

1. Principal accounting policies

The principal accounting policies adopted in the preparation of these consolidated accounts are set out below:

(a) Basis of preparation

The accounts have been prepared under the historical cost convention as modified by the revaluation of leasehold land and buildings, in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA").

In the current year, the Group adopted the following Statements of Standard Accounting Practice ("SSAPs") issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2001:

SSAP 9 (revised)	:	Events after the balance sheet date
SSAP 14 (revised)	:	Leases (effective for periods commencing on or after 1st July 2000)
SSAP 26	:	Segment reporting
SSAP 28	:	Provisions, contingent liabilities and contingent assets
SSAP 29	:	Intangible assets
SSAP 30	:	Business combinations
SSAP 31	:	Impairment of assets
SSAP 32	:	Consolidated financial statements and accounting for investments in subsidiaries

The effect of adopting these new standards is set out in the accounting policies below.

1. 主要會計政策

本綜合賬目乃按以下各主要會計政策編製：

(a) 編製基準

本賬目乃按照歷史成本常規編製，惟就租賃土地及樓宇之重估而予以修訂。賬目並依據香港普遍採納之會計原則及香港會計師公會頒佈之會計準則編製。

於本年度，本集團採納下列由香港會計師公會頒佈之會計實務準則（「會計準則」），該等會計準則於二零零一年一月一日或以後開始之會計期間生效：

會計準則第9號 (經修訂)	:	「資產負債表日後事項」
會計準則第14號 (經修訂)	:	「租賃」(於二零零零年七月一日或以後開始之會計期間生效)
會計準則第26號	:	「分部報告」
會計準則第28號	:	「準備、或然負債和或然資產」
會計準則第29號	:	「無形資產」
會計準則第30號	:	「企業合併」
會計準則第31號	:	「資產減值」
會計準則第32號	:	「綜合財務報表和對附屬公司投資之會計處理」

下文之會計政策已採納此等新準則。

1. Principal accounting policies (CONTINUED)

(b) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March. Subsidiaries are those entities in which the Group controls the composition of the board of directors, controls more than half of the voting power, holds more than half of the issued share capital or the Company has the power, directly or indirectly, to govern the financial and operating policies of the entities so as to obtain benefits from their activities. All significant intercompany transactions and the balances within the Group are eliminated on consolidation.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective dates of acquisition or up to the effective dates of disposal. The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill or capital reserve which was not previously charged or recognised in the consolidated profit and loss account.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the Company's balance sheet, the investment in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

1. 主要會計政策 (續)

(b) 綜合基準

綜合賬目包括本公司及其全部附屬公司截至三月三十一日止之賬目。附屬公司指集團控制董事會之組成、控制超過半數投票權、持有過半數發行股本或本公司有權直接或間接管轄該等公司之財務及營業政策，以透過其活動而得益。集團內部之一切重大交易及結餘已於綜合賬目時對銷。

本年度內收購或售出之附屬公司業績由其收購生效日期或截至售出生效日期止計算在綜合損益賬內。出售附屬公司之溢利或虧損指出售收益與本集團所佔淨資產（連同未於綜合損益賬扣除或確認之商譽或資本儲備）兩者之差額。

少數股東權益指集團以外股東在附屬公司內應佔營運業績及資產淨值之權益。

於本公司資產負債表內，附屬公司之投資按成本值扣除減值虧損準備列賬。附屬公司之業績在本公司賬內是以已收及應收之股息計算。

1. Principal accounting policies (CONTINUED)

(c) Revenue recognition

Revenue from the sale of goods is recognised on the transfer of ownership, which generally coincides with the time of cash receipt for retail sale or the time of delivery for wholesale sale.

Revenue from beauty and health club represents membership fee and service fee income in connection with the provision of physical fitness and beauty treatment service. Membership fee is recognised immediately in the month in which payment is received, whereas service fee is recognised on a systematic basis in accordance with service usage over a maximum period of five years.

Slide display rental income is recognised on a time proportion basis.

Interest income is recognised on a time proportion basis, taking into account the principals outstanding and interest rates applicable.

(d) Fixed assets

(i) *Leasehold land and buildings*

Leasehold land and buildings are stated at cost or valuation, being fair value at the date of revaluation, less subsequent accumulated depreciation and impairment loss. Fair value is the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction, and is determined on the basis of existing use.

1. 主要會計政策 (續)

(c) 收益確認

銷售品之收益於擁有權移交時確認(如屬零售,通常為收取現金之時,如屬批發銷售,通常為付運之時)。

美容及健美中心之收益指與提供健身及美容服務相關之會員費及服務費。會員費於收取付款的月份即時確認,而服務費則按服務提用最多於五年內作規律性確認。

幻燈片陳列租金收入按時間比例基準確認。

利息收入按時間比例基準確認,並計入尚餘本金額及適用之利率。

(d) 固定資產

(i) *租賃土地及樓宇*

租賃土地及樓宇按原值或估值(即重估日期之公平價值)減其後之累計折舊及減值虧損列賬。公平價值指在知情自願人士之公平交易中,某項資產可換取之金額,該價值按資產現時用途釐定。

1. Principal accounting policies (CONTINUED)

(d) Fixed assets (continued)

(i) Leasehold land and buildings (continued)

It is the Group's policy to review regularly the fair value of fixed assets based on independent professional valuations. If the fair value is in excess of the carrying amount of the relevant asset, the surplus is credited to the revaluation reserve to the extent that it is not covered by deficits arising on prior valuations of that asset which have been previously charged to the profit and loss account. If the fair value is less than the carrying amount of the relevant asset the deficit is charged to the profit and loss account to the extent that it is not covered by surpluses arising on prior valuations of that same asset which have been previously credited to the revaluation reserve.

(ii) Depreciation of leasehold land

Leasehold land is depreciated to write off its cost less accumulated impairment loss or valuation over the unexpired period of the lease on a straight line basis. The principal annual rate used for this purpose is 1.96%.

(iii) Depreciation of leasehold buildings and leasehold improvements

Leasehold buildings and leasehold improvements are depreciated to write off their cost less accumulated impairment loss or valuation on the straight line basis over the unexpired periods of the leases or their estimated useful lives of the Group whichever is shorter. The principal annual rates used for this purpose are:

Leasehold buildings	5%
Leasehold improvements	15% – 33.3%

1. 主要會計政策 (續)

(d) 固定資產 (續)

(i) 租賃土地及樓宇 (續)

按照本集團政策，本集團會尋求獨立專業估值定期檢討固定資產之公平價值。倘某項資產之公平價值高於其賬面值，而該資產於先前估值時所產生且原先已於損益賬中扣除之虧損不足以彌補該盈餘，則有關盈餘將列入重估儲備內。倘某項資產之公平價值低於其賬面值，而該資產於先前估值所產生且原先已列入重估儲備之盈餘不足以彌補虧損，則有關虧損將於損益賬中扣除。

(ii) 租賃土地之折舊

租賃土地之折舊乃按租約所餘年期以直線法撇銷其原值減累積減值虧損或估值，為此所採用之主要年率為1.96%。

(iii) 租賃樓宇及租賃物業裝修之折舊

租賃樓宇及租賃物業裝修之折舊乃按租約所餘年期或其對本集團之估計可使用年期（取其較短者）撇銷其原值減累積減值虧損或估值，為此所採用之主要年率為：

租賃樓宇	5%
租賃物業裝修	15%-33.3%

1. Principal accounting policies (CONTINUED)

(d) Fixed assets (continued)

(iv) Other tangible fixed assets

Other tangible fixed assets are stated at cost less accumulated depreciation and impairment losses. Other tangible fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses on the straight line basis over their estimated useful lives to the Group. The principal annual rates used for this purpose are:

Equipment, furniture and fixtures	15% – 33.3%
Machinery and club equipment	15% – 20%
Motor vehicles	20% – 25%
Motor boat	20%

(v) Impairment of fixed assets

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in leasehold buildings, leasehold improvements and other tangible fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

(vi) Gain or loss on disposal of fixed assets

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

1. 主要會計政策 (續)

(d) 固定資產 (續)

(iv) 其他有形固定資產

其他有形固定資產按成本值減去累計折舊及累積減值虧損列賬。其他有形固定資產之折舊乃將資產成本值減累積減值虧損按其於本集團之預計可使用年期及相應年率以直線法撇銷。為此所採用之主要折舊年率為：

設備、傢俬及裝置	15%-33.3%
會所器材及設備	15%-20%
汽車	20%-25%
汽船	20%

(v) 固定資產之減值

在每年結算日，租賃樓宇、租賃物業裝修及其他有形固定資產內之資產皆透過集團內部及外界所獲得的資訊，評核該等資產有否耗蝕。如有跡象顯示該等資產出現耗蝕，則估算其可收回價值，及在合適情況下將減值虧損入賬以將資產減至其可收回價值。此等減值虧損於損益表內確認。

(vi) 出售固定資產之損益

出售一項固定資產之損益乃出售所得款項淨額與有關資產面值之差額，並於損益賬內確認。

1. Principal accounting policies (CONTINUED)**(d) Fixed assets (continued)***(vii) Cost of restoring and improving fixed assets*

Major costs incurred in restoring fixed assets to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their estimated useful lives to the Group.

(e) Assets under leases*(i) Finance leases*

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the inception of the leases at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on the capital balances outstanding. The corresponding rental obligations, net of finance charges, are included in long-term liabilities. The finance charges are charged to the profit and loss account over the lease periods.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives or the lease periods.

(ii) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

1. 主要會計政策 (續)**(d) 固定資產 (續)***(vii) 修復及改良固定資產之費用*

修復固定資產至正常運作狀況所產生之主要費用於損益賬內扣除。改良資產所產生之費用則資本化及按其對本集團之預計可使用年期作出折舊。

(e) 租賃資產*(i) 融資租約*

融資租約是指將擁有資產之風險及回報基本上全部轉讓予集團之租賃。融資租約在開始時按租賃資產之公平值或最低租賃付款之現值(以較低者為準)撥充資本。每期租金均以資本及財務費用分配,以達到固定之資本結欠額。相應租約承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益賬中支銷。

以融資租約持有之資產按估計可使用年期或租約期(取較短者)計算折舊。

(ii) 經營租約

經營租約是指擁有資產之風險及回報基本上全部由出租公司保留之租賃。根據經營租賃作出之付款在扣除自出租公司收取之任何獎勵金後,於租賃期內以直線法在損益賬中支銷。

1. Principal accounting policies (CONTINUED)

(f) Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary at the date of acquisition.

In accordance with SSAP 30, goodwill on acquisitions occurring on or after 1st April 2001 is included in intangible assets and is amortised using the straight-line method over its estimated useful life. Goodwill is generally amortised over its estimated useful life to a maximum period of 20 years.

Goodwill on acquisitions that occurred prior to 1st April 2001 was written off against reserves by the Group. The Group has taken advantage of the transitional provision 1(a) in SSAP 30 and goodwill previously written off against reserves has not been restated.

SSAP 31 prescribes procedures to be applied to ensure that assets are carried at not more than their recoverable amounts. The Group is required to assess at each balance sheet date whether there are any indications that assets may be impaired, and if there are such indications, the recoverable amount of the assets is to be determined. Any resulting impairment losses identified are charged to the profit and loss account.

In accordance with the provisions of Interpretation 13, assessments of impairment of goodwill also apply to goodwill previously eliminated against reserves which will not be restated at the time of adoption of SSAP 30. Any impairment loss identified in respect of goodwill previously eliminated against reserves is to be recognised as an expense in the profit and loss account. The adoption of SSAP 30 and the provisions of Interpretation 13 are required to be reflected in accordance with the requirement of SSAP 2.

1. 主要會計政策 (續)

(f) 無形資產

(i) 商譽

商譽指收購成本超出於收購日集團應佔所收購附屬公司淨資產公平值之數額。

根據會計準則第30號，於二零零一年四月一日或以後產生之收購商譽計入無形資產，並於其估計可用年期以直線法攤銷。商譽一般按其估計可用年期於最多為二十年年期攤銷。

於二零零一年四月一日前產生之收購商譽已於本集團儲備中撇銷。集團利用會計準則第30號1(a)之過渡性條款，故此已在儲備撇銷之商譽並無重新列賬。

會計準則第31號規定適用的程序，以確保記入的資產沒有超過其可收回價值。本集團須於每一個結賬日評核，有沒有跡象顯示資產受到減值。如有，則須確定該資產的可收回金額。所確認的任何虧損減值，均在損益表中撇減。

根據詮釋條款第13號規定，商譽減值的評核亦適用於前期在儲備中撇減的商譽。已撇減的商譽不會在採納會計準則第30號規定時予以重列。於前期儲備中撇減並確認的商譽減值，須在損益表中列作開支予以確認。採用會計準則第30號以及詮釋條款第13號，須按會計準則第2號規定反映。

1. Principal accounting policies (CONTINUED)

(f) Intangible assets (continued)

(i) Goodwill (continued)

The Group has performed an assessment of the fair value of goodwill that had previously been charged to the reserves. As a result, the Group has retrospectively restated and decreased its previously reported net profit for the year ended 31st March 2001 by approximately HK\$159,429,000.

(ii) Trademarks

Expenses incurred by the Group in respect of registering the Group's trademarks in various locations are amortised, using the straight-line method, over periods not exceeding three years starting from the date of commencement of operations.

(iii) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset, is assessed and written down immediately to its recoverable amount.

(g) Investment securities

Investment securities representing the Group's interest in club debentures, are stated at cost less any provision for impairment loss.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities will be reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to the profit and loss account when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

1. 主要會計政策 (續)

(f) 無形資產 (續)

(i) 商譽 (續)

本集團就之前於儲備中扣除之商譽進行公平價值評估。在作出評估後，本集團已追溯地重列二零零一年三月三十一日止年度所呈報之淨溢利，令有關淨溢利減少約159,429,000港元。

(ii) 商標

本集團就各地註冊其商標產生之開支，以直線法由開業日期起不超過三年之期內攤銷。

(iii) 無形資產減值

如有跡象顯示出現減值，則無形資產之賬面值，均需評估及即時減至可收回價值。

(g) 投資證券

投資證券指本集團持有之會籍債券，按成本值減任何減值虧損準備入賬。

個別投資之賬面值於每年結算日均予以檢討，以評估其公平價值是否已跌至低於賬面值。假如下跌並非短期性，則有關投資之賬面值將削減至其公平價值。耗蝕虧損在損益表中列作開支。當引致撇減或撇銷之情況及事件不再存在，而有可信證據顯示新的情況和事件會於可預見將來持續，則將此項減值虧損撥回損益表。

1. Principal accounting policies (CONTINUED)**(h) Inventories**

Inventories comprise merchandise and are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. In general, costs are assigned to individual items on the weighted average basis. Net realisable value is the price at which inventories can be sold in the normal course of business after allowing for the costs of realisation.

(i) Trade and other receivables

Provision is made against trade and other receivables to the extent that they are considered to be doubtful. Trade and other receivables in the balance sheet are stated net of such provision.

(j) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdrafts.

(k) Deferred taxation

Deferred taxation is accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future.

(l) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

1. 主要會計政策 (續)**(h) 存貨**

存貨指商品，按成本值及可變現淨值（取較低者）入賬。

成本值指存貨之發票原值。一般而言，成本值按加權平均基準分攤至個別項目。可變現淨值為存貨在扣除變現成本後在一般業務程序中可出售之價格。

(i) 應收及其他應收款項

對收回應收及其他應收款項存疑時將作撥備。資產負債表之應收及其他應收款項乃在扣除該等撥備後入賬。

(j) 現金及現金等值項目

現金及現金等值項目按成本在資產負債表內列賬。在現金流量表中，現金及現金等值項目包括庫存現金、銀行通知存款及銀行透支。

(k) 遞延稅項

為課稅而計算之盈利與賬目所示之盈利二者間之時差，若預期將於可預見將來支付或收回，即按現行稅率計算遞延稅項負債或資產。

(l) 撥備

當集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立撥備。

1. Principal accounting policies (CONTINUED)**(m) Translation of foreign currencies**

Transactions in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising therefrom are dealt with in the profit and loss account.

The accounts of subsidiaries expressed in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with as a movement in exchange fluctuation reserve.

(n) Retirement benefit costs

The Group's contributions to retirement benefit schemes are expensed as incurred and where appropriate, are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The assets of the schemes are held separately from those of the Group in an independently administered fund.

(o) Borrowing costs

All borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(p) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

1. 主要會計政策 (續)**(m) 外幣換算**

外幣交易按交易日之匯率換算為港元。以外幣結算之貨幣資產及負債按資產負債表結算日之匯率換算為港元列賬。由此產生之滙兌差額計入損益賬內。

附屬公司之外幣賬目按資產負債表結算日之匯率換算為港元。由此產生之滙兌差額列作外滙波動儲備之變動。

(n) 退休金支出

本集團向退休金計劃所供出之款項於產生期間支銷。而員工因離職未能全數提取之供款額會用作減低僱主之供款額(如適用)。該等計劃之資產由一獨立基金管理，與本集團之資產分開持有。

(o) 借貸成本

所有借貸成本均於其產生年度在損益賬內支銷。

(p) 分部報告

按照本集團之內部財務報告，本集團已決定將業務分部資料作為主要分部報告，而地區分佈資料則作為從屬形式呈列。

1. Principal accounting policies (CONTINUED)

(p) Segment reporting (continued)

Segment assets consist primarily of fixed assets, intangible assets, inventories, receivables and operating cash, and mainly exclude investments securities and tax recoverable. Segment liabilities comprise operating liabilities and exclude items such as taxation and borrowings. Capital expenditure comprises additions to fixed assets (note 13).

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are based on where the assets are located.

(q) Dividends

In accordance with the revised SSAP 9, the Group no longer recognises dividends proposed or declared after the balance sheet date as a liability at the balance sheet date. This change in accounting policy has been applied retrospectively so that the comparatives presented have been restated to conform to the changed policy.

As detailed in Note 20, this change has resulted in an increase in opening retained earnings at 1st April 2001 by HK\$53,535,000 (1st April 2000: HK\$54,210,000) which is the reversal of the provision for 2001 (2000) proposed final dividend previously recorded as a liability as at 31st March 2001 (31st March 2000) although not declared until after the balance sheet date.

1. 主要會計政策 (續)

(p) 分部報告 (續)

分部資產主要包括固定資產、無形資產、存貨、應收款項及經營現金，不包括之項目主要為投資證券及預繳稅項。分部負債指經營負債，而不包括例如稅項及借款等項目。資本性開支包括購入固定資產(附註13)的費用。

至於地區分部報告，銷售額乃按照客戶所在國家計算。總資產及資本性開支按資產所在地計算。

(q) 股息

按照經修訂之會計準則第9號，本集團於結算日後才建議或宣佈派發之股息不再於結算日確立為負債。此項新會計政策已追溯應用，而比較數字亦已重列以符合經修訂之政策。

如附註20所詳述，此項改變導致二零零一年四月一日之期初滾存溢利增加了53,535,000港元(二零零零年四月一日：54,210,000港元)，此乃二零零一年度(二零零零年度)建議派發之末期股息備付款之撥回數額，此股息於結算日後始宣佈派發，但已於二零零一年三月三十一日(二零零零年三月三十一日)入賬列為負債。

1. Principal accounting policies (CONTINUED)**(r) Contingent liabilities and contingent assets**

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(s) Comparative figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

1. 主要會計政策 (續)**(r) 或然負債及或然資產**

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

或然資產指因已發生的事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。

或然資產不會被確認，但會於可能收到經濟效益時在賬目附註中披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

(s) 比較數字

為配合本財政年度呈報形式之改變，比較數字已按需要作出調整。

2. Revenues, turnover and segment information

The Group is principally engaged in the retailing and wholesaling of a wide range of brand name cosmetic products and the provision of beauty and health club services. Revenues recognised during the year are as follows:

2. 收益、營業額及分類資料

本集團主要業務為從事多種品牌化妝品之零售及批發，及提供美容和健美中心服務。年內確認之收益如下：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Turnover	營業額		
Retail and wholesale	零售及批發	1,385,845	1,351,213
Beauty and health club services	美容及健美中心服務	151,566	88,156
		1,537,411	1,439,369
Other revenues	其他收益		
Interest income	利息收入	20,394	38,161
Slide display rental income	幻燈片陳列租金收入	6,934	5,261
Sundry income	雜項收入	804	728
		28,132	44,150
		1,565,543	1,483,519

2. Revenues, turnover and segment information 2. 收益、營業額及分類資料 (續)

(CONTINUED)

(a) Primary reporting format – business segments

(a) 主要分部報告形式 – 業務分部資料

		Retail and wholesale 零售及批發 HK\$'000 港幣千元	Beauty and health club services 美容及 健美中心 服務 HK\$'000 港幣千元	2002 Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,385,845	151,566	1,537,411
Results	業績			
Segment results	分部業績	29,889	(10,814)	19,075
Interest income	利息收入	16,829	3,565	20,394
Interest expenses	利息支出	(157)	(132)	(289)
Restructuring costs and provisions for debts of several subsidiaries	數間附屬公司之 重組成本及 呆賬撥備	–	(64,877)	(64,877)
Store closure costs	店舖關閉費用	(10,665)	–	(10,665)
Impairment of fixed assets of an e-commerce business – sasa.com	電子商務 – sasa.com 之 固定資產減值	(8,915)	–	(8,915)
Deficit on revaluation of leasehold land and buildings	土地及樓宇之重估貶值	(18,919)	–	(18,919)
Profit/(loss) before taxation	除稅前溢利／(虧損)	8,062	(72,258)	(64,196)
Taxation	稅項			(9,652)
Loss after taxation	除稅後虧損			(73,848)
Minority interests	少數股東權益			2,673
Loss attributable to shareholders	股東應佔虧損			(71,175)
Segment assets	分部資產	1,023,151	67,711	1,090,862
Investment securities and tax recoverable	投資證券及預繳稅項			3,290
Total assets	資產總額			1,094,152
Segment liabilities	分部負債	116,879	163,763	280,642
Borrowings and taxation	借貸及稅項			14,953
Total liabilities	負債總額			295,595
Minority interests	少數股東權益			(6,379)
Net assets	資產淨值			792,178
Other information	其他資料			
Capital expenditure	資本性開支	17,500	24,686	42,186
Depreciation and amortisation charges	折舊及攤銷費用	48,228	10,965	59,193
Provision for doubtful debts	呆賬撥備	2,971	290	3,261
Provision for slow moving inventories	滯銷存貨撥備	13,787	530	14,317
Write-off of fixed assets	固定資產撇賬	1,089	–	1,089

2. Revenues, turnover and segment information 2. 收益、營業額及分類資料 (續)

(CONTINUED)

(a) Primary reporting format – business segments (continued)

(a) 主要分部報告形式 – 業務分部資料 (續)

		Retail and wholesale 零售及批發 HK\$'000 港幣千元	Beauty and health club services 美容及 健美中心 服務 HK\$'000 港幣千元	2001 Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,351,213	88,156	1,439,369
Results	業績			
Segment results	分部業績	57,089	3,288	60,377
Interest income	利息收入	37,220	941	38,161
Interest expenses	利息支出	(41)	(225)	(266)
Store closure costs	店舖關閉費用	(13,253)	–	(13,253)
Impairment of goodwill	商譽減值	–	(159,429)	(159,429)
Profit/(loss) before taxation	除稅前溢利/(虧損)	81,015	(155,425)	(74,410)
Taxation	稅項			(7,746)
Loss after taxation	除稅後虧損			(82,156)
Minority interests	少數股東權益			(2,095)
Loss attributable to shareholders	股東應佔虧損			(84,251)
Segment assets	分部資產	1,088,772	85,623	1,174,395
Investment securities and tax recoverable	投資證券及預繳稅項			1,077
Total assets	資產總額			1,175,472
Segment liabilities	分部負債	92,518	160,057	252,575
Borrowings and taxation	借貸及稅項			9,952
Total liabilities	負債總額			262,527
Minority interests	少數股東權益			32,181
Net assets	資產淨值			945,126
Other information	其他資料			
Capital expenditure	資本性開支	53,216	8,754	61,970
Depreciation and amortisation charges	折舊及攤銷費用	45,066	4,827	49,893
Provision for slow moving inventories	滯銷存貨撥備	1,604	–	1,604
Write-off of fixed assets	固定資產撇賬	2,101	–	2,101

2. Revenues, turnover and segment information 2. 收益、營業額及分類資料 (續)

(CONTINUED)

(b) Secondary reporting format – geographical segments

The Group operates in Greater China, Taiwan and South Asia. Greater China comprises Hong Kong, Macau and Mainland China. South Asia comprises Thailand, Malaysia and Singapore.

(b) 從屬分部報告形式 – 地區分部資料

集團於大中華、台灣及南亞地區經營業務。大中華包括香港、澳門及中國大陸。南亞地區包括泰國、馬來西亞及新加坡。

		Greater China 大中華	Taiwan 台灣	South Asia 南亞地區	2022 Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	1,291,655	104,088	141,668	1,537,411
Results	業績				
Segment results	分部業績	36,064	(12,606)	(4,383)	19,075
Interest income	利息收入	18,841	186	1,367	20,394
Interest expenses	利息支出	(261)	–	(28)	(289)
Restructuring costs and provisions for debts of several subsidiaries	數間附屬公司之 重組成本及呆賬撥備	(64,429)	–	(448)	(64,877)
Store closure costs	店舖關閉費用	–	(10,665)	–	(10,665)
Impairment of fixed assets of an e-commerce business – sasa.com	電子商務 – sasa.com 之 固定資產減值	(8,915)	–	–	(8,915)
Deficit on revaluation of leasehold land and buildings	土地及樓宇之重估貶值	(18,919)	–	–	(18,919)
Loss before taxation	除稅前虧損	(37,619)	(23,085)	(3,492)	(64,196)
Segment assets	分部資產	929,886	51,029	109,947	1,090,862
Investment securities and tax recoverable	投資證券及預繳稅項				3,290
Total assets	資產總額				1,094,152
Capital expenditure	資本性開支	15,616	4,142	22,428	42,186

2. Revenues, turnover and segment information 2. 收益、營業額及分類資料 (續)

(CONTINUED)

(b) Secondary reporting format – geographical segments (continued)

(b) 從屬分部報告形式 – 地區分部資料 (續)

		Greater China 大中華 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	South Asia 南亞地區 HK\$'000 港幣千元	2001 Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,167,412	146,408	125,549	1,439,369
Results	業績				
Segment results	分部業績	71,724	(16,449)	5,102	60,377
Interest income	利息收入	36,477	337	1,347	38,161
Interest expenses	利息支出	(181)	–	(85)	(266)
Store closure costs	店舖關閉費用	–	(13,253)	–	(13,253)
Impairment of goodwill	商譽減值	(68,327)	–	(91,102)	(159,429)
Profit/(loss) before taxation	除稅前溢利/(虧損)	39,693	(29,365)	(84,738)	(74,410)
Segment Assets	分部資產	997,220	79,410	97,765	1,174,395
Investment securities and tax recoverable	投資證券及預繳稅項				1,077
Total assets	資產總額				1,175,472
Capital expenditure	資本性開支	50,649	5,142	6,179	61,970

3. Operating profit

3. 經營溢利

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Operating profit is stated after crediting and charging the following:	經營溢利已計入及扣除下列項目：		
Crediting	計入		
Gain on disposal of fixed assets	出售固定資產溢利	390	491
Write back of provision for doubtful debts	撥回呆賬準備	–	125
Charging	扣除		
Amortisation of intangible assets	無形資產攤銷	2,401	1,685
Auditors' remuneration	核數師酬金	1,769	1,375
Depreciation of fixed assets held under finance leases	按融資租約持有之固定資產折舊	51	164
Depreciation of owned fixed assets	自置固定資產折舊	56,741	48,044
Net exchange loss	滙兌虧損淨額	2,381	2,691
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金	165,893	137,825
Provision for doubtful debts	呆賬撥備	3,261	–
Provision for slow moving inventories	滯銷存貨撥備	14,317	1,604
Retirement benefit costs	退休金支出	11,655	7,781
Write-off of fixed assets	固定資產撇賬	1,089	2,101

4. Finance costs

4. 財務費用

		Group 本集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Interest on bank overdrafts	銀行透支之利息	112	80
Interest on bank loans not wholly repayable within five years	全數不需於五年內償還 銀行貸款之利息	157	—
Interest on finance leases	融資租約之利息	20	186
		289	266

5 Restructuring costs and provisions for debts of several subsidiaries

5. 數間附屬公司之重組成本及呆賬撥備

Restructuring costs and provisions for debts are incurred in connection with the restructuring of the beauty and health club operations of Lisbeth Enterprises Limited and its subsidiaries and the outstanding amounts that might not be recoverable from the relevant parties respectively (refer to details in notes 17, 26(c) and 31).

重組成本及呆賬撥備分別涉及 Lisbeth Enterprises Limited 及其附屬公司之美容及健美中心之業務營運重組及有關人士所欠負可能無法收回之未償還款項 (詳見附註17、26(c)及31)。

		Group 本集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Restructuring costs	重組成本		
Write-off of fixed assets	固定資產撇賬	3,109	—
Severance payments and others	遣散費及其他	2,771	—
Provisions for debts	呆賬撥備		
Provision for amounts due from ex-directors of subsidiaries and their related company (note 17)	應收附屬公司前董事及其有關連公司款項之撥備 (附註17)	26,816	—
Provision for receivables from minority shareholders of subsidiaries (note 26(c))	應收附屬公司少數股東款項之撥備 (附註26(c))	32,181	—
		64,877	—

6. Store closure costs

Store closure costs represent expenses incurred in connection with the closure of several stores in Taiwan. Details are as follows:

6. 店舖關閉費用

店舖關閉費用指與數間台灣店舖關閉相關之費用，詳列如下：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Write-off of fixed assets	固定資產撇賬	1,249	4,719
Write-off of trademarks	商標撇賬	1,220	–
Provision for slow moving inventories	滯銷存貨撥備	4,021	2,258
Costs in relation to early termination of leases and other contracts	提前終止租約及其他合約之相關費用	2,949	4,092
Redundancy costs and others	解僱費及其他	1,226	2,184
		10,665	13,253

7. Taxation

(a) The amount of taxation charged to the consolidated profit and loss account represents:

7. 稅項

(a) 在綜合損益表內扣除之稅項支出如下：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong profits tax	香港利得稅		
Current	本年度	8,660	7,181
Over provision in previous years	往年超額撥備	–	(3,949)
Overseas taxation	海外稅項		
Current	本年度	3,338	6,163
(Over)/under provision in previous years	往年(超額)/撥備不足	(698)	1,641
Deferred taxation (note 23(a))	遞延稅項(附註23(a))	(1,648)	(3,290)
		9,652	7,746

7. Taxation (CONTINUED)

Deferred taxation for the year has not been (recognised)/provided in respect of the following:

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Accelerated depreciation allowances	加速折舊免稅額	133	(9,152)
Tax losses	稅項虧損	(5,324)	(8,318)
Other timing differences	其他時差	349	(245)
		(4,842)	(17,715)

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profits for the year. Taxation on overseas profits have been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

- (b) Tax recoverable in the consolidated balance sheet represents the amount of provisional tax paid less the amount of Hong Kong profits tax and overseas tax provided for the current and previous years.
- (c) Taxation payable in the consolidated balance sheet represents the provision for Hong Kong profits tax and overseas tax less the amount of provisional tax paid for the current and previous years.

本年度未(確認)/撥備之遞延稅項為:

香港利得稅按本年度估計應課稅溢利以稅率16% (二零零一年: 16%) 計算。海外稅項按本年度估計應課稅溢利以集團營運國家之現行稅率計算。

- (b) 綜合資產負債表之可退回稅項指已付之暫繳稅扣除本年度及往年之香港利得稅及海外稅項準備。
- (c) 綜合資產負債表之應付稅項指本年度及往年之香港利得稅與海外稅項準備扣除已付之暫繳稅。

8. Loss attributable to shareholders

The loss attributable to shareholders is dealt with in the accounts of the Company to the extent of profit of HK\$25,027,000 (2001: profit of HK\$82,857,000).

8. 股東應佔虧損

股東應佔虧損其中25,027,000港元溢利(二零零一年: 82,857,000港元溢利)已於本公司賬目內處理。

9. Dividends

9. 股息

		Company	
		本公司	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interim, paid – 1.0 HK cents (2001: 1.0 HK cents) per ordinary share	已派中期股息—每股普通股1.0港仙 (二零零一年:1.0港仙)	13,234	13,097
Final, proposed – 4.0 HK cents (2001: 4.0 HK cents) per ordinary share	擬派末期股息—每股普通股4.0港仙 (二零零一年:4.0港仙)	50,894	53,535
		64,128	66,632

Notes

- (a) The previously recorded final dividends proposed and declared after the balance sheet date but accrued in the accounts for the year ended 31st March 2000 and 2001 were HK\$54,210,000 and HK\$53,535,000 respectively. Under the Group's new accounting policy as described in Note 1(q), these have been written back against opening reserves as at 1st April 2000 and 2001 in Note 20 and are now charged in the period in which they were proposed.
- (b) At a meeting held on 19th July 2002 the directors declared a final dividend of 4.0 HK cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these accounts, but will be reflected as an appropriation of retained earnings for the year ending 31st March 2003.

附註:

- (a) 過往於結算日後才建議和派發之末期股息分別為54,210,000港元及53,535,000港元。但此等股息在截至二零零零年及二零零一年三月三十一日止年度已計算入賬。根據本集團之新會計政策(見附註1(q))，此等數額已於二零零零年及二零零一年四月一日之期初儲備中撥回(見附註20)，並重新於建議派發股息之期間扣除。
- (b) 於二零零二年七月十九日舉行之會議上，董事宣佈派發末期股息每股普通股4.0港仙。此項擬派股息並無於本賬目中列作應付股息，惟將於截至二零零三年三月三十一日止年度列作滾存溢利分派。

10. Loss per share – Basic

10. 每股虧損 – 基本

- (a) The calculation of basic loss per ordinary share is based on the Group's loss attributable to shareholders of HK\$71,175,000 (2001: HK\$84,251,000 (restated)).
- (b) The basic loss per ordinary share is based on the weighted average of 1,330,793,393 (2001: 1,348,769,893) ordinary shares in issue during the year.
- (c) No diluted loss per share has been presented as there is no potential dilutive ordinary share during the year.

- (a) 每股普通股之基本虧損乃根據本集團股東應佔虧損71,175,000港元(二零零一年:84,251,000港元(重新列示))計算。
- (b) 每股普通股之基本虧損乃按於本年度已發行普通股之加權平均數1,330,793,393(二零零一年:1,348,769,893)股普通股計算。
- (c) 由於年內並無潛在攤薄普通股，故此並無呈列每股攤薄虧損。

11. Directors' and senior management's emoluments 11. 董事及高級管理人員之酬金

(a) Directors' emoluments

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

		Group 本集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Fees	袍金	705	804
Basic salaries, housing allowances, other allowances and benefits in kind (note)	基本薪金、房屋津貼、其他津貼及實物利益(附註)	8,526	9,249
Directors' pension	董事退休金	403	451
		9,634	10,504
Benefit from share options exercised	行使購股權之利益	-	878

Directors' fees of HK\$705,000 (2001: HK\$804,000) were paid to independent non-executive directors.

(a) 董事酬金

於本年付予本公司董事酬金總額如下：

		Group 本集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Fees	袍金	705	804
Basic salaries, housing allowances, other allowances and benefits in kind (note)	基本薪金、房屋津貼、其他津貼及實物利益(附註)	8,526	9,249
Directors' pension	董事退休金	403	451
		9,634	10,504
Benefit from share options exercised	行使購股權之利益	-	878

付予本公司獨立非執行董事之袍金總額達705,000港元(二零零一年:804,000港元)。

The emoluments of the directors fell within the following bands:

介乎下列酬金範圍之董事人數如下：

Emoluments bands 酬金範圍	Number of directors 董事人數	
	2002	2001
HK\$Nil – HK\$1,000,000	5	7
HK\$2,000,001 – HK\$2,500,000 (note)(附註)	1	1
HK\$3,000,001 – HK\$3,500,000	1	1
HK\$3,500,001 – HK\$4,000,000	1	1
	8	10

Note:

The amount includes 3,333,328 shares issued at par to an ex-director in lieu of cash remuneration (note 11(c)(ii)(1)).

No compensation for loss of office has been paid to the directors for the year ended 31st March 2002 and 2001.

附註：

金額包括按面值發行予一位前董事之股份3,333,328股以代替現金酬金(附註11(c)(ii)(1))。

於二零零二年及二零零一年三月三十一日止年度內，並無給予董事離任補償。

11. Directors' and senior management's emoluments 11. 董事及高級管理人員之酬金 (續)

(CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three directors (2001: three) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2001: two) individuals during the year are as follows:

(b) 五位最高薪人士

於本集團五位最高薪酬人士中，三位（二零零一年：三位）為本公司董事。該等董事酬金已於上表列明。而餘下兩位（二零零一年：兩位）人士於年內酬金總額如下：

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Basic salaries, housing allowances, other allowances and benefits in kinds	基本薪金、房屋津貼、其他津貼及實物利益	2,217	4,276
Pension contributions	退休金供款	79	67
		2,296	4,343

The emoluments fell within the following bands:

介乎下列酬金範圍之僱員人數如下：

Emoluments bands 酬金範圍	Number of individuals 人數	
	2002	2001
HK\$1,000,001 – HK\$1,500,000	2	1
HK\$2,500,001 – HK\$3,000,000	–	1
	2	2

11. Directors' and senior management's emoluments 11. 董事及高級管理人員之酬金 (續)

(CONTINUED)

(c) An ex-director's service agreement ("Service Agreement")

- (i) A Service Agreement was entered between the Company and an ex-director on 2nd August 1999 and it was approved by the shareholders of the Company at an extraordinary general meeting on 14th September 1999. Pursuant to the terms set out in the Service Agreement, the ex-director was entitled to the following:

(1) Remuneration shares

9,000,000 shares of the Company issued to the ex-director at par, credited as fully paid, in lieu of cash remuneration during the term of appointment.

(2) Share Option A

The ex-director was granted an option to subscribe in aggregate up to 27,513,587 shares of the Company at a price of HK\$0.928 per share. 764,266 shares were vested to the ex-director on a monthly basis over three years. The exercise period for Share Option A is between 14th September 1999 to 2nd February 2007.

(3) Share Option B

The ex-director was granted a right to subscribe in aggregate up to an amount of HK\$7,800,000 for the Company's shares at a price of HK\$0.928 per share, equivalent to 8,405,172 shares. The Share Option B had been exercised during the year ended 31st March 2000.

(c) 一位前董事之服務協議 (「服務協議」)

- (i) 本公司與一位前董事於一九九九年八月二日簽訂一份服務協議，而該協議已於一九九九年九月十四日之本公司股東特別大會中獲股東批准。依該服務協議條款，該前董事可獲得下列報酬：

(1) 酬金股份

本公司於該前董事聘任期內以面值(已繳足)發行9,000,000股公司股份予該前董事以代替現金酬金。

(2) 購股權A

該前董事可獲公司授予合共27,513,587股公司股份之購股權，認購價為每股0.928港元。該前董事每月可得764,266股，為期三年。購股權A之行使期為一九九九年九月十四日至二零零七年二月二日。

(3) 購股權B

該前董事獲公司授予以每股0.928港元認購公司股份8,405,172股，總金額為7,800,000港元。購股權B已於截至二零零零年三月三十一日止年度內行使。

11. Directors' and senior management's emoluments

(CONTINUED)

(c) An ex-director's service agreement ("Service Agreement")

(continued)

(ii) During the year and pursuant to the terms of the Service Agreement:

(1) 3,333,328 remuneration shares were issued to the ex-director at par, the aggregate market value amounted to HK\$2,272,080 at the dates of issues (note to 11(a) and 19(a));

(2) 9,171,192 share options under Share Option A had been granted to the ex-director. None were exercised during the year.

(iii) Subsequent to the year end, a further 1,166,672 remuneration shares had been issued and 3,821,341 share options had been granted to the ex-director under Share Option A.

12. Retirement benefit scheme

Prior to 1st December 2000, the Group, with exception to certain subsidiaries, operated a defined contribution retirement benefit scheme (the "Scheme") for its employees in Hong Kong. The Scheme is administered by independent trustees. Under the Scheme, the employees are required to contribute 4% to 5% of their monthly salaries, while the employer's contributions are calculated at a range of 4% to 7% of employee's monthly salaries. The employees are entitled to 100% of the employer's contributions after 10 years of completed service, or at a reduced scale after completion of three to nine years' service. The forfeited contributions are to be used to reduce the employer's contributions.

11. 董事及高級管理人員之酬金 (續)**(c) 一位前董事之服務協議 (「服務協議」) (續)**

(ii) 年內依該服務協議條款：

(1) 本公司以面值發行3,333,328酬金股份予該前董事，該等股份於各發行日之總市值為2,272,080港元（附註11(a)及19(a)）；

(2) 依購股權A，該前董事獲授予9,171,192購股權。該等購股權於年內並無被行使。

(iii) 年結日後，本公司依購股權A以面值發行1,166,672酬金股份及授予該前董事3,821,341購股權。

12. 退休金計劃

於二零零零年十二月一日以前，本集團（某些附屬公司除外）為其香港僱員推行界定供款公積金計劃（「該計劃」）。該計劃由獨立信託人管理。按該計劃，僱員需按月薪百分之四至五供款，而僱主供款則按僱員月薪百分之四至七計算。僱員於服務滿十年後，可獲百分之百僱主供款，而服務滿三至九年，則以遞減比例計算。被沒收之供款將用作減低僱主供款。

12. Retirement benefit scheme (CONTINUED)

Prior to 1st December 2000, certain subsidiaries of the Group have, however, made provision for long service payments at 70% of the total theoretical long service payments to employees entitling to such payments upon retirement or termination of employment calculated by reference to the length of service and monthly salary in accordance with prevailing employment laws.

Since 1st December 2000, the Group in Hong Kong elected to contribute to the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution retirement benefit scheme administered by independent trustees. Under the MPF Scheme, both the employer and employees are required to contribute 5% of the employee's monthly salaries (capped at HK\$20,000). The employee can also choose to contribute at rate specified in the rules of the MPF Scheme whereby the employer's contribution is equal to the employee's contribution. Contributions from the employer equivalent to the contribution as specified at the rules of the MPF Scheme are 100% vested as soon as they are paid to the relevant MPF Scheme but all benefits derived from the mandatory contributions must be preserved until the employee reaches the retirement age of 65 subject to a few exceptions. As to the employer's contribution in excess of the portion vested in the MPF Scheme the employees are entitled to 100% of it after 10 years of completed service or at a reduced scale after completion of three to nine years' service. The forfeited contributions are to be used to reduce the employer's contribution.

The retirement benefit schemes for staff of the Group in other countries follow the local statutory requirements of the respective countries.

12. 退休金計劃 (續)

於二零零零年十二月一日以前，某些附屬公司根據僱傭法例，按照服務年資及月薪，就退休或終止僱用時獲取長期服務金之僱員，按理論上長期服務金應付款項總額之百分之七十作出撥備。

自二零零零年十二月一日起，本集團於香港選擇供款予強制性公積金計劃（「強積金計劃」）。強積金計劃為一項界定供款退休金計劃及由獨立信託人管理。在強積金計劃下，僱主及僱員均需按僱員月薪（以二萬港元為上限）百分之五作出供款。僱員亦可選擇以強積金計劃下指定之比率供款，而僱主之供款與僱員相同。僱主按強積金計劃投入規定供款後，其中強制性供款產生之所有權益，全數必須保留至僱員到達六十五歲退休年齡之時，但若干情況除外。僱員於服務滿十年後可獲得僱主為強積金額外供款之全數，而服務滿三至九年，則以遞減比例計算。被沒收之供款將用作減低僱主供款。

本集團於其他國家為僱員設立之退休金計劃遵照當地之法例規定。

12. Retirement benefit scheme (CONTINUED)

12. 退休金計劃 (續)

During the year, the Group's retirement benefit schemes contributions are as follows:

年內，本集團之退休金計劃供款如下：

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Gross employer's contributions	僱主供款總額	12,677	9,348
Less: Forfeited contributions utilised to reduce employer's contributions for the year	減：被沒收之供款額用以 抵銷僱主本年度 之供款額	(1,022)	(1,567)
Net employer's contributions charged to the consolidated profit and loss account	於綜合損益賬內扣除 之僱主供款淨額	11,655	7,781

13. Fixed assets – Group

13. 固定資產 – 本集團

		Leasehold land and buildings 租賃土地 及樓宇	Leasehold improve- ments 租賃物業 裝修	Equipment, furniture and fixtures 設備、傢俬 及裝置	Machinery and club equipment 會所器材 及設備	Motor vehicles 汽車	Motor boat 汽船	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost or valuation	原值或估值							
At 1st April 2001	於二零零一年四月一日	55,190	154,348	116,781	29,484	6,163	4,630	366,596
Exchange adjustments	換算調整	–	(578)	(369)	64	(20)	–	(903)
Acquisition of subsidiaries	收購附屬公司	4,261	–	4,188	–	678	–	9,127
Additions	添置	–	15,523	18,101	7,760	802	–	42,186
Revaluation	重估	(25,941)	–	–	–	–	–	(25,941)
Write-off	撇賬	–	(12,884)	(14,808)	(14,837)	(11)	–	(42,540)
Disposals	出售	–	–	(231)	(44)	(2,660)	–	(2,935)
At 31st March 2002	於二零零二年三月三十一日	33,510	156,409	123,662	22,427	4,952	4,630	345,590
Accumulated depreciation	累計折舊							
At 1st April 2001	於二零零一年四月一日	3,851	108,217	72,477	21,425	3,646	3,781	213,397
Exchange adjustments	換算調整	–	(358)	(293)	59	(16)	–	(608)
Acquisition of subsidiaries	收購附屬公司	1,092	–	1,090	–	569	–	2,751
Charge for the year	本年度折舊	2,079	26,805	22,275	3,764	1,020	849	56,792
Impairment charges (note (f))	耗蝕虧損(附註(f))	–	–	8,915	–	–	–	8,915
Revaluation	重估	(7,022)	–	–	–	–	–	(7,022)
Write-off	撇賬	–	(10,746)	(12,308)	(13,541)	(10)	–	(36,605)
Disposals	出售	–	–	(121)	(10)	(2,293)	–	(2,424)
At 31st March 2002	於二零零二年三月三十一日	–	123,918	92,035	11,697	2,916	4,630	235,196
Net book value	賬面淨值							
At 31st March 2002	於二零零二年三月三十一日	33,510	32,491	31,627	10,730	2,036	–	110,394
At 31st March 2001	於二零零一年三月三十一日	51,339	46,131	44,304	8,059	2,517	849	153,199

13. Fixed assets – Group (CONTINUED)

13. 固定資產 – 本集團 (續)

The analysis of the cost or valuation at 31st March 2002 of the above assets is as follows:

以上資產於二零零二年三月三十一日按原值或估值分析如下：

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 港幣千元	Equipment, furniture and fixtures 設備、傢俬 及裝置 HK\$'000 港幣千元	Machinery and club equipment 會所器材 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Motor boat 汽船 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At cost	按原值	-	156,409	123,662	22,427	4,952	4,630	312,080
At 2002 valuation	按二零零二年估值	33,510	-	-	-	-	-	33,510
		33,510	156,409	123,662	22,427	4,952	4,630	345,590

- (a) The Group's leasehold land and buildings are situated in Hong Kong and held under medium term leases between 10 to 50 years.
- (a) 本集團位於香港之租賃土地及樓宇乃按10至50年中期租約持有。
- (b) The Group's leasehold land and buildings were revalued at 31st March 2002 on the basis of their open market value by DTZ Debenham Tie Leung Limited, an independent firm of chartered surveyors. The deficit arising on revaluation of leasehold land and buildings amounted to HK\$18,919,000 is charged to the consolidated profit and loss account.
- (b) 本集團之租賃土地及樓宇經由獨立專業估值師戴德梁行於二零零二年三月三十一日按公開市值基準重估。該重估貶值為18,919,000港元，已於綜合損益賬中扣除。
- (c) The carrying amount of land and buildings would have been HK\$72,805,000 (2001: HK\$72,814,000) had they been stated at cost less accumulated depreciation.
- (c) 倘土地及樓宇按原值減折舊列賬，其賬面值將為72,805,000港元（二零零一年72,814,000港元）。
- (d) At 31st March 2002, cost of machinery and club equipment includes an amount of HK\$249,000 (2001: HK\$126,000) in respect of assets under finance leases and the related accumulated depreciation amounts to HK\$125,000 (2001: HK\$9,000).
- (d) 於二零零二年三月三十一日，會所器材及設備之原值包括249,000港元（二零零一年：126,000港元）以融資租約持有之資產，而有關累計折舊為125,000港元（二零零一年：9,000港元）。

13. Fixed assets – Group (CONTINUED)

- (e) At 31st March 2002, the net book value of fixed assets pledged as security for the Group's bank loan and banking facilities amounted to HK\$16,036,000 (2001: HK\$13,324,000).
- (f) Impairment charges represent full provision for computer equipment and software costs in relation to an e-commerce business of Sa Sa dot Com Limited, a subsidiary of the Company.

13. 固定資產 – 本集團 (續)

- (e) 於二零零二年三月三十一日，用作集團貸款及信貸抵押之固定資產之賬面淨值為16,036,000港元(二零零一年：13,324,000港元)。
- (f) 耗蝕虧損代表就與一附屬公司Sa Sa dot Com Limited之電子商務有關之電腦儀器及軟件全數所作出之撥備。

14. Subsidiaries**14. 附屬公司**

		Company	
		本公司	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unlisted shares, at cost	非上市股份·按成本值	390	390
Amounts due from subsidiaries (note (b))	應收附屬公司之款項(附註(b))	701,499	787,069
Amounts due to subsidiaries (note (b))	應付附屬公司之款項(附註(b))	(1,484)	(1,481)
		700,405	785,978

- (a) Details of the Company's principal subsidiaries are set out in note 33 to the accounts.
- (b) The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed repayment term.

- (a) 本公司之主要附屬公司詳情載列於賬目附註33。
- (b) 應收／(應付)附屬公司之款項為無抵押、免息及無特定還款期。

15. Intangible assets

15. 無形資產

		Group 本集團		
		Goodwill 商譽	Trademark 商標	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1st April 2000	於二零零零年四月一日	–	3,410	3,410
Exchange adjustments	換算調整	–	(130)	(130)
Amortisation	攤銷	–	(1,685)	(1,685)
At 31st March 2001 and 1st April 2001	於二零零一年三月三十一日 及二零零一年四月一日	–	1,595	1,595
Exchange adjustments	換算調整	–	(87)	(87)
Acquisition of subsidiaries	收購附屬公司	28,310	–	28,310
Amortisation	攤銷	(2,123)	(278)	(2,401)
Write-off	撇賬	–	(1,230)	(1,230)
At 31st March 2002	於二零零二年三月三十一日	26,187	–	26,187
		Goodwill 商譽	Trademark 商標	
		HK\$'000 港幣千元	HK\$'000 港幣千元	
At 31st March 2002	於二零零二年三月三十一日			
Cost	成本	28,310	5,986	
Accumulated amortisation	累計攤銷	(2,123)	(5,986)	
Net book value	賬面淨值	26,187	–	
At 31st March 2001	於二零零一年三月三十一日			
Cost	成本	–	6,103	
Accumulated amortisation	累計攤銷	–	(4,508)	
Net book value	賬面淨值	–	1,595	

16. Trade receivable

Majority of the Group's turnover are cash or credit card sales. The ageing analysis of trade receivable is as follows:

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 1 month	1個月內	16,741	10,438
1 – 3 months	1 – 3個月	4,632	415
Over 3 months	超過3個月	2,411	325
		23,784	11,178

16. 應收賬款

本集團之營業額主要為現金或信用卡銷售。應收賬款之賬齡分析如下：

17. Other receivables, deposits and prepayments

Included in other receivables are amounts due from ex-directors of a subsidiary and their related company.

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Gross amount	總額	26,816	22,661
Less: Provision	減：撥備	26,816	–
Net amount	淨額	–	22,661

17. 其他應收款項、按金及預付款項

其他應收款項包括應收附屬公司前董事及其有關連公司之款項。

17. Other receivables, deposits and prepayments 17. 其他應收款項、按金及預付款項 (續)

(CONTINUED)

Particulars of these amounts are as follows:

其詳細資料如下:

Name of borrower 借款人	Edwin John Phillips (Note) (附註)	Barry Richard Wain (Note) (附註)	Platinum Corporation (Note) (附註)
Connected parties 關連人士	Edwin John Phillips	Barry Richard Wain	Edwin John Phillips & Barry Richard Wain
Position 職位	Ex-director of a subsidiary 附屬公司前董事	Ex-director of a subsidiary 附屬公司前董事	Ex-directors of a subsidiary 附屬公司前董事
Terms 條款			
- Duration and repayment terms 借款期及清還條款	On or before 31st August 2001 於二零零一年八月 三十一日或之前	On or before 31st August 2001 於二零零一年八月 三十一日或之前	On or before 31st August 2001 於二零零一年八月 三十一日或之前
- Interest rate on or before 31st August 2001 於二零零一年八月 三十一日或之前利率	8.5% per annum 年息8.5厘	8.5% per annum 年息8.5厘	Interest free 免息
- Interest rate on or after 1st September 2001 於二零零一年九月一日 或之後利率	Prime lending rate + 3% per annum 最優惠利率+3厘年息	Prime lending rate + 3% per annum 最優惠利率+3厘年息	Interest free 免息
- Security 擔保	Unsecured 無抵押	Unsecured 無抵押	Unsecured 無抵押
Balance (including interest receivable) 餘額(包括應收利息)			
- At 31st March 2002 於二零零二年三月三十一日	HK\$3,123,000 3,123,000港元	HK\$1,603,000 1,603,000港元	HK\$22,090,000 22,090,000港元
- At 31st March 2001 於二零零一年三月三十一日	HK\$498,000 498,000港元	HK\$73,000 73,000港元	HK\$22,090,000 22,090,000港元
Maximum balance outstanding during the year 於年內最高欠額	HK\$3,123,000 3,123,000港元	HK\$1,603,000 1,603,000港元	HK\$22,090,000 22,090,000港元
Accrued interest 預計利息			
- At 31st March 2002 於二零零二年三月三十一日	HK\$1,603,000 1,603,000港元	HK\$1,530,000 1,530,000港元	Nil 無
- At 31st March 2001 於二零零一年三月三十一日	Nil 無	Nil 無	Nil 無

17. Other receivables, deposits and prepayments

(CONTINUED)

Note:

The amount due from Platinum Corporation represents historical advances made by Lisbeth Enterprises Limited ("Lisbeth"), a non-wholly owned subsidiary of the Company, prior to the Group's completion of its investment in Lisbeth on 31st August 2000.

To secure repayment of the advances made to Platinum Corporation, Mr. Phillips and Mr. Wain, each of Mr. Phillips and Mr. Wain signed two promissory notes ("the Promissory Notes") on 31st August 2000 in the aggregate amount of HK\$12,024,573 and HK\$12,014,472 respectively in favour of Lisbeth. Of the total loan balances, HK\$1,168,683 is interest-bearing at 8.5% per annum. The remaining loan balances are interest free. All the loans are unsecured and are repayable upon the earlier of (i) one year from 31st August 2000 or (ii) date of completion of the first Option Agreement. In the event that the amount due under the Promissory Notes are not paid in full when due, Lisbeth is entitled to charge interest on such unpaid amount (to the extent permitted by applicable law) for the period from the date such amount was due until such amount shall have been paid in full at such interest rate per annum as is equal to 3% per annum over the prime lending rate quoted from time to time by The Hongkong & Shanghai Banking Corporation Limited ("Default Interest Charges"). Both Mr. Phillips and Mr. Wain defaulted in payment of the Promissory Notes when they were due on 31st August 2001. As a result of the default in payment by Mr. Phillips and Mr. Wain, Default Interest Charges on the Promissory Notes were raised against Mr. Phillips and Mr. Wain with effect from 1st September 2001.

As the directors of the Company are uncertain about the ultimate recoverability of the above amounts, full provision for the outstanding amounts has been made in the Group's financial statements for the year ended 31st March 2002.

17. 其他應收款項、按金及預付款項 (續)

附註:

Platinum Corporation對本公司之非全資附屬公司 Lisbeth Enterprises Limited (「Lisbeth」)之欠款乃本集團於二零零零年八月三十一日完成對Lisbeth之投資前，Lisbeth向Platinum Corporation提供之過往墊款。

為確保Platinum Corporation、Phillips先生及Wain先生償還上述墊款，於二零零零年八月三十一日，Phillips先生及Wain先生各自以Lisbeth為受益人簽訂總金額為12,024,573港元及12,014,472港元之承付票(「承付票」)。在承付票總額中，其中1,168,683港元須按年息率8.5厘計算利息，而餘下之貸款結餘則免息。所有貸款均為無抵押，並須在以下較早之日期前償還：(i)自二零零零年八月三十一日起計一年後，或(ii)第一項購股權協議之完成日期。倘在承付票下之欠款於到期應付時未能全數清付，則Lisbeth有權就上述未付金額收取利息(以適用法例批准者為限)，由有關金額到期之日起至全數付清為止之期間，按香港上海滙豐銀行有限公司不時所報之最優惠年利率加3厘計算利息(「未付欠款利息」)。Phillips先生及Wain先生均未能於二零零一年八月三十一日清付在承付票到期應付之款項。由於Phillips先生及Wain先生未能履行清付款項之責任，因此自二零零一年九月一日起就承付票向Phillips先生及Wain先生收取未付欠款利息。

由於本公司董事會未能確定最終能否收回上述款項，因此本集團已於截至二零零二年三月三十一日止年度之財務報表中就上述欠款作出全數撥備。

18. Trade and bills payables

The ageing analysis of trade and bills payables is as follows:

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 1 month	1個月內	49,622	22,989
1 – 3 months	1 – 3個月	9,365	30,509
Over 3 months	超過3個月	3,756	6,628
		62,743	60,126

18. 應付賬款及票據

應付賬款及票據之賬齡分析如下：

19. Share capital

		Company – Authorised Ordinary shares of HK\$0.1 each 本公司 – 法定 每股面值0.1港元之普通股	
		No. of shares	HK\$'000
		股份數目	港幣千元
At 31st March 2001 and 2002	於二零零一年及二零零二年 三月三十一日	8,000,000,000	800,000

19. 股本

19. Share capital (CONTINUED)

19. 股本 (續)

		Company – Issued and fully paid Ordinary shares of HK\$0.1 each 本公司 – 已發行及繳足 每股面值0.1港元之普通股	
	Note 附註	No. of shares 股份數目	HK\$'000 港幣千元
At 1st April 2000	於二零零零年四月一日	1,356,599,836	135,660
Issuance of shares	發行股份	4,453,336	445
Repurchase of shares	購回股份	(23,850,000)	(2,385)
At 31st March 2001 and 1st April 2001	於二零零一年三月三十一日 及二零零一年四月一日	1,337,203,172	133,720
Issuance of shares	發行股份 (a) & (b)	6,573,328	657
Repurchase of shares	購回股份 (c)	(25,444,000)	(2,544)
At 31st March 2002	於二零零二年三月三十一日	1,318,332,500	131,833

(a) During the year, a total of 3,333,328 ordinary shares were issued at par in lieu of cash remuneration (note 11(c)(ii)(1)) to an ex-director pursuant to the terms of his Service Agreement. Subsequent to the year end, 1,166,672 shares were further issued to the ex-director up to the date of this report.

(b) During the year, 3,240,000 share options were exercised by an ex-director in accordance with the terms of a share option scheme.

(c) Repurchase of shares

During the year, the Company repurchased 25,444,000 of its own shares in the open market through the Stock Exchange of Hong Kong Limited, all of which have been duly cancelled. The total purchase price of the shares was HK\$15,618,863 with the maximum and minimum prices paid for each share being HK\$0.78 and HK\$0.51 respectively.

(a) 於本年度內，公司根據與一前董事簽訂之服務協議條款以面值發行共3,333,328普通股予該前董事以代替現金酬金(附註11(c)(ii)(1))。年結後直至本年報刊發日期為止，再發行了1,166,672股份予該前董事。

(b) 於年內，一位前董事按一項購股權計劃條款行使3,240,000購股權。

(c) 回購股份

於年內，公司透過香港聯合交易所於公開市場購回25,444,000股本身股份，該等股份已全部註銷。回購該等股份之總代價為15,618,863港元，最高價及最低價分別為每股0.78港元及0.51港元。

19. Share capital (CONTINUED)

(c) Repurchase of shares (continued)

Subsequent to the year end, the Company repurchased 47,138,000 of its own shares in the open market through the Stock Exchange of Hong Kong Limited, all of which have been duly cancelled. The total purchase price of the shares was HK\$36,213,232 with the maximum and minimum prices paid for each share being HK\$0.80 and HK\$0.66 respectively.

(d) Share Option Scheme

Pursuant to the share option scheme adopted on 22nd May 1997 ("the Scheme"), the board of directors is authorised to grant options to directors and eligible employees of the Company or its subsidiaries to subscribe for shares in the Company at prices to be determined by the board in accordance with the terms of the Scheme. The movements in the number of share options under the Scheme during the year are as follows:

19. 股本 (續)

(c) 回購股份 (續)

於年結日後，公司透過香港聯合交易所於公開市場購回47,138,000股本身股份，該等股份已全部註銷。回購該等股份之總代價為36,213,232港元，最高價及最低價分別為每股0.80港元及0.66港元。

(d) 購股權計劃

按一九九七年五月二十二日採納之購股權計劃，董事會可授出購股權予公司及其附屬公司之董事及符合資格之僱員，並根據該計劃條款按董事會決議之價格認購公司股份。年內，購股權計劃之變動如下：

		Number of share options granted	
		授出購股權數目	
		Under share option scheme	Under Service Agreement with an ex-director
		根據購股權計劃	根據與一位前董事之服務協議
			(note 11(c))
			(附註11(c))
As at 1st April 2001	於二零零一年四月一日	19,096,331	14,521,054
Add: share options granted during the year	加：年內授出之購股權	588,235	9,171,192
Less: share options exercised during the year	減：年內行使之購股權	(3,240,000)	–
Less: share options cancelled during the year	減：年內註銷之購股權	(3,871,940)	–
As at 31st March 2002	於二零零二年三月三十一日	12,572,626	23,692,246

19. Share capital (CONTINUED)**(d) Share Option Scheme** (continued)

On 4th June 2001, the Company granted to an employee share options to subscribe for an aggregate of 588,235 shares in the Company at a price of HK\$0.68 per share. During the year, 3,240,000 share options were exercised by an ex-director of the Company and 3,871,940 share options were cancelled upon the resignation of several employees. Subsequent to the year end, a further of 13,791,285 share options were granted to several employees of the Company and 217,391 share options were cancelled upon the resignation of several employees.

During the year, 9,171,192 share options were granted to an ex-director of the Company under the Service Agreement entered between the Company and the ex-director. Subsequent to the year end, a further of 3,821,341 share options were granted to the ex-director (note 11(c)).

19. 股本 (續)**(d) 購股權計劃** (續)

於二零零一年六月四日，本公司給予一位員工購股權，可按每股0.68港元認購合共588,235之公司股份。於年內，本公司一位前董事行使3,240,000購股權，而3,871,940購股權則隨著數位員工之離職已被註銷。年結後，本公司給予數位員工13,791,285購股權，而217,391購股權亦隨著數位員工之離職而被註銷。

於年內，就本公司與一名前董事所訂之服務合約，授予該前董事9,171,192購股權。年結後，本公司再授予該前董事3,821,341購股權（附註11(c)）。

20. Reserves

20. 儲備

(a) Group

(a) 本集團

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外滙波動 儲備 HK\$'000 港幣千元	Retained earnings 滾存溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2000 as previously reported	二零零零年四月一日 如前呈報	756,804	1,572	(19,974)	193,870	932,272
Effect of adopting SSAP 9 (revised)	採納會計準則第9號 (經修訂)之影響	-	-	-	54,210	54,210
At 1st April 2000 as restated	二零零零年四月一日經重列	756,804	1,572	(19,974)	248,080	986,482
Exercise of share options	行使購股權	888	-	-	-	888
Repurchase of own shares	購回本身股份	(21,032)	2,385	-	(2,385)	(21,032)
Goodwill eliminated	商譽撇銷	-	-	-	(159,429)	(159,429)
Write-off of goodwill impaired during the year (note 1(f))	於年內商譽減值撇賬 (附註1(f))	-	-	-	159,429	159,429
Exchange differences	換算差額	-	-	(3,374)	-	(3,374)
Loss for the year as restated	本年度虧損經重列	-	-	-	(84,251)	(84,251)
1999/2000 Final dividend paid	一九九九/二零零零年度 已派末期股息	-	-	-	(53,885)	(53,885)
2000/2001 Interim dividend paid	二零零零/二零零一年度 已派中期股息	-	-	-	(13,422)	(13,422)
At 31st March 2001	於二零零一年三月三十一日	736,660	3,957	(23,348)	94,137	811,406
Representing:	組成如下:					
Reserves	儲備					757,871
Proposed dividend	擬派股息					53,535
At 31st March 2001	於二零零一年三月三十一日					811,406

20. Reserves (CONTINUED)

20. 儲備 (續)

(a) Group (continued)

(a) 本集團 (續)

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外匯波動 儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2001	二零零一年四月一日					
as previously reported	如前呈報	736,660	3,957	(23,348)	40,602	757,871
Effect of adopting SSAP 9 (revised)	採納會計準則第9號 (經修訂)之影響	-	-	-	53,535	53,535
At 1st April 2001 as restated	二零零一年四月一日經重列	736,660	3,957	(23,348)	94,137	811,406
Exercise of share options	行使購股權	1,775	-	-	-	1,775
Repurchase of own shares	購回本身股份	(13,075)	2,544	-	(2,544)	(13,075)
Exchange differences	換算差額	-	-	(1,815)	-	(1,815)
Loss for the year	本年度虧損	-	-	-	(71,175)	(71,175)
2000/2001 Final dividend paid	二零零零/二零零一年度 已派末期股息	-	-	-	(53,537)	(53,537)
2001/2002 Interim dividend paid	二零零一/二零零二年度 已派中期股息	-	-	-	(13,234)	(13,234)
At 31st March 2002	於二零零二年三月三十一日	725,360	6,501	(25,163)	(46,353)	660,345
Representing:	組成如下:					
Reserves	儲備					609,451
Proposed dividend	擬派股息					50,894
At 31st March 2002	於二零零二年三月三十一日					660,345

20. Reserves (CONTINUED)

20. 儲備 (續)

(b) Company

(b) 本公司

		Share premium	Capital redemption reserve	Retained earnings	Total
		股份溢利	資本贖回儲備	滾存溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
At 1st April 2000	二零零零年四月一日				
as previously reported	如前呈報	1,009,293	1,572	46,700	1,057,565
Effect of adopting SSAP 9 (revised)	採納會計準則第9號 (經修訂)之影響	-	-	54,210	54,210
At 1st April 2000 as restated	二零零零年四月一日經重列	1,009,293	1,572	100,910	1,111,775
Exercise of share options	行使購股權	888	-	-	888
Repurchase of own shares	購回本身股份	(21,032)	2,385	(2,385)	(21,032)
Profit for the year	本年度溢利	-	-	82,857	82,857
1999/2000 Final dividend paid	一九九九/二零零零年度 已派末期股息	-	-	(53,885)	(53,885)
2000/2001 Interim dividend paid	二零零零/二零零一年度 已派中期股息	-	-	(13,422)	(13,422)
At 31st March 2001	於二零零一年三月三十一日	989,149	3,957	114,075	1,107,181
Representing:	組成如下:				
Reserves	儲備				1,053,646
Proposed dividend	擬派股息				53,535
At 31st March 2001	於二零零一年三月三十一日				1,107,181

20. Reserves (CONTINUED)

20. 儲備 (續)

(b) Company (continued)

(b) 本公司 (續)

		Share premium HK\$'000 港幣千元	Capital redemption reserve HK\$'000 港幣千元	Retained earnings HK\$'000 港幣千元	Total HK\$'000 港幣千元
At 1st April 2001 as previously reported	二零零一年四月一日 如前呈報	989,149	3,957	60,540	1,053,646
Effect of adopting SSAP 9 (revised)	採納會計準則第9號 (經修訂)之影響	—	—	53,535	53,535
At 1st April 2001 as restated	二零零一年四月一日經重列	989,149	3,957	114,075	1,107,181
Exercise of share options	行使購股權	1,775	—	—	1,775
Repurchase of own shares	購回本身股份	(13,075)	2,544	(2,544)	(13,075)
Profit for the year	本年度溢利	—	—	25,027	25,027
2000/2001 Final dividend paid	二零零零/二零零一年度 已派末期股息	—	—	(53,537)	(53,537)
2001/2002 Interim dividend paid	二零零一/二零零二年度 已派中期股息	—	—	(13,234)	(13,234)
At 31st March 2002	於二零零二年三月三十一日	977,849	6,501	69,787	1,054,137
Representing:	組成如下:				
Reserves	儲備				1,003,243
Proposed dividend	擬派股息				50,894
At 31st March 2002	於二零零二年三月三十一日				1,054,137

Note:

附註:

- (i) The difference of the share premium account between the Group and the Company represents the premium arising from merger accounting of HK\$252,489,000 following the Group reorganisation in preparation for the listing of the Company in 1997.
- (ii) The Company had a distributable reserve of approximately HK\$1,047,636,000 (2001: HK\$1,103,224,000 (restated)) at 31st March 2002.

- (i) 本集團股份溢價賬與本公司股份溢價賬之差額為252,489,000港元，乃一九九七年為籌備本公司上市而進行集團重組後，因合併會計所產生之溢價。
- (ii) 本公司於二零零二年三月三十一日可分派儲備約1,047,636,000港元(二零零一年: 1,103,224,000港元(重新列示))。

21. Receipts in advance

21. 預收款項

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Total receipts in advance	預收款項總額	141,928	143,655
Less: Amounts payable within one year classified as current liabilities	減：一年內償還之款項， 列作流動負債	(70,833)	(70,619)
Amounts payable within the second to fifth years inclusive	第二年至第五年(包括首尾兩年) 償還之款項	71,095	73,036

22. Obligations under finance leases

22. 融資租約之承擔

At 31st March 2002, the Group's finance leases were repayable as follows:

於二零零二年三月三十一日，融資租約之還款期如下：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	33	248
In the second year	第二年	-	365
Future finance charges on finance leases	融資租約之未來融資支出	(3)	(23)
Present value of finance leases	融資租約負債之現值	30	590
The present value of finance leases is as follows:	融資租約負債之現值如下：		
Within one year	一年內	30	237
In the second year	第二年	-	353
		30	590

23. Deferred taxation

23. 遞延稅項

(a) Movements on the provision for deferred taxation are as follows:

(a) 遞延稅項準備變動如下:

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1st April	於四月一日	2,041	4,855
Acquisition of subsidiaries	收購附屬公司	—	496
Exchange difference	換算差額	—	(20)
Transferred to consolidated profit and loss account (note 7(a))	撥入綜合損益賬(附註7(a))	(1,648)	(3,290)
At 31st March	於三月三十一日	393	2,041
Provided in the accounts in respect of:	已於賬目內就下列項目作出撥備:		
Accelerated depreciation allowance	加速折舊免稅額	393	3,964
Tax losses	稅項虧損	—	(2,223)
Other timing differences	其他時差	—	300
		393	2,041

23. Deferred taxation (CONTINUED)

23. 遞延稅項 (續)

Deferred taxation (assets)/liabilities for the year have not been (recognised)/provided in respect of the following:

於本年度·遞延稅(資產)/負債並無就下列項目作出(確認)/撥備:

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Accelerated depreciation allowance	加速折舊免稅額	(7,702)	(7,835)
Tax losses	稅項虧損	(21,455)	(16,131)
Other timing differences	其他時差	104	(245)
		(29,053)	(24,211)

(b) No provision has been made for deferred tax liability in respect of the timing differences relating to the surplus and deficit from the revaluation of leasehold land and buildings of the Group. The revaluation does not constitute a timing difference for taxation purpose because the Group intends to operate these properties on a long-term basis.

(b) 本集團並無就重估租賃土地及樓宇產生之盈虧之時差作出遞延稅項準備。由於本集團擬長期經營該等物業，故此就稅務而言，重估並不構成時差。

24. Provision for long service payments

24. 長期服務金撥備

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1st April	於四月一日	5,078	—
Acquisition of subsidiaries	收購附屬公司	—	4,925
Provision during the year	年內撥備	907	153
Utilised during the year	年內耗用	(1,288)	—
At 31st March	於三月三十一日	4,697	5,078

25. Bank loan – secured

25. 銀行借貸 – 有抵押

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	156	—
In the second year	第二年	166	—
In the third to fifth year	第三年至第五年	559	—
After the fifth year	第五年以後	2,652	—
		3,533	—

The bank loan is secured by a leasehold land and building with a net book value of HK\$3,000,000 (2001: Nil) (note 29(c)).

用作銀行借貸抵押之租賃土地及樓宇之賬面淨值為3,000,000港元(二零零一年:無)(附註29(c))。

26. Notes to the consolidated cash flow statement

26. 綜合現金流量表附註

(a) Reconciliation of loss before taxation to net cash inflow from operating activities

(a) 除稅前虧損與經營業務之現金流入淨額之對賬表

		Group 本集團	
		2002	Restated 重新列示 2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss before taxation	除稅前虧損	(64,196)	(74,410)
Amortisation of intangible assets	無形資產攤銷	2,401	1,685
Depreciation of owned fixed assets	自置固定資產折舊	56,741	48,044
Depreciation of fixed assets held under finance leases	按融資租約持有之固定資產折舊	51	164
Gain on disposal of fixed assets	出售固定資產之溢利	(390)	(491)
Write-off of fixed assets	固定資產撇賬	5,447	6,729
Decrease/(increase) in inventories	存貨減少/(增加)	104,633	(47,227)
Increase in trade receivable, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項之增加	(4,490)	(12,306)
Increase/(decrease) in trade payable, bills payable, other payables and accrued charges	應付賬款、票據、其他應付款項及應計費用之增加/(減少)	25,477	(6,272)
Decrease in receipts in advance	預收款項減少	(3,742)	(4,755)
(Decrease)/increase in provision for long service payments	長期服務金撥備(減少)/增加	(381)	153
Write-off of intangible assets	無形資產撇賬	1,230	-
Interest income	利息收入	(20,394)	(38,161)
Interest on bank loans and overdrafts	銀行貸款及透支利息	269	80
Interest element of finance leases	融資租約利息部分	20	186
Provision for amounts due from ex-directors of subsidiaries and their related company	應收附屬公司前董事及其有關連公司款項之撥備	26,816	-
Provision for receivables from minority shareholders of subsidiaries	應收附屬公司之少數股東款項之撥備	32,181	-
Impairment of fixed assets of an e-commerce business – sasa.com	電子商務 – sasa.com 之固定資產減值	8,915	-
Deficit on revaluation of leasehold land and buildings	土地及樓宇之重估貶值	18,919	-
Impairment of goodwill	商譽減值	-	159,429
Shares granted to an ex-director in lieu of cash remuneration	授予一前董事以代替現金酬金之股份	333	283
Net cash inflow from operating activities	經營業務之現金流入淨額	189,840	33,131

26. Notes to the consolidated cash flow statement 26. 綜合現金流量表附註 (續)

(CONTINUED)

(b) Purchase of subsidiaries

On 30th June 2001, the Group reached an agreement with Shenzhen Ebeca Enterprise Company Limited to obtain a 55% interest in Shenzhen Sa Sa Ebeca Enterprise Limited ("Sa Sa Ebeca"), a company established in the People's Republic of China, and its subsidiary (herewith refer as the "Sa Sa Ebeca Group"). The consideration of HK\$28,374,000 was settled in cash. The proportionate fair value of the net identifiable assets of the Sa Sa Ebeca Group at the date of acquisition was HK\$64,000. The resulting goodwill of HK\$28,310,000 has been amortised on a straight-line basis over a period of 10 years. Sa Sa Ebeca Group contributed revenues of HK\$31,298,000 and loss of HK\$5,940,000 to the Group for the nine months period from 1st July 2001 to 31st March 2002 and its financial position as at 31st March 2002 was HK\$14,176,000.

Note: 2001 figures represent acquisition of Lisbeth Enterprises Limited and its subsidiaries.

(b) 購買附屬公司

於二零零一年六月三十日，本集團與深圳市依貝佳實業有限公司達成協議並取得在中國成立之深圳莎莎依貝佳實業有限公司（「莎莎依貝佳」）及其附屬公司（統稱為「莎莎依貝佳集團」）55%股權，28,374,000港元之代價以現金支付。於收購日，按比例持有「莎莎依貝佳集團」之可辨別淨資產為64,000港元。錄得28,310,000港元之商譽以直線法於十年內攤銷。於二零零一年七月一日至二零零二年三月三十一日九個月期間，「莎莎依貝佳集團」為本集團帶來31,298,000港元營業額及5,940,000港元虧損，其財務狀況於二零零二年三月三十一日為14,176,000港元。

附註：二零零一年度之數字指購入Lisbeth Enterprises Limited及其附屬公司。

26. Notes to the consolidated cash flow statement 26. 綜合現金流量表附註 (續)

(CONTINUED)

(b) Purchase of subsidiaries (continued)

(b) 購買附屬公司 (續)

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net assets/(liabilities) acquired:	購入之淨資產／(負債)：		
Fixed assets	固定資產	6,376	15,028
Inventories	存貨	4,607	3,950
Trade and other receivables	應收賬款及其他應收款項	6,421	35,341
Cash and bank balances	現金及銀行結存	7,187	39,452
Trade and other payables	應付賬款及其他應付款項	(5,186)	(16,275)
Receipts in advance	預收款項	(2,015)	(148,410)
Obligations under finance leases	融資租約承擔	-	(1,235)
Bank overdrafts	銀行透支	-	(3,515)
Taxation payable	應付稅項	(1,053)	(1,423)
Deferred taxation	遞延稅項	-	(496)
Bank loans	銀行貸款	(7,223)	(1,000)
Provision for long service payments	長期服務金撥備	-	(4,925)
Minority interests	少數股東權益	(9,050)	35,172
		64	(48,336)
Goodwill on consolidation	綜合賬目商譽	28,310	159,429
		28,374	111,093
Satisfied by:	支付方法：		
Cash consideration	現金代價	27,374	109,217
Expenses incurred in respect of acquisition of subsidiaries	收購附屬公司費用	1,000	1,876
		28,374	111,093

26. Notes to the consolidated cash flow statement 26. 綜合現金流量表附註 (續)

(CONTINUED)

(b) Purchase of subsidiaries (continued)

The subsidiaries acquired during the year reduced the Group's net operating cash inflow by HK\$8,474,000 (2001: increased by HK\$578,000), paid HK\$224,000 in respect of the net returns on investments and servicing of finance (2001: received HK\$719,000), utilized HK\$4,778,000 for investing activities (2001: utilised HK\$8,754,000), paid HK\$3,689,000 in respect of financing activities (2001: paid HK\$1,647,000) and no taxation was paid (2001: paid HK\$2,254,000).

Analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries:

(b) 購買附屬公司 (續)

於年內，新收購之附屬公司令本集團之經營業務之現金流入淨額減少8,474,000港元(二零零一年：增加578,000港元)，就投資回報及融資支出淨額支付224,000港元(二零零一年：收取719,000港元)，動用4,778,000港元作投資業務(二零零一年：動用8,754,000港元)及3,689,000港元作融資活動(二零零一年：動用1,647,000港元)，並無繳付稅項(二零零一年：繳付2,254,000港元)。

收購附屬公司之現金及現金等值流出淨額分析：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cash consideration	現金代價	27,374	109,217
Expenses incurred in respect of acquisition of subsidiaries	收購附屬公司費用	1,000	1,876
Cash consideration paid	已付現金代價	28,374	111,093
Cash and cash equivalents acquired	購入之現金及現金等值	(7,187)	(35,937)
Deposit paid in previous year	去年已付按金	(9,000)	-
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司之現金及現金等值流出淨額	12,187	75,156

26. Notes to the consolidated cash flow statement

26. 綜合現金流量表附註 (續)

(CONTINUED)

(c) Analysis of changes in financing during the year

(c) 年內融資變動分析

		Group 本集團			
		Share capital (including share premium) 股本(包括 股本溢價) HK\$'000 港幣千元	Minority interests 少數股東權益 HK\$'000 港幣千元	Bank loans 銀行貸款 HK\$'000 港幣千元	Obligations under finance leases/hire purchase contracts 融資租約/租購 合約之承擔 HK\$'000 港幣千元
At 1st April 2000	於二零零零年四月一日	892,464	-	-	764
Exchange difference	換算差額	-	896	-	-
Issue of shares, net of expenses	發行股份扣除費用後淨額	283	-	-	-
Exercise of share options	行使購股權	1,050	-	-	-
Repurchase of shares	購回股份	(23,417)	-	-	-
Acquisition of subsidiaries	收購附屬公司	-	(35,172)	1,000	1,235
Minority interests' share of profits	少數股東應佔溢利	-	2,095	-	-
Repayments	還款	-	-	(1,000)	(1,409)
At 31st March 2001 and 1st April 2001	於二零零一年三月三十一日 及二零零一年四月一日	870,380	(32,181)	-	590
Exchange difference	換算差額	-	2	-	-
Issue of shares, net of expenses (note 19(a))	發行股份扣除費用後淨額 (附註19(a))	333	-	-	-
Exercise of share options (note 19(b))	行使購股權(附註19(b))	2,099	-	-	-
Repurchase of shares (note 19(c))	購回股份(附註19(c))	(15,619)	-	-	-
Acquisition of subsidiaries	收購附屬公司	-	9,050	7,223	-
Minority interests' share of losses	少數股東應佔虧損	-	(2,673)	-	-
Provision for receivables from minority shareholders of subsidiaries (note 5)	應收附屬公司少數股東 款項之撥備(附註5)	-	32,181	-	-
Repayments	還款	-	-	(3,690)	(560)
At 31st March 2002	於二零零二年三月三十一日	857,193	6,379	3,533	30

27. Commitments

27. 承擔

(a) Capital commitments

(a) 資本承擔

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted but not provided for	已簽約但未作出撥備		
– acquisition of subsidiaries	– 購買附屬公司	–	29,374
– acquisition of fixed assets	– 購買固定資產	550	3,225
Authorised but not contracted for	已批准但未簽約		
– acquisition of fixed assets	– 購買固定資產	7,286	1,837

(b) Commitments under operating leases

(b) 經營租約承擔

As at 31st March 2002, the Group had total future aggregate minimum lease payments under non-cancellable operating leases as follows:

於二零零二年三月三十一日，本集團根據不可撤銷之經營租賃而須於未來支付之最低租賃付款總額如下：

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Land and buildings	土地及樓宇		Restated 重新列示
Within one year	一年內	142,059	121,981
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	170,859	158,697
After the fifth year	第五年以後	5,600	5,461
		318,518	286,139

Comparative figures have been restated as a result of the adoption of the revised SSAP 14.

就會計準則第14號之修訂，比較數字已重新列示。

28. Contingent liabilities

28. 或然負債

		Group 本集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Letter of credit issued	已發行信用證	21,293	19,461
Bank guarantees in lieu of deposits	銀行保證以代替按金	6,805	5,176
Forward contracts committed	已承諾期貨合同	-	743
		28,098	25,380

		Company 本公司	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Letter of credit issued	已發行信用證	20,890	19,461
Bank guarantees in lieu of deposits	銀行保證以代替按金	3,790	3,517
		24,680	22,978

29. Pledge of assets

29. 資產抵押

- (a) As at 31st March 2002, a bank overdraft of HK\$83,000 (2001: HK\$517,000) of one of the Company's subsidiaries is secured by a cash deposit of HK\$630,000 (2001: HK\$605,000).
- (a) 於二零零二年三月三十一日，本公司其下附屬公司獲授予之83,000港元（二零零一年：517,000港元）銀行透支，乃由一筆現金存款630,000港元（二零零一年：605,000港元）作抵押。
- (b) The assets of certain subsidiaries, including fixed assets with a net book value of HK\$13,036,000 (2001: HK\$13,324,000), are subject to fixed and floating charge to secure their general banking facilities amounted to HK\$3,636,000 (2001: HK\$3,672,000), of which HK\$2,603,000 (2001: HK\$2,259,000) has been utilised as at 31st March 2002.
- (b) 某些附屬公司之資產（包括13,036,000港元之固定資產（二零零一年：13,324,000港元））被作為固定及浮動抵押，以取得3,636,000港元（二零零一年：3,672,000港元）銀行信貸，其中2,603,000港元（二零零一年：2,259,000港元）於二零零二年三月三十一日已被動用。
- (c) A leasehold land and building with a net book value of HK\$3,000,000 (2001: Nil) is pledged for a bank loan of HK\$3,533,000 (2001: Nil) (note 25).
- (c) 一項賬面淨值3,000,000港元之租賃土地及樓宇（二零零一年：無）已用作一項3,533,000港元銀行貸款之抵押（二零零一年：無）（附註25）。

30. Related party transactions

Save as those disclosed in other notes to the accounts, during the year, the Group undertook the following material transactions with its non-wholly owned subsidiaries in its ordinary course of business and on normal commercial terms.

30. 有關連人士之交易

除已在賬目其他附註中披露以外，於年內，本集團與其非全資附屬公司，於正常業務範圍內以正常商業條款進行以下重要交易。

		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Transactions with non-wholly owned subsidiaries:-	與非全資附屬公司交易		
Sales to Lisbeth Group (note (i))	售予Lisbeth集團(附註(i))	2,770	1,365
		note (ii)	note (ii)
		附註(ii)	附註(ii)
Sales to Ebeca Cosmetic (Holding) Limited	售予依貝佳化妝品集團有限公司	578	-
Purchase from Ebeca Cosmetic (Holding) Limited	購自依貝佳化妝品集團有限公司	635	-
Balances with non-wholly owned subsidiaries (note (ii)):-	與非全資附屬公司結欠額 (附註(iii))		
Net amount due from Lisbeth Group (note (i))	應收Lisbeth集團淨額(附註(i))	2,010	1,365
Net amount due to Ebeca Cosmetic (Holding) Limited	應付依貝佳化妝品集團有限公司淨額	105	-

Note:

- (i) Lisbeth Group represents Lisbeth Enterprises Limited and its subsidiaries.
- (ii) After adjusting for differences in closing inventories, the net sales amount was approximately HK\$2,577,000 (2001: HK\$686,000).
- (iii) The balances are unsecured, interest free and have no fixed repayment terms.

附註:

- (i) Lisbeth集團指Lisbeth Enterprises Limited及其附屬公司。
- (ii) 扣除期末存貨調整後，淨銷售額約為2,577,000港元(二零零一年:686,000港元)。
- (iii) 結欠額並無抵押、免息及無特定還款期。

31. Litigations

(a) Lisbeth Enterprises Limited vs Edwin John Phillips and Barry Richard Wain

On 29th November 2001, Lisbeth Enterprises Limited ("Lisbeth"), a non-wholly owned subsidiary of the Company, served two statutory demands as follows:

- (a) one on Mr. Edwin John Phillips ("Mr. Phillips") in respect of an unpaid debt and accrued interest under two Promissory Notes amounting to HK\$12,333,282.42; and
- (b) one on Mr. Barry Richard Wain ("Mr. Wain") in respect of an unpaid debt and accrued interest under two Promissory Notes amounting to HK\$12,322,104.91.

On 17th December 2001, the solicitors for Mr. Phillips and Mr. Wain applied to the High Court to set aside the aforementioned statutory demands.

The above statutory demands were withdrawn on 25th January 2002.

On 7th January 2002, Lisbeth served two writs against Mr. Phillips and Mr. Wain for sums due under the aforesaid Promissory Notes (with accrued interest). On 11th March 2002, Mr. Phillips and Mr. Wain filed Defences against the two writs.

The Company's legal advisers have advised that Lisbeth's claims against Mr. Phillips and Mr. Wain have a good chance of succeeding. However, the ultimate recovery of the sums due remains uncertain. Full provision against the four Promissory Notes (with accrued interest) has therefore been made in the Consolidated Profit and Loss Account.

31. 訴訟

(a) Lisbeth Enterprises Limited對Edwin John Phillips及Barry Richard Wain

於二零零一年十一月二十九日，本公司之非全資附屬公司Lisbeth Enterprises Limited (「Lisbeth」) 提出以下兩封法定要求償債書：

- (a) 其中一封乃向Edwin John Phillips先生 (「Phillips先生」) 作出，其關於在兩張承付票下金額為12,333,282.42港元之未付債項及相關利息；及
- (b) 另一封乃向Barry Richard Wain先生 (「Wain先生」) 作出，其關於在兩張承付票下金額為12,322,104.91港元之未付債項及相關利息。

於二零零一年十二月十七日，Phillips先生及Wain先生之律師向高等法院申請撤銷上述法定要求償債書。

上述法定要求償債書已於二零零二年一月二十五日撤回。

於二零零二年一月七日，Lisbeth就上述承付票下之欠款 (連同相關利息)，向Phillips先生及Wain先生發出兩項傳訊令狀。於二零零二年三月十一日，Phillips先生及Wain先生就上述兩項令狀提交抗辯。

本公司之法律顧問認為，Lisbeth向Phillips先生及Wain先生提出申索之勝算甚大。然而，最終能否收回欠款仍屬未知之數。因此，已於綜合損益賬中就上述四張承付票 (連同相關利息) 作出全數撥備。

31. Litigations (CONTINUED)**(b) Edwin John Phillips vs Sa Sa International Holdings Limited**

On 3rd December 2001, Mr. Phillips issued and served a writ against the Company claiming, amongst other things, damages of HK\$31.2 million based on alleged oral agreements between the Company and Mr. Phillips that the Company would buy from Mr. Phillips the remainder of Mr. Phillips' shares in Lisbeth. The Company's legal advisers' opinion was that Mr. Phillips' claim was without ground and should be defended. Accordingly, the Company filed a Defence on 24th December 2001.

On 24th December 2001, the Company applied to strike out Mr. Phillips' Statement of Claim on the basis that, amongst other things, it disclosed no reasonable cause of action. The Company's application was to be heard on 15th March, 2002.

On 14th March 2002, Mr. Phillips applied for court's permission to file and serve a Re-Amended Statement of Claim. The Judge refused Mr. Phillips' application to file and serve the proposed Re-Amended Statement of Claim and made a substantial costs order against Mr. Phillips. The Judge set a time limit within which Mr. Phillips may reformulate his claim.

On 15th April 2002, Mr. Phillips filed and served a Re-Amended Statement of Claim. In the opinion of the Company's legal advisers, the Re-Amended Statement of Claim remains substantially defective and is liable to be struck out.

On 4th June 2002, the Company filed and served a Re-Amended Defence and Counterclaim. The Company's Counterclaim against Mr. Phillips and Mr. Wain is based on Mr. Phillips' and Mr. Wain's misrepresentations and breaches of warranty concerning the 1999 Audited Financial Statements of Lisbeth.

31. 訴訟 (續)**(b) Edwin John Phillips對莎莎國際控股有限公司**

於二零零一年十二月三日，Phillips先生向本公司發出並送達一項傳訊令狀，申索包括賠償金額達31,200,000港元在內的損失。該索償基於據稱由本公司與Phillips先生訂立之口頭協議，本公司將會向Phillips先生購入Phillips先生所持Lisbeth之餘下股份。本公司之法律顧問認為Phillips先生之申索理據不足及本公司應作出抗辯。因此，本公司已於二零零一年十二月二十四日提交抗辯。

於二零零一年十二月二十四日，本公司向法院申請剔除Phillips先生之申索陳述書，其理由包括該陳述書未能披露合理訴因。本公司之申請於二零零二年三月十五日聆訊。

於二零零二年三月十四日，Phillips先生向法院申請批准提交及送達再修訂之申索陳述書。法官拒絕Phillips先生提交及送達建議再修訂申索陳述書之申請，並向Phillips先生發出繳付重大訴訟費用命令。法官訂出Phillips先生可重新制訂其申索要求之時限。

於二零零二年四月十五日，Phillips先生提交並送達再修訂申索陳述書。本公司之法律顧問認為，該再修訂申索陳述書仍不完備，並有機會會被法院剔除。

於二零零二年六月四日，本公司提交及送達一項再修訂抗辯及反申索。本公司向Phillips先生及Wain先生提出反申索，理據為Phillips先生及Wain先生就Lisbeth一九九九年經審核財務報表作出失實陳述以及違反保證。

31. Litigations (CONTINUED)

(b) Edwin John Phillips vs Sa Sa International Holdings Limited (continued)

On 5th June 2002, Sa Sa applied to strike out Phillips' Re-Amended Statement of Claim.

In the opinion of the Company's legal advisers, the Company has a reasonable prospect of successfully defending Mr. Phillips' claim against the Company, and a reasonable prospect of succeeding in the Counterclaim against Mr. Phillips and Mr. Wain. Accordingly, no provision for damages and / or any related costs have been made in the accounts.

32. Ultimate holding company

The directors regard, Sunrise Height Incorporated, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

31. 訴訟 (續)

(b) Edwin John Phillips對莎莎國際控股有限公司 (續)

於二零零二年六月五日，莎莎向法院申請剔除Phillips先生之再修訂申索陳述書。

本公司之法律顧問認為，有合理理由相信本公司將可成功駁回Phillips先生對本公司之申索，以及有合理理由相信可成功向Phillips先生及Wain先生作出反申索。因此，並無於賬項內就有關索償及／或任何相關費用作出撥備。

32. 最終控股公司

董事認為Sunrise Height Incorporated（於英屬處女群島註冊成立之公司）為最終控股公司。

33. Group structure

33. 集團架構

The following is a list of the principal subsidiaries at 31st March 2002:

以下是於二零零二年三月三十一日主要附屬公司名單：

Name 名稱	Place of incorporation/ establishment 註冊／成立地點	Principal activities and place of operation (if different from place of incorporation/ establishment) 主要業務及 營業地點 (如與註冊／ 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Alibaster Management Limited	British Virgin Islands 英屬處女群島	Trading and retailing of cosmetic and skin care products in Taiwan 於台灣買賣及零售 化妝品及護膚品	Ordinary US\$6,880,000 普通股 6,880,000 美元	100%
Base Sun Investment Limited 鵬日投資有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
Cyber Colors Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Docile Company Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Ebeca Cosmetic (Holding) Limited 依貝佳化妝品集團有限公司	Hong Kong 香港	Trading of cosmetic and skin care products 買賣化妝品及護膚品	Ordinary HK\$1,000,000 普通股 1,000,000港元	55%
Gig Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%

33. Group structure (CONTINUED)

33. 集團架構 (續)

Name 名稱	Place of incorporation/ establishment 註冊／成立地點	Principal activities and place of operation (if different from place of incorporation/ establishment) 主要業務及 營業地點 (如與註冊／ 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Hong Kong Sa Sa (M) Sdn. Bhd.	Malaysia 馬來西亞	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary RM20,000,000 普通股 馬幣20,000,000元	100%
Lea Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Matford Trading Limited 美福貿易有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$6 普通股100港元 遞延股6港元	100%
Sa Sa Overseas Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司	Hong Kong 香港	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
* Sa Sa Cosmetic Co. (S) Pte Ltd.	Singapore 新加坡	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary S\$19,500,000 普通股19,500,000 新加坡元	100%

33. Group structure (CONTINUED)

33. 集團架構 (續)

Name 名稱	Place of incorporation/ establishment 註冊／成立地點	Principal activities and place of operation (if different from place of incorporation/ establishment) 主要業務及 營業地點 (如與註冊／ 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Sa Sa dot Com Limited	Hong Kong 香港	E-commerce 網上商貿	Ordinary HK\$1,000,000 普通股 1,000,000 港元	100%
Sa Sa Information Technology Limited	British Virgin Islands 英屬處女群島	Provision of information technology services in Hong Kong 於香港提供資訊科技服務	Ordinary US\$1 普通股1美元	100%
Sa Sa Investment Limited 莎莎投資有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
Sa Sa Property Limited 莎莎地產有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 普通股100港元	100%
* Shenzhen Sa Sa Ebeca Enterprise Limited 深圳莎莎依貝佳實業有限公司	The People's Republic of China 中國	Trading and retailing of cosmetic and skin care products and provision of beauty services 買賣及零售 化妝品及護膚品及 提供美容服務	Registered HK\$36,360,000# 註冊 36,360,000港元#	55%

33. Group structure (CONTINUED)

33. 集團架構 (續)

Name 名稱	Place of incorporation/ establishment 註冊/成立地點	Principal activities and place of operation (if different from place of incorporation/ establishment) 主要業務及 營業地點 (如與註冊/ 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Swiss Balance Limited	British Virgin Islands 英屬處女群島	Holding of club debentures 持有會籍債券	Ordinary US\$1 普通股1美元	100%
Suisse Programme Limited	Gibraltar 直布羅陀	Holding of trademarks 持有商標	Ordinary Gibraltar £100 普通股100直布羅陀鎊	100%
Vance Trading Limited 榮森貿易有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$400,100 Deferred HK\$1,600,000 普通股 400,100港元 遞延股 1,600,000港元	100%
* Lisbeth Enterprises Limited	Hong Kong 香港	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary HK\$120,000 普通股 120,000港元	58.33%
* Phillip Wain International (Singapore) Pte Limited	Singapore 新加坡	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary S\$100,000 普通股 100,000新加坡元	58.33%

33. Group structure (CONTINUED)

33. 集團架構 (續)

Name 名稱	Place of incorporation/ establishment 註冊／成立地點	Principal activities and place of operation (if different from place of incorporation/ establishment) 主要業務及 營業地點 (如與註冊／ 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Phillip Wain (M) Sdn Bhd	Malaysia 馬來西亞	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary RM300,000 普通股 馬幣300,000元	58.33%
* Phillip Wain (Thailand) Limited	Thailand 泰國	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary Baht4,000,000 普通股 4,000,000泰株	58.33%
* Subsidiaries not audited by PricewaterhouseCoopers, Hong Kong. The aggregate net assets of subsidiaries not audited by PricewaterhouseCoopers, Hong Kong amounted to approximately 8% of the Group's total net assets.			* 並非由香港羅兵咸永道會計師事務所審核之附屬公司。該等並非由香港羅兵咸永道會計師事務所審核之附屬公司之資產淨值總計約佔本集團總資產淨值8%。	
# At 31st March 2002, the paid-up capital amounted to HK\$27,360,000.			# 於二零零二年三月三十一日，已付資本為27,360,000港元。	

The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

根據董事之意見，上列乃主要影響本年度之業績或構成成本集團主要資產淨值之附屬公司。詳列其他附屬公司之資料將令致篇幅過長。

34. Approval of Accounts

34. 賬目之批准

The accounts were approved by the board of directors on 19th July 2002.

董事局已於二零零二年七月十九日批准本賬目。