Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

概覽

本公司於百慕達註冊成立為獲豁免有限責任公司, 其股份於香港聯合交易所有限公司(「聯交所」) ト 市。

本集團之主要業務為開發、製造、推廣及分銷電 子產品,包括微型電腦、傳訊設備、寬頻通訊產 品、互聯網應用器材、無線通訊或網絡設備及其 他電子產品。

GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Group are the development, manufacture, marketing and distribution of electronic products, including micro-computers, telecommunication equipment, broadband communication products, internet appliances, wireless communication or networking equipment and other electronic products.

近期頒佈之會計準 則產生之潛在影響

於二零零四年,香港會計師公會頒佈多項新訂或 經修訂香港會計準則及香港財務報表準則(以下 統稱為「新訂香港財務報表準則」),由二零零五 年一月一日或以後開始的會計期間生效。本公司 於截至二零零四年十二月三十一日止年度之財務

報表並未提早採納此等新訂香港財務報表準則。

本集團已開始評估此等新訂香港財務報表準則之 潛在影響,但目前仍未能釐定此等新訂香港財務 報表準則會否對本集團之經營業績及財務狀況之 編製及呈列造成重大影響。此等香港財務報表準 則可能影響日後業績及財務狀況之編製及呈列。

POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards (herein collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1st January, 2005. The Company has not early adopted these new HKFRSs in the financial statements for the year ended 31st December, 2004.

The Group has commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

3. 主要會計政策

本財務報表已按歷史成本慣例法(經重估投資物業及投資證券修訂後)編製。

本財務報表乃根據香港公認會計原則編製,所採納之主要會計政策如下:

綜合基準

本綜合財務報表包括本公司及其附屬公司每年結 算至十二月三十一日止之財務報表。

本年度購入或出售附屬公司之業績,視乎情況按 其收購生效日期起或迄至其出售生效日期止,而 計入綜合收益表內。

所有集團內部之重大交易及結餘均於編製綜合賬 時冲銷。

商譽

綜合時產生之商譽,指本集團之收購成本高於本 集團在收購日於一間附屬公司或聯營公司權益之 公平值之差額。

因二零零一年一月一日前之收購而產生之商譽繼續於儲備中持有,並於出售有關附屬公司或聯營公司時,或決定將商譽減值時於收益表中扣除。

因二零零一年一月一日後之收購而產生之商譽會 撥充資本,及按其可使用年期以直線法攤銷。因 收購聯營公司而產生之商譽包括於聯營公司之賬 面值內。因收購附屬公司而產生之商譽於資產負 債表中分開呈報。

出售一間附屬公司或聯營公司時,在計算出售所 得之溢利或虧損時,要計入未攤銷商譽或先前自 儲備撇銷或計入儲備之應佔數額。

SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties and investments in securities.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

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

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

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 arising on acquisitions prior to 1st January, 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary or associate or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions after 1st January, 2001 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.

On disposal of a subsidiary or an associate, the attributable amount of unamortised goodwill or goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal.

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

3. 主要會計政策(續)

SIGNIFICANT ACCOUNTING POLICIES (Continued)

收入確認

貨品銷售乃於貨品付運及擁有權轉移時確認為收 入。

服務收入於提供服務時確認。

利息收入按時間比例基準,參照未償還本金及適 用之利率入賬。

經營租約之租金收入乃以直線法按有關租約之年 期於收益表中確認。

來自投資之股息收入於股東收取派付股息之權利 被確立時確認。

投資物業

投資物業乃因其具有投資潛力而持有之已落成物 業,任何租金收入將按公平原則協商釐定。

投資物業乃按其根據由獨立估值師每年進行之估值所得之公開市值入賬。投資物業重估產生之任何重估增加或減少計入投資物業重估儲備內或自投資物業重估儲備中扣除,除非此項儲備之結餘不足以彌補重估減少則除外:在此情況下,重估減少超出投資物業重估儲備結餘之部份自收益表中扣除。倘減少在之前已在收益表中扣除,而其後出現重估增加,則該項增加會根據之前已扣除之減少撥入收益表內。

於出售投資物業時,該項物業應佔之投資物業重 估儲備餘額轉入收益表。

租約之未屆滿年期為20年以上之投資物業並無計 算折舊。

Revenue recognition

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

Services income is recognised when the services are rendered.

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

Rental income under operating leases is recognised in the income statement on a straight-line basis over the terms of the relevant lease.

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

Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties are stated at their open market value, based on an annual valuation by independent valuers. Any revaluation increase or decrease arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

On disposal of investment properties, the balance on the investment property revaluation reserve attributable to the property disposed of is credited to the income statement.

No depreciation is provided on investment properties which are held on leases with an unexpired term of more than 20 years.

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

3. 主要會計政策(續)

SIGNIFICANT ACCOUNTING POLICIES (Continued)

物業、廠房及設備

物業、廠房及設備按成本值減累積折舊、攤銷及 減值虧損列賬。

物業、廠房及設備乃按其估計可使用年期,以直 線法計提折舊及攤銷,所採用之年率如下:

租賃土地 按有關租賃年期

樓宇2.5%-5%廠房、機器及設備15%-20%傢俬及裝置15%-20%汽車25%

出售或棄用物業、廠房及設備項目所產生之收益 或虧損,指出售所得收入與資產賬面數額之差額, 並計入收益表內。

無形資產

無形資產指在中華人民共和國(「中國」)一幅土地 之使用權,為期50年,並以成本計值。攤銷乃按 有關租賃年期以直線法撇銷成本。

於附屬公司之投資

附屬公司之投資乃按成本值減去任何已確認減值 虧損而計入本公司之資產負債表。

於聯營公司之權益

綜合收益表包括本集團應佔本年度聯營公司之收 購後業績。綜合資產負債表中,於聯營公司之權 益按本集團應佔聯營公司資產淨值減任何已確認 減值虧損列賬。

Property, plant and equipment

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

Depreciation and amortisation is provided to write off the cost of items of property, plant and equipment, over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land Over the terms of relevant lease

Buildings 2.5% – 5%

Plant, machinery and equipment 15% – 20%

Furniture and fixtures 15% – 20%

Motor vehicles 25%

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Intangible asset

Intangible asset represents a right to use a land in The People's Republic of China ("PRC") for a period of 50 years and is measured at cost. The amortisation is provided to write off the cost on a straight-line basis over the terms of the relevant lease.

Investments in subsidiaries

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

Interests in associates

The consolidated income statement includes the Group's share of the postacquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates less any identified impairment loss.

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

3. 主要會計政策(續)

SIGNIFICANT ACCOUNTING POLICIES (Continued)

證券投資

於往後之報告日,如屬本集團決意並能持至到期日之債務證券,以攤銷成本價減除減值虧損而反映不可收回之金額。購入持至到期日之證券之折價或溢價,按證券之年期並加上期內之其他投資收入,務使攤銷額於每年帶來固定之投資回報率。

投資(持至到期日債券除外)乃列作投資證券及其 他投資。

投資證券乃指證券因一項指定長期策略性理由而 持有,並於隨後之報告日按成本減去任何屬非暫 時性之減值虧損計算。

其他投資項目乃按公平值計算,而未變現盈虧計 入年內溢利淨額或虧損淨額。

存貨

存貨乃按成本值或可變現淨值兩者較低者列賬。 成本以加權平均法計算。

減值

本集團於每個結算日覆核其資產之賬面值,以釐 定該等資產是否有減值虧損之任何顯示。倘估計 資產之可收回款項低於其賬面值,該資產之賬面 值將削減至其可收回金額。減值虧損即時確認為 開支。

倘減值虧損隨後逆轉,該資產之賬面值增加至重 新估計之可收回金額,惟倘該資產並無於過去年 度確認減值虧損,已增加之賬面值不高於應已釐 定之賬面值。減值虧損之逆轉即時確認為收入。

Investments in securities

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

At subsequent reporting dates, debt securities that the Group has expressed intention and ability to hold to maturity are measured at amortised cost, less any impairment loss recognised to reflect irrecoverable amounts. The annual amortisation of any discount or premium on the acquisition of a held-to-maturity is aggregated with other investment income receivable over the term of the instrument so that the revenue recognised in each period represents a constant yield on the investment.

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

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 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 expense immediately.

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

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

主要會計政策(續)

SIGNIFICANT ACCOUNTING POLICIES (Continued)

經營租賃

經營租賃下之應付租金以直線法按有關租賃年期 於收益表中扣除。

外幣

以外幣進行之交易首先按交易日之滙率入賬。以 外幣結算之貨幣資產及負債均按結算日之滙率重 新折算。滙兑所產生之溢利及虧損計入有關年度 之溢利或虧損淨額。

於綜合賬目時,本集團海外業務之資產及負債按 結算日之滙率折算。收入及支出項目按年內之平 均滙率折算。所引致之滙兑差額(如有)列作股本 並撥入本集團滙兑儲備內處理,並於出售有關業 務之年度內確認為收入或支出。

研究及開發支出

研究活動之支出於產生之年度確認為開支。

開發支出產生之內部一般無形資產僅於預期可透 過未來商業活動將收回清楚界定項目產生之開發 成本時確認。因而產生之資產按其可使用年期以 百線法攤銷。

倘並無內部一般無形資產可確認時,開發支出於 產生之年度確認為開支。

退休福利費用

強制性公積金計劃及中央公積金計劃供款於到期 應付時列為開支處理。

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the terms of the relevant leases.

Foreign currencies

Transactions in currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Profits and losses arising on exchange are included in net profit or loss for the year.

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

Research and development expenditure

Expenditure on research activities is recognised as 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 useful life.

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

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are charged as expenses as they fall due.

截至二零零四年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December, 2004

3. 主要會計政策(續)

SIGNIFICANT ACCOUNTING POLICIES (Continued)

税項

入息税開支指現時應付税項及遞延税項總額。

現時應付税項乃按本年度應課税溢利計算。應課 税溢利不包括已撥往其他年度的應課税或應扣減 之收入及開支項目,亦不包括從未課税或可扣税 之收益表項目,故與收益表所列純利不同。

遞延稅項指預期從財務報表內資產及負債賬面值 與計算應課稅溢利所採用相應稅基之差額所應付 或可收回之稅項,以資產負債表負債法處理。遞 延稅項負債一般就所有應課稅暫時差額確認,遞 延稅項資產則於可能出現可利用暫時差額作對銷 應課稅溢利時予以確認。如暫時差額由商譽(或 負商譽)或由初次確認一項不影響稅項溢利或會 計溢利之交易之其他資產及負債(業務合併除外) 所產生,有關資產及負債則不會確認。

遞延税項負債就於附屬公司及聯營公司之投資所 產生應課税暫時差額予以確認,除非本集團有能 力控制暫時差額還原,而暫時差額很可能不會於 可見將來還原。

遞延税項資產之賬面值乃於各個結算日進行檢討, 並予以相應扣減,直至並無足夠應課税溢利可供 全部或部分遞延税項資產可予應用為止。

遞延稅項按預期適用於負債清償或資產變現年度 之稅率計算。遞延稅項從收益表扣除或計入收益 表,除非遞延稅項關乎直接從股本扣除或直接計 入股本之項目,在該情況下遞延稅項亦於股本中 處理。

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.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred 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 a 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 year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

4. 營業額

TURNOVER

營業額指本集團就售予外界客戶之貨品已收及應 收之款額減退貨及折扣。

Turnover represents the amounts received and receivable for goods sold by the Group to outside customers, less returns and discounts.

5. 業務及地區分類

BUSINESS AND GEOGRAPHICAL SEGMENTS

業務分類

就管理分類申報而言,本集團分為兩個經營部門 —EMS* 電子產品及ODM** 電子產品。此等部 門為本集團申報其基本分類資料之基礎。

Business segments

For management segment reporting purposes, the Group was organised into two operating divisions – EMS* electronic products and ODM** electronic products. These divisions are the basis on which the Group reports its primary segment information.

主要活動如下:

EMS電子產品—為EMS顧客製造及分銷電子產品。

ODM電子產品—為ODM顧客提供原產品開發及市場推廣。

- * EMS指電子製造服務
- ** ODM指原產品開發及推廣

Principal activities are as follows:

EMS electronic products – manufacture and distribution of electronic products for EMS customers.

ODM electronic products – original product development and marketing for ODM customers.

- * EMS denotes electronic manufacturing service
- ** ODM denotes original product development and marketing

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

5. **業務及地區分類** (續)

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

此等業務之分類資料呈列如下。

Segment information about these business is presented below.

	2004	EMS 部門 EMS division 港幣千元 HK\$'000	ODM 部門 ODM division 港幣千元 HK\$'000	其他部門# Other divisions# 港幣千元 HK\$'000	撇銷 Eliminations 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
營業額 外部銷售 分類之間銷售	Turnover External sales Inter-segment sales	2,516,324 5,196	4,709 5,373	1,130 –	- (10,569)	2,522,163 –
總額	Total	2,521,520	10,082	1,130	(10,569)	2,522,163
業績 分類業績	Result Segment result	85,163	(41,447)	1,469		45,185
未分配企業 開支 利息收入 其他未分配 經營收入	Unallocated corporate expenses Interest income Unallocated other operating income					(23,116) 4,457 13,340
經營溢利 融資成本 出售一間附屬公司	Profit from operations Finance costs Gain on disposal of					39,866 (9,152)
之收益 應佔聯營公司	a subsidiary Share of results of	-	-	578		578
業績	associates	-	(3,422)	2,804		(618)
對一間聯營公司 已確認減值虧損 墊支予一間聯營 公司貸款撥備	Impairment loss recognised in respect of an associate Write back of allowance for loan advanced to	-	-	(6,264)		(6,264)
之回撥	an associate	-	-	10,000		10,000
除税前溢利 税項	Profit before taxation Taxation					34,410 (5,885)
除少數股東權益前 溢利	Profit before minority interests					28,525

^{*} 其他部門包括物業投資及貨品銷售(並不包括EMS及ODM產品)。

各業務類別間之交易按本公司董事釐定之估計市 價列賬。 The transactions with inter-segments were carried out at the estimated market prices determined by the Company's directors.

^{*} Other divisions included property investment and sales of goods other than EMS and ODM products.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

5. **業務及地區分類**

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

資產負債表 Balance sheet 2004

		EMS	ODM			
		部門	部門	其他部門		
		EMS	ODM	Other	未分配	綜合
		division	division	divisions	Unallocated	Consolidated
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	Assets					
分類資產	Segment assets	1,307,826	38,708	37,544	-	1,384,078
於聯營公司之權益	Interests in associates	200	3,571	209,457	-	213,228
其他企業資產	Other corporate assets	-	-	-	-	189,676
已綜合資產總額	Consolidated total assets					1,786,982
負債	Liabilities					
分類負債	Segment liabilities	425,191	70,983	5,180	-	501,354
其他企業負債	Other corporate liabilities	-	_	-	-	659,873
已綜合負債總額	Consolidated total liabilities					1,161,227
其他資料	Other information					
資產增添	Capital additions	115,357	27,089	1	411	142,858
折舊及攤銷開支	Depreciation and					
	amortisation expenses	71,194	14,055	102	9,225	94,576
呆賬撥備	Allowance for doubtful					
	debts	6,677	-	-	-	6,677
出售物業、	Loss (gain) on disposal of					
廠房及設備之	property, plant and					
虧損(收益)	equipment	5,132	114	(727)	-	4,519

Notes to the Financial Statements

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For the year ended 31st December, 2004

5. 業務及地區分類 (續)

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

2003

		EMS 部門 EMS division 港幣千元 HK\$'000	ODM 部門 ODM division 港幣千元 HK\$'000	其他部門 Other divisions 港幣千元 HK\$'000	撤銷 Eliminations 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
營業額	Turnover					
外部銷售	External sales	2,127,157	63,670	29,560	_	2,220,387
分類之間銷售	Inter-segment sales	52,445	33	1,670	(54,148)	_
總額	Total	2,179,602	63,703	31,230	(54,148)	2,220,387
業績	Result					
分類業績	Segment result	74,501	(36,863)	(981)		36,657
未分配企業	Unallocated corporate					
開支	expenses					(24,562)
利息收入	Interest income					4,223
其他未分配	Unallocated other					
經營收入	operating income					31,657
經營溢利	Profit from operations					47,975
融資成本	Finance costs					(10,481)
應佔聯營公司	Share of results of					
業績	associates	_	(300)	7,294		6,994
墊支予一間聯營	Write back of allowance					
公司貸款撥備	for loan advanced to an					
之回撥	associate	-	_	2,589		2,589
墊支予聯營公司	Allowance for loans					
貸款之撥備	advanced to associates	-	_	(14,785)		(14,785)
除税前溢利	Profit before taxation					32,292
税項	Taxation					(9,157)
除少數股東權益前	Profit before minority					
溢利	interests					23,135

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

5. 業務及地區分類

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

資產負債表 Balance sheet 2003

		EMS 部門 EMS division 港幣千元 HK\$'000	ODM 部門 ODM division 港幣千元 HK\$'000	其他部門 Other divisions 港幣千元 HK\$'000	未分配 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
資產	Assets					
分類資產	Segment assets	1,024,915	35,369	78,501	_	1,138,785
於聯營公司之權益	Interests in associates	200	6,271	240,537	_	247,008
其他企業資產	Other corporate assets	_	_	-	-	215,157
已綜合資產總額	Consolidated total assets					1,600,950
負債	Liabilities					
分類負債	Segment liabilities	454,977	35,288	9,273	_	499,538
其他企業負債	Other corporate liabilities	_	-	-	-	493,411
已綜合負債總額	Consolidated total liabilities					992,949
其他資料	Other information					
資產增添	Capital additions	61,539	22,930	1,112	1,435	87,016
折舊及攤銷	Depreciation and					
開支	amortisation expenses	63,645	2,728	2,500	5,322	74,195
廠房、機器及設備	Impairment loss recognised					
已確認減值	in respect of plant,					
虧損	machinery and equipment	2,500	_	_	_	2,500
租約土地及樓宇	Impairment loss recognised					
已確認減值	in respect of leasehold					
虧損	land and buildings	_	_	_	1,141	1,141
墊支予聯營公司	Allowance for loans					
貸款之撥備	advanced to associates	_	_	14,785	_	14,785
出售物業、	Loss (gain) on disposal of					
廠房及設備之	property, plant					
虧損(收益)	and equipment	665	1,691	(3,188)	_	(832)

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

業務及地區分類

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

地區分類

北美洲

歐洲 香港 其他

-美國及墨西哥 一加拿大 亞洲(香港除外)

下表提供本集團按地區市場劃分之銷售分析(不 考慮貨品或服務之原產地):

Geographical Segments

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods or services:

> 按地區市場 劃分之銷售收益 Sales revenue by geographical market 2004 2003

	港幣千元 HK\$'000	港幣千元 HK\$'000
	111.φ 000	Τικφοσο
North America		
– USA and Mexico	591,522	702,630
– Canada	1,435	415
Asia other than Hong Kong	757,043	483,416
Europe	255,157	163,919
Hong Kong	917,006	869,775
Others	_	232
	2 522 167	2 220 707

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Notes to the Financial Statements

For the year ended 31st December, 2004

業務及地區分類 5.

BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

以下為按資產所在地區分析之分類資產賬面金額、 添置物業、廠房及設備、開發成本資本化及無形 資產分析:

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

			添置物	業、廠房及	
			設備、開發	成本資本化	
				及無形資產	
			Additions	s to property,	
			plant and	equipment,	
	分類資產之賬面金額 development				
	Carrying amount costs capitalised				
	of segment assets and intangible asset			ngible asset	
	2004	2003	2004	2003	
	港幣千元	港幣千元	港幣千元	港幣千元	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
North America					
– USA and Mexico	102,234	140,513	109	4,879	
– Canada	7,239	4,533	5,122	6,685	
PRC					
other than					
Hong Kong	791,487	490,632	110,472	62,805	
Asia other than PRC					
and Hong Kong	136,951	60,068	10,532	1,716	
Europe	60,852	44,618	2	22	
Hong Kong	474,991	613,578	16,621	10,909	
	1,573,754	1,353,942	142,858	87,016	

減值虧損 6.

北美洲

中國

亞洲

歐洲

香港

-美國及墨西哥

一加拿大

(香港除外)

(中國及香港除外)

年內,董事透過參考該投資最後售出之估計所得 款項,審閱其於此聯營公司權益之賬面值。減值 虧損港幣6,264,000元已於綜合收益表確認。

廠房、機器及設備已確認減值虧損指已於去年終 止經營其業務之附屬公司之若干廠房、機器及設 備減記至其可變現淨額。

租約土地及樓宇已確認減值虧損指本集團參考市 值,將空置之租約土地及樓宇之賬面金額減記至 其估計可收回價值。

IMPAIRMENT LOSS

During the year, the directors reviewed the carrying value of its interest in an associate with reference to the estimated proceeds on ultimate disposal of the investment. Impairment loss of HK\$6,264,000 was recognised in the consolidated income statement.

Impairment loss recognised in respect of plant, machinery and equipment represented the written down of certain plant, machinery and equipment held by a subsidiary which ceased its operation in prior year, to their net realisable amounts.

The impairment loss recognised in respect of leasehold land and buildings represented the Group's write down of the carrying amounts of leasehold properties to their estimated recoverable values by reference to the market value.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

7. 經營溢利

PROFIT FROM OPERATIONS

		2004 港幣千元	2003 港幣千元
		HK\$'000	HK\$'000
經營溢利已扣除(計入):	Profit from operations has been arrived		
	at after charging (crediting):		
核數師酬金	Auditors' remuneration		
本年度	Current year	1,743	1,544
以往年度撥備過剩	Over-provision in previous years	(101)	(54)
董事酬金 (附註a至c)	Directors' emoluments (notes a to c)		
袍金	Fees	463	436
強制性公積金供款	Contributions to Mandatory Provident Fund	36	36
管理薪酬	Management remuneration		
基本薪金、房屋津貼	Basic salaries, housing allowances and		
及實物利益(不包括購股權	benefits in kind but excluding benefit		
之利益)	from share options	9,252	9,120
酌情花紅	Discretionary bonus	1,218	887
		10,969	10,479
折舊	Depreciation	79,968	74,155
減:金額資本化至開發成本	Less: amount capitalised to development costs	(788)	_
於收益表扣除之款項	Amount charged to the income statement	79,180	74,155
一間聯營公司商譽之攤銷	Amortisation of goodwill of an associate	221	_
租用樓宇之經營租賃租金	Operating lease charges on rented premises	7,196	7,458
研究及開發開支	Research and development expenditure	30,955	14,061
減:金額資本化至開發成本	Less: amount capitalised to development costs	(25,968)	(13,195)
於收益表扣除之款項	Amount charged to the income statement	4,987	866
呆賬撥備	Allowance for doubtful debts	6,677	_
出售投資物業虧損	Loss on disposal of investment properties	_	267
出售物業、廠房及設備	Loss (gain) on disposal of property,		
虧損(收益)	plant and equipment	4,519	(832)
已收回壞賬	Bad debts recovered	(4,154)	(216)
呆賬撥備撥回	Write back of allowances on doubtful debts	(8,441)	_
貿易及其他應付賬項之撇銷	Write off of trade and other payables	(15,016)	(11,295)
外匯(收益)虧損	Exchange (gain) loss	(78)	623
租金收入總額	Gross rental income	(1,439)	(899)
減:支出	Less: Outgoings	130	378
租金收入淨額	Net rental income	(1,309)	(521)

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

7. 經營溢利(續)

PROFIT FROM OPERATIONS (Continued)

附註:

(a) 董事酬金之分佈如下:

Notes:

(a) Directors' emoluments were within the following ranges:

			Ĩ	[事人數
	分佈	Range	No.	of directors
港幣	港幣	HK\$ HK\$	2004	2003
無	- 1,000,000	Nil – 1,000,000	4	4
1,000,001	- 1,500,000	1,000,001 – 1,500,000	2	1
1,500,001	- 2,000,000	1,500,001 – 2,000,000	-	_
2,000,001	- 2,500,000	2,000,001 – 2,500,000	2	1
2,500,001	- 3,000,000	2,500,001 – 3,000,000	1	2
			9	8

- (b) 上述披露之款項包括支付予獨立非執行董事之董 事袍金港幣163,000元(二零零三年:港幣140,000 元)。本公司於該兩年概無支付或須支付其他酬 金予獨立非執行董事。
- (b) The amounts disclosed above include directors' fees of HK\$163,000 (2003: HK\$140,000) paid to independent non-executive directors. No other emolument was paid or is payable to the independent non-executive directors for both years.
- (c) 本集團五位最高薪酬僱員中,四位(二零零三年: 三位)為本公司執行董事,其酬金已於上文披露, 餘下一位(二零零三年:兩位)僱員之酬金如下:
- (c) Of the five highest paid individuals in the Group, four (2003: three) were executive directors of the Company whose emoluments are included in disclosure as above. The emoluments of the remaining (2003: two) individual was as follows:

		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
薪金及其他福利 與表現掛鈎之獎勵 強制性公積金供款	Salaries and other benefits Performance related incentive payment Contributions to Mandatory Provident Fund	1,503 - -	3,122 610 24
		1,503	3,756

餘下一位(二零零三年:兩位)僱員酬金之分佈如下:

The remaining (2003: two) individual's emolument was within the following ranges:

		僱	員人數
分佈	Range	No. of	employees
港幣 港幣 	HK\$ HK\$	2004	2003
1,500,001 – 2,000,000	1,500,001 – 2,000,000	1	1
2,000,001 – 2,500,000	2,000,001 – 2,500,000	_	1
		1	2

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

8. 融資成本

FINANCE COSTS

		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
須於五年內悉數償還之銀行 貸款及透支之利息	Interest on bank loans and overdrafts wholly repayable within five years	9,152	10,481

9. 墊支予聯營公司 貸款之撥備

ALLOWANCE FOR LOANS ADVANCED TO ASSOCIATES

於二零零三年,一間聯營公司將其持作出售之物業全部售出及變為不活躍經營。該聯營公司所欠之款項被確認為不可收回款項,故此作出港幣10,951,000元之撥備。此外,墊支予另一間聯營公司之貸款亦屬不可收回,故此作出港幣3,834,000元之撥備。

In 2003, an associate sold all its properties held for sale and became inactive. An allowance of HK\$10,951,000, which represented the recognition of irrecoverable amount due from the associate, was provided for. In addition, due to the irrecoverable loan advanced to another associate, an allowance of HK\$3,834,000 was provided for.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

10. 税項

TAXATION

		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
利得税:	Profits tax:		
香港	Hong Kong		
一本年度	– current year	7,690	14,209
- 以往年度撥備不足(過剩)	- under (over)-provision in previous years	1,617	(96)
		9,307	14,113
其他司法管轄區	Other jurisdictions		
一本年度	– current year	375	173
-以往年度撥備不足(過剩)	- under (over)-provision in previous years	162	(291)
		537	(118)
遞延税項(附註25)	Deferred tax (note 25)		
一已扣除折舊與折舊免税額	- difference between depreciation		
之差額	charged and depreciation allowances	(4,566)	(7,240)
一税務虧損	– taxation loss	59	841
- 因税率改變而產生之遞延税項	– attributable to change in tax rate	_	1,032
		(4,507)	(5,367)
應佔聯營公司税項	Share of taxation of associates	548	529
		5,885	9,157

香港利得税就兩個年度之估計應課税溢利按税率 17.5%計算。其他司法管轄區之税項乃按有關司 法管轄區之現行税率計算。

若干附屬公司獲豁免50%之香港利得税。根據中國有關税法,位於中國之附屬公司在經抵銷所有以前年度虧損後之首個獲利年度起兩年內獲享全數豁免繳付企業所得税,並在其後三個年度獲減税50%。

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for both years. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

Certain subsidiaries are eligible for 50% exemption from Hong Kong Profits Tax. Pursuant to the relevant tax laws in the PRC, subsidiaries in the PRC are entitled to full exemption from Enterprise Income Tax for two years starting from their first profit-making year, after offsetting all losses brought forward, followed by a 50% reduction for the next three years thereafter.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

10. 税項(續)

TAXATION (Continued)

本年度税項支出可與綜合收益表之溢利調節如下:

The charge for the years can be reconciled to the profit per the consolidated income statement as follows:

		2004 港幣千元	2003 港幣千元
		を新士儿 HK\$'000	HK\$'000
除税前溢利	Profit before taxation	34,410	32,292
按本地所得税率17.5%計算之税項	Tax at the domestic income tax		
	rate of 17.5%	6,021	5,651
不可扣減支出之税務影響	Tax effect of expenses not deductible		
	for tax purpose	6,178	11,848
毋須課税收入之税務影響	Tax effect of income not taxable		
	for tax purpose	(3,441)	(1,459)
以往年度撥備不足(過剩)	Under (over)-provision in previous years	1,779	(387)
未確認税務虧損之遞延税項資產	Deferred tax asset in respect of		
	tax losses not recognised	7,899	14,759
香港利得税率增加所產生之期初	Increase in opening deferred tax liability		
遞延税項負債增加	resulting from an increase in the		
	Hong Kong Profits Tax rate	_	1,032
於其他司法管轄區經營之	Effect of different tax rates of subsidiaries		
附屬公司之税率差異影響	operating in other jurisdictions	1,003	478
按寬減税率計算之所得税	Income tax on concessionary rate	(13,510)	(22,940)
其他	Others	(44)	175
本年度税項支出	Tax expense for the year	5,885	9,157

Notes to the Financial Statements

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For the year ended 31st December, 2004

11. 股息

DIVIDENDS

		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
普通股:	Ordinary shares:		
已付中期股息每股港幣0.01元 (二零零三年:港幣0.01元) 擬派末期股息每股港幣0.02元	Interim dividend paid – HK\$0.01 (2003: HK\$0.01) per share Proposed final dividend – HK\$ 0.02	4,669	4,669
(二零零三年:港幣0.02元)	(2003: HK\$0.02) per share	9,339	9,339
		14,008	14,008

末期股息每股港幣0.02元(二零零三年:港幣0.02元)由董事建議派付,惟須待股東於股東大會上批准。

The final dividend of HK\$0.02 (2003: HK\$0.02) per share has been proposed by the directors and is subject to approval by the shareholders in general meeting.

12. 每股盈利

EARNINGS PER SHARE

每股基本盈利乃根據本集團之本年度純利約港幣 28,576,000元(二零零三年:港幣24,903,000元) 及以普通股466,921,794股(二零零三年:466,921,794股)之數目計算。

The calculation of the basic earnings per share is based on the Group's net profit for the year of approximately HK\$28,576,000 (2003: HK\$24,903,000) and the number of ordinary shares of 466,921,794 (2003: 466,921,794).

由於兩個年度均無潛在已發行普通股,故並無呈 列每股攤薄盈利。 No diluted earnings per share have been presented as there were no potential ordinary shares in issue in both years.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

13. 投資物業

INVESTMENT PROPERTIES

HK\$'000	

港幣千元

本集團	The Group	
於二零零四年一月一日	At 1st January, 2004	10,750
出售	Disposals	(650)
重估值增加	Revaluation increase	1,390
於二零零四年十二月三十一日	At 31st December, 2004	11,490

投資物業由獨立專業估值師Savills (Hong Kong) Limited (前稱FPDSavills (Hong Kong) Limited) 於二 零零四年十二月三十一日按公開市值為基準進行 重估。此項估值產生之重估值增加為港幣1,390,000 元(二零零三年:港幣520,000元),已於收益表 中處理。

本集團所有投資物業均以營業租賃方式出租。

有關投資物業乃位於香港,並以中期租約持有。

The investment properties were revalued at 31st December, 2004 on an open market value basis by Savills (Hong Kong) Limited (formerly known as FPDSavills (Hong Kong) Limited), an independent professional valuer. This valuation gave rise to a revaluation increase of HK\$1,390,000 (2003: HK\$520,000) which has been dealt with in the income statement.

All the Group's investment properties are rented out under operating leases.

The investment properties are situated in Hong Kong and are held under medium-term leases.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

14. 物業、廠房及設備	PROPERTY, PLANT AND EQUIPMENT
--------------	-------------------------------

		在香港	在中國				
		以中期	以中期				
	1	阻約持有之	租約持有之				
	:	土地及樓宇	土地及樓宇				
		Medium-	Medium-	廠房、			
		term	term	機器及設備			
		leasehold	leasehold	Plant,	傢俬及		
		land and	land and	machinery	裝置	汽車	
		buildings in	buildings in	and	Furniture	Motor	總額
		Hong Kong	PRC	equipment	and fixtures	vehicles	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團	The Group						
成本值	Cost						
於二零零四年一月一日	At 1st January, 2004	211,704	30,869	611,316	143,973	9,016	1,006,878
增添	Additions	_	3,742	109,080	3,475	593	116,890
出售/撇銷	Disposals / written off	(4,160)	_	(172,133)	(5,249)	(100)	(181,642)
出售一間附屬公司	Disposal of a subsidiary	_	-	(276)	(66)	_	(342)
外滙調整	Exchange adjustment	-	-	25	88	-	113
於二零零四年							
十二月三十一日	At 31st December, 2004	207,544	34,611	548,012	142,221	9,509	941,897
累積折舊、攤銷	Accumulated depreciation,						
及減值虧損	amortisation and impairment losses						
於二零零四年一月一日	At 1st January, 2004	57,872	5,795	451,026	101,619	6,874	623,186
於本年度扣除	Charge for the year	4,344	1,209	67,937	5,254	1,224	79,968
出售/撇銷之對銷	Eliminated on disposals/written off	(99)	_	(166,868)	(4,852)	(75)	(171,894)
出售一間附屬公司	Disposal of a subsidiary	_	-	(55)	(10)	-	(65)
外滙調整	Exchange adjustment	_	-	4	26	-	30
於二零零四年							
十二月三十一日	At 31st December, 2004	62,117	7,004	352,044	102,037	8,023	531,225
賬面淨值	Net book values						
於二零零四年							
十二月三十一日	At 31st December, 2004	145,427	27,607	195,968	40,184	1,486	410,672
於二零零三年							
十二月三十一日	At 31st December, 2003	153,832	25,074	160,290	42,354	2,142	383,692

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

14. 物業、廠房及設備(續) PROPERTY, PLANT AND EQUIPMENT (Continued)

傢俬及裝置 Furniture and fixtures 港幣千元 HK\$'000

本公司	The Company	
成本值	Cost	
於二零零四年一月一日及		
二零零四年十二月三十一日	At 1st January, 2004 and 31st December, 2004	86
累積折舊	Accumulated depreciation	
於二零零四年一月一日		
及二零零四年十二月三十一日	At 1st January, 2004 and 31st December, 2004	86
n wa th		
賬面淨值	Net book value	
於二零零四年十二月三十一日		
及二零零三年十二月三十一日	At 31st December, 2004 and 31st December, 2003	_

15. 於附屬公司之權益 INTERESTS IN SUBSIDIARIES

本公司 The Company

		THE	Company
		2004	2003
		港幣千元	港幣千元
		HK\$'000	HK\$'000
非上市股份,成本值	Unlisted shares, at cost		
- 香港以外	– Other than Hong Kong	619,928	619,928
- 香港	– Hong Kong	1	1
		619,929	619,929
應收附屬公司款項	Amounts due from subsidiaries	334,547	288,028
		954,476	907,957

該筆款項為無抵押及免息。董事認為,並無任何 部分須於一年內償還,因此將欠款歸類入非流動 資產。 The amounts are unsecured and interest-free. In the opinion of directors, no part will be repayable within one year and accordingly, the amounts are grouped as non-current assets.

擁有權

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

15. 於附屬公司之權益

INTERESTS IN SUBSIDIARIES (Continued)

Notes to the Financial Statements

於二零零四年十二月三十一日主要附屬公司之詳 情如下: Details of the principal subsidiaries as at 31st December, 2004 are as follows:

公司名稱 Name of company	已發行 普通股本面值 Nominal value of issued ordinary share capital	權益 Prop of ow	益比例 portion ynership terest 間接 Indirectly	所持投票權 比例 Proportion of voting power held	註冊成立/ 營業地點 Place of incorporation/ operation	主要業務 Principal activities
		%	%	%		
Catel (B.V.I.) Limited	港幣110元 HK \$ 110	100	-	100	英屬處女群島 British Virgin Islands ("BVI")	投資控股 Investment holding
	20,000,000日圓				日本	銷售及市場拓展
Wong's International Japan, Inc.	JPY20,000,000	100	-	100	Japan	Sales and marketing
邦緯有限公司 Bondwide Limited	港幣2元 HK\$2	_	100	100	香港 Hong Kong	投資控股 Investment holding
BroadMax Technologies, Inc.	10,000美元 US\$10,000	-	100	100	美國 United States of America ("USA")	設計及推廣寬頻及 互聯網應用器材產品 Design and marketing of broadband and internet appliances products
Luckyweal Company Limited	港幣2元 HK\$2	_	100	100	香港 Hong Kong	物業投資 Property investment
Siu Wai Industrial Limited	港幣2元 HK\$2	-	100	100	香港/中國 Hong Kong/PRC	製造電子產品 Electronic products manufacture
Wapdon Company Limited	港幣2元 HK\$2	-	100	100	香港 Hong Kong	投資控股 Investment holding
華高科技(蘇州) 有限公司* Welco Technology (Suzhou) Limited*	10,006,529美元 US\$10,006,529	-	100	100	中國 PRC	製造電子產品 Electronic products manufacture
Wong's Circuits (Holdings) Pte Ltd.	坡幣83,500,000元 S\$83,500,000	_	100	100	新加坡 Singapore	投資控股 Investment holding
王氏電子有限公司 Wong's Electronics Co., Limited	港幣1,000,000元 HK\$1,000,000	_	100	100	香港 Hong Kong	製造電子產品 Electronic products manufacture

^{*} 此公司為全外資企業。

^{*} This company is a wholly-foreign owned enterprise.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

15. 於附屬公司之權益

INTERESTS IN SUBSIDIARIES (Continued)

	已發行 普通股本面值 Nominal value of issued	權意 Prop of ow	有權 益比例 portion unership terest	所持投票權 比例 Proportion	註冊成立/ 營業地點 Place of	
公司名稱 Name of company	ordinary share capital	直接 Directly	間接 Indirectly	of voting power held	incorporation/ operation	主要業務 Principal activities
		%	%	%		
王氏工業(集團) 有限公司 Wong's Industrial (Holdings) Limited	港幣500元 HK\$500	-	100	100	香港 Hong Kong	投資控股 Investment holding
BroadMax Technology Limited	港幣1,000,000元 HK\$1,000,000	-	100	100	香港 Hong Kong	設計及推廣寬頻及 互聯網應用器材產品 Design and marketing of broadband and internet products
Emerging Technologies Limited	港幣1,000,000元 HK\$1,000,000	-	100	100	香港 Hong Kong	開發、推廣及分銷 無線通訊產品 Development, marketing and distribution of wireless communications products
標致信息科技有限公司 Bridge Technologies Limited	港幣 1,000,000元 HK\$1,000,000	_	60	60	香港 Hong Kong	暫無業務 Dormant
Wong's International (USA) Corporation	10,000美元 US\$10,000	-	100	100	美國 USA	市場拓展 Marketing

董事認為,完整載列有關附屬公司之詳情將過份 冗長,因此上表僅載列主要對本集團業績或資產 淨值有重要影響之附屬公司詳情。

附屬公司於年內概無發行任何債務證券,或於年 結時亦無任何已發行債務證券。 In the opinion of the directors, a complete list of the particulars of subsidiaries will be of excessive length and therefore the above list contains only the particulars of those subsidiaries which principally affect the results or net assets of the Group.

None of the subsidiaries had issued any debt securities during the year or outstanding at the end of the year.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

16. 於聯營公司之權益

INTERESTS IN ASSOCIATES

		本集團	
		The	e Group
		2004	2003
		港幣千元	港幣千元
		HK\$'000	HK\$'000
應佔資產淨值	Share of net assets	47,954	60,409
商譽	Goodwill	1,990	2,211
減除撥備後應收聯營公司款項	Amounts due from associates, less allowance	163,284	184,388
		213,228	247,008

該筆款項為無抵押及免息。董事認為,並無任何 部分欠款須於一年內償還,因此將欠款歸類入非 流動資產。

於二零零四年十二月三十一日,董事已審閱一間聯營公司股本權益之賬面值,其業務活動為物業發展。鑑於二零零四年內物業市場有所改善,董事經參考物業之可變現淨值後,認為應撥回港幣10,000,000元(二零零三年:港幣2,589,000元)之撥備。

The amounts are unsecured and interest-free. In the opinion of the directors, no part of the amounts due from associates will be repayable within one year and accordingly, the amounts are grouped as non-current assets.

The directors reviewed the carrying amount in the equity interest of an associate whose business activities is property development at 31st December, 2004. In the light of the improved property market during 2004 and with reference to the net realisable value of properties, the directors considered allowance of HK\$10,000,000 (2003: HK\$2,589,000) should be written back.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

16. 於聯營公司之權益(續) INTERESTS IN ASSOCIATES (Continued)

註冊成立/

於二零零四年十二月三十一日,本集團於下列主 要聯營公司擁有權益: As at 31st December, 2004, the Group had interests in the following principal associates:

擁有權

公司名稱 Name of company	業務架構形式 Form of business structure	營業地點 Place of incorporation/ operation	所持股份 類別 Class of shares held	權益比例 Proportion of ownership interest	主要業務 Principal activities
				0/0	
Dinastech Holdings Limited	註冊成立 Incorporated	英屬處女群島 /香港 BVI/Hong Kong	普通 Ordinary	30.00	發展技術,以支持 寬頻網絡之映像服務 Developing technologies to support video services on broadband networks
	註冊成立	香港	普通		物業投資
Ming Dragon Limited	Incorporated	Hong Kong	Ordinary	42.50	Property investment
富山王氏有限公司 Tomiyama Wong Limited	註冊成立 Incorporated	香港 Hong Kong	普通 Ordinary	30.00	金屬壓印及電線東合裝配 Metal stamping and wire harness cable assemblies
南京普天王芝通信有限公司 # Nanjing Postel Wong Zhi Telecommunications Co. Ltd.#	註冊成立 Incorporated	中國 PRC	註冊資本 Registered capital	33.00	開發、生產及分銷 CDMA手機 Development, manufacture and distribution of CDMA handphone
惠州西麥王氏工業有限公司 * Huizhou C-MAC-Wong's Industries Co., Ltd.*	註冊成立 Incorporated	中國 PRC	註冊資本 Registered capital	46.25	生產已插針背板及組裝背板 Manufacture of back panel pinning assembly

以上所有公司皆由其他核數師審核

中外合資企業

董事認為,完整載列有關聯營公司之詳情將過份 冗長,因此上表僅載列主要對本集團業績或資產 淨值有重要影響之聯營公司詳情。

於二零零三年,就收購Dinastech Holdings Limited 而產生之商譽約港幣2,211,000元。約港幣221,000 元(二零零三年:無)之攤銷已計入本年度之綜合 收益表。

商譽於十年間攤銷。

All the above companies were audited by other auditors

Sino-foreign equity joint venture

In the opinion of the directors, a complete list of the particulars of associates will be of excessive length and therefore the above list contains only the particulars of those associates which principally affect the results or net assets of the Group.

The goodwill of approximately HK\$2,211,000 arose on the acquisition of Dinastech Holdings Limited in 2003. The amortisation of approximately HK\$221,000 (2003: Nil) was charged to the consolidated income statement in current year.

Goodwill is amortised over 10 years.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

17. 證券投資

INVESTMENTS IN SECURITIES

		Held to	期日債券 maturity ecurities		养投資 nt securities		也投資 vestments		總額 Total
		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000	2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000	2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000	2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
本集團 上市股本證券:	The Group Listed equity securities:							100	-
於香港以外地區 於香港 上市債券:	Outside Hong Kong In Hong Kong Listed debt securities:	-	-	196 -	89 -	-	2,063	196 -	89 2,063
於香港以外地區	Outside Hong Kong	8,043	-	196	- 89	-	2,063	8,043 8,239	2,152
上市證券市值	Market value of			190	09	_	2,063	0,239	2,132
於香港以外地區	Outside Hong Kong	8,043	-	196	89	-	-	8,239	89
於香港	In Hong Kong	-	-	-	-	-	2,063	-	2,063
為申報而分析 之賬面金額;	Carrying amount analysed for reporting purposes as:								
流動 非流動	Current Non-current	8,043	- -	- 196	- 89	- -	2,063 -	- 8,239	2,063 89
		8,043	-	196	89	-	2,063	8,239	2,152

其他投資

Other investments

2004	2003
港幣千元	港幣千元
HK\$'000	HK\$'000

本公司	The Company		
股本證券:	Equity securities:		
於香港上市之市值	Listed in Hong Kong at market value	-	893

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

18. 無形資產

INTANGIBLE ASSET

土地使用權 Land use right 港幣千元 HK\$'000

本集團	The Group	
成本	Cost	
於二零零四年一月一日	At 1st January, 2004 and	
及二零零四年十二月三十一日	at 31st December, 2004	2,027
攤銷	Amortisation	
於二零零四年一月一日	At 1st January, 2004	40
於本年度扣除	Charge for the year	41
於二零零四年十二月三十一日	At 31st December, 2004	81
賬面淨值	Net book value	
於二零零四年十二月三十一日	At 31st December, 2004	1,946
於二零零三年十二月三十一日	At 31st December, 2003	1,987

該筆款項為租用一幅中國土地50年之使用權費用。 該攤銷乃以有關租約年限按直線法撇銷。 The amount represents the right to use the land in the PRC for a period of 50 years. The amortisation is provided to write off the cost on a straight-line method over the terms of the relevant lease.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

19. 開發成本資本化

DEVELOPMENT COSTS CAPITALISED

開發成本 Development costs 港幣千元 HK\$'000

本集團	The Group	
成本	Cost	
於二零零四年一月一日	At 1st January, 2004	13,195
添置	Additions	25,968
於二零零四年十二月三十一日	At 31st December, 2004	39,163
攤銷	Amortisation	
於二零零四年一月一日	At 1st January, 2004	_
於本年度扣除	Charge for the year	15,355
於二零零四年十二月三十一日	At 31st December, 2004	15,355
賬面淨值	Net book value	
於二零零四年十二月三十一日	At 31st December, 2004	23,808
於二零零三年十二月三十一日	At 31st December, 2003	13,195
		
開發成本在兩年之期間內按直線法攤銷。	The development costs is amortised on a straight-line b	pasis over a period of 2

20. 存貨

INVENTORIES

years.

		;	本集團		
		Th	ie Group		
		2004	2003		
		港幣千元	港幣千元		
		HK\$'000	HK\$'000		
按成本值:	At cost:				
原料	Raw materials	333,092	211,694		
在製品	Work in progress	32,266	9,446		
製成品	Finished goods	58,235	48,027		
		423,593	269,167		

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

21. 貿易及其他應收賬款 TRADE AND OTHER RECEIVABLES

本集團平均給予其貿易顧客60日之賒賬期。

The Group allows an average credit period of 60 days to its trade customers.

以下為本集團應收貿易賬款於申報日期之賬齡分 析: The following is an aged analysis of the Group's trade receivables at the reporting date:

本	集團
The	Group

		2004 港幣千元 HK\$'000	2003 港幣千元 HK\$'000
應收貿易賬款	Trade receivables		
0至60日	0 – 60 days	404,662	278,259
61至90日	61 – 90 days	36,536	1,321
超過90日	Over 90 days	22,938	1,303
其他應收賬款	Other receivables	464,136 32,925	280,883 35,062
A CONTRACTOR OF THE STATE OF TH	Sa.s. receivables	497,061	315,945
		497,061	313,943

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

22. 貿易及其他應付賬款 TRADE AND OTHER PAYABLES

以下為本集團應付貿易賬款於申報日期之賬齡分 析: The following is an aged analysis of the Group's trade payables at the reporting date:

本集團

		Th	e Group
		2004	2003
		港幣千元	港幣千元
		HK\$'000	HK\$'000
應付貿易賬款	Trade payables		
0至60日	0 – 60 days	285,255	414,423
61至90日	61 – 90 days	10,050	6,144
超過90日	Over 90 days	103,850	10,964
		399,155	431,531
其他應付賬款	Other payables	112,324	55,107
		511,479	486,638

23. 應付一間聯營公司 AMOUN 款項

AMOUNT DUE TO AN ASSOCIATE

本集團

該筆款項為無抵押、免息及無固定還款期。

The Group

The amount is unsecured, interest-free and has no fixed terms of repayment.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

24. 銀行貸款

BANK BORROWINGS

		本集團		
		The	e Group	
		2004	2003	
		港幣千元	港幣千元	
		HK\$'000	HK\$'000	
銀行透支	Bank overdrafts	4,422	23,831	
銀行貸款	Bank loans	585,340	408,727	
信託收據貸款	Trust receipts loans	47,216	51,994	
		636,978	484,552	
有抵押	Secured	488,016	403,624	
無抵押	Unsecured	148,962	80,928	
		636,978	484,552	
銀行貸款償還期:	Bank borrowings are repayable within a period of:			
一一年	– one year	434,558	425,710	
	between one to two years	58,360	36,397	
- 介乎兩年至五年	between two to five years	144,060	22,445	
		636,978	484,552	
滅:列於流動負債下須於一年內	Less: Amounts due within one year shown			
到期償還之金額	under current liabilities	(434,558)	(425,710)	
於一年後到期償還之金額	Amounts due after one year	202,420	58,842	

截至二零零四年十二月三十一日止年度

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For the year ended 31st December, 2004

25. 遞延税項

以下為年內本集團確認之主要遞延税項(負債)資 產及其變動:

DEFERRED TAXATION

The following is the major deferred tax (liability) asset recognised by the Group and movements thereon during the year:

加速

		加迷		
		税項折舊	估計	
		Accelerated	税務虧損	
		tax	Estimated	總額
		depreciation	tax losses	Total
		港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000
於二零零三年一月一日	At 1st January, 2003	(13,794)	2,787	(11,007)
於本年度收益表	Credit (charge) to the incom	е		
計入(扣除)	statement for the year	7,240	(841)	6,399
税率改變之影響	Effect of change in tax rate			
一於本年度收益表計入	– Credit (charge) to the			
(扣除)	income statement			
	for the year	(1,173)	141	(1,032)
於二零零三年十二月				
三十一日及二零零四年	At 31st December, 2003			
一月一日	and 1st January, 2004	(7,727)	2,087	(5,640)
於本年度收益表	Credit (charge) to the incom	е		
計入(扣除)	statement for the year	4,566	(59)	4,507
於二零零四				
年十二月三十一日	At 31st December, 2004	(3,161)	2,028	(1,133)

於二零零四年十二月三十一日,本集團可用以抵銷未來溢利之未動用税務虧損為港幣384,000,000元(二零零三年:港幣340,000,000元)。遞延税項資產港幣12,000,000元(二零零三年:港幣11,000,000元)已就該等虧損確認。由於無法預測未來溢利來源,故未就餘下之港幣372,000,000元(二零零三年:港幣329,000,000元)確認遞延税項資產。未動用之稅務虧損包括將於二零零九年屆滿之虧損為港幣35,000,000元(二零零三年:港幣17,000,000元)。其他稅務虧損或會無限期結轉。

At 31st December, 2004, the Group has unused tax losses of HK\$384 million (2003: HK\$340 million) available for offsetting against future profits. A deferred tax asset has been recognised in respect of HK\$12 million (2003: HK\$11 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$372 million (2003: HK\$329 million) due to the unpredictability of future profit streams. Included in unused tax losses are losses of HK\$35 million (2003: HK\$17 million) that will expire in 2009. Other tax losses may be carried forward indefinitely.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

26. 股本

SHARE CAPITAL

股份數目

Number 港幣千元 of shares HK\$'000

每股面值港幣0.10元之普通股

Ordinary shares of HK\$0.10 each

法定股本:

於二零零三年一月一日及 二零零三年及二零零四年

十二月三十一日

Authorised:

At 1st January, 2003 and 31st December, 2003

and 2004

700,000,000

70,000

已發行及繳足股本:

於二零零三年一月一日及 二零零三年及二零零四年

十二月三十一日

Issued and fully paid:

At 1st January, 2003 and 31st December, 2003

and 2004

466,921,794

46,692

年內,本公司及其任何附屬公司概無購入、出售 或贖回本公司任何上市證券。 Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

27. 儲備

RESERVES

本公司

The Company

			資本				
			贖回儲備				
		股本溢價	Capital	實繳盈餘	股息儲備	累計溢利	
		Share	redemption	Contributed	Dividend A	ccumulated	總額
		premium	reserve	surplus	reserve	profits	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零三年一月一日	At 1st January, 2003	148,864	345	522,566	420,231	75,165	1,167,171
年內純利	Net profit for the year	-	-	-	-	3,374	3,374
撥出之股息	Dividends set aside	_	-	_	9,339	(9,339)	_
已付股息	Dividends paid						
- 二零零二年末期股息	– for 2002 final dividend	-	-	-	(420,231)	_	(420,231)
- 二零零三年中期股息	- for 2003 interim dividend	-	-	_	-	(4,669)	(4,669)
於二零零三年							
十二月三十一日	At 31st December, 2003 and						
及二零零四年一月一日	1st January, 2004	148,864	345	522,566	9,339	64,531	745,645
年內純利	Net profit for the year	_	-	_	_	14,619	14,619
撥出之股息	Dividends set aside	-	-	-	9,339	(9,339)	-
已付股息	Dividends paid						
-二零零三年末期股息	– for 2003 final dividend	_	-	_	(9,339)	_	(9,339)
一二零零四年中期股息	– for 2004 interim dividend	_	-	-	_	(4,669)	(4,669)
於二零零四年十二月							
三十一日	At 31st December, 2004	148,864	345	522,566	9,339	65,142	746,256

本公司於結算日可供分派予股東之儲備(按百慕達公司法及本公司之細則所規定計算)為港幣597,047,000元(二零零三年:港幣596,436,000元)。此外,本公司之股本溢價可以繳足紅股方式派發。

本公司之實繳盈餘指本公司所收購附屬公司之有 關淨資產之賬面值與本集團於一九九零年重組時 因收購事項而發行之本公司股份之面值兩者間之 差額。 The reserves of the Company available for distribution to the shareholders, as calculated under the Companies Act of Bermuda and the Bye-laws of the Company, as at the balance sheet date amounted to HK\$597,047,000 (2003: HK\$596,436,000). In addition, the Company's share premium may be distributed in the form of fully-paid bonus shares.

The contributed surplus of the Company represents the difference between the book values of the underlying net assets of the subsidiaries acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of the Group's reorganisation in 1990.

洪敞工品

財務報表附註

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

28. 出售一間附屬公司

DISPOSAL OF A SUBSIDIARY

出售時順塑膠製品(深圳)有限公司(本公司一間 全資擁有之附屬公司)現金流量淨額呈列如下: The net cash flow arising on disposal of Season Plastics Products (Shenzhen) Co., Ltd., a wholly-owned subsidiary of the Company, was as follows:

		港幣十元 HK\$'000
物業、廠房及設備	Property, plant and equipment	277
貿易及其他應收款項	Trade and other receivables	994
按金及預付款項	Deposits and prepayments	340
銀行結餘及現金	Bank balances and cash	943
貿易及其他應付款項	Trade and other payables	(132)
已出售淨資產	Net assets disposed of	2,422
出售收益	Gain on disposal	578
總代價	Total consideration	3,000
支付方式:	Satisfied by:	
現金代價	Cash consideration	3,000
就出售所產生之現金流入淨額:	Net cash inflow arising on disposal:	
現金代價	Cash consideration	3,000
已出售之銀行結餘及現金	Bank and cash balances disposed of	(943)
		2,057

出售該附屬公司對本集團截至二零零四年十二月 三十一日止年度之業績或現金流量並無重大貢獻。 有關詳情載列於二零零三年十二月二日之公佈內。 The subsidiary disposed of did not make any significant contributions to the results or cash flow of the Group during the year ended 31st December, 2004. Details are set out in the announcement dated 2nd December, 2003.

29. 資產抵押

PLEDGE OF ASSETS

本集團

於結算日,本集團將其賬面淨值總額約港幣143,000,000元(二零零三年:港幣147,000,000元) 位於香港之若干土地及樓宇及港幣零元(二零零三年:港幣8,000,000元)之廠房、機器及設備作抵押,為本集團取得約港幣787,000,000元(二零零三年:港幣756,000,000元)之銀行融資。

The Group

At the balance sheet date, certain of the Group's land and buildings, plant, machinery and equipment in Hong Kong, with an aggregate net book values of approximately HK\$143 million and HK\$Nil (2003: HK\$147 million and HK\$8 million) respectively were pledged to secure banking facilities granted to the Group to the extent of approximately HK\$787 million (2003: HK\$756 million).

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

30. 承擔及或然負債

COMMITMENTS AND CONTINGENT LIABILITIES

於結算日,本集團及本公司沒有在財務報表內撥 備之承擔如下: At the balance sheet date, the Group and the Company had the following commitments, so far as not provided for in the financial statements, in respect of:

			本集團		本公司	
			The Group		The Company	
			2004	2003	2004	2003
			港幣千元	港幣千元	港幣千元	港幣千元
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
(a)	購買物業、	(a) Capital commitments contracted for				
	廠房及設備	in respect of acquisition of property,				
	之資本承擔;	plant and equipment				
	一已訂約但未於	 contracted for 				
	財務報表撥備	but not provided in the				
		financial statements	7,256	14	-	-
	一已授權但未訂約	- authorised but not contracted for	36,661	276	-	-
			43,917	290	-	-
(b)	就收購以下公司	(b) Capital commitments contracted for				
	已訂約但未於	but not provided for in the financial				
	財務報表撥備之資本承擔	statements in respect of acquisition of				
	間聯營公司	– an associate	-	1,092	-	1,092
(c)	根據不可撤銷之	(c) Operating lease commitments for future				
	土地及樓宇經營租賃	minimum lease payments under				
	所須履行之日後最低	non-cancellable operating leases in				
	租金款項承擔	respect of land and buildings which				
	於下列年期屆滿:	fall due as follows:				
	一年內	Within one year	3,853	3,463	-	-
	第二至第五年	In the second to fifth year				
	(包括首尾兩年)	inclusive	4,707	2,921	-	-
			8,560	6,384	-	_

經營租賃款項指本集團就其若干寫字樓物業須付 之租金。租約平均協議為四年而租金則平均固定 為三年。 Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for an average of four years and rentals are fixed for an average of three years.

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

30. 承擔及或然負債 (續)

COMMITMENTS AND CONTINGENT LIABILITIES (Continued)

		本集團 The Group		本公司 The Company	
		2004	2004 2003		2003
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
(d) 與租客訂約之日後	(d) Future minimum lease payments				
最低租金款項:	contracted with tenants:				
一年內	Within one year	782	518	-	-
第二至第五年	In the second to fifth year inclusive				
(包括首尾兩年)		46	-	-	-
		828	518	-	-

經營租賃款項指本集團就租賃其投資物業所收取 之租金。租約及租金平均議定為一年。 Operating lease payments represent rental receivable by the Group for leasing its investment properties. Leases and rentals are negotiated and fixed for one year.

			本集團		本公司	
			The Group		The Company	
			2004 2003		2004	2003
			港幣千元	港幣千元	港幣千元	港幣千元
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
(e)	或然負債: (6	c) Contingent liabilities:				
	就向以下公司授出	Guarantees given to banks in respect of				
	之貸款及銀行融資	loans and banking facilities granted				
	向銀行作出之擔保:	to the extent of:				
	- 附屬公司	– subsidiaries	-	-	1,339,780	1,324,000

Notes to the Financial Statements

截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

31. 關連人士交易

RELATED PARTY TRANSACTIONS

- (a) 於本年內,本集團與其聯營公司進行以下 交易。此等交易按本公司董事釐定之估計 市值進行。
- (a) During the year, the Group entered into the following transactions with its associates. The transactions were carried out at estimated market prices determined by the Company's directors.

		2004	2003
		港幣千元	港幣千元
		HK\$'000	HK\$'000
已收租金收入	Rental income received	253	147
已付管理費用	Management fee paid	60	-

- (b) 本集團與其有關連公司(與本公司擁有一名 共同股東)訂立下列交易。交易以本公司董 事釐定之估計市價進行。
- (b) The Group had entered into the following transactions with its related companies which have a common shareholder as the Company. The transactions were carried out at estimated market prices determined by the Company's directors.

		2004	2003
		港幣千元	港幣千元
		HK\$'000	HK\$'000
購入貨品	Purchase of goods	9,790	4,487
已收租金收入	Rental income received	291	291

- (c) 於二零零三年十二月一日,本公司之全資附屬公司時順工業有限公司與Stephen Wu 先生(彼為於交易時任職本公司董事王忠梴 先生之妻舅)訂立一項買賣協議,出售時順 塑膠製品(深圳)有限公司(時順工業有限公司之全資附屬公司)之100%股本權益,代價 為現金港幣3,000,000元,該交易須先履行本公司於二零零三年十二月二日之公佈所披露之若干條件,方可進行。出售之所得款項將用作本集團之一般營運資金。該交易已於年內完成。
- (c) On 1st December, 2003, Season Industries Limited ("SIL"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mr. Stephen Wu, brother-in-law of Mr. Wong Chung Yin, Michael who was a director of the Company at the time of the transaction in relation to the sale of 100% equity interest in Season Plastic Products (Shenzhen) Co., Ltd. (a wholly-owned subsidiary of SIL) for a cash consideration of HK\$3 million subject to the satisfaction of certain conditions as disclosed in the Company's announcement dated 2nd December, 2003. The proceeds from the disposal will be utilised as the general working capital of the Group. The transaction had been completed during the year.

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截至二零零四年十二月三十一日止年度

For the year ended 31st December, 2004

32. 僱員購股權計劃

EMPLOYEE SHARE OPTION SCHEME

本公司之僱員購股權計劃(「該計劃」)乃於二零零零年七月三十日生效,主要作為給予合資格僱員(包括本公司或任何附屬公司之任何執行董事,以及為向本公司或附屬公司提供全職或大部分全職服務而僱用之本公司或任何附屬公司之任何高級行政人員、主任或僱員)之獎勵,該計劃將於二零一零年七月三十日營業時間結束時到期。

購股權可於董事就該購股權授出條款所指定之期間行使,惟不得早於授出日期起計1年或遲於授出日期起計10年。購股權不可於授出日期後1年內行使。

根據該計劃,可供發行之股份總數為本公司已發行股本之10%。行使價至少必須為聯交所於授出日期(必須為營業日)之每日報價表所載之股份收市價,或緊隨授出日期前五個營業日聯交所每日報價表之平均收市價(以較高者為准),每份授出之購股權須支付之代價為港幣10元。

於年內或於二零零四年十二月三十一日並無購股 權授出或尚未行使。 The Company's Employee Share Option Scheme (the "Scheme") came into effect on 30th July, 2000 for the primary purpose of providing incentives to eligible employees, including any executive director of the Company or any subsidiary, and any senior executive, officer or employee of the Company or any subsidiary employed to render full-time or substantially full-time service to the Company or any subsidiary. The Scheme will expire at the close of business on 30th July, 2010.

An option may be exercised as specified by the directors in relation to such option in its terms of grant which shall not be earlier than 1 year after its date of grant, nor be more than 10 years from its date of grant. No option shall be exercisable earlier than 1 year after its date of grant.

Total number of shares available for issue under the Scheme is 10% of the issued share capital of the Company. The exercise price must be at least the higher of the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day and the average closing price of the shares as stated in Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant. Consideration to be paid on each grant of option is HK\$10.

No share options were granted during the year or outstanding at 31st December, 2004.

截至二零零四年十二月三十一日止年度

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For the year ended 31st December, 2004

33. 退休福利計劃

本集團為香港所有合資格僱員設立強制性公積金計劃(「該計劃」)。該計劃之資產與本集團之資產分開持有,以基金方式由受託人管理。本集團按每月港幣1,000元或有關薪酬成本5%之較低者向該計劃供款。

中國附屬公司之僱員為中國政府設立之退休福利計劃之成員。

有關中國附屬公司須按現有僱員月薪之7%至12% 向中國之國家退休計劃供款,以為該項福利提供 資金。根據有關政府法規,僱員可享有按退休時 之基本薪金及服務年期計算之退休金。中國政府 負責退休員工之退休金。

列入收益表處理之總成本約港幣4,447,000元(二 零零三年:港幣2,786,000元),為本集團就本財 政年度向該等計劃應付之供款。

RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes the lower of HK\$1,000 per month or 5% of relevant payroll costs to the Scheme.

The employees of the subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government.

The relevant PRC subsidiaries are required to make contributions to the state retirement schemes in the PRC based on 7% to 12% of the monthly salaries of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The PRC government is responsible for the pension liability to the retired staff.

The total cost charged to the income statement of approximately HK\$4,447,000 (2003: HK\$2,786,000) represents contributions payable to the schemes by the Group in respect of the current financial year.

34. 結算日後事項

根據本公司一間全資附屬公司於二零零五年三月 十八日之董事會會議記錄,一間附屬公司將購入 位於中國之一塊土地,代價為520,000美元(相當 於港幣4,056,000元)。

POST BALANCE SHEET EVENT

Pursuant to a board minute of a wholly-owned subsidiary of the Company dated 18th March, 2005, a subsidiary will purchase a land situated in the PRC at a consideration of US\$520,000 (equivalent to HK\$4,056,000).

35. 比較數字

若干比較數字經已重新分類,以符合本年度之呈 列方式。

COMPARATIVE FIGURES

Certain comparative figures have been re-classified to conform to the current year's presentation.