

1. 公司資料

中港照相器材集團有限公司的註冊辦事處位於 Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda。

年內，集團從事推廣及經銷照相沖印產品，以及經營照相沖印零售門市。

董事會認為，集團的最終控股公司是在英屬處女群島註冊成立之 Fine Products Limited。

2. 新訂及經修訂會計實務準則（「會計實務準則」）之影響

以下為於本年度之財務報表首次生效之新訂及經修訂之會計實務準則：

- 會計實務準則第1號（經修訂）：
「財務報表之呈列」
- 會計實務準則第11號（經修訂）：
「外幣換算」
- 會計實務準則第15號（經修訂）：
「現金流動表」
- 會計實務準則第34號：
「僱員福利」

此等會計實務準則規定新會計核算及披露慣例。此等會計實務準則對本集團之會計政策之主要影響以及採納這些對財務報表有重大影響之會計實務準則對在此等財務報表中披露之數額之主要影響概述如下：

會計實務準則第1號規定財務報表之呈報基準，並載列彼等之結構及對所載內容最低要求之指引。修訂此項會計實務準則之主要影響為，現時在財務報表第45頁呈列綜合權益變動表，以取代以往規定呈列之綜合已確認損益表，以及本集團之儲備附註。

1. CORPORATE INFORMATION

The registered office of China-Hongkong Photo Products Holdings Limited is located at Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda.

During the year, the Group was engaged in the marketing and distribution of photographic film, developing, processing and printing products and the operations of retail photograph developing and processing shops.

In the opinion of the directors, the ultimate holding company is Fine Products Limited, which is incorporated in the British Virgin Islands.

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”)

The following new and revised SSAPs are effective for the first time for the current year’s financial statements:

- SSAP 1 (Revised): “Presentation of financial statements”
- SSAP 11 (Revised): “Foreign currency translation”
- SSAP 15 (Revised): “Cash flow statements”
- SSAP 34: “Employee benefits”

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group’s accounting policies and on the amounts disclosed in these financial statements of adopting these SSAPs which have had a significant effect on the financial statements, are summarised as follows:

SSAP 1 prescribes the basis for the presentation of financial statements and sets out guidelines for their structure and minimum requirements for the content thereof. The principal impact of the revision to this SSAP is that a consolidated statement of changes in equity is now presented on page 45 of the financial statements in place of the consolidated statement of recognized gains and losses that was previously required and in place of the Group’s reserves note.

2. 新訂及經修訂會計實務準則（「會計實務準則」）之影響（續）

會計實務準則第11號規定外幣交易及財務報表之換算基準。修訂此項會計實務準則對綜合財務報表之主要影響為，海外附屬公司之損益表均按有關年度內之加權平均匯率（並非如以往規定按結算日當時有效之適用匯率）換算。有關該等改變之進一步詳情載於財務報表附註3有關「外幣」之會計政策中。採納經修訂後之會計實務準則第11號對財務報表並無重大影響。

會計實務準則第15號規定呈列現金流動表之修訂後格式。修訂此項會計實務準則之主要影響為，綜合現金流動表現以經營活動、投資活動及融資活動三個標題呈示現金流量狀況，而非以往規定之五類。此外，年內本公司海外附屬公司之現金流動已按交易當日之匯率或其概約匯率換算，而非以往規定按結算日之匯率換算；另綜合現金流動表中「現金等值項目」之定義亦有所更改。此等變動之影響之進一步詳情載於財務報表附註3及26a有關「現金等值項目」及「外幣」之會計政策。

會計實務準則第34號規定呈列僱員福利適用之確認及計量規範，以及有關之披露方式。採納此會計實務準則並無導致以往為呈列僱員福利而採納之會計處理方式出現任何重大變動，惟須就本公司之購股權計劃作出更詳細之披露，如財務報表附註24所詳述。此等對購股權計劃之披露與以往上市規則規定之披露規定相類似，惟由於此會計實務準則之頒佈，現須在財務報表附註內作出有關披露。

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAP”)

(Continued)

SSAP 11 prescribes the basis for the translation of foreign currency transactions and financial statements. The principal impact of the revision of this SSAP on the consolidated financial statements is that the profit and loss accounts of overseas subsidiaries are now translated into Hong Kong dollars at the weighted average exchange rates for the year, whereas previously they were translated at the exchange rates ruling at the balance sheet date. Further details of these changes are included in the accounting policy for “Foreign currencies” in note 3 to the financial statements. The adoption of the revised SSAP 11 has had no material effect on the financial statements.

SSAP 15 prescribes the revised format for the cash flow statement. The principal impact of the revision of this SSAP is that the consolidated cash flow statement now presents cash flows under three headings, cash flows from operating, investing and financing activities, rather than the five headings previously required. In addition, cash flows from overseas subsidiaries arising during the year are now translated to Hong Kong dollars at the exchange rates at the dates of the transactions, or at an approximation thereto, whereas previously they were translated at the exchange rates at the balance sheet date, and the definition of cash equivalents for the purpose of the consolidated cash flow statement has been revised. Further details of these changes are included in the accounting policies for “Cash equivalents” and “Foreign currencies” in notes 3 and 26a to the financial statements.

SSAP 34 prescribes the recognition and measurement criteria to apply to employee benefits, together with the required disclosures in respect thereof. The adoption of this SSAP has resulted in no significant change to the previously adopted accounting treatments for employee benefits except that additional disclosures are now required in respect of the Company’s share option scheme, as detailed in note 24 to the financial statements. These share option scheme disclosures are similar to the Listing Rules disclosures previously included in the Report of the Directors, which are now required to be included in the notes to the financial statements as a consequence of the SSAP.

3. 主要會計政策撮要**編制基準**

本財務報表乃根據香港會計實務準則、香港普遍採用之會計準則及香港公司條例之披露要求而編制。除投資物業之定期重新估值外，財務報表採用歷史成本法編制。

綜合基準

本綜合財務報表包括本公司及其附屬公司截至二〇〇三年三月三十一日止年度經審核財務報表。年內收購或出售之附屬公司的業績分別由收購生效日期起或計至出售生效日期止。集團內各公司間之所有重大交易及結餘經已於綜合時對銷。

少數股東權益代表外界股東於本公司附屬公司業績及淨資產中之權益。

附屬公司

附屬公司乃本公司直接或間接透過控制其財務及營運政策而享有業務利益之公司。

附屬公司之業績中之已收取或應收股息乃計入本公司損益賬。本公司持有之附屬公司權益乃按原值撇減任何減值虧損列出。

商譽

收購附屬公司產生之商譽乃收購成本超逾於收購當日日本集團應佔指定資產及負債之公平價值之數。

因收購產生之商譽在綜合資產負債表內確認為資產，並以直線法按可使用年期20年攤銷。

出售附屬公司時，出售損益乃按出售當日之淨資產計算，包括應佔未攤銷商譽及相關儲備（如適用）。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Basis of preparation**

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the periodic remeasurement of investment properties.

Basis of consolidation

The consolidated financial statements include the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2003. The results of the subsidiaries acquired or disposed of during the year are consolidated with reference to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interests of outside shareholders in the results and net assets of the Company's subsidiaries.

Subsidiaries

A subsidiary is a company whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life of 20 years.

On disposal of subsidiaries, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate.

3. 主要會計政策撮要 (續)**商譽 (續)**

商譽賬面值按年檢討，並視乎需要作減值。除非預期引致此減值虧損之特殊外在事件已不復存在，而後續發生之外在事件已沖轉其影響，否則以前已確認之商譽減值虧損不會撥回。

關連人士

倘一方能直接或間接控制另一方或對另一方的財務及營運決策發揮重大影響力，則雙方被視為關連人士。受共同控制或共同受重大影響之人士亦被視為關連人士。關連人士可為個別人士或公司實體。

資產減值

於每結算日需就任何資產是否出現減值跡象，或是否有跡象於過往年度已確認之資產減值虧損可能不復存在或可能減少，作出評估。如有任何此等現象出現，需就該資產之可收回金額作出估計。資產之可收回金額以使用中資產價值或其淨出售價兩者之較高者為準。

如資產之賬面值超逾其可收回數額時，減值虧損方予確認。除非該資產以重估數額列賬，減值虧損方根據有關會計政策就該重估資產處理，否則任何減值虧損於產生當期之損益賬內扣除。

僅於釐定資產之可收回數額之估計出現變動時，於先前已確認之減值虧損方可撥回，惟倘若於過往年度並無就該資產確認任何減值虧損，高出於此情況下所釐定之賬面值之數額(扣除任何折舊／攤銷)則不得撥回。除非該資產以重估數額列賬，減值虧損之撥回方根據有關會計政策就該重估資產處理，否則，任何減值虧損之撥回於產生當期計入損益賬內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Goodwill (Continued)**

The carrying amount of goodwill is reviewed annually and written down for impairment when it is considered necessary. A previously recognised impairment loss for goodwill is not reversed unless the impairment loss was caused by a specific external event of an exceptional nature that was not expected to recur, and subsequent external events have occurred which have reversed the effect of that event.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

Impairment of assets

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

3. 主要會計政策撮要 (續)

固定資產及折舊

除投資物業外，固定資產乃按成本值減累積折舊及減值虧損列賬。資產成本包括購入價及任何令資產達致運作狀態及運至作擬定用途之地點的直接有關成本。固定資產運作後所需支出，如維修及保養，則一般在產生期間內自損益賬撇除。如能清楚證明支出將增加日後使用該固定資產帶來的經濟利益，則支出撥作固定資產之額外成本。

折舊乃按直線法計算，按每項資產之可用年期撇銷其成本。以下為折舊之主要年率：

長期租約土地	租約剩餘年期
樓宇	5%
傢俬、裝置及租賃物業裝修	20%至33 ¹ / ₃ %
機器及設備	20%
汽車	20%

在損益賬內確認來自出售或退廢固定資產之盈虧乃出售有關資產所得收入淨額與其賬面值的差額。

投資物業

投資物業乃具有投資潛力並計劃長期持有之已完成興建及發展之土地及樓宇權益，投資物業之租金收入乃按公平原則商定。投資物業根據各財政年度年結日進行之年度專業估值按公開市值入賬，不作折舊準備，但如剩餘租約年期為二十年或以下，則按剩餘年期攤銷其當時之賬面值。投資物業價值之變動作投資物業重估儲備變動項目處理。如以組合計算之應佔儲備之總額不足以彌補減值，則不足之數額會自損益賬中扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Fixed assets and depreciation

Fixed assets, other than investment properties, are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the fixed asset, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land	Over the unexpired terms of the leases
Buildings	5%
Furniture, fixtures and leasehold improvements	20% to 33 ¹ / ₃ %
Machinery and equipment	20%
Motor vehicles	20%

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

Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties are not depreciated and are stated at their open market values on the basis of annual professional valuations performed at the end of each financial year, except where the unexpired term of the lease is 20 years or less, in which case depreciation is provided on the then carrying amount over the respective remaining lease terms. Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is charged to the profit and loss account.

3. 主要會計政策撮要 (續)**投資物業 (續)**

於出售投資物業時，就之前重估而變現之投資物業重估儲備的有關數額將撥入損益賬中。

租賃資產

凡資產擁有權之絕大部分回報及風險歸予租賃公司所有之租約，均列為經營租約。倘集團為出租人，按經營租約出租之資產將列為非流動資產，其租金收入於租期內按直線法記入損益賬內。倘集團為承租人，經營租約之租金支出於租期內按直線法從損益賬支銷。

存貨

存貨主要包括照相沖印產品，以成本值與可變現淨值兩者中之較低者入賬，成本值是按加權平均法計算，包括採購成本、加工成本，及使存貨達致當前的地點和狀況而產生的其他支出。可變現淨值乃根據估計售價減完成及出售前預期會引致之其他費用計算。

現金及現金等值項目

就綜合現金流動表而言，現金及現金等值項目包括手頭現金及活期存款，以及可隨時轉換為已知數額之現金、價值變動風險不大並於短期內到期（一般為在購入時於三個月內到期）之高流動性之短期投資，減去須於要求時償還之銀行透支。現金及現金等值項目為本集團現金管理之一部份。

按資產負債表內的分類，現金及現金等值項目包括無限定用途的手頭現金及銀行存款（包括定期存款）。

撥備

凡過往事故產生現有責任（法律或推定責任），而將來或須撥出資源以履行此責任，則須作出撥備，惟須能夠對有關金額作出可靠評估。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties (Continued)

On disposal of an investment property, the relevant portion of the investment property revaluation reserve realized in respect of previous valuations is released to the profit and loss account.

Leased assets

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the profit and loss account on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

Inventories

Inventories, which primarily consist of photographic developing and processing products, are stated at the lower of cost and net realizable value. Cost is determined on a weighted average basis and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheet, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

3. 主要會計政策撮要 (續)**撥備 (續)**

如貼現影響重大，則確認之撥備額按日後履行責任預期所需開支於結算日之現值計算，因時間消逝而增加之貼現值列為損益賬內之融資成本處理。

遞延稅項

遞延稅項乃就於可見未來可能產生之負債按所有重大時差以負債法提撥準備。遞延稅項資產只有在毫無疑問肯定可以變現時，方才入賬。

收入確認

當本集團可能獲得收入的經濟利益能夠可靠地計算時，收入將按下列情況確認：

- (a) 銷貨方面，在貨物擁有權所附的重大風險及回報已轉移至買家時，確認銷售收入，惟集團對已售貨物不得維持因擁有貨物而通常享有的管理參與權及有效控制權；
- (b) 菲林沖晒及照片沖印服務之收入於提供服務時確認；
- (c) 供應商之津貼，在擁有收取權利時確認；
- (d) 利息收入乃根據未償還之本金及適用之有效利率按時間比例計算；
- (e) 租金收入於租期內按時間比例確認；及
- (f) 股息收入於股東收取股息的權利獲得確定時確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Provisions (Continued)

When the effect of discounting is material, the amount recognized for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the profit and loss account.

Deferred tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent that it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) income from film processing and photo finishing services, when the services are rendered;
- (c) subsidies from a supplier, when the right to receive payment has been established;
- (d) interest income, on a time proportion basis, taking into account the principal outstanding and the effective interest rate applicable;
- (e) rental income, on a time proportion basis over the lease terms; and
- (f) dividend income, when the shareholders' right to receive payment has been established.

3. 主要會計政策撮要 (續)**僱員福利***有薪假期結轉*

本集團根據僱傭合約按曆年基準給予其僱員有薪年假。在若干情形下，於結算日未支取之年假准予結轉，留待有關僱員於來年享用。於結算日，已就僱員於年內獲取並予結轉之有薪年假之預期未來成本作出累算。

於年內採納會計實務準則第34號前，誠如財務報表附註2所詳述，本集團並無於結算日累算結轉之有薪年假。此會計政策變動並未導致任何往年調整，因其對截至二〇〇二年及二〇〇三年三月三十一日止年度之溢利以及對截至二〇〇一年四月一日及二〇〇二年四月一日之保留溢利之影響並不重大。

僱傭條例之長期服務金

本集團若干僱員之服務年資符合資格於終止僱傭時領取香港僱傭條例項下之長期服務金，而本集團有責任於上述僱員終止受聘符合僱傭條例所指定情況下發放有關金額。本集團已就預期發放之未來長期服務金提撥準備。此項準備乃基於截至結算日僱員之服務年資所計算僱員預期享有之未來長期服務金之最佳估計而作出。

退休金計劃

本集團根據強制性公積金計劃條例設立界定供款強制性公積金（「強積金計劃」）及根據職業退休計劃條例設立界定供款職業退休福利計劃（「職業退休計劃」）。根據該等計劃之規則，供款額為僱員基本薪金之某個百分比，並於應繳付時在損益表扣除。兩個計劃之資產與本集團之資產分開持有，並由獨立運作之基金管理。本集團對強積金計劃之僱主供款於對強積金計劃供款時時全數歸於僱員。本集團根據職業退休計劃之僱主供款根據職業退休計劃全數託交。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Employee benefits***Paid leave carried forward*

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilized by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Prior to the adoption of SSAP 34 during the year, as explained in note 2 to the financial statements, the Group did not accrue for paid annual leave carried forward at the balance sheet date. This change in accounting policy has not resulted in any prior year adjustment as the effect on profit for the years ended 31 March 2002 and 2003 and retained profits as at 1 April 2001 and 1 April 2002 is insignificant.

Employment Ordinance long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance. A provision is recognized in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their service to the Group to the balance sheet date.

Pension schemes

The Company operates a defined contribution Mandatory Provident Fund (the "MPF scheme") under the Mandatory Provident Fund Schemes Ordinance and the defined contribution occupational retirement scheme (the "ORSO scheme") under the Occupational Retirement Schemes Ordinance. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit and loss account as they become payable in accordance with the rules of the schemes. The assets of both schemes are held separately from those of the Company in independently administered funds. The Company's employer contributions to the MPF scheme vest fully with the employees when contributed into the MPF scheme. The Company's employer contributions to the ORSO scheme vest fully according to the rules of the ORSO scheme.

3. 主要會計政策撮要 (續)**僱員福利 (續)****退休金計劃 (續)**

本集團於中國內地經營之附屬公司之僱員須參加地方市政府主理之中央退休金計劃。該等附屬公司必須撥出員工薪酬某個百分比作為該退休金計劃之供款。供款於按照中央退休金計劃應付時自損益表扣除。

購股權計劃

本公司為獎勵及報答曾對集團業務成功作出貢獻之合資格參與者而設立購股權計劃。購股權計劃項下授出之購股權之財務影響並不紀錄於本公司或本集團之資產負債表，直至購股權行使為止，亦不會於損益表或資產負債表借計其成本。行使購股權時，因此發行之股份乃由本公司按股份面值記作額外股本，而股份行使價超出股份面值之數則記入本公司的股份溢價賬。行使日期前註銷或作廢之購股權則會自未行使購股權登記冊中刪除。

股息

董事擬派之末期股息於資產負債表獨立按股本及儲備項下保留溢利分配列賬，直至此等股息獲股東於股東大會批准。當此等股息獲股東批准及宣派後始確認為負債。

中期股息乃同時予以擬派及宣派，此乃本公司組織章程大綱及細則授予董事宣派中期股息之權力。因此，中期股息於擬派及宣派時即確認為負債。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Employee benefits (Continued)****Pension schemes (Continued)**

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their covered payroll to the central pension scheme. The contributions are charged to the profit and loss account as they become payable in accordance with the rules of the central pension scheme.

Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained earnings within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognized as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

3. 主要會計政策撮要 (續)**外幣交易**

外幣交易按於交易日之適用市場匯率入賬。於結算日以外幣為單位之貨幣資產及負債按該日之適用市場匯率折算，匯兌差額撥入損益賬內。

於綜合賬目時，海外附屬公司之財務報表乃採用投資淨額法換算為港元。海外附屬公司之損益表均按年內之加權平均匯率換算為港元，而彼等之資產負債表則按結算日之匯率換算為港元。因此而產生之匯兌差額於匯率波動儲備內列賬。

年內採納經修訂會計實務準則第11號及15號前，如財務報表附註2所述，海外附屬公司之損益表及現金流動均按結算日之匯率換算為港元。採納經修訂會計實務準則第11號對財務報表並無重大影響，而採納會計實務準則第15號則改變綜合現金流動表之格式，惟對於先前呈列過往年度之現金流動並無重大影響，有關之進一步詳情載於財務報表附註26(a)內。

4. 分類資料

分類資料採用以下兩部形式呈報：(i) 以業務分類作為主要分類呈報基準；及(ii) 按地區分類為次要分類呈報基準。

本集團經營之業務乃根據各項業務之性質及所提供之產品及服務分開架構及管理。本集團各項業務分類代表一策略性經營單位，其提供之產品及服務所承擔之風險及回報均有別於其他業務分類。本集團業務分類概要如下：

- (a) 批發分類，從事攝影及沖印產品之市場推廣及分銷；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable exchange rates ruling at that date. Exchange differences are dealt with in the profit and loss account.

On consolidation, the financial statements of overseas subsidiaries are translated into Hong Kong dollars using the net investment method. The profit and loss accounts of overseas subsidiaries are translated to Hong Kong dollars at the weighted average exchange rates for the year, and their balance sheets are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

Prior to the adoption of the revised SSAPs 11 and 15 during the year, as explained in note 2 to the financial statements, the profit and loss account of overseas subsidiaries and the cash flows of overseas subsidiaries were translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements, while the adoption of SSAP 15 has resulted in changes to the layout of the consolidated cash flow statement, further details of which are included in note 26(a) to the financial statements, but no material effect on amounts of the cash flows previously reported for the prior year.

4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) the wholesale segment engages in the marketing and distribution of photographic film, developing and processing products;

4. 分類資料 (續)

- (b) 零售分類，透過零售門市提供菲林沖曬、照相沖印服務，以及銷售照相商品；及
- (c) 企業及其他業務，包括集團的投資物業業務以及為住宅及商用物業提供管理及保安服務的管理服務，連同企業收支項目。

確定本集團之地區分類時，收益及業績乃按客戶之所在地分類，資產則按資產之所在地分類。

部門間的銷售及轉讓乃按成本價交易。

(a) 業務分類

下表詳列本集團業務分類之現有收益、溢利／(虧損)及若干資產、負債及開支之資料。

4. SEGMENT INFORMATION (Continued)

- (b) the retail segment engages in the provision of film processing and photo finishing services and the sale of photographic merchandises through retail outlets; and
- (c) the corporate and other segment comprises the Group's investment property business and the Group's management services business, which provides management and security services to residential and commercial properties, together with corporate income and expense items.

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

Intersegment sales and transfers are transacted at cost.

(a) Business segments

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments.

Group 集團		Wholesale segment 批發業務		Retail segment 零售業務		Corporate and Other 企業及其他		Eliminations 註銷		Consolidated 綜合	
		2003	2002	2003	2002	2003	2002	2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：	Segment revenue:										
外間客戶之銷售額	Sales to external customers	1,538,690	1,404,006	196,738	126,700	-	-	-	-	1,735,428	1,530,706
部門間之銷售額	Intersegment sales	39,745	38,495	-	-	-	-	(39,745)	(38,495)	-	-
其他收益	Other revenue	53,186	74,769	1,346	-	2,022	3,506	-	-	56,554	78,275
		1,631,621	1,517,270	198,084	126,700	2,022	3,506	(39,745)	(38,495)	1,791,982	1,608,981
利息收入	Interest income									701	5,126
收益總額	Total revenue									1,792,683	1,614,107
分類業績	Segment results	44,351	66,914	(28,712)	(20,495)	(391)	(120)	-	-	15,248	46,299
利息收入	Interest income									701	5,126
經營活動之溢利	Profit from operating activities									15,949	51,425
融資成本	Finance costs									(188)	-
除稅前溢利	Profit before tax									15,761	51,425
稅項	Tax									5,161	(3,734)
除少數股東權益前溢利	Profit before minority interests									20,922	47,691
少數股東權益	Minority interests									(1,485)	5,741
股東應佔正常業務之純利	Net profit from ordinary activities attributable to shareholders									19,437	53,432

4. 分類資料 (續)

(a) 業務分類 (續)

Group 集團		Wholesale segment 批發分類		Retail segment 零售分類		Corporate and Other 企業及其他		Consolidated 綜合	
		2003	2002	2003	2002	2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類資產	Segment assets	1,103,569	1,175,503	309,569	238,841	19,269	21,963	1,432,407	1,436,307
分類負債	Segment liabilities	192,535	194,177	51,445	42,648	7,652	7,853	251,632	244,678
未分配負債	Unallocated liabilities							3,400	211
總負債	Total liabilities							255,032	244,889
其他分類資料：	Other segment information:								
折舊及攤銷	Depreciation and amortisation	17,017	18,150	20,282	18,773	672	-	37,971	36,923
固定資產減值虧損	Impairment losses on fixed assets	4,010	-	-	-	-	-	4,010	-
資本開支	Capital expenditure	8,708	33,073	21,003	49,895	865	-	30,576	82,968
其他非現金開支	Other non-cash expenses	2,764	6,978	-	-	-	-	2,764	6,978

(b) 地區分類

下表詳列按本集團地區分類之現有收益、溢利及若干資產及資本開支之資料。

(b) Geographical segments

The following tables present revenue, profit and certain asset and capital expenditure information for the Group's geographical segments.

Group 集團		Hong Kong 香港		Elsewhere in the PRC 中國其他地區		Corporate and other 企業及其他		Consolidated 綜合	
		2003	2002	2003	2002	2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：	Segment revenue:								
外界客戶之銷售額	Sales to external customers	1,505,049	1,443,648	230,379	87,058	-	-	1,735,428	1,530,706
分類資產	Segment assets	1,175,175	1,234,405	237,962	179,939	19,270	21,963	1,432,407	1,436,307
其他分類資料：	Other segment information:								
資本開支	Capital expenditure	24,889	55,748	4,822	27,220	865	-	30,576	82,968

5. 營業額及收入

營業額指銷售貨品之發票淨值(已扣除折扣及退貨)及提供沖印服務之收入。

營業額及收入之分析如下：

5. TURNOVER AND REVENUE

Turnover represents the net invoiced value of goods sold, net of trade discounts, allowances for returns, and income from rendering of film processing and photo finishing services.

An analysis of turnover and revenue is as follows:

		2003 HK\$'000	2002 HK\$'000
營業額	Turnover		
產品銷售	Sale of goods	1,593,993	1,457,920
沖印服務收入	Income from rendering of film processing and photo finishing services	141,435	72,786
		1,735,428	1,530,706
其他收入：	Other revenue:		
利息收入	Interest income	701	5,126
租金收入，淨值	Rental income, net	1,686	1,239
供應商之津貼	Subsidies received from a supplier	49,413	74,769
出售固定資產收益	Gain on disposal of fixed assets	902	-
其他	Others	4,553	2,267
		57,255	83,401
總收入	Total revenue	1,792,683	1,614,107

6. 經營活動之溢利

本集團經營活動之溢利經扣除／(計入)：

6. PROFIT FROM OPERATING ACTIVITIES

The Group's profit from operating activities is arrived at after charging/(crediting):

	Notes 附註	2003 HK\$'000	2002 HK\$'000 (Restated) (重列)
銷售存貨成本	Cost of inventories sold	1,378,313	1,207,936
提供服務成本	Cost of services provided	77,883	12,541
核數師酬金	Auditors' remuneration	1,400	1,274
折舊	Depreciation	35,087	35,000
商譽攤銷*	Amortisation of goodwill*	2,884	1,923
土地及樓宇之 最低租約租金	Minimum lease payments on land and buildings	36,861	20,862
出售固定資產 虧損／(收益)	Loss/(gain) on disposal of fixed assets	(902)	334
滯銷存貨撥備／ (撥備撥回)	Provision/(write-back of provision) for slow-moving inventories	10,127	(7,550)
呆壞賬撥備**	Provision for bad and doubtful debts**	2,764	6,978
固定資產減值虧損**	Impairment losses on fixed assets**	4,010	—
員工成本(包括附註8 所列之董事酬金， 但扣除以實物 補償之福利)：	Staff costs (including directors' remuneration as set out in note 8, but excluding benefits in kind):		
工資及薪金	Wages and salaries	97,355	78,490
退休金計劃供款	Pension scheme contributions	4,452	3,378
減：被沒收之 供款***	Less: Forfeited contributions***	(523)	(297)
退休金供款淨額	Net pension contributions	3,929	3,081
總員工成本	Total staff costs	101,284	81,571
滙兌損失／(收益) 淨額	Exchange losses/(gains), net	2,858	(485)
租金收入總額	Gross rental income	(1,820)	(1,426)
減：支銷	Less: Outgoings	134	187
租金收入淨值	Net rental income	(1,686)	(1,105)

* 年內之商譽攤銷已於綜合損益賬「行政開支」一欄內列賬。

** 該等項目已於綜合損益賬「其他經營開支」一欄內列賬。

*** 於二〇〇三年三月三十一日並無可減低未來供款之已沒收退休金計劃供款(二〇〇二年：無)。

* The amortisation of goodwill for the year is included in "Administrative expenses" on the face of the consolidated profit and loss account.

** Items are included in "Other operating expenses" on the face of the consolidated profit and loss account.

*** As at 31 March 2003, there were no forfeited revision scheme contributions available to reduce contributions in future years (2002: Nil).

7. 融資成本

7. FINANCE COSTS

		2003 HK\$'000	2002 HK\$'000
融資成本(即須於一年內償清之信託收據貸款之利息開支)	Finance costs represent interest expenses on trust receipt loans wholly repayable within one year	188	-

8. 董事酬金及五位最高薪酬僱員

8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

根據上市規則及公司條例第161條披露之董事酬金如下：

Directors remuneration disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance is as follows:

		2003 HK\$'000	2002 HK\$'000
袍金	Fees	620	640
其他酬金：	Other emoluments:		
薪金、津貼及以實物補償之福利	Salaries, allowance and benefits in kind	6,411	6,805
退休金計劃供款	Pension scheme contributions	600	619
		7,631	8,064

袍金包括應付予獨立非執行董事之港幣320,000元(二〇〇二年：港幣320,000元)。年內並無其他應付予獨立非執行董事之酬金(二〇〇二年：無)。

Fees include HK\$320,000 (2002: HK\$320,000) payable to the independent non-executive directors. There were no other emoluments payable to the independent non-executive directors during the year (2002: Nil).

年內酬金收入在下列範圍之董事人數(包括兩名已辭任之董事)：

The remuneration of the directors, including two resigned directors, during the year fell within the following bands:

		2003 Number 人數	2002 Number 人數
無 - 港幣1,000,000元	Nil - HK\$1,000,000	8	5
港幣1,000,001元 - 港幣1,500,000元	HK\$1,000,001 - HK\$1,500,000	-	2
港幣3,500,001元 - 港幣4,000,000元	HK\$3,500,001 - HK\$4,000,000	1	1
		9	8

年內並無任何安排使董事放棄或同意放棄任何酬金。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

8. 董事酬金及五位最高薪酬僱員 (續)

僱員薪酬

年內五位最高薪人士包括四位(二〇〇二年：四位)執行董事(包括兩位已辭任董事)，其薪酬已在上文披露。其餘最高薪酬之僱員酬金之詳情如下：

		2003 HK\$'000	2002 HK\$'000
基本薪金、房屋津貼、 其他津貼及以實物補償福利	Basic salaries, housing, other allowances and benefits in kind	2,339	1,329
退休金計劃供款	Pension scheme contributions	12	8
		2,351	1,337

8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

Employees' remuneration

The five highest paid individuals during the year comprise four (2002: four) executive directors, including the two resigned directors, details of whose remuneration are set out above. Details of the remuneration of the remaining highest paid employee are set out below.

9. 稅項

香港利得稅根據年內在香港賺取之估計應課稅溢利，經抵銷附屬公司產生之可用稅款虧損後，按稅率16%(二〇〇二年：16%)作提撥準備。中國內地應課稅溢利的利得稅按國內現行稅率計算。

9. TAX

Hong Kong profits tax has been provided at the rate of 16% (2002: 16%) on the estimated assessable profits arising in Hong Kong during the year after offsetting against the available tax losses brought by subsidiaries. Tax on profits assessable in Mainland China has been calculated at the rates of tax prevailing in Mainland China.

		2003 HK\$'000	2002 HK\$'000
集團：	Group:		
本年度撥備	Current year provision		
香港	Hong Kong	(3,181)	(4,203)
中國內地	Mainland China	(58)	(235)
		(3,239)	(4,438)
往年超額／(不足額)撥備	Overprovision/(underprovision) in prior years	8,400	(15)
遞延稅項	Deferred tax	-	719
年內稅項抵免／(支出)	Tax credit/(charge) for the year	5,161	(3,734)

於結算日，本集團有港幣16,497,000元(二〇〇二年：港幣25,070,000元)主要與承前稅務虧損有關之遞延稅項資產尚未於財務報表內確認。本集團及本公司並無其他尚未撥備的重大潛在遞延稅項負債。

At the balance sheet date, the Group had a deferred tax asset not recognized in the financial statements amounting to HK\$16,497,000 (2002: 25,070,000) and related primarily to tax losses carried forward. There were no other significant potential deferred tax liabilities of the Group and the Company for which a provision has not been made.

10. 股東應佔正常業務之純利

本公司財務報表內，年內所處理之股東應佔正常業務之純利為港幣32,828,000元（二〇〇二年：港幣83,564,000元）。

10. NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS

The net profit from ordinary activities attributable to shareholders for the year dealt with in the financial statements of the Company amounted to HK\$32,828,000 (2002: HK\$83,564,000).

11. 股息

11. DIVIDENDS

		Group and Company 本集團及本公司	
		2003 HK\$'000	2002 HK\$'000
中期股息－每普通股港幣2仙 (二〇〇二年：港幣2.5仙)	Interim dividend – 2 cents (2002: 2.5 cents) per ordinary share	23,277	29,096
擬派末期股息－每普通股港幣零仙 (二〇〇二年：港幣1仙)	Proposed final dividend – Nil (2002: 1 cent) per ordinary share	–	11,638
擬派特別股息－每普通股港幣1仙 (二〇〇二年：無)	Proposed special dividend – 1 cent (2002: Nil) per ordinary share	11,638	–
		34,915	40,734

擬派之本年度特別股息須經本公司股東於即將召開之股東週年大會上批准。

The proposed special dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

12. 每股盈利

每股基本及攤薄後盈利：

12. EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on:

		2003 HK\$	2002 HK\$
盈利	Earnings		
用於計算每股基本及攤薄後盈利之股東應佔正常業務純利	Net profit from ordinary activities attributable to shareholders, used in the basic and diluted earnings per share calculations	19,437,000	53,432,000
股份	Shares		
用於計算每股基本盈利之年內已發行普通股加權平均數	Weighted average number of ordinary shares in issue during the year used in basic earnings per share calculation	1,163,828,377	1,140,431,117
假設已發行購股權於年內全數獲行使而以無作價方式發行之普通股加權平均數(附註)	Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all share options outstanding during the year (Note)	–	–
用於計算每股攤薄後盈利之普通股加權平均數	Weighted average number of ordinary shares used in diluted earnings per share calculation	1,163,828,377	1,140,431,117

附註：年內購股權的行使價高於本公司普通股的平均市價。因此，年內並無股份因未行使的購股權視作被行使而被假設以無作價發行。

Note: The share option exercise price was higher than the average market price of the Company's ordinary share during the year. Accordingly, no shares were assumed to have been issued at nil consideration on deemed exercise of the share options outstanding during the year.

13. 固定資產

13. FIXED ASSETS

Group
集團

		Leasehold land and buildings 租賃土地及 樓宇 HK\$'000	Furniture, fixtures and leasehold improvements 傢俬、 裝置及租賃 物業裝修 HK\$'000	Machinery and equipment 機器及設備 HK\$'000	Motor vehicles 汽車 HK\$'000	Total 合計 HK\$'000
成本：	Cost:					
年初	At beginning of year	161,802	70,910	99,880	10,550	343,142
增加	Additions	-	10,737	19,249	590	30,576
自投資物業轉入 (附註14)*	Transfer from investment properties (note14)*	13,680	-	-	-	13,680
出售	Disposals	-	(953)	(4,127)	(949)	(6,029)
於二〇〇三年 三月三十一日	At 31 March 2003	175,482	80,694	115,002	10,191	381,369
累積折舊及減值：	Accumulated depreciation and impairment:					
年初	At beginning of year	47,073	53,605	36,792	8,128	145,598
年內撥備	Provided during the year	7,963	9,613	16,905	606	35,087
年內確認之減值撥備	Impairment losses recognized during the year	-	267	3,631	112	4,010
出售	Disposals	-	(572)	(3,080)	(380)	(4,032)
於二〇〇三年 三月三十一日	At 31 March 2003	55,036	62,913	54,248	8,466	180,663
賬面淨值：	Net book value:					
於二〇〇三年 三月三十一日	At 31 March 2003	120,446	17,781	60,754	1,725	200,706
於二〇〇二年 三月三十一日	At 31 March 2002	114,729	17,305	63,088	2,422	197,544

13. 固定資產 (續)

以上土地及樓宇乃按下列租期持有：

13. FIXED ASSETS (Continued)

The lease terms of the land and buildings are as follows:

		Hong Kong 香港 HK\$'000	PRC 中國 HK\$'000	Total 合計 HK\$'000
長期租約	Long term leases	–	41,375	41,375
中期租約	Medium term leases	56,507	77,600	134,107
		56,507	118,975	175,482

* 年內，本集團若干位於香港及中國內地之投資物業由本集團旗下公司佔用，因此按轉移當日彼等之公開市場價值港幣13,680,000元重新歸類為租賃土地及樓宇。

* During the year, certain of the Group's investment properties situated in Hong Kong and Mainland China were occupied by Group companies and thus reclassified to leasehold land and buildings at their open market value of HK\$13,680,000 at the date of transfer.

Company

本公司

		Furniture, fixtures and leasehold improvements 傢俬、裝置及 租賃物業裝修 HK\$'000	Machinery and equipment 機器及設備 HK\$'000	Total 合計 HK\$'000
成本：	Cost:			
年內增加及年底	Additions during the year and at end of year	140	725	865
累積折舊：	Accumulated depreciation:			
年內撥備及年底	Provided during the year and at end of year	14	79	93
賬面淨值：	Net book value:			
於二〇〇三年 三月三十一日	At 31 March 2003	126	646	772

14. 投資物業

14. INVESTMENT PROPERTIES

		Group 本集團	
		2003 HK\$'000	2002 HK\$'000
年初	At beginning of year	17,649	17,700
收購附屬公司	Acquisition of subsidiaries	–	669
轉撥至租賃土地及樓宇 (附註13)	Transfer to leasehold land and buildings (note 13)	(13,680)	–
重估虧損	Deficit on revaluation	(50)	(720)
於三月三十一日，按估值	At 31 March, at valuation	3,919	17,649
按地區分析之賬面淨值：			
Analysis of net book value by geographical location:			
位於香港之中期租約物業	Medium term leasehold properties situated in Hong Kong	3,919	6,449
位於中國之長期租約物業	Long term leasehold properties situated in the PRC	–	11,200
於三月三十一日，按估值	At 31 March, at valuation	3,919	17,649

投資物業由獨立執行合資格估價師衡量行 (Chung, Chan & Associates) 於二〇〇三年三月三十一日，根據現時用途，按公開市價基準進行重估。重估產生之虧損港幣 50,000元 (二〇〇二年：港幣 720,000元) 已從投資物業重估儲備內撇除。

由於董事會認為重估投資物業不會產生稅務責任，故並無就本集團投資物業重估提撥遞延稅項。

投資物業已按經營租約租予第三者，其摘要資料已載於財務報表附註 28。有關集團投資物業之進一步詳情載於本年報第 84 頁。

The investment properties were revalued by an independent professionally qualified valuer, Chung, Chan & Associates, on an open market basis, based on their existing use, at 31 March 2003. The deficit arising from this revaluation of HK\$50,000 (2002: HK\$720,000) was debited to the investment properties revaluation reserve.

Deferred tax has not been provided on the revaluation of the investment properties of the Group because, in the opinion of the directors, the revaluation of such properties would not result in a tax liability.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 28 to the financial statements. Further particulars of the Group's investment properties are included in page 84 of the annual report.

15. 商譽

因收購附屬公司而列作資產入賬或於綜合資產負債表內確認之商譽數值如下：

15. GOODWILL

The amounts of the goodwill capitalised as an asset or recognised in the consolidated balance sheet, arising from the acquisition of subsidiaries, are as follows:

		HK\$'000
成本值：	Cost:	
於年初及年底	At beginning and end of year	57,677
累計攤銷：	Accumulated amortisation:	
於年初	At beginning of year	1,923
年內撥備之攤銷額	Amortisation provided during the year	2,884
於二〇〇三年三月三十一日	At 31 March 2003	4,807
賬面淨值：	Net book value:	
於二〇〇三年三月三十一日	At 31 March 2003	52,870
於二〇〇二年三月三十一日	At 31 March 2002	55,754

16. 於附屬公司之權益

16. INTERESTS IN SUBSIDIARIES

		Company 本公司	
		2003 HK\$'000	2002 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	193,540	193,540
應收附屬公司長期款項	Long term balance due from a subsidiary	605,531	600,905
應收附屬公司短期款項	Short term balance due from a subsidiary	11,638	11,638
		810,709	806,083

在某附屬公司之長期結存為無抵押、免息且毋須於未來12個月內償還。在某附屬公司之短期結存為應收股息，該項結存為無抵押、免息並須於要求時償還。

The long term balance with a subsidiary is unsecured, interest-free and will not be repayable within the next twelve months. The short term balance due from a subsidiary, representing dividend receivable, is unsecured, interest-free and repayable on demand.

16. 於附屬公司之權益 (續)

本集團主要附屬公司資料如下：

16. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries of the Group are shown as below.

Name 名稱	Place of incorporation/ registration and operations 成立／註冊地點 及營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本／註冊 資本面值	Percentage of equity attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Beijing Fuji Colour Equipment Company Limited**/# 北京富士彩色設備有限公司**/#	PRC 中華人民 共和國	Registered capital US\$2,200,000 註冊資本 2,200,000美元	-	51	Dormant 休業
Callas Investments Limited 嘉麗詩投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	-	100	Property holding 物業持有
China-Hongkong Photo Retail Limited 中港照相零售有限公司	British Virgin Islands/PRC 英屬處女群島／ 中華人民 共和國	Ordinary US\$1 普通1美元	-	100	Investment holding 投資控股
C.Y Sun Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary US\$10,000 普通10,000美元	100	-	Investment holding 投資控股
Fotomax (F.E.) Ltd 快圖美(遠東)有限公司	Hong Kong 香港	Ordinary HK\$1,000,000 普通 港幣1,000,000元	-	100	Provision of photographic developing and processing services and retail of photographic merchandise 提供相片沖印服務及 攝影器材零售

16. 於附屬公司之權益 (續)

16. INTERESTS IN SUBSIDIARIES (Continued)

Name 名稱	Place of incorporation/ registration and operations 成立／註冊地點 及營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本／註冊 資本面值	Percentage of equity attributable to the Company 本公司應佔股本 權益百分比率		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Fuji Graphic Arts Products Co. Ltd.	Hong Kong 香港	Ordinary HK\$10,000 普通港幣10,000元	–	100 (2002: Nil) (二〇〇二 年：無)	Marketing and distribution of graphic arts products 推廣及經銷印刷器材
Fuji Photo Products (China) Co., Limited	British Virgin Islands/ Hong Kong 英屬處女群島／香港	Ordinary US\$10,000 普通10,000美元	–	100	Purchase agent of photographic goods 採購攝影器材產品
Fuji Photo Products (China) Co. Ltd. 富士攝影器材 (中國)有限公司	Hong Kong/ PRC 香港／ 中華人民 共和國	Ordinary HK\$1,000 普通港幣1,000元	–	100	Marketing and distribution of photographic, developing and processing products in Mainland China 於中國大陸推廣 及經銷照相沖印產品
Fuji Photo Products (China Market) Co. Ltd.	British Virgin Islands/ PRC 英屬處女群島／ 中華人民共和國	Ordinary US\$1 普通1美元	–	100	Provision of Marketing Services 提供市場推廣服務
Fuji Photo Products Company, Limited 富士攝影器材有限公司	Hong Kong 香港	Ordinary HK\$10,000,000 普通 港幣10,000,000元	–	100	Marketing and distribution of photographic developing and processing products 推廣及經銷照相沖印產品
Great Earnings Investments Limited 溢進投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	–	100	Property holding 物業持有

16. 於附屬公司之權益 (續)

16. INTERESTS IN SUBSIDIARIES (Continued)

Name 名稱	Place of incorporation/ registration and operations 成立／註冊地點 及營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本／註冊 資本面值	Percentage of equity attributable to the Company 本公司應佔股本 權益百分比率		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Hainan Fuji Colour Equipment Company Limited* /# 海南富士彩色設備 有限公司* /#	PRC 中華人民 共和國	Registered capital HK\$5,000,000 註冊資本 港幣5,000,000元	-	100	Provision of photographic developing and processing services and retail of photographic merchandise 提供相片沖印服務及 攝影器材零售
Imaging and Information Products Trading Limited 影像及資訊產品貿易有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通港幣1,000元	-	100	Marketing and distribution of photographic, developing and processing products 推廣及經銷照相沖印產品
Majestic Income Limited 高息有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	-	100	Property holding 物業持有
Orderly Mind Enterprises Limited 精幹企業有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	-	100	Property holding 物業持有
Palace Glory Limited 滿堂有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	-	100	Property holding 物業持有
Pride High Company Limited 傲翔有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	-	100	Property holding 物業持有

16. 於附屬公司之權益 (續)

16. INTERESTS IN SUBSIDIARIES (Continued)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本/註冊 資本面值	Percentage of equity attributable to the Company		Principal activities
			Direct 直接	Indirect 間接	
Sky Rich (Asia) Limited 天富(亞洲)有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	–	100	Property holding 物業持有
Sky Year Resources Limited 天業資源有限公司	Hong Kong 香港	Ordinary HK\$2 普通港幣2元	–	100	Property holding 物業持有
Zhuhai Realscore Photosensitive Material Making Company Limited**/# 珠海真科感光材料制作 有限公司**/#	PRC 中華人民 共和國	Registered capital HK\$ 14,500,000 註冊資本 港幣14,500,000元	–	51	Dormant 休業
中商中港(上海) 國際貿易有限公司*/#	PRC 中華人民 共和國	Registered capital US\$300,000 註冊資本 300,000美元	–	100 (2002: Nil) (二〇〇二 年: 無)	Marketing and distribution of graphic arts products in Mainland China 於中國大陸推廣及經銷 沖印產品

* 該等附屬公司以外商獨資企業於中國註冊。

* These subsidiaries were registered as wholly-owned foreign investment enterprises in the PRC.

** 該等附屬公司以外資企業於中國註冊。

** These subsidiaries were registered as foreign enterprises in the PRC.

並非由香港安永會計師事務所或安永國際成員公司核數。

Not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

Fuji Graphic Arts Products Co., Ltd.及中商中港(上海)國際貿易有限公司於年內註冊成立/註冊, 於中國大陸、香港及澳門推廣及經銷印刷器材。

During the year, Fuji Graphic Arts Products Co., Ltd and 中商中港(上海)國際貿易有限公司 were incorporated/registered to carry out marketing and distribution of graphic arts products in mainland China, Hong Kong and Macau.

上表所列乃董事會認為對本集團本年度業績有重大影響或佔本集團淨資產主要部份之附屬公司。董事會認為, 倘列出其他附屬公司之詳情會使篇幅過於冗長。

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

17. 存貨

集團存貨主要為供轉售之照相沖印產品。於結算日，集團所持存貨按可變現淨值計算為港幣 854,000元（二〇〇二年：港幣 1,768,000元）。

18. 應收賬項及票據

本集團與顧客之交易主要以除賬方式進行，唯新客戶一般需要預先付款。顧客通常須於發票發出後三十日內結賬，但部分長期顧客的賬期可延長至一百二十日。每位客戶均有最高信貸限額，並由高級管理層批准。本集團致力嚴格控制未償還之應收賬款，並設有信貸控制部門以盡量減低信貸風險。高層管理人員定期檢視逾期賬款。

按逾期日計算，以下為扣除撥備後應收賬項及票據的賬齡分析。

		Group 本集團	
		2003 HK\$'000	2002 HK\$'000
〇至三個月	Current to 3 months	294,484	368,824
四至六個月	4 to 6 months	62,967	137,080
七至九個月	7 to 9 months	36,095	43,569
九個月以上	Over 9 months	9,960	19,860
		403,506	569,333

19. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
現金及銀行結餘	Cash and bank balances	311,020	214,267	1,473	1,126
定期存款	Time deposits	48,395	24,845	–	2,931
		359,415	239,112	1,473	4,057

於結算日，本集團以人民幣計值之現金及銀行結餘達港幣65,281,563元（二〇〇二年：港幣28,636,209元）。人民幣並不能自由兌換為其他貨幣，惟根據中國大陸之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過特許進行外匯業務之銀行將人民幣兌換為其他貨幣。

17. INVENTORIES

Inventories principally consist of photograph developing and processing products for resale. At the balance sheet date, the amount of inventories held by the Group, carried at net realisable value was HK\$854,000 (2002: HK\$1,768,000).

18. TRADE AND BILLS RECEIVABLES

Trading terms with customers are largely on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 30 days of issuance, except for certain well established customers, where the terms are extended to 120 days. Each customer has a maximum credit limit approved by senior management. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are regularly reviewed by senior management.

An aged analysis of trade and bills receivables net of provisions, based on the overdue date, is detailed below.

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$65,281,563 (2002: HK\$28,636,209). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

20. 應付賬項及票據

根據購買貨品及獲得服務的日期計算，應付賬項的賬齡分析如下：

		Group 本集團	
		2003 HK\$'000	2002 HK\$'000
○至三個月	Current to 3 months	93,063	145,090
三個月以上	Over 3 months	4,960	10,583
		98,023	155,673

20. TRADE AND BILLS PAYABLES

An aged analysis of trade payables based on the date of goods purchased and services rendered is as follows:

21. 信託收據貸款

信託收據貸款以本公司所作擔保為抵押，並須於三個月內償還。

21. TRUST RECEIPTS LOANS

Trust receipt loans are secured by the guarantee given by the Company and are repayable within three months.

22. 撥備

22. PROVISIONS

		Group 本集團	
		2003 HK\$'000	2002 HK\$'000
長期服務金撥備：	Provision for long service payments:		
於年初	At beginning of year	2,017	-
收購附屬公司	Acquisition of subsidiaries	-	2,017
撥備增加	Additional provision	47	-
於年底	At end of year	2,064	2,017

本集團已就根據香港《僱傭條例》預期須向僱員發放之可能未來長期服務金作出撥備，詳情如財務報表附註3「僱員福利」所詳釋。此項撥備乃基於截至結算日時僱員之服務年資計算僱員預期享有之可能領取之未來長期服務金之最佳推測而作出。

The Group provides for the probable future long service payments expected to be made to employees under the Hong Kong Employment Ordinance, as further explained under the heading "Employee benefits" in note 3 to the financial statements. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their service to the Group at the balance sheet date.

**23. 股本
股份**

**23. SHARE CAPITAL
Shares**

		Group and Company 集團及本公司	
		2003	2002
		HK\$'000	HK\$'000
法定：	Authorised:		
普通股2,000,000,000股 每股面值港幣一角	2,000,000,000 ordinary shares of HK\$0.10 each	200,000	200,000
已發行及繳足：	Issued and fully paid:		
普通股1,163,828,377股 每股面值港幣一角	1,163,828,377 ordinary shares of HK\$0.10 each	116,383	116,383

購股權

本公司購股權計劃之詳情載於財務報表附註24。

Share options

Details of the Company's share option scheme are included in note 24 to the financial statements.

24. 購股權計劃

如財務報表附註2及附註3「僱員福利」一節所述，本公司於年內採納會計實務準則第34號。因此，以下有關本公司購股權計劃之詳細披露現載於財務報表附註。於往年，有關披露乃根據上市規則之規定載於董事會報告。

24. SHARE OPTION SCHEME

SSAP 34 was adopted during the year, as explained in note 2 and under the heading "Employee benefits" in note 3 to the financial statements. As a result, the following detailed disclosures relating to the Company's share option scheme are now included in the notes to the financial statements. In the prior year, these disclosures were included in the Report of the Directors, as their disclosure is also a requirement of the Listing Rules.

本公司為獎勵及酬報曾對本集團業務成功作出貢獻之合資格參與者而設立購股權計劃（「計劃」）。

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

在本公司於二〇〇二年八月三十日舉行之股東週年大會上，本公司股東通過一項普通決議案，以採納遵循經修訂之上市規則第17章規定之新購股權計劃（「新計劃」），以及終止本公司於一九九四年八月三十一日採納之購股權計劃（「舊計劃」）。舊計劃終止後，本公司不得再據此授出任何購股權，惟於舊計劃終止前授出之所有購股權繼續有效，並可根據舊計劃條文予以行使。

In the Company's annual general meeting held on 30 August 2002, an ordinary resolution was passed by the Company's shareholders for the adoption of a new share option scheme (the "New Scheme") in compliance with the amended Chapter 17 of the Listing Rules and the termination of the Company's share option scheme (the "Old Scheme") adopted on 31 August 1994. Upon termination of the Old Scheme, no further options can be granted thereunder but all options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Old Scheme.

24. 購股權計劃 (續)

計劃之合資格參與者，包括本公司之董事（包括獨立非執行董事）、本集團其他僱員、本集團貨品及服務供應商、本集團客戶、本集團持有股權之公司、任何本集團持有任何股權之代理商、諮詢人、顧問、策略員、承包商、分包商、專家，或由任何本集團任何成員公司所發行證券之持有人、本集團任何成員公司之股東或本集團持有股權之公司。

年內並無根據新計劃授出購股權。新計劃於二〇〇二年八月三十日生效，而除非被註銷或經修改，否則自該日起十年內仍然有效。

根據新計劃，現時容許授出而尚未行使之最高數目購股權乃指於行使時佔本公司不時已發行股份10%。

於二〇〇三年三月三十一日，根據舊計劃授出之購股權可予發行之股份數目為2,110,000股，佔本公司當日已發行股份約0.18%。於任何十二個月期間，根據授予各合資格參與者之購股權可發行股份之最高數目均限於本公司當時已發行股本之1%。在此限制之外授出購股權須在股東大會上獲得股東批准。

向本公司各董事、行政總裁或主要股東或彼等之任何聯繫人士授予購股權，須事先獲得獨立非執行董事批准。此外，倘於任何十二個月授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權超逾本公司不時已發行股份之0.1%或總值（根據授出購股權當日本公司股份價格計算）超逾港幣5,000,000元，則須事先在股東大會上獲得股東批准。

授出購股權之要約可於要約日期起計二十八日內接納。接納購股權要約時須支付港幣1元代價。已授出購股權之行使期由董事釐定，於若干歸屬期後開始並於購股權要約日期起計不多於十年之某個日子後終止。

24. SHARE OPTION SCHEME (Continued)

Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods and services to the Group, customers of the Group, any entity in which the Group holds any equity interest, any agent, advisors, consultant, strategist, contractor, sub-contractor, expert that provides research, development or other technological support to the Group or any holder of any securities issued by any member of the Group any shareholder of any member of the Group, and any entity in which the Group holds any equity interest.

During the year, no share options were granted under the New Scheme. The New Scheme became effective on 30 August 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the New Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time.

As at 31 March 2003, the number of shares issuable under share options granted under the Old Scheme was 2,110,000, which represented approximately 0.18% of the Company's shares in issue as at that date. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the issued capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than ten years from the date of the offer of the share options.

24. 購股權計劃 (續)

購股權之行使價由董事釐定，惟不得少於以下三者之最高者：(i)本公司股份於要約授出日期(必須為交易日)在聯交所之收市價；(ii)緊接要約授出日期前五個交易日本公司股份於聯交所之平均收市價；及(iii)本公司股份面值。

購股權並不授予持有人享有股息或於股東大會上投票之權力。

本年度內舊計劃項下之未行使購股權如下：

Name or category of participant 參與者姓名或類別	Number of share option 未行使之購股權			Date of grant of share options* 授出購股權日期*	Exercise period of share options 購股權行使期	Exercise price of share options** 購股權行使價**	Company's shares*** 本公司股價***		
	At 1 April 2002 於二〇〇二年四月一日	Lapsed during the year 於年內失效	At 31 March 2003 於二〇〇三年三月三十一日				At grant date of options 授出購股權日期	At exercise date of options 行使購股權日期	
董事									
孫大倫博士	Dennis Sun Tai Lun	1,000,000	-	1,000,000	21 June 2000 二〇〇〇年六月二十一日	21 June 2000 - 30 June 2004 二〇〇〇年六月二十一日至二〇〇四年六月三十日	0.7568	0.97	-
鄧國榮先生	Simon Tang Kwok Tong	400,000	-	400,000	21 June 2000 二〇〇〇年六月二十一日	21 June 2000 - 30 June 2004 二〇〇〇年六月二十一日至二〇〇四年六月三十日	0.7568	0.97	-
吳玉華女士#	Eileen Ng Yuk Wah #	250,000	-	250,000	31 January 2000 二〇〇〇年一月三十一日	31 January 2000 - 29 February 2004 二〇〇〇年一月三十一日至二〇〇四年二月二十九日	0.8048	0.95	-
馬鳳華女士	Flora Ma Fung Wah	800,000	(800,000)	-	21 June 2000 二〇〇〇年六月二十一日	21 June 2000 - 30 June 2004 二〇〇〇年六月二十一日至二〇〇四年六月三十日	0.7568	0.97	-
黃國榮先生	Frank Wong Kwok Wing	700,000	(700,000)	-	21 June 2000 二〇〇〇年六月二十一日	21 June 2000 - 30 June 2004 二〇〇〇年六月二十一日至二〇〇四年六月三十日	0.7568	0.97	-
		3,150,000	(1,500,000)	1,650,000					
其他僱員，總額	Other employees, in aggregate	460,000	-	460,000	31 January 2000 二〇〇〇年一月三十一日	31 January 2000 - 29 February 2004 二〇〇〇年一月三十一日至二〇〇四年二月二十九日	0.8048	0.95	-
		3,610,000	-	2,110,000					

年內，1,500,000份原授予兩名董事之購股權已於有關董事辭職後失效。

因年內未有授出購股權，故不披露其理論價值。

二〇〇三年一月三日，吳玉華女士獲委任為本公司董事。因此，此前授予彼之250,000份購股權已在「董事」一欄另行披露。

24. SHARE OPTION SCHEME (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of grant, which must be a trading date; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Old Scheme during the year:

During the year, 1,500,000 share options originally granted to two directors, lapsed subsequent to the resignation of these directors.

No theoretical value of the share option is disclosed as no share options were granted during the year.

On 3 January 2003, Ms. Eileen Ng Yuk Wah was appointed as director of the Company. Accordingly, the share option of 250,000 previously granted to her is now disclosed separately under the "Directors" section.

24. 購股權計劃 (續)

- * 購股權持有期由授出日開始，至行使期開始時結束。
- ** 購股權之行使價會視乎供股或發行紅股，或本公司股本出現類似變動而調整。
- *** 上表所披露本公司於購股權授出之日之股價指授出購股權日之前一個交易日，股份於聯交所之收市價。上表所披露本公司於購股權行使之日之股價指所披露類別內全部購股權行使時聯交所收市價之加權平均價。由於年內並無購股權被行使或註銷，故不披露此等資料。

25. 儲備

(a) 本集團

本集團儲備以其於本年及過往年度之變動，載於財務報表第45頁之綜合權益變動表。

(b) 本公司

24. SHARE OPTION SCHEME (Continued)

- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options. The price of the Company's shares disclosed as at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure category. As no share option was exercised or cancelled during the year, no disclosure of such information was made.

25. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 45 of the financial statements.

(b) Company

			Share premium account	Capital redemption reserve	Retained profits/Contributed surplus	Retained profits/losses	Total
	Notes		溢價賬	資本贖回儲備	實繳盈餘	保留溢利/ (累計虧損)	總額
	附註		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二〇〇一年四月一日		At 1 April 2001	437,595	1,619	193,340	(35,470)	597,084
股份發行		Issuance of shares	41,580	-	-	-	41,580
股份發行費用		Share issue expenses	(402)	-	-	-	(402)
本年度溢利		Profit for the year	-	-	-	83,564	83,564
中期股息	11	Interim dividend	-	-	-	(29,096)	(29,096)
擬派末期股息	11	Proposed final dividend	-	-	-	(11,638)	(11,638)
於二〇〇二年三月三十一日		At 31 March 2002	478,773	1,619	193,340	7,360	681,092
本年度溢利		Profit for the year	-	-	-	32,828	32,828
中期股息	11	Interim dividend	-	-	-	(23,277)	(23,277)
擬派特別股息	11	Proposed special dividend	-	-	-	(11,638)	(11,638)
於二〇〇三年三月三十一日		At 31 March 2003	478,773	1,619	193,340	5,273	679,005

25. 儲備 (續)**(b) 本公司 (續)**

本公司實繳盈餘為本公司於收購附屬公司全部已發行股份時有關公司之綜合資產淨值及本公司因此而發行股份之面值之差額。根據百慕達一九八一年公司法(經修訂)的規定,本公司於若干情況下可將實繳盈餘分派予股東。

26. 綜合現金流動表附註**(a) 綜合現金流動表格式之變動**

誠如財務報表附註2所詳述,本公司於年內採納會計實務準則第15號(經修訂),致使綜合現金流動表之格式出現變動。現時呈列之綜合現金流動表分為下列三類:經營活動、投資活動及融資活動之現金流動。以往則規定為五類,包括上述三類以及投資回報及融資費用,以及已付稅項之現金流動。因呈列方式出現變動而出現之重大重新分類,表現為已付稅項現時撥入經營活動現金流動,已收利息現時撥入投資活動現金流動,已付股息撥入融資活動現金流動。二〇〇二年比較綜合現金流動表之呈列方式已予更改,以符合新格式。

如財務報表附註3「外幣」所詳述,綜合現金流動表內若干項目之計算方法已根據經修訂後的會計實務準則第15號予以更改。海外附屬公司之現金流動現按現金流動當日適用之匯率換算為港幣。年內經常產生之海外附屬公司現金流動則按當年之加權平均匯率換算為港幣。以往海外附屬公司之現金流動乃按結算日適用之匯率換算為港幣。此項會計實務準則之修訂對二〇〇二年比較現金流量並無重大影響。

25. RESERVES (Continued)**(b) Company (Continued)**

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the aggregate net asset value of the subsidiaries acquired at the date of acquisition. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is distributable to shareholders under certain circumstances.

26. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT**(a) Changes to the layout of the consolidated cash flow statement**

SSAP 15 (Revised) was adopted during the current year, as detailed in note 2 to the financial statements, which has resulted in a change to the layout of the consolidated cash flow statement. The consolidated cash flow statement is now presented under three headings: cash flows from operating activities, investing activities and financing activities. Previously five headings were used, comprising the three headings listed above, together with cash flows from returns on investments and servicing of finance and from taxes paid. The significant reclassifications resulting from the change in presentation are that taxes paid are now included in cash flows from operating activities, interest received is now included in cash flows from investing activities, and dividends paid are now included in cash flows from financing activities. The presentation of the 2002 comparative consolidated cash flow statement has been changed to accord with the new layout.

The method of calculation of certain items in the consolidated cash flow statement has changed under the revised SSAP 15, as explained under the heading "Foreign currencies" in note 3 to the financial statements. Cash flows of overseas subsidiaries are now translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year. Previously, the cash flows of overseas subsidiaries were translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The revision of this SSAP has had no material impact on the 2002 comparative cash flows.

26. 綜合現金流動表附註 (續)

26. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(b) 收購附屬公司

(b) Acquisition of subsidiaries

		2003 HK\$'000	2002 HK\$'000
購入淨資產：	Net assets acquired:		
固定資產	Fixed assets	-	24,209
投資物業	Investment properties	-	669
存貨	Inventories	-	7,078
應收賬款及票據	Trade and bills receivables	-	539
預付款項、訂金及 其他應收賬款	Prepayments, deposits and other receivables	-	11,391
現金及銀行結存	Cash and bank balances	-	641
銀行透支	Bank overdrafts	-	(21,434)
應付賬款及票據	Trade and bills payables	-	(14,947)
應計負債	Accrued liabilities	-	(15,226)
撥備	Provisions	-	(2,017)
		-	(9,097)
收購公司之商譽	Goodwill on acquisition	-	57,677
		-	48,580
支付：	Satisfied by:		
股份發行	Shares issued	-	48,580

收購附屬公司之現金及現金等值項目之淨流出分析如下：

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2003 HK\$'000	2002 HK\$'000
收購所得之現金及銀行結存	Cash and bank balances acquired	-	641
收購所得之銀行透支	Bank overdrafts acquired	-	(21,434)
收購所得之現金及現金等值項目總額	Total cash and cash equivalents acquired	-	(20,793)

去年本集團收購快圖美控股有限公司之全部股權，使其成為本公司之附屬公司。

In the prior year, the Group acquired the entire equity interest in Fotomax Holdings Limited which became a subsidiary of the Group thereafter.

收購後，被收購之附屬公司於截至二〇〇二年三月三十一日止年度為本集團貢獻港幣110,052,000元營業額及為綜合除稅後溢利貢獻港幣1,292,000元。

Since their acquisition, the subsidiaries acquired contributed HK\$110,052,000 to the Group's turnover and profit of HK\$1,292,000 to the consolidated profit after tax for the year ended 31 March 2002.

26. 綜合現金流動表附註 (續)

(b) 收購附屬公司 (續)

於截至二〇〇二年三月三十一日止年度，該等附屬公司為本集團之經營現金流出淨額貢獻2,574,000港元、就投資回報及融資費用淨額之現金流動收取93,000港元，導致投資現金流出11,002,000港元，惟對本集團融資活動或繳付稅項之現金流量並無重大影響。

(c) 重大非現金交易

去年，以發行70,000,000股股份清付收購附屬公司所需費用，對本集團現金流動並無影響。

27. 或然負債

26. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(b) Acquisition of subsidiaries (Continued)

For the year ended 31 March 2002, the subsidiaries contributed HK\$2,574,000 to the Group's net operating cash outflows, received HK\$93,000 in respect of the cash flows for net returns on investments and servicing of finance, gave rise to investing cash outflows of HK\$11,002,000, but had no significant impact in respect of the Group's cash flow for financing activities or the payment of tax.

(c) Major non-cash transactions

In the prior year, the acquisition of the subsidiaries was satisfied by the issuance of 70,000,000 ordinary shares which had no cash flow impact to the Group.

27. CONTINGENT LIABILITIES

		Group 本集團		Company 本公司	
		2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
向附屬公司所獲 銀行信貸作出擔保	Guarantee of banking facilities granted to subsidiaries	-	-	669,000	669,000
有追索權之貼現票據	Bills discounted with recourse	-	39,792	-	-
		-	39,792	669,000	669,000

如上所述，本公司就附屬公司所獲銀行信貸而作出港幣669,000,000元之擔保，其中港幣116,239,000元（二〇〇二年：港幣31,362,000元）於結算日已獲附屬公司提用。

Out of the guarantee of banking facilities granted to subsidiaries to banks, amounting to HK\$669,000,000, as disclosed above, HK\$116,239,000 (2002: HK\$31,362,000) was utilised by the subsidiaries at the balance sheet date.

28. 經營租約安排

(a) 出租人

本集團根據經營租約安排租出其投資物業（財務報表附註14），經磋商訂定租期為2年以內。

於二〇〇三年三月三十一日，本集團就與租戶訂立之不可撤銷經營租約而可於未來收取之最低租金總額如下：

28. OPERATING LEASE ARRANGEMENT

(a) As lessor

The Group leases its investment properties (note 14 to the financial statements) under operating lease arrangements, with leases negotiated for terms within two years.

At 31 March 2003, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		Group 本集團	
		2003 HK\$'000	2002 HK\$'000
1年內	Within one year	506	169
2至5年 (包括首尾兩年)	In the second to fifth years, inclusive	169	-
		675	169

28. 經營租約安排 (續)

(b) 承租人

本集團按經營租約安排承租若干零售門市物業，物業租期經磋商訂定為期1至5年。本公司並未簽訂任何經營租約協議。於二〇〇三年三月三十一日，本集團就不可撤銷之經營租約而須於未來支付之最低租金總額如下：

28. OPERATING LEASE ARRANGEMENT (Continued)

(b) As lessee

The Group leases certain of its retail outlets under operating lease arrangements. Leases for retail outlets are negotiated for terms ranging from one to five years. The Company did not enter any operating lease agreements. At 31 March 2003, the Group had the following total future minimum lease payments under non-cancellable operating leases.

		Group 本集團	
		2003	2002
		HK\$'000	HK\$'000
1年內	Within one year	32,527	30,542
2至5年 (包括首尾兩年)	In the second to fifth years, inclusive	31,563	30,298
5年後	After five years	12,604	-
		76,694	60,840

29. 比較數額

如財務報表附註2闡釋，因年內採納若干新訂及經修訂會計實務準則，在財務報表中若干項目及結餘之會計處理及呈報已經修訂，以符合新訂要求。因此，若干上年度調整及若干比較數額已重新分類，以符合本年度之呈報方式。

29. COMPARATIVE AMOUNTS

As further explained in note 2 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made and certain comparative amounts have been reclassified to conform with the current year's presentation.

除上述者外，於上年度記入銷售成本之港幣6,850,000元之若干開支，以及於上年度記入行政開支之港幣6,978,000元呆壞賬撥備，已分別換重新分類為行政開支及其他經營開支。董事會認為此舉可更適當地呈列本集團之交易性質。

Apart from the above, certain expenses of HK\$6,850,000 which were recorded in the cost of sales and the provision for bad and doubtful debts of HK\$6,978,000 which were recorded in administrative expenses in the prior year have been reclassified to administrative expenses and other operating expenses, respectively. In the opinion of the directors, such reclassifications provide a better presentation of the nature of the Group's transactions.

30. 財務報表之批准

本財務報表已於二〇〇三年七月十七日經董事會批准及授權發布。

30. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 July 2003.