

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES

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

#### (a) Basis of preparation

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

In the current year, the Group adopted Statement of Standard Accounting Practice No. 12 "Income Taxes" issued by the HKSA which is effective for accounting periods commencing on or after 1 April 2003. The changes to the Group's accounting policies upon the adoption of the new SSAP 12 are set out in note 1(j) below.

#### (b) Group accounting

##### (i) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries, together with the Group's share of post-acquisition results and reserves of its associated company under the equity method of accounting, made up to 31 March.

Subsidiaries are those entities in which the company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors; or to cast majority of votes at the meetings of the board of directors.

The results of subsidiaries and associated company acquired or disposed of during the year are included in the consolidated profit and loss account 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.

### 1. 主要會計政策

編製此等帳目所採用之主要會計政策列載如下：

#### (a) 編製基準

本帳目乃按照香港公認會計原則及香港會計師公會頒佈之會計標準編製。帳目並依據歷史成本常規法編製，並就土地及樓宇重估而作出修訂。

於本年度，本集團採納由香港會計師公會頒佈之會計準則第12號「所得稅」，於二零零三年四月一日或以後開始之會計期間生效。本集團會計政策之變更及採納此新政策之影響載列於以下附註1(j)。

#### (b) 本集團會計

##### (i) 綜合帳目

綜合帳目包括本公司及各附屬公司以及本集團所佔以權益法核算之聯營公司之收購後溢利及儲備截至三月三十一日止之帳目。

附屬公司指本公司直接或間接控制過半數投票權；有權控制財政及營運決策；委任或撤換董事會大多數成員；或在董事會會議上有大多數投票權之公司。

在年內購入或售出之附屬公司及聯營公司，其業績由收購生效日起計或計至出售生效日止列入綜合損益表內。

本集團內公司間之重大交易及結餘已於綜合帳目內對銷。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (b) Group accounting (Cont'd)

##### (i) Consolidation (Cont'd)

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account.

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

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

##### (ii) Associated company

An associated company is a company, not being a subsidiary or a joint venture, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of an associated company for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated company and goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associated company.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

### 1. 主要會計政策 (續)

#### (b) 本集團會計 (續)

##### (i) 綜合帳目 (續)

出售附屬公司之收益或虧損指出售所得之收入與本集團應佔該公司資產淨值之差額，連同之前並未在綜合損益表內支銷或入帳之任何未攤銷商譽或負商譽，或已在儲備記帳之商譽／負商譽。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中擁有之權益。

在本公司之資產負債表內，附屬公司之投資以成本值扣除減值虧損準備入帳。本公司將附屬公司之業績按已收及應收股息入帳。

##### (ii) 聯營公司

聯營公司為附屬公司或合營企業以外，本集團持有其股權作長期投資，並對其管理具有重大影響力之公司。

綜合損益表包括本集團應佔聯營公司之本年度業績，而綜合資產負債表則包括本集團應佔聯營公司之資產淨值及收購產生之商譽／負商譽（扣除累計攤銷）。

當聯營公司之投資帳面值已全數撤銷，便不再採用權益會計法，除非本集團就該聯營公司已產生承擔或有擔保之承擔。

本集團與其聯營公司間交易之未變現盈利按本集團應佔該等聯營公司之權益撤銷；除非交易提供所轉讓資產減值之憑證，否則將未變現虧損撤銷。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (b) Group accounting (Cont'd)

##### (iii) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

The balance sheet of subsidiaries and associated company expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss account is translated at an average rate. Exchange differences arising in these cases are dealt with as a movement in reserves.

#### (c) Fixed assets and depreciation

Construction-in-progress is stated at cost which includes development and construction expenditure incurred and other direct costs attributable to the development less any accumulated impairment losses.

Other fixed assets are stated at cost or valuation less accumulated depreciation and accumulated impairment losses.

Land and buildings are depreciated over the period of the leases, while other fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Land	2% to 2.2%
Buildings	2% to 4% (lease terms)
Fixtures and leasehold improvements	8% to 10%
Machinery	10% to 20%
Moulds and tooling	10% to 15%
Furniture and computer equipment	10% to 33.33%

### 1. 主要會計政策 (續)

#### (b) 本集團會計 (續)

##### (iii) 外幣折算

以外幣為本位之交易，均按交易當日之匯率折算。於結算日以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之匯兌盈虧均計入損益表。

附屬公司及聯營公司以外幣顯示之資產負債表均按結算日之匯率折算，而損益表則按平均匯率折算。由此產生之匯兌盈虧作為儲備變動入帳。

#### (c) 固定資產與折舊

在建工程按成本值列帳，包括發展與建築費用，及屬於發展項目之其他直接成本，扣除任何累積減值虧損。

其他固定資產按成本值或估值扣除累積折舊及累積減值虧損列帳。

土地及樓宇按租約年期折舊，其他固定資產則以直線法於其估計可用年期內將其成本值減累積減值虧損撇銷。主要之折舊年率如下：

土地	2%-2.2%
樓宇	2%-4% (租賃年期)
物業裝修	8%-10%
機器	10%-20%
模具及工具	10%-15%
傢俬及電腦設備	10%-33.33%

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (c) Fixed assets and depreciation (Cont'd)

Land and buildings are subject to independent valuations on a regular basis, with the last valuation performed on 31 March 2002. In the intervening years, the Directors review the carrying value of land and buildings and adjustment is made where they consider that there has been a material change. Any increase in valuation of land and buildings is credited to the fixed assets revaluation reserve. Decrease in valuation is first offset against increase on earlier valuations in respect of the same land and buildings and is thereafter debited to operating profit. Any subsequent increase is credited to operating profit up to the amount previously debited.

Improvements are capitalised and depreciated over their expected useful lives to the Group.

Fixed assets held under finance leases are recorded and depreciated on the same basis as described above.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained earnings and is shown as a movement in reserves.

### 1. 主要會計政策 (續)

#### (c) 固定資產與折舊 (續)

土地及樓宇會定期進行獨立性之評估，最近之評估乃於二零零二年三月三十一日進行。相隔年間，由董事檢討其土地及樓宇之帳面值，如有重大變動則作出調整。土地及樓宇重估之增值會撥入固定資產重估儲備。重估之減值則首先與同一土地及樓宇早前重估之增值對銷，然後在經營溢利中扣除。其後任何增值將撥入經營溢利，惟最高以早前扣減之金額為限。

資產改良支出均資本化，並按其對本集團之預計可用年期計算折舊。

以融資租賃方式所持有之固定資產皆採用上述之相同基準予以記錄及計算折舊。

在每年結算日，固定資產皆透過本集團內部及外界所獲得之資訊，評核該等固定資產有否耗蝕。如有跡象顯示該等資產出現耗蝕，則估算其可收回價值，及在合適情況下將減值虧損入帳以將資產減至其可收回價值。此等減值虧損在損益表入帳，但假若某資產乃按估值列帳，而減值虧損不超過該資產之重估盈餘，此等虧損則當作重估減值。

出售固定資產之收益或虧損乃出售所得收入淨額與資產帳面值之差額，將列算於損益表內。任何屬於有關被出售之資產之重估儲備結餘均轉撥至保留溢利，並列作儲備變動。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (d) Assets under leases

##### (i) Finance leases

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

##### (ii) Operating leases

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

#### (e) Inventories

Inventories comprise raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost, calculated on the first-in, first-out basis, comprises materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

#### (f) Accounts receivables

Provision is made against accounts receivables to the extent they are considered to be doubtful. Accounts receivables in the balance sheet are stated net of such provision.

#### (g) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks and cash investments with a maturity of three months or less from date of investment and bank overdrafts.

### 1. 主要會計政策 (續)

#### (d) 租賃資產

##### (i) 融資租賃

融資租賃是指將擁有資產之風險及回報實質上轉讓予本集團之租賃。融資租賃之資產在開始時按租賃資產之公平值或最底租賃付款之現值，以較低者入帳。每期租金均分攤為資本性支出及財務費用，以達到資本結欠額之常數比率。相應租賃承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益表中支銷。

##### (ii) 經營租賃

經營租賃是指擁有資產之風險及回報實質上由出租公司保留之租賃。租賃款額在扣除自出租公司收取之任何獎勵金後，於租賃期內以直線法在損益表中支銷。

#### (e) 存貨

存貨包括原材料、半製成品及製成品，按成本值與可變現淨值二者之較低者入帳。成本值以先進先出法計算，並包括原材料、直接人工及所有生產經常開支之應佔部份。可變現淨值乃按預計銷售所得款項扣除估計營銷費用計算。

#### (f) 應收帳款

凡被視為呆帳之應收帳款，均提撥準備。在資產負債表內列帳之應收帳款已扣除有關之準備金。

#### (g) 現金及現金等值物

現金及現金等值物按成本在資產負債表內列帳。在現金流量表中，現金及現金等值物包括庫存現金及銀行通知存款、三個月內到期之現金投資及銀行透支。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (h) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

#### (i) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Retirement benefits

The Group's contributions to the defined contribution retirement plans are expensed as incurred.

##### (iii) Long service payments

The Group's net obligation in respect of long service payments on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

### 1. 主要會計政策 (續)

#### (h) 準備

當本集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立準備。當集團預計準備款可獲償付，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

#### (i) 僱員福利

##### (i) 僱員應享假期之權利

僱員在年假和長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出準備。僱員在病假及產假之權利不作確認，直至僱員正式休假為止。

##### (ii) 退休金福利

本集團向界定供款退休計劃作出之供款在發生時作為費用支銷。

##### (iii) 長期服務金

本集團根據香港《僱傭條例》在若干情況下終止聘用員工而支付之長期服務金所衍生之負債淨額，是指僱員現時及過去的服務所賺取的未來福利。此負債額是以預計單位信貸法計算，並會計算貼現值，並扣除本集團退休計劃下本集團供款所佔的應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於結算日的孳息率。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (j) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries and associated company, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

In prior year, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the new SSAP 12 represents a change in accounting policy, which has been applied retrospectively so that the comparatives presented have been restated to conform to the changed policy.

As detailed in note 26 to the accounts, the retained earnings at 1 April 2002 and 2003 have been reduced by HK\$3,275,000 and HK\$4,510,000, respectively, while the fixed assets revaluation reserve as at 1 April 2002 and 2003 have been reduced by HK\$1,569,000 and HK\$1,689,000, respectively. The change has resulted in an increase in deferred tax assets and deferred tax liabilities at 31 March 2003 by HK\$1,354,000 and HK\$7,553,000, respectively. The profit attributable to shareholders and fixed assets revaluation reserve for the year ended 31 March 2003 have been reduced by HK\$1,235,000 and HK\$120,000, respectively.

### 1. 主要會計政策 (續)

#### (j) 遞延稅項

遞延稅項採用負債法就資產負債之稅基與它們在帳目之帳面值兩者之短暫時差作全數準備。遞延稅項採用在結算日前已頒佈或實質頒佈之稅率釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延稅項乃就投資於附屬公司及聯營公司之短暫時差而準備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

往年度，遞延稅項乃因應就課稅而計算之溢利與帳目所示之溢利二者間之時差，根據預期於可預見將來支付或可收回之負債及資產而按現行稅率計算。採納新訂之會計準則第12號構成會計政策之變動並已追溯應用，故比較數字已重列以符合經修訂之政策。

如帳目附註26所詳述，二零零二年及二零零三年四月一日之期初保留溢利已分別減少3,275,000港元及4,510,000港元，而於二零零二年及二零零三年四月一日之固定資產重估儲備分別減少1,569,000港元及1,689,000港元。是項調整導致二零零三年三月三十一日之遞延稅項資產及遞延稅項負債分別增加1,354,000港元及7,553,000港元。截至二零零三年三月三十一日止年度之股東應佔溢利及固定資產重估儲備分別減少1,235,000港元及120,000港元。

## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (k) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

#### (l) Turnover and revenue recognition

Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

Operating lease rental income is recognised on a straight-line basis.

Revenue from the provision of management service is recognised when the service is rendered.

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

Advance payments received from customers prior to delivery of goods are recorded as receipts in advance.

### 1. 主要會計政策 (續)

#### (k) 或然負債及或然資產

或然負債指因已發生之事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生之事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入帳。或然負債不會被確認，但會在帳目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為準備。

或然資產指因已發生之事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在帳目附註中披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

#### (l) 營業額及收入確認

銷貨收益在擁有權之風險及回報轉移時確認，通常亦即為貨品付運予客戶及所有權轉讓時。

經營租賃之租金收入按直線法確認。

管理服務收益在提供服務時確認。

利息收入依據未償還本金額及適用利率按時間比例確認。

於出貨前預收客戶之款項被記錄為預收帳款。



## Notes to the Accounts 帳目附註

### 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (m) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

#### (n) Segment reporting

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

Unallocated costs represent corporate expenses. Segment assets consist primarily of fixed assets, inventories, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation and certain corporate borrowings. Capital expenditure comprises additions to intangible assets and fixed assets.

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

### 1. 主要會計政策 (續)

#### (m) 借貸成本

凡直接與購置、興建或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或出售)有關之借貸成本，均資本化為資產之部分成本。所有其他借貸成本均於發生年度內在損益表支銷。

#### (n) 分部報告

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

未分配成本指本集團整體性開支。分部資產主要包括固定資產、存貨、應收款項及經營現金。分部負債指經營負債，而不包括例如稅項及若干集團整體性之借款等項目。資本性開支包括購入無形資產及固定資產之費用。

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

## Notes to the Accounts 帳目附註

## 2. RELATED PARTY TRANSACTIONS

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.

(a) Significant transactions with related parties are summarised below:

## 2. 關連人士交易

關連人士乃該等有能力直接或間接控制另一方或於作出財務及營運決定時行使重大影響力的人士。倘該等人士受同一人士之控制或同一人士之重大影響，亦被視為關連人士。

(a) 與關連人士之重大交易之摘要如下：

			2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
		Note 附註		
Rental income earned from Kar-Info Company Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	向嘉訊通有限公司(該公司由本公司董事何焯輝先生家族實益擁有及控制)收取租金收入	(i)	157	202
Rental charged by Kings Lion Development Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	支付租金予勁獅發展有限公司(該公司由本公司董事何焯輝先生家族實益擁有及控制)	(i)	1,269	1,266
Management service income earned from an associated company	向聯營公司收取管理費收入	(i)	1,373	-
Sales to an associated company	銷售予聯營公司	(ii)	551	-

## Notes to the Accounts 帳目附註

**2. RELATED PARTY TRANSACTIONS (Cont'd)**

(a) (Cont'd)

Notes:

- (i) In the opinion of the Company's Directors and the Group's management, these related party transactions were conducted in the normal course of business of the Group and in accordance with the terms of the agreements.
- (ii) In the opinion of the Company's Directors and the Group's management, sales to an associated company were conducted in the normal course of businesses and at prices and terms mutually agreed by the respective parties.
- (b) Details of amounts due from related companies (included in trade receivables) are as follows:

		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Kar-Info Company Limited	嘉訊通有限公司	190	204
Kings Lion Development Limited	勁獅發展有限公司	-	134
		<b>190</b>	338

Details of amount due to a related company is as follows:

		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Castford Industrial Company Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	Castford Industrial Company Limited (該公司由本公司董事何焯輝先生家族實益擁有及控制)	-	273

The outstanding balances with related companies are unsecured, non-interest bearing and without pre-determined repayment terms.

**2. 關連人士交易 (續)**

(a) (續)

附註：

- (i) 本公司董事及本集團管理層認為上述之關連人士交易均於本集團日常業務過程中以正常商業條款進行及本集團與有關人士各自商議之條款執行。
- (ii) 本公司董事及本集團管理層認為向聯營公司銷售貨品是於正常業務範圍內及依據各個人士互相同意之價格及條款進行。
- (b) 包括於貿易應收帳中之應收關連公司款項之詳情如下：

應付關連公司款項之詳情如下：

		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Castford Industrial Company Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	Castford Industrial Company Limited (該公司由本公司董事何焯輝先生家族實益擁有及控制)	-	273

該些關連公司尚未償還之款項為無抵押，不計利息及無固定還款期。

## Notes to the Accounts 帳目附註

## 3. TURNOVER AND REVENUE

Analysis of turnover and revenue is as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Sales revenue	銷售收入		
Metal and plastic business	五金塑膠業務	<b>963,002</b>	843,623
Electronic manufacturing services business	電子專業代工業務	<b>729,958</b>	894,356
Turnover	營業額	<b>1,692,960</b>	1,737,979
Rental income	租金收入	<b>3,592</b>	5,789
Management service income	管理費收入	<b>1,373</b>	–
Interest income	利息收入	<b>1,620</b>	3,101
Total revenue	總收入	<b>1,699,545</b>	1,746,869

During the year ended 31 March 2004, approximately 74% (2003: 80%) of the Group's turnover was related to sales made to its five largest customers.

## 3. 營業額及收入

營業額及收入之分析如下：

於二零零四年三月三十一日止年度內五大客戶之銷售佔本集團之營業額約74% (二零零三年：80%)。

## Notes to the Accounts 帳目附註

## 4. OPERATING PROFIT

Operating profit is determined after charging or crediting the following items:

## 4. 經營溢利

經營溢利已扣除及計入下列各項：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Charging: –	已扣除：—		
Depreciation of fixed assets	固定資產折舊		
– owned assets	– 自置資產	28,738	24,981
– assets held under finance leases	– 以融資租賃持有之資產	5,752	7,074
		<b>34,490</b>	32,055
Provision for obsolete and slow-moving inventories	陳舊及滯銷存貨準備	483	1,157
Staff costs (including directors' emoluments) (Note 6)	員工成本 (包括董事酬金)(附註6)	133,954	131,849
Operating lease rental of premises	租用物業之經營租賃租金	9,843	9,787
Net exchange loss	匯兌虧損淨額	604	1,316
Auditors' remuneration	核數師酬金	931	898
Crediting: –	已計入：—		
Interest income on bank deposits	銀行存款之利息收入	1,620	3,101
Net gain on disposal of fixed assets	出售固定資產收益淨額	196	473

## Notes to the Accounts 帳目附註

## 5. FINANCE COSTS

## 5. 財務成本

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest on	利息		
– bank loans and overdrafts	– 銀行貸款及透支	5,728	9,274
– finance leases	– 融資租賃	293	803
– factoring of trade receivables	– 貿易應收帳款讓售	1	274
– others	– 其他	123	50
		<b>6,145</b>	10,401

## 6. STAFF COSTS

## 6. 員工成本

Staff costs, including directors' emoluments, consisted of:

員工成本包括董事酬金之組成：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Wages and salaries	薪酬工資	132,147	128,000
Pension costs – defined contribution plans	退休成本 – 界定供款計劃	2,488	2,699
(Write-back of)/provision for long service payments (Note 22)	長期服務金(撥回)/準備(附註22)	(681)	1,150
		<b>133,954</b>	131,849

## Notes to the Accounts 帳目附註

## 7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) Details of emoluments paid/payable to directors of the Company are as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Fees for executive directors	執行董事袍金	-	-
Fees for independent non-executive directors	獨立非執行董事袍金	330	200
Other emoluments for executive directors	執行董事之其他酬金		
– Basic salaries and allowances	– 基本薪金及津貼	7,863	7,723
– Discretionary bonus	– 酌情發放之花紅	6,163	8,417
– Pension scheme contributions	– 退休金計劃之供款	60	60
		<b>14,416</b>	16,400

During the year ended 31 March 2004, certain directors exercised share options, which were granted between June 1999 and November 2002, to acquire 10,080,000 ordinary shares of the Company at exercise prices ranging from HK\$0.3 to HK\$1.65 per share. The market prices of the shares at the dates of exercising these options ranged from HK\$1.68 to HK\$2.85 per share. The difference between the exercise prices and the market prices arising from the exercise of the above share options amounting to approximately HK\$20,379,000 has not been reflected in the above analysis and the band analysis below.

No directors waived any emoluments during the year (2003: Nil). No incentive payment for joining the Group or compensation for loss of office was paid/payable to any director during the year (2003: Nil).

## 7. 董事及高級行政人員酬金

(a) 本公司已付／應付董事酬金之詳情如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Fees for executive directors	執行董事袍金	-	-
Fees for independent non-executive directors	獨立非執行董事袍金	330	200
Other emoluments for executive directors	執行董事之其他酬金		
– Basic salaries and allowances	– 基本薪金及津貼	7,863	7,723
– Discretionary bonus	– 酌情發放之花紅	6,163	8,417
– Pension scheme contributions	– 退休金計劃之供款	60	60
		<b>14,416</b>	16,400

於二零零四年三月三十一日止年度內，若干董事行使於一九九九年六月至二零零二年十一月授出之購股權，以行使價每股由0.3港元至1.65港元購得10,080,000本公司之普通股，而行使購股權日之每股市價由1.68港元至2.85港元之間。由於行使以上購股權而產生之行使價與市價之相差約20,379,000港元，並未反映在以上分析及下列組別分析。

本年度沒有董事放棄酬金(二零零三年：無)，亦沒有已付／應付款項給予任何董事以吸引其加盟本集團或失去職位之補償(二零零三年：無)。

## Notes to the Accounts 帳目附註

**7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS** (Cont'd)

(a) Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

		2004 二零零四年	2003 二零零三年
Executive directors	執行董事		
– Nil to HK\$1,000,000	– 0港元至1,000,000港元	1	1
– HK\$1,000,001 to HK\$1,500,000	– 1,000,001港元至1,500,000港元	1	1
– HK\$1,500,001 to HK\$2,000,000	– 1,500,001港元至2,000,000港元	1	1
– HK\$2,000,001 to HK\$2,500,000	– 2,000,001港元至2,500,000港元	1	1
– HK\$8,000,001 to HK\$8,500,000	– 8,000,001港元至8,500,000港元	1	–
– HK\$9,500,001 to HK\$10,000,000	– 9,500,001港元至10,000,000港元	–	1
Independent non-executive directors	獨立非執行董事		
– Nil to HK\$1,000,000	– 0港元至1,000,000港元	3	3
		<b>8</b>	<b>8</b>

(b) The five individuals whose emoluments were the highest in the Group for the year include four (2003: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2003: one) individual are as follows:

**7. 董事及高級行政人員酬金 (續)**

(a) 按董事人數及酬金級別劃分之董事酬金之分析如下：

(b) 本年度集團內五名最高薪酬人士包括四名(二零零三年：四名)董事，其酬金已載於上文分析。其餘一名(二零零三年：一名)最高薪人士之應付酬金如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	797	922
Discretionary bonus	酌情發放之花紅	667	185
Pension scheme contributions	退休金計劃之供款	12	12
		<b>1,476</b>	<b>1,119</b>



## Notes to the Accounts 帳目附註

**7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS** (Cont'd)

(b) The emoluments fell within the following band:

		2004 二零零四年	2003 二零零三年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

No emolument was paid to the five highest paid individuals (including directors and other employees) as compensation for loss of office during the year (2003: Nil).

**8. TAXATION**

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

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Current taxation: Hong Kong profits tax	現行稅項：香港利得稅		
– current year	– 本年度	9,424	11,166
– (over)/under-provision in prior years	– 往年之(超額)/不足準備	(554)	1,989
Deferred taxation relating to the origination and reversal of temporary differences (Note 23)	遞延稅項暫時差異之產生及轉回(附註23)	(694)	111
		<b>8,176</b>	13,266

**7. 董事及高級行政人員酬金 (續)**

(b) 該等酬金歸入以下組別：

五名最高薪人士(包括董事及其他員工)於本年度並無獲付任何酬金作為失去職位之補償(二零零三年：無)。

**8. 稅項**

在綜合損益表支銷之稅項如下：

## Notes to the Accounts 帳目附註

## 8. TAXATION (Cont'd)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate in Hong Kong, the Group's home country, as follows:

## 8. 稅項 (續)

本集團有關除稅前溢利之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit before taxation	除稅前溢利	<b>98,616</b>	133,074
Calculated at a taxation rate of 17.5% (2003: 16%)	按稅率17.5%之計算 (二零零三年：16%)	<b>17,258</b>	21,292
Tax effect of	稅項影響		
– income not subject to taxation	– 無須課稅之收入	<b>(17,579)</b>	(14,635)
– expenses not deductible for taxation purposes	– 不可扣稅 之支出	<b>9,051</b>	3,828
(Over)/under-provision in prior years	往年之(超額)/不足準備	<b>(554)</b>	1,989
Increase in opening net deferred tax liabilities resulting from an increase in tax rate	稅率提高產生之期初 遞延稅項負債 淨額之增加	–	792
Taxation charge	稅項支出	<b>8,176</b>	13,266

The Company is exempted from Bermuda taxation until 2016. Hong Kong profits tax has been provided at the rate of 17.5% (2003: 16%) on the estimated assessable profit for the year.

本公司獲豁免百慕達稅項，直至二零一六年為止。香港利得稅乃根據本年之估計應課稅溢利按17.5% (二零零三年：16%)之稅率計提準備。

Dongguan Yanxun Electronics Company Limited, a subsidiary established and operating in Mainland China, is subject to Mainland China enterprise income tax at the rate of 33% (30% state income tax and 3% local income tax). However, it is exempted from Mainland China enterprise income tax and local income tax for two years starting from the first year of profitable operations, after offsetting prior years' losses, followed by a 50% reduction for the following three years. No Mainland China enterprise income tax has been provided since Dongguan Yanxun Electronics Company Limited is in a tax loss position.

東莞雁訊電子有限公司乃於中國成立及經營之附屬公司，須繳付33%之中國企業所得稅(30%為國家統一所得稅，而3%為地方所得稅)。惟該公司於其首個撇除以往年度虧損後之獲利年度起兩年獲全數豁免中國企業統一所得稅及地方所得稅，而隨後三年則按50%減付。該公司現仍處於稅務虧損之狀況，所以並沒有為中國企業所得稅計提準備。

## Notes to the Accounts 帳目附註

**9. PROFIT ATTRIBUTABLE TO SHAREHOLDERS**

The consolidated profit attributable to shareholders includes a profit of approximately HK\$40,085,000 (2003: HK\$150,234,000) dealt with in the accounts of the Company.

**10. DIVIDENDS**

		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interim, HK8.0 cents (2003: HK8.0 cents) per share	中期—每股8.0港仙 (二零零三年：8.0港仙)	<b>32,020</b>	30,468
Additional final dividend for the prior year due to exercise of share options	往年末期股息 於派息前行使購股權 而多發行股份	<b>1,538</b>	454
Final, HK12.0 cents (2003: HK11.0 cents) per share	末期—每股12.0港仙 (二零零三年：11.0港仙)	<b>48,091</b>	41,964
Special, Nil (2003: HK5.0 cents) per share	特別股息—無 (二零零三年：每股5.0港仙)	—	19,075
		<b>81,649</b>	91,961

**11. EARNINGS PER SHARE**

The calculation of basic earnings per share for the year ended 31 March 2004 is based on the consolidated profit attributable to shareholders of approximately HK\$90,440,000 (2003: HK\$119,808,000) and on the weighted average number of approximately 392,753,000 shares (2003: 379,371,000 shares) in issue during the year.

The calculation of diluted earnings per share for the year ended 31 March 2004 is based on the consolidated profit attributable to shareholders of approximately HK\$90,440,000 (2003: HK\$119,808,000) and on the weighted average number of 408,340,000 shares (2003: 393,533,000 shares) in issue, after adjusting for the potential dilutive effect in respect of outstanding share options.

**9. 股東應佔溢利**

綜合股東應佔溢利中包括一筆已撥入本公司帳目之溢利約40,085,000港元(二零零三年：150,234,000港元)。

**10. 股息**

		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interim, HK8.0 cents (2003: HK8.0 cents) per share	中期—每股8.0港仙 (二零零三年：8.0港仙)	<b>32,020</b>	30,468
Additional final dividend for the prior year due to exercise of share options	往年末期股息 於派息前行使購股權 而多發行股份	<b>1,538</b>	454
Final, HK12.0 cents (2003: HK11.0 cents) per share	末期—每股12.0港仙 (二零零三年：11.0港仙)	<b>48,091</b>	41,964
Special, Nil (2003: HK5.0 cents) per share	特別股息—無 (二零零三年：每股5.0港仙)	—	19,075
		<b>81,649</b>	91,961

**11. 每股溢利**

每股基本溢利乃根據截至二零零四年三月三十一日止之綜合股東應佔溢利約90,440,000港元(二零零三年：119,808,000港元)及本年度內已發行股份之加權平均數約392,753,000股(二零零三年：379,371,000股)計算。

每股攤薄溢利乃根據截至二零零四年三月三十一日止之綜合股東應佔溢利約90,440,000港元(二零零三年：119,808,000港元)及已發行股份加上未行使之購股權有可能攤薄影響作出調整後之股份之加權平均股數約408,340,000股(二零零三年：393,533,000股)計算。

## Notes to the Accounts 帳目附註

## 12. FIXED ASSETS

## (a) Movements were:

## 12. 固定資產

## (a) 變動：

Cost/valuation	成本/估值	Consolidated 綜合						Furniture and computer equipment 傢俬及 電腦設備	Total 總計
		Land and buildings 土地及樓宇	Construction- in-progress 在建工程	Leasehold improvements and fixtures 物業裝修	Machinery 機器	Moulds and tooling 模具及工具			
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 April 2003	二零零三年四月一日	132,029	-	40,229	253,619	19,040	34,717	479,634	
Additions	添置	636	7,137	6,058	40,440	604	3,967	58,842	
Disposals	出售	-	-	(34)	(8,248)	(135)	(1,185)	(9,602)	
At 31 March 2004	二零零四年 三月三十一日	132,665	7,137	46,253	285,811	19,509	37,499	528,874	
Representing: -	代表: -								
At cost	成本	7,515	7,137	46,253	285,811	19,509	37,499	403,724	
At professional valuation in March 2002	二零零二年三月 之專業估值	125,150	-	-	-	-	-	125,150	
		132,665	7,137	46,253	285,811	19,509	37,499	528,874	
<b>Accumulated depreciation</b>	<b>累積折舊</b>								
At 1 April 2003	二零零三年四月一日	3,187	-	14,636	185,937	16,528	30,151	250,439	
Provision for the year	本年度折舊	3,207	-	4,143	22,615	980	3,545	34,490	
Disposals	出售	-	-	(3)	(6,210)	(135)	(1,171)	(7,519)	
At 31 March 2004	二零零四年 三月三十一日	6,394	-	18,776	202,342	17,373	32,525	277,410	
<b>Net book value</b>	<b>帳面淨值</b>								
At 31 March 2004	二零零四年 三月三十一日	126,271	7,137	27,477	83,469	2,136	4,974	251,464	
At 31 March 2003	二零零三年 三月三十一日	128,842	-	25,593	67,682	2,512	4,566	229,195	

## Notes to the Accounts 帳目附註

## 12. FIXED ASSETS (Cont'd)

## (b) Land and buildings:

The geographical location and tenure of title of land and buildings are analysed as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Hong Kong	香港		
– medium-term leases	– 中期租約	<b>8,140</b>	8,395
Mainland China	中國		
– medium-term leases	– 中期租約	<b>118,131</b>	120,447
		<b>126,271</b>	128,842

Land and buildings located in Hong Kong are held under medium-term leases expiring in June 2047. Land and buildings located in Mainland China are held under land use rights of 45 to 50 years expiring in April 2043 to October 2046.

Land and buildings with a net book value of approximately HK\$119,144,000 (2003: HK\$122,123,000) were stated at open market value on 31 March 2002 as determined by FPD Savills, independent qualified valuers. Had those land and buildings been carried at cost less accumulated depreciation, their net book value as at 31 March 2004 would have been approximately HK\$90,552,000 (2003: HK\$92,925,000).

Certain of the Group's land and buildings in Mainland China with a net book value of approximately HK\$16,825,000 (2003: HK\$17,225,000) are mortgaged as collateral for the Group's banking facilities (Note 31).

## 12. 固定資產 (續)

## (b) 土地及樓宇：

土地及樓宇之地區及使用權限分析如下：

在香港之土地及樓宇乃根據至二零四七年六月約滿之中期租約而持有。在中國之土地及樓宇乃根據為期四十五至五十年(即延至二零四三年四月止及二零四六年十月止)之土地使用權而持有。

帳面淨值約119,144,000港元(二零零三年：122,123,000港元)之土地及樓宇以合資格獨立估值師—第一太平戴維斯於二零零二年三月三十一日所確定之公開市值列帳。假若該些土地及樓宇乃按成本值扣除累積折舊入帳，該些土地及樓宇於二零零四年三月三十一日之淨值約90,552,000港元(二零零三年：92,925,000港元)。

本集團位於中國之若干土地及樓宇帳面淨值約16,825,000港元(二零零三年：17,225,000港元)已按契予銀行作為融資之抵押(附註31)。

## Notes to the Accounts 帳目附註

## 12. FIXED ASSETS (Cont'd)

## (c) Machinery:

Certain machinery included in Note 12(a) above is held under finance leases. Details of these assets are as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Cost	成本	38,348	50,922
Less: accumulated depreciation	減：累積折舊	(26,090)	(26,248)
Net book value	帳面淨值	12,258	24,674
Depreciation for the year	本年度折舊	5,752	7,074

## 13. INVESTMENT IN SUBSIDIARIES

## 12. 固定資產 (續)

## (c) 機器：

若干包括在附註12(a)之機器乃按融資租賃購入。該等資產之詳情如下：

## 13. 於附屬公司之投資

		Company 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份之成本值	193,285	193,285
Due from subsidiaries	應收附屬公司款項	197,416	230,381
		390,701	423,666
Less: Provision for impairment of investment in a subsidiary	減：於附屬公司之投資減值準備	(10,000)	-
		380,701	423,666

The outstanding balances with subsidiaries are unsecured, non-interest bearing and not repayable within one year.

附屬公司之尚未償還款項並無抵押，不計利息，並於一年內不用償還。

## Notes to the Accounts 帳目附註

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are:

## 13. 於附屬公司之投資 (續)

附屬公司之詳情：

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比 (i)	Principal activities
名稱	註冊成立/ 經營地點	已發行及已繳足股本		主要業務
Karrie International (B.V.I.) Limited	The British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	100%	Investment holding 投資控股
Castfast Industrial Company Limited 嘉輝塑膠五金有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$990,200 無投票權遞延股 (ii) 990,200港元	100% —	Plastic injection moulding operations 塑膠注模
Castfast Industrial (Yan Tien) Limited 雁田嘉輝塑膠五金廠有限公司	Hong Kong/ Mainland China 香港/中國	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股 (ii) 10,000港元	100% —	Manufacture of computer casings, office automation products, video cassette housings, moulds and plastic and metal parts; provision of electronic manufacturing services, property holding and investment holding 製造電腦外殼、辦公室文儀產品、錄影帶外殼、模具及塑膠與金屬部件；提供電子專業代工服務；持有物業及投資控股

## Notes to the Accounts 帳目附註

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比 (i)	Principal activities
名稱	註冊成立/ 經營地點	已發行及已繳足股本		主要業務
Castfast Magnetics Moulding Limited 嘉輝磁電工模廠有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$30,000 無投票權遞延股 (ii) 30,000港元	100% —	Manufacture of plastic injection moulds and metal stamping dies 製造注塑模具及金屬沖壓模具
Dongguan Yanxun Electronics Company Limited (iii) 東莞雁訊電子有限公司 (iii)	Mainland China 中國	Registered capital HK\$4,500,000 註冊資本 4,500,000港元	85%	Manufacture of computer casings, video cassette housings, office automation products and plastic and metal parts 製造電腦外殼、錄影帶外殼、辦公室文儀產品及塑膠與金屬部件
Hong Kong Hung Hing Metal Manufacturing Company Limited 香港雄興金屬製品有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$250,000 無投票權遞延股 (ii) 250,000港元	100% —	Manufacture and sale of metal parts; and design of switching power supplies 製造及銷售金屬部件及設計電源開關



## Notes to the Accounts 帳目附註

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比 (i)	Principal activities
名稱	註冊成立/ 經營地點	已發行及已繳足股本		主要業務
Karrie Industrial Company Limited 嘉利產品有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$5,000,000 無投票權遞延股 (ii) 5,000,000港元	100% —	Manufacture and sale of video cassette housings, sale of computer casings and office automation products, plastic and metal parts, metal stamping dies, plastic injection moulds and provision of electronic manufacturing services 製造及銷售錄影帶外殼； 銷售電腦外殼、 辦公室文儀產品、 塑膠及金屬部件、 金屬沖壓模具、 塑膠注模及提供電子 專業代工服務
Karpo Technologies Limited 嘉寶科技有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$1,000,000 無投票權遞延股 (ii) 1,000,000港元	100% —	Inactive 暫無營業
Karrie Industrial Holdings Limited	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$2 無投票權遞延股 (ii) 2港元	100% —	Inactive 暫無營業

## Notes to the Accounts 帳目附註

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i)	Principal activities
名稱	註冊成立/ 經營地點	已發行及已繳足股本	本集團所持股本權益百分比 (i)	主要業務
Karrie (Video) Industrial Company Limited 嘉利工業有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$1,000,000 無投票權遞延股 (ii) 1,000,000港元	100%  —	Inactive 暫無營業
Karwin Engineering Company Limited 嘉運機械工程有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$100 無投票權遞延股 (ii) 100港元	100%  —	Design, manufacture and sale of computer casings, office automation products; manufacture and sale of plastic and metal parts, metal stamping dies, plastic injection moulds and provision of electronic manufacturing services 設計、製造及銷售電腦外殼及辦公室文儀產品；製造及銷售塑膠及金屬部件、金屬沖壓模具、塑膠注模及提供電子專業代工服務
Karwin Technologies Incorporation	The United States of America 美國	Ordinary US\$100 普通股100美元	100%	Provision of consultancy services to group companies 提供顧問服務予本集團公司

## Notes to the Accounts 帳目附註

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比 (i)	Principal activities
名稱	註冊成立/ 經營地點	已發行及已繳足股本		主要業務
Kings Horse Investment Limited 勁馬投資有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股 (ii) 10,000港元	100% —	Property holding 持有物業
Kwong Hing Computer Metallic Components Limited 廣興電腦金屬配件有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$1,250,010 無投票權遞延股 (ii) 1,250,010港元	100% —	Inactive 暫無營業
Karrie Technologies Company Limited 嘉利環球科技有限公司	Hong Kong 香港	Ordinary HK\$30,000,000 普通股 30,000,000港元	100%	Provision of electronic manufacturing services 提供電子專業代工服務
Kings Dragon Investment (HK) Limited 勁龍投資香港有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	Investment 投資
Karrie Logistics Company Limited 嘉利物流有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	Inactive 暫無營業

## Notes to the Accounts 帳目附註

**13. INVESTMENT IN SUBSIDIARIES (Cont'd)**

Notes:

- (i) The shares of Karrie International (B.V.I.) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of HK\$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.
- (iii) Dongguan Yanxun Electronics Company Limited ("DYECL") is a co-operative joint venture established in Mainland China with an operating period of 12 years up to May 2007. Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of DYECL (the "joint venture partner") has agreed to waive its entitlement to share in the profit of DYECL in return for a pre-determined annual fee. Upon expiry of the operating period, the Group and the joint venture partner are entitled to a distribution of assets in accordance to their respective equity interests.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2004.

**14. INVESTMENT IN AN ASSOCIATED COMPANY**

Share of net assets of an associated company 所佔聯營公司資產淨值  
Due from the associated company 應收聯營公司

The outstanding balance with the associated company is unsecured, non-interest bearing and has no pre-determined repayment terms.

**13. 於附屬公司之投資 (續)**

附註：

- (i) Karrie International (B.V.I.) Limited之股份乃本公司直接持有。其他附屬公司之股份乃本公司間接持有。
- (ii) 無投票權遞延股份並非由本集團所擁有。這些股份並無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000港元；否則該等股份無權分享任何分派。
- (iii) 東莞雁訊電子有限公司(「東莞雁訊」)乃於中國成立之合資企業，其合營期為十二年，於二零零七年五月屆滿。根據一份於一九九五年十月二十四日簽定之協議，東莞雁訊之中方合夥人(「中方合夥人」)同意放棄其分享東莞雁訊溢利之權益，以換取一項預定之年費。到合營期終止時，本集團與中方合夥人可獲得按各權益而分攤之資產。

於截至二零零四年三月三十一日止年度內各附屬公司均無任何已發行之借貸資本。

**14. 於聯營公司之投資****Consolidated  
綜合**

	<b>2004 二零零四年 HK\$'000 千港元</b>	2003 二零零三年 HK\$'000 千港元
Share of net assets of an associated company 所佔聯營公司資產淨值	<b>4,234</b>	6,000
Due from the associated company 應收聯營公司	<b>2,908</b>	-
	<b>7,142</b>	6,000

該些聯營公司尚未償還之款項為無抵押，不計利息及無固定還款期。

## Notes to the Accounts 帳目附註

**14. INVESTMENT IN AN ASSOCIATED COMPANY**  
(Cont'd)

Details of the associated company are:

Name	Place of incorporation/ 註冊成立/ 經營地點	Issued and fully paid share capital 已發行 及已繳足股本	Percentage of equity interest attributable to the Group 本集團所持 股本權益百分比 (Note) (附註)	Principal activities 主要業務
NEC Nagano Karrie Electronics Limited 長野日本電氣嘉利電子有限公司	Hong Kong 香港	Ordinary HK\$20,000,000 普通股 20,000,000港元	30%	Manufacture and sale of projectors 製造及銷售投影機

Note:

The shares of NEC Nagano Karrie Electronics Limited are indirectly held by the Company.

**15. INVENTORIES**

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Raw materials	原材料	<b>84,788</b>	65,149
Work-in-progress	半製成品	<b>24,073</b>	14,397
Finished goods	已完成貨品	<b>57,613</b>	76,758
		<b>166,474</b>	156,304

As at 31 March 2004 and 2003, all inventories were carried at net realisable value.

**14. 於聯營公司之投資 (續)**

聯營公司之詳情：

Name	Place of incorporation/ 註冊成立/ 經營地點	Issued and fully paid share capital 已發行 及已繳足股本	Percentage of equity interest attributable to the Group 本集團所持 股本權益百分比 (Note) (附註)	Principal activities 主要業務
NEC Nagano Karrie Electronics Limited 長野日本電氣嘉利電子有限公司	Hong Kong 香港	Ordinary HK\$20,000,000 普通股 20,000,000港元	30%	Manufacture and sale of projectors 製造及銷售投影機

附註：

長野日本電氣嘉利電子有限公司之股份乃本公司間接持有。

**15. 存貨**

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Raw materials	原材料	<b>84,788</b>	65,149
Work-in-progress	半製成品	<b>24,073</b>	14,397
Finished goods	已完成貨品	<b>57,613</b>	76,758
		<b>166,474</b>	156,304

於二零零四年及二零零三年三月三十一日之所有存貨皆以變現淨值列帳。

## Notes to the Accounts 帳目附註

**16. TRADE RECEIVABLES**

The Group generally grants credit periods ranging from 30 to 90 days. Aging analysis of trade receivables is as follows:

**16. 貿易應收帳款**

本集團給予客戶之數期由30日至90日。貿易應收帳帳齡分析如下：

		<b>Consolidated</b> 綜合	
		<b>2004</b> 二零零四年 <b>HK\$'000</b> 千港元	2003 二零零三年 HK\$'000 千港元
0 to 90 days	0至90日	<b>273,979</b>	274,370
91 to 180 days	91至180日	<b>26,926</b>	1,802
181 to 360 days	181至360日	<b>1,493</b>	1,910
Over 360 days	360日以上	<b>864</b>	551
		<b>303,262</b>	278,633
Less: Provision for bad and doubtful debts	減：呆壞帳準備	<b>(11,519)</b>	(11,438)
		<b>291,743</b>	267,195

**17. CASH AND BANK DEPOSITS**

As at 31 March 2004, cash and bank deposits of approximately HK\$7,547,000 (2003: HK\$12,627,000) were denominated in Chinese Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

**17. 現金及銀行存款**

於二零零四年三月三十一日，本集團之現金及銀行存款中有約7,547,000港元(二零零三年：12,627,000港元)以人民幣為單位，該貨幣不能於國際市場自由兌換及其兌換率由中國人民銀行決定。

## Notes to the Accounts 帳目附註

## 18. SHORT-TERM BANK BORROWINGS

## 18. 短期銀行借貸

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Bank overdrafts	銀行透支	784	175
Trust receipts bank loans	信託收據銀行貸款	44,399	95,218
Short-term bank loans	短期銀行貸款	126,321	106,849
Current portion of long-term bank loans (Note 21)	長期銀行貸款之即期部份 (附註21)	22,500	4,000
		<b>194,004</b>	206,242

## 19. FINANCE LEASE OBLIGATIONS

## 19. 融資租賃責任

The finance lease obligations were repayable as follows:

融資租賃責任之償還如下：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Within one year	一年內	4,000	6,501
In the second year	第二年	1,096	4,061
In the third to fifth year	第三年至第五年	-	1,099
		<b>5,096</b>	11,661
Less: Future interest portion	減：未來利息部份	<b>(110)</b>	(888)
Present value of finance lease obligations	融資租賃責任之現值	<b>4,986</b>	10,773
Analysed as: –	分析為：–		
Current	流動	<b>3,893</b>	5,741
Non-current	非流動	<b>1,093</b>	5,032
		<b>4,986</b>	10,773

## Notes to the Accounts 帳目附註

**19. FINANCE LEASE OBLIGATIONS** (Cont'd)

The present value of finance lease obligations is as follows:

		<b>Consolidated</b> 綜合	
		<b>2004</b> 二零零四年 <b>HK\$'000</b> 千港元	2003 二零零三年 HK\$'000 千港元
Within one year	一年內	<b>3,893</b>	5,741
In the second year	第二年	<b>1,093</b>	3,655
In the third to fifth year	第三年至第五年	-	1,377
		<b>4,986</b>	10,773

**20. TRADE PAYABLES****19. 融資租賃責任 (續)**

融資租賃責任之現值如下：

		<b>Consolidated</b> 綜合	
		<b>2004</b> 二零零四年 <b>HK\$'000</b> 千港元	2003 二零零三年 HK\$'000 千港元
0 to 90 days	0至90日	<b>209,283</b>	215,880
91 to 180 days	91至180日	<b>4,615</b>	5,659
181 to 365 days	181至365日	<b>5,272</b>	1,940
Over 365 days	365日以上	<b>5,890</b>	5,674
		<b>225,060</b>	229,153

**20. 貿易應付帳款**



## Notes to the Accounts 帳目附註

## 21. LONG-TERM BANK LOANS

## 21. 長期銀行貸款

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Secured bank loans repayable	償還有抵押之銀行貸款		
– Within one year	– 一年內	22,500	4,000
– In the second year	– 第二年	15,000	7,500
– In the third to fifth year	– 第三年至第五年	37,500	–
		<b>75,000</b>	11,500
Less: Amounts due within one year included in current liabilities (Note 18)	減：流動負債中一年內 到期之金額 (附註18)	<b>(22,500)</b>	(4,000)
		<b>52,500</b>	7,500

The bank loans bear interest at HIBOR plus a certain percentage as agreed with banks (2003: HIBOR plus a certain percentage as agreed with bank) and are secured by the guarantees provided by the Company and certain of its subsidiaries (Note 31).

該項銀行貸款年息以銀行同業拆息利率加與銀行協議之若干百份點(二零零三年：銀行同業拆息利率加與銀行協議之若干百份點)計算，及以本公司及其若干附屬公司作擔保(附註31)。

## 22. PROVISION FOR LONG SERVICE PAYMENTS

## 22. 長期服務金之準備

The amounts recognised in the balance sheet were determined as follows:

在資產負債表確認之金額按下列方式釐定：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Present value of unfunded obligations and liability in the balance sheet	在資產負債表內未注資 責任及負債之現值	10,142	11,814

## Notes to the Accounts 帳目附註

22. PROVISION FOR LONG SERVICE PAYMENTS  
(Cont'd)

Movement in the liability recognised in the balance sheet:

## 22. 長期服務金之準備 (續)

在資產負債表確認之負債之變動：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Beginning of year	年初	11,814	11,094
(Write-back of provision)/provision in current year (Note 6)	本年度(撥回)/ 提取準備(附註6)	(681)	1,150
Contributions paid	已付供款	(991)	(430)
End of year	年底	10,142	11,814

The amounts recognised in the profit and loss account are as follows:

在損益表確認之金額如下：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest cost	利息成本	417	483
Net actuarial losses recognised	已確認之精算虧損淨額	1,199	1,512
Decrease in present value of obligations	減少責任之現值	(2,297)	(845)
Total, included in staff costs (Note 6)	合計(列於員工成本內)(附註6)	(681)	1,150

## Notes to the Accounts 帳目附註

**22. PROVISION FOR LONG SERVICE PAYMENTS**  
(Cont'd)

The principal actuarial assumptions used were as follows:

		<b>2004</b> 二零零四年 Per annum 每年	2003 二零零三年 Per annum 每年
Discount rate	折讓率	<b>3.75%</b>	4.5%
Credit rate on mandatory provident fund account	強制性供積金 回報率	<b>4.5%</b>	4.5%
Expected rate of future salary increases	未來薪酬之預期增長率	<b>3%</b>	4%

The Group's obligations of long service payments as at 31 March 2004 and 2003 and expenses charged to the profit and loss account for the years were based on the valuation performed by Mercer Human Resource Consulting Ltd., a qualified actuary, using the projected unit credit method.

**23. DEFERRED TAXATION**

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2003: 17.5%).

The deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		<b>Consolidated</b> 綜合	
		<b>2004</b> 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	<b>(2,071)</b>	(1,354)
Deferred tax liabilities	遞延稅項負債	<b>11,589</b>	11,626
		<b>9,518</b>	10,272

**22. 長期服務金之準備 (續)**

所用之主要精算假設如下：

本集團於二零零四年及二零零三年三月三十一日之長期服務金責任及該兩年度於損益表扣除之費用由合資格精算師美世人力資源顧問有限公司採用預計單位貸記法估值。

**23. 遞延稅項**

遞延稅項採用負債法就短暫時差按主要稅率 17.5% (二零零三年：17.5%) 作全數準備。

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列帳：

## Notes to the Accounts 帳目附註

**23. DEFERRED TAXATION** (Cont'd)

As at 31 March 2004, the Group had unprovided deferred tax assets of approximately HK\$5,210,000 (2003: HK\$5,221,000) primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

The movement in deferred tax assets and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

Deferred tax liabilities:

**23. 遞延稅項 (續)**

於二零零四年三月三十一日，本集團仍未作準備遞延稅項資產約5,210,000港元(二零零三年：5,221,000港元)主要代表累計稅項虧損之稅項影響(須受有關稅務機關同意)，該金額可以無限期地結存。

遞延稅項資產及負債之變動(與同一徵稅地區之結餘抵銷前)如下：

遞延稅項負債：

		<b>Accelerated depreciation</b>	<b>Revaluation of fixed assets</b>	<b>Total</b>
		加速折舊	固定資產重估	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 March 2002, as previously reported	二零零二年三月三十一日， 如前呈報	5,197	-	5,197
- adjustment on adoption of SSAP 12	- 採用會計實務準則 第12號之調整	5,227	1,569	6,796
- as restated	- 重列	10,424	1,569	11,993
Charged to profit and loss account	在損益表 扣除	229	-	229
Charged to fixed assets revaluation reserve	在固定資產重估 儲備扣除	-	120	120
As at 31 March 2003	二零零三年三月三十一日	10,653	1,689	12,342
Charged to profit and loss account	在損益表 扣除	1,261	-	1,261
Credited to fixed assets revaluation reserve	在固定資產重估 儲備計入	-	(60)	(60)
As at 31 March 2004	二零零四年三月三十一日	11,914	1,629	13,543

## Notes to the Accounts 帳目附註

## 23. DEFERRED TAXATION (Cont'd)

Deferred tax assets:

		Provisions 準備	Tax losses 稅損	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 March 2002, as previously reported	二零零二年三月三十一日， 如前呈報	-	-	-	-
- adjustment on adoption of SSAP 12	- 採用會計實務準則 第12號之調整	(1,501)	(231)	(220)	(1,952)
- as restated	- 重列	(1,501)	(231)	(220)	(1,952)
(Credited)/charged to profit and loss account	在損益表(計入)／ 扣除	(189)	231	(160)	(118)
As at 31 March 2003	二零零三年三月三十一日	(1,690)	-	(380)	(2,070)
(Credited)/charged to profit and loss account	在損益表(計入)／ 扣除	(1,551)	(448)	44	(1,955)
As at 31 March 2004	二零零四年三月三十一日	(3,241)	(448)	(336)	(4,025)

Summary of deferred tax (assets) and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

## 23. 遞延稅項 (續)

遞延稅項資產：

遞延稅項(資產)及負債之摘要(與同一徵稅地區之結餘抵銷前)如下：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(4,025)	(2,070)
Deferred tax liabilities	遞延稅項負債	13,543	12,342
		9,518	10,272

## Notes to the Accounts 帳目附註

## 24. SHARE CAPITAL

## 24. 股本

		2004 二零零四年		2003 二零零三年	
		Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元
Authorised:	法定股本：				
Ordinary shares of HK\$0.1 each	普通股每股面值 10港仙	800,000	80,000	800,000	80,000
Issued and fully paid:	已發行及已繳足股本：				
Ordinary shares of HK\$0.1 each	普通股每股面值 10港仙				
Beginning of year	年初	381,496	38,150	376,936	37,694
Issued upon exercise of share options (Note 25)	由於行使購股權而發行 之股份(附註25)	19,260	1,926	4,560	456
End of year	年底	400,756	40,076	381,496	38,150

## 25. SHARE OPTIONS

With effect from May 2002, the Company has adopted a new share option scheme, under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties (as stipulated in the agreement of the Share Option Agreement as dated 21 May 2002) to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company's board of directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) an average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. As at 31 March 2004, options have been granted to employees and directors of the Company. All options granted under the old share option scheme will continue to be valid and exercisable in accordance with the rules of the old share option scheme.

## 25. 購股權

本公司於二零零二年五月採用一項新購股權計劃，可據此向本集團之員工(包括本公司之執行董事)及第三者(於二零零二年五月二十一日之購股權計劃之規定)授出購股權以便認購本公司之股份，惟最多以本公司當時已發行股本面值(不包括因行使購股權而發行之股份)30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價；及(iii)本公司股份之面值每股10港仙，三者以較高者為準。本公司於二零零四年三月三十一日已授出購股權予本公司之員工及董事。根據舊購股權計劃之條件，所有依照舊購股權計劃所授予之購股權皆繼續有效行使。

## Notes to the Accounts 帳目附註

## 25. SHARE OPTIONS (Cont'd)

Details of movement of share options under the old and new share option schemes during the year ended 31 March 2004 were:

## 25. 購股權 (續)

新舊購股權計劃之購股權於截至二零零四年三月三十一日止年度之變動詳情：

Date of grant	Exercise period	Subscription price	Number of share options				End of year
			Beginning of year	Granted during the year	Exercised during the year	Lapsed as a result of termination of employment	
授出日期	行使期限	購股價格	年初	本年度已授出	本年度已行使	由於終止聘用而作廢	年底
		HK\$	'000	'000	'000	'000	'000
		港元	千	千	千	千	千
<b>Old share option scheme</b>							
<b>舊購股權計劃</b>							
19 June 1999	19 June 1999 to 30 November 2006	0.335	12,500	-	(9,800)	-	2,700
一九九九年六月十九日	一九九九年六月十九日至 二零零六年十一月三十日						
20 September 2000	20 September 2000 to 30 November 2006	0.300	2,520	-	(1,500)	-	1,020
二零零零年九月二十日	二零零零年九月二十日至 二零零六年十一月三十日						
<b>New share option scheme</b>							
<b>新購股權計劃</b>							
22 May 2002	22 May 2002 to 21 May 2012	1.300	7,170	-	(5,850)	-	1,320
二零零二年五月二十二日	二零零二年五月二十二日至 二零一二年五月三十一日						
1 November 2002	1 January 2003 to 31 December 2012	1.650	9,950	-	(2,110)	-	7,840
二零零二年十一月一日	二零零三年一月一日至 二零一二年十二月三十一日						
1 December 2003	1 January 2005 to 30 November 2013	2.475	-	12,490	-	-	12,490
二零零三年十二月一日	二零零五年一月一日至 二零一三年十一月三十日						
			32,140	12,490	(19,260)	-	25,370

## Notes to the Accounts 帳目附註

## 26. RESERVES

## 26. 儲備

		Share premium	Capital reserve	Capital redemption reserve	Fixed assets revaluation reserve	Retained profit	Total
		股份溢價	資本儲備	資本 贖回儲備	固定資產重 估儲備	保留溢利	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Consolidated</b>	<b>綜合</b>						
As at 31 March 2002	二零零二年三月三十一日						
– as previously reported	– 如前呈報	56,843	5,900	449	32,233	219,128	314,553
– adjustment on adoption of SSAP 12 (Note 1(j))	– 採用會計實務準則第12號 之調整 (附註1(j))	–	–	–	(1,569)	(3,275)	(4,844)
– as restated	– 重列	56,843	5,900	449	30,664	215,853	309,709
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份 所產生之溢價	3,080	–	–	–	–	3,080
Profit attributable to shareholders	股東應佔溢利	–	–	–	–	119,808	119,808
Dividends paid	已派股息	–	–	–	–	(106,309)	(106,309)
Deferred tax effect on revaluation	遞延稅項對重估之影響	–	–	–	(120)	–	(120)
As at 31 March 2003	二零零三年三月三十一日	59,923	5,900	449	30,544	229,352	326,168
Represented by:	代表:						
Proposed final and special dividends	擬派末期及特別股息					61,039	
Reserves	儲備					168,313	
As at 31 March 2003	二零零三年三月三十一日					229,352	
As at 31 March 2003	二零零三年三月三十一日						
– as previously reported	– 如前呈報	59,923	5,900	449	32,233	233,862	332,367
– adjustment on adoption of SSAP 12 (Note 1(j))	– 採用會計實務準則第12號 之調整 (附註1(j))	–	–	–	(1,689)	(4,510)	(6,199)
– As restated	– 重列	59,923	5,900	449	30,544	229,352	326,168
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份 所產生之溢價	12,892	–	–	–	–	12,892
Profit attributable to shareholders	股東應佔溢利	–	–	–	–	90,440	90,440
Dividends paid	已派股息	–	–	–	–	(94,597)	(94,597)
Deferred tax effect on revaluation	遞延稅項對重估之影響	–	–	–	60	–	60
As at 31 March 2004	二零零四年三月三十一日	72,815	5,900	449	30,604	225,195	334,963
Represented by:	代表:						
Proposed final dividend	擬派末期股息					48,091	
Reserves	儲備					177,104	
As at 31 March 2004	二零零四年三月三十一日					225,195	
Representing:	代表:						
Company and subsidiaries	本公司及附屬公司	72,815	5,900	449	30,604	226,961	336,729
Associated company	聯營公司	–	–	–	–	(1,766)	(1,766)
		72,815	5,900	449	30,604	225,195	334,963



## Notes to the Accounts 帳目附註

## 26. RESERVES (Cont'd)

## 26. 儲備 (續)

Company	本公司	Share premium	Capital redemption reserve	Contributed surplus	Retained profit	Total
		股份溢價 HK\$'000 千港元	贖回儲備 資本 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	保留溢利 HK\$'000 千港元	合共 HK\$'000 千港元
As at 31 March 2002	二零零二年三月三十一日	56,843	449	193,185	78,214	328,691
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份所產生之溢價	3,080	–	–	–	3,080
Profit attributable to shareholders	股東應佔溢利	–	–	–	150,234	150,234
Dividends paid	已派股息	–	–	–	(106,309)	(106,309)
As at 31 March 2003	二零零三年三月三十一日	59,923	449	193,185	122,139	375,696
Represented by:	代表:					
Proposed final and special dividends	擬派末期及特別股息				61,039	
Reserves	儲備				61,100	
As at 31 March 2003	二零零三年三月三十一日				122,139	
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份所產生之溢價	12,892	–	–	–	12,892
Profit attributable to shareholders	股東應佔溢利	–	–	–	40,085	40,085
Dividends paid	已派股息	–	–	–	(94,597)	(94,597)
As at 31 March 2004	二零零四年三月三十一日	72,815	449	193,185	67,627	334,076
Represented by:	代表:					
Proposed final dividend	擬派末期股息				48,091	
Reserves	儲備				19,536	
As at 31 March 2004	二零零四年三月三十一日				67,627	

Under The Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

根據百慕達一九八一年公司法案(修定)，繳入盈餘可供分派予股東，但如果本公司在宣佈或支付股息或從繳入盈餘作出分派後，(i)本公司不能支付到期負債，或(ii)其資產的可變現價值將會因而少於其債項及其已發行股本以及股份溢價的合計總額，則本公司不可作出上述的宣佈、支付或分派。

## Notes to the Accounts 帳目附註

## 27. CONSOLIDATED CASH FLOW STATEMENT

Analysis of changes in financing is as follows:

		Share capital and share premium	Short-term bank loans	Long-term bank loans	Finance lease obligations
		股本及 股份溢價 HK\$'000 千港元	短期 銀行借貸 HK\$'000 千港元	長期 銀行借貸 HK\$'000 千港元	融資 租賃責任 HK\$'000 千港元
As at 31 March 2002	二零零二年 三月三十一日	94,537	121,794	15,500	22,903
Exercise of share options	行使購股權	3,536	–	–	–
New bank loans	新銀行借貸	–	578,619	–	–
Repayment of bank loans	償還銀行借貸	–	(498,346)	(4,000)	–
Repayment of capital element of finance lease obligations	償還融資 租賃責任 之本金部份	–	–	–	(12,130)
As at 31 March 2003	二零零三年 三月三十一日	98,073	202,067	11,500	10,773
Exercise of share options	行使購股權	14,818	–	–	–
New bank loans	新銀行借貸	–	1,092,311	75,000	–
Repayment of bank loans	償還銀行借貸	–	(1,123,658)	(11,500)	–
Repayment of capital element of finance lease obligations	償還融資 租賃責任 之本金部份	–	–	–	(5,787)
As at 31 March 2004	二零零四年 三月三十一日	112,891	170,720	75,000	4,986

## 27. 綜合現金流量表

融資項目變更之分析如下：

## 28. SEGMENT INFORMATION

The Group is principally engaged in the manufacture and sale of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts (together referred to as "Metal and Plastic Business") and provision of electronic manufacturing services ("EMS Business").

## 28. 分部資料

本集團主要從事製造及銷售電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件(統稱「五金塑膠業務」)及提供電子專業代工服務(「電子專業代工業務」)。

## Notes to the Accounts 帳目附註

**28. SEGMENT INFORMATION** (Cont'd)

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

**(a) Primary segment****28. 分部資料** (續)

依據本集團之內部財務報告，本集團決定以主要產品分部為基本報告格式及以地區分部為次要報告格式呈列。

**(a) 基本分部**

2004  
二零零四年

		<b>Metal and plastic business</b> 五金塑膠業務 HK\$'000 千港元	<b>Electronic manufacturing services business</b> 電子專業 代工業務 HK\$'000 千港元	<b>Elimination</b> 抵銷 HK\$'000 千港元	<b>Total</b> 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	<b>963,002</b>	<b>729,958</b>	–	<b>1,692,960</b>
Inter-segment	內部	<b>47,561</b>	–	<b>(47,561)</b>	–
Segment results	分部業績	<b>80,591</b>	<b>19,351</b>	–	<b>99,942</b>
Other revenue	其他收入				<b>6,585</b>
Operating profit	經營溢利				<b>106,527</b>
Share of loss of an associated company	應佔聯營公司虧損	–	<b>(1,766)</b>		<b>(1,766)</b>
Finance costs	財務成本				<b>(6,145)</b>
Taxation	稅項				<b>(8,176)</b>
Profit attributable to shareholders	股東應佔溢利				<b>90,440</b>
<b>Other information</b>	<b>其他資料</b>				
Assets: –	資產: –				
Segment assets	分部資產	<b>427,360</b>	<b>277,216</b>		<b>704,576</b>
Unallocated assets	未分攤資產				<b>278,981</b>
					<b>983,557</b>
Liabilities: –	負債: –				
Segment liabilities	分部負債	<b>(72,909)</b>	<b>(81,125)</b>		<b>(154,034)</b>
Unallocated liabilities	未分攤負債				<b>(454,060)</b>
					<b>(608,094)</b>
Capital expenditures	資本費用	<b>34,415</b>	<b>24,427</b>		<b>58,842</b>
Depreciation	折舊	<b>23,295</b>	<b>11,195</b>		<b>34,490</b>

## Notes to the Accounts 帳目附註

## 28. SEGMENT INFORMATION (Cont'd)

## (a) Primary segment (Cont'd)

## 28. 分部資料 (續)

## (a) 基本分部 (續)

2003  
二零零三年

		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	843,623	894,356	–	1,737,979
Inter-segment	內部	75,465	–	(75,465)	–
Segment results	分部業績	98,190	36,395	–	134,585
Other revenue	其他收入				8,890
Operating profit	經營溢利				143,475
Finance costs	財務成本				(10,401)
Taxation	稅項				(13,266)
Profit attributable to shareholders	股東應佔 溢利				119,808
<b>Other information</b>	<b>其他資料</b>				
Assets: –	資產: –				
Segment assets	分部資產	292,385	194,954		487,339
Unallocated assets	未分攤資產				461,121
					948,460
Liabilities: –	負債: –				
Segment liabilities	分部負債	(94,880)	(91,768)		(186,648)
Unallocated liabilities	未分攤負債				(397,070)
					(583,718)
Capital expenditures	資本費用	15,218	9,270		24,488
Depreciation	折舊	21,844	10,211		32,055

## Notes to the Accounts 帳目附註

## 28. SEGMENT INFORMATION (Cont'd)

## (b) Secondary segment

## 28. 分部資料 (續)

## (b) 次要分部

2004  
二零零四年

		Japan	Asia (excluding Japan) 亞洲 (不包日本)	North America 北美洲	Western Europe 西歐	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	159,727	781,751	254,981	496,501	1,692,960
Segment results	分部業績	12,713	27,512	22,761	36,956	99,942
Assets	資產	–	959,020	8,298	16,239	983,557
Capital expenditures	資本費用	–	58,842	–	–	58,842

2003  
二零零三年

		Japan	Asia (excluding Japan) 亞洲 (不包日本)	North America 北美洲	Western Europe 西歐	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	186,783	610,529	254,061	686,606	1,737,979
Segment results	分部業績	19,786	38,974	21,828	53,997	134,585
Assets	資產	–	924,277	6,853	17,330	948,460
Capital expenditures	資本費用	–	24,488	–	–	24,488

## Notes to the Accounts 帳目附註

## 29. COMMITMENTS AND CONTINGENT LIABILITIES

The Group and the Company had the following significant commitments and contingent liabilities which were not provided in the accounts:

## (a) Capital commitments

The Group had the following authorised and contracted capital commitments:

		Consolidated 綜合		Company 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Construction of factory premises in Mainland China	於中國興建廠房樓宇	3,312	–	–	–
Purchase of fixed assets	購買固定資產	1,091	14,751	–	–
		<b>4,403</b>	14,751	–	–

## (b) Operating lease commitments

The Group had lease commitments in respect of rented premises under various non-cancellable operating lease agreements extending to October 2047. The total commitments payable are analysed as follows:

		Consolidated 綜合		Company 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Amounts payable	應付金額				
– within one year	– 一年內	3,770	2,674	–	–
– more than one year but not exceeding five years	– 多過一年但不超過五年	3,590	2,171	–	–
– over five years	– 五年以上	19,274	19,817	–	–
		<b>26,634</b>	24,662	–	–

## 29. 承擔及或然負債

本集團及本公司有以下未在本帳目上計提準備之重要承擔及或然負債：

## (a) 資本承擔

本集團有以下已授權及簽約之資本承擔：

## (b) 經營租賃承擔

本集團有多項期限至二零四七年十月關於房地產租賃之不可撤銷之經營租賃協議。總應付承擔分析如下：

## Notes to the Accounts 帳目附註

**29. COMMITMENTS AND CONTINGENT LIABILITIES** (Cont'd)**(c) Other commitments**

Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of Dongguan Yanxun Electronics Company Limited ("DYECL") waived its entitlement to share in the profit of DYECL in return for a pre-determined annual fee from 1 November 1996 to 24 May 2007. As at 31 March 2004, the Group's commitment in respect of the total fee payable to the Mainland China joint venture partner amounted to approximately HK\$857,000 (2003: HK\$1,101,000).

**(d) Contingent liabilities****29. 承擔及或然負債 (續)****(c) 其他承擔**

根據一份於一九九五年十月二十四日簽定之協議，由一九九六年十一月一日至二零零七年五月二十四日，東莞雁訊電子有限公司(「東莞雁訊」)之中方合夥人放棄分享東莞雁訊溢利之權益，以換取一項預定之年費。於二零零四年三月三十一日，本集團就應付予東莞雁訊之合夥人之總費用承擔約857,000港元(二零零三年：1,101,000港元)。

**(d) 或然負債**

		Consolidated 綜合		Company 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Shipping guarantees	船務擔保	3,115	1,753	-	-
Guarantees provided by the Company in respect of banking facilities of its subsidiaries	就若干附屬公司所獲銀行融資而提供之本公司之擔保	-	-	449,868	413,868
		<b>3,115</b>	1,753	<b>449,868</b>	413,868

The Group's management anticipates that no material liabilities will arise from the above bank and other guarantees which are arisen in the ordinary course of business.

本集團管理層預期上述來自日常業務之銀行擔保及其他擔保不會產生重大負債。

## Notes to the Accounts 帳目附註

### 30. RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 10% (2003: 11%) of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year, the aggregate amount of the Group's contributions to the aforementioned pension schemes was approximately HK\$2,488,000 (2003: HK\$2,699,000).

### 31. BANKING FACILITIES/PLEDGE OF ASSETS

As at 31 March 2004, the Group's banking facilities were secured by:

- (i) mortgages over certain of the Group's land and buildings in Mainland China with a net book value of approximately HK\$16,825,000 (2003: HK\$17,225,000);
- (ii) certain of the Group's inventories held under trust receipts bank loan arrangements (Note 15); and
- (iii) guarantees provided by the Company and certain of its subsidiaries.

### 32. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 25 June 2004.

### 30. 退休金福利

本集團已安排香港僱員參與強制性公積金計劃（「強積金計劃」）。強積金計劃屬於定額供款計劃，由獨立授託人管理。根據強積金計劃，本集團及僱員每月均按有關僱員之盈利（定義見強制性公積金法例）5%對該計劃作出供款。僱主與僱員之每月供款以1,000港元為上限，其後之供款則屬自願性質。

根據中國法律規定，本集團須向為中國僱員而設置之國家資助退休計劃作出供款。本集團須就其中國僱員基本薪金約10%（二零零三年：11%）作出供款，而對其任何實際退休金支出或退休後福利則毋須作出任何承擔。退休僱員之所有退休金支出一概由國家資助之退休計劃承擔。

於本年度內本集團就上述退休計劃作出之供款約2,488,000港元（二零零三年：2,699,000港元）。

### 31. 銀行融資／資產抵押

於二零零四年三月三十一日，本集團銀行融資之抵押為：

- (i) 本集團位於中國之部份土地及樓宇帳面淨值約16,825,000港元（二零零三年：17,225,000港元）；
- (ii) 本集團根據信託收據銀行貸款而取得之若干存貨（附註15）；及
- (iii) 本公司及若干附屬公司之公司擔保。

### 32. 帳目通過

本帳目已於二零零四年六月二十五日由董事會通過。