MANAGEMENT COMMENTARY

The Board of Directors of Takson Holdings Limited (the "Company") presents the interim report and the unaudited condensed interim accounts of the Company and its subsidiaries (together the "Group") for the six months ended 30th September, 2002.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Interim Dividend

After due consideration of the future working capital and development needs of the Group, the directors do not recommend the payment of an interim dividend for the six months ended 30th September, 2002 (2001: HK\$Nil).

Review

Core business

The Group's turnover has recorded an increase of 40.8% to HK\$231.9 million with a drop in gross profit margin by 1.6% as compared to the same period last year. Profit attributable to shareholders has increased by 4.6 times to HK\$9.4 million. Sales to the US market accounted for 85.1% of the Group's turnover for the period. Gross profit margin has dropped due to the reduction in selling prices to maintain competitiveness. Tighter budgetary control and continued cost cutting measures have been implemented. Orders of approximately HK\$23.4 million will be shipped in the second half of the year 2002/03.

Prospects

Outerwear garment business

The recovery of the US economy is slower than expected while the global economic climate is still difficult for the Group. Coupled with the labour strike in the West Coast of the US in October which creates uncertainties to customers on the timing of receipt of merchandise, it is not expected for the Group to receive any additional huge orders for the remaining months of this financial year.

Licensee business

Head's licensee business has made progress as planned. In September this year, the Group's sino-foreign equity joint venture enterprise in Wuhan opened a total of five specialty outlets, three in Wuhan and two in Harbin. Initial response from the market is positive. The joint venture enterprise plans to open a few more outlets in the coming months. Formal marketing and promotion activities will be commenced from November this year. The management believe that the licensee business will have contributions to the Group's results in the second half of the year 2002/03.

Apart from Head's licensee business, the Group is actively negotiating with owners of other international sports brands in order to obtain the license for manufacture and distribution in Mainland China. The management believe that the Group's results in the long run can be benefited from the licensee business due to the continued economic growth in Mainland China, the gradual increase in enthusiasm of people in Mainland China towards sport as a result of the approach of the Year 2008 Olympic Games, and the people's preferences towards international sports brands.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's gearing ratio at 30th September, 2002 was 1.8 which is calculated based on the Group's total liabilities of HK\$131,721,000 and shareholders' funds of HK\$74,332,000.

As at 31st March, 2002, the Group's gearing ratio was 0.8 which is calculated based on the Group's total liabilities of HK\$50,376,000 and shareholders' funds of HK\$64,939,000.

As compared with the balance as at 31st March, 2002, the increase in current liabilities as at 30th September, 2002 reflected the Group's peak months of sales in August and September this year and this balance will drop to a lower level at the coming year end date of 31st March, 2003.

As the Group's earnings and borrowings are primarily denominated in United States dollars, Hong Kong dollars and Renminbi, it has no significant exposure to foreign exchange rate fluctuations.

SEASONALITY OF INTERIM OPERATIONS

The Group's peak season falls into the period from July to October each year as the downfilled or polyester-filled outerwear garments are shipped to meet the fall/winter seasons in the USA. Some light-weighted garments will be shipped to the USA from December each year to March of the following year to meet the spring season.

As compared with the respective balances as at 31st March, 2002, the increase in trade receivables, bills payable and accrued charges as well as trust receipt and other bank loans as at 30th September, 2002 reflected the Group's peak months of sales in August and September this year and these balances will drop to a lower level at the coming year end date of 31st March, 2003.

EMPLOYEES

As at 30th September, 2002, the Group had a total of 123 employees, as compared to 73 employees as of 31st March, 2002. The increase in the number of employees was due to the recruitment of new employees by the joint venture enterprise in Wuhan for Head's licensee business. Staff costs including directors' remuneration totalled HK\$12.6 million and HK\$12.6 million for the six months ended 30th September, 2002 and 2001, respectively. The Group's employment and remuneration policies have remained unchanged with those described in the 2001/2002 annual report.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the six months ended 30th September, 2002. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

DIRECTORS' AND CHIEF EXECUTIVES' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30th September, 2002 was the Company, its holding companies, its fellow subsidiaries or its subsidiaries a party to any arrangement to enable the directors and chief executives or their spouse or children under 18 years of age of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 30th September, 2002, the interests of the directors, chief executives and their associates of the Company in the shares of the Company or any associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")) as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance or as notified to the Company were as follows:

		Number of ordinary shares beneficially held					
Name of directors	Personal interests	Family interests	Corporate interests	Other interests	Total Interests		
Wong Tek Sun, Takson	4,018,000	9,000,000	237,600,000 (Note 1)	-	250,618,000		
Pang Shu Yuk, Adeline Rita	9,000,000	4,018,000	237,600,000 (Note 1)	-	250,618,000		

Note:

(1) The references to 237,600,000 shares relate to the same block of shares in the Company. Such shares are held by Takson International Holdings Limited, the entire issued share capital of which is held by Wangkin Investments Inc. ("WII") as trustee of the Wangkin Investments Unit Trust (the "Unit Trust"). All issued and outstanding units in the Unit Trust are beneficially held by Guardian Trustee Limited as trustee of the Wang & Kin Family Trust (the "Family Trust"). The discretionary beneficiaries of the Family Trust are, inter alia, Ms Pang Shu Yuk, Adeline Rita, Mr Wong Chi Wang, Calvin, and Mr Wong Chi Kin, Christopher.

Mr Wong Tek Sun, Takson, owns more than one-third of the issued share capital of WII and his children as, inter alia, discretionary beneficiaries of the Family Trust have interests in the share capital of the Company. Accordingly, he is taken to be interested in the 237,600,000 shares in the Company under the SDI Ordinance.

Ms Pang Shu Yuk, Adeline Rita, owns more than one-third of the issued share capital of WII and she and her children as, inter alia, discretionary beneficiaries of the Family Trust have interests in the share capital of the Company. Accordingly, she is taken to be interested in the 237,600,000 shares in the Company under the SDI Ordinance.

Save as disclosed above, as at 30th September, 2002, none of the directors and chief executives (including their spouse and children under 18 years of age) had any other interests in the shares in or debentures of the Company or of any of its associated corporations (within the meaning of the SDI Ordinance) which had been entered in the register kept by the Company pursuant to Section 29 of the SDI Ordinance.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that as at 30th September, 2002, the Company had been notified of the following substantial shareholders' interests, being 10% or more of the Company's issued share capital.

Name of substantial shareholders	Number of ordinary shares held
Wangkin Investments Inc. (Note)	237,600,000
Takson International Holdings Limited (Note)	237,600,000

Note: Takson International Holdings Limited is a wholly-owned subsidiary of Wangkin Investments Inc. Therefore, all of these shares are entirely duplicated.

Save as disclosed herein, as at 30th September, 2002, no other person is recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having an interest in 10% or more of the issued share capital of the Company.

CODE OF BEST PRACTICE

None of the directors of the Company is aware of any information which would indicate that the Company is not, or was not, in compliance 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 six months ended 30th September, 2002, except that the independent non-executive directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's Bye-laws.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the interim report and the unaudited condensed interim accounts for the six months ended 30th September, 2002 with the directors.

CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT

		Unau Six mont 30th Sep	hs ended	
	Notes	2002 HK\$'000	2001 <i>HK\$`000</i>	
Turnover Cost of sales	2	231,906 (199,416)	164,658 (138,891)	
Gross profit Other revenues Distribution costs Administrative expenses		32,490 1,149 (3,412) (19,687)	25,767 805 (3,352) (19,179)	
Operating profit Finance costs Share of profit of a jointly controlled entity	2, 3	10,540 (1,279)	4,041 (2,892) 137	
Profit before taxation Taxation credit	5	9,261	1,286 404	
Profit after taxation Minority interests		9,261 132	1,690	
Profit attributable to shareholders		9,393	1,690	
Basic earnings per share	7	2.41 cents	0.43 cents	

CONDENSED CONSOLIDATED BALANCE SHEET

	Unaudited 30th September, 2002		Audited 31st March, 2002
	Notes	HK\$'000	HK\$'000
Intangible assets	8	742	825
Fixed assets	9	36,915	36,770
Current assets			
Inventories	10	11,538	14,258
Trade receivables	10	89,958	6,722
Textile quota deposits Other receivables and prepayments	11	23,088	14,194 5,753
Tax recoverable	11	62	86
Trading securities		1,110	2,025
Pledged time deposit	12	6,006	-
Cash and bank balances		38,311	34,682
		170,073	77,720
Current liabilities			
Amount due to a related company		_	2,179
Trade payables	13	8,992	515
Bills payable and accrued charges		72,280	8,381
Trust receipt and other bank loans	15	31,044	14,801
Current portion of long-term liabilities Taxation payable	15	9,593 12	9,508 12
Bank overdrafts – secured		-	26
		121,921	35,422
Net current assets		48,152	42,298
Total assets less current liabilities		85,809	79,893
Financed by:			
Share capital	14	38,950	38,950
Reserves		35,382	25,989
Shareholders' funds		74,332	64,939
Minority interests		1,677	-
Long-term liabilities	15	9,800	14,954
		85,809	79,893

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Unaudited Six months ended 30th September		
	2002	2001	
	HK\$'000	HK\$'000	
		(Restated)	
Net cash inflow from operating activities	75	10,262	
Net cash used in investing activities	(977)	(605)	
Net cash inflow from financing activities	22,559	20,736	
Net change in pledged time deposit	(6,006)	21,650	
Increase in cash and cash equivalents	15,651	52,043	
Cash and cash equivalents at 1st April	22,075	8,247	
Cash and cash equivalents at 30th September	37,726	60,290	
Analysis of the balances of cash and cash equivalents			
Cash and bank balances	38,311	60,363	
Bank overdrafts – secured	_	(73)	
Trust receipt and other bank loans	(31,044)	(54,655)	
Bank loans – secured	(17,699)	(27,708)	
Less: Trust receipt and other bank loans repayable more			
than three months from the date of advance	48,158	82,363	
	37,726	60,290	

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Unaudited For the six months ended 30th September, 2002					
		Exchange				
	Share premium <i>HK\$</i> '000	fluctuation reserve HK\$'000	Reserve on consolidation <i>HK\$'000</i>	Accumulated losses <i>HK\$</i> '000	Total <i>HK\$`000</i>	
At 1st April, 2002 Profit attributable	42,032	33	3,214	(19,290)	25,989	
to shareholders				9,393	9,393	
At 30th September, 2002	42,032	33	3,214	(9,897)	35,382	

	Audited For the year ended 31st March, 2002					
	Share premium HK\$'000	Exchange fluctuation reserve <i>HK\$</i> '000	Reserve on consolidation <i>HK\$</i> '000	Retained profits/ (accumulated losses) <i>HK\$</i> '000	Total <i>HK\$`000</i>	
At 1st April, 2001	46,022	95	3,214	14,602	63,933	
Repurchase of shares	(3,990)	-	-	_	(3,990)	
Exchange difference arising on translation of accounts of overseas subsidiaries Exchange reserve realised	_	(8)	-	_	(8)	
in the profit and loss account upon liquidation						
of a jointly controlled entity	_	(54)	-	_	(54)	
Loss attributable to shareholders	-	-	-	(33,892)	(33,892)	
At 31st March, 2002	42,032	33	3,214	(19,290)	25,989	

NOTES TO THE CONDENSED INTERIM ACCOUNTS

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited consolidated condensed interim accounts are prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") 25, "Interim Financial Reporting", issued by the Hong Kong Society of Accountants ("HKSA").

These condensed interim accounts should be read in conjunction with the 2001/2002 annual accounts.

The accounting policies and methods of computation used in the preparation of these interim accounts are consistent with those used in the annual accounts for the year ended 31st March, 2002. The Group has presented its cash flow statement with effect from 1st April, 2002 based on SSAP 15 (revised): "Cash flow statements" issued by the HKSA which is effective for accounting periods commencing on or after 1st January, 2002. The comparative figures have been reclassified accordingly. In addition, the following SSAPs issued by the HKSA which became effective for accounting periods commencing on or after 1st January, 2002 and are applicable to the Group have been adopted by the Group:

SSAP 1 (revised):	Presentation of financial statements
SSAP 11 (revised):	Foreign currency translation
SSAP 25 (revised):	Interim financial reporting
SSAP 34:	Employee benefits

The adoption of the above SSAPs has no material effect on the Group's prior year interim accounts.

2. TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in the sourcing, subcontracting, marketing and selling of outerwear garments. In December, 2001, the Group entered into a license agreement with an international sports brand owner under which the Group is granted the right to manufacture and distribute products under the brand. The Group commenced the licensee business near the end of the period. Revenues recognised during the period are as follows:

By business segment:

	Six months ended 30th September, 2002 <i>HK\$'000</i>		
	Sales of outerwear garments	Other operations	Total
Revenues			
Turnover	231,906	_	231,906
Other revenues	63	943	1,006
	231,969	943	232,912
Segment results	9,911	516	10,427
Interest income			143
Unallocated costs			(30)
Operating profit			10,540
Finance costs			(1,279)
Profit for the period			9,261
Minority interests			132
Profit attributable to shareholders			9,393

	Sales of outerwear		Other	
	garments	E-business	operations	Total
Revenues				
Turnover	164,658	-	-	164,658
Other revenues	43		296	339
	164,701	_	296	164,997
Segment results	5,561	(1,555)	(292)	3,714
Interest income				466
Unallocated costs				(139)
Operating profit				4,041
Finance costs Share of profit of a jointly				(2,892)
controlled entity				137
Profit before taxation				1,286
Taxation credit				404
Profit attributable to sharehe	olders			1,690

There are no sales or other transactions between the business segments. Unallocated costs represent corporate expenses.

By geographical segment:

	Turnover Six months ended 30th September		Segment operating pro Six months ended 30th September	
	2002	2001	2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
United States of America	197,284	133,975	8,558	3,364
Europe	18,173	16,063	1,135	585
Canada	14,011	12,745	1,019	359
Others	2,438	1,875	(285)	(594)
	231,906	164,658	10,427	3,714
Interest income			143	466
Unallocated costs			(30)	(139)
Operating profit			10,540	4,041

There are no sales between geographical segments.

3. OPERATING PROFIT

Operating profit is stated after crediting and charging the following:

	Six months ended 30th September		
	2002		
	HK\$'000	HK\$'000	
Crediting			
Income from sample sales	63	43	
Interest income	143	466	
Rental income	943	296	
Charging			
Amortisation of trademarks	83	83	
Depreciation			
Owned fixed assets	809	969	
Leased fixed assets	99	110	
Provision for bad and doubtful debts	1,271	237	
Unrealised losses on trading securities	915	_	
8			

4. STAFF COSTS

	Six months ended 30th September	
	2002 HK\$'000	2001 <i>HK\$`000</i>
Wages and salaries Retirement benefit costs	6,434 155	7,957
Total staff costs, excluding directors' emoluments	6,589	8,142

5. TAXATION CREDIT

The amount of taxation credited to the condensed consolidated profit and loss account represents:

	Six months ended 30th September	
	2002 <i>HK\$'000</i>	2001 <i>HK\$`000</i>
Hong Kong profits tax	πηφ σσσ	ΠΩΦ 000
Overprovision in prior year		371
Overseas taxation		
Current period	_	(37)
Overprovision in prior year	-	70
		33
		404

- (a) No provision for Hong Kong profits tax or overseas income tax has been made in the accounts as subsidiaries operating in Hong Kong and overseas either have no assessable profit for the period or have tax losses brought forward from prior year which can be utilised to offset the assessable profit for the period (*note* 5(b)).
- (b) A potential deferred tax asset, which represents mainly timing difference arising from tax losses of certain subsidiaries in previous years, has not been recognised in the accounts as, in the opinion of the directors, it is uncertain that such asset will be realised in the foreseeable future. At 30th September, 2002, the potential deferred tax asset amounted to approximately HK\$5,674,000 (31st March, 2002: HK\$6,116,000).

6. INTERIM DIVIDEND

The directors do not recommend the payment of an interim dividend for the six months ended 30th September, 2002 (2001: HK\$Nil).

7. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of HK\$9,393,000 (2001: HK\$1,690,000) for the period and on the weighted average number of 389,500,000 (2001: 395,139,344) ordinary shares in issue during the period.

No information in respect of diluted earnings per share is presented for the six months ended 30th September, 2002 and 2001 as there is no dilutive potential ordinary share for these periods.

8. INTANGIBLE ASSETS

	Trademarks HK\$'000
Net book value at 1st April, 2002 Amortisation charge	825 (83)
Net book value at 30th September, 2002	742

9. CAPITAL EXPENDITURE

	Fixed assets HK\$'000
Net book value at 1st April, 2002	36,770
Additions	1,288
Disposals	(235)
Depreciation charge	(908)
Net book value at 30th September, 2002	36,915

10. TRADE RECEIVABLES

(a) At 30th September, 2002, the ageing analysis of trade receivables was as follows:

	30th September, 2002 <i>HK\$'000</i>	31st March, 2002 <i>HK\$'000</i>
Current	87,002	6,581
1 to 3 months	2,818	15
4 to 6 months	46	16
7 to 9 months	11	6
10 to 12 months	9	60
Over 1 year	171	121
	90,057	6,799
Less: Provision for bad and doubtful deb	ots (99)	(77)
	89,958	6,722

The majority of the Group's sales are on letter of credit. The remaining sales which were not covered by letter of credit are with credit terms of 30 days.

(b) As at 30th September, 2002, trade receivables included amounts totalling HK\$23,256,000 (31st March, 2002: HK\$1,906,000) which were factored to a bank in the ordinary course of business and the recourse element of the proceeds is recorded as trust receipt and other bank loans under current liabilities.

11. OTHER RECEIVABLES AND PREPAYMENTS

Other receivables and prepayments include amounts totalling HK\$12,675,000 from a subcontractor in respect of unutilised textile quota deposits refundable to the Group as at 30th September, 2002.

12. PLEDGED TIME DEPOSIT

The time deposit was pledged to a bank against a guarantee given by the bank in favour of the PRC court in relation to a litigation brought by a subsidiary against a vendor.

13. TRADE PAYABLES

At 30th September, 2002, the ageing analysis of trade payables was as follows:

	30th September, 2002 <i>HK\$'000</i>	31st March, 2002 <i>HK\$</i> '000
Current	164	58
1 to 3 months	7,911	11
4 to 6 months	524	2
7 to 9 months	_	41
10 to 12 months	9	18
Over 1 year	384	385
	8,992	515

14. SHARE CAPITAL

	Ordinary shares of HK\$0.1 each		
	No. of shares	HK\$'000	
Authorised:			
At 31st March, 2001, 31st March, 2002			
and 30th September, 2002	1,000,000,000	100,000	
Issued and fully paid:			
At 1st April, 2001	396,000,000	39,600	
Repurchase of shares	(6,500,000)	(650)	
At 31st March, 2002 and			
30th September, 2002	389,500,000	38,950	

15. LONG-TERM LIABILITIES

	30th September, 2002	31st March, 2002
	HK\$'000	HK\$'000
Bank loans – secured	17,699	23,088
Obligations under finance leases	1,553	1,233
Deferred taxation	141	141
	19,393	24,462
Less : Current portion of long-term liabilities	(9,593)	(9,508)
	9,800	14,954

At 30th September, 2002 and 31st March, 2002, the Group's bank loans and obligations under finance leases are repayable as follows:

	Secured b	Secured bank loans		Obligations under finance lease	
	30th September,	31st March,	30th September,	31st March,	
	2002	2002	2002	2002	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Within one year	9,240	9,240	353	268	
In the second year	8,459	9,240	340	965	
In the third to fifth year inclusive		4,608	860		
	17,699	23,088	1,553	1,233	

16. BANKING FACILITIES

As at 30th September, 2002, the Group's banking facilities amounting to HK\$231,098,000 (31st March, 2002: HK\$231,688,000) were secured by the following:

- (a) charges on a bank deposit of the Group amounting to HK\$6,006,000 *(note 12)* (31st March, 2002: HK\$Nil);
- (b) first legal charge over certain leasehold land and buildings in Hong Kong held by a subsidiary with an aggregate carrying value of approximately HK\$26,512,000 (31st March, 2002: HK\$26,681,000); and
- (c) corporate guarantees from the Company and certain subsidiaries of the Group.

17. CONTINGENT LIABILITIES

At 30th September, 2002, bills of exchange discounted with various banks with recourse amounted to approximately HK\$7,340,000 (31st March, 2002: HK\$Nil) for the Group.

18. COMMITMENTS

- (a) Capital commitments in respect of the acquisition of fixed assets contracted but not provided for amounted to HK\$Nil (31st March, 2002: HK\$568,000).
- (b) Capital commitments in respect of capital injection to a joint venture amounted to HK\$5,561,400 (31st March, 2002: capital injection in respect of a joint venture and a wholly-owned subsidiary totalling HK\$7,878,000).
- (c) At 30th September, 2002, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	30th September, 2002		31st March, 2002	
	Land and buildings <i>HK\$'000</i>	Others <i>HK\$'000</i>	Land and buildings <i>HK\$'000</i>	Others <i>HK\$</i> '000
Not later than one year Later than one year and	1,943	-	1,313	14
not later than five years	113		56	
	2,056		1,369	14

(d) At 30th September, 2002, the Group had future aggregate minimum lease receivables under non-cancellable operating leases as follows:

30th S	eptember,	31st March,
	2002	2002
	HK\$'000	HK\$'000
Not later than one year	1,332	2,001
Later than one year and not later than five years	90	769
	1,422	2,770

19. ULTIMATE HOLDING COMPANY

The directors regard Wangkin Investments Inc., a company incorporated in the British Virgin Islands, as being the ultimate holding company.

By Order of the Board Wong Tek Sun, Takson Chairman

Hong Kong, 21st November, 2002