

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (which includes all applicable Statements of Standard Accounting Practice (“SSAP”) and Interpretations) issued by the Hong Kong Society of Accountants (the “HKSA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Main Board Listing Rules (the “Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is historical cost.

(c) Subsidiaries

A subsidiary, in accordance with the Hong Kong Companies Ordinance, is a company in which the Group, directly or indirectly, holds more than half of the issued share capital, or controls more than half the voting power, or controls the composition of the board of directors.

An investment in a subsidiary is consolidated into the consolidated financial statements. Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements.

Minority interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet separately from liabilities and the shareholders' equity. Minority interests in the results of the Group for the year are also separately presented in the consolidated income statement.

1 主要會計政策

(a) 遵例聲明

本財務報表乃按照香港會計師公會頒佈之所有適用的香港財務報告準則(包括所有適用的會計實務準則及詮釋)、香港公認會計原則及香港公司條例之要求而編製。本財務報表亦符合主板上市規則(「上市規則」)之披露規定。本集團採納之主要會計政策概述如下。

(b) 財務報表編製基準

本財務報表是以歷史成本作為編製基準。

(c) 附屬公司

根據香港公司條例規定，附屬公司是指本集團直接或間接持有其過半數已發行股本、或控制其過半數投票權、或控制其董事會組成之公司。

於附屬公司之投資均在綜合財務報表中合併計算。本集團內部往來之結餘和本集團內部交易及其產生之任何未變現溢利，均於編製綜合財務報表時全數抵銷。

於結算日之少數股東權益，是指非本公司直接或透過附屬公司間接擁有之附屬公司淨資產部分，這些權益在綜合資產負債表內與負債及股東權益分開呈列。少數股東所佔本集團本年度業績之權益在綜合損益表內亦作分開呈列。

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1 Significant accounting policies (continued)

(c) Subsidiaries (continued)

Where losses attributable to the minority exceed the minority interest in the net assets of a subsidiary, the excess, and any further losses attributable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. All subsequent profits of the subsidiary are allocated to the Group until the minority's share of losses previously absorbed by the Group has been recovered.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(g)).

(d) Associates

An associate is an entity in which the Group has significant influence, but not control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets. The consolidated income statement reflects the Group's share of the post-acquisition results of the associate for the year. Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate.

(e) Fixed assets and depreciation

(i) Land and buildings are stated in the balance sheets at cost less accumulated depreciation and impairment losses (see note 1(g)). Except for certain land which has been fully amortised in previous years, leasehold land is amortised in equal annual instalments over the remaining term of the lease, including the renewal period. The cost of buildings and improvements thereto are depreciated on a straight-line basis over their estimated useful lives, at annual rates of between 4% and 5%.

1 主要會計政策 (續)

(c) 附屬公司 (續)

倘少數股東應佔虧損超出附屬公司淨資產中的少數股東權益，所超出之款額及任何少數股東應佔之進一步虧損，將於本集團之權益中扣除，惟少數股東受約束下有責任及能力彌補有關虧損除外。附屬公司其後之所有盈利將分配予本集團，直至之前本集團所分擔之少數股東應佔虧損被彌補為止。

本公司之資產負債表所示之附屬公司之投資，是按成本減去任何減值虧損(見附註1(g))後入賬。

(d) 聯營公司

聯營公司是指本集團對其管理(包括參與財務及業務決策)擁有重大影響力(但並非控制)之公司。

於聯營公司之投資乃根據股權會計法首先按成本值計入綜合財務報表，並會就本集團應佔聯營公司淨資產之收購後變動作出調整。綜合損益報表反映年內本集團應佔其聯營公司於收購後之業績。本集團與其聯營公司進行交易所產生之未變現溢利及虧損將按本集團於聯營公司之權益比率抵銷。

(e) 固定資產及折舊

(i) 土地及樓宇按成本值減累計折舊及減值虧損(見附註1(g))後記入資產負債表。除已於過去數年全面攤銷之若干土地外，租約土地乃按租約之尚餘年期(包括續約期)每年以等額攤銷。樓宇及有關裝修之折舊乃採用直線法，按其估計可使用年期以4%至5%之年率攤銷其成本值。

1 Significant accounting policies (continued)

(e) Fixed assets and depreciation (continued)

- (ii) Other fixed assets are stated in the balance sheets at cost less accumulated depreciation and impairment losses (see note 1(g)). Depreciation is calculated to write off the cost of other fixed assets on a straight-line basis over their estimated useful lives at the following annual rates:

Factory machinery and equipment	6 – 25%
Fixtures, furniture and office equipment	9 – 33%
Motor vehicles	18 – 25%

- (iii) Subsequent expenditure relating to a fixed asset that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

- (iv) Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the income statement on the date of retirement or disposal.

(f) Leased assets

Leases of assets under which the lessee assumes substantially all the risks and benefits of ownership are classified as finance leases. Leases of assets under which the lessor has not transferred all the risks and benefits of ownership are classified as operating leases.

1 主要會計政策 (續)

(e) 固定資產及折舊 (續)

- (ii) 其他固定資產以成本值減累計折舊及減值虧損(見附註1(g))後記入資產負債表。折舊乃按其他固定資產之估計可使用年期採用直線法以下列年率撇銷其成本值列賬：

工廠機器及設備	6–25%
裝置、傢俬及辦公室設備	9–33%
汽車	18–25%

- (iii) 倘超逾現有資產原有估值之未來經濟利益可能將為本集團所有，則已確認入賬之固定資產其後開支將加入資產之賬面值。所有其他其後開支將於產生期間確認開支。

- (iv) 固定資產報廢或出售時產生之損益為出售該項資產所得款項淨額與該項資產賬面值之差額，並於報廢或出售日在損益報表內確認。

(f) 租賃資產

由承租人承擔擁有資產之絕大部份風險及報酬之租賃，歸類為融資租賃。出租人並未轉讓擁有資產之全部相關風險及報酬之租賃，則歸類為經營租賃。

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(Expressed in Hong Kong dollars) (以港幣計算)

1 Significant accounting policies (continued)

(f) Leased assets (continued)

(i) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased assets, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets in equal annual amounts over the term of the relevant leases or, where it is likely the Group will obtain ownership of the assets, the lives of the assets. Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(g). Finance charges implicit in the lease payments are charged to the income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(ii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to the income statement in equal instalments over the accounting periods covered by the lease term.

(g) Impairment of assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets; and
- interest in subsidiaries.

If any such indication exists, the asset recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

1 主要會計政策 (續)

(f) 租賃資產 (續)

(i) 以融資租賃購入之資產

倘若本集團乃以融資租賃使用資產，便會將相當於租賃資產公平價值或該等資產之最低租賃付款現值(如為較低之數額)列為固定資產，而相應負債(不計財務費用)則列為融資租賃之債務。折舊乃於相關租賃期或資產之可用年限(如本集團有可能取得資產之擁有權)內，以每年等額沖銷其成本值之比率作出撥備。減值虧損會根據附註1(g)所載之會計政策入賬。租賃付款內含之財務費用會計入租賃期內之損益報表，以使每個會計期間之財務費用與債務餘額之比率大致上相同。

(ii) 經營租賃費用

倘若本集團乃以經營租賃使用資產，則根據租賃支付之款項會於租賃期所涵蓋之會計期間內，以等額在損益報表扣除。

(g) 資產減值

公司於每個結算日檢討內部及外間資料，以確定下列資產有否出現減值跡象，或過往已確認之減值虧損不再存在或已減少：

- 固定資產；及
- 附屬公司之權益。

倘有任何減值跡象，則會估計該項資產之可收回金額。當資產之賬面金額高於可收回金額時便會確認減值虧損。

1 Significant accounting policies (continued)

(g) Impairment of assets (continued)

(i) Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash flows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

(ii) Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1 主要會計政策 (續)

(g) 資產減值 (續)

(i) 計算可收回金額

資產之可收回金額為其售價淨額及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘個別資產所產生之現金流量基本上不能獨立於其他資產所產生之現金流量，則就獨立產生現金流量之最小資產類別(即現金產生資產)來釐定可收回金額。

(ii) 減值虧損轉回

倘使用以釐定可收回金額之估計發生有利之變化，則會將資產減值虧損轉回。所轉回之減值虧損僅限於倘若並無於過往年度確認減值虧損而可釐定之資產賬面值。所轉回之減值虧損在確認轉回之年度內計入損益報表。

(h) 存貨

存貨按成本值及可變現淨值兩者中之較低者入賬。

成本值乃以先入先出方法計算，並包括所有購貨成本、加工成本及將存貨運往其現時地點及達至現有狀態之其他費用。

可變現淨值指正常業務中之估計售價減完成交易之估計成本及進行銷售所需之估計成本。

NOTES ON THE FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars) (以港幣計算)

1 Significant accounting policies (continued)

(h) Inventories (continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

(j) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 主要會計政策 (續)

(h) 存貨 (續)

出售存貨時，其賬面值於有關收入確認期內確認為開支。存貨之可變現淨值之任何減值及存貨之所有虧損均於減值或虧損之發生期內確認為開支。倘存貨之可變現淨值增加令其減值出現任何轉回，則於轉回出現期內將費用作減額確認。

(i) 現金及現金等值項目

現金及現金等值項目包括銀行結存及庫存現金、存於銀行之通知存款及短期而高流動性之投資，此等投資可隨時毋須通知而兌換為已知金額之現金，且所須承受之價值波動風險不大，而兌換期乃購入日起計三個月內。須於提出要求時償還及屬於本集團現金管理組成部份之銀行透支亦列作現金流動表中之現金及現金等值項目。

(j) 撥備及或有負債

倘若本集團須就已發生之事件承擔法律或推定責任，而履行該責任預期導致含有經濟效益之資源外流，並可作出可靠之估計，便會就該時間或數額不定之負債計提準備。如果貨幣時間價值重大，則按預計履行責任所需資源之現值計列準備。

倘若含有經濟效益之資源外流之可能性較低，或是無法對有關數額作出可靠之估計，便會將該責任披露為或有負債；但假如這類資源外流之可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或有負債；但假如這類資源外流之可能性極低則除外。

1 Significant accounting policies (continued)

(k) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the income statement as follows:

(i) Sales of goods

Revenue arising from sales of goods is recognised on delivery of goods to customers which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added or other sales taxes and is after deduction of returns.

(ii) Interest income

Interest income from bank deposits is accrued on a time-apportioned basis by reference to the principal outstanding and the rate applicable.

(iii) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment has been established.

(l) Income tax

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

1 主要會計政策 (續)

(k) 收入確認

收入只會於有關經濟利益有可能流入本集團並能可靠計算該收入及成本(如適用)之情況下，方會按下列基準在損益報表內確認：

(i) 貨物之銷售

貨物之銷售收入於貨物送交客戶(即客戶接納貨物及擁有權之相關風險和回報權)時確認。收入不含增值稅或其他銷售稅並扣除回收之貨值。

(ii) 利息收入

銀行存款之應計利息收入根據尚在存放之本金按適用利率以時間分配基準確認。

(iii) 股息

來自非上市投資之股息收入乃於股東收取股息之權利確定時確認。

(l) 所得稅

- (i) 年內所得稅包括本期稅項及遞延稅項資產和負債之變動。本期稅項及遞延稅項資產及負債之變動均於損益表中確認，但關乎直接確認為股東權益之項目，則自股東權益內確認。
- (ii) 本期稅項是按年內應課稅收入以結算日已生效或實際生效之稅率計算之預期應付稅項，加以往年度應付稅項之任何調整。

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1 Significant accounting policies (continued)

(I) Income tax (continued)

- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

- (iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, and only if, the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1 主要會計政策 (續)

(I) 所得稅 (續)

- (iii) 遞延稅項資產及負債分別由可抵扣及應稅暫時差異產生。暫時差異是指資產及負債按財務與稅務基礎計算之帳面金額之間可予扣減或應課稅之暫時差異。遞延稅項資產也可以是未使用之稅損及稅項撥回。

除了某些有限之例外情況外，所有遞延稅項負債及遞延稅項資產(只限於有可能用來抵銷日後應稅溢利之資產)均予確認。

已確認之遞延稅項數額是按照資產及負債帳面金額之預期實現或清償方式，以結算日已生效或實際生效之稅率計量。遞延稅項資產及負債均不計算折讓。

於每個結算日本集團會對遞延稅項資產之賬面金額作出審閱，倘預期不再有足夠應課稅盈利以實現相關稅務利益，則有關資產賬面值將予以扣減。被扣減之遞延稅項資產，在預期可取得足夠應課稅盈利時，則予以撥回，但以該等盈利為限。

- (iv) 本期及遞延稅項結餘及其變動會分開呈列，而且不予抵銷。本期及遞延稅項資產只會在本公司或本集團有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下，才可以分別抵銷本期及遞延稅項負債：

- 就本期稅項資產及負債而言，本公司或本集團計劃按淨額基準結算，或在實現資產的同時清償負債；或

1 Significant accounting policies (continued)

(l) Income tax (continued)

(iv) (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority, on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(m) Employee benefits

- (i) Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Contributions to defined contribution retirement plans, including the mandatory provident fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in the income statement as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.
- (iii) The Group's net obligation in respect of a defined benefit retirement plan is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rate is the yield at the balance sheet date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligation. The calculation is performed by a qualified actuary using the projected unit credit method.

1 主要會計政策 (續)

(l) 所得稅 (續)

(iv) (續)

- 就遞延稅項資產及負債而言，這些資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應稅實體；或
 - 不同之應稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回之每個未來期間，按淨額基準實現本期稅項資產及清償本期稅項負債，或在實現資產之同時清償負債。

(m) 僱員福利

- (i) 薪酬、年終花紅、有薪年假、休假及本集團非金錢福利之成本均於本集團僱員提供有關服務之年度累計。倘須延遲付款或結算及將因此而產生重大影響，有關款項按其現值列賬。
- (ii) 界定供款退休計劃(包括香港強制性公積金計劃條例所規定之強制性公積金)之供款乃於產生時以支出形式在損益報表中確認，惟已列入尚未確認為支出之存貨成本之款項則不在此限。
- (iii) 本集團就界定福利退休計劃所承擔之責任淨額，乃透過估計僱員於本期間及以往期間以提供服務所賺取之未來利益金額而計算，在釐定現值時該項利益須予以折讓，並扣除任何計劃資產之公平價值。折讓率為優質公司債券(到期日與本集團履行責任之期限相近)於結算日之收益率。計算工作由合資格精算師採用預計單位信貸法進行。

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

1 Significant accounting policies (continued)

(m) Employee benefits (continued)

(iii) (continued)

In calculating the Group's obligation in respect of a plan, to the extent that any cumulative unrecognised actuarial gain or loss exceeds ten percent of the greater of the present value of the defined benefit obligation and the fair value of plan assets, that portion is recognised in the income statement over the expected average remaining working lives of the employees participating in the plan. Otherwise, the actuarial gain or loss is not recognised.

Where the calculation of the Group's net obligation results in a negative amount, the asset recognised is limited to the net total of any cumulative unrecognised net actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

- (iv) The Group's net obligation in respect of lump sum long service amounts payable 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; that benefit is discounted to determine the 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 the balance sheet date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligation. The obligation is calculated using the projected unit credit method by a qualified actuary.
- (v) When the Group grants employees options to acquire shares of the Company, no employee benefit cost or obligation is recognised at the date of grant. When the options are exercised, equity is increased by the amount of the proceeds received.

1 主要會計政策 (續)

(m) 僱員福利 (續)

(iii) (續)

在計算本集團就一項計劃所承擔之責任時，倘任何累積之未確認精算損益超出界定福利責任現值或計劃資產公平價值(以兩者中之較高價值為準)之百分之十，超額部份須於參加計劃之僱員之預計平均剩餘任職年期在損益報表確認。除此之外，精算損益概不予以確認。

倘在計算本集團所承擔之責任淨額時出現負數，予以確認之資產僅限於任何累積之未確認精算虧損淨額加以往服務成本及日後來自計劃之退款或日後削減之計劃供款等各項目之總和。

- (iv) 本集團就根據香港僱傭條例須在若干情況下於終止僱用時一筆過支付之長期服務金所承擔之責任淨額，為僱員於本期間及以往期間以提供服務所賺取之未來利益金額，在釐定現值時該項利益須予以折讓，並減除根據本集團之退休計劃累計之權益(屬於本集團作出之供款)。折讓率為優質公司債券(到期日與本集團履行責任之期限相近)於結算日之收益率。有關責任由合資格精算師採用預計單位信貸法計算。
- (v) 當本集團授予僱員購股權以購入本公司股份時，並無於授出日期入賬確認任何僱員福利成本或責任。當購股權予以行使時，股本相應增加所收訖之款額。

1 Significant accounting policies (continued)

(n) Borrowing costs

Borrowing costs are expensed in the income statement in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

(o) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. Exchange gains and losses are dealt with in the income statement.

The results of foreign subsidiaries are translated into Hong Kong dollars at the average exchange rates for the year; balance sheet items are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. The resulting exchange differences are dealt with as a movement in reserves.

On disposal of a foreign subsidiary, the cumulative amount of the exchange differences which relate to that foreign subsidiary is included in the calculation of the profit or loss on disposal.

(p) Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

1 主要會計政策 (續)

(n) 借貸成本

除直接用作收購、建設或製造而需要相當長時間才可以投入原定用途或銷售之資產之借貸成本予以資本化外，借貸成本均在產生之期間在損益報表列作支出。

(o) 外幣換算

年度內之外幣交易按交易當日之匯率換算為港元。以外幣計算之貨幣資產及負債按結算日之匯率換算為港元。匯兌損益撥入損益報表中處理。

海外附屬公司之業績乃按年內之平均匯率換算為港元，而資產負債表項目則按結算日之匯率換算為港元，由此而產生之匯兌差額撥入匯兌儲備中處理。

於出售一間海外附屬公司時，涉及該海外附屬公司之累積匯兌差額均加入計算出售損益。

(p) 關連人士

就本財務報表而言，如本集團有能力直接或間接控制另一人士，或對另一人士就財務及經營決策作出重大影響（或另一人士對本集團有上述控制能力或影響），或本集團與另一人士受同一控制或同一重大影響，此等人士均被視為與本集團有關連。關連人士可為個別人士或其他公司。

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

1 Significant accounting policies (continued)

(q) Segment reporting

A segment is a distinguishable component of the Group that is engaged in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and fixed assets. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.

Unallocated items mainly comprise financial and corporate assets, bank loans, corporate and financing expenses.

2 Change in accounting policy

In prior years, deferred tax liabilities were provided using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure, which were expected with reasonable probability to crystallise in the foreseeable future. Deferred tax assets were not recognised unless their realisation was assured beyond reasonable doubt. With effect from 1st April, 2003, in order to comply with SSAP 12 (revised) "Income taxes" issued by the HKSA, the Group adopted a new policy for deferred tax as set out in note 1(l). The effect of this change in accounting policy is not material to the Group's profit and net assets for both the current and prior years, therefore the opening balances of retained profits and the comparative information have not been restated.

1 主要會計政策 (續)

(q) 分部報告

分部乃指本集團於特定經濟環境(地區分部)從事提供產品或服務之可區分部份,而該可區分部份所面對之風險及回報與其他分部有所不同。

分部收入、支出、業績、資產及負債包括分部直接應佔之項目以及可合理分配予該分部之項目。例如,分部資產可包括存貨、應收賬款及固定資產。分部收入、支出、資產及負債乃於計及集團內部餘額及集團內部交易作為合併過程之一部份抵銷前釐定,惟倘若該等集團內部餘額及交易乃由同一分部之集團企業進行則除外。分部間定價乃根據可供其他集團外人士訂立之類似條款而釐定。

分部資本支出為年內產生以收購預期會使用超過一年之分部資產(包括有形及無形資產)之成本總額。

未分配項目主要包括財務及企業資產、銀行貸款、企業及融資費用。

2 會計政策變動

於過往年度,就收入及開支之會計及稅務處理方法之間所有重大時差所產生之稅項影響,以負債法計提遞延稅項負債,並只在該等負債在可預見將來極有可能變現時,始作出撥備。遞延稅項資產則只會在該資產之變現能力無可置疑時方予確認。由二零零三年四月一日起,為符合香港會計師公會所頒佈之會計實務準則第12號(經修訂)「所得稅」,本集團就遞延稅項採納之新會計政策載於附註1(l)。由於是項會計政策變動對本年度及以往年度本集團之溢利及淨資產影響輕微,故沒有重列年初保留溢利結餘及比較資料。

3 Turnover

The principal activities of the Group are the manufacture and sale of food and beverages.

Turnover represents the gross sales value less returns, to third parties.

4 Other revenue

3 營業額

本集團之主要業務為製造及銷售食品及飲品。

營業額指向第三者銷售貨物之銷貨價值減退貨。

4 其他收入

		2004	2003
		\$'000 千元	\$'000 千元
Interest income	利息收入	4,913	5,819
Service fee	服務費	7,429	3,437
Rental income	租金收入	1,296	1,309
Sundry income	雜項收入	6,370	6,619
		20,008	17,184

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

5 Profit from ordinary activities before taxation

Profit from ordinary activities before taxation is arrived at after charging/(crediting):

5 來自正常業務之除稅前溢利

來自正常業務之除稅前溢利已扣除／(計入)：

		2004	2003
		\$'000 千元	\$'000 千元
(a) Finance costs:	(a) 融資成本：		
Interest on bank loans	銀行貸款之利息	8,178	9,264
Finance charges on obligations under finance leases	融資租賃債務之財務費用	243	353
		8,421	9,617
(b) Staff costs:	(b) 員工成本：		
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	15,527	15,225
Defined benefit retirement plans expenses	界定福利退休計劃之費用		
– retirement gratuities (note 25(c)(ii))	– 退休金 (附註25(c)(ii))	3,601	4,097
– long service payments (note 25(d)(ii))	– 長期服務金 (附註25(d)(ii))	239	219
Retirement costs	退休成本	19,367	19,541
Salaries, wages and other benefits	薪酬、工資及其他福利	408,981	409,044
		428,348	428,585
(c) Other items:	(c) 其他項目：		
Cost of inventories	存貨成本	1,073,560	1,066,827
Depreciation	折舊		
– assets held for use under operating leases	– 根據經營租賃持作使用之資產	2,542	2,892
– assets held for use under finance leases	– 根據融資租賃持作使用之資產	976	823
– other assets	– 其他資產	108,646	106,882
Auditors' remuneration	核數師酬金	2,420	2,244
Operating lease charges	經營租賃費用		
– hire of plant, machinery and equipment	– 租用廠房、機器及設備	1,879	5,594
– rental of premises	– 物業租金	27,148	22,075
Loss/(gain) on disposal of fixed assets	出售固定資產之虧損／(盈利)	1,156	(126)

6 Restructuring cost

This represented additional severance payments made during the year ended 31st March, 2003 in relation to the restructuring of one of the Company's subsidiaries, Vitasoy USA Inc. in December 2001, whereby its operations in the East Coast and West Coast were integrated into one.

7 Compensation for traffic accident

In 2002, three death lawsuits and several injury claims were filed against Vitasoy USA Inc. in relation to a traffic accident occurred in 2000. At 31st March, 2003, the Group had established a provision of \$2,342,000 for three unsettled injury claims, representing a provision of \$781,000 made during the year ended 31st March, 2003 and a provision of \$1,561,000 brought forward from 2002.

During the year, two of the three injury claims were settled and the provision for claims amounting to \$101,000 was utilised. An overprovision for these two injury claims of \$1,464,000 was written back to the income statement accordingly. At 31st March, 2004, a provision of \$777,000 was maintained for the remaining injury claim.

8 Profit on disposal of an associate

The equity interest in an associate was sold in August 2002 for a consideration of \$14,000,000, giving rise to a gain on disposal of \$2,484,000 recognised during the year ended 31st March, 2003.

6 重組成本

該款項是關於重組本公司其中一家附屬公司 Vitasoy USA Inc. 於截至二零零三年三月三十一日止年度支出之額外遣散費。本集團於二零零一年十二月將該公司東岸及西岸之業務合二為一。

7 交通意外之賠償金

於二零零二年，Vitasoy USA Inc. 面對三宗死亡訴訟及多宗受傷索償，上述索償與於二零零零年發生之一宗交通意外有關。於二零零三年三月三十一日，本集團已就三宗未繳清索償提出2,342,000元撥備，包括於截至二零零三年三月三十一日止年度作出的撥備781,000元，以及自二零零二年結轉的撥備1,561,000元。

年內，三宗受傷索償中其中兩宗已和解繳付，索償撥備中有101,000元已予動用，而該兩宗受傷索償之超額撥備1,464,000元已相應地撥回損益報表內。於二零零四年三月三十一日，就餘下一項索償之撥備數額為777,000元。

8 出售聯營公司之溢利

本集團於聯營公司所持股本權益已於二零零二年八月以14,000,000元代價出售，從中錄得溢利2,484,000元，並於截至二零零三年三月三十一日止年度確認入賬。

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

9 Income tax in the consolidated income statement

9 綜合損益報表之所得稅

(a) Income tax in the consolidated income statement represents:

(a) 綜合損益報表內之所得稅代表：

		2004 \$'000 千元	2003 \$'000 千元
Current tax – Provision for Hong Kong Profits Tax	本期稅項 – 香港利得稅撥備		
Tax for the year	年內稅項	36,943	36,178
(Over)-provision in respect of prior years	以往年度之超額撥備	(1,432)	(6,244)
		35,511	29,934
Current tax – Overseas	本期稅項 – 海外		
Tax for the year	年內稅項	1,130	1,786
Under-provision in respect of prior years	以往年度之撥備不足	40	93
		1,170	1,879
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	源自及撥回暫時差異	(1,662)	(4,395)
Effect of increase in tax rate in March 2003 on deferred tax balances	於二零零三年三月因稅率上升對遞延稅項之影響	–	364
		(1,662)	(4,031)
Share of associate's taxation	應佔聯營公司稅項	–	(22)
		35,019	27,760

In March 2003, the Hong Kong Government announced an increase in the Profits Tax rate applicable to the Group's operation in Hong Kong from 16% to 17.5%. Accordingly, the provision for Hong Kong Profits Tax for 2004 is calculated at 17.5% (2003: 16%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

於二零零三年三月，香港政府宣佈將適用於本集團香港業務的利得稅率由16%增加至17.5%。本集團二零零四年之香港利得稅撥備是按該年度之估計應課稅溢利以17.5%（二零零三年：16%）之稅率計算。海外附屬公司之稅項則按相關國家適用之現行稅率計算。

9 Income tax in the consolidated income statement (continued)

9 綜合損益報表之所得稅(續)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 稅項支出與會計溢利以適用稅率計算之對賬：

		2004	2003
		\$'000 千元	\$'000 千元
Profit from ordinary activities before taxation	來自正常業務之 除稅前溢利	145,527	165,952
Notional tax on profit from ordinary activities before taxation, calculated at the rates applicable to profits in the countries concerned	按有關國家適用的 利得稅稅率之 除稅前溢利 估算之稅項	15,706	16,185
Tax effect of non-deductible expenses	不可扣減支出之稅務影響	2,534	3,933
Tax effect of non-taxable revenue	非課稅收入之稅務影響	(4,881)	(5,325)
Tax effect of unused tax losses not recognised	未確認稅務虧損 之稅務影響	23,052	18,754
Effect on deferred tax balances resulting from an increase in tax rate in March 2003	於二零零三年三月 因稅率上升對遞延稅項 結餘之影響	-	364
(Over)-provision in prior years	以往年度稅項超額撥備	(1,392)	(6,151)
Actual tax expense	實際稅項支出	35,019	27,760

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(Expressed in Hong Kong dollars) (以港幣計算)

10 Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

10 董事酬金

根據香港公司條例第161條披露之董事酬金如下：

		2004 \$'000 千元	2003 \$'000 千元
Fees	袍金	1,277	1,278
Other emoluments	其他酬金		
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及實物福利	11,551	9,605
Contributions to retirement plans	退休計劃供款		
– initial contributions	– 首期供款	–	3,050
– normal contributions	– 每月供款	526	497
Performance related and discretionary bonuses	按表現發放及酌情發放之花紅	4,357	3,978
		17,711	18,408

Included in the Directors' remuneration are fees of \$551,000 (2003: \$542,000) paid to the Independent Non-executive Directors during the year.

In addition to the above emoluments, certain Directors were granted share options under the Company's share option scheme. In the absence of a ready market for the options granted, the Directors are unable to arrive at a reliable assessment of the value of the options granted to the respective Directors until the date they are exercised.

Included in basic salaries, housing allowances, other allowances and benefits in kind are realised gains on exercise of share options amounting to \$2,982,000 (2003: \$940,000).

Details of the share options granted to the Directors are disclosed under the paragraph "Share option schemes" in the Report of the Directors and note 26.

董事酬金包括本年度內支付予獨立非執行董事之袍金551,000元(二零零三年：542,000元)。

除上述酬金外，若干董事根據本公司之購股權計劃獲授購股權。由於所授出之購股權並無現成之市場，因此直至購股權獲行使之日期前，董事無法可靠地評估授予個別董事之購股權之價值。

基本薪金、房屋津貼、其他津貼及實物福利包括行使購股權而變現之收益2,982,000元(二零零三年：940,000元)。

授予董事之購股權詳情載於董事會報告書內「購股權計劃」一段及附註26。

10 Directors' remuneration (continued)

The Directors' remuneration is within the following bands:

		2004 Number 人數	2003 Number 人數
\$0 to \$1,000,000	0元至1,000,000元	6	6
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元	–	–
\$2,500,001 to \$3,000,000	2,500,001元至3,000,000元	1	2
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	2	–
\$5,000,001 to \$5,500,000	5,000,001元至5,500,000元	–	1
\$6,500,001 to \$7,000,000	6,500,001元至7,000,000元	–	1
\$7,500,001 to \$8,000,000	7,500,001元至8,000,000元	1	–

10 董事酬金 (續)

董事酬金介乎以下組別：

11 Individuals with highest emoluments

Of the five individuals with the highest emoluments, three (2003: four) are Directors whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the five individuals with the highest emoluments (including the Directors) is as follows:

		2004 \$'000 千元	2003 \$'000 千元
Fees	袍金	321	397
Other emoluments	其他酬金		
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及實物福利	14,634	11,743
Contributions to retirement plans	退休計劃供款		
– initial contributions	– 首期供款	–	3,444
– normal contributions	– 每月供款	534	566
Performance related and discretionary bonuses	按表現發放及酌情發放之花紅	4,745	4,254
		20,234	20,404

11 最高酬金人士

在五名最高酬金人士中，三名(二零零三年：四名)為董事，彼等之酬金於附註10中披露。該五名最高酬金人士(包括董事)之酬金總額如下：

Included in basic salaries, housing allowances, other allowances and benefits in kind are realised gains on exercise of share options amounting to \$3,483,000 (2003: \$1,263,000).

基本薪金、房屋津貼、其他津貼及實物福利包括行使購股權而變現之收益3,483,000元(二零零三年：1,263,000元)。

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11 Individuals with highest emoluments (continued)

The emoluments of the five (2003: five) individuals with the highest emoluments are within the following bands:

		2004 Number 人數	2003 Number 人數
\$2,500,001 to \$3,000,000	2,500,001元至3,000,000元	1	3
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	3	–
\$5,000,001 to \$5,500,000	5,000,001元至5,500,000元	–	1
\$6,500,001 to \$7,000,000	6,500,001元至7,000,000元	–	1
\$7,500,001 to \$8,000,000	7,500,001元至8,000,000元	1	–

11 最高酬金人士 (續)

五名(二零零三年：五名)最高酬金人士之酬金介乎以下組別：

12 Profit attributable to shareholders

The consolidated profit attributable to shareholders includes a profit of \$107,591,000 (2003: \$110,828,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

		2004 \$'000 千元	2003 \$'000 千元
Amount of consolidated profit attributable to shareholders dealt with in the Company's financial statements	已列入本公司財務報表之股東應佔綜合溢利	107,591	110,828
Dividends from subsidiaries attributable to the profits of the previous year	附屬公司上一個財政年度溢利之股息	7,809	–
Company's profit for the year (note 29(b))	本公司之本年度溢利(附註29(b))	115,400	110,828

12 股東應佔溢利

股東應佔綜合溢利包括已列入本公司財務報表中之溢利107,591,000元(二零零三年：110,828,000元)。

上述金額與本公司本年度溢利之對賬：

13 Dividends

13 股息

(a) Dividends attributable to the year

(a) 本年度股息

		2004 \$'000 千元	2003 \$'000 千元
Interim dividend declared and paid of 2.8 cents per share (2003: 2.8 cents per share) (note 29)	已宣派及已支付中期股息 每股2.8仙(二零零三年： 每股2.8仙)(附註29)	27,581	27,275
Final dividend proposed after the balance sheet date of 5.7 cents per share (2003: 5.7 cents per share)	於結算日後擬派末期股息 每股5.7仙(二零零三年： 每股5.7仙)	56,369	56,100
Special dividend proposed after the balance sheet date of 5.0 cents per share (2003: 5.0 cents per share)	於結算日後擬派特別股息 每股5.0仙(二零零三年： 每股5.0仙)	49,447	49,211
		133,397	132,586

The final and special dividends proposed after the balance sheet date have not been recognised as liabilities at the balance sheet date.

於結算日後擬派之末期及特別股息並不確認為於結算日之負債。

(b) Dividends attributable to the previous year, approved and paid during the year

(b) 於本年度批准及支付之上年度股息

		2004 \$'000 千元	2003 \$'000 千元
Final dividend in respect of the previous year, approved and paid during the year, of 5.7 cents per share (2003: 5.1 cents per share) (note 29)	於本年度批准及 支付之上年度 末期股息 每股5.7仙 (二零零三年：每股5.1仙) (附註29)	56,100	49,679
Special dividend in respect of the previous year, approved and paid during the year, of 5.0 cents per share (2003: Nil cents per share) (note 29)	於本年度批准及 支付之上年度 特別股息 每股5.0仙 (二零零三年：每股零仙) (附註29)	49,211	-
		105,311	49,679

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14 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to shareholders of \$116,025,000 (2003: \$139,378,000) and the weighted average number of 983,839,000 ordinary shares (2003: 974,236,000 ordinary shares) in issue during the year.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to shareholders of \$116,025,000 (2003: \$139,378,000) and the weighted average number of 991,510,000 ordinary shares (2003: 980,266,000 ordinary shares) after adjusting for the effects of all dilutive potential ordinary shares.

(c) Reconciliation

14 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據股東應佔溢利 116,025,000元(二零零三年：139,378,000元)及本年度內已發行普通股之加權平均股數983,839,000股(二零零三年：974,236,000股普通股)計算。

(b) 每股攤薄盈利

每股攤薄盈利乃根據股東應佔溢利 116,025,000元(二零零三年：139,378,000元)及就所有具潛在攤薄盈利之普通股之影響作出調整後之普通股加權平均股數991,510,000股(二零零三年：980,266,000股普通股)計算。

(c) 對賬

		2004 Number of shares 股數 '000 千股	2003 Number of shares 股數 '000 千股
Weighted average number of ordinary shares used in calculating basic earnings per share	用以計算每股基本盈利之普通股加權平均股數	983,839	974,236
Deemed issue of ordinary shares for no consideration arising from share options	假設因購股權以不收取代價方式發行之普通股	7,671	6,030
Weighted average number of ordinary shares used in calculating diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均股數	991,510	980,266

15 Segment reporting

Segment information is presented in respect of the Group's geographical segments. Information relating to geographical segments based on the location of assets is chosen because this is in line with the Group's internal management information reporting system.

No business segment analysis of the Group is presented as all the Group's turnover and trading result are generated from the manufacture and sale of food and beverages.

15 分部報告

分部資料乃就本集團之地區分部呈報。按資產所在地區分部呈報之資料可配合本集團之內部管理資料申報系統，故此選擇按資產所在地區分部呈報資料。

由於本集團之營業額及經營業績全部來自生產及銷售食品及飲品，故無提呈業務分列之資料。

		Hong Kong 香港		North America 北美洲		Mainland China 中國大陸		Australia and 澳洲及 New Zealand 新西蘭		Unallocated 未分配之項目		Consolidated 綜合	
		2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Revenue from external customers	來自外界顧客之收入	1,219,888	1,198,715	441,602	466,123	499,299	486,617	108,633	76,772	-	-	2,269,422	2,228,227
Other revenue	其他收入	6,646	7,497	248	-	6,290	320	-	1,992	6,824	7,375	20,008	17,184
Total revenue	總收入	1,226,534	1,206,212	441,850	466,123	505,589	486,937	108,633	78,764	6,824	7,375	2,289,430	2,245,411
Segment result	分部業績	186,974	189,282	(44,305)	(35,401)	45,871	56,081	495	591			189,035	210,553
Unallocated operating income and expenses	未分配經營收入及費用											(36,551)	(35,201)
Profit from operations	經營溢利											152,484	175,352
Finance costs	融資成本											(8,421)	(9,617)
Restructuring cost	重組成本	-	-	-	(1,213)	-	-	-	-	-	-	-	(1,213)
Compensation for traffic accident	交通意外之賠償金	-	-	1,464	(781)	-	-	-	-	-	-	1,464	(781)
Profit on disposal of an associate	出售聯營公司之溢利	-	2,484	-	-	-	-	-	-	-	-	-	2,484
Share of loss of an associate	應佔聯營公司之虧損	-	(273)	-	-	-	-	-	-	-	-	-	(273)
Income tax	所得稅											(35,019)	(27,760)
Minority interests	少數股東權益											5,517	1,186
Profit attributable to shareholders	股東應佔溢利											116,025	139,378
Depreciation for the year	本年度折舊	50,735	50,469	21,018	21,208	30,036	30,631	10,375	8,289			112,164	110,597
Segment assets	分部資產	623,648	610,431	274,637	297,454	348,504	367,139	175,041	146,205			1,421,830	1,421,229
Unallocated assets	未分配之資產											378,787	373,128
Total assets	總資產											1,800,617	1,794,357
Segment liabilities	分部負債	136,087	132,263	55,630	55,454	91,897	98,001	11,417	9,206			295,031	294,924
Unallocated liabilities	未分配之負債											214,266	208,422
Total liabilities	總負債											509,297	503,346
Capital expenditure incurred during the year	本年度產生之資本支出	35,213	23,542	10,802	18,422	19,930	4,098	527	1,364			66,472	47,426

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15 Segment reporting (continued)

15 分部報告 (續)

Revenue from external customers by location of customers is as follows:

以顧客所在地劃分之來自外界顧客收入如下：

		2004 \$'000 千元	2003 \$'000 千元
Hong Kong	香港	1,446,038	1,417,389
North America	北美洲	495,662	517,768
Mainland China	中國大陸	147,782	143,955
Australia and New Zealand	澳洲及新西蘭	115,495	83,495
Others	其他地區	64,445	65,620
		2,269,422	2,228,227

16 Fixed assets

16 固定資產

(a) The Group

(a) 本集團

		Land and buildings 土地及樓宇 \$'000 千元	Factory machinery and equipment 工廠機器及設備 \$'000 千元	Fixtures, furniture and office equipment 裝置、傢俬及辦公室設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total 總計 \$'000 千元
Cost:	成本值：					
At 1st April, 2003	於二零零三年四月一日	559,751	890,278	126,004	60,731	1,636,764
Exchange adjustments	匯兌調整	16,017	16,124	214	(3)	32,352
Additions	添置	1,809	46,408	14,456	3,799	66,472
Disposals	出售	(37)	(7,689)	(8,259)	(3,942)	(19,927)
At 31st March, 2004	於二零零四年三月三十一日	577,540	945,121	132,415	60,585	1,715,661
Accumulated depreciation:	累計折舊：					
At 1st April, 2003	於二零零三年四月一日	122,622	498,976	93,564	56,149	771,311
Exchange adjustments	匯兌調整	611	3,129	212	(1)	3,951
Charge for the year	本年度折舊	19,434	77,772	12,772	2,186	112,164
Written back on disposal	出售時撥回	(33)	(6,482)	(7,877)	(3,761)	(18,153)
At 31st March, 2004	於二零零四年三月三十一日	142,634	573,395	98,671	54,573	869,273
Net book value:	賬面淨值：					
At 31st March, 2004	於二零零四年三月三十一日	434,906	371,726	33,744	6,012	846,388
At 31st March, 2003	於二零零三年三月三十一日	437,129	391,302	32,440	4,582	865,453

16 Fixed assets (continued)

16 固定資產(續)

(b) The Company

(b) 本公司

		Land and buildings 土地及樓宇 \$'000 千元	Factory machinery and equipment 工廠機器 及設備 \$'000 千元	Fixtures, furniture and office equipment 裝置、傢俬及 辦公室設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total 總計 \$'000 千元
Cost:	成本值:					
At 1st April, 2003	於二零零三年四月一日	164,471	325,327	63,800	48,321	601,919
Additions	添置	-	14,995	4,511	3,276	22,782
Disposals	出售	-	(2,284)	(4,100)	(2,079)	(8,463)
At 31st March, 2004	於二零零四年三月三十一日	164,471	338,038	64,211	49,518	616,238
Accumulated depreciation:	累計折舊:					
At 1st April, 2003	於二零零三年四月一日	47,317	251,557	51,539	46,340	396,753
Charge for the year	本年度折舊	6,755	24,174	6,162	1,317	38,408
Written back on disposal	出售時撥回	-	(2,208)	(4,026)	(2,079)	(8,313)
At 31st March, 2004	於二零零四年三月三十一日	54,072	273,523	53,675	45,578	426,848
Net book value:	賬面淨值:					
At 31st March, 2004	於二零零四年三月三十一日	110,399	64,515	10,536	3,940	189,390
At 31st March, 2003	於二零零三年三月三十一日	117,154	73,770	12,261	1,981	205,166

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16 Fixed assets (continued)

16 固定資產(續)

(c) The analysis of cost of land is as follows:

(c) 土地成本值之分析如下：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
In Hong Kong	在香港				
– medium-term lease	– 中期租約	185,045	185,045	77,014	77,014
Outside Hong Kong	香港以外地區				
– freehold	– 永久業權	8,762	8,283	–	–
– medium-term lease	– 中期租約	6,482	6,483	–	–
– short-term lease	– 短期租約	1,385	1,385	–	–
		201,674	201,196	77,014	77,014

(d) The Group leases factory machinery and equipment under finance leases expiring from three to five years. At the end of the lease term the Group has the option to purchase the factory machinery and equipment at a price deemed to be a bargain purchase option. None of the leases includes contingent rentals. The net book value of the factory machinery and equipment held under finance leases of the Group at 31st March, 2004 was \$19,343,000 (2003: \$5,559,000).

(d) 本集團根據於三至五年內到期之融資租賃租用工廠機器及設備。於租賃期結束時，本集團有權選擇以優惠價格購買該等工廠機器及設備。融資租賃並無包括或有租金。根據本集團融資租賃持有之工廠機器及設備於二零零四年三月三十一日之賬面淨值為19,343,000元(二零零三年：5,559,000元)。

(e) The Group and the Company leases out fixed assets under operating leases. The leases run for an initial period of three years, with an option to renew the lease after that date at which time all terms are renegotiated. The leases do not include contingent rentals.

(e) 本集團及本公司以經營租賃租出固定資產。該等租賃一般初步為期三年，並且有權選擇在到期日後續約，屆時所有條款均可重新商定。各項經營租賃並無包括或有租金。

The gross carrying amount of fixed assets of the Group and the Company held for use in operating leases at 31st March, 2004 was \$22,698,000 (2003: \$22,698,000) and the related accumulated depreciation charge was \$11,240,000 (2003: \$8,698,000).

於二零零四年三月三十一日，本集團及本公司根據經營租賃持作使用之固定資產賬面總值為22,698,000元(二零零三年：22,698,000元)，有關之累計折舊額為11,240,000元(二零零三年：8,698,000元)。

16 Fixed assets (continued)

(e) (continued)

The Group's and the Company's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		The Group and the Company 本集團及本公司	
		2004 \$'000 千元	2003 \$'000 千元
Within 1 year	一年內	1,296	1,296
After 1 year but within 5 years	一年後但五年內	540	1,836
		1,836	3,132

(f) During the year, the Group acquired fixed assets with an aggregate cost of \$66,472,000 (2003: \$47,426,000) of which \$13,550,000 (2003: \$5,495,000) was acquired by means of finance leases.

16 固定資產 (續)

(e) (續)

本集團及本公司根據不可撤銷之經營租賃應收之未來租賃付款總額如下：

(f) 年內本集團購入成本值合共66,472,000元(二零零三年：47,426,000元)之固定資產，其中13,550,000元(二零零三年：5,495,000元)之固定資產乃以融資租賃形式購入。

17 Interest in subsidiaries

		The Company 本公司	
		2004 \$'000 千元	2003 \$'000 千元
Unlisted investments, at cost	非上市投資·按成本值	93,072	93,072
Amounts due from subsidiaries	附屬公司欠款	833,459	851,191
		926,531	944,263
Less: Impairment losses	減：減值虧損	(548,344)	(463,345)
		378,187	480,918

Included in amounts due from subsidiaries are balances totalling \$24,946,000 (2003: \$69,431,000) which were unsecured, interest bearing and with specified repayment terms. All the remaining balances are unsecured, interest-free and have no fixed terms of repayment. The entire balance is expected to be recovered after more than one year.

Impairment losses on interest in subsidiaries represent the write down of the carrying values of the investments to the net asset values of the subsidiaries.

17 附屬公司權益

附屬公司欠款包括總數24,946,000元(二零零三年：69,431,000元)之結餘，該等結餘並無抵押，須計算利息及訂明還款期。其他結餘全部均屬無抵押、免息及無固定還款期。預期全部結餘可於超過一年後收回。

附屬公司權益之減值虧損指將投資之賬面值撇減至附屬公司之資產淨值。

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17 Interest in subsidiaries (continued)

17 附屬公司權益 (續)

Details of the subsidiaries are as follows:

附屬公司之詳情如下：

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比率		Principal activities 主要業務
			directly 直接 %	indirectly 間接 %	
Vitasoy Holdings N.V.	Netherlands Antilles 荷蘭安的列斯	US\$6,100 6,100美元	100	–	Investment holding 投資控股
Vitasoy International B.V.	Netherlands 荷蘭	EUR22,500 歐羅22,500	–	100	Investment holding 投資控股
Vitasoy (UK) Investments Company Limited	United Kingdom 英國	GBP2 2英鎊	100	–	Investment holding 投資控股
Vitasoy USA Inc.	United States of America 美國	US\$12,061,000 Common stock 12,061,000美元 普通股	–	100	Manufacture and sale of soy related products 生產及銷售 荳製產品
		US\$25,400,000 Convertible series A preferred stock 25,400,000美元 可換股A類優先股	–	100	
Shenzhen Vitasoy (Guang Ming) Foods and Beverage Company Limited (note i) 深圳維他(光明)食品飲料有限公司(附註i)	People's Republic of China 中華人民共和國	RMB80,000,000 人民幣80,000,000元	70	–	Manufacture and sale of beverages 生產及銷售飲品

17 Interest in subsidiaries (continued)

17 附屬公司權益(續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比率		Principal activities 主要業務
			directly 直接 %	indirectly 間接 %	
Vitasoy (China) Investments Company Limited 維他奶(中國)投資有限公司	Hong Kong 香港	\$20 20元	100	–	Investment holding 投資控股
Vitasoy (Shanghai) Company Limited (note ii) 維他奶(上海)有限公司(附註ii)	People's Republic of China 中華人民共和國	RMB191,476,367 人民幣191,476,367元	–	100	Manufacture and sale of beverages 生產及銷售飲品
Vita International Holdings Limited 維他國際集團有限公司	Hong Kong 香港	\$20 20元	100	–	Investment holding 投資控股
Vitasoy Australia Products Pty. Ltd. (note iii) (附註iii)	Australia 澳洲	A\$8,925,000 V class shares 8,925,000澳元V股 A\$8,575,000 N class shares 8,575,000澳元N股	–	100	Manufacture and sale of beverages 生產及銷售飲品
Vitasoja (Macau) Limitada 維他奶(澳門)有限公司	Macau 澳門	MOP100,000 澳門幣100,000元	100	–	Distribution of beverages 分銷飲品
Produtos De Soja Hong Kong (Macau) Limitada 香港荳品(澳門)有限公司	Macau 澳門	MOP10,000 澳門幣10,000元	–	100	Dormant 暫無營業
Vitaland Services Limited 維他天地服務有限公司	Hong Kong 香港	\$3,000,000 3,000,000元	100	–	Operation of tuck shops 經營學校食物部

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17 Interest in subsidiaries (continued)

17 附屬公司權益 (續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及營業地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本／註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權益比率		Principal activities 主要業務
			directly 直接 %	indirectly 間接 %	
The Hong Kong Soya Bean Products Company, Limited 香港荳品有限公司	Hong Kong 香港	\$20 20元	100	–	Property investment 物業投資
Vitasoy Distributors (Singapore) Pte. Ltd.	Singapore 新加坡	S\$2,500,000 新加坡幣 2,500,000元	100	–	Dormant 暫無營業
Hong Kong Gourmet Limited 香港美食有限公司	Hong Kong 香港	\$20 20元	–	100	Provision of catering services 提供膳食服務

All of these are subsidiaries as defined under note 1(c) and have been consolidated into the Group financial statements.

Notes:

- (i) Shenzhen Vitasoy (Guang Ming) Foods and Beverage Company Limited (“Shenzhen Vitasoy”) is a sino-foreign equity joint venture established in the People’s Republic of China and is to be operated for 20 years up to 2011.
- (ii) Vitasoy (Shanghai) Company Limited is a wholly foreign owned subsidiary established in the People’s Republic of China and is to be operated for 50 years up to 2045.
- (iii) The Group has an interest in 51% of the equity of Vitasoy Australia Products Pty. Ltd..

此等公司全部均為附註1(c)所界定之附屬公司，並已列入本集團之財務報表綜合計算。

附註：

- (i) 深圳維他（光明）食品飲料有限公司（「深圳維他奶」）為於中華人民共和國註冊成立之中外合資合營企業，經營期為二十年，至二零一一年止。
- (ii) 維他奶（上海）有限公司為於中華人民共和國註冊成立之外資全資附屬公司，經營期為五十年，至二零四五年止。
- (iii) 本集團持有 Vitasoy Australia Products Pty. Ltd. 51% 之股本權益。

18 Inventories

18 存貨

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Raw materials	原料	126,749	106,870	61,136	47,418
Finished goods	製成品	85,286	103,140	34,824	40,538
		212,035	210,010	95,960	87,956

Included in the inventories of the Group are raw materials of \$21,217,000 (2003: \$16,793,000) and finished goods of \$484,000 (2003: \$671,000) stated net of provisions, in order to state these inventories at the lower of their cost and estimated net realisable value.

Included in raw materials of the Company are inventories of \$4,589,000 (2003: \$2,907,000) stated net of a provision, in order to state these inventories at the lower of their cost and estimated net realisable value.

本集團之存貨包括原料21,217,000元(二零零三年: 16,793,000元)及製成品484,000元(二零零三年: 671,000元)已扣除撥備列賬,旨在按該等存貨之成本或估計可變現淨值(以兩者中之較低數額為準)入賬。

本公司之原料包括存貨4,589,000元(二零零三年: 2,907,000元)已扣除撥備列賬,旨在按該等存貨之成本或估計可變現淨值(以兩者中之較低數額為準)入賬。

19 Trade and other receivables

19 應收賬款及其他應收款

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Trade debtors and bills receivable	應收賬款及應收票據	257,925	263,543	185,651	184,366
Deposits, prepayments and other debtors	按金、預付款項及其他應收款	31,777	28,979	8,032	9,684
		289,702	292,522	193,683	194,050

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(Expressed in Hong Kong dollars) (以港幣計算)

19 Trade and other receivables (continued)

The ageing analysis of trade debtors and bills receivable (net of provisions for bad and doubtful debts) is as follows:

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
By date of invoice	以發票日期計算				
0 – 3 months	零至三個月	227,949	230,466	156,932	152,830
4 – 6 months	四至六個月	29,697	32,794	28,719	31,536
Over 6 months	六個月以上	279	283	–	–
		257,925	263,543	185,651	184,366

The credit terms given to the customers vary and are generally based on the financial strength of the individual customer. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

應收賬款及應收票據(已扣除呆壞賬撥備)之賬齡分析如下：

給予客戶之信貸期各有不同，一般因應個別客戶之財政狀況衡量。為有效管理應收賬款之信貸風險，本集團定期評估客戶信用。

20 Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment. The entire balance is expected to be recovered within one year.

20 附屬公司欠款

附屬公司欠款均為無抵押及免息，且無固定還款期。全部結餘可望於一年內償還。

21 Bank deposits and cash and cash equivalents

21 銀行存款與現金及現金等值項目

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cash at bank and in hand	銀行結存及庫存現金	74,480	51,853	18,047	13,995
Bank deposits maturing within 3 months	三個月內到期之 銀行存款	226,144	263,058	216,722	227,869
Cash and cash equivalents	現金及現金等值項目	300,624	314,911	234,769	241,864
Bank deposits maturing after 3 months but within 1 year	於三個月後但於一年內 到期之銀行存款	56,596	10,000	56,173	10,000
Bank deposits maturing after 1 year	於一年後到期之 銀行存款	93,397	100,000	93,397	100,000
		450,617	424,911	384,339	351,864

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(Expressed in Hong Kong dollars) (以港幣計算)

22 Bank loans

At 31st March, 2004, the Group had bank loans repayable as follows:

		The Group 本集團	
		2004	2003
		\$'000 千元	\$'000 千元
Within 1 year	一年內	161,617	157,139
After 1 year but within 2 years	一年後但兩年內	4,485	4,489
After 2 years but within 5 years	兩年後但五年內	14,576	19,080
		19,061	23,569
		180,678	180,708

22 銀行貸款

於二零零四年三月三十一日，銀行貸款須於下列期限償還：

At 31st March, 2004, the bank loans were secured as follows:

		The Group 本集團	
		2004	2003
		\$'000 千元	\$'000 千元
Secured	有抵押	23,545	28,058
Unsecured	無抵押	157,133	152,650
		180,678	180,708

於二零零四年三月三十一日，銀行貸款之抵押如下：

At 31st March, 2004, bank loans totalling \$23,545,000 (2003: \$28,058,000) were secured by charges over fixed assets with net book value totalling \$46,841,000 (2003: \$50,621,000).

於二零零四年三月三十一日，總數為23,545,000元(二零零三年：28,058,000元)之銀行貸款乃以賬面淨值共46,841,000元(二零零三年：50,621,000元)之固定資產作抵押。

23 Trade and other payables

23 應付賬款及其他應付款

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Trade creditors and bills payable	應付賬款及應付票據	151,486	151,786	84,288	84,030
Accrued expenses and other payables	應計費用及其他應付款	144,767	145,419	58,848	61,131
		296,253	297,205	143,136	145,161

The ageing analysis of trade creditors and bills payable is as follows:

應付賬款及應付票據之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
By date of invoice	以發票日期計算				
0 – 3 months	零至三個月	149,627	148,427	82,527	82,685
4 – 6 months	四至六個月	446	2,186	379	172
Over 6 months	六個月以上	1,413	1,173	1,382	1,173
		151,486	151,786	84,288	84,030

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24 Obligations under finance leases

At 31st March, 2004, the Group had obligations under finance leases repayable as follows:

24 融資租賃之債務

於二零零四年三月三十一日，本集團根據融資租賃須償還之債務如下：

		2004			2003		
		Present value of the minimum lease payments	Interest expense relating to future periods	Total minimum lease payments	Present value of the minimum lease payments	Interest expense relating to future periods	Total minimum lease payments
		最低租賃付款之現值	有關未來期間之利息開支	最低租賃付款總額	最低租賃付款之現值	有關未來期間之利息開支	最低租賃付款總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Within 1 year	一年內	6,287	694	6,981	2,297	217	2,514
After 1 year but within 2 years	一年後但兩年內	3,235	423	3,658	1,760	61	1,821
After 2 years but within 5 years	兩年後但五年內	5,708	330	6,038	92	2	94
		8,943	753	9,696	1,852	63	1,915
		15,230	1,447	16,677	4,149	280	4,429

25 Employee retirement plans

The Group operates and participates in a number of defined contribution and defined benefit retirement plans in Hong Kong and certain overseas countries.

(a) Defined contribution retirement plans

- (i) The Group operates a defined contribution retirement plan, Vitasoy International Holdings Limited Staff Provident Fund, which is available for all eligible staff employed by the Group in Hong Kong and Macau before 1st August, 2000. The plan is funded by contributions from employees and the Group, both of which contribute sums representing 5 - 7.5% of basic salaries. Forfeited contributions are credited to members' accounts in accordance with the rules of the plan. The plan is administered by trustees with the assets held separately from those of the Group.

Staff employed by the Group in Hong Kong not joining the above defined contribution retirement plan are required to join the Group's mandatory provident fund plan under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The mandatory provident fund plan is a defined contribution retirement plan administered by an independent corporate trustee. Under the plan, the Group and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000. Contributions to the plan vest immediately.

- (ii) Employees in the subsidiaries in the People's Republic of China (the "PRC") are members of the central pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of employees' remuneration to the central pension scheme to fund the benefits. The only obligation for the Group with respect to the central pension scheme is the associated required contribution under the central pension scheme.
- (iii) For employees in Australia, contributions are made by the Group to a registered superannuation fund for its employees, at 9% of the employees' salaries. The assets of the scheme are held separately by an independent administered fund.

25 僱員退休計劃

本集團在香港及若干海外國家設立及參加多項界定供款及界定福利退休計劃。

(a) 界定供款退休計劃

- (i) 本集團為所有於二零零零年八月一日之前在香港及澳門受聘於本集團之合資格員工設立一項界定供款退休計劃(維他奶國際集團有限公司職員公積金)。該計劃之資金來自僱員及本集團之供款。雙方供款金額為底薪之5-7.5%。沒收供款均根據計劃之規則撥入計劃成員之賬戶。該計劃交由信託人管理,所持資產亦與本集團之資產分開處理。

受僱於本集團而並無參加上述界定供款退休計劃之香港僱員,必須根據香港強制性公積金計劃條例參加本集團之強制性公積金計劃。強制性公積金計劃為一項界定供款退休計劃,由獨立法團受託人管理。根據該計劃,本集團及其僱員各按僱員有關收入(有關收入之每月上限為20,000元)之5%向計劃供款。向計劃支付之供款即時生效。

- (ii) 設於中華人民共和國(「中國」)之附屬公司之僱員均參加由中國政府設立之中央退休金計劃。本集團須按僱員酬金之某一百分比向中央退休金計劃供款。本集團就中央退休金計劃所須履行之唯一責任為向中央退休金計劃供款。
- (iii) 澳洲僱員方面,本集團須按僱員薪酬之9%向一項為其僱員而設之註冊退休基金供款。計劃資產由獨立管理之基金分開持有。

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25 Employee retirement plans (continued)

(a) Defined contribution retirement plans (continued)

(iv) Eligible employees in the United States of America are covered by a defined contribution retirement plan under section 401(k) of the Internal Revenue Code. The plan provides for voluntary employee contributions, which represent a salary deferral for U.S. income tax purposes, of up to 100% of each employee's salary, subject to a cap of US\$12,000. The Group also contributes an annual amount in respect of each employee's self contribution. The amount of the Group's annual contribution is limited by the lesser of (i) 50% of each employee's annual contribution, and (ii) 2% of each employee's gross annual salary.

(b) Defined benefit retirement plans

At 31st March, 2004, the Group and the Company recognised employee retirement benefit (assets)/liabilities in respect of the following defined benefit retirement plans:

25 僱員退休計劃 (續)

(a) 界定供款退休計劃 (續)

(iv) 美國之合資格僱員根據Internal Revenue Code第401(k)條受一項界定供款退休計劃保障。該計劃規定僱員須按其薪金作出自願供款(就美國入息稅而言屬於延遲發放之薪金)，最高可達僱員薪酬之100%，惟以12,000美元為上限。本集團亦就每名僱員之供款額按年供款。本集團之每年供款額以下列兩者中之較低金額為限：(i)每名僱員之全年供款之50%；及(ii)每名僱員之全年薪金總額之2%。

(b) 界定福利退休計劃

於二零零四年三月三十一日，本集團及本公司就下列界定福利退休計劃確認僱員退休福利(資產)/負債：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Retirement gratuities	退休金				
(note (c))	(附註(c))	(510)	(1,461)	(668)	(1,567)
Long service payments	長期服務金				
(note (d))	(附註(d))	4,113	4,572	3,977	4,466
		3,603	3,111	3,309	2,899
Represented by:	代表：				
Employee retirement benefit assets	僱員退休福利資產	(510)	(1,461)	(668)	(1,567)
Employee retirement benefit liabilities	僱員退休福利負債	4,113	4,572	3,977	4,466
		3,603	3,111	3,309	2,899

25 Employee retirement plans (continued)

(c) Retirement gratuities

Employees of the Group in Hong Kong and Macau, who have completed a prescribed minimum period of services and joined the Group before a specific date, are entitled to retirement gratuities upon retirement age. The gratuity is based on the last month's salary and the number of years of service.

A funded defined benefit retirement plan, Vitasoy International Holdings Limited Defined Benefit Scheme, was established for the retirement gratuities. The defined benefit retirement plan is administered by an independent corporate trustee, with assets held separately from those of the Group. The plan is funded by contributions from the Group in accordance with an independent actuary's recommendation.

The latest actuarial valuation of the plan was at 31st March, 2004 and was prepared by qualified staff of Towers Perrin, who are members of the Society of Actuaries of the United States of America, using the projected unit credit method. The valuation indicates that the Group's obligation under this defined benefit retirement plan is 137% (2003: 98%) covered by the plan assets held by the trustee.

25 僱員退休計劃 (續)

(c) 退休金

本集團在香港及澳門之僱員在服務年資達到一段指定之最短期限及於指定日期之前加入本集團，均可在屆退休年齡時領取退休金。金額視乎最後所領月薪及服務年資而定。

本集團成立一項資助界定福利退休計劃維他奶國際集團有限公司界定福利計劃。該項界定福利退休計劃由獨立公司信託人管理，其資產與本集團之資產分開處理。該計劃由本集團按照獨立精算師之建議作出供款。

該計劃之最新精算估值乃於二零零四年三月三十一日由Towers Perrin之合資格職員(為美國精算師學會之會員)採用預算單位信貸法進行。有關估值顯示本集團根據該界定福利退休計劃所須履行之責任其中137%(二零零三年: 98%)受信託人持有之計劃資產保障。

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

25 Employee retirement plans (continued)

(c) Retirement gratuities (continued)

- (i) The amounts recognised in the balance sheets are as follows:

25 僱員退休計劃 (續)

(c) 退休金 (續)

- (i) 於資產負債表確認之金額如下：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Present value of wholly funded obligations	全面資助責任之現值	54,248	49,632	52,919	48,609
Fair value of plan assets	計劃資產之公平價值	(74,154)	(48,466)	(72,704)	(47,612)
Net unrecognised actuarial gains/(losses)	未確認之精算收益/(虧損)淨額	19,396	(2,627)	19,117	(2,564)
Employee retirement benefit assets	僱員退休福利資產	(510)	(1,461)	(668)	(1,567)

A portion of the above asset is expected to be recovered after more than one year. However, it is not practicable to segregate this amount from the amounts receivable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions.

預期上述資產部份可於超過一年後收回；然而，由於未來供款亦涉及日後提供之服務及日後在精算假設及市況上可能出現之變動，故將此款額自未來十二個月內所應收取之金額中抽離並不可行。

25 Employee retirement plans (continued)

25 僱員退休計劃 (續)

(c) Retirement gratuities (continued)

(c) 退休金 (續)

(ii) Movements in the net (assets)/liabilities recognised in the balance sheets are as follows:

(ii) 已在資產負債表上確認之淨(資產)/負債變動如下：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1st April	於四月一日	(1,461)	46,784	(1,567)	45,914
Contributions paid to the plan	向計劃供款	(2,650)	(51,158)	(2,537)	(50,274)
Benefits paid	已付福利	-	(1,184)	-	(1,184)
Expense recognised in the income statement (note 5(b))	在損益報表上確認之支銷(附註5(b))	3,601	4,097	3,436	3,977
At 31st March	於三月三十一日	(510)	(1,461)	(668)	(1,567)

(iii) Expense recognised in the consolidated income statement is as follows:

(iii) 在綜合損益報表上確認之支銷如下：

		2004	2003
		\$'000 千元	\$'000 千元
Current service cost	現有服務成本	3,602	3,001
Interest cost	利息成本	1,936	2,415
Expected return on plan assets	計劃資產之預計回報	(1,946)	(1,189)
Net actuarial losses/(gains) recognised	已確認精算虧損/(收益)淨額	9	(130)
		3,601	4,097

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

25 Employee retirement plans (continued)

(c) Retirement gratuities (continued)

(iii) (continued)

The above expense is included in the following line items in the consolidated income statement:

		2004	2003
		\$'000 千元	\$'000 千元
Cost of sales	銷售成本	873	994
Marketing, selling and distribution expenses	推廣、銷售及分銷費用	872	993
Administrative expenses	行政費用	1,276	1,433
Other operating expenses	其他經營費用	580	677
		3,601	4,097
Actual return on plan assets – gain/(loss)	計劃資產之實際回報 – 收益/(虧損)	27,047	(1,663)

(iv) The principal actuarial assumptions used as at 31st March, 2004 are as follows:

(iv) 於二零零四年三月三十一日所採用之主要精算假設如下：

		The Group and the Company 本集團及本公司	
		2004	2003
Discount rate at 31st March	於三月三十一日之折讓率	3.5%	4%
Expected rate of return on plan assets	計劃資產之預計回報率	4.5%	4%
Future salary increases	未來薪酬增幅	2.5%	2.5%

25 Employee retirement plans (continued)

(d) Long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

An actuarial valuation of long service payments was also carried out at 31st March, 2004, by qualified staff of Towers Perrin, who are members of the Society of Actuaries of the United States of America, using the projected unit credit method.

(i) The amounts recognised in the balance sheets are as follows:

	The Group 本集團		The Company 本公司	
	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Present value of unfunded obligations 無資助責任之現值	2,137	5,138	1,780	4,895
Net unrecognised actuarial gains/(losses) 未確認精算收益/(虧損)淨額	1,976	(566)	2,197	(429)
	4,113	4,572	3,977	4,466

25 僱員退休計劃 (續)

(d) 長期服務金

根據香港僱傭條例，本集團須在若干情況下終止僱用為本集團服務至少五年之僱員時向彼等支付一筆過款項。所須支付之金額視乎僱員最後所領薪酬及服務年資而定，並相應削減根據本集團退休計劃累計而屬於本集團所作供款之權益。本集團並未預留資產以提供履行任何剩餘責任所需之資金。

長期服務金亦於二零零四年三月三十一日由Towers Perrin之合資格職員(為美國精算師學會之會員)採用預算單位信貸法進行精算估值。

(i) 於資產負債表確認之金額如下：

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

25 Employee retirement plans (continued)

(d) Long service payments (continued)

(ii) Movements in the net liabilities recognised in the balance sheets are as follows:

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1st April	於四月一日	4,572	4,408	4,466	4,390
Expense recognised in the income statement (note 5(b))	在損益報表上確認之支銷 (附註5(b))	239	219	209	131
Benefits paid	已付福利	(698)	(55)	(698)	(55)
At 31st March	於三月三十一日	4,113	4,572	3,977	4,466

25 僱員退休計劃 (續)

(d) 長期服務金 (續)

(ii) 於資產負債表確認之淨負債變動如下：

(iii) Expense recognised in the consolidated income statement is as follows:

		2004	2003
		\$'000 千元	\$'000 千元
Current service cost	現有服務成本	17	28
Interest cost	利息成本	203	222
Net actuarial losses/(gains) recognised	已確認精算虧損/(收益)淨額	19	(31)
		239	219

(iii) 在綜合損益報表上確認之支銷如下：

25 Employee retirement plans (continued)

(d) Long service payments (continued)

(iii) (continued)

The above expense is included in the following line items in the consolidated income statement:

		2004	2003
		\$'000 千元	\$'000 千元
Cost of sales	銷售成本	53	33
Marketing, selling and distribution expenses	推廣、銷售及分銷費用	83	33
Administrative expenses	行政費用	66	131
Other operating expenses	其他經營費用	37	22
		239	219

(iv) The principal actuarial assumptions used as at 31st March, 2004 are as follows:

		The Group and the Company 本集團及本公司	
		2004	2003
Discount rate at 31st March	於三月三十一日之折讓率	3.5%	4%
Future salary increases	未來薪酬增幅	2.5%	2.5%

25 僱員退休計劃 (續)

(d) 長期服務金 (續)

(iii) (續)

上述支銷列入綜合損益報表中之如下項目：

(iv) 於二零零四年三月三十一日所採用之主要精算假設如下：

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

26 Equity compensation benefits

The Company adopted a share option scheme on 9th March, 1994 (the “Old Share Option Scheme”) whereby the Directors of the Company were authorised, at their discretion, to invite employees of the Group, including Directors of any company in the Group, to take up options to subscribe for ordinary shares of \$0.25 each in the Company. The exercise price of options was determined by the Directors of the Company and was the higher of (i) the nominal amount of the shares and (ii) an amount not less than 80% of the average of the closing prices of the shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the five business days immediately preceding the date of offer.

On 4th September, 2002, the Company terminated the Old Share Option Scheme and adopted a new share option scheme (the “New Share Option Scheme”) for a period of 10 years commencing from that date. Under the terms of this scheme, the exercise price of the options is determined by the Directors of the Company and is the highest of (i) the closing price of the shares on the date of grant; (ii) the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal amount of the share.

No further options will be granted under the Old Share Option Scheme upon its termination and all outstanding options granted thereunder shall continue to be valid and exercisable in accordance with the terms of the Old Share Option Scheme.

Under the Old Share Option Scheme and the New Share Option Scheme, there is no minimum period for which an option must be held before it can be exercised, but the Directors of the Company are empowered to impose at their discretion any such minimum period at the date of offer. The options are exercisable for a period not to exceed 10 years from the date of grant. Each option gives the holder the right to subscribe for one share.

26 股本補償福利

本公司於一九九四年三月九日採納一項購股權計劃(「舊購股權計劃」)；據此，本公司之董事會獲授權酌情邀請本集團之僱員(包括本集團旗下任何公司之董事)接納購股權以認購本公司每股面值0.25元之普通股。購股權之行使價由本公司之董事釐定及須為以下兩者中之較高者：(i)股份之面值及(ii)不少於股份於要約認購購股權日期前五個營業日在香港聯合交易所有限公司(「聯交所」)之平均收市價之80%。

於二零零二年九月四日，本公司終止舊購股權計劃，並採納一項新購股權計劃(「新購股權計劃」)，有效期為10年，由採納當日起計。根據該計劃之條款，購股權之行使價由本公司董事釐定，為下列三者中之最高金額：(i)股份於授出日期之收市價；(ii)股份於截至授出日期止過去五個營業日在聯交所錄得之平均收市價；及(iii)股份之面值。

本公司將於終止舊購股權計劃後不再根據該計劃授予任何購股權，而所有根據該計劃所授出之未行使購股權仍維持有效，並可根據舊購股權計劃之條款行使。

根據舊購股權計劃及新購股權計劃，購股權毋須先行持有一段最短期間方可行使，惟本公司之董事獲授權於要約日期酌情附加任何最短持有期限。購股權之行使期不得超過授出日期起計之十年。每項購股權之持有人均有權認購一股股份。

26 Equity compensation benefits (continued)

26 股本補償福利(續)

(a) Movements in share options

(a) 購股權之變動

		2004 Number 數目 '000 以千計	2003 Number 數目 '000 以千計
At 1st April	於四月一日	23,609	31,848
Granted during the year	於年內授出	13,954	-
Exercised during the year (note 28)	於年內行使(附註28)	(8,784)	(4,448)
Lapsed on expiry of exercise period	於行使期屆滿時失效	(134)	-
Forfeited on grantees ceasing employment with the Group	於承授人不再受聘於本集團時沒收	(273)	(3,791)
At 31st March	於三月三十一日	28,372	23,609
Options vested at 31st March	於三月三十一日生效之購股權	14,418	23,609

(b) Terms of unexpired and unexercised share options at balance sheet date

(b) 於資產負債表結算日之未屆滿及未行使購股權之詳情

Date granted 授出日期	Exercise period 行使期	Exercise price 行使價	2004 Number 數目 '000 以千計	2003 Number 數目 '000 以千計
28/6/1998	1/8/1998 to 31/7/2003	\$1.104	-	5,946
4/7/2000	7/9/2000 to 31/8/2005	\$1.193	14,418	17,663
1/4/2003	1/4/2004 to 31/3/2013	\$1.688	13,954	-
			28,372	23,609

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

26 Equity compensation benefits (continued)

26 股本補償福利(續)

(c) Details of share options granted during the year

(c) 年內授出購股權之詳情

Exercise period 行使期	Exercise price 行使價	2004 Number 數目 '000 以千計	2003 Number 數目 '000 以千計
1/4/2004 to 31/3/2013	\$1.688	13,954	-

(d) Details of share options exercised during the year ended 31st March, 2004

(d) 於截至二零零四年三月三十一日止年度行使購股權之詳情

Exercise dates 行使日期	Exercise price 行使價	Weighted average closing market price per share 每股加權平均收市價	Proceeds received 所得款項 \$'000 千元	Number 數目 '000 以千計
1/4/2003 to 6/6/2003	\$1.104	\$1.663	6,416	5,812
5/5/2003 to 4/3/2004	\$1.193	\$1.686	3,545	2,972
			9,961	8,784

Details of share options exercised during the year ended 31st March, 2003

於截至二零零三年三月三十一日止年度行使購股權之詳情

Exercise dates 行使日期	Exercise price 行使價	Weighted average closing market price per share 每股加權平均收市價	Proceeds received 所得款項 \$'000 千元	Number 數目 '000 以千計
23/4/2002 to 18/3/2003	\$1.104	\$1.641	3,487	3,158
3/5/2002 to 7/3/2003	\$1.193	\$1.480	1,539	1,290
			5,026	4,448

26 Equity compensation benefits (continued)

26 股本補償福利(續)

(e) Details of share options lapsed or forfeited during the year

(e) 於年內失效或被沒收之購股權詳情

Exercise period 行使期	Exercise price 行使價	2004	2003
		Number 數目 '000 以千計	Number 數目 '000 以千計
1/8/1998 to 31/7/2003	\$1.104	134	1,189
7/9/2000 to 31/8/2005	\$1.193	273	2,602
		407	3,791

(f) Share options granted subsequent to the balance sheet date

(f) 於結算日後授出之購股權

On 1st April, 2004, 8,556,000 share options were granted to eligible participants under the New Share Option Scheme, with exercise period from 1st April, 2005 to 31st March, 2014 and exercise price of \$1.904.

於二零零四年四月一日，合資格參與者根據新購股權計劃獲授予可認購8,556,000股股份之購股權，行使期由二零零五年四月一日至二零一四年三月三十一日，行使價為1.904元。

27 Income tax in the balance sheet

27 資產負債表之所得稅

(a) Income tax in the balance sheets represents:

(a) 資產負債表之所得稅代表：

	The Group 本集團		The Company 本公司	
	2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Provision for Hong Kong Profits Tax for the year 本年度香港利得稅撥備	36,943	36,178	34,798	33,656
Provisional profits tax paid 已繳付之預繳利得稅	(29,089)	(25,286)	(26,742)	(22,816)
	7,854	10,892	8,056	10,840
Overseas taxation 海外稅項	1,219	1,573	-	-
	9,073	12,465	8,056	10,840

NOTES ON THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars) (以港幣計算)

27 Income tax in the balance sheet (continued)

(b) Deferred tax assets and liabilities recognised:

(i) The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

27 資產負債表之所得稅 (續)

(b) 已確認遞延稅項資產及負債：

(i) 本集團

於綜合資產負債表確認之遞延稅項(資產)/負債及年內之變動如下：

Deferred tax arising from:	來自各項之遞延稅項：	Depreciation allowances	Future	General	Employee	Total
		in excess of related depreciation	benefit of tax losses	provisions	retirement benefits	
		超出有關折舊之折舊免稅額	稅務虧損之未來利潤	一般撥備	僱員退休福利	總計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1st April, 2002	二零零二年四月一日	17,597	-	(7,877)	(1,442)	8,278
Charged/(credited) to consolidated income statement	於綜合損益報表扣除/ (計入)	8,035	(4,044)	(2,729)	(5,293)	(4,031)
At 31st March, 2003	二零零三年三月三十一日	25,632	(4,044)	(10,606)	(6,735)	4,247
At 1st April, 2003	二零零三年四月一日	25,632	(4,044)	(10,606)	(6,735)	4,247
Charged/(credited) to consolidated income statement	於綜合損益報表扣除/ (計入)	2,162	(6,275)	1,102	1,349	(1,662)
At 31st March, 2004	二零零四年三月三十一日	27,794	(10,319)	(9,504)	(5,386)	2,585

27 Income tax in the balance sheet (continued)

(b) Deferred tax assets and liabilities recognised: (continued)

(ii) The Company

The components of deferred tax (assets)/liabilities recognised in the Company's balance sheet and the movements during the year are as follows:

<i>Deferred tax arising from:</i>	來自各項之遞延稅項：	Depreciation allowances in excess of related depreciation 超出有關折舊之折舊免稅額 \$'000 千元	General provisions 一般撥備 \$'000 千元	Employee retirement benefits 僱員退休福利 \$'000 千元	Total 總計 \$'000 千元
At 1st April, 2002	二零零二年四月一日	12,305	(2,585)	(1,442)	8,278
Charged/(credited) to income statement	於損益報表扣除/(計入)	1,336	(74)	(5,293)	(4,031)
At 31st March, 2003	二零零三年三月三十一日	13,641	(2,659)	(6,735)	4,247
At 1st April, 2003	二零零三年四月一日	13,641	(2,659)	(6,735)	4,247
Charged/(credited) to income statement	於損益報表扣除/(計入)	(2,457)	675	1,485	(297)
At 31st March, 2004	二零零四年三月三十一日	11,184	(1,984)	(5,250)	3,950

27 資產負債表之所得稅(續)

(b) 已確認遞延稅項資產及負債：(續)

(ii) 本公司

於本公司資產負債表確認之遞延稅項(資產)/負債及年內之變動如下：

		The Group 本集團		The Company 本公司	
		2004 \$'000 千元	2003 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
Net deferred tax assets recognised on the balance sheets	於資產負債表確認之遞延稅項資產淨額	(1,365)	—	—	—
Net deferred tax liabilities recognised on the balance sheets	於資產負債表確認之遞延稅項負債淨額	3,950	4,247	3,950	4,247
		2,585	4,247	3,950	4,247

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27 Income tax in the balance sheet (continued)

(c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets of \$139,807,000 (2003: \$120,529,000) in respect of tax losses of \$443,885,000 (2003: \$388,347,000).

Included in unrecognised tax losses, an amount of \$108,933,000 (2003: \$114,903,000) will expire in five years while the remaining balance of \$334,952,000 (2003: \$273,444,000) does not expire under current tax legislation.

27 資產負債表之所得稅 (續)

(c) 未確認之遞延稅項資產

於本集團並無確認有關於稅務虧損 443,885,000元(二零零三年：388,347,000元)之遞延稅項資產 139,807,000元(二零零三年：120,529,000元)。

根據現行稅例，上述未確認稅務虧損中有 108,933,000元(二零零三年：114,903,000元)將於五年內屆滿，其餘 334,952,000元(二零零三年：273,444,000元)稅務虧損不會逾期屆滿。

28 Share capital

28 股本

		2004		2003	
		Number of shares	Amount	Number of shares	Amount
		'000	\$'000	'000	\$'000
		千股	千元	千股	千元
Authorised:	法定股本：				
Ordinary shares of \$0.25 each	每股面值0.25元之普通股	3,200,000	800,000	3,200,000	800,000
Issued and fully paid:	已發行及已繳足股本：				
At 1st April	於四月一日	977,044	244,261	972,596	243,148
Shares issued on exercise of share options (note 26(a))	因購股權獲行使而發行之股份(附註26(a))	8,784	2,196	4,448	1,113
At 31st March	於三月三十一日	985,828	246,457	977,044	244,261

During the year, options were exercised to subscribe for 8,784,000 ordinary shares in the Company (2003: 4,448,000 ordinary shares). The net consideration was \$9,955,000 (2003: \$5,022,000) of which \$2,196,000 (2003: \$1,113,000) was credited to share capital and the balance of \$7,759,000 (2003: \$3,909,000) was credited to the share premium account (note 29).

年內可認購本公司普通股8,784,000股(二零零三年：4,448,000股普通股)之購股權獲行使。所得代價淨額為9,955,000元(二零零三年：5,022,000元)，其中2,196,000元(二零零三年：1,113,000元)已撥入股本，其餘7,759,000元(二零零三年：3,909,000元)則撥入股份溢價賬(附註29)。

29 Reserves

29 儲備

(a) The Group

(a) 本集團

		Share premium	Capital reserve	Capital redemption reserve	Legal reserve	General reserve	Exchange reserve	Retained profits	Total
		股份溢價	資本儲備	贖回儲備	法定儲備	一般儲備	匯兌儲備	保留溢利	合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1st April, 2002	於二零零二年四月一日	267,574	104,175	1,101	5,408	2,261	(32,277)	589,314	937,556
Transfer from capital reserve to retained profits	自資本儲備轉撥至保留溢利	-	(4,087)	-	-	-	-	4,087	-
Premium on shares issued on exercise of share options (note 28)	就行使購股權而發行股份所產生之溢價(附註28)	3,909	-	-	-	-	-	-	3,909
Exchange differences on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表所產生之匯兌差額	-	-	-	-	-	594	-	594
Final dividend approved in respect of the previous year (note 13(b))	就上年度批准之末期股息(附註13(b))	-	-	-	-	-	-	(49,679)	(49,679)
Interim dividend declared in respect of the current year (note 13(a))	就本年度宣派之中期股息(附註13(a))	-	-	-	-	-	-	(27,275)	(27,275)
Profit for the year	本年度溢利	-	-	-	-	-	-	139,378	139,378
At 31st March, 2003	於二零零三年三月三十一日	271,483	100,088	1,101	5,408	2,261	(31,683)	655,825	1,004,483
At 1st April, 2003	於二零零三年四月一日	271,483	100,088	1,101	5,408	2,261	(31,683)	655,825	1,004,483
Transfer from retained profits to legal reserve	自保留溢利轉撥至法定儲備	-	-	-	777	-	-	(777)	-
Transfer from capital reserve to retained profits	自資本儲備轉撥至保留溢利	-	(4,087)	-	-	-	-	4,087	-
Premium on shares issued on exercise of share options (note 28)	就行使購股權而發行股份所產生之溢價(附註28)	7,759	-	-	-	-	-	-	7,759
Exchange differences on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表所產生之匯兌差額	-	-	-	-	-	4,708	-	4,708
Final dividend approved in respect of the previous year (note 13(b))	就上年度批准之末期股息(附註13(b))	-	-	-	-	-	-	(56,100)	(56,100)
Special dividend approved in respect of the previous year (note 13(b))	就上年度批准之特別股息(附註13(b))	-	-	-	-	-	-	(49,211)	(49,211)
Interim dividend declared in respect of the current year (note 13(a))	就本年度宣派之中期股息(附註13(a))	-	-	-	-	-	-	(27,581)	(27,581)
Profit for the year	本年度溢利	-	-	-	-	-	-	116,025	116,025
At 31st March, 2004	於二零零四年三月三十一日	279,242	96,001	1,101	6,185	2,261	(26,975)	642,268	1,000,083

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29 Reserves (continued)

29 儲備 (續)

(b) The Company

(b) 本公司

		Share premium 股份溢價 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Capital redemption reserve 資本贖回儲備 \$'000 千元	General reserve 一般儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 合計 \$'000 千元
At 1st April, 2002	於二零零二年四月一日	267,574	104,175	1,101	2,261	603,353	978,464
Transfer from capital reserve to retained profits	自資本儲備 轉撥至 保留溢利	-	(4,087)	-	-	4,087	-
Premium on shares issued on exercise of share options (note 28)	就行使購股權 而發行股份 所產生之溢價 (附註 28)	3,909	-	-	-	-	3,909
Final dividend approved in respect of the previous year (note 13(b))	就上年度 批准之 末期 股息 (附註 13(b))	-	-	-	-	(49,679)	(49,679)
Interim dividend declared in respect of the current year (note 13(a))	就本年度 宣派之 中期 股息 (附註 13(a))	-	-	-	-	(27,275)	(27,275)
Profit for the year (note 12)	本年度溢利 (附註 12)	-	-	-	-	110,828	110,828
At 31st March, 2003	於二零零三年 三月三十一日	271,483	100,088	1,101	2,261	641,314	1,016,247

29 Reserves (continued)

29 儲備 (續)

(b) The Company (continued)

(b) 本公司 (續)

		Share premium 股份溢價 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Capital redemption reserve 資本贖回儲備 \$'000 千元	General reserve 一般儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 合計 \$'000 千元
At 1st April, 2003	於二零零三年四月一日	271,483	100,088	1,101	2,261	641,314	1,016,247
Transfer from capital reserve to retained profits	自資本儲備 轉撥至 保留溢利	-	(4,087)	-	-	4,087	-
Premium on shares issued on exercise of share options (note 28)	就行使購股權 而發行股份 所產生之溢價 (附註28)	7,759	-	-	-	-	7,759
Final dividend approved in respect of the previous year (note 13(b))	就上年度 批准之 末期 股息 (附註13(b))	-	-	-	-	(56,100)	(56,100)
Special dividend approved in respect of the previous year (note 13(b))	就上年度 批准之 特別 股息 (附註13(b))	-	-	-	-	(49,211)	(49,211)
Interim dividend declared in respect of the current year (note 13(a))	就本年度 宣派之 中期 股息 (附註13(a))	-	-	-	-	(27,581)	(27,581)
Profit for the year (note 12)	本年度溢利 (附註12)	-	-	-	-	115,400	115,400
At 31st March, 2004	於二零零四年 三月三十一日	279,242	96,001	1,101	2,261	627,909	1,006,514

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29 Reserves (continued)

- (c) (i) The application of the share premium account and the capital redemption reserve is governed by sections 48B and 49H respectively of the Hong Kong Companies Ordinance.
- (ii) As part of the restructuring of the Group in February 1994, the Company disposed of a property to a former subsidiary and consideration was received in the form of cash and another property. A total gain, representing the difference between the historical carrying value of the property disposed of and the fair value of the consideration received, resulted.
- The gain arising from this transaction was divided into realised and unrealised portions in the ratio of the amount of cash and the fair value of the property received (“the property”). The unrealised gain was taken to capital reserve and is realised on depreciation of the property. During the year, \$4,087,000 (2003: \$4,087,000) is transferred from capital reserve to retained profits.
- (iii) The legal reserve has been set up by Shenzhen Vitasoy and Vitasoja (Macau) Limitada in accordance with regulations in the People’s Republic of China and Macau respectively.
- (iv) The exchange reserve has been set up and will be dealt with in accordance with the accounting policy adopted for translation of the financial statements of foreign subsidiaries (note 1(o)).

29 儲備 (續)

- (c) (i) 股份溢價賬及資本贖回儲備之用途分別受香港公司條例第48B及49H條監管。
- (ii) 作為本集團於一九九四年二月進行之重組之一部份，本公司向一間前附屬公司出售一項物業，代價以現金及另一項物業支付。總收益指所出售物業歷史賬面值與已收代價公平價值之差額。
- 該項交易之收益按已收現金及物業（「物業」）公平價值之比例分為已變現及未變現部份。未變現收益已計入資本儲備，並於計算物業折舊時變現。於本年度內，4,087,000元（二零零三年：4,087,000元）自資本儲備轉撥往保留溢利。
- (iii) 法定儲備由深圳維他奶及維他奶（澳門）有限公司分別根據中華人民共和國及澳門之法例設立。
- (iv) 本集團已根據有關換算海外附屬公司財務報表之會計政策設立及維持匯兌儲備（附註1(o)）。

29 Reserves (continued)

29 儲備 (續)

(d) Reserves available for distribution

(d) 可供分派儲備

		The Company 本公司	
		2004 \$'000 千元	2003 \$'000 千元
General reserve	一般儲備	2,261	2,261
Retained profits	保留溢利	627,909	641,314
		630,170	643,575

30 Commitments

30 承擔

(a) At 31st March, 2004, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

(a) 於二零零四年三月三十一日，根據不可撤銷之經營租賃應付之未來租賃付款總額如下：

		The Group 本集團			
		2004		2003	
		Land and buildings 土地及樓宇 \$'000 千元	Plant and machinery and others 廠房與機器及其他 \$'000 千元	Land and buildings 土地及樓宇 \$'000 千元	Plant and machinery and others 廠房與機器及其他 \$'000 千元
Within 1 year	一年內	22,781	996	19,893	570
After 1 year but within 5 years	一年後但五年內	12,538	2,028	8,114	546
After 5 years	五年後	32	-	-	-
		35,351	3,024	28,007	1,116

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30 Commitments (continued)

(a) (continued)

		The Company 本公司			
		2004		2003	
		Land and buildings 土地及 樓宇 \$'000 千元	Plant and machinery and others 廠房與 機器及其他 \$'000 千元	Land and buildings 土地及 樓宇 \$'000 千元	Plant and machinery and others 廠房與 機器及其他 \$'000 千元
Within 1 year	一年內	910	–	861	–
After 1 year but within 5 years	一年後但 五年內	–	–	41	–
		910	–	902	–

The Group leases a number of properties and items of plant and machinery and others under operating leases. The leases typically run for an initial period of one to seven years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

本集團根據經營租賃租用多項物業及廠房與機器項目及其他資產。該等租賃一般初步為期一年至七年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。各項經營租賃並不包括或有租金。

30 Commitments (continued)

30 承擔 (續)

(b) Capital commitments outstanding at 31st March, 2004 not provided for in the financial statements were as follows:

(b) 於二零零四年三月三十一日，未在財務報表中撥備之未付資本承擔詳情如下：

		The Group 本集團		The Company 本公司	
		2004	2003	2004	2003
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Contracted for	已訂約	1,949	7,799	1,371	4,128
Authorised but not contracted for	已批准但未訂約	59,189	63,024	42,748	34,649
		61,138	70,823	44,119	38,777

31 Contingent liabilities

31 或有負債

(a) At 31st March, 2004, the Company had contingent liabilities in respect of the following:

(a) 本公司於二零零四年三月三十一日之或有負債如下：

		2004	2003
		\$'000 千元	\$'000 千元
Guarantees issued in respect of facilities granted by banks to certain subsidiaries	因銀行為若干附屬公司提供備用信貸而作出之擔保	124,064	131,920

(b) The Company has given undertakings to certain wholly-owned subsidiaries to provide them with such financial assistance as is necessary to maintain them as going concerns.

(b) 本公司亦承諾向若干全資附屬公司提供財政援助以確保彼等繼續經營運作。

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32 Material related party transactions

- (a) The products of the Group are distributed by a related party in Australia and a management fee is charged as a consideration of the provision of services. The management fee is calculated based on a pre-determined percentage of the gross sales of products distributed by the related party, which is on normal commercial terms and are on terms comparable to the prevailing market rate. Total management fee charged by the related party for the year amounted to \$3,322,000 (2003: \$2,353,000). The amount due to the related party as at 31st March, 2004 amounted to \$358,000 (2003: \$1,579,000).
- (b) The Group has purchased raw milk and milk products from a related party in the People's Republic of China (the "PRC"). The unit price of the milk products is pre-determined in an agreement entered into between the Group and the related party, and will be revised by reference to the prevailing market price of similar products in Hong Kong and the PRC. Total purchases from the related party amounted to \$3,517,000 (2003: \$5,286,000) during the year. The amount due to the related party as at 31st March, 2004 amounted to \$766,000 (2003: \$126,000).
- (c) There were no material transactions with Directors except for those relating to remuneration as set out in note 10, and share options and shareholdings as set out in the Report of the Directors.

The transactions (a) and (b) also constitute connected transactions under the Listing Rules.

33 Post balance sheet events

- (a) On 1st April, 2004, share options of 8,556,000 were granted to eligible participants under the New Share Option Scheme, with exercise period from 1st April, 2005 to 31st March, 2014 and exercise price of \$1.904. Further details of the New Share Option Scheme are set out in the Report of the Directors and note 26.
- (b) Subsequent to the balance sheet date the Directors proposed a final dividend and a special dividend. Further details are disclosed in note 13.

32 重大關連人士交易

- (a) 本集團之產品由一名關連人士於澳洲分銷，該名關連人士收取服務費，作為提供服務之代價。服務費乃根據該名關連人士所分銷之產品總銷量按預先釐定之百分比計算，該百分比乃以一般商業條款及與當時市值相若之條款而釐定。該名關連人士於本年度收取之服務費總額為3,322,000元(二零零三年：2,353,000元)。於二零零四年三月三十一日應付該名關連人士之欠款為358,000元(二零零三年：1,579,000元)。
- (b) 本集團向一名在中華人民共和國(「中國」)之關連人士採購未加工牛奶及奶類製品。奶類製品之單位價已在一份由本集團與該關連人士訂立之協議中預先釐定，並會參考香港及中國同類產品之市價作出調整。年內向該關連人士採購之貨品共值3,517,000元(二零零三年：5,286,000元)。於二零零四年三月三十一日應付該關連人士之款項為766,000元(二零零三年：126,000元)。
- (c) 除附註10所載之酬金及董事會報告書所載之購股權及股權外，本集團並無與董事進行任何重大交易。

根據上市規則，(a)及(b)項交易均構成關連交易。

33 結算日後事項

- (a) 於二零零四年四月一日，合資格參與者根據新購股權計劃獲授予8,556,000項購股權，行使期由二零零五年四月一日至二零一四年三月三十一日止，行使價為1.904元。有關新購股權計劃之進一步詳情載於董事會報告書及附註26。
- (b) 董事會於結算日之後建議派發末期股息及特別股息，進一步詳情載於附註13。