

1. 公司資料

中港照相器材集團有限公司的註冊辦事處位於Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda。主要經營業務地址為香港荃灣德士古道220-248號荃灣工業中心8字樓。

年內，集團主要從事推廣及經銷照相沖印產品，以及經營照相沖印零售門市。

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

2. 最近頒佈之香港財務申報準則之影響

香港會計師公會已頒佈若干新增及經修訂之香港財務申報準則及香港會計準則，本文統稱為新香港財務申報準則，此準則一般自2005年1月1日或之後起開始之會計期間生效。本集團並無提早於截至2005年3月31日止年度之財務報表中採納此等新香港財務申報準則。本集團已就此等新香港財務申報準則之影響進行評估，惟未能確定此等新香港財務申報準則是否會對其營運業績及財務狀況構成重大影響。

1. CORPORATE INFORMATION

The registered office of China-Hongkong Photo Products Holdings Limited is located at Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda. The principal place of business of the Company is located at 8/F, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong.

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

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

2. IMPACT OF RECENTLY ISSUED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The Hong Kong Institute of Certified Public Accountants has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, herein collectively referred to as the new HKFRSs, which are generally effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 March 2005. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

3. 主要會計政策撮要**編製基準**

本財務報表乃按香港會計師公會頒佈的香港財務申報準則（亦包括會計實務準則及詮釋）、香港普遍採用之會計準則及香港公司條例的披露要求而編製。除下文所述投資物業之定期重新估值外，財務報表採用歷史成本法編製。

綜合基準

本綜合財務報表包括本公司及其附屬公司截至2005年3月31日止年度之財務報表。內年收購或出售之附屬公司業績分別由收購生效日期起或計至出售生效日期止。集團內各公司間之所有重大交易及結餘經已於綜合時對銷。

少數股東權益代表外界股東於本公司附屬公司業績及淨資產中之權益。

附屬公司

附屬公司乃本公司直接或間接透過控制其財務及營運政策而享有業務利益之公司。

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

合營企業

合營企業乃指按合約安排成立之公司，據此，本集團及其他各方共同進行一項經濟業務。合營企業以獨立實體方式經營，而本集團及其他各方擁有其中之權益。

由合營人訂立之合營協議訂明合營各方之出資額、合營期及合營企業解散時將資產變現之基準。合營企業業務帶來之損益及任何盈餘資產分派，均由合營人按各自之出資比例或按合營協議之條款分攤。

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

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (which also include Statements of Standard Accounting Practice ("SSAPs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the periodic remeasurement of investment properties as further explained below.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2005. The results of the subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

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

Subsidiaries

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

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

Joint venture companies

A joint venture company is a company set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture company operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture company's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

3. 主要會計政策撮要 (續)**合營企業 (續)**

合營企業之處理方式如下：

- (a) 如本集團直接或間接擁有合營企業單方面控制權，會視作附屬公司；或
- (b) 如本集團並無擁有合營企業單方面或共同控制權，惟只直接或間接擁有不少於20%之合營企業註冊股本及有能力對其行使重大影響力，會視作聯營公司。

聯營公司

聯營公司乃本集團長期持有其一般不少於20%之投票權並可對其發揮重大影響力、但並非歸類為附屬公司或共同控制公司之公司。

本集團應佔聯營公司之收購後業績及儲備分別計入綜合損益賬及綜合儲備內。本集團於聯營公司之權益，乃以權益會計法，按本集團應佔之資產淨值減去減值虧損後，列於綜合資產負債表內。

關連人士

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

商譽

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Joint venture companies (Continued)

A joint venture company is treated as:

- (a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture company; or
- (b) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture company's registered capital and is in a position to exercise significant influence over the joint venture company.

Associates

An associate is a company, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of an associate is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interest in an associate is stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Related parties

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

Goodwill

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

3. 主要會計政策撮要 (續)**商譽 (續)**

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

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

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

資產減值

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill (Continued)

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

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

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

Impairment of assets

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

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

3. 主要會計政策撮要 (續)**資產減值 (續)**

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

固定資產及折舊

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

折舊乃按直線法計算，按每項資產之估計可用年期撇銷其成本。以下為折舊之主要年率：

租賃土地	租約剩餘年期
樓宇	5%
傢俬、裝置及租賃物業裝修	20% 至 33 $\frac{1}{3}$ %
機器及設備	20%
汽車	20%

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Impairment of assets (Continued)**

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

Fixed assets and depreciation

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

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

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

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

3. 主要會計政策撮要 (續)**投資物業**

投資物業乃具有投資潛力並計劃長期持有之已完成興建及發展之土地及樓宇權益。投資物業之租金收入乃按公平原則商定。投資物業根據各財政年度內結日進行之年度專業估值按公開市值入賬，不作折舊準備，但如剩餘租約年期為20年或以下，則按剩餘年期攤銷其當時之賬面值。

投資物業價值之變動作投資物業重估儲備變動項目處理。如以組合計算之應估儲備之總額不足以彌補減值，則不足之數額會自損益賬中扣除。任何所得之重估盈餘則按較早前扣除之虧蝕被納入損益賬。

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

租賃資產

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties are not depreciated and are stated at their open market values on the basis of annual professional valuations performed at the end of each financial year, except where the unexpired term of the lease is 20 years or less, in which case depreciation is provided on the then carrying amount over the respective remaining lease terms.

Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged.

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

Leased assets

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

3. 主要會計政策撮要 (續)**存貨**

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

現金及現金等值項目

就綜合現金流動表而言，現金及現金等值項目包括手頭現金及活期存款，以及可隨時轉換為已知數額之現金、價值變動風險不大並於短期內到期（一般為在購入時於3個月內到期）之高流動性之短期投資，減去須於要求時償還之銀行透支。現金及現金等值項目為本集團現金管理之一部份。

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

撥備

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Inventories

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

Cash and cash equivalents

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

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

Provisions

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

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

3. 主要會計政策撮要 (續)**股息**

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

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

所得稅

所得稅包括即期及遞延稅項。所得稅於損益賬入賬，如有關項目於同期或不同期於股本入賬，則其相關所得稅亦於股本入賬。

就財務報告而言，遞延稅項乃就於結算日所有資產及負債之稅基及其賬面值之暫時差額以負債法提撥準備。

遞延稅項負債確認所有可課稅暫時差額：

- 除卻商譽或最初入賬一項資產或負債所引至之遞延稅項負債乃非因業務組合之交易所產生，而於交易發生時並無影響會計溢利或可課稅溢利或虧損；及
- 就有關投資附屬公司及聯營公司之可課稅暫時差額，除卻暫時差額之撥回時間可被控制及於可見未來不可能撥回暫時差額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Dividends

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

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

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the profit and loss account, or if it relates to items that are recognised in the same or a different period in equity, directly in equity.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences:

- except where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3. 主要會計政策撮要 (續)**所得稅 (續)**

遞延稅項乃按可導致可扣稅未用稅項資產及未用稅項虧損可被動用之稅項溢利可能出現的情況之所有可扣稅之暫時差額及前期帶來之未用稅項資產及未用稅項虧損被入賬：

- 除卻最初入賬之一項資產或負債所導致之可扣稅暫時差額之相關遞延稅項資產於交易進行時不會影響會計溢利及可課稅溢利或虧損；及
- 就有關投資附屬公司及聯營公司之可扣稅暫時差額，遞延稅項資產於可見未來可能撥回之暫時差額及可導致暫時差額可被動用之可課稅溢利出現時方會被入賬。

遞延稅項資產面值於每一個結算日修訂並按可導致全部或部份遞延稅項資產可被運用之充足可課稅溢利不再有可能出現的情況予以調低。另外，較早前未被入賬之遞延稅項資產則按可導致全部或部份遞延稅項資產可被運用之充足可課稅溢利可能出現的情況被入賬。

遞延稅項資產及負債按資產實現或負債繳清期內之預期實行稅率(基於於結算日期已被實行或大部份實行之稅率(及稅項法例))計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Income tax (Continued)**

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax assets and unused tax losses can be utilised:

- except where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax 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 deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

3. 主要會計政策撮要 (續)**收入確認**

當本集團可能獲得收入的經濟利益能夠可靠地計算時，收入將按下列情況確認：

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

僱員福利**有薪假期結轉**

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

僱傭條例之長期服務金

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Revenue recognition**

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

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

Employee benefits***Paid leave carried forward***

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

Employment Ordinance long service payments

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

3. 主要會計政策撮要 (續)**僱員福利 (續)****退休金計劃**

本集團根據強制性公積金計劃條例設立界定供款強制性公積金退休福利計劃(「強積金計劃」)及根據職業退休計劃條例設立界定供款職業退休福利計劃(「職業退休計劃」)。根據該等計劃之規則，供款額為僱員基本薪金之某個百分比，並於應繳付時在損益賬扣除。兩個計劃之資產與本集團之資產分開持有，並由獨立運作之基金管理。本集團對兩個計劃之僱主供款於對兩個計劃供款時已全數歸於僱員，惟本集團根據職業退休計劃之條款對職業退休計劃作出之自願性僱主供款，倘有關僱員在全數收歸前離職，則退回本集團所有。

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

購股權計劃

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

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

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

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

Share option scheme

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

3. 主要會計政策撮要 (續)**外幣交易**

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

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

為符合綜合現金流動報表要求，海外附屬公司現金流動情況按於現金流動日期之匯率以港幣表達。海外附屬公司於全年均有發生之經常性重覆現金流動情況則按年內匯率加權平均數以港幣表達。

4. 分類資料

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

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

- (a) 批發業務，從事攝影及沖印產品之市場推廣及分銷；
- (b) 零售業務，透過零售門市提供菲林沖晒、照相沖印服務，以及銷售照相商品；及

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Foreign currency transactions**

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

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

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

4. SEGMENT INFORMATION

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

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

- (a) the wholesale segment engages in the marketing and distribution of photographic developing, processing and printing products;
- (b) the retail segment engages in the provision of film processing, photo finishing services and the sale of photographic merchandises through retail outlets; and

4. 分類資料 (續)

- (c) 企業及其他業務，包括集團的投資地產業務，連同企業收支項目。

確定本集團之地區分類時，收益乃按客戶所在地分類，資產則按資產所在地分類。

部門間的銷售及轉撥按成本值加上約2%之附加值計算。

(a) 業務分類

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

Group 集團		Wholesale segment 批發業務		Retail segment 零售業務		Corporate and Other 企業及其他		Eliminations 註銷		Consolidated 綜合	
		2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：	Segment revenue:										
外埠客戶之銷售	Sales to external customers	1,036,370	1,198,861	196,458	196,250	-	-	-	-	1,232,828	1,395,111
部門間之銷售額	Intersegment sales	96,381	36,162	-	-	-	-	(96,381)	(36,162)	-	-
其他收益	Other revenue	14,623	25,462	304	514	1,876	2,231	-	-	16,803	28,207
		1,147,374	1,260,485	196,762	196,764	1,876	2,231	(96,381)	(36,162)	1,249,631	1,423,318
未分配利息收入	Unallocated interest income									4,606	1,762
收益總額	Total revenue									1,254,237	1,425,080
分類業績	Segment results	40,170	(39,526)	1,119	(16,108)	(985)	(3,096)	-	-	40,304	(58,730)
未分配利息收入	Unallocated interest income									4,606	1,762
經營活動之溢利／(虧損)	Profit/(loss) from operating activities									44,910	(56,968)
融資成本	Finance costs									-	(395)
除稅前溢利／(虧損)	Profit/(loss) before tax									44,910	(57,363)
稅項	Tax									195	(4,329)
少數股東權益前溢利／(虧損)	Profit/(loss) before minority interests									45,105	(61,692)
少數股東權益	Minority interests									240	45
股東應佔正常業務之溢利／(虧損)淨額	Net profit/(loss) from ordinary activities attributable to shareholders									45,345	(61,647)

4. SEGMENT INFORMATION (Continued)

- (c) the corporate and other segment comprises the Group's investment property business together with corporate income and expense items.

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

Intersegment sales and transfers are transacted at cost plus mark up of approximately 2%.

(a) Business segments

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

4. 分類資料 (續)
(a) 業務分類 (續)

4. SEGMENT INFORMATION (Continued)
(a) Business segments (Continued)

Group 集團		Wholesale segment 批發業務		Retail segment 零售業務		Corporate and Other 企業及其他		Consolidated 綜合	
		2005	2004	2005	2004	2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類資產	Segment assets	403,053	647,985	210,812	234,212	53,114	51,098	666,979	933,295
未分配資產	Unallocated assets							465,035	297,815
總資產	Total assets							1,132,014	1,231,110
分類負債	Segment liabilities	74,711	98,542	44,933	38,432	7,693	7,526	127,337	144,500
未分配負債	Unallocated liabilities							4,541	3,508
總負債	Total liabilities							131,878	148,008
其他分類資料：	Other segment information:								
折舊及攤銷	Depreciation and amortisation	1,984	7,972	23,595	22,476	2,118	760	27,697	31,208
固定資產減值虧損	Impairment losses on fixed assets	-	1,906	1,989	2,750	-	-	1,989	4,656
資本開支	Capital expenditure	2	555	14,571	8,663	390	139	14,963	9,357
重估於股權直接確 認入賬投資物業之 虧損/(盈餘)	Deficit/(surplus) on revaluation of investment properties recognised directly in equity	-	-	-	-	50	(3,375)	50	(3,375)
呆壞賬撥備	Provision for bad and doubtful debts	53,201	33,804	-	74	-	-	53,201	33,878
滯銷存貨撥備 /(回撥)	Provision/(reversal of provision) for slow-moving inventories	(6,434)	9,975	-	779	-	-	(6,434)	10,754
客戶補貼撥備	Provision for subsidies	-	79,493	-	-	-	-	-	79,493
其他應收款項撥備	Provision for other receivable	310	-	-	-	-	-	310	-

4. 分類資料 (續)

(b) 地區分類

下表詳列本集團地區業務之現有收益、若干資產及開支之資料。

Group 集團		Hong Kong 香港		Mainland China 中國內地		Consolidated 綜合	
		2005	2004	2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：	Segment revenue:						
外埠客戶之銷售額	Sales to external customers	990,470	1,189,006	242,358	206,105	1,232,828	1,395,111
其他分類資料：	Other segment information:						
分類資產	Segment assets	939,144	1,027,526	192,870	203,584	1,132,014	1,231,110
資本開支	Capital expenditure	14,667	7,379	296	1,978	14,963	9,357

4. SEGMENT INFORMATION (Continued)

(b) Geographical segments

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

5. 營業額及其他收入

營業額指銷售貨品之發票淨值(已扣除折扣及退貨)及提供沖印服務之收入。

本集團營業額及其他收入之分析如下：

5. TURNOVER AND OTHER REVENUE

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

An analysis of the Group's turnover and other revenue is as follows:

		Note	2005	2004
		附註	HK\$'000	HK\$'000
營業額：	Turnover:			
產品銷售	Sale of goods		1,100,182	1,259,352
沖印服務收入	Income from the rendering of film processing and photo finishing services		132,646	135,759
			1,232,828	1,395,111
其他收入：	Other revenue:			
利息收入	Interest income		5,432	1,762
租金收入，淨值	Rental income, net	6	1,739	2,028
供應商之津貼	Subsidies received from a supplier		12,196	24,155
其他	Others		2,042	2,024
			21,409	29,969

6. 經營活動之溢利／(虧損)

本集團經營活動之溢利／(虧損)經扣除／(計入)：

6. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

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

	Notes 附註	2005 HK\$'000	2004 HK\$'000
銷售存貨成本	Cost of inventories sold	923,603	1,091,906
提供服務成本	Cost of services rendered	70,156	67,739
核數師酬金	Auditors' remuneration	1,400	1,400
折舊	Depreciation	25,500	29,010
商譽攤銷*	Amortisation of goodwill*	2,197	2,198
土地及樓宇之 最低租約租金	Minimum lease payments under operating leases on land and buildings	38,781	37,382
出售固定資產虧損**	Loss on disposal of fixed assets**	1,549	555
客戶補貼撥備***	Provision for subsidies***	-	79,493
滯銷存貨撥備 (回撥)***	Provision/(reversal of provision) for slow-moving inventories***	(6,434)	10,754
呆壞賬撥備**	Provision for bad and doubtful debts**	53,201	33,878
固定資產減值虧損**	Impairment losses on fixed assets**	1,989	4,656
其他應收款項撥備**	Provision for other receivable**	310	-
員工成本(包括附註8 所列出之董事酬金， 但扣除以實物補償 之福利)：	Staff costs (including directors' remuneration as set out in note 8, but excluding benefits in kind)：		
工資及薪金	Wages and salaries	71,905	75,035
退休金計劃供款	Pension scheme contributions	2,360	3,099
減：被沒收之供款****	Less: Forfeited contributions****	(182)	(289)
退休金計劃供款淨額	Net pension scheme contributions	2,178	2,810
總員工成本	Total staff costs	74,083	77,845
滙兌損失，淨額	Exchange losses, net	178	1,985
租金收入總額	Gross rental income	(1,841)	(2,151)
減：開支	Less: Outgoings	102	123
租金收入淨值	Net rental income	(1,739)	(2,028)

* 年內之商譽攤銷已於綜合損益賬「行政開支」一欄內列賬。

** 該等項目已於綜合損益賬「其他經營開支」一欄內列賬。

*** 該等項目已於綜合損益賬「銷售成本」一欄內列賬。

**** 於2005年3月31日，本集團並無減低退休計劃未來供款之已沒收退休計劃供款(2004年：無)。

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

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

*** Items are included in "Cost of sales" on the face of the consolidated profit and loss account.

**** As at 31 March 2005, the Group had no forfeited contributions available to reduce contributions to the pension schemes in future years (2004: Nil).

7. 融資成本

7. FINANCE COSTS

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
須於一年內全數償還之信託收據貸款之利息開支	Interest expenses on trust receipt loans wholly repayable within one year	–	395

8. 董事酬金

根據上市規則及公司條例第161條披露之董事酬金如下：

8. DIRECTORS' REMUNERATION

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

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
袍金	Fees	607	560
其他酬金：	Other emoluments:		
薪金、津貼及以實物補償之福利	Salaries, allowances and benefits in kind	4,571	4,183
非強制性花紅	Discretionary bonuses	198	863
退休金計劃供款	Pension scheme contributions	36	72
		5,412	5,678

袍金包括應付予獨立非執行董事之港幣367,000元(2004年：港幣320,000元)。年內並無其他應付予獨立非執行董事之酬金(2004年：無)。

Fees include HK\$367,000 (2004: HK\$320,000) payable to the independent non-executive directors. There were no other emoluments payable to the independent non-executive directors during the year (2004: Nil).

酬金收入在下列範圍之董事人數：

The number of directors whose remuneration fell within the following bands is as follows:

		Number of directors 董事人數			
		2005	2004		
無	– 港幣1,000,000元	Nil	– HK\$1,000,000	6	4
港幣1,000,001元	– 港幣1,500,000元	HK\$1,000,001	– HK\$1,500,000	1	2
港幣3,500,001元	– 港幣4,000,000元	HK\$3,500,001	– HK\$4,000,000	1	1
		8		7	

年內並無任何安排使董事放棄或同意放棄任何酬金(2004年：無)。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2004: Nil).

9. 5位最高薪酬僱員

年內5位最高薪人士包括3位(2004年: 3位)執行董事, 其薪酬已在上文附註8披露。其餘2位非董事及最高薪酬僱員酬金(2004年: 2位)之詳情如下:

9. FIVE HIGHEST PAID EMPLOYEES

The 5 highest paid employees during the year included three (2004: 3) executive directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2004: 2) non-director, highest paid employees for the year are set out below:

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
基本薪金、房屋津貼、 其他津貼及以實物補償福利	Basic salaries, housing, other allowances and benefits in kind	1,731	1,688
退休金計劃供款	Pension scheme contributions	24	24
		1,755	1,712

酬金收入在下列範圍之非董事及最高薪酬僱員人數:

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2005	2004
無	– 港幣 1,000,000元	2	1
港幣 1,000,001元	– 港幣 1,500,000元	–	1
		2	2

10. 稅項

香港利得稅根據年內在香港賺取之估計應課稅溢利, 經抵銷附屬公司產生之可用稅務虧損後, 按稅率17.5%(2004年: 17.5%)作提撥準備。中國內地應課稅溢利的利得稅按國內現行稅率並根據現行法例、闡釋及運作計算。

10. TAX

Hong Kong profits tax has been provided at the rate of 17.5% (2004: 17.5%) on the estimated assessable profits arising in Hong Kong during the year, after offsetting certain amounts of tax losses carried forward by certain subsidiaries of the Group. Taxes on profits assessable in Mainland China have been calculated at the rates of tax prevailing in Mainland China, based on existing legislation, interpretations and practices in respect thereof.

10. 稅項 (續)

10. TAX (Continued)

		2005 HK\$'000	2004 HK\$'000
集團：	Group:		
本年：	Current:		
香港：	Hong Kong:		
年內計提	Charge for the year	4,009	4,380
往年超額撥備	Overprovision in prior years	(485)	(154)
中國內地：	Mainland China:		
年內計提	Charge for the year	106	103
遞延稅項(附註24)	Deferred (note 24)	3,630	4,329
		(3,825)	-
年內稅項抵免/(計提)	Total tax charge/(credit) for the year	(195)	4,329

使用本公司及其附屬公司經營所在國家之法定稅率計算之除稅前溢利/(虧損)之適用稅項開支/(抵免)，與按實際稅率計算之稅項開支之對賬，以及法定稅率與實際稅率之對賬如下：

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax using the statutory rates for the countries in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the statutory tax rates to the effective tax rates, are as follows:

Group – 2005

集團 – 2005年

		Hong Kong 香港		Mainland China 中國內地		Total 總計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
除稅前溢利/(虧損)	Profit/(loss) before tax	58,439		(13,529)		44,910	
按法定稅率計算之稅項	Tax at the statutory tax rate	10,227	17.5	(4,464)	33.0	5,763	12.8
就過往年度當期稅項之調整	Adjustments in respect of current tax of prior years	(485)	(0.8)	-	-	(485)	(1.1)
就過往年度遞延稅項之調整	Adjustments in respect of deferred tax of prior years	(3,221)	(5.5)	-	-	(3,221)	(7.2)
免繳稅收入	Income not subject to tax	(1,054)	(1.8)	-	-	(1,054)	(2.3)
不可扣稅支出	Expenses not deductible for tax	1,421	2.4	4,719	(34.9)	6,140	13.7
抵銷過往年度產生之稅務虧損	Tax losses utilised from prior years	(16,364)	(28.0)	(1,435)	10.6	(17,799)	(39.6)
未確認之稅項虧損	Tax losses not recognised	-	-	285	(2.1)	285	0.6
未確認遞延稅項資產	Deferred tax assets not recognised	9,175	15.7	1,001	(7.4)	10,176	22.7
按本集團實際稅率計算之稅項支出/(抵免)	Tax charge/(credit) at the Group's effective rate	(301)	(0.5)	106	(0.8)	(195)	(0.4)

10. 稅項 (續)

10. TAX (Continued)

Group – 2004
集團 – 2004年

		Hong Kong 香港		Mainland China 中國內地		Total 總計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
除稅前虧損	Loss before tax	(26,118)		(31,245)		(57,363)	
按法定稅率計算之稅項	Tax at the statutory tax rate	(4,571)	17.5	(10,311)	33.0	(14,882)	25.9
中國應計收入之稅項	PRC tax on deemed income	–	–	101	(0.3)	101	(0.2)
就過往年度當期稅項之調整	Adjustments in respect of						
	current tax of prior years	(154)	0.6	–	–	(154)	0.3
免徵稅收入	Income not subject to tax	(38)	0.1	(330)	1.1	(368)	0.6
不可扣稅支出	Expenses not deductible						
	for tax	2,359	(9.0)	49	(0.2)	2,408	(4.2)
抵銷過往年度產生之稅務虧損	Tax losses utilised from						
	prior years	(11,961)	45.8	–	–	(11,961)	20.9
未確認之稅項虧損	Tax losses not recognised	15	(0.1)	10,594	(33.9)	10,609	(18.5)
未確認遞延稅項	Deferred tax assets not						
	recognised	18,576	(71.1)	–	–	18,576	(32.4)
按本集團實際稅率計算之 稅項支出	Tax charge at the Group's effective rate	4,226	(16.2)	103	(0.3)	4,329	(7.6)

11. 股東應佔正常業務之溢利／(虧損)
淨額

本公司財務報表內，截至2005年3月31日止年度內所處理之股東應佔正常業務之溢利淨額為港幣126,899,000元(2004年：港幣125,490,000元)(附註27(b))。

11. NET PROFIT/(LOSS) FROM ORDINARY ACTIVITIES
ATTRIBUTABLE TO SHAREHOLDERS

The net profit from ordinary activities attributable to shareholders for the year ended 31 March 2005 dealt with in the financial statements of the Company amounted to HK\$126,899,000 (2004: HK\$125,490,000) (note 27(b)).

12. 股息

12. DIVIDENDS

		Group and Company 集團及公司	
		2005 HK\$'000	2004 HK\$'000
中期－每股普通股港幣1仙 (2004年：無)	Interim – HK1 cent (2004: Nil) per ordinary share	11,638	–
中期特別－無(2004年： 每股普通股港幣1仙)	Interim special – Nil (2004: HK1 cent) per ordinary share	–	11,638
擬派末期－每股普通股 港幣2仙(2004年：無)	Proposed final – HK2 cents (2004: Nil) per ordinary share	23,277	–
擬派特別末期－每股普通股 港幣8仙(2004年：港幣10仙)	Proposed final special – HK8 cents (2004: HK10 cents) per ordinary share	93,106	116,383
		128,021	128,021

13. 每股盈利／（虧損）

計算每股基本及攤薄後盈利／（虧損）之依據為：

13. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share are based on:

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
盈利	Earnings		
用於計算每股基本及攤薄後盈利／（虧損）之股東應佔正常業務溢利／（虧損）淨額	Net profit/(loss) from ordinary activities attributable to shareholders used in basic and diluted earnings/(loss) per share calculations	45,345,000	(61,647,000)
股份	Shares		
用於計算每股基本盈利／（虧損）之年內已發行普通股加權平均數	Weighted average number of ordinary shares in issue during the year used in basic earnings/(loss) per share calculation	1,163,828,377	1,163,828,377
假設已發行尚未行使購股權於年內全數獲行使而以無作價方式發行之普通股加權平均數（附註）	Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all share options outstanding during the year (note)	-	-
用於計算每股攤薄後盈利／（虧損）之普通股加權平均數	Weighted average number of ordinary shares used in diluted earnings/(loss) per share calculation	1,163,828,377	1,163,828,377

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

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

14. 固定資產

14. FIXED ASSETS

Group
集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000	Furniture, fixtures and leasehold improvements 傢俬 裝置及租賃 物業裝修 HK\$'000	Machinery and equipment 機器及設備 HK\$'000	Motor vehicles 汽車 HK\$'000	Total 合計 HK\$'000
成本：	Cost:					
年初	At beginning of year	138,497	77,114	119,790	8,617	344,018
增加	Additions	–	6,915	8,048	–	14,963
出售	Disposals	–	(15,471)	(11,568)	(326)	(27,365)
於2005年 3月31日	At 31 March 2005	138,497	68,558	116,270	8,291	331,616
累積折舊及減值：	Accumulated depreciation and impairment:					
年初	At beginning of year	54,990	66,611	70,188	7,380	199,169
年內折舊撥備	Depreciation provided during the year	6,050	8,562	10,118	770	25,500
年內於損益賬 入賬之減值	Impairment during the year recognised in the profit and loss account	–	–	1,989	–	1,989
出售	Disposals	–	(15,063)	(6,447)	(327)	(21,837)
於2005年 3月31日	At 31 March 2005	61,040	60,110	75,848	7,823	204,821
賬面淨值：	Net book value:					
於2005年 3月31日	At 31 March 2005	77,457	8,448	40,422	468	126,795
於2004年 3月31日	At 31 March 2004	83,507	10,503	49,602	1,237	144,849

以下本集團土地及樓宇乃按下列租期持有：

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

		Hong Kong 香港 HK\$'000	Mainland China 中國內地 HK\$'000	Total 總計 HK\$'000
按原值：	At cost:			
長期租約	Long term leases	–	41,375	41,375
中期租約	Medium term leases	57,176	39,946	97,122
		57,176	81,321	138,497

14. 固定資產 (續)

14. FIXED ASSETS (Continued)

Company

公司

		Furniture, fixtures and leasehold improvements 傢俬、裝設及 租賃物業裝修 HK\$'000	Office equipment 公司設備 HK\$'000	Total 合計 HK\$'000
成本：	Cost:			
年初	At beginning of year	189	816	1,005
增加	Disposals	(189)	(816)	(1,005)
於2005年 3月31日	At 31 March 2005	–	–	–
累積折舊：	Accumulated depreciation:			
年初	At beginning of year	47	231	278
出售	Disposals	(47)	(231)	(278)
於2005年 3月31日	At 31 March 2005	–	–	–
賬面淨值：	Net book value:			
於2005年 3月31日	At 31 March 2005	–	–	–
於2004年 3月31日	At 31 March 2004	142	585	727

15. 投資物業

15. INVESTMENT PROPERTIES

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
年初	At beginning of year	35,900	3,919
自租賃土地及樓宇轉入	Transfer from leasehold land and buildings	–	29,275
轉撥至租賃土地及樓宇	Transfer to leasehold land and buildings	–	(669)
重估於股權直接確認入賬 之盈餘／(虧絀)	Surplus/(deficit) on revaluation recognised directly in equity	(50)	3,375
於3月31日，按估值	At 31 March, at valuation	35,850	35,900
按地區分析之賬面淨值：			
Analysis of net book value by geographical location:			
位於香港之中期租約物業	Medium term leasehold properties situated in Hong Kong	4,000	3,300
位於中國內地之中期租約物業	Medium term leasehold properties situated in Mainland China	31,850	32,600
於3月31日，按估值	At 31 March, at valuation	35,850	35,900

投資物業由獨立執行合資格估價師衡量行 (Chung, Chan & Associates) 於2005年3月31日根據現時用途按公開市價基準進行重估。投資物業已按經營租約租予第三者，其摘要資料已載於財務報表附註29(a)。

The investment properties were revalued on 31 March 2005 by independent professionally qualified valuers, Chung, Chan & Associates, on an open market, existing use basis. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 29(a) to the financial statements.

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

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

有關集團投資物業之進一步詳情載於本年報第84頁。

Further particulars of the Group's investment properties are set out on page 84 of the annual report.

16. 商譽

因收購附屬公司而列作資產入賬或於綜合資產負債表內確認之商譽數值如下：

16. GOODWILL

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

		Group 集團 HK\$'000
成本值：	Cost:	
於2004年4月1日及 2005年3月31日	At 1 April 2004 and 31 March 2005	43,936
累計攤銷：	Accumulated amortisation:	
於2004年4月1日	At 1 April 2004	5,861
年內撥備	Provided during the year	2,197
於2005年3月31日	At 31 March 2005	8,058
賬面淨值：	Net book value:	
於2005年3月31日	At 31 March 2005	35,878
於2004年3月31日	At 31 March 2004	38,075

17. 於附屬公司之權益

17. INTERESTS IN SUBSIDIARIES

		Company 公司	
		2005 HK\$'000	2004 HK\$'000
非上市股份，按原值	Unlisted shares, at cost	193,540	193,540
應收附屬公司之長期結餘	Long term balance due from a subsidiary	600,226	601,228
		793,766	794,768
應收附屬公司之短期結餘	Short term balance due from a subsidiary	116,383	116,383

應收附屬公司之長期結存為無抵押、免息且無須於未來12個月內償還。應收附屬公司之短期結存為無抵押、免息並須於要求時償還。

The long term balance due from a subsidiary is unsecured, interest-free and is not repayable within the next 12 months. The short term balance due from a subsidiary is unsecured, interest-free and repayable on demand.

17. 於附屬公司之權益 (續)

本集團主要附屬公司資料如下：

17. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and operations 成立／註冊地點 及營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本／註冊 資本面值	Percentage of equity attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Callas Investments Limited 嘉麗詩投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	–	100	Property holding 物業持有
China-Hongkong Photo Retail Limited 中港照相零售有限公司	British Virgin Islands/ Mainland China 英屬處女群島／ 中國	Ordinary US\$1 普通1美元	–	100	Investment holding 投資控股
C.Y. Sun Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary US\$10,000 普通10,000美元	100	–	Investment holding 投資控股
Fotomax (F.E.) Ltd. 快圖美(遠東)公司	Hong Kong 香港	Ordinary HK\$1,000,000 普通 港幣1,000,000元	–	100	Provision of photographic developing and processing services and retail of photographic merchandise 提供相片沖印服務及 攝影器材零售
Fuji Graphic Arts Products Co., Ltd.	Hong Kong 香港	Ordinary HK\$10,000 普通 港幣10,000元	–	100	Marketing and distribution of printing products 推廣及經銷印刷器材
Fuji Medical Products Limited	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	–	100	Marketing and distribution of medical imaging products 推廣及經銷醫療 影像產品

17. 於附屬公司之權益 (續)

17. INTERESTS IN SUBSIDIARIES (Continued)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本/註冊 資本面值	Percentage of equity attributable to the Company		Principal activities
			Direct 直接	Indirect 間接	
名稱	成立/註冊地點 及營業地點		本公司應佔股本 權益百分比		主要業務
Fuji Photo Products (China) Co., Limited	British Virgin Islands/ Hong Kong 英屬處女群島 /香港	Ordinary US\$10,000 普通 10,000美元	-	100	Purchase agent of photographic goods 採購攝影產品
Fuji Photo Products (China) Co., Ltd. 富士攝影器材 (中國)有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Marketing and distribution of photographic developing and processing products 推廣及經銷 照相沖印產品
Fuji Photo Products Company, Limited 富士攝影器材有限公司	Hong Kong 香港	Ordinary HK\$10,000,000 普通 港幣10,000,000元	-	100	Marketing and distribution of photographic developing and processing products 推廣及經銷攝影及沖印產品
Great Earnings Investments Limited 溢進投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
Imaging and Information Products Trading Limited 影像及資訊產品 貿易有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通 港幣1,000元	-	100	Marketing and distribution of photographic developing and processing products 推廣及經銷攝影及沖印產品
Majestic Income Limited 高息有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有

17. 於附屬公司之權益 (續)

17. INTERESTS IN SUBSIDIARIES (Continued)

Name 名稱	Place of incorporation/ registration and operations 成立／註冊地點 及營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通股 股本／註冊 資本面值	Percentage of equity attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Orderly Mind Enterprises Limited 精幹企業有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
Palace Glory Limited 滿堂有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
Pride High Company Limited 傲翔有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
Sky Rich (Asia) Limited 天富(亞洲)有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
Sky Year Resources Limited 天業資源有限公司	Hong Kong 香港	Ordinary HK\$2 普通 港幣2元	-	100	Property holding 物業持有
中商中港(上海) 國際貿易有限公司*	PRC/ Mainland China 中國/ 中國內地	Registered capital US\$300,000 註冊資本 300,000美元	-	100	Marketing and distribution of printing products in Mainland China 於中國推廣 及經銷沖印產品

* 該附屬公司是以外商獨資企業於中國註冊，並非由香港安永會計師事務所或安永國際成員公司核數。

* This subsidiary was registered as wholly-owned foreign investment enterprise in the PRC and is not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

17. 於附屬公司之權益 (續)

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

18. 於聯營公司之權益

17. INTERESTS IN SUBSIDIARIES (Continued)

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

18. INTEREST IN AN ASSOCIATE

		Group 集團	
		2005	2004
		HK\$'000	HK\$'000
應佔資產淨值	Share of net assets	8,580	—

聯營公司詳情如下：

Particulars of the associate are as follows:

Name	Business structure	Place of registration and operations	Percentage of ownership interest attributable to the Group 本集團應佔擁有權益百分比	Principal activities
名稱	業務架構	註冊及營運地點		主要業務
Fujifilm Medical Systems (Shanghai) Co., Ltd.	Corporate 企業	PRC/ Mainland China 中國／中國內地	20%	Marketing and distribution of medical products 推廣及分銷醫療產品

聯營公司之財務報表乃截至12月31日止財政年度，與本集團並不一致。本集團與聯營公司於2005年1月18日（聯營公司註冊成立日期）至2005年3月31日期間並無重大交易需要計入綜合財務報表中。

The financial statements of the associate, which has a financial year end date of 31 December, are non-coterminous with those of the Group. There was no material transaction between the associate and the Group companies between 18 January 2005 (date of incorporation of the associate) and 31 March 2005 which was required to be accounted for in the consolidated financial statements.

19. 存貨

集團存貨主要為供轉售之照相沖印產品。於結算日，集團所持存貨按可變現淨值計算為港幣 1,583,000元（2004年：港幣 19,490,000元）。

20. 應收賬項及票據

本集團與顧客之交易主要以賒賬方式進行，惟新客戶一般需要預先付款。顧客通常須於發票發出後30日內結賬，但部份長期顧客的賬期可延長至120日。每位客戶均有最高信貸限額，並由高級管理層批准。本集團致力嚴格控制未償還之應收賬款，並設有信貸控制部門以盡量減低信貸風險。高層管理人員定期檢視逾期賬款。

按逾期日計算，以下為扣除撥備後應收賬項及票據的賬齡分析：

19. INVENTORIES

The Group's inventories principally consist of photographic developing and processing products for resale. At the balance sheet date, the carrying amount of inventories carried at net realisable value was HK\$1,583,000 (2004: HK\$19,490,000).

20. TRADE AND BILLS RECEIVABLES

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

An aged analysis of the trade and bills receivables as at the balance sheet date, net of provision, based on the payment due date, is as follows:

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
即期至3個月	Current to 3 months	94,274	158,915
4至6個月	4 to 6 months	298	17,786
7至9個月	7 to 9 months	1,308	7,390
9個月以上	Over 9 months	501	70,890
		96,381	254,981

21. 現金及現金等值項目

21. CASH AND CASH EQUIVALENTS

		Group 集團		Company 公司	
		2005 HK\$'000	2004 HK\$'000	2005 HK\$'000	2004 HK\$'000
現金及銀行結餘	Cash and bank balances	332,771	225,218	845	932
定期存款	Time deposits	262,784	305,712	-	-
		595,555	530,930	845	932
減：長期定期存款	Less: Long term time deposits	(54,579)	(15,594)	-	-
現金及現金等值項目	Cash and cash equivalents	540,976	515,336	845	932

於結算日，本集團以人民幣計值之現金及銀行結餘約港幣26,919,000（2004年：約港幣39,852,000元）。人民幣並不能自由兌換為其他貨幣，惟根據中國內地之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過特許進行外匯業務之銀行將人民幣兌換為其他貨幣。

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$26,919,000 (2004: approximately HK\$39,852,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

22. 應付賬項及票據

根據購買貨品及獲得服務的日期計算，應付賬項的賬齡分析如下：

22. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables as at the balance sheet date, based on the date of goods purchased and services rendered, is as follows:

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
即期至3個月	Current to 3 months	41,336	70,900
3個月以上	Over 3 months	4,873	2,189
		46,209	73,089

23. 長期服務金撥備

23. PROVISION FOR LONG SERVICE PAYMENTS

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
於年初	At beginning of year	1,928	2,064
額外撥備	Additional provision	318	(19)
年內已動用金額	Amount utilised during the year	(51)	(117)
於3月31日	At 31 March	2,195	1,928

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

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

24. 遞延稅項

年內及往年遞延稅項資產變動如下：

24. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

遞延稅項負債

Deferred tax liabilities

Group
本集團

Accelerated tax
depreciation
遞增的稅項折舊
HK\$'000

於2003年4月1日、 2004年3月31日 及2004年4月1日	At 1 April 2003, 31 March 2004 and 1 April 2004	-
於損益賬扣除之遞延稅項 (附註10)	Deferred tax charged to the profit and loss account (note 10)	308
於2005年3月31日 之遞延稅項負債總額	Gross deferred tax liabilities at 31 March 2005	308

24. 遞延稅項 (續)

遞延稅項資產

Group

集團

24. DEFERRED TAX (Continued)

Deferred tax assets

		Provision for slow moving inventories 滯銷存貨之撥備 HK\$'000	Decelerated tax depreciation 遞減的稅項折舊 HK\$'000	Total 總計 HK\$'000
於2003年4月1日、 2004年3月31日 及2004年4月1日	At 1 April 2003, 31 March 2004 and 1 April 2004	–	–	–
計入損益賬之遞延稅項 (附註10)	Deferred tax credited to the profit and loss account (note 10)	(3,815)	(318)	(4,133)
於2005年3月31日 之遞延稅項資產總額	Gross deferred tax assets at 31 March 2005	(3,815)	(318)	(4,133)
於2005年3月31日 之遞延稅項資產淨額	Net deferred tax assets at 31 March 2005			(3,825)
於2004年3月31日 之遞延稅項資產淨額	Net deferred tax assets at 31 March 2004			–

於2005年3月31日，本集團香港之稅項虧損為港幣141,600,000元（2004年：港幣233,642,000元），可於往後任何期間用以抵銷產生虧損公司未來之應課稅溢利。由於遞延稅項資產乃於已有一段時間錄得虧損之附屬公司出現，故並未確認入賬。

於2005年3月31日，就本集團附屬公司若干不能免除之應付稅項而言，並無重大未入賬之遞延稅項負債（2004年：無），因集團並無責任在若該等款項經免除後付予額外稅款。

本公司向其股東發息之款項並無帶來所得稅後果。

At 31 March 2005, the Group had tax losses arising in Hong Kong of HK\$141,600,000 (2004: HK\$233,642,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries with uncertain future operating profit streams.

At 31 March 2005, there was no significant unrecognised deferred tax liability (2004: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries as the Group has no liability to additional tax should such amounts be remitted.

There are no income tax consequences attached to the payment of dividends by the Company to its shareholders.

25. 股本

25. SHARE CAPITAL

		2005 HK\$'000	2004 HK\$'000
法定：	Authorised:		
普通股2,000,000,000股 每股面值港幣一角	2,000,000,000 ordinary shares of HK\$0.10 each	200,000	200,000
已發行及繳足：	Issued and fully paid:		
普通股1,163,828,377股 每股面值港幣一角	1,163,828,377 ordinary shares of HK\$0.10 each	116,383	116,383

股份

本公司購股權計劃之詳情載於財務報表附註26。

Share options

Details of the Company's share option scheme are included in note 26 to the financial statements.

26. 購股權計劃

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

26. SHARE OPTION SCHEME

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

在公司於2002年8月30舉行之股東週年大會上，本公司股東通過一項普通決議案，以採納遵循經修訂之上市規則第17章規定之新購股權計劃（「新計劃」），以及終止本公司於1994年8月31日採納之舊購股權計劃（「舊計劃」）。舊計劃終止後，本公司不得再據此授出任何購股權，惟於舊計劃終止前授出之所有購股權繼續有效，並可根據舊計劃條文予以行使。

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

新計劃之合資格參與者，包括本公司之董事（包括獨立非執行董事）、本集團其他僱員、本集團貨品及服務供應商、本集團客戶、本集團持有股權之公司、任何向本集團提供研究、開發或其他技術支持的代理商、諮詢人、顧問、策略員、承包商、分包商、專家，或由本集團任何成員公司所發行之證券之持有人。

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

年內及過往年度，並無根據新計劃授出購股權。新計劃於2002年8月30生效，而除非被註銷或經修改，否則自該日起10年內仍然有效。

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

26. 購股權計劃 (續)

根據計劃，現時容許授出而尚未行使之最高數目購股權乃指於2002年8月30日行使時佔本公司不時已發行股份10%。於2005年3月31日，並無尚未行使之購股權。於任何12個月期間，根據授予新計劃各合資格參與者之購股權可發行股份之最高數目均限於本公司當時已發行股份之1%。在此限制之外授出購股權須在股東大會上獲得股東批准。

向本公司各董事、行政總裁或主要股東或彼等之任何聯繫人士授予購股權，須事先獲得獨立非執行董事批准。此外，倘於任何12個月授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權超逾本公司不時已發行股份之0.1%或總值(根據授出購股權當日本公司股份價格計算)超逾港幣5,000,000元，則須事先在股東大會上獲得股東批准。

授出購股權之要約可於要約日期起計28日內授納。接納購股權要約時須支付代價港幣1元。已授出購股權之行使期由董事釐定，於若干歸屬期後開始並於購股權要約日期起計不多於10年之某個日子後終止。

購股權之行使價由董事釐定，惟不得少於以下三者之最高者：(i)本公司股份於要約授出日期(必須為交易日)在聯交所之收市價；(ii)緊接要約授出日期前5個交易日本公司股份於聯交所之平均收市價；及(iii)本公司股份面值。

購股權並不授予持有人享有股息或於股東大會上投票之權力。

26. SHARE OPTION SCHEME (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at 30 August 2002. As at 31 March 2005, there were no outstanding share options. The maximum number of shares issuable under share options to each eligible participant in the New Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in advance in a general meeting.

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

The offer of a grant of share options may be accepted within 28 days from the date of the offer. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share option, which must be a trading date; (ii) the average Stock Exchange closing price of the Company's shares for the 5 trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

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

26. 購股權計劃 (續)

本年度內舊計劃之未行使購股權如下：

26. SHARE OPTION SCHEME (Continued)

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

Name or category of participant	Number of share option 購股權數目		At 31 March 2005	Date of grant of share options*	Exercise period of share options	Exercise price of share options** HK\$	Price of Company's shares*** 本公司股價***	
	At 1 April 2004	Lapsed during the year					At grant date of options HK\$	At exercise date of options HK\$
董事 孫大倫	1,000,000	(1,000,000)	-	21 June 2000 2000年 6月21日	21 June 2000 to 30 June 2004 2000年6月21日至 2004年6月30日	0.7568	0.97	-
鄧國榮	400,000	(400,000)	-	21 June 2000 2000年 6月21日	21 June 2000 to 30 June 2004 2000年6月21日至 2004年6月30日	0.7568	0.97	-
	1,400,000	(1,400,000)	-					
其他僱員，總額 Other employees, in aggregate	60,000	(60,000)	-	31 January 2000 2000年 1月31日	31 January 2000 to 30 June 2004 2000年1月31日至 2004年6月30日	0.7568	0.97	-
	1,460,000	(1,460,000)	-					

年內，共1,460,000份原授予若干董事及某些僱員之購股權已於超過行使期限後失效。

During the year, a total of 1,460,000 share options, originally granted to certain directors and employees, lapsed subsequent to the expiry of the exercise period.

因年內未有授出購股權，故不披露其理論價值。

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

* 購股權持有期由授出日開始，至行使期開始時結束。

* The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

** 購股權之行使價會視乎供股或發行紅股，或本公司股本出現類似變動而調整。

** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

*** 上表所披露本公司於購股權授出之日之股價指授出購股權日之前一個交易日，股份於聯交所之收市價。上表所披露本公司於購股權行使之日之股價指所披露類別內全部購股權行使時聯交所收市價之加權平均收市價。由於年內並無購股權被行使，故不披露此等資料。

*** The price of the Company's shares disclosed as at the date of the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options. The price of the Company's shares disclosed as at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure line. As no share options were exercised during the year, no disclosure of such information was made.

27. 儲備

(a) 集團

本集團儲備以及於本年及過往年度之變動，載於財務報表第41頁之綜合權益變動表。

(b) 公司

27. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 41 of the financial statements.

(b) Company

		Note	Share premium account 溢價賬 HK\$'000	Capital redemption reserve 資本贖回儲備 HK\$'000	Contributed surplus 實繳盈餘 HK\$'000	Retained profits 保留溢利 HK\$'000	Total 總額 HK\$'000
於2003年 4月1日	At 1 April 2003		478,773	1,619	193,340	5,273	679,005
年度溢利	Net profit for the year		-	-	-	125,490	125,490
中期特別股息	Interim special dividend	12	-	-	-	(11,638)	(11,638)
擬派末期特別股息	Proposed final special dividend	12	-	-	-	(116,383)	(116,383)
於2004年 3月31日 及2004年 4月1日	At 31 March 2004 and 1 April 2004		478,773	1,619	193,340	2,742	676,474
年度溢利	Net profit for the year		-	-	-	126,899	126,899
中期股息	Interim dividend	12	-	-	-	(11,638)	(11,638)
擬派末期股息	Proposed final dividend	12	-	-	-	(23,277)	(23,277)
擬派末期特別股息	Proposed final special dividend	12	-	-	-	(93,106)	(93,106)
於2005年 3月31日	At 31 March 2005		478,773	1,619	193,340	1,620	675,352

本公司實繳盈餘為本公司於收購附屬公司全部已發行股份時有關公司之綜合資產淨值及本公司因此而發行股份之面值之差額。根據百慕達1981年公司法(經修訂)的規定，本公司於若干情況下可將實繳盈餘分派予股東。

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

28. 或然負債

於結算日，於財務報表未撥備之或然負債如下：

		Group 集團		Company 公司	
		2005 HK\$'000	2004 HK\$'000	2005 HK\$'000	2004 HK\$'000
向附屬公司所獲銀行 信貸作出擔保	Guarantee of banking facilities granted to subsidiaries	-	-	764,000	669,000

本公司就附屬公司所獲銀行信貸而作出港幣764,000,000元之擔保，其中應付票據港幣6,891,000元（2004年：港幣10,052,000元）於結算日已獲附屬公司提用。

28. CONTINGENT LIABILITIES

At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

Out of the HK\$764,000,000 guarantee to banks of banking facilities granted to subsidiaries, bills payable of HK\$6,891,000 (2004: HK\$10,052,000) was utilised by the subsidiaries at the balance sheet date.

29. 經營租約安排

(a) 出租人

本集團根據經營租約安排租出其投資物業，經磋商訂定租期為2至9年。租約條款亦一般規定租戶須支付按金及根據當時市況定期調整租金。

於2005年3月31日，本集團就與租戶訂立之不可撤銷經營租約而可於未來收取之最低租金總額到期如下：

29. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from two to nine years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 March 2005, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		Group 本集團	
		2005 HK\$'000	2004 HK\$'000
1年內	Within one year	1,711	1,574
2至5年(包括首尾2年)	In the second to fifth years, inclusive	1,149	2,094
5年後	After five years	300	955
		3,160	4,623

29. 經營租約安排 (續)

(b) 承租人

本集團按經營租約安排承租若干零售門市物業，物業租期經磋商訂定為期1至5年。

於2005年3月31日，本集團就不可撤銷之經營租約而須於未來支付之最低租金總額到期如下：

29. OPERATING LEASE ARRANGEMENTS (Continued)

(b) As lessee

The Group leases certain of its retail outlets under operating lease arrangements. Leases for retail outlets are negotiated for terms ranging from one to five years.

At 31 March 2005, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 集團	
		2005 HK\$'000	2004 HK\$'000
1年內	Within one year	29,303	29,759
2至5年(包括首尾2年)	In the second to fifth years, inclusive	22,504	24,084
5年後	After five years	-	228
		51,807	54,071

於結算日，本公司並無任何經營租賃安排(2004年：無)。

At the balance sheet date, the Company did not have any operating lease arrangements (2004: Nil).

30. 財務報表之批准

本財務報表已於2005年7月14日經董事會批准及授權發布。

30. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 14 July 2005.