

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

1. GENERAL

The Company is incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The ultimate holding company of the Company is Jade Forest Limited (“Jade Forest”), a limited liability company incorporated in the British Virgin Islands.

The Company is an investment holding company. The activities of its principal subsidiaries at 31st March, 2004 are set out in note 43.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARD AND CHANGE IN ACCOUNTING POLICY

In the current year, the Group has adopted, for the first time, the following Hong Kong Financial Reporting Standard (“HKFRS”) issued by the Hong Kong Society of Accountants (“HKSA”), the term HKFRS is inclusive of Statements of Standard Accounting Practice (“SSAP”) and Interpretations approved by the HKSA:

SSAP 12 (Revised) “Income taxes”

1. 總則

本公司為一間在香港註冊成立之有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之最終控股公司為 Jade Forest Limited（「Jade Forest」），其為一間在英屬處女群島註冊成立之有限公司。

本公司為一間投資控股公司，其主要附屬公司於二零零四年三月三十一日之主要業務載於財政報告附註43。

2. 採納香港財務報告準則及會計政策之變化

於本年度內，本集團首次採納由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港會計報告準則」）。香港財務報告準則包括香港會計師公會認可之會計實務準則（「會計實務準則」）及解釋：

會計實務準則 「利得稅」
第12號（經修訂）

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARD AND CHANGE IN ACCOUNTING POLICY (CONTINUED)

The principal effect of the implementation of SSAP 12 (Revised) is in relation to deferred taxation. In the previous years, partial provision was made for deferred taxation using the income statement liability method, i.e. a liability was recognised in respect of timing differences arising, except where those timing differences were not expected to reverse in the foreseeable future. SSAP 12 (Revised) requires the adoption of a balance sheet liability method, whereby deferred taxation is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, with limited exceptions. In the absence of any specific transitional requirements in SSAP 12 (Revised), the new accounting policy has been applied retrospectively. The adoption of SSAP 12 (Revised) has resulted in a decrease in the net profit for the year ended 31st March, 2004 of HK\$181,000, but has no material effect on the results for prior accounting periods. Accordingly, no prior period adjustment has been required.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

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

2. 採納香港財務報告準則及會計政策之變化(續)

實施此項經修訂準則之主要影響乃與遞延稅項有關。於過往年度，遞延稅項乃按收益表負債法就遞延稅項作出部份撥備，確認因時間差異而產生之負債，惟倘該等時間差異預期將不會於可見將來回撥者除外。此項經修訂會計準則規定須採納資產負債表負債法，除有限的例外情況外，遞延稅項乃按財務報表內資產及負債的賬面值與計算應課稅溢利使用之相應稅基而產生之暫時差異而予以確認。在無會計實務準則第12號(經修訂)之任何具體過渡性規定情況下，該新會計政策已追溯應用。採納會計實務準則第12號(經修訂)造成截至二零零四年三月三十一日止年度淨溢利下降181,000港元，惟對前期會計期間之業績並無重大影響。因此，並無需要作出前期調整。

3. 主要會計政策

本財政報告乃根據過往採用之成本慣例及按照香港普遍採納之會計原則編製。所採用之主要會計政策概列如下：

綜合賬目基準

綜合財政報告包括本公司及其附屬公司計至每年三月三十一日止之財政報告。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

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

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

In the circumstances where a company is a subsidiary but the Group does not have unilateral control over it nor is able to exercise significant influence over the financial and operating policy in that subsidiary, the interest in that subsidiary is accounted for as investment in securities.

Goodwill

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

Goodwill is capitalised and amortised on a straight-line basis over its useful economic life of not more than twenty years. Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the consolidated balance sheet as a separate intangible asset.

On disposal of a subsidiary or an associate, the attributable amount of unamortised goodwill is included in the determination of the profit or loss on disposal.

3. 主要會計政策 (續)

綜合賬目基準 (續)

本集團內公司間之所有重大交易及結存均於綜合賬目時抵銷。

年內收購或出售之附屬公司業績，分別由收購之生效日期起計入綜合損益表內或在綜合損益表內計至出售之生效日期止（視情況而定）。

倘本集團對其附屬公司並非單一控股且不能對該附屬公司之財務及運營政策施加主要影響，則該附屬公司之權益被視為證券投資。

商譽

綜合賬目時產生之商譽為購買成本超過本集團佔所收購附屬公司或聯營公司於收購日之可區分資產及負債之公平價值數額。

商譽撥作資本並按其可用年期以直線法攤銷，最長以二十年為限。收購聯營公司時產生之商譽計入該聯營公司之賬面值內。收購附屬公司時產生之商譽在綜合資產負債表上另行作為無形資產呈列。

出售附屬公司或聯營公司時，未攤銷商譽應佔之數額會計入出售溢利或虧損內。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Negative goodwill

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

Negative goodwill is presented as a deduction from assets and is released to income based on an analysis of the circumstances from which the balance resulted.

To the extent that the negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight-line basis over the remaining average useful life of the identifiable acquired depreciable assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable non-monetary assets, it is recognised in income immediately.

Negative goodwill arising on the acquisition of an associate is deducted from the carrying value of that associate. Negative goodwill arising on the acquisition of a subsidiary is presented separately in the consolidated balance sheet as a deduction from assets.

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and amortisation, and any impairment losses.

3. 主要會計政策(續)

負商譽

負商譽乃為本集團佔所收購附屬公司或聯營公司於收購日之可區分資產及負債之公平價值超逾購買成本之數額。

負商譽列作資產減損呈報，並會按對得出結餘所依據之具體情況進行分析後撥往收入內。

預計於收購日有關虧損或開支之應佔負商譽數額會於產生上述虧損或開支之期間內撥往收入。餘下之負商譽會於被收購之可區分可折舊資產之餘下平均可用年期內按直線法確認為收入。凡超逾被收購可區分之非貨幣資產之公平價值總額之負商譽數額會即時確認為收入。

收購聯營公司時產生之負商譽從該聯營公司之賬面值扣除。收購附屬公司時產生之負商譽在綜合資產負債表上另行作為資產減損呈列。

物業、機器及設備

物業、機器及設備按成本減去折舊及攤銷與減值虧損後入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (Continued)

Depreciation and amortisation are provided to write off the cost of assets over their estimated useful lives and after taking into account the estimated residual value, using the straight-line method, at the following rates per annum:

Leasehold land	Over the unexpired term of the relevant lease
Buildings	Over the estimated useful life of 20 years, or the unexpired term of the relevant lease, whichever is shorter
Plant and machinery	10%-20%
Leasehold improvements	Over the estimated useful life of 5 years or the unexpired term of the relevant lease, whichever is shorter
Furniture, fixtures and equipment	20%-33 $\frac{1}{3}$ %
Motor vehicles	20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

The gain or loss arising from disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of that asset and is recognised in the income statement.

3. 主要會計政策 (續)

物業、機器及設備 (續)

資產之折舊及攤銷按下列年率於其估計可使用年期內並經計及估計剩餘價值以直線法撇銷成本計算：

租約土地	尚餘有關租約期內
建築物	二十年之估計可用年期或尚餘有關租約期內 (以較短期者為準)
機器及設備	10%-20%
租賃物業裝修	五年之估計可用年期或尚餘有關租約期內 (以較短期者為準)
傢俬、裝修及器材	20%-33 $\frac{1}{3}$ %
汽車	20%

根據融資租約持有之資產於其預計可使用年期內按與自置資產相同之基準計算折舊。

資產於出售或退廢時產生之收益或虧損，以出售資產所得之款項與其賬面值兩者之差額計算，並於損益表內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment losses.

Investments in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associate for the year. In the consolidated balance sheet, interest in an associate is stated at the Group's share of the net assets of its associate plus unamortised goodwill (less negative goodwill) arising on acquisition, less any identified impairment losses.

Investments in securities

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

All securities other than held-to-maturity debt securities are measured at subsequent reporting dates at fair value.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the period. For other securities, unrealised gains and losses are dealt with in reserves, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss is included in net profit or loss for the period.

Club debentures

Club debentures are stated at cost less any identified impairment losses.

3. 主要會計政策(續)

附屬公司投資

附屬公司投資按成本減去任何確定減值後列入本公司之資產負債表。

聯營公司投資

綜合損益表包括本集團佔聯營公司年內之收購後業績。聯營公司權益按本集團佔該聯營公司之資產淨值加收購時產生之未攤銷商譽(減負商譽)減去任何可區分減值虧損後列入綜合資產負債表。

證券投資

證券投資按成交日之基準確認入賬並初步以成本計算。

除持至到期債務證券以外之所有證券均於下一個申報日期按公平價值計算。

倘若證券乃持作買賣用途，則未變現收益及虧損計入期內之溢利或虧損淨額內。至於其他證券，未變現收益及虧損撥入儲備內，直至有關證券已售出或已確定為出現減值為止，屆時累計之收益或虧損計入期內之溢利或虧損淨額內。

會所債券

會所債券乃按成本減去任何獲確認之減值虧損後列賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

3. 主要會計政策(續)

減值

於每個結算日，本集團會審閱資產賬面值以確定有否任何迹象顯示該等資產已出現減值虧損。倘若某項資產之可收回款額估計低於其賬面值，則該資產之賬面值會相應調低至可收回款額水平。減值會即時確認為開支。

倘若其後出現減值虧損撥回，則該資產之賬面值會回升至經修訂後之估計可收回款額水平，惟所增加之賬面值數額不超過倘若於以往年度未有就該資產確認減值則原應已獲確定之賬面值。減值虧損撥回會即時確認為收入。

存貨

存貨按成本與可變現淨值兩者中之較低值入賬。成本按先入先出法計算。

研發費用

研究活動費用被確認為於其發生期間之費用。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Research and development expenditure (Continued)

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity.

When no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Leases

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

All other leases are classified as operating leases and the rentals are charged to the income statement on a straight-line basis over the relevant lease term.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred taxation.

3. 主要會計政策(續)

研發費用(續)

因開發費用而產生之內部自生無形資產唯有當該開發費用有明確專案並預期會透過未來商業活動收回成本之前提下方可被確認。

倘未能確認為內部產生之無形資產，開發費用於其發生期間被確認為開支。

租約

倘若租約條款規定有關資產之所有權附帶之絕大部份風險及回報均轉移予本集團，則有關租約列作融資租約。根據融資租約持有之資產按其於收購日之公平價值撥作資本。出租人相應之債務於扣除利息開支後列作融資租約債務計入資產負債表內。財務費用為租賃承擔總額與被收購資產公平價值兩者之差額，於有關租約期內從損益表中扣除，以便就各個會計期間債務之餘額計算出一個不變的定額收費率。

所有其他租約列作經營租約，而租金開支以直線法於有關租約期內從損益表中扣除。

稅項

所得稅開支指目前應付稅項及遞延稅項之總額。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred taxation is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred taxation liabilities are generally recognised for all taxable temporary differences, and deferred taxation assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred taxation liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

3. 主要會計政策 (續)

稅項 (續)

目前應付之稅項乃按本年度應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅或可扣稅之收入或開支項目，亦不包括從未課稅或可扣稅之損益表項目，故此應課稅溢利與損益表所載溢利並不相同。

遞延稅項為就財務報表資產及負債賬面值及計算應課稅溢利相應稅基差額而須支付或收回之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產在可能出現可利用暫時差額扣減之應課稅溢利時提撥。倘若交易中因商譽（或負商譽）或因業務合併以外原因首次確認其他資產及負債而引致之暫時差額並不影響應課稅溢利及會計溢利時，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬、聯營及合營公司之投資而引致之應課稅暫時差額而確認，惟若本集團可控制暫時差額之對沖而暫時差額有可能不會於可見將來對沖之情況除外。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

The carrying amount of deferred taxation assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred taxation is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred taxation is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred taxation is also dealt with in equity.

Revenue recognition

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

Revenue from sale of newspapers and other publications is recognised when the products are delivered and title has passed to distributors or dealers and the Group retains no significant obligation. Allowances for estimated future returns and exchanges are recorded in the period in which the related revenue is recognised.

Advertising income is recognised on the publication date.

Income from provision of printing services is recognised when the services are rendered.

Management fee is recognised when the services are rendered.

3. 主要會計政策(續)

稅項(續)

遞延稅項資產之賬面值於每個結算日作檢討，並於不再有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項於損益表中扣除或計入損益表，惟倘遞延稅項關乎直接在股本權益中扣除或貸記之項目，則亦會於股本權益中處理。

收入之確認

銷售貨品之收入於貨品已送交及所有權已轉移之時予以確認。

發售報章及其他刊物之收入於報章及刊物已送交及所有權已轉移予分銷商或報商而本集團再毋須承擔重大責任之時予以確認。就日後估計退回及交換報章及刊物而與實收金額相差之數額於有關收入獲確認之期間內入賬。

廣告收入於刊登之日予以確認。

提供印刷服務之收入於提供服務之時予以確認。

管理費於提供服務之時予以確認。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Royalty income is recognised on a straight line basis over the terms of the relevant leases.

Dividend income from investments is recognised when the Group's rights to receive dividend payment have been established.

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

Foreign currencies

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

On consolidation, the assets and liabilities of the Group's operations outside Hong Kong are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange difference arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or expenses in the period in which the operation is disposed of.

Retirement benefits costs

Payments to defined contribution retirement benefit plans, state-managed retirement benefit schemes and the mandatory provident fund scheme are charged as an expense as they fall due.

3. 主要會計政策 (續)

收入之確認 (續)

版權收入以直線法於有關租約期內予以確認。

來自投資之股息收入於本集團確定收取派息款項之權利時予以確認。

利息收入按未償還本金額及適用息率以時段比例累積計算。

外幣

以外幣進行之交易按交易日之概約滙率換算。以外幣為計價單位之貨幣資產及負債按結算日之滙率重新換算。滙兌所產生之盈虧均撥入損益表處理。

綜合賬目時，本集團之香港以外業務之資產及負債按結算日之滙率換算。收入及支出項目均按年內平均滙率換算。滙兌差額(如有)均列作權益並轉撥入本集團之換算儲備。該等換算差額均在出售有關業務之期間內確認為收入或支出。以外幣為計價單位之附屬公司或聯營公司之財政報告按結算日之滙率換算。綜合賬目所產生之一切滙兌差額均撥入換算儲備處理。

退休福利成本

向定額供款退休福利計劃、國家管理之退休福利計劃及強制公積金計劃付款均在到期支付時入賬列作支出。

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

4. TURNOVER

4. 營業額

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover for the year comprises:	本年度之營業額 包括以下各項:		
Continuing operations	持續經營之業務		
Sales of digital consumer products	銷售數碼消費產品	570,235	94,804
Discontinuing operations	終止經營之業務		
Apparel trading	衣飾貿易	42,824	151,172
Marine product trading	水產貿易	-	48,980
Sales of newspapers and publications	銷售報章及刊物	-	70,048
Advertising income	廣告收入	-	65,082
Printing income	印刷收入	-	7,178
Management fee income	管理費收入	-	1,117
		42,824	343,577
		613,059	438,381

5. BUSINESS AND GEOGRAPHICAL SEGMENT

5. 業務及地區分類

Business segments

The Group currently has one business segment of development and sale of digital consumer products. In the current year, the Group was also involved in the apparel trading operations which was discontinued since 26th September, 2003 (note 9). For the year ended 31st March, 2003, the Group was also involved in printing and publishing operation and marine product trading. These two operations were discontinued since 22nd July, 2002 and 28th January, 2003 respectively (note 9).

業務分類

本集團目前只有一項數碼消費產品開發及銷售業務分類。本年度內，本集團亦經營衣飾貿易業務但於二零零三年九月二十六日終止（附註9）。於截至二零零三年三月三十一日止年度，本集團亦從事印刷及出版業務及水產貿易，惟該兩項業務相繼自二零零二年七月二十二日及二零零三年一月二十八日起終止（附註9）。

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENT (CONTINUED)

Business segments (Continued)

Segment information about these businesses for the year ended 31st March, 2004 is set out as follows:

For the year ended 31st March, 2004

5. 業務及地區分類 (續)

業務分類 (續)

截至二零零四年三月三十一日止年度
該等業務分類資料如下：

截至二零零四年三月三十一日止年度

		Continuing operations 持續經營業務	Discontinuing operations 終止經營業務	Consolidated 綜合
		Development and sale of digital consumer products 數碼消費產品 開發及銷售	Apparel trading 衣飾貿易	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
TURNOVER	營業額			
External sales	對外銷售	570,235	42,824	613,059
RESULT	業績			
Segment result	分類業績	77,842	(2,763)	75,079
Interest income	利息收入			859
Unallocated corporate expenses	未分配公司開支			(3,418)
Profit from operations	經營溢利			72,520
Finance costs	財務費用			(3,872)
Gain on discontinuing operations	終止業務收益	-	10,083	10,083
Profit before taxation	除稅前溢利			78,731
Taxation	稅項			(7,653)
Profit before minority interests	未計少數股東權益前溢利			71,078
OTHER INFORMATION	其他資料			
Capital additions	資本增加	186,417	722	187,139
Depreciation and amortisation	折舊及攤銷	8,880	492	9,372
Loss on disposal of property, plant and equipment	出售物業、機器 及設備虧損	57	-	57

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENT (CONTINUED)

Business segments (Continued)

At 31st March, 2004, the Group has only one business segment of development and sale of digital consumer products and therefore no analysis of segment assets and liabilities is presented.

Segment information about these businesses for the year ended 31st March, 2003 is set out as follows:

For the year ended 31st March, 2003

5. 業務及地區分類(續)

業務分類(續)

於二零零四年三月三十一日，本集團唯一一項數碼消費產品開發及銷售業務分類，故未呈報分類資產及負債分析。

截至二零零三年三月三十一日止年度該等業務分類資料如下：

截至二零零三年三月三十一日止年度

	Continuing operations 持續經營業務	Discontinuing operations 終止經營業務			Consolidated 綜合	
		Development and sale of digital consumer products 數碼消費產品開發及銷售	Apparel trading 衣飾貿易	Printing and publishing 印刷及出版		Marine product trading 水產貿易
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
TURNOVER	營業額					
External sales	對外銷售	94,804	151,172	143,425	48,980	438,381
RESULT	業績					
Segment result	分類業績	15,981	(975)	(14,351)	(417)	238
Interest income	利息收入					682
Unallocated corporate expenses	未分配公司開支					(354)
Profit from operations	經營溢利					566
Finance costs	財務費用					(2,976)
Gain on discontinuing operations	終止業務收益	-	-	-	1,263	1,263
Loss on disposal of subsidiaries	出售附屬公司所產生之虧損					(61)
Allowance for doubtful recovery of amounts due from associates	就聯營公司欠款作出之呆壞賬準備	-	-	(217)	-	(217)
Share of results of associates	應佔聯營公司業績	-	-	(100)	-	(100)
Loss before taxation	除稅前虧損					(1,525)
Taxation	稅項					(1,071)
Loss before minority interests	未計少數股東權益前虧損					(2,596)

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENT (CONTINUED)

Business segments (Continued)

5. 業務及地區分類 (續)

業務分類 (續)

		Continuing operations 持續經營業務		Discontinuing operations 終止經營業務			Consolidated 綜合
		Development and sale of digital consumer products 數碼消費產品開發及銷售	Apparel trading 服飾貿易	Printing and publishing 印刷及出版	Marine product trading 水產貿易	Others 其他	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31st March, 2003	於二零零三年三月三十一日						
ASSETS	資產						
Segment assets	分類資產	141,735	60,256	-	-	-	201,991
Interests in unconsolidated subsidiaries	於未合併附屬公司之權益	-	-	-	-	7,525	7,525
Unallocated corporate assets	未分配公司資產						42,547
Consolidated total assets	綜合總資產						<u>252,063</u>
LIABILITIES	負債						
Segment liabilities	分類負債	(9,821)	(12,762)	-	-	-	(22,583)
Amounts due to unconsolidated subsidiaries	欠未合併附屬公司款項	-	-	-	-	(7,525)	(7,525)
Unallocated corporate liabilities	未分配公司負債						(76,121)
Consolidated total liabilities	綜合總負債						<u>(106,229)</u>
OTHER INFORMATION	其他資產						
Capital additions	資本增添	60,875	890	1,582	108	-	63,455
Depreciation and amortisation	折舊及攤銷	1,782	1,364	9,285	159	-	12,590
Loss on disposal of property, plant and equipment	出售物業、機器及設備虧損	-	79	137	127	-	343
Impairment losses recognised	已確認減值虧損	380	-	-	140	-	520
Allowance for doubtful recovery of amounts due from associates	就聯營公司欠款作出之呆壞賬準備	-	-	217	-	-	217
Allowance for doubtful receivables	應收呆壞賬準備	-	42	1,044	446	(262)	1,270

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENT (CONTINUED)

Geographical segments

The Group's operations are mainly located in Hong Kong and other regions of the People's Republic of China (the "PRC"). The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services.

5. 業務及地區分類(續)

地區分類

本集團之業務營運絕大部份在香港及中華人民共和國(「中國」)其他地區進行。以下是不根據貨品／服務來源地而按地域市場劃分之本集團銷售額分析：

		Turnover by geographical market 按地區市場劃分之營業額	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
The USA	美國	228,970	–
Other regions in the PRC	中國其他地區	347,016	160,267
Hong Kong	香港	36,898	278,114
Other regions	其他地區	175	–
		613,059	438,381

Revenue from the Group's discontinuing apparel operations has derived from Hong Kong (2004: HK\$23,935,000; 2003: HK\$103,647,000) and other regions in the PRC (2004: HK\$18,889,000; 2003: HK\$47,525,000). Revenue derived in Hong Kong of 2003 included revenue from discontinued printing and publishing operations of HK\$143,425,000.

本集團終止經營之衣飾貿易收入來自香港(二零零四年:23,935,000港元;二零零三年:103,647,000港元)及中國其他地區(二零零四年:18,889,000港元;二零零三年:47,525,000港元)。二零零三年來自香港之收入包括已終止之印刷及出版業務143,425,000港元。

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5. BUSINESS AND GEOGRAPHICAL SEGMENT (CONTINUED)

Geographical segments (Continued)

The following is an analysis of the carrying amount of consolidated total assets and additions to property, plant and equipment analysed by the geographical areas in which the assets are located:

5. 業務及地區分類(續)

地區分類(續)

以下為按資產所在地區劃分之綜合總資產賬面值及增添物業、廠房及設備分析：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Carrying amount of consolidated total assets	綜合總資產賬面值		
The USA	美國	78,742	–
Other regions in the PRC	中國其他地區	545,930	70,501
Hong Kong	香港	154,641	181,562
Other regions	其他地區	1,923	–
		781,236	252,063
Additions to property, plant and equipment and intangible assets	增添物業、廠房及設備及無形資產		
Other regions in the PRC	中國其他地區	180,355	59,316
Hong Kong	香港	5,943	4,139
Other regions	其他地區	841	–
		187,139	63,455

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

6. OTHER OPERATING INCOME

Other operating income for the year includes the following:

6. 其他經營收入

年內之其他經營收入包括以下各項：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest received on bank deposits	銀行存款收取之利息	859	652
Royalty income	版權收入	663	1,984
Other loans waived by former shareholders of a subsidiary	一間附屬公司之前股東豁免之其他貸款	-	3,605
Negative goodwill released	負商譽撥出	-	237
Interest received on advances to third parties	向第三者提供墊款收取之利息	-	30

7. OTHER OPERATING EXPENSES

Allowance for doubtful trade receivable	應收貿易賬款之呆賬準備	-	(1,270)
Amortisation of intangible assets	無形資產攤銷	-	(253)
Amortisation of publishing library	出版業務資料庫攤銷	-	(725)
		-	(2,248)

7. 其他經營支出

	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
	-	(1,270)
	-	(253)
	-	(725)
	-	(2,248)

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

8. PROFIT FROM OPERATIONS

8. 經營溢利

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit from operations has been arrived at after charging:	經營溢利已扣除以下各項：		
Auditors' remuneration	核數師酬金	1,042	1,076
Depreciation and amortisation of property, plant and equipment	物業、機器及設備之折舊及攤銷	9,372	11,612
Loss on disposal of property, plant and equipment	因出售物業、機器及設備而引致之虧損	57	343
Operating lease rentals in respects of rented premises	租賃物業之經營租約租金	7,166	17,352
Royalty expenses	版權費支出	2,949	3,092
Research and development costs	研發成本	127	-
Staff costs, including directors' emoluments	員工成本，包括董事酬金	28,443	91,724
and after crediting:	並已計入以下各項：		
Net foreign exchange gain	外匯收益淨額	761	656

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

9. DISCONTINUING OPERATIONS

For the year ended 31st March, 2004

On 26th September, 2003, the Group entered into a sale agreement to dispose of the entire equity interests in Hamlet Profits Limited and its subsidiaries ("Hamlet Profits Group"). On 6th February, 2004, the Group entered into another sale agreement to dispose of the entire interests in Future Blossom Limited and its subsidiaries ("Future Blossom Group"). Both Hamlet Profits Group and Future Blossom Group were engaged in apparel trading operations. The disposals were completed on the same date of which the respective sale agreements were entered, on which dates control of respective operation passed to the purchasers.

The results of the apparel trading operations for the period from 1st April, 2003 to 6th February, 2004 which have been included in the consolidated financial statements for the year ended 31st March, 2004, were as follows:

9. 終止經營業務

截至二零零四年三月三十一日止年度

於二零零三年九月二十六日，本集團訂立銷售協議出售其於Hamlet Profits Limited及其附屬公司（「Hamlet Profits Group」）之全部權益。於二零零四年二月六日，本集團訂立另一項銷售協議，出售Future Blossom Limited及其附屬公司（「Future Blossom Group」）之全部權益。Hamlet Profits Group及Future Blossom Group均從事衣飾貿易業務。出售事項已當訂立有關銷售協議同日完成，有關業務之控制權亦於當日由買方接管。

衣飾貿易業務於二零零三年四月一日至二零零四年二月六日期間之業績（包括在截至二零零四年三月三十一日止年度綜合財務報告中）如下：

		1.4.2003 to 6.2.2004 二零零三年 四月一日至 二零零四年 二月六日 HK\$'000 千港元	Year ended 31.3.2003 截至 二零零三年 三月三十一日 止年度 HK\$'000 千港元
Turnover	營業額	42,824	200,152
Other operating income	其他經營收入	398	8,860
Operating costs	經營成本	(45,982)	(208,801)
(Loss) profit from operations	經營(虧損)溢利	(2,760)	211
Impairment loss of assets recognised	確認資產減損	-	(140)
Goodwill written off	商譽撇銷	-	(67)
Finance costs	財務費用	(970)	(1,686)
Net loss for the period/year	期間/年度虧損淨額	(3,730)	(1,682)

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9. DISCONTINUING OPERATIONS (CONTINUED)

For the year ended 31st March, 2004 (Continued)

During the year, Hamlet Profits Group and Future Blossom Group used HK\$8,703,000 in operations, used HK\$25,946,000 in investing activities and used HK\$2,022,000 from financing activities.

The carrying amount of the assets and liabilities of Hamlet Profits Group and Future Blossom Group at the dates of their disposals and at 31st March, 2003, were as follows:

9. 終止經營業務(續)

截至二零零四年三月三十一日止年度
(續)

於本年度，Hamlet Profits Group及Future Blossom Group用於經營業務款項為8,703,000港元，用於投資活動為25,946,000港元及用於融資活動為2,022,000港元。

Hamlet Profits Group及Future Blossom Group於其出售日期及二零零三年三月三十一日之資產及負債賬面值為：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Total assets	總資產	94,904	75,270
Total liabilities, including amount due to the Group of approximately HK\$332,004,000 (2003: HK\$332,004,000)	總負債，包括本集團應收款項約332,004,000港元（二零零三年：332,004,000港元）	(431,551)	(413,527)

A profit of HK\$10,083,000 arose on the disposals of Hamlet Profits Group and Future Blossom Group. No tax charge or credit arose from these transactions.

出售Hamlet Profits Group及Future Blossom Group產生之溢利為10,083,000港元。該等交易中並無產生任何稅項支出或抵免。

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

9. DISCONTINUING OPERATIONS (CONTINUED)

For the year ended 31st March, 2003

On 22nd July, 2002 and 28th January, 2003, the Group discontinued its printing and publishing operations and marine product trading at the time of disposal of its subsidiaries, Island Gold Development Limited ("Island Gold"), Grand Allied Profits Limited ("GAPL") and their subsidiaries respectively.

- (i) The results of the printing and publishing operations for the period from 1st April, 2002 to 22nd July, 2002 which had been included in the consolidated financial statements for the year ended 31st March, 2003, were as follows:

9. 終止經營業務(續)

截至二零零三年三月三十一日止年度

於二零零二年七月二十二日及二零零三年一月二十八日，本集團分別出售其附屬公司Island Gold Development Limited(「Island Gold」)、Grand Allied Profits Limited(「GAPL」)及彼等之附屬公司。同時，終止其印刷、出版業務及水產貿易。

- (i) 由二零零二年四月一日起至二零零二年七月二十二日止期間內，出版及印刷業務之業績已包括在截至二零零三年三月三十一日止年度之綜合財政報告內，內容如下：

		HK\$'000 千港元
Turnover	營業額	143,425
Other operating income	其他經營業務收入	2,750
Operating costs	經營成本	(160,504)
Loss from operations	經營虧損	(14,329)
Allowance for doubtful recovery of amounts due from associates	就多間聯營公司欠款作出之呆壞賬準備	(217)
Finance costs	財務費用	(149)
Share of results of associates	應佔多間聯營公司業績	(100)
Minority interests	少數股東權益	31
Net loss for the period	期間虧損淨額	(14,764)

During the year ended 31st March, 2003, Island Gold Group used HK\$33,789,000 in operations, used HK\$1,657,000 in investing activities and generated HK\$38,018,000 from financing activities.

年內，Island Gold集團用於經營業務之款項為33,789,000港元、用於投資活動之款項為1,657,000港元，及由財務活動產生38,018,000港元。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

9. DISCONTINUING OPERATIONS (CONTINUED)

For the year ended 31st March, 2003 (Continued)

The carrying amount of the assets and liabilities of Island Gold Group at 22nd July, 2002, date of disposal, was as follows:

		HK\$'000 千港元
Total assets	總資產	201,032
Total liabilities, including amount due to the Group of approximately HK\$709,021,000	總負債，包括本集團應收款項約709,021,000港元	(831,870)

No gain or loss arose on the disposal of Island Gold. No tax charge or credit arose from this transaction.

- (ii) The results of the marine product trading for the period from 1st April, 2002 to 28th January, 2003 which have been included in the consolidated financial statements for the year ended 31st March, 2003, were as follows:

		HK\$'000 千港元
Turnover	營業額	48,980
Other operating income	其他經營收入	3,183
Operating costs	經營成本	(52,578)
Loss from operations	經營虧損	(415)
Finance costs	財務費用	(23)
Taxation	稅項	110
Net loss for the period	期間／年度虧損淨額	(328)

9. 終止經營業務(續)

截至二零零三年三月三十一日止年度 (續)

Island Gold集團於出售日及於二零零二年七月二十二日之資產及負債賬面值如下：

出售Island Gold並無產生任何收益或虧損。在此項交易中並無產生任何稅項支出或抵免。

- (ii) 由二零零二年四月一日起至二零零三年一月二十八日止期間內之水產貿易業績已包括在截至二零零三年三月三十一日止年度之綜合財政報告內，內容如下：

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

9. DISCONTINUING OPERATIONS (CONTINUED)

For the year ended 31st March, 2003 (Continued)

During the year ended 31st March, 2003, GAPL Group generated HK\$959,000 from operations, used HK\$1,171,000 in investing activities and used HK\$189,000 in financing activities.

The carrying amount of the assets and liabilities of GAPL Group at 28th January, 2003, date of disposal, was as follows:

		HK\$'000 千港元
Total assets	總資產	3,257
Total liabilities, including amount due to the Group of approximately HK\$178,274,000	總負債·包括本集團應收款項約178,274,000港元	(181,096)

A profit of HK\$1,263,000 arose on the disposal of GAPL, being the release of translation reserve upon disposal of the subsidiaries. No tax charge or credit arose from this transaction.

9. 終止經營業務(續)

截至二零零三年三月三十一日止年度(續)

年內·GAPL集團由經營業務產生959,000港元·用於投資業務1,171,000港元及用於財務活動189,000港元。

GAPL集團於出售日及於二零零三年一月二十八日之資產及負債賬面值如下:

出售GAPL而產生之溢利1,263,000港元亦即在出售附屬公司時解除之滙兌儲備。此項交易中並無產生任何稅項支出或抵免。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

10. 董事及五位最高僱員酬金

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Directors' emoluments	董事酬金：		
Directors' fees	董事袍金		
– Executive	– 執行董事	2,640	2,303
– Independent non-executive	– 獨立非執行董事	200	411
		2,840	2,714
Other emoluments	其他酬金	–	–
Total emoluments	酬金總額	2,840	2,714

Emoluments of the directors were within the following bands:

董事酬金劃分之幅度如下：

		Number of directors 董事數目	
		2004 二零零四年	2003 二零零三年
Nil–HK\$1,000,000	零港元至1,000,000港元	3	8
HK\$1,000,001–HK\$1,500,000	1,000,001港元至1,500,000港元	2	1
		5	9

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (CONTINUED)

10. 董事及五位最高僱員酬金(續)

Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2003: two) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining three (2003: three) highest paid individuals were as follows:

僱員酬金

本集團五名最高薪僱員中，兩名（二零零三年：兩名）為本公司之董事。彼等之酬金已於上文披露。餘下三名（二零零三年：三名）最高薪僱員之酬金如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	2,178	3,257
Retirement benefits scheme contributions	退休福利計劃供款	12	33
		2,190	3,290

Their emoluments are within the following bands:

僱員酬金劃分之幅度如下：

		Number of employees 僱員數目	
		2004 二零零四年	2003 二零零三年
Nil-HK\$1,000,000	零港元至1,000,000港元	3	2
HK\$1,500,001-HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
		3	3

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

10. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (CONTINUED)

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

10. 董事及五位最高僱員酬金(續)

年內本集團並無支付酬金予董事或五位最高薪酬僱員作為加入本集團時或吸引加入本集團之酬金或作為失去職務之賠償。年內亦無董事放棄或同意放棄任何酬金。

11. FINANCE COSTS

11. 財務費用

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest on:	下列各項之利息:		
Bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行借款	(3,431)	(1,814)
Other borrowings wholly repayable within five years	其他須於五年內悉數償還之借款	(240)	(1,106)
Finance leases	融資租約	(201)	(56)
		(3,872)	(2,976)

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

12. TAXATION

12. 稅項

		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	稅項支出包括：		
The Company and subsidiaries:	本公司及附屬公司		
Hong Kong:	香港：		
– Current year	– 本年度	(7,362)	(1,231)
– (Under) overprovision in prior years	– 以往年度(不足)超額撥備	(110)	160
		(7,472)	(1,071)
Deferred taxation for current year (note 31)	本年度遞延稅項 (附註31)	(181)	–
		(7,653)	(1,071)

Hong Kong Profits Tax is calculated at 17.5% (2003: 16%) of the estimated assessable profit for the year. Taxation arising in other countries or regions in the PRC is calculated at the rates prevailing in the relevant jurisdiction.

香港利得稅乃根據本年度之估計應課稅溢利按17.5%(二零零三年:16%)之稅率計算。中國其他地區之稅項乃按有關地區所採用之現行稅率計算。

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

12. TAXATION (CONTINUED)

The taxation charge for the year can be reconciled to the profit (loss) before taxation per the consolidated income statement as follows:

12. 稅項 (續)

本年度稅項支出與綜合損益表所列之稅前溢利(虧損)對賬如下:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit (loss) before taxation	稅前溢利(虧損)	78,731	(1,525)
Tax at the domestic income tax rate of 17.5% (2003: 16%)	按本地稅率17.5%計算之稅項 (二零零三年: 16%)	(13,778)	244
Tax effect of income not taxable for tax purpose	非課稅收入之稅務影響	1,765	220
Tax effect of expenses not deductible for tax purpose	不可扣減支出之稅務影響	(575)	(669)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	(2,055)	(2,468)
Utilisation of tax losses previously not recognised	使用先前未確認之稅項虧損	100	-
Effect of tax exemptions granted to PRC subsidiaries	中國附屬公司豁免稅項之影響	7,000	1,442
(Under) overprovision in prior years	過往年度(不足)超額撥備	(110)	160
Taxation attributable to the Company and its subsidiaries for the year	本年度本公司及附屬公司應佔稅項	(7,653)	(1,071)

Notes to the Financial Statements 財務報告附註

For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

13. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

13. 每股盈利(虧損)

每股基本及攤薄盈利(虧損)乃根據下列資料計算:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Earnings	盈利		
Profit (loss) for the purpose of basic and diluted profit (loss) per share (net profit/loss for the year)	就計算每股基本及攤薄盈利(虧損)之盈利(虧損)(本年度淨盈利/虧損)	71,078	(2,565)
		2004 二零零四年	2003 二零零三年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	就計算每股基本盈利(虧損)之普通股加權平均數	337,061,107	128,566,520
Effect of dilutive potential ordinary shares – Share options	潛在攤薄普通股之影響 — 購股權	700,701	N/A 不適用
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share	就計算每股攤薄盈利(虧損)之普通股加權平均數	337,761,808	

No diluted loss per share for 2003 as there were no dilutive potential ordinary shares outstanding in that year.

The weighted average number of ordinary shares in issued for the year 2003 was restated as if the share consolidation and the right issue as described in note 28 have taken place on 1st April, 2002.

由於二零零三年度內並無已發行具有潛在攤薄效應之普通股，故上年度無攤薄後每股虧損數字。

二零零三年度內已發行普通股加權平均數乃附註28所述之股份合併及供股發生於二零零二年四月一日而作出重列。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Plant and machinery 機器及 設備 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝修及器材 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE GROUP	本集團						
AT COST	成本						
At 1st April, 2003	於二零零三年四月一日	-	58,734	8,945	4,434	601	72,714
Currency realignment	匯兌調整	-	(41)	-	-	-	(41)
Acquisition of subsidiaries (Note)	收購附屬公司(附註)	78,000	-	-	-	-	78,000
Additions	增加	-	97,271	4,633	3,110	4,125	109,139
Disposal of subsidiaries	出售附屬公司	-	(1)	(9,159)	(3,375)	(24)	(12,559)
Disposals	出售	-	(336)	-	-	-	(336)
At 31st March, 2004	於二零零四年三月三十一日	78,000	155,627	4,419	4,169	4,702	246,917
DEPRECIATION AND AMORTISATION	折舊及攤銷						
At 1st April, 2003	於二零零三年四月一日	-	1,209	8,184	3,198	119	12,710
Currency realignment	匯兌調整	-	(6)	-	-	-	(6)
Provided for the year	本年度撥備	-	6,819	1,344	737	472	9,372
Eliminated on disposal of subsidiaries	出售附屬公司時 撇銷	-	(1)	(8,284)	(3,110)	(24)	(11,419)
Eliminated on disposals	出售時撇銷	-	(12)	-	-	-	(12)
At 31st March, 2004	於二零零四年三月三十一日	-	8,009	1,244	825	567	10,645
NET BOOK VALUES	賬面淨值						
At 31st March, 2004	於二零零四年三月三十一日	78,000	147,618	3,175	3,344	4,135	236,272
At 31st March, 2003	於二零零三年三月三十一日	-	57,525	761	1,236	482	60,004

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14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Note: On 31st July, 2003, the Group entered into a purchase agreement to acquire the entire equity interests in Best Concord Group Limited, which beneficially owns the land and plant construction situated at Shenzhen, the PRC, from Matsunichi Communications (Hong Kong) Limited, a company which is wholly and beneficially owned by Mr. Pan Su Tong, a director and a substantial shareholder of the Company, at a consideration of HK\$78,000,000, which is included in the land and building under property, plant and equipment. The remaining balance payable outstanding as at 31st March, 2004 of HK\$11,700,000 was included in the amount due to a related company in the current liabilities (see note 24) which shall be payable upon completion of due registration of the title of the plant in the name of Best Concord Group Limited, with all necessary licences for commencing operation of the plant by Best Concord Group Limited having been obtained. According to the legal advices obtained by the Company, such registration of the title was completed in December 2003.

The land and buildings are held under medium term lease and are located in the PRC.

The net book value of the Group's property, plant and equipment includes an amount of approximately HK\$36,511,000 (2003: HK\$348,000) in respect of assets held under finance leases.

14. 物業、機器及設備(續)

*附註：*於二零零三年七月三十一日，本集團訂立一項購買協議，向松日資訊(香港)有限公司收購Best Concord Group Limited之全部股權。松日資訊(香港)有限公司乃本公司董事兼主要股東潘蘇通先生所全資實益擁有。Best Concord Group Limited則實益擁有位於中華人民共和國深圳市之土地及興建中廠房。有關之代價為78,000,000港元。有關物業已列入物業、機器及設備項目下之土地及樓宇。於二零零四年三月三十一日應付而未付之餘款為11,700,000港元，已列入流動負債中應付關聯公司款項(見附註24)，應付時間為廠房業權以Best Concord Group Limited名義正式登記，以及取得Best Concord Group Limited將廠房投產所須之一切許可證明文件。根據本公司所得之法律意見，該業權登記已於二零零三年十二月完成。

該項之土地及樓宇乃以中期租約持有並位於中國。

本集團名下物業、機器及設備之賬面淨值中以融資租約持有之資產所佔款額約為36,511,000港元(二零零三年：348,000港元)。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES

15. 於附屬公司權益

		THE COMPANY	
		本公司	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份·按成本	78,000	–
Unlisted capital contributions, at cost	非上市注資·按成本	158,061	55,001
		236,061	55,001
Amounts due from subsidiaries (Note)	附屬公司欠款(附註)	214,010	–
		450,071	55,001

Particulars of the Company's principal subsidiaries at 31st March, 2004 are set out in note 43.

於二零零四年三月三十一日本公司主要附屬公司資料載於附註43。

Note: The amounts are unsecured, non-interest bearing and have no fixed terms of repayment. In the opinion of directors, the amounts are unlikely to be repaid within the next twelve months from the balance sheet date and therefore are shown in the balance sheet as non-current.

附註：該款額乃無抵押、免息且無固定償還期，董事認為該款額不會於結算日後12個月內償還，故列入資產負債表中非流動項目。

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16. INTERESTS IN UNCONSOLIDATED SUBSIDIARIES AND AMOUNTS DUE TO UNCONSOLIDATED SUBSIDIARIES

16. 未計入綜合賬目之附屬公司權益及應付未計入綜合賬目之附屬公司款項

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Interests stated at carrying value	以賬面值入賬之權益	-	12,201
Less: Impairment losses recognised	減：已確認之減值	-	(4,676)
		-	7,525
Amounts due to unconsolidated subsidiaries	應付未計入綜合賬目之附屬公司款項	-	7,525

The interests in unconsolidated subsidiaries in prior year represented interests in Beijing Capital Asia International Bonded Affairs Development Co., Ltd. ("Bonded Affairs") 北京中太國際保稅發展有限公司 and Shanghai Fu Da Jewellery Company Limited ("Fu Da") 上海福達珠寶首飾有限公司, which are registered and operated in the PRC, in which the Group held equity interests of 70% and 57% respectively. Throughout the prior year, the Group had been unable to exercise its rights as a major shareholder of Bonded Affairs and Fu Da. Accordingly, the Group had been unable either to control the assets and operations or to exercise significant influence over the financial and operating policy decisions of both Bonded Affairs and Fu Da. For this reason, the financial statements of Bonded Affairs and Fu Da had not been consolidated in prior year's financial statements of the Group. The interests in unconsolidated subsidiaries and amounts due to unconsolidated subsidiaries were disposed of upon disposal of subsidiaries during the year.

上年度未計入綜合賬目之附屬公司權益指於北京中大國際保稅發展有限公司（「保稅發展」）及上海福達珠寶首飾有限公司（「福達」）之權益，此兩間公司均於中國註冊成立及經營，本集團於其中分別持有70%及57%之股本權益。於去年整個年度，本公司未能行使其作為保稅發展及福達之主要股東所具之權利。因此，本公司未能對保稅發展及福達之資產及經營行使控制權或對保稅發展及福達之財務及營運決策施行重大影響力。基於以上理由，保稅發展及福達之財政報告並未綜合計入本集團上年度財政報告。未計入綜合賬目之附屬公司權益及應付未計入綜合賬目之附屬公司款項於本年度出售附屬公司時售出。

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17. INTERESTS IN ASSOCIATES

17. 聯營公司權益

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨額	-	-
Amounts due from associates	聯營公司欠款	-	21,620
Less: Impairment losses recognised	減：已確認之減值虧損	-	(21,620)
		-	-

The interests in associates was disposed of upon disposal of subsidiaries during the year.

聯營公司權益於年內出售附屬公司時售出。

18. INVESTMENTS IN SECURITIES

18. 證券投資

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Other securities, non-trading:	非經常買賣之其他證券：		
Unlisted equity securities	非上市股本證券	-	16,869
Investment fund	投資基金	-	6,077
		-	22,946
Less: Impairment loss recognised	減：已確認之減值虧損	-	(22,946)
		-	-

The investments in securities were disposed of upon disposal of subsidiaries during the year. In the opinion of directors, the fair value of interest in securities in 2003 was negligible.

證券投資於年內出售附屬公司時售出。董事認為二零零三年度證券權益之公平價值可忽略不計。

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19. OTHER ASSETS

19. 其他資產

		THE GROUP AND THE COMPANY 本集團及本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Club debentures	會所債券	610	610
Less: Impairment losses recognised	減：已確認之減值虧損	(520)	(520)
		90	90

20. INVENTORIES

20. 存貨

		THE GROUP 本集團	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Digital consumer products	數碼消費產品		
Raw materials	原料	44,978	6,644
Work in progress	半製成品	4,415	3,701
Finished goods	製成品	37,749	14,074
		87,142	24,419
Apparel	衣飾	-	39,422
		87,142	63,841

At 31st March, 2004, finished goods of approximately HK\$5,122,000 (2003: HK\$20,782,000) included above were carried at net realisable value.

於二零零四年三月三十一日，上述約5,122,000港元（二零零三年：20,782,000港元）之製成品以可變現淨值列賬。

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21. TRADE AND OTHER RECEIVABLES

The Group allows credit periods ranging from 30 days to 180 days to its trade customers.

An aged analysis of trade receivables at the balance sheet date is set out as follows:

21. 應收賬款及其他應收賬款

本集團給予客戶之掛賬期介乎三十日至一百八十日。

以下為截至結算日以賬齡劃分之應收賬款分析：

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
0-30 days	零至三十日	35,246	18,801
31-90 days	三十一至九十日	124,216	40,457
91-180 days	九十一至一百八十日	29,282	4,564
Over 180 days	一百八十日以上	275	5,403
		189,019	69,225
Other receivables	其他應收款項	38,175	11,634
		227,194	80,859

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22. TRADE AND OTHER PAYABLES

An aged analysis of trade payables at the balance sheet date is set out as follows:

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
0-90 days	零至九十日	17,150	4,469
91-180 days	九十一至一百八十日	3,895	167
Over 180 days	一百八十日以上	1,550	3,686
		22,595	8,322
Other payables	其他應付款項	45,114	12,715
		67,709	21,037

22. 應付賬款及其他應付賬款

以下為截至結算日以賬齡劃分之應付賬款分析：

23. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

THE GROUP

The amount is unsecured, interest free and repayable on demand.

24. AMOUNT DUE TO A RELATED COMPANY

THE GROUP AND THE COMPANY

The amount represented amount due to Matsunichi Communications (Hong Kong) Limited of which Mr. Pan Su Tong, a director of the Company, is the ultimate shareholder and director (note 14).

The amount is unsecured and interest free.

23. 應付最終控股款項

本集團

有關款項屬無抵押、免息及須即期償還。

24. 應付一間關連公司款項

本集團及本公司

此筆款額為應付松日資訊(香港)有限公司之款項。本公司董事潘蘇通先生為松日資訊(香港)有限公司之最終股東及董事(附註14)。

有關款項乃屬無抵押、免息。

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25. BANK BORROWINGS

25. 銀行借款

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Bank loans	銀行貸款	-	42,453
Trust receipt loans	信託收據貸款	80,744	21,787
		80,744	64,240
Analysed as:	分析如下:		
Secured	有抵押	-	53
Unsecured	無抵押	80,744	64,187
		80,744	64,240

The bank borrowings bear interest at prevailing market rates and are repayable within one year.

該等銀行借款之利息按當時之市場息率計算，並須於一年內償還。

26. OTHER BORROWING

26. 其他借款

THE GROUP

本集團

The amount was unsecured and bore interest at Hong Kong prime interest rate.

有關款項乃屬無抵押，按香港最優惠利率計息。

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27. OBLIGATIONS UNDER FINANCE LEASES

27. 融資租約承擔

		Minimum lease payments		Present value of minimum lease payments	
		最低支付租金額	最低支付租金額	最低支付租金額之現值	最低支付租金額之現值
		2004	2003	2004	2003
		二零零四年	二零零三年	二零零四年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
THE GROUP	本集團				
Amounts payable under finance leases:	根據融資租約應付之金額:				
Within one year	一年內	13,384	97	12,030	79
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	26,304	289	24,395	267
		39,688	386	36,425	346
Less: Future finance charges	減: 未來融資費用	(3,263)	(40)	N/A	N/A
Present value of lease obligations	租約債務之現值	36,425	346	36,425	346
Less: Amount due for settlement within one year	減: 一年內到期償還款額			(12,030)	(79)
Amount due for settlement after one year	一年後到期償還款額			24,395	267

The lease terms are three years. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

租約年期為三年。息率於訂立合約日期釐訂。所有租約均採用固定還款基準，並無訂立任何有關支付或然租金之安排。

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28. SHARE CAPITAL

28. 股本

		Notes 附註	Number of shares 股份數目		Share capital 股本	
			2004 二零零四年	2003 二零零三年	2004 HK\$'000 千港元	2003 HK\$'000 千港元
Authorised:	法定:					
At 1st April	於四月一日		50,000,000,000	50,000,000,000	500,000	500,000
Consolidation of shares	合併股份	(a)	(40,000,000,000)	-	-	-
At 31st March	於三月三十一日		10,000,000,000	50,000,000,000	500,000	500,000
Issued and fully paid:	已發行及繳足:					
At 1st April	於四月一日		707,057,804	589,257,804	7,071	5,893
Issue of new shares by way of placement	以配售方式發行新股	(b)	141,400,000	-	1,414	-
Issue of new shares on exercise of share options	因行使購股權發行新股	(c)	20,001	-	-	-
Issue of new shares	發行新股	(e)	-	117,800,000	-	1,178
			848,477,805	-	8,485	-
Consolidation of shares	股份合併	(a)	(678,782,244)	-	-	-
			169,695,561	-	8,485	-
Rights issue of shares	供股發行股份	(d)	339,391,122	-	16,969	-
At 31st March	於三月三十一日		509,086,683	707,057,804	25,454	7,071

(a) Pursuant to ordinary resolutions passed at the special general meeting of the Company held on 8th September, 2003, the share consolidation was effected that every five issued and unissued then existing shares were consolidated into one consolidated share. The nominal value of issued shares in the share capital of the Company was increased from HK\$0.01 to HK\$0.05 each.

(a) 根據於二零零三年九月八日舉行之本公司股東特別大會上通過之普通決議案，股份合併已經進行，因此，每五股已發行及未發行之當時現有股份合併為一股合併股份。本公司股本中已發行股份之面值，已由每股0.01港元增至每股0.05港元。

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28. SHARE CAPITAL (CONTINUED)

- (b) On 9th April, 2003, Jade Forest Limited (“Jade Forest”), a substantial shareholder of the Company, agreed to place 141,400,000 shares of HK\$0.01 each in the Company to independent investors at a price of HK\$0.18 per share. The placing price represented a discount of 10% to the closing price of HK\$0.20 per share as quoted on the Stock Exchange on 9th April, 2003.

On the same date, Jade Forest agreed to subscribe for 141,400,000 new shares of HK\$0.01 each in the Company at a price of HK\$0.18 per share. The shares to be subscribed amounted to 20% of the then existing share capital and 16.67% of the enlarged issued share capital of the Company. The shares were allotted and issued on 22nd April, 2003. All shares issued rank *pari passu* with the then existing shares in issue in all respects.

The net proceeds of the subscription of approximately HK\$25 million were used for the expansion of the Group’s communication-related business and for general working capital purposes of the Group.

- (c) Pursuant to an ordinary resolution passed at the directors meeting of the Company held on 25th August, 2003, the Company granted 20,001 share options to an employee and the employee exercised the share options on the same date at a price of HK\$0.2518 per share. All shares issued rank *pari passu* with the then existing shares in issue in all respects.

28. 股本(續)

- (b) 於二零零三年四月九日，本公司主要股東Jade Forest Limited (「Jade Forest」) 同意向獨立投資者配售141,400,000股本公司股本每股面值0.01港元之股份，每股之配售價為0.18港元。配售價較於二零零三年四月九日聯交所報每股收市價0.20港元折讓10%。

同日，Jade Forest同意按每股0.18港元之價格，認購141,400,000股本公司股本每股面值0.01港元之新股。將予認購之股份佔本公司當時現有股本之20%及經擴大已發行股本之16.67%。有關股份已於二零零三年四月二十二日配發及發行。所有已發行股份均在所有方面與當時之現有股份享有同等權益。

認購所得款項淨額約25,000,000港元，已用作擴充本集團之通訊相關業務，以及作為本集團之營運資金。

- (c) 根據於二零零三年八月二十五日召開之董事會議通過之一項普通決議案，本公司向一名僱員授出20,001份購股權，而該僱員於同日按每股0.2518港元之價格行使有關購股權。所有已發行股份均在所有方面與當時之現有股份享有同等權益。

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28. SHARE CAPITAL (CONTINUED)

- (d) Rights issue of 339,391,122 shares of HK\$0.05 each at a subscription price of HK\$1 per rights share were allotted on 30th September, 2003 to the shareholders of the Company in the proportion of two rights shares for every consolidated share then held. All shares issued rank *pari passu* with the then existing shares in issue in all respects.

The net proceeds of the rights issue of approximately HK\$334 million were applied for expanding the Group's communication-related business and for general working capital purposes. All shares issued rank *pari passu* with the then existing shares in issue in all respects.

- (e) Pursuant to a subscription agreement dated 3rd October, 2002, on 17th October, 2002, 117,800,000 new shares in the Company were allotted and issued to Jade Forest, a substantial shareholder of the Company at the time of allotment, at a price of HK\$0.2 per share. All shares issued rank *pari passu* with the then existing shares in issue in all respects.

The proceeds were used to expand the Group's activities in communication-related business and used as general working capital of the Group.

28. 股本(續)

- (d) 供股發行之339,391,122股每股面值0.05港元之股份，已於二零零三年九月三十日按每股供股股份1港元之認購價配發予本公司股東，配發比例為當時每持有一股合併股份獲供兩股供股股份。所有已發行股份均在所有方面與當時之現有股份享有同等權益。

供股所得款項淨額已用作擴充本集團之通訊相關業務，以及作為本集團之營運資金。所有已發行股份在各方面與當時已發行之現有股份享有同等權益。所有已發行股份均在所有方面與當時之現有股份享有同等權益。

- (e) 依據一項於二零零二年十月三日訂立之認購協議，於二零零二年十月十七日，本公司向Jade Forest(本公司之一位主要股東)配發及發行117,800,000股股份，每股股份作價0.2港元。所有已發行股份均在所有方面與當時之現有股份享有同等權益。

所得款項用作擴充本集團之通訊相關業務及撥作本集團之營運資金。

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29. SHARE OPTIONS

The Company operates a share option scheme for the purpose of providing incentives or rewards to participants.

Under the share option scheme, the board of directors of the Company may grant options as an incentive to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company at the price determined by the directors, but shall not be lower than the higher of (i) the closing price of the Company's shares on the Stock Exchange of on the date of grant; (ii) the average of the closing prices of the Company's shares on the Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares. The maximum number of shares in respect of which options may be granted under the share option scheme is not permitted to exceed 10% of the issued share capital of the Company from time to time. An option may be exercised at any time within ten years from the date of grant of the relevant options.

The offer of a grant of share options under the scheme may be accepted within 28 days from the date of the offer by the grantee. The vesting and exercise period of the share option granted is determinable at the entire discretion of the board of directors but the exercise period will not exceed a period of ten years immediate after acceptance of grant.

At 31st March, 2004, the number of shares in respect of which options had been granted and remained outstanding under the share option scheme were 20,000,000 shares, representing 3.9% of the shares of the Company in issue at that date.

29. 購股權

本公司運作一項購股權計劃，以作為參與者提供鼓勵或嘉許。

根據購股權計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司之董事）授出購股權作為對合資格僱員之鼓勵。合資格僱員可按董事釐定之價格認購本公司股份，惟有關價格不可低於(i)本公司股份於購股權授出日期在香港聯交所之收市價；或(ii)本公司股份於緊接購股權授出日期前五個交易日在香港聯交所之平均收市價；或(iii)本公司股份之面值，三者以最高者為準。根據購股權計劃而授出購股權行使時可發行之股份最高數目不可超逾本公司不時之已發行股本之10%。購股權可在授出有關購股權之日起計十年內任何時間行使。

根據計劃授出購股權之建議可於建議日期起計28日內由承授人接納。已授出購股權之歸屬期及行使期由董事會全權釐定，但行使期不得超逾接納授出後十年期限。

於二零零四年三月三十一日，根據購股權計劃已授出及尚未行使之購股權所涉及之股份數目為20,000,000股，相當於本公司於該日已發行股份之3.9%。

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29. SHARE OPTIONS (CONTINUED)

No charge is recognised in the income statement in respect of the value of options granted during the year.

The following tables disclose details of the Company's share options of the Group and movements in such holding during the year:

(i) Employees

Date of grant 授出日期	Subscription price per share 每股認購價 HK\$ 港元	Exercise period 行使期間	Number of share options 購股權數目			
			Outstanding at 01.04.2003 於二零零三年四月一日尚未行使	Granted during the year 年內已授出	Exercised during the year 年內已行使 (Note b) (附註b)	Outstanding at 31.03.2004 二零零四年三月三十一日尚未行使
25.08.2003 二零零三年八月二十五日	0.2518	25.08.2003 to 24.08.2013 二零零三年八月二十五日至二零一三年八月二十四日	-	20,001	(20,001)	-
05.02.2004 二零零四年二月五日	1.3000	05.02.2004 to 04.02.2014 二零零四年二月五日至二零一四年二月四日	-	7,700,000	-	7,700,000
			-	7,720,001	(20,001)	7,700,000

29. 購股權 (續)

年內已授出之購股權價值並未於收益表內確認。

下表列示年內本公司購股權之詳情及有關持有量之變動：

(i) 僱員

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29. SHARE OPTIONS (CONTINUED)

(ii) Other participants

Date of grant 授出日期	Subscription price per share 每股認購價 HK\$ 港元	Exercise period 行使期間	Outstanding at 01.04.2003 於二零零三年四月一日 尚未行使	Number of share options 購股權數目		Outstanding at 31.03.2004 二零零四年三月三十一日 尚未行使
				Granted during the year 年內已授出	Exercised during the year 年內已行使	
05.02.2004 二零零四年二月五日	1.3000	05.02.2004 to 04.02.2014 二零零四年二月五日至二零零四年二月四日	-	12,300,000	-	12,300,000

Notes:

- (a) The closing prices of the Company's shares immediately preceding the date of grant of 25th August, 2003 and 5th February, 2004 were HK\$0.248 and HK\$1.300, respectively.
- (b) The options were exercised on 25th August, 2003 with closing price of HK\$0.250 of the Company's shares at the date of exercise.

No options were granted to or held by directors of the Company during the year.

No options were granted or outstanding in prior year.

On 20th April, 2004, the Company further granted 30,000,000 new share options under the share option scheme to its participants at a subscription price of HK\$1.540 per share. The closing price of the share at the date of grant was HK\$1.480. Up to date of this report, these new share options had not been exercised.

附註:

- (a) 本公司股份於緊接授出日期二零零三年八月二十五日及二零零四年二月五日前之收市價分別為0.248港元及1.300港元。
- (b) 該等購股權已於二零零三年八月二十五日行使，於行使日期本公司股份之收市價為0.250港元。

年內，本公司董事並無獲授或持有任何購股權。

上年度並無獲授或尚未行使之購股權。

於二零零四年四月二十日，本公司根據購股權計劃向其參與者進一步授出30,000,000股新股份，認購價為每股1.540港元。股份於授出日期之收市價為1.480港元。直至本報告日期，該等新購股權並無獲行使。

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30. RESERVES

THE GROUP

Details of changes in reserves of the Group are set out in the consolidated statement of changes in equity in page 23.

Capital reserve represents the loans waived by former minority shareholders of a wholly-owned subsidiary in the PRC. Pursuant to local regulations, this amount has been transferred to a non-distributable reserve of the subsidiary.

30. 儲備

本集團

本集團儲備變動詳情載於23頁綜合權益變動表。

資本儲備指中國全資附屬公司之前少數股東豁免之貸款。根據本地規例，該款項已轉撥至附屬公司不可分派儲備內。

		Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE COMPANY	本公司				
Balance at 1st April, 2002	於二零零二年四月一日結存	329,237	44,932	(253,427)	120,742
Issue of new shares	發行新股	22,382	-	-	22,382
Expenses incurred in connection with issue of shares	因發行股份而引致之支出	(606)	-	-	(606)
Net loss for the year	本年度虧損淨額	-	-	(13,784)	(13,784)
Transfer as required under the Order on Petition (note (a))	根據呈請書指令之規定而 轉撥 (附註(a))	-	223	(223)	-
Balance at 31st March, 2003	於二零零三年三月三十一日 結存	351,013	45,155	(267,434)	128,734
Issue of new shares (note 28)	發行新股 (附註28)	346,464	-	-	346,464
Expenses incurred in connection with issue of shares	因發行股份而引致之支出	(6,326)	-	-	(6,326)
Net profit for the year	本年度純利	-	-	674	674
Transfer as required under the Order on Petition (note (a))	根據呈請書指令之規定而 轉撥 (附註(a))	-	100	(100)	-
Balance at 31st March, 2004	於二零零四年三月三十一日 之結存	691,151	45,255	(266,860)	469,546

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

30. RESERVES (CONTINUED)

THE GROUP (Continued)

Notes:

- (a) As part of a share capital reorganisation (the "Reorganisation") (details of which are set out in a circular dated 10th August, 1998), an order dated 2nd March, 1999 confirming the reduction of the capital of the Company (the "Order") was made by the High Court of the Hong Kong Special Administrative Region (the "Court") in connection with the reduction of the capital and of the share premium account of the Company pursuant to which the Company undertook to the Court that any sum received by the Company in respect of the investments or loans or transactions, as more fully described in the Order, whether by reasons of realisation or repayment or recovery of the whole or any part of such investments or loans or transactions or the payment of dividends or interest or otherwise howsoever, up to a maximum amount of HK\$497,509,863.52, would be credited to a special reserve in the accounting records of the Company and that for so long as there remained any debt of or claim against the Company outstanding at the date when the reduction of capital and of the share premium account became effective which, if such date were the date of the commencement of the winding up of the Company, would have been admissible in proof against the Company and the persons entitled to the benefit thereof had not have agreed otherwise, such reserve:

- (i) should not be treated as realised profits; and
- (ii) should, for so long as the Company remained a listed company, be treated as an undistributable reserve of the Company for the purposes of Section 79C of the Companies Ordinance or any statutory re-enactment or modification thereof.

It was also provided in the Order that, notwithstanding the above undertaking, the amount standing to the credit of the special reserve might be reduced by the aggregate of any increase in the issued share capital or in the share premium account of the Company resulting from an issue of shares for cash or other new consideration or upon a capitalisation of distributable reserves after the reduction of capital and of the share premium account became effective.

30. 儲備(續)

本集團(續)

附註:

- (a) 作為股本重組(「重組事項」)(詳情載於一九九八年八月十日刊發之通函)之一部份,依據香港特別行政區高等法院(「法院」)於一九九九年三月二日就有關本公司削減股本及股份溢價賬事項而確認削減本公司股本所頒佈之指令(「該指令」),本公司向法院承諾本公司就投資項目或貸款或交易(其具體詳情載於該指令內)所收到之任何款項,無論該等款項是因套現或償還或追回該等投資項目或貸款或交易之全部或其中任何部份所得,或派發股息或利息或從其他方面所得,均須將最多達497,509,863.52港元之款額撥入本公司於會計紀錄內所設立之一項特別儲備;只要本公司於削減股本及股份溢價賬事項生效之日尚有任何未償還之債務或未解決之索償(假定該日為本公司開始清盤之日,則上述債務及索償應獲接納為本公司欠債之證明),而未得具備上述權益之人士同意,則:

- (i) 該儲備不得視作為變現溢利;及
- (ii) 只要本公司仍為上市公司,則就公司條例第79C條或經任何法定程序重新制訂之該條文或其修訂條文而言,該儲備須視作為本公司不可分派之儲備。

該指令內亦規定,儘管有上述承諾須因應按發行股份以換取現金或其他新代價或於削減股本及股份溢價賬事項生效後藉著將可分派儲備撥充資本方式而使本公司已發行股本或股份溢價賬中所增加之總額,對該特別儲備之進賬款項作出相應削減。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

30. RESERVES (CONTINUED)

THE GROUP (Continued)

Notes: (continued)

Since the Reorganisation, the Company increased its issued share capital and share premium account by ways of rights issue, share placement for cash consideration and exercise of share options. Details of such increases are as follows:

		Up to 31st March, 2004 直至 二零零四年 三月三十一日 HK\$ 港元	Up to 31st March, 2003 直至 二零零三年 三月三十一日 HK\$ 港元
Increase in issued share capital	增加之發行股本	25,104,185.87	6,720,429.87
Increase in share premium account, net of expenses incurred	增加之股份溢價賬·已扣除費用	568,899,209.42	228,761,360.42
		594,003,395.29	235,481,790.29

Accordingly, based on legal opinion, the maximum amount of HK\$497,509,863.52 to be credited to the special reserve of the Company as required by the undertaking in the Order is achieved through the cumulative increase of share capital and premium of HK\$594,003,395.29 and the special reserve of HK\$45,255,059.82 up to 31st March, 2004.

As at 31st March, 2003, the Company credited HK\$45,155,059.82 to the special reserve, thus keeping the maximum amount to be credited to the special reserve to HK\$216,873,013.41.

- (b) In the opinion of the directors, the Company did not have any reserves available for distribution to shareholders at the balance sheet date.

30. 儲備(續)

本集團(續)

附註:(續)

自進行重組事項後·本公司曾按現金代價以配售新股·配股方式及行使購股權增加已發行股本及股份溢價賬·詳情如下:

因此·根據法律意見·依據該指令內所載承諾須撥入本公司之特別儲備之最高款額497,509,863.52港元乃透過股本及溢價之累計增加至594,003,395.29港元及直至二零零四年三月三十一日之特別儲備45,255,059.82港元而取得。

於二零零三年三月三十一日·本公司已將45,155,059.82港元撥入該特別儲備·使須撥入該特別儲備之最高款額進一步減至216,873,013.41港元。

- (b) 依董事之意見·本公司於結算日並無任何可分派予股東之儲備。

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

31. DEFERRED TAXATION

The following is the major deferred taxation liability recognised and movements thereon during the current and prior years:

31. 遞延稅項

以下為於本年度及過往年度已確認之主要遞延稅項負債及其變動：

		Accelerated tax depreciation 稅項加速折舊
		HK\$'000 千港元
At 1st April, 2002 and 1st April, 2003	於二零零二年四月一日及 二零零三年四月一日	—
Charge to income statement for the year	於本年度收益表內扣除	181
At 31st March, 2004	於二零零四年三月三十一日	181

At the balance sheet date, the Group has unused tax losses of approximately HK\$61,194,000 (2003: HK\$63,846,000) available for offset future profits. No deferred taxation asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. There were no other significant temporary differences arising during the year or at the balance sheet date.

The Company has no significant temporary differences arising during the year or at the balance sheet date.

於結算日，本集團未動用之稅項虧損約61,194,000港元（二零零三年：63,846,000港元）可用於抵銷日後溢利。由於日後溢利來源之不可預測性，並無就稅項虧損確認任何遞延稅項資產。年內或於結算日並無其他重大暫時差異。

年內或於結算日並無重大暫時差異。

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32. ACQUISITION OF SUBSIDIARIES

32. 收購附屬公司

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Net assets (liabilities) acquired comprise:	購入之資產淨值 (負債淨額) 包括:		
Property, plant and equipment	物業、機器及設備	78,000	59,125
Inventories	存貨	-	3,511
Trade and other receivables	應收賬款及其他應收款項	-	4,151
Bank balances and cash	銀行結存及現金	-	23,406
Trade and other payables	應付賬款及其他應付款項	-	(7,955)
Other loans	其他貸款	-	(27,001)
		78,000	55,237
Negative goodwill arising on acquisition	收購時產生之負商譽	-	(237)
		78,000	55,000
Satisfied by:	支付方式:		
Cash	現金	66,300	55,000
Amount due to a related company	應付一間關連公司款項	11,700	-
		78,000	55,000
Net cash outflow arising on acquisition:	因收購而產生之現金 流出淨額:		
Cash consideration paid	支付之現金代價	(66,300)	(55,000)
Bank balances and cash acquired	購入之銀行結存及現金	-	23,406
Net outflow of cash and cash equivalents	現金及現金等價物流出 淨額	(66,300)	(31,594)

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For the year ended 31st March, 2004 截至二零零四年三月三十一日止年度

32. ACQUISITION OF SUBSIDIARIES (CONTINUED)

The subsidiaries acquired during the year contributed insignificant turnover, profit from operations and cash flow to the Group (note 14).

The subsidiary acquired during the year ended 31st March, 2003 generated HK\$8,129,000 from operations, used HK\$60,259,000 in investing activities and generated HK\$56,605,000 from in financing activities during 2003.

The subsidiary acquired during the year ended 31st March, 2003 contributed approximately HK\$18,965,000 to turnover, and a profit of approximately HK\$4,827,000 to the Group's profit from operations.

33. DISPOSAL OF SUBSIDIARIES

As explained in note 9, on 26th September, 2003 and 6th February, 2004, the Group discontinued its apparel trading operations at the time of disposal of its subsidiaries, Hamlet Profits Group and Future Blossom Group, respectively. On 22nd July, 2002 and 28th January, 2003, the Group discontinued its

32. 收購附屬公司(續)

年內購入之附屬公司對本集團之營業額、經營溢利及現金流量之貢獻不大(附註14)。

截至二零零三年三月三十一日止年度內收購之附屬公司之業務在二零零三年產生8,129,000港元，因投資活動動用60,259,000港元及因財務活動產生56,605,000港元。

截至二零零三年三月三十一日止年度內收購之附屬公司於年內對本集團作出約18,965,000港元之營業額貢獻及對本集團之業務溢利帶來約4,827,000港元之收益。

33. 出售附屬公司

如附註9所述，於二零零三年九月二十六日及二零零四年二月六日，本集團於分別出售其附屬公司Hamlet Profits Group及Future Blossom Group時終止成衣貿易業務。於二零零二年七月二十二日及二零零三年一月二十八日，

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33. DISPOSAL OF SUBSIDIARIES (CONTINUED)

printing and publishing operations and marine product trading at time of disposal of its subsidiaries, Island Gold and Grand Allied, respectively. The net liabilities of these subsidiaries disposed of during the year were as follows:

33. 出售附屬公司(續)

在分別出售其附屬公司Island Gold及Grand Allied時亦一併終止其出版及印刷業務及水產貿易業務。年內出售此等附屬公司所引致之負債淨額如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Net liabilities disposed of comprise:	出售之資產淨值包括：		
Property, plant and equipment	物業、機器及設備	1,140	85,750
Publishing library	出版業務資料庫	-	19,945
Interest in unconsolidated subsidiaries	未經綜合附屬公司權益	-	-
Interest in associates	聯營公司權益	-	-
Investments in securities	證券投資	-	-
Other assets	其他資產	-	535
Intangible assets	無形資產	-	6,947
Inventories	存貨	44,549	1,918
Trade and other receivables	應收賬款及其他應收款項	21,246	75,795
Amounts due from related companies	應收關連公司款項	-	12
Amounts due from associates	應收聯營公司款項	-	190
Pledged bank deposits	已抵押銀行存款	25,220	-
Bank balances and cash	銀行結存及現金	2,749	14,049
Trade and other payables	應付賬款及其他應付款項	(35,347)	(73,769)
Tax payable	應繳稅項	-	(3,191)
Amount due to immediate holding company	應付直接控股公司款項	(332,004)	(891,855)
Amounts due to related companies	應付關連公司款項	-	(12)
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數股東款項	-	(2,225)
Minority interests	少數股東權益	-	2,225
Obligations under finance leases	融資租約債務	-	(385)
Bank borrowings	銀行借款	(64,200)	(46,968)
Bank overdraft	銀行透支	-	(1,345)
		(336,647)	(812,384)
Translation reserve realised	變現滙兌儲備	-	(1,263)
Gain on disposal	出售時產生之收益	10,083	1,202
		(326,564)	(812,445)

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33. DISPOSAL OF SUBSIDIARIES (CONTINUED)

33. 出售附屬公司(續)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Satisfied by:	支付方式:		
Cash	現金	5,440	79,410
Debt assignment	債務轉移	(332,004)	(891,855)
		(326,564)	812,445
Net cash inflow arising on disposal:	因出售而產生之現金:		
Cash consideration received	已收現金代價	5,440	79,410
Bank balances and cash disposed of	已出售之銀行結餘及現金	(2,749)	(14,049)
Bank overdraft disposed of	已出售之銀行透支	-	1,345
		2,691	66,706

The subsidiaries disposed of during the year contributed approximately HK\$42,824,000 (2003: HK\$192,405,000) to the Group's turnover, and a profit of approximately HK\$6,353,000 (2003: a loss of HK\$14,744,000) to the Group's profit (loss) for the year.

於年內出售之附屬公司對本集團之營業額貢獻約為42,824,000港元(二零零三年: 192,405,000港元), 而佔本年度本集團盈利(虧損)則約為盈利6,353,000(二零零三年: 虧損14,744,000港元)。

34. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases amounted to HK\$37,183,000 (2003: HK\$600,000).

34. 主要非現金交易

年內, 本集團訂立多項有關物業、機器及設備之融資租約安排, 其於訂立租約時之總資本值約為37,183,000港元(二零零三年: 600,000港元)。

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35. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At the balance sheet date, the Group had entered into certain non-cancellable operating leases in respect of rented premises. The future minimum lease payments committed by the Group in respect of the leases fall due as follows:

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	3,022	6,578
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	1,431	5,056
		4,453	11,634

Leases are negotiated for a term ranged from 2 to 3 years.

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

36. CAPITAL COMMITMENTS

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Capital expenditure contracted for but not provided in the financial statements in respect of:	已訂約但未於財政報告中作出資本開支撥備之項目		
– acquisition of properties under development in Malaysia (Note)	– 購入馬來西亞之發展中物業 (附註)	–	105,281
– acquisition of property, plant and equipment	– 購入物業、機器及設備	1,176	1,334
		1,176	106,615

35. 經營租約安排

本集團為承租人

於結算日，本集團訂立若干項有關租賃物業之不可撤銷經營租約。本集團就該等租約而須於日後承擔支付最低租金額，租金支付期如下：

磋商之租約年期介乎兩至三年。

本公司於結算日並無任何重大經營租約承擔。

36. 資本承擔

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36. CAPITAL COMMITMENTS (CONTINUED)

Note: After disposal of the Hamlet Profits Group, there was no capital commitment for the acquisition of properties under development in Malaysia at 31st March, 2004.

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

37. OTHER COMMITMENTS

At 31st March, 2003, the Group had entered into certain licensing arrangements. The future minimum licensing payments committed by the Group in respect of the arrangement are as follows:

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	-	3,560
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	-	5,992
		-	9,552

At 31st March, 2003, the Group had entered into an agreement in relation to the research and development of a new product. The contract sum committed by the Group, net of the deposit paid, was approximately HK\$10,687,000 and would fall due within one year. During the year ended 31st March, 2004, the Group terminated part of the agreement due to unsatisfactory services rendered by the vendor. Accordingly, no commitment in respect of that research and development was outstanding at 31st March, 2004.

36. 資本承擔(續)

附註：於二零零四年三月三十一日，自出售 Hamlet Profits Group 之後，再無購入馬來西亞之發展中物業資本承擔。

本公司於結算日並無任何重大資本承擔。

37. 其他承擔

於二零零三年三月三十一日，本集團訂立若干項特許安排。本集團就該等安排而須於日後承擔支付之最低租金額如下：

於二零零三年三月三十一日，本集團有一項就研究及開發新產品而訂立之協議。本集團承諾之合約款在扣除已支付之按金後約為10,687,000港元，須於一年內支付。於截至二零零四年三月三十一日止年度，因供應商之服務不令人滿意，本集團已終止部分協議。故此，於二零零四年三月三十一日概無未償還之研發承擔。

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37. OTHER COMMITMENTS (CONTINUED)

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

38. CONTINGENT LIABILITIES

THE GROUP

The Group had no significant contingent liabilities at the balance sheet date.

THE COMPANY

The Company has provided a guarantee to banks in respect of credit facilities of finance leases granted to a subsidiary amounting to approximately HK\$664,000 (2003: HK\$420,000). The amount of the credit facilities utilized as at 31st March, 2004 amounting to approximately HK\$469,000 (2003: HK\$346,000).

In addition, at 31st March, 2004, the Company provided an unlimited guarantee to a bank in respect of credit facilities granted to a subsidiary. The amount utilized by that subsidiary at 31st March, 2004 was approximately HK\$80,744,000 (2003: HK\$3,859,000).

39. PLEDGE OF ASSETS

At the balance sheet date, certain borrowings of the Group were secured by the bank deposits of approximately HK\$600,000 (2003: HK\$600,000). In 2003, certain borrowings of the Group were also secured by property, plant and equipment with carrying value of HK\$135,000.

37. 其他承擔 (續)

本公司於結算日並無任何重大其他承擔。

38. 或然負債

本集團

本集團於結算日並無任何重大或然負債。

本公司

本公司，就給予一間附屬公司之信貸融資而向銀行作出擔保，總額約為664,000港元（二零零三年：420,000港元）。於二零零四年三月三十一日，該附屬公司已動用之有關款額約共469,000港元（二零零三年：346,000港元）。

此外，於二零零四年三月三十一日，本公司就一間附屬公司獲提供之借貸而向一間銀行作出一項無限擔保。於二零零四年三月三十一日，該附屬公司已動用之有關款額約共80,744,000港元（二零零三年：3,859,000港元）。

39. 資產抵押

於結算日，本集團之若干借貸以銀行存款約600,000港元（二零零三年：600,000港元）作抵押。二零零三年本集團之若干借貸亦以賬面值為135,000港元之物業、廠房及設備作抵押。

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40. RETIREMENT BENEFIT SCHEMES

Retirement benefits scheme contributions

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Retirement benefits scheme contributions to the Group's defined contribution scheme	對本集團之界定供款計劃之退休福利計劃供款	795	4,068
Less: Forfeited contributions	減：沒收供款	-	(23)
		795	4,045
Contributions to mandatory provident fund scheme ("MPF Scheme")	對強制性公積金計劃（「強積金計劃」）之供款	193	2,347
Contributions to PRC state-managed retirement benefit scheme	對國家管理退休福利計劃之供款	212	42
Amount charged to income statement	從損益表扣除之款額	1,200	6,434

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and the MPF Scheme established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

本集團同時參與根據職業退休計劃條例註冊之界定供款計劃（「職業退休計劃」）及於二零零零年十二月根據強制性公積金計劃條例設立之強積金計劃。該等計劃之資產與本集團之資產分開處理，並以基金形式持有及交由獨立託管人管理。凡於強積金計劃設立前屬職業退休計劃成員之員工均可選擇保留在職業退休計劃內或轉而參加強積金計劃，惟於二零零零年十二月一日或以後加入本集團之所有新員工均須參加強積金計劃。

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40. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Retirement benefits scheme contributions (Continued)

The retirement benefit cost charged to the income statement represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the amount of forfeited contributions under the ORSO Scheme is used to reduce the contributions payable by the Group under the ORSO Scheme.

At the balance sheet date, there were no forfeited contributions which arose upon employees leaving the ORSO Scheme and which are available to reduce the contributions payable in the future years.

41. POST BALANCE SHEET EVENT

Subsequent to 31st March, 2004, the Group entered into a sale and purchase agreement and a letter of intention with outsiders to dispose machinery with carrying value of HK\$38,378,000.

42. RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with related parties:

- (a) On 31st July, 2003, the Group entered into a purchase agreement with Matsunichi Communications (Hong Kong) Limited, a company which is wholly and beneficially owned by Mr. Pan Su Tong, a director of the Company, to acquire the entire equity interests in Best Concord Limited and its subsidiary ("the Best Concord Group"), which beneficially owns the land and building situated in Shenzhen, the PRC, with carrying value of HK\$78,000,000 at a consideration of HK\$78,000,000.

40. 退休福利計劃(續)

退休福利供款(續)

從損益表扣除之退休福利成本乃為本集團按有關計劃之規則所規定之比率須對該等基金之供款。倘若僱員於獲授予全數供款前退出職業退休計劃，則本集團根據職業退休計劃須支付之供款可按沒收供款之金額作相應扣減。

於結算日，並無任何因僱員退出職業退休計劃而被沒收可供本集團用作扣減於將來年度須付供款額之供款。

41. 結算日後事項

二零零四年三月三十一日後，本集團與外方訂立買賣協議及意向書出售面值為38,378,000港元之機器。

42. 關連人士交易

年內，本集團與關連人士之交易如下：

- (a) 於二零零三年七月三十一日，本集團訂立一項購買協議，以78,000,000港元代價向松日資訊(香港)有限公司(為本公司董事潘蘇通先生全資實益擁有之公司)收購Best Concord Limited及其附屬公司(「the Best Concord Group」)之全部股權，the Best Concord Group則實益擁有位於中華人民共和國深圳市賬面值為78,000,000港元之土地及樓宇。

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42. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) On 9th December, 2002, the Group entered into two deeds with Matsunichi International Holdings Limited, and with 廣東松日電器有限公司 (Guangdong Matsunichi Electronics Limited) and 廣東松日通訊科技股份有限公司 (Guangdong Matsunichi Communications Technology Company Limited) (collectively the "Licensors"), respectively. Mr. Pan Su Tong, a director of the Company, has controlling interests in these companies. Pursuant to the deeds, the Licensors granted to the Group non-exclusive licences to use the trade marks of "Matsunichi" on and in relation to MP3 players and digital audio products at a licence fee of HK\$1 per annum each, for a term of 3 years from 1st November, 2003. During the year ended 31st March, 2004, the licence fee paid by the Group amounted to HK\$2.

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31st March, 2004 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/ 營運地點	Nominal value of issued ordinary share capital/ registered and fully paid capital 已發行 普通股本面值/ 註冊及繳足股本	Proportion of equity interests held by the Company		Principal activities 主要業務
			Directly	Indirectly	
			直接	間接	
Best Concord Limited	British Virgins Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	100%	-	Investment holding 投資控股

42. 關連人士交易(續)

(b) 於二零零二年十二月九日，本集團分別與松日國際集團有限公司、廣東松日電器有限公司及廣東松日通訊科技股份有限公司（統稱「特許商」）訂立兩項契約。本公司之董事潘蘇通先生於上述公司擁有控股權益。根據該等契約，特許商向本集團授出非獨家特許權，本集團之MP3播放機及數碼音響產品可採用「松日」商標。有關之特許權費用為每年1港元，由二零零三年十一月一日起計，為期三年。於截至二零零四年三月三十一日止年度，本集團已付特許權費為2港元。

43. 主要附屬公司詳情

本公司之主要附屬公司於二零零四年三月三十一日之詳情如下：

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

43. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/ 營運地點	Nominal value of issued ordinary share capital/ registered and fully paid capital 已發行 普通股本面值/ 註冊及繳足股本	Proportion of equity interests held by the Company		Principal activities 主要業務
			本公司持有 股權百分比		
			Directly 直接	Indirectly 間接	
Gainet Asia Limited 廣益亞洲有限公司	Hong Kong 香港	HK\$2 2港元	100%	–	Money lending 貸款
Matsunichi Digital Technology (Shenzhen) Co., Ltd. 松日數碼深圳有限公司	PRC* 中國*	HK\$59,600,000 59,600,000港元	100%	–	Manufacturing and trading of digital consumer products 製造及買賣數碼消費產品
Matsunichi Hi-Tech Limited 松日高科有限公司	Hong Kong 香港	HK\$100 100港元	100%	–	Trading of digital consumer products 買賣數碼消費產品
Matsunichi Information Technology (Shenzhen) Co., Ltd. 松日信息科技(深圳) 有限公司	PRC* 中國*	HK\$50,000,000 50,000,000港元	–	100%	Manufacturing and trading of digital consumer products 製造及買賣數碼消費產品
Matsunichi Technology (Dalian) Co., Ltd. 松日科技(大連) 有限公司	PRC* 中國*	RMB59,945,220 人民幣59,945,220元	100%	–	Manufacturing and trading of digital consumer products 製造及買賣數碼消費產品
Matsunichi Media Agency Limited 松日傳訊有限公司	Hong Kong 香港	HK\$100 100港元	100%	–	Provision of agency service 提供代理服務

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

43. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/ 營運地點	Nominal value of issued ordinary share capital/ registered and fully paid capital 已發行 普通股本面值/ 註冊及繳足股本	Proportion of equity interests held by the Company		Principal activities 主要業務
			本公司持有 股權百分比		
			Directly 直接	Indirectly 間接	
Matsunichi (Shenzhen) R&D Centre Co., Ltd. 松日通訊控股研發(深圳) 有限公司	PRC* 中國*	HK\$9,120,000 9,120,000港元	100%	-	Manufacturing and trading of digital consumer products 製造及買賣數碼消費產品

* These companies were established in the PRC in the form of wholly foreign-owned enterprise.

* 該等公司以外商獨資企業形式在中國成立。

(a) None of the subsidiaries had any debt securities subsisting at 31st March, 2004 or at any time during the year.

(a) 於二零零四年三月三十一日或年內任何時間，各附屬公司並無任何未償還之借貸資本。

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

(b) 依董事之意見，上表列舉本公司之附屬公司為主要影響本集團本年度業績或合佔本集團資產相當比重之公司。董事認為列出其他附屬公司之詳情會令篇幅過於冗長。