

Notes to the Financial Statements 財務報表附註

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its principal subsidiaries and an associate are set out in note 42.

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE/CHANGES IN ACCOUNTING POLICIES

In the current year, the Group adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice (“SSAPs”) issued by the Hong Kong Society of Accountants. The adoption of these SSAPs has resulted in a change in the format of presentation of the cash flow statement and an inclusion of the statement of changes in equity, but has had no material effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment is required.

Foreign Currencies

The revisions to SSAP 11 “Foreign Currency Translation” have eliminated the choice of translating the income statements of overseas operations at the closing rate for the period, the policy previously followed by the Group. They are now required to be translated at an average rate. This change in accounting policy has not had any material effect on the results for the current or prior accounting periods.

Cash Flow Statements

Under SSAP 15 (Revised) “Cash Flow Statements”, cash flows are classified under three headings - operating, investing and financing, rather than the previous five headings. Interest paid, interest received and dividends paid, which were previously presented under a separate heading, are classified as operating, investing and financing cash flows respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. In addition, the amounts presented for cash and cash equivalents have been amended to exclude short-term loans that are financing in

1. 一般資料

本公司於百慕達以豁免有限公司形式註冊成立，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司乃一間投資控股公司。其主要附屬公司及一間聯營公司之主要業務載於附註第42項。

2. 採納會計實務準則／會計政策變動

本年度，本集團首次採納香港會計師公會頒佈之多項新設及經修訂會計實務準則（「會計實務準則」）。採納此等會計實務準則導致現金流動表之呈報格式改變及加入股東權益變動表，惟對本會計期間或過往會計期間之業績並無重大影響。因此，毋須作出過往期間調整。

外幣

會計實務準則第11號「外幣換算」之修訂撤除按期間結算日匯率換算海外業務收益表之選擇，而該政策乃本集團過往之一貫政策。海外業務收益表現在必須按平均匯率換算。該項會計政策變動對本會計期間或過往會計期間之業績並無任何重大影響。

現金流動表

根據會計實務準則第15號（經修訂）「現金流動表」，現金流量分為三個類別－經營、投資及融資，而非早前之五個類別。過往獨立呈列之繳訖利息、已收利息及繳訖股息，現分別列為經營、投資及融資現金流量。除非收入稅項所產生現金流量可個別識別為投資業務或融資業務，否則列為經營業務。此外，列作現金及現金等額之款額已作出修

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE/CHANGES IN ACCOUNTING POLICIES (continued)

Cash Flow Statements (continued)

nature. Cash flows of overseas operations have been re-translated at the rates prevailing at the dates of the cash flows rather than the rate of exchange ruling on the balance sheet date. The re-definition of cash and cash equivalents has resulted in a restatement of the comparative amounts shown in the cash flow statement.

Employee Benefits

SSAP 34 "Employee Benefits" introduces measurement rules for employee benefits, including retirement benefit plans. Because the Group participates only in defined contribution retirement benefit schemes, the adoption of this SSAP has not had any material impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of certain properties and investments in securities.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

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

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

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

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary or an associate at the date of acquisition.

2. 採納會計實務準則／會計政策變動 (續)

現金流動表 (續)

訂，不計入融資性質之短期貸款。海外業務之現金流量已按產生現金流量當日適用匯率重新換算，而非按結算日之匯率換算。現金流動表呈列之比較數字，已因應重新界定之現金及現金等額而重列。

僱員福利

會計實務準則第34號「僱員福利」，引入僱員福利之量度基準，當中包括退休福利計劃。由於本集團僅參與定額供款退休福利計劃，故採納會計實務準則第34號對財務報表並無任何重大影響。

3. 主要會計政策

此等財務報表乃按歷史成本準則擬准，並已按若干物業及證券投資之重估作修訂。

此等財務報表乃按照香港一般接納之會計準則編製，所採用之主要會計準則茲列如下：

綜合基準

綜合財務報表包括本公司及屬下各附屬公司每年截至三月三十一日止之財務報表。

於年內所收購或出售附屬公司之業績乃自收購生效日或計至出售生效日（以適用者計）於綜合收益表入賬。

本集團公司之間所有重大交易及結存均於綜合賬目時撇銷。

商譽

於綜合時產生之商譽指收購附屬公司或聯營公司權益所付購買成本超逾本集團於收購附屬公司或聯營公司之日應佔個別資產及負債之公平價值之數額。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

Goodwill arising on acquisitions prior to April 1, 2001 continues to be held in reserves and will be charged to the income statement at the time of disposal of the relevant subsidiary or associate, or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions prior to April 1, 2001 which was capitalized and goodwill arising on acquisitions after April 1, 2001 is capitalized and amortized on a straight-line basis over its estimated useful economic life. Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Trademark licenses

Trademark licenses are stated at cost less amortization and any identified impairment loss. Amortization is calculated to write off the cost of the trademark licenses over their estimated useful lives, using the straight line method.

Revenue recognition

Sales of goods are recognized when goods are delivered and title has passed.

Sales of investments in securities are recognized on a trade-date basis when contracts are executed.

Internet service income and royalty income are recognized when services are provided.

Rental income, including rentals invoiced in advance from properties let under operating leases, is recognized on a straight line basis over the period of the respective leases.

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

3. 主要會計政策 (續)

商譽 (續)

於二零零一年四月一日前於收購時產生之商譽繼續保留於儲備內，將於出售有關附屬公司或聯營公司時，或於商譽確定為減值之時，於收益表中扣除。

於二零零一年四月一日前產生自收購之已被資本化之商譽，及於二零零一年四月一日後產生自收購之商譽，根據其估計可用年期按直線法資本化及攤銷。產生自收購聯營公司之商譽，計入該聯營公司之賬面值內。產生自收購附屬公司之商譽，獨立呈列於資產負債表中。

商標許可證

商標許可證乃按成本減攤銷及任何已確認減值虧損列賬。商標許可證之攤銷乃根據其估計可用年期按直線法攤銷其成本。

確認收入

出售貨品於貨品付運及所有權轉移後確認。

出售證券投資於簽訂出售合約後之交易日確認。

互聯網服務收入及專利收入於提供服務後確認。

租金收入包括來自根據營運租約出租之物業事先發出發票收取之租金收入，乃根據個別租約年期按直線法確認。

利息收入按時間以尚未償還之本金額及適用之利率計算。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment is stated at cost or valuation less depreciation and amortization and accumulated impairment losses.

Advantage has been taken of the transitional relief provided by paragraph 80 of SSAP 17 "Property, plant and equipment" from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to September 30, 1995. Accordingly, no further revaluation of land and buildings will be carried out.

Depreciation and amortization are provided to write off the cost or valuation of items of property, plant and equipment over their estimated useful lives, on a straight line basis, at the following rates per annum:

Freehold land	Nil
Leasehold land	Over the period of the leases
Buildings	2.5% – 5%
Plant and machinery	10% – 20%
Moulds	25% – 33%
Furniture, fixtures and equipment	10% – 33%
Motor vehicles	20% – 25%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the income statement.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost, less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates, less any identified impairment loss.

3. 主要會計政策 (續)

物業、機器及設備

物業、機器及設備按成本值或估值減折舊、攤銷及累計減值虧損列賬。

本集團採納會計實務準則第17號「物業、機器及設備」第80段所訂之過渡安排，暫不對本集團按一九九五年九月三十日前重估金額列賬之土地及樓宇進行定期重估，故將不會再次進行土地及樓宇重估。

物業、機器及設備之折舊及攤銷撥備乃根據其估計可用年期，按直線法及以下年率撇銷其成本或估值：

永久業權土地	無
租賃土地	按租約年期
樓宇	2.5% – 5%
機器及機械	10% – 20%
模具	25% – 33%
傢俱、裝置及器材	10% – 33%
汽車	20% – 25%

因資產出售或報廢而產生之收益或虧損乃根據出售資產之所得款項與賬面值之差額釐定，並於收益表中確認。

附屬公司投資

於附屬公司之投資乃按成本值減任何已確認減值虧損計入本公司之資產負債表。附屬公司之業績已被本公司基於已收及應收之股息計算。

聯營公司之權益

綜合收益表包括本年度本集團應佔其聯營公司之收購後業績。在綜合資產負債表內，聯營公司之權益以本集團應佔聯營公司之資產淨值減任何已確認減值虧損列賬。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in securities

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

Investments other than held-to-maturity debt securities are classified as investment securities or other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, less any identified impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealized gains and losses included in the results for the year.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognized as an expense immediately, unless the relevant asset is carried at revalued amount under another accounting standard, in which case the impairment loss is treated as a revaluation decrease under that accounting standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately, unless the relevant asset is carried at revalued amount under another accounting standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that accounting standard.

3. 主要會計政策 (續)

證券投資

證券投資乃於交易日確認入賬及最初按成本值計算。

所有持至到期日債務證券以外之證券均列為投資證券或其他投資。

投資證券乃為指定長期策略性目的而持有之證券，於其後報告日期按成本值減暫時性質以外之任何已確認減值虧損入賬。

其他投資按公平價值入賬，而未變現之收益及虧損則計入本年度之業績。

減值

本集團於每個結算日均會審閱有形及無形資產之賬面值，以決定有關資產是否出現減值虧損。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值將降至其可收回金額。除非有關資產之賬面值乃根據其他會計標準以重估值列賬，而在該情況下，減值虧損會根據該會計標準以重估減少處理，否則減值虧損須隨即列作開支。

減值虧損其後撥回時，資產之賬面值增至其可收回金額之經調整預測數額，惟增加後之賬面值不超過假設過去年度該項資產並無確認減值虧損而釐定之賬面值。除非有關資產之賬面值乃根據其他會計標準以重估值列賬，而在該情況下，減值虧損之撥回會根據該會計標準以重估增加處理，否則減值虧損之撥回隨即被確認為收入。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost comprises direct materials and, where applicable, those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realizable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Leases

A lease is classified as a finance lease when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalized at their fair values at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease. Finance costs, which represent the difference between the total commitments and the outstanding principal amount at the inception of the finance leases, are charged to the income statement over the period of the relevant leases so as to produce a constant periodic rate of charge on the remaining balances of the obligations for each accounting period.

Foreign currencies

Transactions in currencies other than Hong Kong Dollars are initially recorded at the rates prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated into Hong Kong Dollars at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

In preparing consolidated financial statements, the assets and liabilities of the Group's overseas operations which are denominated in currencies other than the Hong Kong Dollars are translated into Hong Kong Dollars at the rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and transferred to the Group's currency translation reserve. Such translation differences are recognized as income or as expenses in the period in which the operation is disposed of.

3. 主要會計政策 (續)

存貨

存貨按成本值及可變現淨值兩者中之較低者列賬。成本包括直接材料及(倘適用)將存貨達至其現地點及情況所產生之經常費用。成本按加權平均成本法計算。可變現淨值指估計銷售價格減所有估計完成成本及推廣、銷售及分銷時產生之成本。

租約

凡條款中將有關資產之擁有權之大部份風險及利益撥歸於本集團之租約均界定為融資租約。在融資租約內所持有之資產，按購買日之公平價值資本化。出租人之相應負債經扣除利息費用後，於資產負債表內列作融資租約。財務費用乃總承擔與訂立融資租約時之尚欠本金金額之差額，並按有關租約年期，於每個會計期間就承擔之餘額撥出一項固定比率之定期開支於收益表扣除。

外幣

以港元以外之貨幣結算之交易初步按交易日之匯率記賬。以外幣結算之貨幣資產及負債均按結算日之匯率重新換算為港元。因滙兌產生之收益或虧損在收益表中處理。

於編製綜合財務報表時，以港元以外之貨幣結算之本集團海外業務資產及負債按結算日之匯率換算為港元，收支項目則按期間平均匯率換算。所產生滙兌差額(如有)列作股本，並撥入本集團外幣兌換儲備。該等換算差額於出售業務期間確認為收入或開支。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

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

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the period of the relevant leases.

Retirement benefits scheme contributions

Payments to defined contribution retirement benefit plans are charged as expenses as they fall due.

4. TURNOVER

Turnover represents the net amounts received and receivable for goods sold and securities traded by the Group to outside customers and is summarized as follows:

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Sales of goods	銷售貨品	4,084,798	3,711,393
Securities trading	證券買賣	78,006	662,516
		4,162,804	4,373,909

3. 主要會計政策 (續)

稅項

稅項支出乃按年度業績計算，並已就毋須課稅或不獲免稅之項目作出調整。時差乃因稅務上將若干收支項目入賬之會計期間與財務報表上之入賬期間有別而產生。對於時差於可見將來可能構成之稅務負債或資產，則已用債務法在財務報表內確認為遞延稅項。

營運租約

根據營運租約應付之租金於有關租約期間按直線基準在收益表中扣除。

退休福利計劃供款

支付予定額供款退休福利計劃之款項於到期時列作開支扣除。

4. 營業額

營業額乃本集團售予外間客戶之貨品及與外間客戶買賣之證券之已收及應收款項淨額，有關詳情概述如下：

Notes to the Financial Statements (continued) 財務報表附註 (續)

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS

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

Business Segments

The Group is currently operating into three business segments, namely trading of computer related products, consumer electronic products and securities. Segment information about these businesses is presented below:

2003

5. 業務及地域分類

根據本集團內部財務報告，本集團決定業務分類為主要報告形式，地域分類為次要報告形式。

業務分類

本集團目前正經營三種分類業務，即電腦相關產品貿易、消費電子產品貿易及證券買賣。有關該等業務之分類資料呈列如下：

二零零三年

		Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Trading of consumer electronic products HK\$'000 消費電子 產品貿易 千港元	Trading of securities HK\$'000 證券買賣 千港元	Consolidated HK\$'000 綜合 千港元
Turnover	營業額				
External sales	外部銷售	2,975,181	1,109,617	78,006	4,162,804
Segment result	分類業績	97,875	20,177	(110,408)	7,644
Interest income	利息收入				38,646
Unallocated corporate expenses	未分配企業開支				(38,644)
Profit before impairment loss on investment securities	除投資證券之減值虧損前溢利				7,646
Impairment loss on investment securities	投資證券之減值虧損				(323,287)
Loss from operations	經營虧損				(315,641)
Finance costs	財務費用				(31,669)
Share of results of associates	應佔聯營公司業績				(32,397)
Allowance for loans to associates	借予聯營公司貸款準備				(79,595)
Amortization of goodwill arising on acquisition of an associate	攤銷收購一間聯營公司產生之商譽				(6,612)
Impairment loss on goodwill arising on acquisition of an associate	收購一間聯營公司產生之商譽之減值虧損				(104,585)
Net gain on disposal of subsidiaries and associates	出售附屬公司及聯營公司之收益淨額				25
Loss before taxation	除稅前虧損				(570,474)
Taxation	稅項				35,755
Loss before minority interests	未計少數股東權益前虧損				(606,229)

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

5. 業務及地域分類 (續)

Business Segment (continued)

業務分類 (續)

2003

二零零三年

Balance Sheet

資產負債表

		Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Trading of consumer electronic products HK\$'000 消費電子 產品貿易 千港元	Trading of securities HK\$'000 證券買賣 千港元	Consolidated HK\$'000 綜合 千港元
Assets	資產				
Segment assets	分類資產	1,397,345	983	193,920	1,592,248
Interests in associates	聯營公司之權益				271,362
Investment securities	投資證券				902,980
Unallocated corporate assets	未分配企業資產				489,825
Consolidated total assets	綜合總資產				<u>3,256,415</u>
Liabilities	負債				
Segment liabilities	分類負債	883,844	-	-	883,844
Borrowings	借款				417,468
Unallocated corporate liabilities	未分配企業負債				61,504
Consolidated total liabilities	綜合總負債				<u>1,362,816</u>
			Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Corporate HK\$'000 企業 千港元	Consolidated HK\$'000 綜合 千港元
Other information	其他資料				
Addition of goodwill	商譽之增加		201,572	-	201,572
Capital expenditure	資本開支		15,810	3,637	19,447
Depreciation and amortization	折舊及攤銷		33,657	1,952	35,609
Impairment loss recognized	已確認減值虧損		-	324,592	324,592
Other non-cash expenses	其他非現金開支		76,669	5,706	82,375

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

5. 業務及地域分類 (續)

Business segments (continued)

業務分類 (續)

2002

二零零二年

		Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Trading of consumer electronic products HK\$'000 消費電子 產品貿易 千港元	Trading of securities HK\$'000 證券買賣 千港元	Consolidated HK\$'000 綜合 千港元
Turnover	營業額				
External sales	外部銷售	2,575,258	1,136,135	662,516	4,373,909
Segment result	分類業績	94,702	21,473	(120,517)	(4,342)
Interest income	利息收入				34,183
Unallocated corporate expenses	未分配企業開支				(33,191)
Loss before impairment loss on investment securities	除投資證券之減值虧損前虧損				(3,350)
Impairment loss on investment securities	投資證券之減值虧損				(15,676)
Loss from operations	經營虧損				(19,026)
Finance costs	財務費用				(58,144)
Share of results of associates	應佔聯營公司業績				(3,499)
Net gain on disposal of subsidiaries and associates	出售附屬公司及聯營公司之收益淨額				5,625
Loss before taxation	除稅前虧損				(75,044)
Taxation	稅項				2,686
Loss before minority interests	未計少數股東權益前虧損				(77,730)

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

5. 業務及地域分類 (續)

Business segments (continued)

業務分類 (續)

2002

二零零二年

Balance sheet

資產負債表

		Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Trading of consumer electronic products HK\$'000 消費電子 產品貿易 千港元	Trading of securities HK\$'000 證券買賣 千港元	Consolidated HK\$'000 綜合 千港元
Assets	資產				
Segment assets	分類資產	1,473,342	2,170	293,491	1,769,003
Interests in associates	聯營公司之權益				179,902
Investment securities	投資證券				1,220,226
Unallocated corporate assets	未分配企業資產				735,932
Consolidated total assets	綜合總資產				<u>3,905,063</u>
Liabilities	負債				
Segment liabilities	分類負債	751,524	–	–	751,524
Borrowings	借款				575,191
Unallocated corporate liabilities	未分配企業負債				116,569
Consolidated total liabilities	綜合總負債				<u>1,443,284</u>
		Trading of computer related products HK\$'000 電腦相關 產品貿易 千港元	Corporate HK\$'000 企業 千港元		Consolidated HK\$'000 綜合 千港元
Other information	其他資料				
Capital expenditure	資本開支	11,365	1,872		13,237
Depreciation and amortization	折舊及攤銷	31,213	2,687		33,900
Impairment loss recognized	已確認減值虧損	–	15,676		15,676
Other non-cash expenses	其他非現金開支	29,019	–		29,019

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Geographical segments

The Group's trading of computer related products is mainly located in North America and Europe. The trading of consumer electronic products is mainly located in North America and the trading of securities is mainly located in Hong Kong and Taiwan.

The following table provide an analysis of the Group's sales revenue by geographical market, irrespective of the origin of the goods/services:

		Sales revenue by geographical market	
		2003	2002
		HK\$'000	HK\$'000
		地域市場銷售收入	
		二零零三年	二零零二年
		千港元	千港元
Hong Kong	香港	70,618	85,002
North America	北美	3,483,037	3,637,034
Europe	歐洲	484,362	594,525
Taiwan	台灣	14,054	19,359
Others	其他	110,733	37,989
		4,162,804	4,373,909

5. 業務及地域分類 (續)

地域分類

本集團電腦相關產品貿易主要於北美及歐洲進行。消費電子產品貿易主要於北美進行，及證券買賣主要於香港及台灣進行。

本集團之銷售收入按地域市場列表分析如下（不管貨品／服務來源）：

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Geographical segments (continued)

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment analyzed by the geographical area in which the assets are located:

		Carrying amount of segment assets		Additions to property, plant and equipment	
		2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
分類資產之賬面值		物業、機器及設備增項			
二零零三年		二零零二年		二零零三年	
千港元		千港元		千港元	
Hong Kong	香港	1,265,517	1,464,279	4,359	4,853
North America	北美	905,828	698,932	10,843	3,585
Europe	歐洲	184,075	324,513	4,080	3,809
Taiwan	台灣	291,384	1,104,158	124	921
Others	其他	269,756	160,560	41	69
		2,916,560	3,752,442	19,447	13,237

Intangible assets of HK\$339,855,000 (2002: HK\$152,621,000) is excluded from the analysis of the carrying amount of segment assets as it is not practicable to allocate the amount to geographical segments.

5. 業務及地域分類 (續)

地域分類 (續)

分類資產與物業、機器及設備增項之賬面值按該等資產所處地理區域列表分析如下：

因無形資產不適於劃入地域分類，故價值339,855,000港元（二零零二年：152,621,000港元）之無形資產未列入於本分類資產賬面值分析表。

6. OTHER OPERATING INCOME

Other operating income included the following items:

		2003 HK\$'000	2002 HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Interest income	利息收入	38,646	34,183
Exchange gain	滙兌收益	18,974	—
Internet service income	互聯網服務收入	5,262	8,175
Royalty income	專利收入	3,063	4,930

6. 其他經營收入

其他經營收入包括下列項目：

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

7. OTHER OPERATING EXPENSES

7. 其他經營開支

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Net unrealized holding loss on other investments	所持其他投資之未變現虧損淨額	26,482	169,262
Write off of long-term loan and interest receivable	長期貸款及應收利息撇銷	10,821	-
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	1,305	-
		38,608	169,262

8. LOSS FROM OPERATIONS

8. 經營虧損

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Loss from operations has been arrived at after charging (crediting):	經營虧損已扣除 (計入) :		
Staff costs (including directors' emoluments):	員工成本 (包括董事酬金) :		
Salaries and other benefits	薪金及其他福利	151,729	143,021
Retirement benefits scheme contributions	退休福利計劃供款	3,854	1,179
		155,583	144,200
Depreciation and amortization:	折舊及攤銷 :		
Amortization of intangible assets	無形資產攤銷	14,338	14,338
Depreciation and amortization on property, plant and equipment:	物業、機器及設備折舊及攤銷 :		
- Owned assets	- 自置資產	20,816	17,008
- Assets held under finance leases	- 根據融資租約持有之資產	455	2,554
		35,609	33,900
Allowance for bad and doubtful debts	呆壞賬準備	38,963	22,019
Allowance for loans receivable	應收貸款準備	22,056	6,000
Auditors' remuneration	核數師酬金	7,003	4,715
Net realized loss (gain) on other investments	其他投資之已變現虧損 (收益) 淨額	83,926	(48,745)
Loss on disposal of property, plant and equipment	出售物業、機器及設備虧損	3,373	1,075

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

9. FINANCE COSTS

9. 財務費用

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Interest on borrowings wholly repayable within five years:	須於五年內悉數償還之借貸利息：		
– Bank loans and overdrafts	– 銀行貸款及透支	10,458	18,315
– Convertible note	– 可換股票據	–	19,262
– Finance leases	– 融資租約	244	321
– Other loans	– 其他貸款	20,360	19,575
Interest on bank loans not wholly repayable within five years	毋須於五年內悉數償還之銀行貸款利息	607	671
		31,669	58,144

10. IMPAIRMENT LOSS ON GOODWILL ARISING ON ACQUISITION OF AN ASSOCIATE

10. 收購一間聯營公司產生之商譽之減值虧損

During the year, the directors of the Company reviewed the carrying value of goodwill arising on acquisition of an associate, which had been debited to capital reserve in previous years, with reference to the financial performance and the business operations of this associate. The associate is mainly engaged in the marketing of electronic products and other peripherals. In view of the prevailing market condition, operating results and the discounted cash flow projections of this associate, an impairment loss of HK\$104,585,000 had been identified and recognized in the consolidated income statement.

年內，本公司董事參考一間聯營公司之財務表現及業務運作，檢討收購該聯營公司時產生之商譽之賬面值（已於往年資本儲備中列為借項）。該聯營公司主要從事電子產品及其他週邊設備之推銷。根據當前市況、該聯營公司之經營業績及折現現金流量預測，已確定104,585,000港元之減值虧損，並已於綜合收益表中確認。

11. NET GAIN ON DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

11. 出售附屬公司及聯營公司之收益淨額

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Gain on disposal of subsidiaries	出售附屬公司之收益	25	–
Gain on partial disposal of shareholding in a subsidiary	出售一間附屬公司部份股權之收益	–	73,914
Net loss on deemed partial disposal of shareholding in associates	被視為出售聯營公司部份股權之虧損淨額	–	(68,289)
		25	5,625

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

12. DIRECTORS' REMUNERATION

12. 董事酬金

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Directors' fees	董事袍金	-	-
Other emoluments (executive directors)	其他酬金 (執行董事)		
Salaries and other benefits	薪金及其他福利	7,175	1,785
Retirement benefits scheme contributions	退休福利計劃供款	378	90
		7,553	1,875

		Number of directors	
		2003	2002
		董事人數	
		二零零三年	二零零二年
The emoluments are within the following bands:	彼等之酬金分為下列組別：		
Nil to HK\$1,000,000	零港元至1,000,000港元	10	9
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	-

No remuneration was paid during the year to non-executive directors or independent non-executive directors.

本年度並無向非執行董事或獨立非執行董事支付任何酬金。

During the year, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

本集團本年度並無向五位最高薪人士 (包括董事及僱員) 支付任何酬金, 作為彼等加盟本集團或加盟本集團後之獎勵或作為離職之補償。各董事於年內概無放棄任何酬金。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

13. EMPLOYEES' EMOLUMENTS

The five highest paid individuals included two (2002: one) directors, details of whose emoluments are set out above. The emoluments of the remaining three (2002: four) individuals are as follows:

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Salaries and other benefits	薪金及其他福利	8,802	6,492
Performance related incentive payments	與表現有關之獎金	1,064	2,520
Retirement benefits scheme contributions	退休福利計劃供款	50	152
		9,916	9,164

五位最高薪人士包括兩名（二零零二年：一名）董事，其酬金詳情已呈列於上文。另外三名（二零零二年：四名）最高薪人士之酬金詳情如下：

Their emoluments are within the following bands:

彼等之酬金分為下列組別：

		Number of employees	
		2003	2002
		僱員人數	
		二零零三年	二零零二年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	2
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	2	-
		3	4

14. TAXATION

14. 稅項

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
The charge comprises:	稅項支出包括：		
Profits tax provided for the year	本年度利得稅撥備		
Hong Kong	香港	141	631
Overseas	海外	31,773	1,855
		31,914	2,486
Share of tax on results of associates	應佔聯營公司業績之稅項	3,841	200
		35,755	2,686

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

14. TAXATION (continued)

Hong Kong Profits Tax is calculated at 16% of the estimated assessable profit for the year.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

No provision for Hong Kong Profits Tax or overseas taxation has been made for the year in respect of certain companies of the Group because these companies either incurred tax losses for the year or had their estimated assessable profits for the year wholly absorbed by tax losses brought forward.

Details of unprovided deferred taxation are set out in note 33.

15. DIVIDEND

	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元
2001 final dividend of HK6 cents (adjusted for the effect of the consolidation of the Company's shares during the year), or a scrip dividend per share	二零零一年末期股息每股6港仙 (已就本公司於年內合併股份之影響作出調整)，或以股代息	-
	-	9,647

The 2003 final dividend of HK2 cents per share (2002: nil) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

16. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year of HK\$648,472,000 (2002: HK\$102,455,000) and on the weighted average number of shares in issue during the year of 160,303,174 shares (2002: 160,525,763 shares after adjusted for the effect of the consolidation of the Company's shares during the year as set out in note 27).

The computation of diluted loss per share for the years ended March 31, 2003 and 2002 has not assumed the exercise of the Company's share options for the year ended March 31, 2003, and the conversion of the Company's outstanding convertible note and the exercise of the Company's warrants and share options for the year ended March 31, 2002 because their exercise or conversion would result in a decrease in loss per share for the respective years.

14. 稅項 (續)

香港利得稅以年內估計應課稅溢利按稅率16%計算。

在其他司法管轄區所產生之稅項按有關司法管轄區之現行稅率計算。

因本集團若干公司於本年度出現稅務虧損或本年度之估計應課稅溢利悉數被承前之稅務虧損所抵銷，故本年度並無就本集團若干公司作出香港利得稅或海外稅項撥備。

未撥備遞延稅項之詳情，載於附註第33項。

15. 股息

董事建議派發二零零三年末期股息每股2港仙（二零零二年：零），有待股東於應屆股東週年大會上批准作實。

16. 每股虧損

每股基本虧損乃按本年度虧損648,472,000港元（二零零二年：102,455,000港元）及本年度已發行股份之加權平均數160,303,174股（二零零二年：160,525,763股，經年內本公司股份合併之影響作出調整，載於附註第27項）計算。

由於假設本公司截至二零零三年三月三十一日止年度之購股權並無行使，而本公司截至二零零二年三月三十一日止年度之尚未償還可換股票據並無兌換及本公司之認股權證及購股權並無獲行使，因為上述兌換或行使將導致各年之每股虧損減少，因此並無計算截至二零零三年及二零零二年三月三十一日止年度之每股攤薄虧損。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Land and buildings HK\$'000 土地及 樓宇 千港元	Plant and machinery HK\$'000 機器及機械 千港元	Moulds HK\$'000 模具 千港元	Furniture, fixtures and equipment HK\$'000 傢俱、裝置 及器材 千港元	Motor vehicles HK\$'000 汽車 千港元	Total HK\$'000 總額 千港元
The Group	本集團						
Cost or valuation	成本值或估值						
At April 1, 2002	於二零零二年四月一日	48,901	43,569	5,160	70,149	8,111	175,890
Currency realignment	外幣調整	(55)	–	243	2,035	10	2,233
Additions	增項	–	–	–	18,699	748	19,447
Disposals	出售	–	–	(2,432)	(6,671)	(977)	(10,080)
At March 31, 2003	於二零零三年 三月三十一日	48,846	43,569	2,971	84,212	7,892	187,490
Comprising:	包括：						
At cost	成本值	20,639	43,569	2,971	84,212	7,892	159,283
At valuation – 1994	一九九四年估值	28,207	–	–	–	–	28,207
		48,846	43,569	2,971	84,212	7,892	187,490
Depreciation and amortization and impairment	折舊及攤銷及減值						
At April 1, 2002	於二零零二年四月一日	7,223	34,454	3,375	36,277	2,819	84,148
Currency realignment	外幣調整	(1)	–	78	1,439	1	1,517
Provided for the year	本年度撥備	1,090	3,413	1,225	13,742	1,801	21,271
Impairment loss recognized in the income statement	於收益表中確認之 減值虧損	1,305	–	–	–	–	1,305
Eliminated on disposals	出售時撇除	–	–	(1,723)	(2,920)	(220)	(4,863)
At March 31, 2003	於二零零三年 三月三十一日	9,617	37,867	2,955	48,538	4,401	103,378
Net book values	賬面淨值						
At March 31, 2003	於二零零三年 三月三十一日	39,229	5,702	16	35,674	3,491	84,112
At March 31, 2002	於二零零二年 三月三十一日	41,678	9,115	1,785	33,872	5,292	91,742

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's land and buildings comprise:

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Outside Hong Kong:	香港以外地區：		
Under medium-term leases in other regions of the People's Republic of China ("PRC")	於中華人民共和國（「中國」）其他地區之中期租約物業	25,978	26,906
Freehold in Taiwan	於台灣之永久業權物業	12,151	12,287
Under a medium-term lease in Macau	於澳門之中期租約物業	1,100	2,485
		39,229	41,678

17. 物業、機器及設備 (續)

本集團之土地及樓宇包括：

The valuation of land and buildings in 1994 was made by Messrs. American Appraisal Hong Kong Limited, an independent firm of Chartered Surveyors, on an open market value basis.

一九九四年之土地及樓宇估值乃由一間獨立特許測量師行，美國評值有限公司按公開市值基準進行。

Had the revalued land and buildings been carried at cost less accumulated depreciation and amortization, their carrying amount would have been stated at approximately HK\$21,862,000 (2002: HK\$22,567,000).

若重估之土地及樓宇按成本值減累積折舊及攤銷入賬，其賬面值應約21,862,000港元（二零零二年：22,567,000港元）。

Included in the net book value of property, plant and equipment are assets held under finance leases amounting to approximately HK\$2,660,000 (2002: HK\$4,358,000).

物業、機器及設備之賬面淨值包括以融資租約持有之資產，總額約2,660,000港元（二零零二年：4,358,000港元）。

Subsequent to the balance sheet date, the Group disposed of a property located in Macau at a consideration of HK\$1,100,000. Accordingly, impairment loss of HK\$1,305,000 has been recognized in respect of land and buildings.

於結算日後，本集團以1,100,000港元之代價出售位於澳門之物業。因此，已確認1,305,000港元之土地及樓宇減值虧損。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

18. INTANGIBLE ASSETS

18. 無形資產

		Goodwill	Trademark	Total
		HK\$'000	HK\$'000	HK\$'000
		(note a)	(note b)	
		商譽	商標許可證	總額
		千港元	千港元	千港元
		(附註a)	(附註b)	
The Group	本集團			
Cost	成本值			
At April 1, 2002	於二零零二年四月一日	153,093	91,318	244,411
Additions	增項	201,572	-	201,572
At March 31, 2003	於二零零三年三月三十一日	354,665	91,318	445,983
Amortization	攤銷			
At April 1, 2002	於二零零二年四月一日	76,190	15,600	91,790
Provided for the year	本年度撥備	9,772	4,566	14,338
At March 31, 2003	於二零零三年三月三十一日	85,962	20,166	106,128
Net book values	賬面淨值			
At March 31, 2003	於二零零三年三月三十一日	268,703	71,152	339,855
At March 31, 2002	於二零零二年三月三十一日	76,903	75,718	152,621

Notes:

- a. The amount represents the goodwill on the acquisition of the businesses of Memtek Products Division of Tandy Corporation and Memorex Computer Supplies in 1993 and the acquisition of an additional 14.9% interest in Memorex International Inc., a subsidiary of the Company, during the year.
- The goodwill is amortized over an average of seventeen years on a straight line basis.
- b. The amount represents the acquisition of the "Memorex" trademark licenses from Memorex Telex N.V. in 1999. Trademark licenses are amortized over a period of twenty years on a straight line basis.

In the opinion of the directors, no impairment loss in respect of the carrying value of goodwill or trademark licenses is considered necessary.

附註:

- a. 該數額為於一九九三年收購Tandy Corporation之Memtek產品部及Memorex Computer Supplies業務及年內收購本公司之附屬公司Memorex International Inc.之14.9%額外權益所產生之商譽。
- 商譽乃按直線法平均在十七年內攤銷。
- b. 該金額為於一九九九年向Memorex Telex N.V.收購「Memorex」商標許可證之收購價。商標許可證乃按直線法在二十年期間內攤銷。

董事認為，毋須呈列有關商譽或商標許可證賬面值之減值虧損。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

19. INTERESTS IN SUBSIDIARIES

19. 附屬公司權益

		The Company	
		2003	2002
		HK\$'000	HK\$'000
		本公司	
		二零零三年	二零零二年
		千港元	千港元
Unlisted shares	非上市股份	118,373	118,373
Amounts due from subsidiaries	應收附屬公司款項	5,022,636	4,079,705
		5,141,009	4,198,078
Less: Allowance for amounts due from subsidiaries	減：應收附屬公司款項準備	(2,374,810)	(1,735,149)
		2,766,199	2,462,929
Amounts due to subsidiaries	應付附屬公司款項	877,475	119,559

The carrying value of the unlisted shares is based on the values of the underlying separable net assets of the subsidiaries when Hanny Magnetics (B.V.I.) Limited ("Hanny BVI") together with its subsidiaries were acquired by the Company.

The balances with subsidiaries are unsecured, interest free and have no fixed terms of repayment. Repayment of the amounts will not be demanded within one year of the balance sheet date and, accordingly, the amounts are classified as non-current.

Details of the Company's principal subsidiaries at March 31, 2003 are set out in note 42.

非上市股份之賬面值，乃根據本公司收購Hanny Magnetics (B.V.I.) Limited (「Hanny BVI」) 連同其附屬公司時，各附屬公司之可分割基本資產淨值計算。

附屬公司之結餘為無抵押、免息及無固定還款期。該等款項將不會於結算日後一年內要求償還，故列為非流動款項。

本公司各主要附屬公司於二零零三年三月三十一日之詳情載於附註第42項。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

20. INTERESTS IN ASSOCIATES

20. 聯營公司之權益

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Share of net assets (liabilities) of associates which are:	應佔下列聯營公司資產淨值(負債)：		
– listed overseas	– 在海外上市	184,574	55,607
– unlisted	– 非上市	(12,229)	(9,752)
Goodwill on acquisition of an associate less amortization (note a)	收購一間聯營公司產生之商譽減攤銷 (附註a)	65,520	–
		237,865	45,855
Loans to associates less allowance (note b)	借予聯營公司貸款減準備 (附註b)	7,651	82,795
Amounts due from associates (note b)	應收聯營公司款項 (附註b)	25,846	51,252
		271,362	179,902
Market value of listed shares	上市股份市值	134,561	208,260

Notes:

- a. The goodwill on acquisition of an associate arose on the acquisition of Provisions Suppliers Corporation Limited during the year amounting to HK\$72,132,000. Amortization for the year amounting to HK\$6,612,000 has been charged to the consolidated income statement.
- b. Loans to associates are unsecured and have no fixed terms of repayment. Other than an amount of HK\$7,516,000 (2002: HK\$9,600,000) which bears interest at prevailing market rates, the remaining amounts are interest free. The amounts due from associates are unsecured, interest free and have no fixed terms of repayment. In the opinion of the directors, the balances will not be repayable within one year of the balance sheet date and, accordingly, the amounts are classified as non-current.

Details of the Group's principal associate at March 31, 2003 are set out in note 42.

附註：

- a. 收購一間聯營公司產生之商譽，乃年內收購普威聯營有限公司所產生之72,132,000港元。本年度之攤銷6,612,000港元已於綜合收益表中扣除。
- b. 借予聯營公司貸款為無抵押及無固定還款期。除7,516,000港元(二零零二年：9,600,000港元)之款項須按當時市場利率計算利息外，其餘均為免息。應收聯營公司款項為無抵押、免息及並無固定還款期。董事認為，該等款項將不會於結算日起計之一年內償還，因此，該等款項列作非流動款項。

本集團之主要聯營公司於二零零三年三月三十一日之詳情載於附註第42項。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

20. INTERESTS IN ASSOCIATES (continued)

The following details have been extracted from the financial statements of the Group's significant associate, Provisions Suppliers Corporation Limited.

Results for the period from May 1, 2002 to March 31, 2003:

20. 聯營公司之權益 (續)

以下資料詳情乃摘錄自本集團重要聯營公司普威聯營有限公司之財務報表。

自二零零二年五月一日至二零零三年三月三十一日期間之業績：

		HK\$'000 千港元
Turnover	營業額	619,467
Loss from ordinary activities before taxation and minority interests	除稅及少數股東權益前一般業務之虧損	(12,432)
Loss from ordinary activities before taxation and minority interests attributable to the Group	本集團應佔之除稅及少數股東權益前一般業務之虧損	(3,413)

Financial position as at March 31, 2003:

於二零零三年三月三十一日之財務狀況：

		HK\$'000 千港元
Non-current assets	非流動資產	376,171
Current assets	流動資產	513,082
Current liabilities	流動負債	(191,929)
Non-current liabilities and minority interests	非流動負債及少數股東權益	(124,550)
Net assets	資產淨值	572,774
Net assets attributable to the Group	本集團應佔資產淨值	157,226

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

21. INVESTMENTS IN SECURITIES

21. 證券投資

		Investment securities		Other investments		Total	
		2003	2002	2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		投資證券	投資證券	其他投資	其他投資	總額	總額
		二零零三年	二零零二年	二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元	千港元	千港元
The Group	本集團						
Listed securities	上市證券						
Hong Kong (note a)	香港 (附註 a)	698,407	692,367	108,548	190,258	806,955	882,625
Overseas	海外	-	-	984	17,115	984	17,115
Unlisted securities	非上市證券						
Hong Kong	香港	-	-	6,000	-	6,000	-
Overseas (note b)	海外 (附註 b)	204,573	527,859	78,388	86,118	282,961	613,977
		902,980	1,220,226	193,920	293,491	1,096,900	1,513,717
Market value of listed securities	上市證券之市值	10,859	23,730	109,532	207,373	120,391	231,103
Carrying amount analyzed for reporting purposes as:	就呈報目的而作出之賬面值分析:						
Non-current	非流動	887,300	1,220,226	330	984	887,630	1,221,210
Current	流動	15,680	-	193,590	292,507	209,270	292,507
		902,980	1,220,226	193,920	293,491	1,096,900	1,513,717
The Company	本公司						
Listed securities overseas, at market value	海外上市證券, 按市值	-	-	944	1,449	944	1,449

Notes:

- The listed investment securities represent a 14.55% (2002: 17.45%) interest in China Strategic Holdings Limited ("CSHL") which is incorporated in Hong Kong and its shares are listed on the Stock Exchange. CSHL and its subsidiaries are principally engaged in the areas of manufacturing, property development and investment, hotel operation, construction and related business, provision of package tours, transportation and other related services.
- Included in unlisted overseas investment securities is a 8.04% (2002: 16%) interest in Fu Yang Investment Co., Ltd. ("Fu Yang"). Fu Yang is established in Taiwan on April 21, 2002 by the merger of Indigo Investment Co., Ltd., Solitaire Investment Co., Ltd., Vituoso Investment Co., Ltd. and Ultima Investment Co., Ltd. Fu Yang is mainly engaged in the cable broadcasting business in Taiwan.

In the opinion of the directors, the investments in investment securities are worth at least their carrying values.

附註:

- 上市投資證券指在中策集團有限公司(「中策」)之14.55%(二零零二年:17.45%)權益,該公司於香港註冊成立,而其股份於聯交所上市。中策及其附屬公司主要從事製造、物業發展及投資、酒店經營、建築及相關業務、提供旅行團、運輸及其他相關業務。
- 非上市海外投資證券包括在富洋投資股份有限公司(「富洋」)之8.04%(二零零二年:16%)權益。富洋由青宇投資有限公司、強潤投資有限公司、精德投資有限公司及至尚投資有限公司合併而於二零零二年四月二十一日在台灣成立。富洋主要在台灣從事有線播放業務。

董事認為,在投資證券之投資最少相等於其賬面值。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

22. INVENTORIES

22. 存貨

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Raw materials	原材料	9,459	8,589
Work in progress	在製品	2,702	2,639
Finished goods	製成品	493,004	438,095
		505,165	449,323

Included above are raw materials of HK\$371,000 (2002: nil) and finished goods of HK\$104,422,000 (2002: HK\$66,359,000) which are carried at net realizable value.

上述存貨包括原材料371,000港元（二零零二年：零港元）及製成品104,422,000港元（二零零二年：66,359,000港元），已按其可變現淨值列賬。

23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款項

Included within trade and other receivables is a trade debtors balance of HK\$397,764,000 (2002: HK\$400,544,000). The Group allows an average credit period of one to two months to its trade customers.

貿易及其他應收款項包括397,764,000港元（二零零二年：400,544,000港元）之應收貿易款項結餘，本集團向其貿易客戶平均提供一至兩個月不等之信貸期。

The following is an aged analysis of trade debtors:

應收貿易款項賬齡分析如下：

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Not yet due	未到期	354,824	342,876
Overdue within one month	逾期少於一個月	26,561	32,241
Overdue between one to two months	逾期一至兩個月	6,916	13,876
Overdue more than two months	逾期超過兩個月	9,463	11,551
		397,764	400,544

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

24. TRADE AND OTHER PAYABLES

Included within trade and other payables is a trade creditors balance of HK\$632,561,000 (2002: HK\$588,161,000).

The following is an aged analysis of trade creditors:

24. 貿易及其他應付款項

貿易及其他應付款項包括632,561,000港元（二零零二年：588,161,000港元）之應付貿易款項結餘。

應付貿易款項賬齡分析如下：

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Not yet due	未到期	319,505	249,365
Overdue within one month	逾期少於一個月	99,484	46,734
Overdue between one to two months	逾期一至兩個月	35,422	73,392
Overdue more than two months	逾期超過兩個月	178,150	218,670
		632,561	588,161

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

25. BORROWINGS

25. 借款

		The Group		The Company	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		本集團		本公司	
		二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元
Borrowings comprise:	借款包括：				
Bank loans	銀行貸款	237,468	278,191	-	-
Other loans	其他貸款	180,000	297,000	165,000	226,000
		417,468	575,191	165,000	226,000
Analyzed as:	分析：				
Secured	有抵押	107,140	127,504	-	-
Unsecured	無抵押	310,328	447,687	165,000	226,000
		417,468	575,191	165,000	226,000
The above amounts bear interest at prevailing market rates and are repayable as follows:	上述款項須按現行市場利率計算利息，且須於以下年期償還：				
Within one year or on demand	一年內或於要求時	244,473	566,902	-	226,000
Between one and two years	一至兩年內	165,238	220	165,000	-
Between two and five years	兩至五年內	843	781	-	-
Over five years	超過五年	6,914	7,288	-	-
		417,468	575,191	165,000	226,000
Amount due within one year and shown under current liabilities	列入流動負債項下並於一年內到期之款項	(244,473)	(566,902)	-	(226,000)
Amount due after one year	一年後到期之款項	172,995	8,289	165,000	-

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

26. OBLIGATIONS UNDER FINANCE LEASES

26. 融資租約承擔

		Minimum lease payments		Present value of minimum lease payments	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		最低租約付款	最低租約付款	最低租約付款現值	最低租約付款現值
		二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元
The Group	本集團				
Amounts payable under finance leases:	融資租約承擔還款期：				
Within one year	一年內	1,181	2,930	1,113	2,851
In the second to fifth year inclusive	兩至五年內 (包括首尾兩年)	1,868	245	1,557	216
Over five years	超過五年	–	37	–	30
		3,049	3,212		
Less: Future finance charges	減：未來融資費用	(379)	(115)		
Present value of lease obligations	租約承擔現值	2,670	3,097	2,670	3,097
Less: Amount due for settlement within one year (shown under current liabilities)	減：一年內到期償還之款項 (列於流動負債項下)			(1,113)	(2,851)
Amount due for settlement after one year	一年後到期償還之款項			1,557	246

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term is 2 years. For the year ended March 31, 2003, the average effective borrowing rate was 12.51%. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

根據本集團之政策，本集團之若干裝置及設備乃根據融資租約租賃，平均租期為2年。截至二零零三年三月三十一日止年度，平均有效借貸利率為12.51%。利率乃於合約日期確定。所有租約均採用固定還款期還款，及並無就或然租賃款項簽訂任何安排。

本集團之融資租約承擔乃以出租人之出租資產作為抵押。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

27. SHARE CAPITAL

27. 股本

		Number of shares	Value HK\$'000
		股份數目	價值 千港元
Authorized:	法定股本：		
At April 1, 2001 and March 31, 2002 (HK\$0.025 each)	於二零零一年四月一日及二零零二年 三月三十一日 (每股0.025港元)	26,000,000,000	650,000
Consolidation of shares of 40 into 1	股份40合1	(25,350,000,000)	-
Adjustment of nominal value of shares	股份面值調整	64,350,000,000	-
Cancellation of shares	註銷股份	(45,000,000,000)	(450,000)
At March 31, 2003 (HK\$0.01 each)	於二零零三年三月三十一日 (每股面值0.01港元)	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足股本：		
At April 1, 2001 (HK\$0.025 each)	於二零零一年四月一日 (每股0.025港元)	6,431,180,290	160,780
Issue under scrip dividend scheme	以股代息發行	1,372,233	34
Exercise of warrants	行使認股權證	7,000	-
Shares repurchased and cancelled	購回及註銷股份	(20,502,000)	(513)
At March 31, 2002 (HK\$0.025 each)	於二零零三年三月三十一日 (每股0.025港元)	6,412,057,523	160,301
Exercise of warrants	行使認股權證	70,595	2
Consolidation and adjustment of nominal value of shares	股份面值合併及調整	(6,251,824,916)	(158,700)
At March 31, 2003 (HK\$0.01 each)	於二零零三年三月三十一日 (每股0.01港元)	160,303,202	1,603

(a) Pursuant to special resolutions passed in a special general meeting of the Company held on March 17, 2003:

- (i) the shares of the Company were consolidated on the basis that every 40 issued and unissued shares of HK\$0.025 each were consolidated into one share of HK\$1.00 each;
- (ii) the par value of the shares of the Company was reduced from HK\$1.00 per share to HK\$0.01 per share by the cancellation of HK\$0.99 paid up on each share;
- (iii) the par value of the authorized but unissued shares of the Company was sub-divided into shares of HK\$0.01 each; and the number of authorized but unissued shares was increased accordingly; and

(a) 根據本公司於二零零三年三月十七日舉行之股東特別大會上通過之特別決議案：

- (i) 本公司之股份按每40股每股0.025港元之已發行及未發行股份合併為一股每股1.00港元之股份之基準合併；
- (ii) 透過每股註銷0.99港元之繳足股本，將本公司之股份面值由每股1.00港元削減至每股0.01港元；
- (iii) 將本公司之法定但未發行股份之面值拆細為每股0.01港元之股份；法定但未發行之股份之數目相應增加；及

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

27. SHARE CAPITAL (continued)

- (iv) the authorized share capital of the Company was reduced from HK\$650,000,000 to HK\$200,000,000 by the cancellation of 45,000,000,000 shares of HK\$0.01 each.

- (b) During the year, 70,595 shares in the Company of HK\$0.025 each were issued upon the exercise of 70,595 warrants at a price of HK\$0.36 per share. The shares issued during the year rank pari passu with the then existing shares in all respects.

28. WARRANTS

In accordance with the conditions attaching to the warrants of the Company, each of the warrants confers rights to the registered holder to subscribe for one new share of the Company in cash at an adjusted subscription price of HK\$0.36 per share, subject to adjustment, at any time from the date of issue to April 3, 2002 (both days inclusive). On April 3, 2002, all of the remaining outstanding warrants, which entitled the registered holders to subscribe for 922,543,833 shares of HK\$0.025 each in the Company, lapsed.

Details of the exercise of the Company's warrants during the year are set out in note 27.

29. RESERVES

The Group

Included in the reserves of the Group are the Group's share of deficit of associates which amounted to HK\$63,611,000.

The contributed surplus of the Group at April 1, 2002 represented:

- (i) the credit arising from the transfer of the share premium account of the Group as at February 20, 1998 to the contributed surplus account of the Group;

- (ii) the credit arising from the reduction of the nominal value of the shares of the Company in 1999; and

27. 股本 (續)

- (iv) 透過註銷45,000,000,000股每股0.01港元之股份，將本公司之法定股本由650,000,000港元削減至200,000,000港元。

- (b) 年內，由於按每股0.36港元之價格行使70,595份認股權證，導致本公司發行每股0.025港元之股份70,595股。於年內發行之股份在各方面均與當時之股份享有同等權益。

28. 認股權證

根據本公司認股權證所附條件，每份認股權證均賦予其登記持有人權利，可自發行日期起至二零零二年四月三日（首尾兩天包括在內）期間任何時間按經調整之認購價每股0.36港元（可予調整）以現金認購本公司一股新股份。於二零零二年四月三日，賦予登記持有人認購922,543,833股本公司每股0.025港元之股份之權利之所有尚未行使認股權證失效。

有關於年內獲行使之本公司認股權證之詳情載於附註第27項。

29. 儲備

本集團

本集團應佔聯營公司之虧絀63,611,000港元已包括於本集團之儲備內。

本集團於二零零二年四月一日之實繳盈餘乃：

- (i) 本集團於一九九八年二月二十日將股份溢價賬轉撥往本集團之實繳盈餘賬所產生之進賬；

- (ii) 於一九九九年削減本公司股份面值所產生之進賬；及

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

29. RESERVES (continued)

- (iii) as reduced by amounts transferred to the deficit account to eliminate the deficit of the Group as at January 31, 2000 and January 31, 2001.

During the year, movements in the contributed surplus of the Group represented:

- (i) the entire amount of HK\$1,974,565,000 standing to the credit of share premium account of the Group as at February 19, 2003 be cancelled and such amount be transferred to the contributed surplus account of the Group; and the credit arising from the reduction of the nominal value of the shares of the Company from HK\$1.00 per share to HK\$0.01 per share by the cancellation of HK\$0.99 paid up on each share pursuant to special resolutions passed at a special general meeting of the Company on March 17, 2003.

Details of the cancellation of the share premium account and the reduction of the nominal value of the shares are set out in the circular of the Company dated February 21, 2003; and

- (ii) as reduced by an amount of HK\$460,000,000 transferred to the deficit account to eliminate the accumulated losses of the Company as at March 20, 2003 pursuant to a resolution passed at a meeting of the directors of the Company on March 20, 2003.

29. 儲備 (續)

- (iii) 減去轉撥往虧絀賬之款項，以抵銷本公司分別於二零零零年一月三十一日及二零零一年一月三十一日之虧絀。

年內，本集團之實繳盈餘變動乃：

- (i) 根據本公司於二零零三年三月十七日舉行之股東特別大會上通過之特別決議案，將於二零零三年二月十九日列於股份溢價賬進賬之1,974,565,000港元金額全部註銷及將該等金額轉撥入本集團之實繳盈餘賬內；及透過每股註銷0.99港元之繳足股本，將本公司之股份面值由每股1.00港元削減至每股0.01港元而產生進賬。

註銷股份溢價賬及削減股份面值之詳情，載於本公司於二零零三年二月二十一日刊發之通函；及

- (ii) 根據本公司於二零零三年三月二十日舉行之董事會議上通過之決議案，減去轉撥往虧絀賬內之460,000,000港元，以抵銷本公司於二零零三年三月二十日之累積虧損。

		Share premium HK\$'000 股份溢價 千港元	Contributed surplus HK\$'000 實繳盈餘 千港元	Capital redemption reserve HK\$'000 資本 贖回儲備 千港元	Retained profits (deficit) HK\$'000 保留溢利 (虧絀) 千港元	Total HK\$'000 總額 千港元
The Company	本公司					
At April 1, 2001	於二零零一年四月一日	1,975,353	437	592	32,131	2,008,513
Premium arising from issue of shares	發行股份所產生之溢價	109	-	-	-	109
Repurchase of shares	購回股份	(920)	-	-	-	(920)
Loss for the year	本年度虧損	-	-	-	(42,553)	(42,553)
Dividend paid	繳訖股息	-	-	-	(9,647)	(9,647)
At March 31, 2002	於二零零二年 三月三十一日	1,974,542	437	592	(20,069)	1,955,502
Premium arising from issue of shares	發行股份所產生之溢價	23	-	-	-	23
Transfer from share premium to contributed surplus	從股份溢價轉撥往 實繳盈餘	(1,974,565)	1,974,565	-	-	-
Transfer from contributed surplus to deficit	從實繳盈餘轉撥往虧絀	-	(460,000)	-	460,000	-
Reduction of nominal value of shares	削減股份面值	-	158,700	-	-	158,700
Loss for the year	本年度虧損	-	-	-	(414,040)	(414,040)
At March 31, 2003	於二零零三年 三月三十一日	-	1,673,702	592	25,891	1,700,185

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

29. RESERVES (continued)

The contributed surplus of the Company at April 1, 2002 represented:

- (i) the difference between the consolidated shareholders' funds of Hanny BVI at the date on which its shares were acquired by the Company, and the nominal amount of the Company's shares issued as consideration for the acquisition;
- (ii) the credit arising from the transfer of the share premium account of the Company as at February 20, 1998 to the contributed surplus account of the Company;
- (iii) the credit arising from the reduction of the nominal value of the shares of the Company in 1999; and
- (iv) as reduced by amounts transferred to the deficit account to eliminate the deficit of the Company as at January 31, 2000 and January 31, 2001.

During the year, movements in the contributed surplus of the Company represents:

- (i) the entire amount of HK\$1,974,565,000 standing to the credit of share premium account of the Company as at February 19, 2003 be cancelled and such amount be transferred to the contributed surplus account of the Company; and the credit arising from the reduction of the nominal value of the shares of the company from HK\$1.00 per share to HK\$0.01 per share by the cancellation of HK\$0.99 paid up on each share pursuant to special resolutions passed at a special general meeting of the Company on March 17, 2003; and
- (ii) as reduced by an amount of HK\$460,000,000 transferred to the deficit account to eliminate the accumulated losses of the Company as at March 20, 2003 pursuant to a resolution passed at a meeting of the directors of the Company on March 20, 2003.

29. 儲備 (續)

本公司於二零零二年四月一日之實繳盈餘乃：

- (i) 本公司收購Hanny BVI股份當日該公司之綜合股東資金與本公司作為收購代價所發行之股份面值之差額；
- (ii) 於一九九八年二月二十日將本公司之股份溢價賬轉撥至本公司之實繳盈餘賬所產生之進賬；
- (iii) 於一九九九年削減本公司股份面值所產生之進賬；及
- (iv) 減去轉撥往虧絀賬以抵銷本公司分別於二零零零年一月三十一日及二零零一年一月三十一日之虧絀。

年內，本公司之實繳盈餘變動乃：

- (i) 根據本公司於二零零三年三月十七日舉行之股東特別大會上通過之特別決議案，將於二零零三年二月十九日列於股份溢價賬進賬之1,974,565,000港元金額全部註銷及將該等金額轉撥入本公司之實繳盈餘賬內；及透過每股註銷0.99港元之繳足股本，將本公司之股份面值由每股1.00港元削減至每股0.01港元而產生進賬；及
- (ii) 根據本公司於二零零三年三月二十日舉行之董事會議上通過之決議案，減去轉撥往虧絀賬內之460,000,000港元，以抵銷本公司於二零零三年三月二十日之累積虧損。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

29. RESERVES (continued)

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

1. it is, or would after the payment be, unable to pay its liabilities as they become due; or
2. the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the directors, the Company's reserves available for distribution to its shareholders as at March 31, 2003 comprised its contributed surplus and retained profits amounting to HK\$1,673,702,000 and HK\$25,891,000 respectively. The Company had no reserves available for distribution to its shareholders as at March 31, 2002.

30. AMOUNT DUE TO A MINORITY SHAREHOLDER

The amount is unsecured, interest free and has no fixed terms of repayment. Repayment of the amount will not be demanded within one year of the balance sheet date and, accordingly, the amount is classified as non-current.

29. 儲備 (續)

依據百慕達一九八一年公司法(經修訂)，本公司之實繳盈餘可供分派予各股東。惟倘若出現以下情況，本公司不得從實繳盈餘宣派或派發股息或作出分派：

1. 現時或於作出派發後不能償還到期債務；或
2. 其資產之可變現價值會因此低於其債務及已發行股本與股份溢價賬之總額。

董事認為，於二零零三年三月三十一日，本公司可供分派予股東之儲備由實繳盈餘及保留溢利組成，分別為1,673,702,000港元及25,891,000港元。於二零零二年三月三十一日本公司無儲備可供分派。

30. 應付少數股東款項

該款項為無抵押、免息及無固定還款期。該款項將不會於結算日起計一年內要求償還，因此，該款項列為非流動負債。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

31. DISPOSAL OF SUBSIDIARIES

31. 出售附屬公司

		2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元
Net assets disposed of	出售資產淨值		
Trade receivables	應收貿易款項	15,000	—
Bank balance	銀行結存	2	—
Taxation	稅項	(13,027)	—
		1,975	—
Gain on disposal of subsidiaries	出售附屬公司之收益	25	—
Cash consideration	現金代價	2,000	—
Net cash inflow arising on disposal of subsidiaries:	出售附屬公司產生之現金流量淨額：		
Cash consideration	現金代價	2,000	—
Bank balance disposed of	出售銀行結存	2	—
		1,998	—

The subsidiaries disposed of during the year did not contribute significantly to the turnover and the results of the Group. The cash flow contributed or utilized by the subsidiaries disposed of during the year was not significant.

年內所出售之附屬公司對本集團之營業額及業績並無作出重大貢獻。年內所出售之附屬公司所貢獻或動用之現金流量並不重大。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

32. MAJOR NON-CASH TRANSACTIONS

- (a) During the year, the Group entered into finance lease arrangement in respect of property, plant and equipment with a capital value at the inception of the leases HK\$2,990,000 (2002: nil).
- (b) During the year, the Group acquired additional shareholding in a subsidiary for a consideration of HK\$278,320,000 which was set off by the assignments of short-term loans receivable of HK\$260,578,000. The remaining consideration of HK\$17,742,000 was unsettled as at March 31, 2003.

32. 主要非現金交易

- (a) 年內，本集團訂立物業、機器及設備之融資租約安排，於訂立租約時之資本值為2,990,000港元（二零零二年：零港元）。
- (b) 年內，本集團收購一間附屬公司之額外股權，代價為278,320,000港元，以轉讓應收短期貸款260,578,000港元支付。17,742,000港元之代價餘款於二零零三年三月三十一日尚未清償。

33. UNPROVIDED DEFERRED TAXATION

At the balance sheet date, the major components of the potential deferred tax asset (liability) not recognized (provided) are as follows:

33. 未撥備遞延稅項

於結算日，並未確認（撥備）之潛在遞延稅務資產（負債）之主要組成項目如下：

	The Group		The Company	
	2003	2002	2003	2002
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	本集團	本公司	本公司	本公司
	二零零三年	二零零二年	二零零三年	二零零二年
	千港元	千港元	千港元	千港元
Tax effect of timing differences attributable to:	因下列各項所產生時差於稅務上之影響：			
Unutilized tax losses	61,059	89,513	7,056	10,198
Difference between tax allowances and depreciation	(10,976)	(10,995)	-	-
	50,083	78,518	7,056	10,198

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

33. UNPROVIDED DEFERRED TAXATION (continued)

The amount of the potential deferred tax (charge) credit for the year is as follows:

33. 未撥備遞延稅項 (續)

本年度貿易業務產生之潛在遞延稅務(支出)撥回額如下:

	The Group		The Company	
	2003	2002	2003	2002
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	本集團		本公司	
	二零零三年	二零零二年	二零零三年	二零零二年
	千港元	千港元	千港元	千港元
Tax effect of timing differences attributable to:				
Tax loss (utilized) arising	(28,454)	14,335	(3,142)	2,075
Difference between tax allowances and depreciation	19	169	-	-
	(28,435)	14,504	(3,142)	2,075

The net potential deferred tax asset attributable to trading activities has not been recognized in the financial statements as it is not certain that the net deferred tax benefit will crystallize in the foreseeable future.

由於不能確定遞延稅務利益淨額會否在可見之將來實現，因此貿易業務應佔之潛在遞延稅務資產淨額並無在財務報表中確認。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

34. CONTINGENT LIABILITIES

34. 或然負債

	The Group		The Company	
	2003	2002	2003	2002
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	本集團		本公司	
	二零零三年	二零零二年	二零零三年	二零零二年
	千港元	千港元	千港元	千港元
Amounts utilized in respect of guarantees given to banks and other financial institutions for facilities granted to:				
subsidiaries	-	-	164,369	136,788
an investee company	-	9,366	-	9,366
an outsider	11,674	-	11,674	-
Amounts utilized in respect of guarantees given to banks and other financial institutions for leasing of a subsidiary				
	-	-	-	2,750
	11,674	9,366	176,043	148,904

At March 31, 2002, certain of the margin clients' securities with an aggregate market value of HK\$516,779,000 were pledged to a bank to secure general banking facilities for a subsidiary.

於二零零二年三月三十一日，為使一間附屬公司取得一般銀行信貸，若干總市值為516,779,000港元之孖展客戶之證券被用作抵押。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

35. CAPITAL COMMITMENTS

35. 資本承諾

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Capital expenditure contracted for but not provided in the financial statements in respect of the acquisition of:	就下列收購已訂約惟並無在財務報表上作出準備之資本性開支：		
An associate	一間聯營公司	-	219,732
Property, plant and equipment	物業、機器及設備	-	83
		-	219,815

The Company had no significant capital commitments at the balance sheet date.

本公司於結算日概無重大之資本承諾。

36. OPERATING LEASE COMMITMENTS

36. 營運租約承諾

The Group as lessee

本集團作為承租人

		The Group	
		2003	2002
		HK\$'000	HK\$'000
		本集團	
		二零零三年	二零零二年
		千港元	千港元
Minimum lease payments paid under operating leases during the year:	年內，根據營運租約而支付之最低租金：		
Land and buildings	土地及樓宇	24,209	25,452
Others	其他	2,959	215
		27,168	25,667

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

36. OPERATING LEASE COMMITMENTS (continued)

The Group as lessee (continued)

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2003		2002	
	Land and buildings	Others	Land and buildings	Others
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零零三年		二零零二年	
	土地及樓宇	其他	土地及樓宇	其他
	千港元	千港元	千港元	千港元
Operating leases which expire:	營運租約之屆滿年期為：			
Within one year	19,403	2,594	9,320	2,386
In the second to fifth year inclusive	50,733	3,018	24,297	3,722
Over five years	34,437	–	62,490	–
	104,573	5,612	96,107	6,108

Leases are negotiated for the range of one to ten years and rentals are fixed over the terms of the leases.

The Company had no operating lease commitments at the balance sheet date.

The Group as lessor

Property rental income earned during the year was HK\$4,754,000 (2002: HK\$4,536,000). Certain of the properties held have committed tenants for the next eleven years.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

	2003		2002	
	HK\$'000		HK\$'000	
	二零零三年		二零零二年	
	千港元		千港元	
Within one year	2,662	2,361		
In the second to fifth year inclusive	9,780	9,446		
Over five years	12,057	14,168		
	24,499	25,975		

36. 營運租約承諾 (續)

本集團作為承租人 (續)

於結算日，本集團尚有若干根據不可撤銷之營運租約之承諾，該等未來最低租約付款之到期日如下：

租約於一年至十年內商議一次，而租金在租約期內固定。

本公司於結算日並無任何營運租約承諾。

本集團作為出租人

年內，物業租金收入為4,754,000港元（二零零二年：4,536,000港元）。持有之若干物業已交付予租戶未來十年內使用。

於結算日，本集團已與租戶訂立以下未來最低租約付款：

37. SHARE OPTIONS SCHEMES

The Company's share option scheme was adopted on August 21, 2001 (the "2001 Share Option Scheme") for the primary purpose of providing incentives to the employees of the Group and will expire on August 20, 2011. Under the 2001 Share Option Scheme, the board of directors of the Company may grant options to eligible employees including the directors (but excluding independent non-executive directors) of the Company and the directors of any of the subsidiaries of the Company to subscribe for shares in the Company.

Pursuant to a resolution passed at a special general meeting of the Company on March 17, 2003, the Company has terminated the 2001 Share Option Scheme and adopted a new share option scheme (the "2003 Share Option Scheme"). Under the 2003 Share Option Scheme, the board of directors of the Company may grant options to directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters and service providers of any members of the Group who the board of directors considers have contributed or will contribute or can contribute to the Group. The purpose of the Scheme is to provide participants with the opportunity to acquire proprietary interests in the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefits of the Group and its shareholders as a whole.

The maximum number of shares in respect of which options may be granted under the 2003 Share Option Scheme shall not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme.

At March 31, 2003, the number of shares in respect of which options had been granted and remained outstanding under the 2001 Share Option Scheme was 16,000,000 (2002: 16,000,000 after adjusted for the effect of the consolidation of the Company's shares), representing 9.98% (2002: 9.98% after adjusted for the effect of the consolidation of the Company's shares) of the shares of the Company in issue at that date. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1 percent of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent

37. 購股權計劃

本公司於二零零一年八月二十一日採納其購股權計劃（「二零零一年購股權計劃」），旨在鼓勵本集團之僱員，並將於二零一一年八月二十日屆滿。根據二零零一年購股權計劃，本公司董事會可向本公司合資格僱員，包括任何董事（但不包括獨立非執行董事）及本公司任何附屬公司董事授出購股權，以認購本公司股份。

根據本公司於二零零三年三月十七日舉行之股東特別大會上通過之決議案，本公司已終止二零零一年購股權計劃並採納一項新購股權計劃（「二零零三年購股權計劃」）。根據二零零三年購股權計劃，本公司董事會可向本集團董事及僱員，以及董事會認為曾經或將會或能夠對本集團作出貢獻之本集團任何諮詢人、顧問、分銷商、承判商、供應商、代理人、客戶、業務夥伴、合營企業業務夥伴、發起人、服務供應商授出購股權。該計劃旨在向參與者提供購入本集團股份權益之機會，並鼓勵參與者致力以本集團及其股東之整體利益為依歸，促進本集團及其股份之價值。

根據二零零三年購股權計劃授出之全部購股權獲行使時可能發行之股份數目上限，將不得超過本公司於批准新購股權計劃日期之已發行股本之10%。

於二零零三年三月三十一日，根據二零零一年購股權計劃已授出及尚未行使之購股權所涉及之股份數目為16,000,000股（二零零二年：16,000,000股，已就本公司股份合併之影響作出調整），佔當日本公司之已發行股份之9.98%（二零零二年：9.98%，已就本公司股份合併之影響作出調整）。除非獲得本公司股東事先批准，否則向個別人士授出之購股權所涉及之股份數目上限，於任何一年期間不得超過本公司已發行股份之1%。向主要股東或獨立非

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

37. SHARE OPTIONS SCHEMES (continued)

non-executive directors in excess of 0.1 percent of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time from the date on which the option is accepted to the tenth anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company shares on the date of grant or the average closing price of the shares for the five business days immediately preceding the date of grant or the nominal value of the share of the Company.

The following tables disclose details of the Company's share options granted under 2001 Share Option Scheme held by employees (including directors) of the Company on such holdings during the year:

37. 購股權計劃 (續)

執行董事授出之購股權如超過本公司股本之0.1%，或其價值超過5,000,000港元，亦須獲得本公司股東之事先批准。

購股權須自授出日期起28日內，藉支付每份購股權1港元之代價而接納。購股權可自接納日期起，至授出日期起計10年內隨時行使。行使價由本公司董事釐定，惟不得低於下列三者中之最高者：本公司股份於授出日期之收市價；股份於緊接授出日期前五個營業日之平均收市價；及本公司股份面值。

下表披露年內本公司僱員（包括董事）持有根據二零零一年購股權計劃授出之本公司購股權詳情：

Date of grant	Exercisable period	Exercise price HK\$ (note b)	Number of share options Adjustment due to consolidation of the Company's shares		Outstanding at 3.31.2003
			Outstanding at 4.1.2002	購股權數目 因本公司股份 合併而調整	
授出日期	行使期	行使價 港元 (附註 b)	於二零零二年 四月一日 尚未行使		於二零零三年 三月三十一日 尚未行使
Directors: (note a) 董事： (附註 a)					
8.31.2001 二零零一年 八月三十一日	8.31.2001 to 8.30.2006 二零零一年八月三十一日至 二零零六年八月三十日	2.9888	460,000,000	(448,500,000)	11,500,000
Employees: 僱員：					
8.31.2001 二零零一年 八月三十一日	8.31.2001 to 8.30.2006 二零零一年八月三十一日至 二零零六年八月三十日	2.9888	180,000,000	(175,500,000)	4,500,000
			640,000,000	(624,000,000)	16,000,000

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

37. SHARE OPTIONS SCHEMES (continued)

Notes:

- An employee who held 70,000,000 share options as at April 1, 2002 has been appointed as a director of the Company during the year.
- The exercise price of the share options was adjusted from HK\$0.07472 to HK\$2.9888 after the consolidation of the Company's shares during the year as set out in note 27.

37. 購股權計劃 (續)

附註：

- 一名於二零零二年四月一日持有70,000,000份購股權之僱員已於年內獲委任為本公司董事。
- 本公司股份於年內合併後（詳情載於附註第27項），購股權之行使價已由0.07472港元調整為2.9888港元。

Date of grant	Exercisable period	Exercise price HK\$	Outstanding at 4. 1.2001	Number of share options		Outstanding at 3.31.2002
				Granted during the year	Expired during the year	
授出日期	行使期	行使價 港元	於二零零一年 四月一日 尚未行使	購股權數目		於二零零二年 三月三十一日 尚未行使
				年內授出	年內到期	
Directors:						
董事：						
1.27.2000 二零零零年 一月二十七日	1.27.2000 – 11.27.2001 二零零零年一月二十七日至 二零零一年十一月二十七日	0.70900	178,500,000	–	(178,500,000)	–
8.14.2000 二零零零年 八月十四日	8.14.2000 – 11.27.2001 二零零零年八月十四日至 二零零一年十一月二十七日	0.26800	72,000,000	–	(72,000,000)	–
8.31.2001 二零零一年 八月三十一日	8.31.2001 – 8.30.2006 二零零一年八月三十一日至 二零零六年八月三十日	0.07472	–	390,000,000	–	390,000,000
			250,500,000	390,000,000	(250,500,000)	390,000,000
Employees:						
僱員：						
1.27.2000 二零零零年 一月二十七日	1.27.2000 – 11.27.2001 二零零零年一月二十七日至 二零零一年十一月二十七日	0.70900	40,500,000	–	(40,500,000)	–
8.14.2000 二零零零年 八月十四日	8.14.2000 – 11.27.2001 二零零零年八月十四日至 二零零一年十一月二十七日	0.26800	55,500,000	–	(55,500,000)	–
8.31.2001 二零零一年 八月三十一日	8.31.2001 – 8.30.2006 二零零一年八月三十一日至 二零零六年八月三十日	0.07472	–	250,000,000	–	250,000,000
			96,000,000	250,000,000	(96,000,000)	250,000,000
			346,500,000	640,000,000	(346,500,000)	640,000,000

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

37. SHARE OPTIONS SCHEMES (continued)

No options has been granted or agreed to be granted under the 2003 Share Option Scheme since its adoption.

38. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund (“MPF”) scheme for qualifying employees of the Company and its subsidiaries in Hong Kong. The assets of the MPF scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The Group also operates various retirement benefit schemes for qualifying employees of its overseas subsidiaries, including subsidiaries in the United Kingdom, United States of America and Singapore. The assets of the retirement benefit schemes are held separately from those of the Group, in funds under control of trustees. The Group contributes 4% to 10% of the relevant payroll costs to the schemes, which contribution is matched by employees.

The Group’s employees who are employed by subsidiaries in the PRC are members of the state-managed retirement benefit scheme operated by the PRC government. These subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

39. PLEDGE OF ASSETS

At the balance sheet date, the following assets were pledged by the Group and the Company to secure banking and other financing facilities:

37. 購股權計劃 (續)

二零零三年購股權計劃自採納以來概無授出或同意授出任何購股權。

38. 退休福利計劃

本集團為本公司及其香港附屬公司之合資格僱員推行強制性公積金（「強積金」）計劃。強積金計劃資產在信託人控制下與本集團之資金分開持有。本集團就有關工資成本之5%向該計劃供款，與僱員之供款額相同。

本集團亦為其海外附屬公司（包括位於英國、美利堅合眾國及新加坡之附屬公司）之合資格僱員推行各種退休福利計劃。退休福利計劃資產在信託人控制下與本集團之資金分開持有。本集團就有關工資成本之4至10%向該等計劃供款，與僱員之供款額相同。

受僱於中國之附屬公司之本集團僱員為中國政府所推行之國家管理恩俸計劃成員。該等附屬公司須將工資若干百分比作為該退休福利計劃之供款。本集團對該退休福利計劃之承擔僅為作出特定之供款。

39. 資產抵押

於結算日，本集團及本公司將下列資產作為銀行及其他融資信貸之抵押：

		The Group		The Company	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		本集團	本公司	本公司	本公司
		二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元
Trade and other receivables	貿易及其他應收款項	174,431	153,094	-	-
Listed securities of an associate	一間聯營公司之上市證券	59,148	-	-	-
Inventories	存貨	39,162	33,254	-	-
Land and buildings	土地及樓宇	30,818	26,560	-	-
Bank deposits	銀行存款	19,226	91,800	-	-
Investments in securities	證券投資	944	1,449	944	1,449
		323,729	306,157	944	1,449

40. POST BALANCE SHEET EVENT

On July 8, 2003, the respective boards of directors of the Company and Paul Y. – ITC Construction Holdings Limited announced that their respective subsidiaries (the “Offerors”), through Kingsway SW Securities Limited (“Kingsway”), will make a voluntary conditional cash offer (the “Offer”) at the price of HK\$0.10 for each share of CSHL and HK\$0.001 for each warrant of CSHL respectively, other than those shares and warrants of CSHL presently owned by the Offerors and parties acting in concert with the Offerors, and to cancel all outstanding share options of CSHL at HK\$0.001 per share option.

Shares and warrants of CSHL to be acquired by Kingsway, on behalf of the Offerors, during the Offer will be distributed to the Offerors in equal proportion. The Offer is conditional upon the Offerors having received acceptances in respect of voting rights attached to shares of CSHL which, together with any voting rights acquired or agreed to be acquired before or during the Offer, will result in the Offerors and any parties acting in concert with them in aggregate holding more than 50% of the voting rights attaching to the shares of CSHL.

After the purchase on July 9, 2003, the Offerors and their concert parties are interested in 291,675,000 shares of CSHL, representing approximately 35.16% of the issued share capital of CSHL, thus triggering a mandatory offer during the offer period of a voluntary offer under Rule 26 of The Hong Kong Code on Takeovers and Mergers.

The Offerors have notified CSHL that, to make the offer price for each share of CSHL under the Offer more attractive to the shareholders of CSHL, the offer price for each share of CSHL under the Offer is to be increased from HK\$0.10 to HK\$0.139, representing an increase of 39%. The Offer will be adjusted accordingly. Save for the above, no other changes to the Offer are currently being made.

The transactions have not yet been completed at the date of this report. Details of these transactions are set out in the announcements of the Company published on July 9, 2003 and July 22, 2003.

40. 結算日後事項

於二零零三年七月八日，本公司及保華德祥建築集團有限公司各自之董事會宣佈，其各自之附屬公司（「收購人」）透過滙富證券有限公司（「滙富」），將提出自願有條件現金收購建議（「收購建議」），作價分別為每股中策股份0.10港元及每份中策認股權證0.001港元，不包括收購人及與收購人一致行動人士現時擁有之中策股份及認股權證，以及按0.001港元之價格註銷所有尚未行使之中策購股權。

滙富代表收購人於收購建議期間收購之中策股份及認股權證，將以相等比例分派予收購人。收購建議須待收購人已接獲中策股份附帶之投票權，連同於收購建議前或期間已收購或同意將予收購之任何投票權之接納，將導致收購人及與其一致行動人士合共持有附帶投票權之中策股份超過50%後，方可作實。

於二零零三年七月九日進行收購後，收購人及彼等之一致行動人士擁有291,675,000股中策股份之權益，佔中策已發行股本約35.16%。因此，根據香港公司收購及合併守則第26條，此項收購觸發自願收購期內之強制性收購。

收購人已知會中策，為了令收購建議下每股中策股份之收購價對中策股東更具吸引力，故收購建議下每股中策股份之收購價將由0.10港元提高至0.139港元，增幅為39%。收購建議亦會相應作出調整。除上述外，目前並無對收購建議作出任何改變。

於本年報之日期，交易尚未完成。交易詳情載於本公司於二零零三年七月九日及二零零三年七月二十二日刊發之公告。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

41. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the year, the Group had significant transactions with the following related parties, together with balances with them as at the balance sheet date, details of which are as follows:

41. 與有關連人士進行交易及所存之結餘

本集團於年內與下列有關連人士進行之重大交易之詳情連同於結算日在該等人士所存之結餘如下：

		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
Substantial shareholder and its associates:	主要股東及其聯繫人士：		
Interest paid and payable by the Group (note a)	本集團繳訖及應付之利息 (附註 a)	9,857	28,485
Interest received and receivable by the Group (note a)	本集團已收及應收之利息 (附註 a)	4,789	-
Acquisition of property, plant and equipment (note d)	收購物業、機器及設備 (附註 d)	3,000	-
Management fee income (note d)	管理費收入 (附註 d)	5,256	-
Loans advanced to the Group during the year (note a)	年內向本集團墊支之貸款 (附註 a)	172,000	124,000
Loans advanced by the Group during the year (note a)	年內由本集團墊支之貸款 (附註 a)	224,875	-
Balances due by the Group at end of the year (note a)	於年終時本集團所欠之款項 (附註 a)	168,339	59,436
Balances due to the Group at end of the year (note a)	於年終時本集團應收之款項 (附註 a)	71,793	-
Associates:	聯營公司：		
Purchase of finished goods (note b)	購買製成品 (附註 b)	76,894	662,771
Sales of finished goods (note b)	銷售製成品 (附註 b)	3,566	-
Interest received and receivable by the Group (note a)	本集團已收及應收利息 (附註 a)	639	2,540
Rental expenses (note c)	租賃費用 (附註 c)	2,524	4,481
Management fee income (note d)	管理費收入 (附註 d)	9,336	-
Loans advanced by the Group during the year (note a)	年內由本集團墊支之貸款 (附註 a)	6,400	31,005
Trade payable due by the Group at end of the year	本集團於年終時所欠之應付貿易款項	-	45,910

Details of balances with associates at the balance sheet date are set out in note 20.

於結算日在聯營公司之結餘詳情載於附註第20項。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

41. TRANSACTIONS AND BALANCES WITH RELATED PARTIES (continued)

Notes:

- a. The loans advanced to/by and the balances due by/to the Group are unsecured, bear interest at prevailing market rates and repayable in accordance with the respective loan agreements, if any.
- b. The transactions were carried out at cost plus a percentage profit mark-up.
- c. The transactions were carried out at terms by reference to market prices of similar transactions.
- d. The transactions were determined based on terms mutually agreed by the parties concerned.

In addition, certain of banking and other facilities of the Group were secured by personal guarantee from a director of the Company, to the extent of HK\$6,306,000 (2002: nil).

Save as disclosed above, there were no other significant transactions with related parties during the year or significant balances with them at the balance sheet date.

41. 與有關連人士進行交易及所存之結餘 (續)

附註：

- a. 向／由本集團墊支之貸款及本集團所欠／應收之款項均為無抵押，按當時市場利率計息以及根據其各自貸款協議（若有）所述年期償還。
- b. 該等交易乃按成本值加一個溢利百分比而進行。
- c. 該等交易乃根據同類交易之市價而進行。
- d. 該等交易乃按有關雙方共同同意之條款釐定。

此外，由本公司一名董事之個人擔保擔保之本集團若干銀行及其他融資達6,306,000港元（二零零二年：零港元）。

除上文所披露者外，本集團於年內並無與有關連人士進行任何重大交易或於結算日時與該等人士存有重大結餘。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND AN ASSOCIATE

Details of the Company's principal subsidiaries at March 31, 2003 are as follows:

42. 主要附屬公司及一間聯營公司之詳情

本公司各主要附屬公司於二零零三年三月三十一日之詳情如下：

Name of subsidiary	Place of incorporation or registration/ operation	Issued and fully paid share capital or contributed capital	Proportion of equity interest held by the Company	Principal activities
附屬公司名稱	註冊成立或登記／ 營運地點	已發行及繳足 股本或實繳資本	本公司應佔 股本權益比例 %	主要業務
Cyber Business Network (Singapore) Pte Ltd	Singapore	S\$4,444,445	54	Development of information technology and e-business consulting
Cyber Business Network (Singapore) Pte Ltd	新加坡	4,444,445坡元	54	開發資訊科技及電子商貿顧問服務
Hanny Magnetics (B.V.I.) Limited	The British Virgin Islands ("B.V.I.")	HK\$40,000,000 ordinary shares	100	Investment holding
Hanny Magnetics (B.V.I.) Limited	英屬處女群島	HK\$8,000,000 preference shares 40,000,000港元普通股份 8,000,000港元優先股份	100	投資控股
Hanny Magnetics Limited	Hong Kong	HK\$1,100,000,200 ordinary shares HK\$6,000,000 5% non-voting deferred shares (note a)	100	Investment holding and trading in and marketing of computer media products and related peripherals and accessories
錦興磁訊有限公司	香港	1,100,000,200港元普通股份 6,000,000港元5%無投票權遞延股份 (附註 a)	100	投資控股及買賣及推銷電腦媒體產品及有關週邊產品及配件
Hanny Magnetics (Zhuhai) Limited (note b)	PRC	HK\$686,072,148	100	Manufacturing of magnetic media products
威望(珠海)磁訊有限公司(附註 b)	中國	686,072,148港元	100	生產磁訊媒體產品
Memorex Products Europe Limited	United Kingdom	GBP2	67.08	Trading in and distribution of computer media products and audio and video products
Memorex Products Europe Limited	英國	2英鎊	67.08	買賣及分銷電腦媒體產品及影音產品

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND AN ASSOCIATE (continued)

42. 主要附屬公司及一間聯營公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營運地點	Issued and fully paid share capital or contributed capital 已發行及繳足股本或實繳資本	Proportion of equity interest held by the Company 本公司應佔股本權益比例 %	Principal activities 主要業務
Memorex Canada Ltd.	Canada	CAD2	67.08	Trading in and distribution of computer media products and audio and video products
Memorex Canada Ltd.	加拿大	2加元	67.08	買賣及分銷電腦媒體產品及影音產品
Memorex International Inc.	B.V.I./ United States of America ("U.S.A.")	US\$1,000,000	67.08	Investment holding and holding of trademarks licenses
Memorex International Inc.	英屬處女群島/ 美利堅合眾國 (「美國」)	1,000,000美元	67.08	投資控股及持有商標許可證
Memorex Products, Inc.	U.S.A.	US\$79,001,000	67.08	Trading in and distribution of computer media products and audio and video products
Memorex Products, Inc.	美國	79,001,000美元	67.08	買賣及分銷電腦媒體產品及影音產品
Rich Life Holdings Pte Limited	Singapore	S\$2	100	Investment holding
Rich Life Holdings Pte Limited	新加坡	2坡元	100	投資控股
Well Orient Limited 威倫有限公司	Hong Kong 香港	HK\$2 2港元	100 100	Investment holding 投資控股

Notes:

- The holders of the 5% non-voting deferred shares are not entitled to receive notice of or to attend or vote at any general meeting of the company. The non-voting deferred shares practically carry no rights to dividends or to participate in any distribution on winding up.
- The company is registered in the form of wholly-owned foreign investment enterprise.

The Company directly holds the interest in Hanny BVI, all other interests above are indirectly held by the Company.

附註:

- 5%無投票權遞延股份之持有人無權收取該公司任何股東大會之通告或出席大會或於會上投票。無投票權遞延股份並無附有任何權利獲派股息或在清盤時獲得任何分派。
- 該公司以外資全資企業形式登記。

本公司直接持有Hanny BVI之權益，上述所有其他權益均由本公司間接持有。

Notes to the Financial Statements (continued) 財務報表附註 (續)

For the year ended March 31, 2003 截至二零零三年三月三十一日止年度

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND AN ASSOCIATE (continued)

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

Details of the Group's principal associate which was held indirectly by the Company at March 31, 2003 are as follows:

42. 主要附屬公司及一間聯營公司之詳情 (續)

以上各附屬公司於年終或年內任何時間，概無任何未償還債務證券。

本集團之主要聯營公司（由本公司間接持有）於二零零三年三月三十一日之詳情如下：

Name of associate	Place of incorporation/ operation	Proportion of equity interest attributable to the Group %	Principal activity
聯營公司名稱	註冊成立／營運地點	本集團應佔 股本權益比例 %	主要業務
Provisions Suppliers Corporation Limited	Singapore	27.45	Supply of household consumer products
普威聯營有限公司	新加坡	27.45	供應家用消費產品

The above tables list the subsidiaries and an associate of the Group which, in the opinion of the directors, principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group at the end of the year. To give details of other subsidiaries and associates would, in the opinion of the directors, result in particulars of excessive length.

上表列載之本集團附屬公司及一間聯營公司，乃董事認為主要影響本集團年內之業績或構成本集團年終資產淨值重大部份之公司。董事認為，詳載其他附屬公司及聯營公司會導致篇幅過於冗長。