

## 1. GENERAL

The Company was incorporated in the Cayman Islands under the Companies Law (Revised) Chapter 22 of the Cayman Islands as an exempted company. The Company is a public limited company with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the business of manufacture and sale of liquid crystal display products and electronic consumer products including MP3 players, calculators, pagers and electronic components.

## 2. CHANGE IN ACCOUNTING POLICY

In the current year, the Group has adopted, for the first time, the Statement of Standard Accounting Practice ("SSAP") 12 (Revised) "Income Taxes" issued by the Hong Kong Society of Accountants.

The principal effect of the implementation of SSAP 12 (Revised) is in relation to deferred tax. In previous years, partial provision was made for deferred tax 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 tax 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. Details of the revised accounting policy are set out in note 3. In the absence of any specific transitional requirements in SSAP 12 (Revised) the new accounting policy has been applied retrospectively. Comparative amounts for 2002 have been restated accordingly.

## 1. 一般事項

本公司在開曼群島根據開曼群島法例第二十二章公司法例(經修訂)註冊成立為一間受豁免公司。本公司為一間公眾有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司乃投資控股公司，其附屬公司主要業務為製造及銷售液晶顯示器及電子消費產品，包括MP3播放機、計算機、傳呼機及電子零件。

## 2. 會計政策變動

本集團於本年度首次採納由香港會計師公會頒布之會計實務準則(「會計實務準則」)第12號(經修訂)「所得稅」。

實施會計實務準則第12號(經修訂)之主要影響涉及遞延稅項。於過往年度，遞延稅項乃使用收益表負債法作出部份撥備，即就所產生之時差確認負債，惟預期不會於可見將來撥回之時差則除外。會計實務準則第12號(經修訂)規定採納資產負債表負債法，據此，除有限之例外情況外，遞延稅項乃就財務報表內資產及負債賬面值與計算應課稅溢利所用之相應稅基兩者間之所有暫時差額予以確認。經修訂會計政策之詳情載於附註第3項。由於會計實務準則第12號(經修訂)並無任何特別過渡規定，故該項新會計政策已被追溯應用。因此，二零零二年之比較數字已經重列。

## 2. CHANGE IN ACCOUNTING POLICY (Continued)

As a result of this change in policy, the balance of retained profits at 1 January 2002 has been decreased by HK\$23,597,000, representing the cumulative effect of the change in policy on the results for periods prior to 1 January 2002. The change has resulted in increase in the profit of HK\$1,134,000 for the year ended 31 December 2003 (2002: increase in the profit of HK\$5,623,000).

## 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared in accordance with accounting policies generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

### Basis of consolidation

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

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.

### 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. 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 balance sheet.

## 2. 會計政策變動 (續)

由於會計政策有所變動，二零零二年一月一日之保留溢利結存減少23,597,000港元，乃二零零二年一月一日以前期間業績之政策變動之累積影響。該項變動導致截至二零零三年十二月三十一日止年度之溢利增加1,134,000港元(二零零二年：溢利增加5,623,000港元)。

## 3. 主要會計政策

財務報表乃根據歷史成本慣例而編製。

本財務報表依據香港一般採納之會計政策而編製。所採納之主要會計政策如下：

### 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司每年截至十二月三十一日止之財務報表。

年內收購及出售之附屬公司業績由其個別實際收購日期起或截至出售日期止(適用者)包括在綜合收益表內。

### 商譽

綜合賬目所產生之商譽指收購成本超出本集團在收購當日應佔附屬公司或聯營公司可識別資產及負債之公平價值之數額。

商譽會撥作資本，並按其可使用經濟年期以直線法攤銷。收購聯營公司所產生之商譽計入聯營公司之賬面值。收購附屬公司所產生之商譽於資產負債表中個別呈列。

**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 arising on acquisitions prior to 1 January 2001 continues to be held in reserves and will be credited to income at the time of disposal of the relevant subsidiary.

Negative goodwill arising on acquisitions on or after 1 January 2001 is presented as a deduction from assets. 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 subsidiaries is presented separately in the balance sheet as a deduction from assets.

**Investments in subsidiaries**

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

**Interest in an associate**

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 the associate less any identified impairment loss.

**3. 主要會計政策 (續)****負商譽**

負商譽指本集團在收購當日應佔附屬公司或聯營公司可識別資產及負債之公平價值超出收購成本之數額。

二零零一年一月一日之前收購附屬公司所產生之負商譽繼續存入儲備內，並會在出售有關附屬公司時計作收入。

二零零一年一月一日之後收購附屬公司而出現之負商譽會以扣減資產方式呈列。倘若負商譽因收購當日之預期會出現虧損或開支而產生，則負商譽將會在該等虧損或開支出現期間內轉撥往收入內。其餘之負商譽會在可識別之收購所得且會計算折舊之資產之餘下平均可使用年期內，以直線法確認為收入。倘若該負商譽超出收購所得並可識別之非貨幣資產之公平總值，則負商譽會即時確認為收入。

收購聯營公司所產生之負商譽自該聯營公司之賬面值中扣除。收購附屬公司所產生之負商譽則於資產負債表中個別呈列為自資產中扣除之項目。

**附屬公司之投資**

附屬公司之投資乃按成本值減去任何已識別之減值虧損，列入本公司之資產負債表內。

**聯營公司之權益**

綜合收益表納入本集團本年度應佔其聯營公司之收購後業績。在綜合資產負債表內，聯營公司之權益按本集團應佔該聯營公司資產淨值減去任何已識別之減值虧損列賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Revenue recognition**

Sale of goods is recognised when goods are delivered and title has passed.

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

Income from properties under operating leases is recognised on a straight-line basis over the relevant lease term.

**Property, plant and equipment**

Property, plant and equipment, other than properties under development, is stated at cost less depreciation and amortisation, and any identified impairment losses.

Depreciation is provided to write off the cost of plant and equipment, other than properties under development, over their estimated useful lives, using the reducing balance method, at the following rates per annum:

|                        |            |
|------------------------|------------|
| Furniture and fixtures | 15% to 50% |
| Plant and machinery    | 15% to 40% |
| Motor vehicles         | 25% to 45% |

The cost of buildings is depreciated over the shorter of forty years or the terms of the respective leases, whichever is the shorter, using the straight-line method. The cost of leasehold land is amortised over the remaining unexpired terms of the respective leases using the straight-line method.

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

3. 主要會計政策 (續)

**收益確認**

貨品之銷售收入乃在貨品已經付運及擁有權已轉移之情況下確認。

利息收入乃根據尚未償還之本金額採用適用利率按時間基準累計。

根據經營租約之物業所得之收入於有關租期內按直線法確認。

**物業、廠房及設備**

物業、廠房及設備(發展中物業除外)按成本值減折舊及攤銷,與及任何已識別之減值虧損入賬。

其他廠房及設備(發展中物業除外)之折舊乃採用餘額遞減法,按該等資產之估計可使用年期撇銷成本,各項折舊年率如下:

|       |         |
|-------|---------|
| 傢具及裝置 | 15%至50% |
| 設備及機器 | 15%至40% |
| 汽車    | 25%至45% |

樓宇成本採用直線法按四十年或有關租約年期之較短者計算折舊。租約土地則採用直線法於餘下之有關租約年期內予以攤銷。

出售或棄置資產時所產生之收益或虧損,乃該資產之銷售所得收入與賬面值之差額,並於收益表內確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****Properties under development**

Land and buildings in the course of development for production are carried at cost, less any identified impairment losses. Depreciation of these assets, on the same basis as other property within property, plant and equipment, commences when the assets are ready for their intended uses.

**Research and development expenditure**

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

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. The resultant asset is amortised on a straight-line basis over its estimated useful life.

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

**Trademarks**

Costs incurred in the registration of trademarks are capitalised and amortised on a straight-line basis over their estimated useful lives.

**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.

**3. 主要會計政策 (續)****發展中物業**

用作生產之發展中土地及樓宇均以成本值經減去任何已識別之減值虧損後入賬。當此等資產可作原定用途時，將與物業、廠房及設備內之其他物業以相同基準折舊。

**研究及發展支出**

研究活動之支出於發生之年度內在收益表內確認為支出。

發展支出所帶來內部產生之無形資產在已界定清楚之項目之發展成本預計可透過將來商業活動而得回時方予以確認。所得之資產乃採用直線法按其估計可使用年期攤銷。

凡未有任何內部產生之無形資產可予以確認時，發展支出會於發生之期間內確認為支出。

**商標**

商標註冊所需成本會撥作資本，並按其估計可用年期以直線法攤銷。

**減值**

本集團會於每個結算日審閱其資產之賬面值，判斷是否有跡象顯示該等資產蒙受任何減值虧損。倘若估計資產之可收回金額低於其賬面值，則資產賬面值須減低至其可收回金額。減值虧損會即時確認為支出。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****Impairment (Continued)**

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so 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.

**Taxation**

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

The tax currently payable is based on taxable profit for the year. 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 years, and it further excludes income statement items that are never taxable or deductible.

**3. 主要會計政策 (續)****減值 (續)**

凡減值虧損其後出現逆轉，則資產賬面值須調升至其經修訂之估計可收回金額，惟該調升之賬面值不得超逾假設以往年度並無確認任何資產減值虧損而釐定之賬面值。減值虧損逆轉會即時確認為收入。

**存貨**

存貨以成本值及可變現淨值兩者之較低值入賬。成本值以先入先出法計算。

**稅項**

所得稅支出指現時應付稅項與遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括已撥往其他年度之應課稅收入或可扣減支出項目，亦不包括可作免稅或不可扣稅之項目，故與收益表所列純利不同。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****Taxation (Continued)**

Deferred tax is the tax expected to be payable or recoverable on 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, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax 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 business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group 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.

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 profits will be available to allow all or part of the asset to be recovered.

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

**3. 主要會計政策 (續)****稅項 (續)**

遞延稅項為就財務報表資產與負債賬面值及計算應課稅溢利所用相應稅基兩者間之差額而應付或可收回之稅項，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，而遞延稅項資產則按可能出現可利用暫時差額扣稅之應課稅溢利時提撥。倘於一項交易中，因商譽(或負商譽)或因業務合併以外原因開始確認其他資產及負債而引致之暫時差額既不影響應課稅務溢利、亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按因附屬公司及聯營公司之投資所產生之應課稅暫時差額而確認，惟倘本集團可令暫時差額撥回及暫時差額有可能不會於可見將來撥回之情況則除外。

遞延稅項資產之賬面值於每個結算日作出審閱，並於沒可能會有足夠應課稅溢利恢復全部或部份資產價值時作出調減。

遞延稅項乃按預期於負債清償或資產變現之期間之適用稅率計算。遞延稅項於收益表中扣除或計入收益表，惟倘遞延稅項直接在股本權益中扣除或計入股本權益之情況(在此情況下遞延稅項亦會於股本權益中處理)則除外。

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)****Leased assets**

Leases are classified as finance leases when the terms of the lease 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 balances of the obligations for each accounting period.

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

**Foreign currencies**

Transactions in currencies other than Hong Kong dollars are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are included in net profit or loss for the period.

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

**3. 主要會計政策 (續)****租賃資產**

凡租約之條款基本上將資產擁有權之全部風險及回報轉由本集團承擔者，即歸類為融資租約。根據融資租約持有之資產，一概按其於收購當日之公平價值撥作資本。對租賃者之相應債務(扣除利息費用)乃於資產負債表內列作融資租約債務。融資費用乃租賃承擔總額與所購入資產公平價值之差額，於有關租約期內自收益表中扣除，以計出一項每個會計期間債務結餘之固定分期支出。

其他租約全部列作經營租約，而應繳或應收之租金則按直線法於個別租約期內於收益扣除或計入收益表。

**外幣**

以港元以外之貨幣結算之交易已按交易日之滙率初步紀錄。以港元以外之貨幣為結算單位之貨幣資產及負債則按結算日之滙率再次換算。滙兌損益撥入期內之溢利淨額或虧損淨額。

於綜合賬目時，本集團海外業務之資產與負債按結算日之適用率換算。收入及開支項目按期內之平均滙率換算。所產生之滙兌差額(如有)歸類為股本及轉撥至本集團之換算儲備。此等換算差額乃於出售業務之期間內確認為收入或支出。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs

Payments to the defined contribution retirement benefit schemes are charged as an expense as they fall due.

4. TURNOVER

Turnover represents the net proceeds received and receivable on the sale of goods during the year, and is analysed as follows:

|                                                  |                           | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|--------------------------------------------------|---------------------------|----------------------------------|----------------------------------|
| Sales of liquid crystal display ("LCD") products | 銷售液晶體顯示器<br>(「液晶體顯示器」) 產品 | 1,222,535                        | 737,257                          |
| Sales of electronic consumer products            | 銷售電子消費產品                  | 177,363                          | 119,829                          |
|                                                  |                           | <b>1,399,898</b>                 | 857,086                          |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into two operating divisions — LCD products and electronic consumer products. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

|                              |   |                                                              |
|------------------------------|---|--------------------------------------------------------------|
| LCD products                 | — | manufacture and distribution of LCD products                 |
| Electronic consumer products | — | manufacture and distribution of electronic consumer products |

3. 主要會計政策 (續)

退休福利計劃

就定額供款退休福利計劃作出之款項於到期日列為支出扣除。

4. 營業額

營業額指本年度銷售貨品之收訖及應收之款項淨額，其分析如下：

5. 業務及地區分類

業務分類

就管理目的而言，本集團目前經營兩大業務 — 液晶體顯示器產品與電子消費產品，本集團以此等分類作為呈報其主要分類資料之基準。

主要業務如下：

|          |   |               |
|----------|---|---------------|
| 液晶體顯示器產品 | — | 製造及分銷液晶體顯示器產品 |
| 電子消費產品   | — | 製造及分銷電子消費產品   |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

Segment information about these businesses is presented below:

5. 業務及地區分類 (續)

業務分類 (續)

此等業務之分類資料呈列如下：

| 2003                                     | 二零零三年                                              |                                                                     |                                       |       | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|------------------------------------------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|-------|---------------------------------------|
|                                          | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Eliminations<br>對銷<br>HK\$'000<br>千港元 |       |                                       |
| REVENUE                                  | 收益                                                 |                                                                     |                                       |       |                                       |
| External sales                           | 外銷                                                 | 1,222,535                                                           | 177,363                               | —     | 1,399,898                             |
| Inter-segment sales                      | 分類間之銷售                                             | 500                                                                 | —                                     | (500) | —                                     |
| Total revenue                            | 總收益                                                | 1,223,035                                                           | 177,363                               | (500) | 1,399,898                             |
| Inter-segment sales are charged at cost. |                                                    | 分類間之銷售按成本值進行。                                                       |                                       |       |                                       |
| RESULT                                   | 業績                                                 |                                                                     |                                       |       |                                       |
| Segment result                           | 分類業績                                               | 262,772                                                             | (20,004)                              | —     | 242,768                               |
| Interest income                          | 利息收入                                               |                                                                     |                                       |       | 1,280                                 |
| Unallocated other operating income       | 未分配之其他經營收入                                         |                                                                     |                                       |       | 14                                    |
| Unallocated corporate expenses           | 未分配之公司費用                                           |                                                                     |                                       |       | (730)                                 |
| Profit from operations                   | 經營溢利                                               |                                                                     |                                       |       | 243,332                               |
| Finance costs                            | 財務費用                                               |                                                                     |                                       |       | (9,665)                               |
| Share of results of an associate         | 應佔一家聯營公司業績                                         | —                                                                   | 713                                   | —     | 713                                   |
| Profit before taxation                   | 除稅前溢利                                              |                                                                     |                                       |       | 234,380                               |
| Income tax expense                       | 所得稅支出                                              |                                                                     |                                       |       | (41,731)                              |
| Net profit for the year                  | 本年度溢利                                              |                                                                     |                                       |       | 192,649                               |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued) 5. 業務及地區分類 (續)  
Business segments (Continued) 業務分類 (續)  
2003 二零零三年

BALANCE SHEET

資產負債表

|                                   |           | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|-----------------------------------|-----------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
| ASSETS                            | 資產        |                                                    |                                                                     |                                       |
| Segment assets                    | 分類資產      | 1,152,658                                          | 576,858                                                             | 1,729,516                             |
| Interest in an associate          | 一家聯營公司之權益 |                                                    | 1,172                                                               | 1,172                                 |
| Deferred tax assets               | 遞延稅項資產    |                                                    |                                                                     | 52                                    |
| Tax recoverable                   | 可收回稅項     |                                                    |                                                                     | 267                                   |
| Unallocated corporate assets      | 未分配之公司資產  |                                                    |                                                                     | 72                                    |
| Consolidated total assets         | 綜合資產總額    |                                                    |                                                                     | <u>1,731,079</u>                      |
| LIABILITIES                       | 負債        |                                                    |                                                                     |                                       |
| Segment liabilities               | 分類負債      | 265,577                                            | 34,805                                                              | 300,382                               |
| Tax liabilities                   | 稅項負債      |                                                    |                                                                     | 32,925                                |
| Deferred tax liabilities          | 遞延稅項負債    |                                                    |                                                                     | 16,892                                |
| Unallocated corporate liabilities | 未分配之公司負債  |                                                    |                                                                     | 385,648                               |
| Consolidated total liabilities    | 綜合負債總額    |                                                    |                                                                     | <u>735,847</u>                        |

OTHER INFORMATION

其他資料

|                                                                |                      | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|----------------------------------------------------------------|----------------------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
| Capital additions                                              | 增加資本                 | 198,155                                            | 58,753                                                              | 256,908                               |
| Depreciation and amortisation                                  | 折舊及攤銷                | 57,315                                             | 30,716                                                              | 88,031                                |
| Loss on disposal/write-off of<br>property, plant and equipment | 出售/撇銷物業、<br>廠房及設備之虧損 | 15,770                                             | 583                                                                 | 16,353                                |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

2002

5. 業務及地區分類 (續)

業務分類 (續)

二零零二年

|                                             |                   | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Eliminations<br>對銷<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|---------------------------------------------|-------------------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| REVENUE                                     | <b>收益</b>         |                                                    |                                                                     |                                       |                                       |
| External sales                              | 外銷                | 737,257                                            | 119,829                                                             | —                                     | 857,086                               |
| Inter-segment sales                         | 分類間之銷售            | 1,070                                              | —                                                                   | (1,070)                               | —                                     |
| <b>Total revenue</b>                        | <b>總收益</b>        | <b>738,327</b>                                     | <b>119,829</b>                                                      | <b>(1,070)</b>                        | <b>857,086</b>                        |
| Inter-segment sales<br>are charged at cost. | 分類間之銷售<br>按成本值進行。 |                                                    |                                                                     |                                       |                                       |
| RESULT                                      | <b>業績</b>         |                                                    |                                                                     |                                       |                                       |
| Segment result                              | 分類業績              | 133,694                                            | (13,011)                                                            | —                                     | 120,683                               |
| Interest income                             | 利息收入              |                                                    |                                                                     |                                       | 1,289                                 |
| Unallocated other operating income          | 未分配之其他經營收入        |                                                    |                                                                     |                                       | 14                                    |
| Unallocated corporate expenses              | 未分配之公司費用          |                                                    |                                                                     |                                       | (689)                                 |
| Profit from operations                      | 經營溢利              |                                                    |                                                                     |                                       | 121,297                               |
| Finance costs                               | 財務費用              |                                                    |                                                                     |                                       | (10,299)                              |
| Share of results of an associate            | 應佔一家聯營公司業績        | —                                                  | 156                                                                 | —                                     | 156                                   |
| Profit before taxation                      | 除稅前溢利             |                                                    |                                                                     |                                       | 111,154                               |
| Income tax expense                          | 所得稅支出             |                                                    |                                                                     |                                       | (7,318)                               |
| Net profit for the year                     | 本年度溢利             |                                                    |                                                                     |                                       | <b>103,836</b>                        |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

2002

BALANCE SHEET

|                                   |           | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|-----------------------------------|-----------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
| <b>ASSETS</b>                     | <b>資產</b> |                                                    |                                                                     |                                       |
| Segment assets                    | 分類資產      | 722,067                                            | 530,370                                                             | 1,252,437                             |
| Interest in an associate          | 一家聯營公司之權益 | —                                                  | 620                                                                 | 620                                   |
| Deferred tax assets               | 遞延稅項資產    |                                                    |                                                                     | 350                                   |
| Unallocated corporate assets      | 未分配之公司資產  |                                                    |                                                                     | 48                                    |
| Consolidated total assets         | 綜合資產總額    |                                                    |                                                                     | <u>1,253,455</u>                      |
| <b>LIABILITIES</b>                | <b>負債</b> |                                                    |                                                                     |                                       |
| Segment liabilities               | 分類負債      | 84,379                                             | 21,137                                                              | 105,516                               |
| Tax liabilities                   | 稅項負債      |                                                    |                                                                     | 22,961                                |
| Deferred tax liabilities          | 遞延稅項負債    |                                                    |                                                                     | 18,324                                |
| Unallocated corporate liabilities | 未分配之公司負債  |                                                    |                                                                     | 242,917                               |
| Consolidated total liabilities    | 綜合負債總額    |                                                    |                                                                     | <u>389,718</u>                        |

OTHER INFORMATION

其他資料

|                                                 |               | LCD<br>products<br>液晶體<br>顯示器產品<br>HK\$'000<br>千港元 | Electronic<br>consumer<br>products<br>電子消費<br>產品<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|-------------------------------------------------|---------------|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
| Capital additions                               | 增加資本          | 35,420                                             | 33,563                                                              | 68,983                                |
| Depreciation and amortisation                   | 折舊及攤銷         | 52,768                                             | 27,053                                                              | 79,821                                |
| Loss on write-off of<br>development expenditure | 撇銷發展<br>支出之虧損 | —                                                  | 7,708                                                               | 7,708                                 |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segments

The Group's manufacturing operation is located in the People's Republic of China other than Hong Kong (the "PRC"). The sales and marketing functions are located at all reportable segments as listed below.

The turnover of the Group, analysed by geographical segments, is as follows:

5. 業務及地區分類 (續)

地區分類

本集團之製造業務位於中華人民共和國(「中國」，不包括香港)，銷售及市場推廣業務則位於下文所呈列之所有地區。

本集團之營業額按地區分類之分析如下：

|             |    | Turnover by geographical segments<br>按地區分類之營業額 |                                  |
|-------------|----|------------------------------------------------|----------------------------------|
|             |    | 2003<br>二零零三年<br>HK\$'000<br>千港元               | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| The PRC     | 中國 | 735,278                                        | 213,817                          |
| South Korea | 南韓 | 204,505                                        | 206,426                          |
| Japan       | 日本 | 186,736                                        | 143,657                          |
| Hong Kong   | 香港 | 102,822                                        | 115,948                          |
| Europe      | 歐洲 | 73,083                                         | 72,370                           |
| Others      | 其他 | 97,474                                         | 104,868                          |
|             |    | <b>1,399,898</b>                               | 857,086                          |

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segments (Continued)

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

5. 業務及地區分類 (續)

地區分類 (續)

以下是按資產所在地區分析之分類資產賬面值以及添置之物業、廠房及設備以及無形資產：

|           |    | Carrying amount of segment assets<br>分類資產賬面值 |                                  | Additions to property, plant and equipment and intangible assets<br>物業、廠房及設備以及無形資產之添置 |                                  |
|-----------|----|----------------------------------------------|----------------------------------|---------------------------------------------------------------------------------------|----------------------------------|
|           |    | 2003<br>二零零三年<br>HK\$'000<br>千港元             | 2002<br>二零零二年<br>HK\$'000<br>千港元 | 2003<br>二零零三年<br>HK\$'000<br>千港元                                                      | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| The PRC   | 中國 | 1,274,992                                    | 839,141                          | 223,727                                                                               | 63,392                           |
| Hong Kong | 香港 | 431,603                                      | 393,821                          | 32,902                                                                                | 5,133                            |
| Europe    | 歐洲 | 13,250                                       | 8,909                            | 244                                                                                   | 300                              |
| Others    | 其他 | 11,234                                       | 11,584                           | 35                                                                                    | 158                              |
|           |    | <b>1,731,079</b>                             | 1,253,455                        | <b>256,908</b>                                                                        | 68,983                           |

## NOTES TO THE FINANCIAL STATEMENTS | 財務報表附註

For the year ended 31 December 2003 截至二零零三年十二月三十一日止年度

### 6. PROFIT FROM OPERATIONS

### 6. 經營溢利

|                                                             |                       | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|-------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|
| Profit from operations has been arrived at after charging:  | 經營溢利<br>已扣除：          |                                  |                                  |
| Depreciation and amortisation on:                           | 折舊及攤銷：                |                                  |                                  |
| Owned assets                                                | 自置資產                  | 77,576                           | 61,038                           |
| Assets held under finance leases                            | 根據融資租約持有之資產           | 9,389                            | 17,684                           |
|                                                             |                       | <b>86,965</b>                    | 78,722                           |
| Staff costs, inclusive of directors' remuneration (Note):   | 員工成本(包括董事<br>酬金)(附註)： |                                  |                                  |
| Salaries and other benefits                                 | 薪金及其他福利               | 119,226                          | 98,258                           |
| Retirement benefits scheme contributions                    | 退休福利計劃供款              | 4,131                            | 2,507                            |
| Less: amount capitalised as development expenditure         | 減：資本化為發展<br>支出之款項     | —                                | (3,715)                          |
|                                                             |                       | <b>123,357</b>                   | 97,050                           |
| Amortisation on:                                            | 攤銷：                   |                                  |                                  |
| Development expenditure included in cost of sales           | 發展支出<br>(計入銷售成本)      | 790                              | 897                              |
| Trademarks included in administrative expenses              | 商標(計入行政<br>費用)        | 217                              | 202                              |
| Goodwill included in administrative expenses                | 商譽(計入行政<br>費用)        | 59                               | —                                |
|                                                             |                       | <b>1,066</b>                     | 1,099                            |
| Auditors' remuneration                                      | 核數師酬金                 | 1,017                            | 1,021                            |
| Loss on disposal/write off of property, plant and equipment | 出售／撇銷物業、廠房及<br>設備之虧損  | 16,353                           | 2,353                            |
| Loss on write-off of development expenditure                | 撇銷發展支出<br>之虧損         | —                                | 7,708                            |
| Operating lease rental in respect of:                       | 經營租約租金來自：             |                                  |                                  |
| rented premises                                             | 租賃物業                  | 2,449                            | 1,860                            |
| other equipment                                             | 利息收入                  | 516                              | 389                              |
| and after crediting:                                        | 並撥回：                  |                                  |                                  |
| Interest income                                             | 利息收入                  | 1,280                            | 1,289                            |
| Net foreign exchange gain                                   | 外匯收益淨額                | 197                              | 3,879                            |
| Rental income, with negligible outgoings                    | 租金收入<br>(包括小額支銷)      | 509                              | 450                              |

**6. PROFIT FROM OPERATIONS (Continued)**

Note: Included in staff costs of HK\$123,357,000 (2002: HK\$97,050,000) are expenses on research and development activities amounting to HK\$8,914,000 (2002: HK\$5,745,000).

**6. 經營溢利 (續)**

附註：員工成本123,357,000港元(二零零二年：97,050,000港元)包括研究及發展活動開支8,914,000港元(二零零二年：5,745,000港元)。

**7. FINANCE COSTS**

**7. 財務費用**

|                                                    |                | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|----------------------------------------------------|----------------|----------------------------------|----------------------------------|
| Interest on:                                       | 利息：            |                                  |                                  |
| Bank borrowings wholly repayable within five years | 須於五年內全部償還之銀行借貸 | 8,473                            | 7,844                            |
| Finance leases                                     | 融資租約           | 1,192                            | 2,455                            |
|                                                    |                | <b>9,665</b>                     | <b>10,299</b>                    |

**8. DIRECTORS' REMUNERATION**

**8. 董事酬金**

|                                                   |               | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|---------------------------------------------------|---------------|----------------------------------|----------------------------------|
| Directors' fees:                                  | 董事袍金：         |                                  |                                  |
| Executives                                        | 執行            | —                                | —                                |
| Non-executive                                     | 非執行           | 50                               | 50                               |
| Independent non-executives                        | 獨立非執行         | 40                               | 40                               |
| Other emoluments paid to the executive directors: | 支付予執行董事之其他酬金： |                                  |                                  |
| Salaries and other benefits                       | 薪金及其他福利       | 6,442                            | 5,104                            |
| Performance related incentive payments            | 與業績掛鈎之獎金      | 7,792                            | 8,596                            |
| Contributions to retirement benefit scheme        | 退休福利計劃供款      | 72                               | 72                               |
|                                                   |               | <b>14,396</b>                    | <b>13,862</b>                    |

**8. DIRECTORS' REMUNERATION (Continued)**

Emoluments of the directors were within the following bands:

|                                 |                          | 2003<br>二零零三年<br>Number of<br>directors<br>董事數目 | 2002<br>二零零二年<br>Number of<br>directors<br>董事數目 |
|---------------------------------|--------------------------|-------------------------------------------------|-------------------------------------------------|
| Nil to HK\$1,000,000            | 零港元至1,000,000港元          | 3                                               | 3                                               |
| HK\$1,000,001 to HK\$1,500,000  | 1,000,001港元至1,500,000港元  | 1                                               | —                                               |
| HK\$1,500,001 to HK\$2,000,000  | 1,500,001港元至2,000,000港元  | 2                                               | 1                                               |
| HK\$2,000,001 to HK\$2,500,000  | 2,000,001港元至2,500,000港元  | —                                               | 1                                               |
| HK\$9,500,001 to HK\$10,000,000 | 9,500,001港元至10,000,000港元 | 1                                               | 1                                               |

**8. 董事酬金 (續)**

董事酬金之金額介乎：

**9. EMPLOYEES' EMOLUMENTS**

Of the five individuals with the highest emoluments in the Group, three (2002: three) were directors of the Company whose emoluments are set out in note 8 above. The emoluments of the remaining two (2002: two) individuals were as follows:

**9. 僱員酬金**

本集團五名最高薪酬人士包括三名(二零零二年：三名)本公司之董事，其酬金詳情已載於上文附註第八項。其餘兩名(二零零二年：兩名)僱員之酬金如下：

|                                            |          | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|--------------------------------------------|----------|----------------------------------|----------------------------------|
| Salaries and other benefits                | 薪金及其他福利  | 2,985                            | 1,980                            |
| Performance related incentive payments     | 與業績掛鈎之獎金 | 1,600                            | 2,000                            |
| Contributions to retirement benefit scheme | 退休福利計劃供款 | 36                               | 36                               |
|                                            |          | <b>4,621</b>                     | <b>4,016</b>                     |

9. EMPLOYEES' EMOLUMENTS (Continued)

Their emoluments were within the following bands:

9. 僱員酬金 (續)

有關僱員酬金之金額介乎：

|                                |                         | 2003<br>二零零三年<br>Number of<br>employees<br>僱員數目 | 2002<br>二零零二年<br>Number of<br>employees<br>僱員數目 |
|--------------------------------|-------------------------|-------------------------------------------------|-------------------------------------------------|
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | —                                               | 1                                               |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001港元至2,500,000港元 | 2                                               | —                                               |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001港元至3,000,000港元 | —                                               | 1                                               |

10. INCOME TAX EXPENSE

10. 所得稅支出

|                                                           |                 | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------|-----------------|----------------------------------|----------------------------------|
| Current tax:                                              | 即期稅項：           |                                  |                                  |
| Hong Kong                                                 | 香港              | 15,660                           | 11,389                           |
| PRC                                                       | 中國              | 22,220                           | —                                |
| Other jurisdictions                                       | 其他司法權區          | 632                              | 1,574                            |
|                                                           |                 | <b>38,512</b>                    | 12,963                           |
| Under(over) provision in prior years:                     | 以往年度撥備不足(超額撥備)： |                                  |                                  |
| Hong Kong                                                 | 香港              | 4,192                            | (58)                             |
| Deferred tax (Note 24):                                   | 遞延稅項(附註第24項)：   |                                  |                                  |
| Current year                                              | 本年度             | (2,800)                          | (5,623)                          |
| Attributable to a change in tax rate                      | 稅率變動所產生         | 1,666                            | —                                |
|                                                           |                 | <b>(1,134)</b>                   | (5,623)                          |
| Taxation attributable to the Company and its subsidiaries | 本公司及其附屬公司應佔之稅項  | 41,570                           | 7,282                            |
| Share of taxation attributable to an associate            | 一家聯營公司應佔稅項      | 161                              | 36                               |
|                                                           |                 | <b>41,731</b>                    | 7,318                            |

**10. INCOME TAX EXPENSE (Continued)**

Hong Kong Profits Tax is calculated at 17.5% (2002: 16%) of the estimated assessable profit for the year. In June 2003, the Hong Kong Profits Tax rate was increased from 16% to 17.5% with effect from the 2003/2004 year of assessment. The effect of this increase has been reflected in the calculation of current and deferred tax balances at 31 December 2003.

Pursuant to the relevant laws and regulations in the PRC, one of the Company's PRC subsidiaries, 廣東省汕尾市信利半導體有限公司, is entitled to exemption from PRC enterprise income tax for the first two years commencing from its first profit-making year of operation and thereafter, this PRC subsidiary will be entitled to a 50% relief from PRC enterprise income tax for the following three years. The year ended 31 December 2001 is the company's first profit making year. The Company is entitled to a 50% relief starting from current year. For the other PRC subsidiaries with assessable profit for the year, provision for PRC enterprise income tax has been made at the rate of 27%.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

**10. 所得稅出支 (續)**

香港利得稅乃根據年內之估計應課稅溢利按 17.5% (二零零二年：16%) 之稅率計算。於二零零三年六月，香港利得稅由 16% 增加至 17.5%，自二零零三／二零零四年課稅年度起生效。此項增加之影響已於計算二零零三年十二月三十一日之即期及遞延稅項結存時反映。

根據中國相關法律及規例，本公司其中一家中國附屬公司廣東省汕尾市信利半導體有限公司有權於首個獲利之營運年度起計首兩年獲豁免中國企業所得稅，並於其後三年享有中國企業所得稅 50% 寬減。該公司首個獲利年度為截至二零零一年十二月三十一日止年度。本公司有權由本年度起享有中國企業所得稅 50% 寬減。至於在本年度錄得應課稅溢利之其他中國附屬公司，中國企業所得稅乃按 27% 之稅率作出撥備。

於其他司法權區所產生之稅項乃根據有關司法權區適用之稅率計算。

10. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the profit before taxation per the income statement as follows:

10. 所得稅支出 (續)

本年度之稅項支出與收益表之除稅前溢利之對賬如下：

|                                                                                              |                                  | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|----------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Profit before taxation                                                                       | 除稅前溢利                            | 234,380                          | 111,154                          |
| Tax at the domestic income tax rate of 17.5% (2002: 16%)                                     | 根據本地所得稅稅率17.5% (二零零二年：16%) 計算之稅項 | 41,017                           | 17,785                           |
| Tax effect of share of results of an associate                                               | 應佔一家聯營公司業績之稅務影響                  | 37                               | 11                               |
| Tax effect of expenses not deductible for tax purpose                                        | 不可扣稅支出之稅務影響                      | 1,391                            | 1,351                            |
| Tax effect of income not taxable for tax purpose                                             | 不可課稅收入之稅務影響                      | (53)                             | (1,670)                          |
| Under(over) provision in respect of prior year                                               | 以往年度撥備不足(超額撥備)                   | 4,192                            | (58)                             |
| Tax effect of tax losses not recognised                                                      | 未確認稅務虧損之稅務影響                     | 2,263                            | 695                              |
| Utilisation of tax losses previously not recognised                                          | 動用以往未確認之稅務虧損                     | (469)                            | —                                |
| Effect of tax concession granted to PRC subsidiaries                                         | 中國附屬公司獲授稅務優惠之影響                  | (21,859)                         | (11,904)                         |
| Increase in opening deferred tax liability resulting from an increase in applicable tax rate | 因適用稅率增加而引致之期初遞延稅項負債增加            | 1,666                            | —                                |
| Effect of different tax rates of subsidiaries operating in other jurisdictions               | 於其他司法權區經營之附屬公司稅率不同之影響            | 12,989                           | 1,129                            |
| Others                                                                                       | 其他                               | 557                              | (21)                             |
| Tax expense for the year                                                                     | 本年度稅項支出                          | 41,731                           | 7,318                            |

11. DIVIDENDS

11. 股息

|                                                                        |                               | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|------------------------------------------------------------------------|-------------------------------|----------------------------------|----------------------------------|
| Interim dividend paid of 7 HK cents<br>(2002: 5 HK cents) per share    | 已派發中期股息每股7港仙<br>(二零零二年：5港仙)   | <b>31,098</b>                    | 22,213                           |
| Final dividend proposed of 12 HK cents<br>(2002: 7 HK cents) per share | 建議派發末期股息每股12港仙<br>(二零零二年：7港仙) | <b>53,311</b>                    | 31,098                           |
|                                                                        |                               | <b>84,409</b>                    | 53,311                           |

The final dividend of 12 HK cents (2002: 7 HK cents) per share, amounting to HK\$53,311,000, had been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

末期股息每股12港仙(二零零二年：7港仙)，達53,311,000港元已由董事建議，並須經由股東於應屆股東週年大會上批准。

**12. EARNINGS PER SHARE**

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

**12. 每股盈利**

每股基本盈利及每股攤薄盈利乃按下列數據計算：

|                                                                                           |                      | 2003<br>二零零三年<br>HK\$'000<br>千港元           | 2002<br>二零零二年<br>HK\$'000<br>千港元           |
|-------------------------------------------------------------------------------------------|----------------------|--------------------------------------------|--------------------------------------------|
| Earnings for the purposes of basic and diluted earnings per share                         | 用作計算每股基本盈利及每股攤薄盈利之盈利 | <b>192,649</b>                             | 103,836                                    |
|                                                                                           |                      | 2003<br>二零零三年<br>Number of<br>shares<br>股數 | 2002<br>二零零二年<br>Number of<br>shares<br>股數 |
| Weighted average number of ordinary shares for the purposes of basic earnings per share   | 用作計算每股基本盈利之加權平均普通股數目 | <b>444,259,527</b>                         | 444,259,527                                |
| Effect of dilutive potential ordinary shares — share options                              | 購股權之潛在普通股攤薄影響        | <b>13,454,880</b>                          | 3,756,804                                  |
| Weighted average number of ordinary shares for the purposes of diluted earnings per share | 用作計算每股攤薄盈利之加權平均普通股數目 | <b>457,714,407</b>                         | 448,016,331                                |

The adjustment to comparative basic and diluted earnings per share, arising from the change in accounting policy shown in note 2 above, is as follows:

因上文附註第2項所述之會計政策變動而引致之每股基本盈利及每股攤薄盈利比較數字調整如下：

|                                                            |                         | Basic<br>基本<br>HK cents<br>港仙 | Diluted<br>攤薄<br>HK cents<br>港仙 |
|------------------------------------------------------------|-------------------------|-------------------------------|---------------------------------|
| Reconciliation of 2002 earnings per shares:                | 二零零二年每股盈利之對賬：           |                               |                                 |
| Reported figures before adjustments                        | 調整前所報數字                 | 22.1                          | 21.9                            |
| Adjustments arising from the adoption of SSAP 12 (Revised) | 因採納會計實務準則第12號(經修訂)而作出調整 | 1.3                           | 1.3                             |
| Restated                                                   | 重列                      | <b>23.4</b>                   | <b>23.2</b>                     |

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

|                                          |                           | Properties<br>under<br>development<br>發展中<br>物業<br>HK\$'000<br>千港元 | Land and<br>buildings<br>土地及<br>樓宇<br>HK\$'000<br>千港元 | Furniture<br>and<br>fixtures<br>傢俬及<br>裝置<br>HK\$'000<br>千港元 | Plant and<br>machinery<br>廠房及<br>機器<br>HK\$'000<br>千港元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|------------------------------------------|---------------------------|--------------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------|--------------------------------|
| <b>THE GROUP</b>                         | <b>本集團</b>                |                                                                    |                                                       |                                                              |                                                        |                                            |                                |
| <b>COST</b>                              | <b>成本值</b>                |                                                                    |                                                       |                                                              |                                                        |                                            |                                |
| At 1 January 2003                        | 於二零零三年一月一日                | 45,656                                                             | 333,955                                               | 55,624                                                       | 793,915                                                | 10,575                                     | 1,239,725                      |
| Currency realignment                     | 貨幣調整                      | —                                                                  | —                                                     | 188                                                          | —                                                      | —                                          | 188                            |
| Reclassification                         | 重新分類                      | (18,409)                                                           | 18,409                                                | —                                                            | —                                                      | —                                          | —                              |
| Additions                                | 添置                        | 15,140                                                             | 561                                                   | 4,899                                                        | 202,240                                                | 1,271                                      | 224,111                        |
| Disposals/write-off                      | 出售/撇銷                     | —                                                                  | —                                                     | (220)                                                        | (31,638)                                               | (828)                                      | (32,686)                       |
| <b>At 31 December 2003</b>               | <b>於二零零三年<br/>十二月三十一日</b> | <b>42,387</b>                                                      | <b>352,925</b>                                        | <b>60,491</b>                                                | <b>964,517</b>                                         | <b>11,018</b>                              | <b>1,431,338</b>               |
| <b>DEPRECIATION AND<br/>AMORTISATION</b> | <b>折舊及攤銷</b>              |                                                                    |                                                       |                                                              |                                                        |                                            |                                |
| At 1 January 2003                        | 於二零零三年一月一日                | —                                                                  | 56,412                                                | 33,694                                                       | 441,146                                                | 7,760                                      | 539,012                        |
| Currency realignment                     | 貨幣調整                      | —                                                                  | —                                                     | 127                                                          | —                                                      | —                                          | 127                            |
| Provided for the year                    | 本年度撥備                     | —                                                                  | 8,554                                                 | 4,119                                                        | 73,140                                                 | 1,152                                      | 86,965                         |
| Eliminated on disposals/<br>write-off    | 出售/撇銷對銷                   | —                                                                  | —                                                     | (33)                                                         | (15,868)                                               | (422)                                      | (16,323)                       |
| <b>At 31 December 2003</b>               | <b>於二零零三年<br/>十二月三十一日</b> | <b>—</b>                                                           | <b>64,966</b>                                         | <b>37,907</b>                                                | <b>498,418</b>                                         | <b>8,490</b>                               | <b>609,781</b>                 |
| <b>NET BOOK VALUES</b>                   | <b>賬面淨值</b>               |                                                                    |                                                       |                                                              |                                                        |                                            |                                |
| <b>At 31 December 2003</b>               | <b>於二零零三年<br/>十二月三十一日</b> | <b>42,387</b>                                                      | <b>287,959</b>                                        | <b>22,584</b>                                                | <b>466,099</b>                                         | <b>2,528</b>                               | <b>821,557</b>                 |
| At 31 December 2002                      | 於二零零二年<br>十二月三十一日         | 45,656                                                             | 277,543                                               | 21,930                                                       | 352,769                                                | 2,815                                      | 700,713                        |

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

13. 物業、廠房及設備 (續)

|                                                                             |                   | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------------|-------------------|----------------------------------|----------------------------------|
| The net book value of the Group's property interests shown above comprises: | 上述本集團物業權益之賬面淨值包括： |                                  |                                  |
| Leasehold properties in Hong Kong held under medium term leases             | 根據中期租約在香港持有之租賃物業  | 8,225                            | 8,479                            |
| Leasehold properties in the PRC held under medium term leases               | 根據中期租約在中國持有之租賃物業  | 279,734                          | 269,064                          |
|                                                                             |                   | <b>287,959</b>                   | 277,543                          |
| Properties under development in the PRC held under medium term leases       | 根據中期租約在中國持有之發展中物業 | 42,387                           | 45,656                           |
|                                                                             |                   | <b>330,346</b>                   | 323,199                          |

The net book value of plant and machinery includes an amount of HK\$45,459,169 (2002: HK\$100,208,000) in respect of assets held under finance leases.

廠房及機器賬面淨值包括根據融資租約而持有之一筆為數45,459,169港元(二零零二年: 100,208,000港元)之資產。

14. INTANGIBLE ASSETS

14. 無形資產

|                        |               | Development<br>expenditure<br>發展支出<br>HK\$'000<br>千港元 | Trademarks<br>商標<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|------------------------|---------------|-------------------------------------------------------|-------------------------------------|--------------------------------|
| <b>THE GROUP</b>       | <b>本集團</b>    |                                                       |                                     |                                |
| <b>COST</b>            | <b>成本值</b>    |                                                       |                                     |                                |
| At 1 January 2003      | 於二零零三年一月一日    | 18,452                                                | 2,421                               | 20,873                         |
| Additions              | 增加            | 31,982                                                | 225                                 | 32,207                         |
| At 31 December 2003    | 於二零零三年十二月三十一日 | 50,434                                                | 2,646                               | 53,080                         |
| <b>AMORTISATION</b>    | <b>攤銷</b>     |                                                       |                                     |                                |
| At 1 January 2003      | 於二零零三年一月一日    | 11,045                                                | 1,876                               | 12,921                         |
| Provided for the year  | 本年度撥備         | 790                                                   | 217                                 | 1,007                          |
| At 31 December 2003    | 於二零零三年十二月三十一日 | 11,835                                                | 2,093                               | 13,928                         |
| <b>NET BOOK VALUES</b> | <b>賬面淨值</b>   |                                                       |                                     |                                |
| At 31 December 2003    | 於二零零三年十二月三十一日 | 38,599                                                | 553                                 | 39,152                         |
| At 31 December 2002    | 於二零零二年十二月三十一日 | 7,407                                                 | 545                                 | 7,952                          |

Development expenditure and trademarks are amortised on a straight-line basis at 25% per annum.

發展支出及商標乃按年率25%以直線法攤銷。

15. GOODWILL

15. 商譽

THE GROUP  
本集團  
HK\$'000  
千港元

|                                                                                                               |                                  |     |
|---------------------------------------------------------------------------------------------------------------|----------------------------------|-----|
| COST                                                                                                          | <b>成本值</b>                       |     |
| Arising on acquisition of additional interest in subsidiaries during the year and balance at 31 December 2003 | 年內收購附屬公司額外權益所產生及於二零零三年十二月三十一日之結餘 | 590 |
| AMORTISATION                                                                                                  | <b>攤銷</b>                        |     |
| Charge for the year and balance at 31 December 2003                                                           | 本年度攤銷及於二零零三年十二月三十一日之結餘           | 59  |
| NET BOOK VALUE                                                                                                | <b>賬面淨值</b>                      |     |
| At 31 December 2003                                                                                           | 於二零零三年十二月三十一日                    | 531 |
| At 31 December 2002                                                                                           | 於二零零二年十二月三十一日                    | —   |

The amortisation period adopted for goodwill is 5 years.

商譽所用之攤銷期為五年。

16. INTEREST IN SUBSIDIARIES

16. 所佔附屬公司權益

THE COMPANY  
本公司

|                               |             | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|-------------------------------|-------------|----------------------------------|----------------------------------|
| Unlisted investments, at cost | 非上市投資(按成本值) | 64,002                           | 64,002                           |
| Amounts due from subsidiaries | 附屬公司欠款      | 313,100                          | 250,253                          |
|                               |             | 377,102                          | 314,255                          |
| Amount due to a subsidiary    | 應付一家附屬公司款項  | 62,196                           | —                                |

The directors confirmed that the amounts due from subsidiaries are unsecured, interest free and are not repayable within twelve months of the balance sheet date and accordingly, the amounts are shown as non-current.

董事確認，該筆附屬公司欠款為無擔保，免息並毋須於結算日起計十二個月內償還，因此列作非流動資產。

**16. INTEREST IN SUBSIDIARIES (Continued)**

Amount due to a subsidiary is unsecured, interest free and repayable on demand.

Details of the subsidiaries at 31 December 2003 are set out in note 34.

**16. 所佔附屬公司權益 (續)**

應付一家附屬公司款項為無擔保、免息及須應要求償還。

各附屬公司於二零零三年十二月三十一日之詳情載於附註第三十四項。

**17. INTEREST IN AN ASSOCIATE**

**17. 所佔聯營公司權益**

|                     |       | THE GROUP<br>本集團                 |                                  |
|---------------------|-------|----------------------------------|----------------------------------|
|                     |       | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Share of net assets | 應佔淨資產 | 1,172                            | 620                              |

Particulars of the associate at 31 December 2003 are as follow:

該聯營公司於二零零三年十二月三十一日之詳情如下：

| Name of associate<br>聯營公司<br>名稱 | Form of business structure<br>經營<br>架構形式 | Country of incorporation/<br>operation<br>註冊成立／營業<br>所在國家 | Class of shares held<br>所持<br>股份類別 | Percentage of issued share capital held by the Group<br>本集團持有之已發行股本百分比 | Principal activities<br>主要業務                          |
|---------------------------------|------------------------------------------|-----------------------------------------------------------|------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------|
| Fast Clean (Korea) Ltd.         | Incorporated<br>註冊為法團                    | South Korea<br>南韓                                         | Ordinary<br>普通股                    | 50%<br>50%                                                             | Trading in electric consumer products<br>電動消費<br>產品貿易 |

18. INVENTORIES

|                  |     | THE GROUP<br>本集團                 |                                  |
|------------------|-----|----------------------------------|----------------------------------|
|                  |     | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Raw materials    | 原材料 | 117,302                          | 45,825                           |
| Work in progress | 在製品 | 101,403                          | 77,156                           |
| Finished goods   | 製成品 | 72,390                           | 41,406                           |
|                  |     | <b>291,095</b>                   | 164,387                          |

Included above are work in progress of HK\$8,942,000 (2002: HK\$2,393,000) and finished goods of HK\$28,096,000 (2002: HK\$1,610,000) which are carried at net realisable values.

18. 存貨

上述包括價值8,942,000港元(二零零二年: 2,393,000港元)之在製品及價值28,096,000港元(二零零二年: 1,610,000港元)之製成品,均以可變現淨值列賬。

19. TRADE AND OTHER RECEIVABLES

The Group has a policy of allowing an average credit terms ranging from 30 to 90 days to its trade customers.

The following is an aged analysis of accounts receivable at the balance sheet date:

|                   |        | THE GROUP<br>本集團                 |                                  |
|-------------------|--------|----------------------------------|----------------------------------|
|                   |        | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Within 60 days    | 60天以內  | 303,442                          | 96,012                           |
| 61 to 90 days     | 61至90天 | 33,010                           | 18,743                           |
| More than 90 days | 90天以上  | 13,392                           | 16,627                           |
|                   |        | <b>349,844</b>                   | 131,382                          |

19. 應收賬項及其他應收款項

本集團之政策為給予其貿易客戶平均30至90天的信貸期。

於結算日之應收賬項賬齡分析如下:

20. SHORT-TERM LOANS RECEIVABLE

20. 短期應收貸款

|                               |           | THE GROUP<br>本集團                 |                                  |
|-------------------------------|-----------|----------------------------------|----------------------------------|
|                               |           | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Interest bearing (Note a)     | 計息 (附註a)  | 3,000                            | 2,835                            |
| Non-interest bearing (Note b) | 不計息 (附註b) | 937                              | 8,222                            |
|                               |           | <b>3,937</b>                     | <b>11,057</b>                    |

Notes:

附註：

- a. The interest bearing loans are unsecured, bear interest at 10% (2002: 7%) per annum and is repayable in 2004. The interest bearing loan for 2002 was fully repaid during the year.
- b. The non-interest bearing loans are unsecured and repayable in 2004.

- a. 該筆計息貸款為無擔保，按年利率10厘（二零零二年：7厘）計息並須於二零零四年償還。二零零二年之計息貸款已於年內全數償還。
- b. 該筆不計息貸款為無擔保並須於二零零四年償還。

21. TRADE AND OTHER PAYABLES

The following is an aged analysis of accounts payable at the balance sheet date:

21. 應付賬項及其他應付款項

於結算日之應付賬項賬齡分析如下：

|                                  |           | THE GROUP<br>本集團                 |                                  |
|----------------------------------|-----------|----------------------------------|----------------------------------|
|                                  |           | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Aged analysis of trade payables: | 應付賬項賬齡分析： |                                  |                                  |
| Within 60 days                   | 60天以內     | 204,064                          | 66,724                           |
| 61 to 90 days                    | 61至90天    | 15,205                           | 9,532                            |
| More than 90 days                | 90天以上     | 25,538                           | 8,427                            |
|                                  |           | <b>244,807</b>                   | <b>84,683</b>                    |

22. OBLIGATIONS UNDER FINANCE LEASES

22. 融資租約債務

|                                                                                       |                           | THE GROUP<br>本集團                  |                                  |                                                         |                                  |
|---------------------------------------------------------------------------------------|---------------------------|-----------------------------------|----------------------------------|---------------------------------------------------------|----------------------------------|
|                                                                                       |                           | Minimum<br>lease payments<br>最低租金 |                                  | Present value<br>of minimum<br>lease payments<br>最低租金現值 |                                  |
|                                                                                       |                           | 2003<br>二零零三年<br>HK\$'000<br>千港元  | 2002<br>二零零二年<br>HK\$'000<br>千港元 | 2003<br>二零零三年<br>HK\$'000<br>千港元                        | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Within one year                                                                       | 一年內                       | 10,837                            | 32,415                           | 10,400                                                  | 31,164                           |
| In the second to fifth<br>year inclusive                                              | 第二至五年內<br>(包括首尾兩年在內)      | 10,931                            | 8,539                            | 10,671                                                  | 8,312                            |
| Less: Future finance charges                                                          | 減：未來財務費用                  | 21,768<br>(697)                   | 40,954<br>(1,478)                |                                                         |                                  |
| Present value of lease obligations                                                    | 租約債務現值                    | 21,071                            | 39,476                           | 21,071                                                  | 39,476                           |
| Less: Amount due for settlement<br>within one year shown<br>under current liabilities | 減：流動負債中<br>一年內到<br>期清還之款額 |                                   |                                  | (10,400)                                                | (31,164)                         |
| Amount due for settlement after<br>one year                                           | 一年後到期清還之款額                |                                   |                                  | 10,671                                                  | 8,312                            |

It is the Group's policy to lease certain of its machinery and equipment under finance leases. The average lease term is 2 to 4 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.

本集團有政策將若干機器及設備作融資租約。平均租期為二至四年，並於立約當日釐定有關利率。所有租約均屬定期還款性質，及並無作出或然租金付款安排。

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

本集團之融資租約債務乃由租賃者之租賃資產質押作出擔保。

23. BANK BORROWINGS

23. 銀行借貸

|                                                                             |                   | THE GROUP<br>本集團                 |                                  |
|-----------------------------------------------------------------------------|-------------------|----------------------------------|----------------------------------|
|                                                                             |                   | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Bank loans                                                                  | 銀行貸款              | 244,667                          | 79,578                           |
| Trust receipt loans                                                         | 信託收據貸款            | 119,851                          | 119,485                          |
| Bank overdrafts                                                             | 銀行透支              | —                                | 680                              |
| Mortgage loans                                                              | 按揭貸款              | —                                | 4,320                            |
|                                                                             |                   | <b>364,518</b>                   | 204,063                          |
| Secured                                                                     | 有抵押               | <b>50,000</b>                    | 4,320                            |
| Unsecured                                                                   | 無抵押               | <b>314,518</b>                   | 199,743                          |
|                                                                             |                   | <b>364,518</b>                   | 204,063                          |
| The maturity profile of the bank borrowings is as follows:<br>銀行借貸之到期日資料如下： |                   |                                  |                                  |
| On demand or within one year                                                | 於催繳時或於一年內         | <b>283,268</b>                   | 147,623                          |
| More than one year, but not exceeding two years                             | 一年後但於兩年內          | <b>74,167</b>                    | 28,940                           |
| More than two years, but not exceeding five years                           | 兩年後但於五年內          | <b>7,083</b>                     | 27,500                           |
|                                                                             |                   | <b>364,518</b>                   | 204,063                          |
| Less: Amount due within one year shown under current liabilities            | 減：列於流動負債中之一年內到期款項 | <b>(283,268)</b>                 | (147,623)                        |
| Amount due after one year                                                   | 一年後到期款項           | <b>81,250</b>                    | 56,440                           |

**24. DEFERRED TAX**

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting periods:

**24. 遞延稅項**

本報告期間及以往報告期間內確認之主要遞延稅項負債(資產)及其變動如下:

**THE GROUP**
**本集團**

|                                                 |                                   | Accelerated<br>tax<br>depreciation<br>加速稅項折舊<br>HK\$'000<br>千港元 | Intangible<br>assets<br>無形資產<br>HK\$'000<br>千港元 | Tax<br>losses<br>稅務虧損<br>HK\$'000<br>千港元 | Others<br>其他<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|-------------------------------------------------|-----------------------------------|-----------------------------------------------------------------|-------------------------------------------------|------------------------------------------|---------------------------------|--------------------------------|
| At 1 January 2002                               | 於二零零二年<br>一月一日                    |                                                                 |                                                 |                                          |                                 |                                |
| — as previously reported                        | — 如前所報                            | —                                                               | —                                               | —                                        | —                               | —                              |
| — adjustment on adoption<br>of SSAP12 (Revised) | — 因採納會計實務準則<br>第12號(經修訂)<br>而作出調整 | 22,262                                                          | 1,422                                           | (134)                                    | 47                              | 23,597                         |
| — as restated                                   | — 重列                              | 22,262                                                          | 1,422                                           | (134)                                    | 47                              | 23,597                         |
| Charge (credit) to income<br>for the year       | 自本年度收入扣除<br>(計入本年度收入)             | (4,880)                                                         | (679)                                           | (216)                                    | 152                             | (5,623)                        |
| At 1 January 2003                               | 於二零零三年一月一日                        | 17,382                                                          | 743                                             | (350)                                    | 199                             | 17,974                         |
| Charge (credit) to income<br>for the year       | 自本年度收入扣除<br>(計入本年度收入)             | (2,699)                                                         | (7)                                             | 331                                      | (425)                           | (2,800)                        |
| Effect of change in tax rate                    | 稅率變動之影響                           |                                                                 |                                                 |                                          |                                 |                                |
| — charge (credit) to the<br>income statement    | — 自收益表扣除<br>(計入收益表)               | 1,629                                                           | 70                                              | (33)                                     | —                               | 1,666                          |
| At 31 December 2003                             | 於二零零三年十二月<br>三十一日                 | 16,312                                                          | 806                                             | (52)                                     | (226)                           | 16,840                         |

**24. DEFERRED TAX (Continued)**

For the purposes of balance sheet presentation, certain deferred tax assets and liabilities have been offset in accordance with the conditions set out in SSAP 12 (Revised). The following is the analysis of the deferred tax balances for financial reporting purposes:

**24. 遞延稅項 (續)**

就資產負債表之呈列而言，若干遞延稅項資產及負債已按照會計實務準則第12號(經修訂)所載之條件抵銷。就財務呈報而言之遞延稅項結餘分析如下：

|                          |        | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
|--------------------------|--------|----------------------------------|----------------------------------|
| Deferred tax liabilities | 遞延稅項負債 | 16,892                           | 18,324                           |
| Deferred tax assets      | 遞延稅項資產 | (52)                             | (350)                            |
|                          |        | <b>16,840</b>                    | 17,974                           |

At the balance sheet date, the Group has unused tax losses of HK\$27,703,000 (2002: HK\$20,989,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$298,000 (2002: HK\$2,188,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$27,405,000 (2002: HK\$18,801,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$3,595,000 (2002: HK\$5,159,000) that will expire in 2007, other losses may be carried forward indefinitely.

於結算日，本集團之未動用稅務虧損27,703,000港元(二零零二年：20,989,000港元)可用作抵銷未來溢利。遞延稅項資產已就有關虧損298,000港元(二零零二年：2,188,000港元)予以確認。由於未能估計將來之溢利，因此並無就其餘27,405,000港元(二零零二年：18,801,000港元)確認遞延稅項資產。未確認之稅務虧損包括將於二零零七年屆滿之虧損3,595,000港元(二零零二年：5,159,000港元)，而其他虧損可無限期結轉。

25. SHARE CAPITAL

25. 股本

|                                 |                         | Number of<br>shares<br>股數 | Value<br>價值<br>HK\$'000<br>千港元 |
|---------------------------------|-------------------------|---------------------------|--------------------------------|
| Ordinary shares of HK\$0.1 each | 每股面值0.1港元之普通股           |                           |                                |
| Authorised:                     | 法定：                     |                           |                                |
| At 31 December 2002 and 2003    | 於二零零二年及二零零三年<br>十二月三十一日 | 500,000,000               | 50,000                         |
| Issued and fully paid:          | 已發行及繳足：                 |                           |                                |
| At 31 December 2002 and 2003    | 於二零零二年及二零零三年<br>十二月三十一日 | 444,259,527               | 44,425                         |

26. RESERVES

26. 儲備

|                         |                   | Share<br>premium<br>股份溢價<br>HK\$'000<br>千港元 | Special<br>reserve<br>特別儲備<br>HK\$'000<br>千港元 | Capital<br>redemption<br>reserve<br>資本<br>贖回儲備<br>HK\$'000<br>千港元 | Retained<br>profits<br>保留溢利<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|-------------------------|-------------------|---------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------|------------------------------------------------|--------------------------------|
| <b>THE COMPANY</b>      | <b>本公司</b>        |                                             |                                               |                                                                   |                                                |                                |
| At 1 January 2002       | 於二零零二年一月一日        | 250,288                                     | 17,409                                        | 82                                                                | 2,284                                          | 270,063                        |
| Net profit for the year | 本年度溢利             | —                                           | —                                             | —                                                                 | 39,326                                         | 39,326                         |
| Dividends paid          | 已付股息              | —                                           | —                                             | —                                                                 | (39,983)                                       | (39,983)                       |
| At 1 January 2003       | 於二零零三年一月一日        | 250,288                                     | 17,409                                        | 82                                                                | 1,627                                          | 269,406                        |
| Net profit for the year | 本年度溢利             | —                                           | —                                             | —                                                                 | 63,285                                         | 63,285                         |
| Dividends paid          | 已付股息              | —                                           | —                                             | —                                                                 | (62,196)                                       | (62,196)                       |
| At 31 December 2003     | 於二零零三年<br>十二月三十一日 | 250,288                                     | 17,409                                        | 82                                                                | 2,716                                          | 270,495                        |

The special reserve of the Company represents the difference between the net book values of the underlying assets of the Company's subsidiaries acquired at the date on which the shares of these companies were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisitions.

本公司之特別儲備為本公司所收購附屬公司之基本資產於本公司收購此等公司之股份當日之賬面值，與作為收購代價所發行之本公司股份面值兩者間之差額。

**26. RESERVES (Continued)**

Under the applicable laws of the Cayman Islands, the share premium of the Company is available for distributions or paying dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediate following the distribution or paying dividend the Company is able to pay its debts as they fall due in the ordinary course of business. At the balance sheet date, in the opinion of the directors, the Company's reserves available for distribution to shareholders amounted to HK\$270,413,000 (2002: HK\$269,324,000).

**27. MAJOR NON-CASH TRANSACTIONS**

During the year, the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of HK\$13,500,000.

**28. CONTINGENT LIABILITIES**

**26. 儲備 (續)**

根據適用之開曼群島法例，在符合本公司組織章程大綱或細則規定之前提下，可自本公司之股份溢價，支付分派或股息予股東，惟於緊隨支付分派或股息後，本公司必須仍有能力償還其日常業務過程中之到期債項。董事認為，本公司於結算日可供分派予股東之儲備為270,413,000港元(二零零二年：269,324,000港元)。

**27. 重大非現金交易**

於本年度，本集團就資產訂立數項財務租賃安排，租約之資本總值為13,500,000港元。

**28. 或然負債**

|                                                                                     |                       | <b>THE GROUP</b>   |          |
|-------------------------------------------------------------------------------------|-----------------------|--------------------|----------|
|                                                                                     |                       | <b>本集團</b>         |          |
|                                                                                     |                       | 2003               | 2002     |
|                                                                                     |                       | 二零零三年              | 二零零二年    |
|                                                                                     |                       | HK\$'000           | HK\$'000 |
|                                                                                     |                       | 千港元                | 千港元      |
| Export bills discounted with recourse                                               | 附有追索權之出口貼現票據          | 13,516             | 1,002    |
|                                                                                     |                       | <b>THE COMPANY</b> |          |
|                                                                                     |                       | <b>本公司</b>         |          |
|                                                                                     |                       | 2003               | 2002     |
|                                                                                     |                       | 二零零三年              | 二零零二年    |
|                                                                                     |                       | HK\$'000           | HK\$'000 |
|                                                                                     |                       | 千港元                | 千港元      |
| Guarantees given to banks in respect of banking facilities utilised by subsidiaries | 就附屬公司所動用之銀行融資向銀行提供之擔保 | 364,518            | 203,650  |

**29. OPERATING LEASE COMMITMENTS**

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

**29. 經營租約承擔**

於結算日，本集團在不可撤銷經營租約下之未來最低租約付款承擔之到期日如下：

|                                       |                      | THE GROUP<br>本集團                 |                                  |
|---------------------------------------|----------------------|----------------------------------|----------------------------------|
|                                       |                      | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Within one year                       | 一年內                  | 1,887                            | 1,380                            |
| In the second to fifth year inclusive | 第二至五年內<br>(包括首尾兩年在內) | 380                              | 918                              |
|                                       |                      | <b>2,267</b>                     | <b>2,298</b>                     |

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for an average term of two years with fixed rentals.

經營租約指本集團就其若干辦公室物業而應付之租金。平均協定租期為兩年，並為固定租金。

**30. CAPITAL COMMITMENTS**

**30. 資本承擔**

|                                                                                                        |                          | THE GROUP<br>本集團                 |                                  |
|--------------------------------------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|
|                                                                                                        |                          | 2003<br>二零零三年<br>HK\$'000<br>千港元 | 2002<br>二零零二年<br>HK\$'000<br>千港元 |
| Capital expenditure contracted for but not provided in the financial statements in respect of:         | 就下列各項已訂約但未在財務報表中撥備之資本支出： |                                  |                                  |
| Land and buildings                                                                                     | 土地及樓宇                    | —                                | 2,265                            |
| Plant and equipment                                                                                    | 廠房及設備                    | 20,994                           | 70,209                           |
|                                                                                                        |                          | <b>20,994</b>                    | <b>72,474</b>                    |
| Capital expenditure authorised but not contracted for in respect of acquisition of plant and equipment | 就購置廠房及設備已獲授權但未訂約之資本支出    | <b>450,000</b>                   | 450,000                          |

**31. SHARE OPTION SCHEMES**

Pursuant to resolutions passed at an extraordinary general meeting of the Company on 22 December 2003, the Company has terminated a share option scheme which was adopted on 22 May 2001 (the "Old Scheme") and adopted a new share option scheme (the "New Scheme").

**(i) Old Scheme**

The purpose of the Old Scheme is to motivate employees of the Group and to allow them to participate in the growth of the Company. The maximum number of shares in respect of which options may be granted under the Old Scheme is not permitted to exceed 10% of the share capital of the Company in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual is not permitted to exceed 25% of the aggregate number of shares for the time being issued and issuable under the Scheme. Any participants who accepts an offer of the grant of an option in accordance with the terms of the Scheme shall pay to the Company HK\$1.00 by way of consideration for the grant thereof within a period of 30 days from the date on which an option is offered to the participant.

At 31 December 2003, the number of shares in respect of which options had been granted and remained outstanding under the Old Scheme was 28,000,000 (2002: 28,000,000), representing 6.3% (2002: 6.3%) of the shares of the Company in issue at that date. The options are exercisable at any time until 22 May 2011.

**31. 購股權計劃**

根據本公司於二零零三年十二月二十二日舉行之股東特別週年大會通過之決議案，本公司已終止於二零零一年五月二十二日採納之購股權計劃（「舊計劃」），並採納一項新購股權計劃（「新計劃」）。

**(i) 舊計劃**

舊計劃旨在鼓勵本集團之僱員，並讓彼等參與本公司之增長。根據舊計劃可予授出之購股權所涉及之股份數目，最高不得超過本公司不時已發行股本10%。可授予任何個別人士之購股權所涉及之股份數目，最高不得超過當時根據該計劃已發行及可發行之股份總數25%。任何根據該計劃條款接納所獲授購股權之參與者須於購股權授予參與者當日起計30日內以代價形式向本公司支付1.00港元。

於二零零三年十二月三十一日，舊計劃項下之已授出但尚未行使購股權所涉及之股份數目為28,000,000股（二零零二年：28,000,000股），佔本公司於該日之已發行股份6.3%（二零零二年：6.3%）。購股權可隨時予以行使，直至二零一一年五月二十二日止。

31. SHARE OPTION SCHEMES (Continued)

(i) Old Scheme (Continued)

The following tables disclose details of the Company's share options held by the employees (including directors):

2003

| Date of grant<br>授出日期        | Exercisable period<br>行使期間                                | Exercise price<br>行使價<br>HK\$<br>港元 | Number of options<br>outstanding at<br>1.1.2003 and<br>31.12.2003 |
|------------------------------|-----------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------|
|                              |                                                           |                                     | 於二零零三年一月一日及<br>二零零三年十二月三十一日<br>尚未行使購股權數目                          |
| Directors: (Note)<br>董事：(附註) |                                                           |                                     |                                                                   |
| 16 July 2001<br>二零零一年七月十六日   | 17 July 2001 to 21 May 2011<br>二零零一年七月十七日至<br>二零一一年五月二十一日 | 2.196                               | 21,100,000                                                        |
| Employees:<br>僱員：            |                                                           |                                     |                                                                   |
| 16 July 2001<br>二零零一年七月十六日   | 17 July 2001 to 21 May 2011<br>二零零一年七月十七日至<br>二零一一年五月二十一日 | 2.196                               | 6,900,000                                                         |
|                              |                                                           |                                     | 28,000,000                                                        |

Note: An employee who held 400,000 share options as at 1 January 2003 has been appointed as a director of the Company during the year.

附註：截至二零零三年一月一日，一名持有400,000股購股權之僱員已於年內獲委任為本公司之董事。

31. 購股權計劃 (續)

(i) 舊計劃 (續)

下表披露僱員(包括董事)所持本公司購股權之詳情：

二零零三年

31. SHARE OPTION SCHEMES (Continued)

(i) Old Scheme (Continued)  
2002

31. 購股權計劃 (續)

(i) 舊計劃 (續)  
二零零二年

| Date of grant<br>授出日期      | Exercisable period<br>行使期間                                | Exercise price<br>行使價<br>HK\$<br>港元 | Number of options<br>outstanding at<br>1.1.2002 and<br>31.12.2002<br>於二零零二年一月一日及<br>二零零二年十二月三十一日<br>尚未行使購股權數目 |
|----------------------------|-----------------------------------------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------------|
| Directors:<br>董事：          |                                                           |                                     |                                                                                                               |
| 16 July 2001<br>二零零一年七月十六日 | 17 July 2001 to 21 May 2011<br>二零零一年七月十七日至<br>二零一一年五月二十一日 | 2.196                               | 20,700,000                                                                                                    |
| Employees:<br>僱員：          |                                                           |                                     |                                                                                                               |
| 16 July 2001<br>二零零一年七月十六日 | 17 July 2001 to 21 May 2011<br>二零零一年七月十七日至<br>二零一一年五月二十一日 | 2.196                               | 7,300,000                                                                                                     |
|                            |                                                           |                                     | 28,000,000                                                                                                    |

**31. SHARE OPTION SCHEMES (Continued)****(ii) New Scheme**

The Company's New Scheme was adopted for the primary purpose of providing incentives to eligible persons or rewarding for their contribution or potential contribution to the Group and will expire on 21 December 2013. Under the New Scheme, the Board of Directors of the Company may grant options to eligible persons, including (i) any director or proposal director, full-time employee or proposed employee of any member of the Group or controlling shareholder or any company controlled by a controlling shareholder; (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; and (iii) any business or joint venture partner, contractor, agent or representative of any supplier of goods or services to or any customer or distributor of goods or services of any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder.

The total number of shares in respect of which options may be granted under the New Scheme and the Old Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

**31. 購股權計劃 (續)****(ii) 新計劃**

本公司之新計劃主要為鼓勵合資格僱員或獎勵彼等對本集團之貢獻或潛在貢獻而採納，並將於二零一三年十二月三十一日屆滿。根據新計劃本公司董事會可授出購股權予合資格人士，包括(i)本集團任何成員公司任何董事或建議董事、全職僱員或建議僱員、控股股東或控股股東控制之任何公司；(ii)本集團任何成員公司發行之任何證券之任何持有人、任何控股股東或控股股東控制之任何公司；及(iii)任何業務或合營夥伴、承包商、代理商、任何貨品或服務供應商代表、任何客戶、本集團任何成員公司之貨品或服務分銷商、任何控股股東或控股股東控制之任何公司。

於未獲本公司股東事先批准之情況下，根據新計劃及舊計劃可能授出之購股權涉及之股份總數，不得超過本公司任何時間之已發行股份10%。於未獲本公司股東事先批准之情況下，於任何一年內向任何個別人士可能授出之購股權涉及之股份數目，不得超過本公司任何時間已發行股份之1%。向主要股東或獨立非執行董事授出超過本公司股本0.1%及價值超過5,000,000港元之購股權必須事先經本公司股東批准。

**31. SHARE OPTION SCHEMES (Continued)****(ii) New Scheme (Continued)**

Options granted must be accepted within 21 days from the date of option offer, upon payment of HK\$1.00 per option. Options may be exercised at any time from the date of grant of the share option to the 10th anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

No options had been granted under the New Scheme since the adoption.

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised. Upon the exercise of the 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 lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

**32. RETIREMENT BENEFITS SCHEME**

All the staff in Hong Kong of the Group are required to join the Mandatory Provident Fund Scheme. The Group is required to contribute 5%, while the employees are required to contribute 5% of their salaries to the scheme.

**31. 購股權計劃 (續)****(ii) 新計劃 (續)**

授出之購股權必須於購股權發售建議起計21日內以支付每份購股權1港元之方式接納。購股權可於授出購股權日期起計至授出日期十週年期間內隨時行使。行使價由本公司董事釐定，且將不少於本公司股份於授出日期之收市價及股份於緊接授出日期前五個營業日之平均收市價(以較高者為準)。

自採納以來，並無購股權根據新計劃獲授出。

授出之購股權之財政影響並未紀錄於本公司或本集團之資產負債表，直至購股權獲行使之時止。行使購股權時，本公司將所發行之股份以股份面值紀錄為額外股本，而每股行使價高於股份面值之差額則由本公司紀錄於股份溢價賬。於行使日期前失效或註銷之購股權會自尚未行使購股權之登記冊內刪除。

**32. 退休福利計劃**

本集團之全體香港僱員均須參加強制性公積金計劃。本集團須作出5%供款，而僱員亦須向該計劃作出其薪酬5%之供款。

**32. RETIREMENT BENEFITS SCHEME (Continued)**

According to the relevant laws and regulations in the PRC, the PRC subsidiaries are required to contribute a certain percentage of the salaries of their employees to the state-managed retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

**33. PLEDGE OF ASSETS**

At the balance sheet date, the Group had pledged certain of its machinery with an aggregate carrying value of HK\$65,130,000 (2002: leasehold properties of HK\$8,230,000) to secure bank borrowings granted to the Company's subsidiaries.

**34. PARTICULARS OF SUBSIDIARIES**

**32. 退休福利計劃 (續)**

根據中國有關法律及規例，中國附屬公司須向國家管理退休福利計劃作出相等於其僱員薪酬若干百分比之供款。本集團就退休福利計劃所負之責任僅為向該計劃作出所須供款。

**33. 資產抵押**

於結算日，本集團將賬面總值為65,130,000港元之若干機器(二零零二年：8,230,000港元之租賃物業)，提供予銀行作為取得本公司之附屬公司之銀行借貸之抵押。

**34. 主要附屬公司資料**

| Name of subsidiary<br>附屬公司名稱                          | Place of incorporation or registration/<br>註冊成立或登記/<br>營業地點 | Nominal value of issued and fully paid ordinary share capital/<br>registered capital<br>已發行及繳足<br>普通股股本面值/<br>註冊資本 | Proportionate equity interest of the Group<br>本集團按比例所佔股權 |                  | Principal activities<br>主要業務                 |
|-------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------|----------------------------------------------|
|                                                       |                                                             |                                                                                                                    | Directly<br>直接                                           | Indirectly<br>間接 |                                              |
| Fast Clean Limited<br>潔齒亮有限公司                         | Hong Kong<br>香港                                             | HK\$100<br>100港元                                                                                                   | —                                                        | 100%             | Trading in electric toothbrush<br>電動牙刷貿易     |
| Truly Electronics Manufacturing Limited<br>信利電子有限公司   | Hong Kong<br>香港                                             | HK\$1,000,010<br>1,000,010港元                                                                                       | 100%                                                     | —                | Trading in electronic calculators<br>電子計算機貿易 |
| Truly Electrical Products Company Limited<br>信利電器有限公司 | Hong Kong<br>香港                                             | HK\$100<br>100港元                                                                                                   | —                                                        | 100%             | Inactive<br>不活躍                              |

34. PARTICULARS OF SUBSIDIARIES (Continued)

34. 主要附屬公司資料 (續)

| Name of subsidiary<br>附屬公司名稱                                             | Place of incorporation or registration/ operation<br>註冊成立或登記/<br>營業地點 | Nominal value of issued and fully paid ordinary share capital/ registered capital<br>已發行及繳足普通股股本面值/<br>註冊資本 | Proportionate equity interest of the Group<br>本集團按比例所佔股權 |                  | Principal activities<br>主要業務                   |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------|------------------------------------------------|
|                                                                          |                                                                       |                                                                                                             | Directly<br>直接                                           | Indirectly<br>間接 |                                                |
| Truly GSM Technologies Limited<br>信利環球通訊科技有限公司                           | Hong Kong<br>香港                                                       | HK\$100<br>100港元                                                                                            | —                                                        | 94%              | Inactive<br>不活躍                                |
| Truly Industrial Limited<br>信利工業有限公司                                     | Hong Kong<br>香港                                                       | HK\$872,894<br>872,894港元                                                                                    | —                                                        | 100%             | Trading in electronic components<br>電子元件貿易     |
| Truly Semiconductors (Europe) GmbH<br>Truly Semiconductors (Europe) GmbH | Germany<br>德國                                                         | DM50,000<br>50,000馬克                                                                                        | —                                                        | 100%             | Trading in LCD products<br>液晶顯示器產品貿易           |
| Truly Semiconductors Limited<br>信利半導體有限公司                                | Hong Kong<br>香港                                                       | HK\$1,000<br>1,000港元                                                                                        | —                                                        | 100%             | Trading in LCD products<br>液晶顯示器產品貿易           |
| Truly Telecommunications Company Limited<br>信利電訊有限公司                     | Hong Kong<br>香港                                                       | HK\$1,000<br>1,000港元                                                                                        | —                                                        | 100%             | Trading in pagers<br>傳呼機貿易                     |
| Truly (USA) Inc.<br>Truly (USA) Inc.                                     | United States of America<br>美國                                        | US\$20,000<br>20,000美元                                                                                      | 100%                                                     | —                | Marketing of electronic calculators<br>推銷電子計算機 |

34. PARTICULARS OF SUBSIDIARIES (Continued)

34. 主要附屬公司資料 (續)

| Name of subsidiary<br>附屬公司名稱 | Place of<br>incorporation<br>or registration/<br>operation<br>註冊成立或登記/<br>營業地點 | Nominal<br>value of<br>issued and fully<br>paid ordinary<br>share capital/<br>registered capital<br>已發行及繳足<br>普通股股本面值/<br>註冊資本 | Proportionate<br>equity interest<br>of the Group<br>本集團按比例<br>所佔股權 |                  | Principal<br>activities<br>主要業務                                              |
|------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------|------------------------------------------------------------------------------|
|                              |                                                                                |                                                                                                                                | Directly<br>直接                                                     | Indirectly<br>間接 |                                                                              |
| 信利電子有限公司*                    | PRC                                                                            | RMB226,456,216                                                                                                                 | —                                                                  | 100%             | Manufacture of<br>electronic<br>calculators<br>and pagers<br>製造電子計算機及<br>傳呼機 |
| 信利電子有限公司*                    | 中國                                                                             | 人民幣226,456,216元                                                                                                                |                                                                    |                  |                                                                              |
| 信利半導體有限公司*                   | PRC                                                                            | RMB192,411,681                                                                                                                 | —                                                                  | 100%             | Manufacture of<br>LCD products<br>製造液晶體顯示器<br>產品                             |
| 信利半導體有限公司*                   | 中國                                                                             | 人民幣192,411,681元                                                                                                                |                                                                    |                  |                                                                              |
| 潔齒亮(汕尾)有限公司*                 | PRC                                                                            | RMB8,265,100                                                                                                                   | —                                                                  | 100%             | Manufacture of<br>electric<br>toothbrush<br>製造電動牙刷                           |
| 潔齒亮(汕尾)有限公司*                 | 中國                                                                             | 人民幣8,265,100元                                                                                                                  |                                                                    |                  |                                                                              |

\* wholly foreign owned enterprise

\* 外商獨資企業

None of the subsidiaries had any debt securities outstanding at 31 December 2003 or at any time during the year.

於二零零三年十二月三十一日或年內任何時間，各附屬公司均無任何未贖回債務證券。