授予優先權致令本公司須向現有股東按持股比例發行新股。

儲備

本公司在年內及本集團在年內之儲備變動詳情載於財務報告附註 19。

可分派儲備

根據百慕達一九八一年公司法(經修訂)的規定計算，本公司於二〇〇一年三月三十一日可作為現金派發的儲備總額為港幣二億一百六十二萬三千元。此外，於二〇〇一年三月三十一日分別達港幣四億三千七百五十九萬五千元及一百六十一萬九千元之股份溢價賬及資本贖回儲備亦可用以派發繳足股款之紅股。

慈善捐款

年內本集團的慈善捐款共達港幣一百一十二萬二千元。

董事

年內及截至本年報發表日，本公司之董事如下：

執行董事

孫大倫博士(主席及董事總經理)
馬鳳華女士
黃國榮先生
鄧國棠先生

獨立非執行董事

區文中先生
黃子欣先生
張昀女士(於二〇〇〇年七月十八日被委任)
劉暉先生(於二〇〇〇年七月十八日被委任)

根據本公司細則第一百一十條甲，馬鳳華女士及黃子欣先生將會告退，但願在下屆股東週年大會上膺選連任。

Share capital and options

Details of movements in the share capital and share options of the Company for the year ended 31 March 2001, together with reasons therefor, are set out in note 18 to the financial statements.

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in note 19 to the financial statements.

Distributable reserves

The total amount of reserves of the Company available for cash distribution at 31 March 2001 as computed in accordance with the Companies Act 1981 of Bermuda (as amended) was HK\$201,623,000. In addition, the share premium account and capital redemption reserve account of HK\$437,595,000 and HK\$1,619,000, respectively, as at 31 March 2001 may be distributed in the form of fully paid bonus shares.

Charitable contributions

During the year, the Group made charitable contributions totalling HK\$1,122,000.

Directors

The Directors of the Company during the year and up to the date of this report were:

Executive directors

Dennis Sun Tai Lun (Chairman and Managing Director)
Flora Ma Fung Wah
Frank Wong Kwok Wing
Simon Tang Kwok Tong

Independent non-executive directors

Malcolm Au Man Chung
Allan Wong Chi Yun
Rachel Chiang Yun (appointed on 18 July 2000)
Allan Liu Hui (appointed on 18 July 2000)

In accordance with bye-law 110A of the Company's bye-laws, Ms. Flora Ma Fung Wah and Mr. Allan Wong Chi Yun will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

董事服務合約

本公司已與下列各董事訂立服務合約，向本集團提供管理服務：

孫大倫博士
馬鳳華女士
黃國榮先生
鄧國棠先生

於二〇〇一年三月三十一日，服務合約期限尚餘十二個月，任何一方均可提早三個月通知而終止合約。

除以上所披露者外，擬於下屆股東週年大會上競選連任之董事並無與本公司訂有本公司不能在一年內終止而不作賠償（法定賠償除外）之服務合約。

董事股份權益

於二〇〇一年三月三十一日，根據證券（公開權益）條例（「公開條例」）第二十九條規定保管之登記冊所載，本公司董事在本公司之股本中所持權益如下：

Director 董事	Nature of interest 權益性質	Number of shares 股份數目
孫大倫博士	Personal	1,000,000
	Corporate and other (Notes i & ii)	711,276,214
馬鳳華女士	Personal	200,000
黃國榮先生	Personal	300,000
鄧國棠先生	Personal	400,000

附註：

- (i) 孫大倫博士合共擁有 11,242,000 股股份之權益。該等股份由 Dago Corporation 直接擁有。Dago Corporation 於英屬處女群島註冊成立，為 Ansbacher (BVI) Limited（作為代表孫大倫博士若干家族成員利益而設立之 The Dennis Family Trust 之受託人身份）所擁有。Dago Corporation 亦擁有 Searich Group Limited 已發行股本百分之二十五。
- (ii) 再者，由於孫大倫博士是 Fine Products Limited 及 Searich Group Limited 的唯一董事，故孫大倫博士被視為擁有 Fine Products Limited 持有的 700,034,214 股股份之權益。Fine Products Limited 及 Searich Group Limited 的股權資料詳見主要股東一節。

Directors' service contracts

The Company entered into service contracts with each of the following directors for the provision of management services by these directors to the Group:

Dennis Sun Tai Lun
Flora Ma Fung Wah
Frank Wong Kwok Wing
Simon Tang Kwok Tong

Each service contract had a remaining unexpired term of 12 months at 31 March 2001 and is terminable by either party upon the giving of 3 months' notice thereafter.

Save as disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

Directors' interests in shares

At 31 March 2001, the interests of the directors in the share capital of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

Note:

- (i) Dr. Dennis Sun Tai Lun was interested in a total of 11,242,000 shares directly held by Dago Corporation, which was incorporated in the British Virgin Islands and was owned by Ansbacher (BVI) Limited in its capacity as the trustee of The Dennis Family Trust, a trust established for the benefit of Dr. Dennis Sun Tai Lun and his family members. Dago Corporation also held 25% of the issued share capital of Searich Group Limited.
- (ii) In addition, Dr. Dennis Sun Tai Lun was deemed to be interested in 700,034,214 shares held by Fine Products Limited by virtue of his being the sole director of Fine Products Limited and Searich Group Limited. Details of the interest of Fine Products Limited and Searich Group Limited can be found in the section of substantial shareholders.

除以上所披露者外，本公司董事或其聯繫人並無在本公司股本中擁有公開條例所界定之個人、家族、公司或其他權益。

董事合約權益

年內任何時間並不存在本公司或其附屬公司參與本公司董事擁有實益權益之重大合約。

董事購股權

本公司設有購股權計劃，據此董事可授出購股權予集團僱員包括董事，以認購最高達本公司已發行股本面值百分之十之股份。於結算日已按該計劃授予董事而尚未行使之購股權詳情如下：

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interest in the share capital of the Company as defined in the SDI Ordinance.

Directors' interests in contracts

No director had a beneficial interest in any material contract to which the Company or any of its subsidiaries was a party during the year.

Directors' rights to acquire shares

The Company has a share option scheme under which the directors may grant options to employees of the Group, including directors, to subscribe up to 10 per cent of the nominal amount of the issued share capital of the Company. Details of options granted to the directors under this scheme and outstanding as at the balance sheet date were as follows:

		Number of shares in respect of options granted on 21 June 2000 於二〇〇〇年六月二十一日配授之購股權數目		
		At date of grant	Exercised during the period	Outstanding at 31 March 2001
		購股權授出日	期內 已行使之購股權	於二〇〇一年 三月三十一日 之結餘
孫大倫博士	Dennis Sun Tai Lun	2,000,000	1,000,000	1,000,000
馬鳳華女士	Flora Ma Fung Wah	1,000,000	200,000	800,000
黃國榮先生	Frank Wong Kwok Wing	1,000,000	300,000	700,000
鄧國棠先生	Simon Tang Kwok Tong	800,000	400,000	400,000
		4,800,000	1,900,000	2,900,000

上述所有購股權乃根據本公司之購股權計劃（有關詳情載於財務報表附註 18）而授出，並於二〇〇〇年六月二十一日至二〇〇四年六月三十日（包括首尾兩天）期間可予行使，行使價為每股 0.7568 港元。

除以上所披露者外，本公司或其任何附屬公司於年內並無參與任何安排以使本公司董事或其配偶，或十八歲以下之兒女因收購本公司或任何其他法人之股份或債券而獲益。

All of the above share options were granted pursuant to the Company's share option scheme, as detailed in note 18 to the financial statements, and are exercisable within the period from 21 June 2000 to 30 June 2004, both days inclusive, at an exercise price of HK\$0.7568 per share.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company, their respective spouse, or children under 18 years of age, to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

主要股東

於二〇〇一年三月三十一日，根據公開條例第十六(一)條規定保管之登記冊所載，下列人士持有本公司股本逾百分之十：

姓名	Name	Number of shares 股份數目	Percentage 百分率
Fine Products Limited	Fine Products Limited	700,034,214 (note i & ii)	64.00
Searich Group Limited	Searich Group Limited	600,034,214 (note ii)	54.86

附註：

- (i) 本公司已發行股份的 100,000,000 股股份即百分之九點一四由 Fine Products Limited 直接擁有，其餘 600,034,214 股股份由 Searich Group Limited 擁有，而 Fine Products Limited 則擁有該公司已發行股本百分之七十五。Fine Products Limited 於英屬處女群島註冊成立，為 Ansbacher (BVI) Limited 所擁有。
- (ii) 由於 Fine Products Limited 在 Searich Group Limited 的股本中持有控制性權益，故 Searich Group Limited 所持有本公司權益被列為 Fine Products Limited 所持權益之一部分。

除以上所披露者外，董事會不知悉有任何人士因直接或間接持有本公司已發行股本百分之十或以上而須按公開條例第十六(一)條規定予以登記。

退休金計劃及成本

本集團為其僱用的部分本港員工提供退休福利。根據強制性公積金計劃條例及職業退休計劃條例規定，本集團的香港僱員可享有強積金計劃的退休福利(由二〇〇〇年十二月一日起生效)或強制性公積金豁免的職業退休計劃。根據此等計劃，僱主須作出自願性供款。該兩項強積金計劃的資產與本集團之資產分開並由獨立管理的基金持有。本集團對兩項計劃之供款額由基本月薪之百分之五至百分之十不等，並根據僱員在集團內之職級及年資而定。該計劃以美元為單位。僱員在未充分享有供款利益前退出獲強積金豁免的職業退休計劃而被沒收之僱主供款可用以減低僱主之供款額。

Substantial shareholders

As at 31 March 2001, the following interests of 10% or more in the share capital of the Company were recorded in the register of interests required to be kept by the Company under Section 16(1) of the SDI Ordinance:

Name	Number of shares 股份數目	Percentage 百分率
Fine Products Limited	700,034,214 (note i & ii)	64.00
Searich Group Limited	600,034,214 (note ii)	54.86

Notes:

- (i) 100,000,000 shares representing 9.14% of the Company's shares in issue were directly owned by Fine Products Limited. The remaining 600,034,214 shares were owned by Searich Group Limited in which Fine Products Limited held 75% of its issued share capital. Fine Products Limited was incorporated in the British Virgin Islands and was owned by Ansbacher (BVI) Limited in its capacity as the trustee of a discretionary trust.
- (ii) The interest of Searich Group Limited in the Company was included as part of the interest held by Fine Products Limited, by virtue of the fact that Fine Products Limited had a controlling interest in the share capital of Searich Group Limited.

Save as disclosed above, the directors were not aware of any person who was, directly or indirectly, interested in 10 per cent or more of the issued share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

Retirement scheme and costs

Retirement benefits are provided to certain Hong Kong staff employed by the Group. In accordance with the Mandatory Provident Fund Schemes Ordinance and the Occupational Retirement Schemes Ordinance ("ORSO"), the Group's Hong Kong employees enjoy retirement benefits under either the Mandatory Provident Fund Scheme (effective from 1 December 2000) or the Mandatory Provident Fund Exempted ORSO Scheme, under which employer's voluntary contributions have to be made. The assets of both schemes are held separately from those of the Group in independently administered funds. The Group's contributions to both schemes range from 5% to 10% of the monthly basic salaries with reference to the grading and seniority of the employees. The Mandatory Provident Fund Exempted ORSO Scheme is denominated in US dollars. When an employee leaves the Mandatory Provident Fund Exempted ORSO scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

在二〇〇〇年十二月一日前，本集團設有退休計劃（即獲強制性公積金豁免的職業退休計劃）。本集團為在本港附屬公司之僱員設有退休金計劃，並自一九七九年起，由獨立受託人管理。集團僱員服務年期滿一年，即有資格參加該計劃。僱主及僱員的供款額乃根據僱員在集團內之職級及年資而定，由基本月薪的百分之五至百分之十不等。根據該計劃條款，不得要求集團付出超逾上述每年供款之數額。僱員在未充分享有供款利益前退出計劃而被沒收之僱主供款可用以減低僱主之供款額。不過，年內及往後年內作此用途之款項數額不大。

位於中國的附屬公司的僱員為中國政府中央退休金計劃的成員。該等附屬公司必須撥出員工薪酬一個百分比作為該退休金計劃的供款，以支付日後的福利。附屬公司對中央退休會計劃的唯一責任是支付規定的供款額。

主要客戶及主要供應商

集團五位最大客戶及單一最大客戶之購貨額分別佔集團營業額百分之六十點六四及百分之二十七點三四。集團五位最大供應商及單一最大的供應商分別佔年內集團購貨總額約百分之九十三點四六及百分之九十點〇八。

據各董事所知，並無董事、其聯繫人或擁有本公司股本百分之五或以上之股東在最大的五個客戶及供應商中擁有權益。

購買、出售及贖回上市證券

年內本公司在香港聯合交易所有限公司購回若干股份，其後予以註銷。有關交易之進一步詳情載於財務報告附註 18。董事會認為購回股份可提高集團之資產淨值及每股盈利，對股東有利。除上文所述者外，年內本公司及其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

最佳應用守則

董事會認為，年內本公司均符合香港聯合交易所有限公司證券上市規則附錄 14 所載之最佳應用守則，惟本公司委任之獨立非執行董事並無具體任期。

Prior to 1 December 2000, the Group operated a retirement scheme (that is the predecessor the Mandatory Provident Fund Exempted ORSO scheme) which has been administered by independent trustees since 1979 for employees of the Group's subsidiaries in Hong Kong. Employees with one complete year of service in the Group were eligible to participate in the scheme. Employer and employee contributions were determined with reference to the grading and seniority in the Group ranging from 5% to 10% of the employee's monthly basic salaries. Under the terms of the scheme, the Group was not required to make additional payments over and above the annual contributions referred to above. Forfeited contributions (in respect of employees who left the scheme prior to their interests in employer contributions vesting fully) could be used to reduce the amount of employer contributions. However, such amounts utilised during the year for this purpose and available at the year end for subsequent utilisation were not significant.

The employees in subsidiaries located in the PRC are members of the Central Pension Scheme operated by the Chinese government. The subsidiaries are required to contribute a certain percentage of their covered payroll to the Central Pension Scheme to fund the benefits. The only obligation for the subsidiaries with respect to the Central Pension Scheme is to meet the required contributions under the Central Pension Scheme.

Major customers and major suppliers

Sales to the Group's five largest customers and the single largest customer accounted for 60.64% and 27.34% of the Group's turnover, respectively. Purchases from the Group's five largest suppliers and single largest supplier accounted for approximately 93.46% and 90.08% of the Group's total purchases for the year, respectively.

As far as the directors are aware, neither the directors, their associates, nor those shareholders who, to the knowledge of the directors, own more than 5% of the Company's share capital had any interest in the five largest customers and suppliers.

Purchases, sales and redemptions of listed securities

During the year, the Company repurchased certain of its shares on the Stock Exchange of Hong Kong Limited and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 18 to the financial statements. The directors consider that the repurchase of shares will benefit shareholders by enhancing the net assets and earnings per share of the Group. Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

Code of best practice

In the opinion of the directors, the Company complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited throughout the year, except that the independent non-executive directors were not appointed for specific terms.

公司管治

為符合香港聯合交易所最佳應用守則之額外規定，本公司於一九九九年六月二十二日成立獨立非執行董事之審核委員會，並以書面列明其權限。審核委員會於本報告發表日期之前已舉行兩次會議。

結算日後事項

於結算日後，本集團於二〇〇一年七月十九日與獨立第三者利豐（零售）有限公司簽訂買賣合同購買 Fotomax Holdings Limited 之全部股權，作價港幣八千二百五十萬元。代價乃以按每股港幣一點二五元發行七千萬股本公司普通股支付。Fotomax Holdings Limited 包括多間在香港銷售照相器材及提供照相沖印服務零售門市的附屬公司。董事會預期收購之交易將於二〇〇一年八月一日完成。

核數師

安永會計師事務所任滿告退，本公司於即將舉行之股東週年大會上將提出有關重聘其為本公司核數師之決議案。

董事會代表

孫大倫

主席兼董事總經理

香港

二〇〇一年七月十九日

Corporate governance

In compliance with the additional requirement of the Stock Exchange of Hong Kong Limited in its Code of Best Practice on 22 June 1999, the Company established an audit committee with written terms of reference comprising independent non-executive directors. Two audit committee meetings were held prior to the date of this report.

Post balance sheet events

Subsequent to the balance sheet date, on 19 July 2001, the Group entered into a sale and purchase agreement with Li & Fung (Retailing) Limited, an independent third party, to acquire the entire equity interest in Fotomax Holdings Limited at a consideration of HK\$87,500,000. The consideration is satisfied by the issue of the Company's 70,000,000 ordinary shares at HK\$1.25 each. Fotomax Holdings Limited contains a group of subsidiaries operating retail outlets for the sale of photo products and the provision of film the processing services in Hong Kong. The directors expect the acquisition will be completed on 1 August 2001.

Auditors

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Dennis Sun Tai Lun

Chairman and Managing Director

Hong Kong

19 July 2001