

董事會報告書

Directors' Report

董事謹提呈截至二零零三年三月三十一日止年度的年報及經審核財務報表。

主要業務

本公司乃一間投資控股公司。本公司之主要附屬公司截至二零零三年三月三十一日的主要業務，乃載於財務報表附註31。

業績及分派

截至二零零三年三月三十一日止年度本集團的業績，載於年報第19頁綜合收入報表。

年內，本公司派付二零零二年度末期股息每股0.3港仙及二零零三年度中期股息每股0.23港仙予股東。董事會建議派發二零零三年度末期股息每股0.57港仙予名列二零零三年九月十七日之股東名冊上之股東。

投資物業及產業、廠房及機器設備

年內，本集團斥資11,737,000港元用於購買產業、廠房及機器設備，以擴充本集團的業務。

本集團的投資物業及租賃土地與樓宇於二零零三年三月三十一日重新估值。因重估投資物業及租賃土地與樓宇而產生的虧絀，已在綜合收入報表中扣除。

上述變動及本集團的投資物業及產業、廠房及機器設備於年內其他變動的詳情，乃分別載於財務報表附註12及附註13。

集團之投資物業摘要乃載於年報第56頁。

The directors present their annual report and the audited financial statements for the year ended 31st March, 2003.

Principal Activities

The Company is an investment holding company. The principal activities of the Company's principal subsidiaries as at 31st March, 2003 are set out in note 31 to the financial statements.

Results And Appropriations

The results of the Group for the year ended 31st March, 2003 are set out in the consolidated income statement on page 19 of the annual report.

During the year, the Company paid a 2002 final dividend of HK0.3 cent per share and a 2003 interim dividend of HK0.23 cent per share to shareholders. The directors recommend the payment of a 2003 final dividend of HK0.57 cent per share payable to shareholders whose name appeared on the register of members on 17th September, 2003.

Investment Properties and Property, Plant and Equipment

During the year, the Group spent HK\$11,737,000 on the acquisition of property, plant and equipment for the purpose of expanding the Group's business.

The investment properties and leasehold land and buildings of the Group were revalued on 31st March, 2003. The deficit arising on revaluation of investment properties and leasehold land and buildings have been charged to the consolidated income statement.

Details of these and other movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 12 and 13 to the financial statements, respectively.

A summary of the investment properties of the Group is set out on page 56 of the annual report.

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股本

本公司股本之詳情，乃載於財務報表附註20。

董事

本公司於年內及截至本報告日期的董事為：

執行董事

鄭鐘文先生 (主席兼董事總經理)
林玉森女士

獨立非執行董事

鄭宗豪先生
楊威德先生

根據本公司章程細則第108(A)條及第112條，鄭宗豪先生須於即將舉行的股東週年大會輪值告退，惟彼願膺選連任。

各獨立非執行董事的任期，乃直至其根據本公司章程細則輪值告退為止。

董事的服務合約

各執行董事均已和本公司訂立服務合約，由一九九九年四月一日開始，初步為期三年，其後將繼續生效，直至由其中一方向另一方發出三個月的事先書面通知予以終止為止。

除上文所披露者外，擬於即將舉行的股東週年大會上連任的董事，概無與本公司或其任何附屬公司訂立不可由本集團於一年內不付賠償(法定賠償除外)而終止的任何服務合約。

Share Capital

Details of the share capital of the Company are set out in note 20 to the financial statements.

Directors

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

Executive directors

Mr. Cheng Chung Man, Johnny (*Chairman and Managing Director*)
Ms. Lam Yuk Sum

Independent non-executive directors

Mr. Cheng Chung Hoo
Mr. Yang Wei Tak

In accordance with clauses 108(A) and 112 of the Company's Articles of Association, Mr. Cheng Chung Hoo retires at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

The term of office of each independent non-executive director is the period up to his retirement by rotation in accordance with the Company's Articles of Association.

Directors' Service Contracts

Each of the executive directors has entered into a service agreement with the Company for an initial period of three years, commencing on 1st April, 1999 which will continue thereafter until terminated by either party by three months' prior written notice.

Save as disclosed above, none of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事會報告書

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董事及高級管理人員簡歷

執行董事

鄭鐘文先生，46歲，本集團主席兼董事總經理。彼於一九八四年成立本集團，負責本集團的整體策劃及制訂公司政策。鄭先生在服裝分銷及生產業務方面擁有逾19年經驗。

林玉森女士，43歲，執行董事，負責整體策劃及本集團的採購管理，以及設計與產品發展的工作。彼於一九八七年加入本集團，於時裝設計及製衣業擁有逾16年經驗。彼為鄭先生的妻子。

獨立非執行董事

鄭宗豪先生，66歲，非執行董事。彼自一九七五年以來一直為一間時裝貿易及物業發展公司的董事總經理。彼出任一間物業投資公司的董事總經理一職已有逾4年時間。

楊威德先生，73歲，非執行董事。彼於國際貿易方面擁有逾40年經驗，其擔任一家出入口公司的董事總經理一職已有逾28年時間。

高級管理人員

黃智英女士，34歲，本集團財務總監，亦為本公司的秘書。黃女士於一九九六年七月加入本集團前，曾任職於一家國際會計師行約四年時間。彼持有香港城市大學會計學學士學位。彼為英國公認會計師公會資深會員及香港會計師公會會員。

購股權計劃

本公司購股權計劃(「現有計劃」)之詳情，乃載於財務報表附註27。該購股權計劃獲採納以來，本公司概無授出或同意授出購股權。

在應屆股東週年大會上即將向本公司股東提呈決議案以(1)終止現有計劃及(2)採納新購股權計劃。

董事確認，彼等將不會進一步行使彼等之權力以根據現有計劃授出購股權，並將不會在股東週年大會上終止現有計劃及批准採納新購股權計劃前根據該計劃再進一步授出購股權。

Directors, Senior Management Biographies

Executive directors

Mr. CHENG Chung Man, Johnny, aged 46, is the chairman and managing director of the Group. He established the Group in 1984 and is responsible for the overall strategic planning and formulation of corporate policies of the Group. Mr. Cheng has over 19 years of experience in the apparel distribution and manufacturing business.

Ms. LAM Yuk Sum, aged 43, is an executive director responsible for the overall strategic planning as well as the Group's merchandising management and design and development. She joined the Group in 1987 and has over 16 years of experience in fashion design and garment industry. She is the wife of Mr. Cheng.

Independent non-executive directors

Mr. CHENG Chung Hoo, aged 66, is a non-executive director. Since 1975, he has been a managing director of a fashion trading and property development company. He has also been a managing director of a property investment company over 4 years.

Mr. YANG Wei Tak, aged 73, is a non-executive director. He has over 40 years of experience in international trading and has been a managing director of an import and export company over 28 years.

Senior management

Ms. WONG Chi Ying, aged 34, is the financial controller of the Group and also the secretary of the Company. Prior to joining the Group in July 1996, Ms. Wong worked in an international accounting firm for about four years. She holds a bachelor degree in accountancy from the City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member of the Hong Kong Society of Accountants.

Share Option Scheme

Particulars of the Company's share option scheme (the "Existing Scheme") are set out in note 27 to the financial statements. No options had been granted or agreed to be granted under the share option scheme since its adoption.

Resolutions will be proposed to the shareholders of the Company at the forthcoming annual general meeting for (1) the termination of the Existing Scheme and (2) the adoption of a new share option scheme.

The directors confirm that they will not further exercise their authorities in granting options under the Existing Scheme and no further option will be granted under the Existing Scheme prior to its termination and the approval of the adoption of the new share option scheme at the annual general meeting.

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董事的股份權益

於二零零三年三月三十一日，按本公司遵照證券(披露權益)條例(「披露權益條例」)第29條的規定而置存的股東權益名冊所記錄，各董事及其聯繫人士於本公司及其相聯法團的股本中所持有的權益如下：

Directors' Interests in Shares

At 31st March, 2003, the interests of the directors and their associates in the share capital of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of Hong Kong's Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

董事姓名	Name of director	持股數目			
		Number of shares held			
		公司權益 Corporate interests	個人權益 Personal interests	家族權益 Family interests (附註1) (Note 1)	其他權益 Other interests (附註2) (Note 2)
鄭鐘文先生	Mr. Cheng Chung Man, Johnny	-	-	994,044,180	124,194,000
林玉森女士	Ms. Lam Yuk Sum	-	124,194,000	994,044,180	-

附註：

Notes:

- 該等994,044,180股份由Silver Crown Profits Limited(「Silver Crown」)實益擁有。Silver Crown 的股份乃由全權信託J Cheng Family Trust 的全權受益人所持有，該全權信託的受益人包括鄭鐘文先生及林玉森女士的家族成員。
- 鄭鐘文先生為林玉森女士之丈夫，根據披露權益條例將被視為擁有由林玉森女士實益擁有124,194,000股份之權益。

- These 994,044,180 shares are beneficially owned by Silver Crown Profits Limited ("Silver Crown"). The shares in Silver Crown are in turn held by the trustee of the J Cheng Family Trust, a discretionary trust, the discretionary objects of which include family members of Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum.
- Mr. Cheng Chung Man, Johnny is the husband of Ms. Lam Yuk Sum and shall be deemed by virtue of the SDI Ordinance to be interested in 124,194,000 shares beneficially owned by Ms. Lam Yuk Sum.

除上文所披露者外，除若干董事以信託形式代本集團持有附屬公司中的若干代名人股份外，於二零零三年三月三十一日，各董事或其聯繫人士，概無於本公司或其任何相聯法團的任何證券中擁有任何權益。

Save as disclosed above, other than certain nominee shares in subsidiaries held by certain directors in trust for the Group, none of the directors or their associates had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance as at 31st March, 2003.

董事購入股份或債券的權利

除上文所披露的本公司購股權計劃外，在本年度任何時間內，本公司、其控股公司或其任何附屬公司概無參與任何安排，致令本公司董事可藉購入本公司或任何其他公司的股份或債券而獲得利益。各董事或其配偶或未滿18歲的子女，概無可認購本公司證券的任何權利，在本年內亦從未行使任何此等權利。

Directors' Rights to Acquire Shares or Debentures

Other than the share option scheme of the Company, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. None of the directors, or their spouses or their children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights during the year.

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關連交易及董事的合約權益

關連交易及董事的合約權益年內進行的須予披露關連交易的詳情，乃載於財務報表附註30。除該附註所披露外：

- (i) 在本年度任何時間內，本公司、其控股公司或其任何附屬公司概無訂立本公司董事直接或間接在其中擁有重大權益的任何重大合約；及
- (ii) 並無任何其他按照《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「上市規則」）須被視為關連交易而予以披露的交易。

依照就關連交易與聯交所議定的條件，獨立非執行董事已審閱財務報表附註30(a)所載的關連交易，並認為本集團所訂立的此等交易乃：

- (i) 於本集團日常業務中進行；
- (ii) 按照正常商業條款及根據管制該等交易的協議的條款，經公平磋商後而訂立；及
- (iii) 對本公司的股東公平合理。

主要股東

於二零零三年三月三十一日，按本公司遵照披露權益條例第16(1)條的規定而置存的主要股東權益名冊所顯示，除「董事的股份權益」一節所披露的權益外，本公司並未獲知會有任何股東持有本公司已發行股本10%或以上的權益。

Connected Transactions and Directors' Interests in Contracts

Details of the discloseable connected transactions for the year are set out in note 30 to the financial statements. Save as disclosed therein:

- (i) no contracts of significance subsisted at any time during the year to which the Company, its holding company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly; and
- (ii) there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

In accordance with the conditions agreed with the Stock Exchange with respect to the connected transactions, the independent non-executive directors have reviewed the connected transactions set out in note 30(a) to the financial statements and in their opinion, these transactions entered into by the Group were:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on arm's length basis, on normal commercial terms and in accordance with the terms of the agreement governing such transactions; and
- (iii) fair and reasonable so far as the shareholders of the Company are concerned.

Substantial Shareholders

At 31st March, 2003, the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance showed that, other than the interests disclosed under the heading "Directors' Interests In Shares", the Company had not been notified of any interests representing 10% or more of the issued share capital of the Company.

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主要客戶及供應商

年內，本集團五大供應商所佔的總採購額，為本集團總採購額約56%，其中最大供應商約佔25%。本集團五大客戶所佔的總銷售額，少於本集團總銷售額的30%。

各董事、彼等的聯繫人士或據董事所知，擁有本公司已發行股本5%以上的任何股東，概無在本集團任何五大客戶或供應商的股本中擁有任何權益。

優先購買權

本公司的章程細則及開曼群島法例，均無規定本公司必須按比例向現有股東優先發售新股。

購買、出售或贖回本公司的上市證券

年內，本公司或其任何附屬公司概無購入、出售或贖回任何本公司的上市證券。

公司管治

本公司於截至二零零三年三月三十一日止年度的整年內，一直遵守上市規則附錄14所載的《最佳應用守則》。

核數師

本公司將於股東週年大會上提呈決議案，以續聘德勤•關黃陳方會計師行為本公司核數師。

承董事會命
主席兼董事總經理
鄭鐘文

香港，二零零三年七月二十一日

Major Customers and Suppliers

During the year, the aggregate purchases attributable to the Group's five largest suppliers comprised approximately 56% of the Group's total purchases and the purchases attributable to the Group's largest supplier were approximately 25% of total purchases. The aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales.

None of the directors, their associates or any shareholders which, to the knowledge of the directors, owns more than 5% of the Company's issued share capital had any interest in the share capital of any of the five largest suppliers of the Group.

Pre-emptive Rights

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

Purchases, Sale or Redemption of the Company's Listed Securities

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Corporate Governance

The Company has complied throughout the year ended 31st March, 2003 with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

Auditors

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

By order of the Board
Cheng Chung Man, Johnny
Chairman and Managing Director

Hong Kong, 21st July, 2003