

1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation

These financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. The financial statements also comply with the Statements of Standard Accounting Practice (“SSAPs”) issued by the Hong Kong Society of Accountants (“HKSA”) and the disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. They have been prepared under the historical cost convention modified by the revaluation of certain properties and intangible assets as explained in the accounting policies set out below.

In the current year, the Group adopted the following SSAPs issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2002:

SSAP 1 (revised)	: Presentation of financial statements
SSAP 11(revised)	: Foreign currency translation
SSAP 15(revised)	: Cash flow statements
SSAP 34	: Employee benefits

1. 主要會計政策

(a) 編制財務報表的準則

本財務報表已按照香港普遍採納的會計原則及香港《公司條例》編制。本財務報表亦符合香港會計師公會頒佈的會計實務準則及香港聯合交易所有限公司證券上市規則的披露規定。財務報表依據歷史成本常規法及對若干物業和無形資產進行重估後而編制（見下文會計政策）。

於本年度，本集團採納下列由香港會計師公會頒佈之會計實務準則，該等會計實務準則於二零零二年一月一日或以後開始之會計報告期生效：

會計實務準則	: 財務報表第1號(修訂) 的呈報
會計實務準則	: 外幣折算第11號(修訂)
會計實務準則	: 現金流量第15號(修訂) 表
會計實務準則	: 僱員福利第34號

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

Adoption of SSAP 1 (revised) “Presentation of financial statements”

In order to comply with the revised requirements of SSAP 1 (revised), the Group adopts the new statement “Consolidated Statement of Changes in Equity” which replaces the “Consolidated Statement of Recognised Gains and Losses” included in previous interim financial reports and annual financial statements. A summary of consolidated statement of changes in equity has been presented in the primary statement. This shows the movements in total equity during the year on the face of the statement. Details of the movements within the individual reserve and issued capital accounts are then disclosed in the notes to the financial statements.

Adoption of SSAP 15 (revised) “Cash flow statements”

In prior years, cash and cash equivalents in the consolidated cash flow statement included bank overdrafts and bank advances repayable within three months from the date of advance. With effect from 1st January 2002, in order to comply with SSAP 15 (revised), cash and cash equivalents no longer include bank advances other than bank overdrafts which are repayable on demand and which form an integral part of the Group’s cash management. In addition, the format of the consolidated cash flow statements has been revised to follow the new requirements of SSAP 15 (revised). Comparative figures for the consolidated cash flow statement have been adjusted accordingly.

1. 主要會計政策 (續)

(a) 編制財務報表的準則 (續)

採納會計實務準則第1號 (修訂)「財務報表的呈報」

為遵守會計實務準則第1號(修訂)之修訂後規定，本集團採納新訂之「綜合權益變動表」取代以往在中期財務報表及週年財務報表所載之「綜合已確認損益報表」。綜合權益變動表的扼要已於基本財務報表呈報。此報表將列示權益總額於是年度內的變動，各儲備及已發行股本的詳細變動情況則列示於財務報表附註。

採納會計實務準則第15號 (修訂)「現金流量表」

於以往年度，綜合現金流量表內之現金及現金等值物包括須由借款日起計三個月內償還之銀行透支及銀行墊款。由二零零二年一月一日起，為遵守會計實務準則第15號(修訂)之規定，現金及現金等值物不再包括銀行墊款(須於接獲通知時償還及屬於本集團現金管理組成部份之銀行透支除外)。此外，綜合現金流量表之格式已作出修訂，以遵循會計實務準則第15號(修訂)之新規定。綜合現金流量表之比較數字已作出相應調整。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)

(a) Basis of preparation (continued)

The effect of adopting SSAP 11 (revised) and SSAP 34 is set out in the accounting policies below.

(b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31st December 2002. The results of subsidiaries acquired or disposed of during the year are dealt with in the consolidated income statement from the effective dates of acquisition or to the effective dates of disposal respectively. All significant intra-group transactions and balances have been eliminated on consolidation.

(c) Revenue recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of goods have been transferred to the buyer.

Rental income from operating leases is recognised on a straight-line basis over the terms of the respective leases.

Interest income is accrued on a time proportion basis.

Dividend income is recognised at the time when the right to receive payment is established.

Income from management services, advertising and promotion services are recognised at the time when the services are provided.

1. 主要會計政策 (續)

(a) 編制財務報表的準則 (續)

採納會計實務準則第11號(修訂)及會計實務準則第34號之影響載於以下之會計政策。

(b) 綜合財務報表的準則

綜合財務報表包括本公司及其附屬公司截至二零零二年十二月三十一日止年度的財務報表。年內購入或出售的附屬公司之業績則由有效之收購日起或截至有效之出售日止計算於綜合收益表內。所有集團內部的重大交易及結餘均已在綜合賬內抵銷。

(c) 收入的確認

銷售商品收入按貨物擁有權附帶的重大風險及回報轉移給購買者時入賬。

營業租約的租金收入於其租約期內按直線法入賬。

利息收入按時間比例基礎入賬。

股息收入則在已知有權利收取時入賬。

管理服務、廣告及宣傳服務之收入則在提供服務後入賬。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Translation of foreign currencies

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

In prior years, the financial statements of subsidiaries denominated in foreign currencies were translated into Hong Kong dollars at the market exchange rates ruling at the balance sheet date. Exchange differences arising on such translation were dealt with in the exchange reserve.

With effect from 1st January 2002, with the introduction of SSAP 11 (revised), the consolidated financial statements are prepared by using the net investment method such that the balance sheets of the Company's foreign enterprises are translated into Hong Kong dollars at market exchange rates ruling at the balance sheet date while the income statements are translated into Hong Kong dollars at average rate for the year. Any exchange differences arising on such translation are dealt with in the exchange reserve.

There is no material impact on the financial results and the financial position of the Group by the adoption of the revised SSAP.

1. 主要會計政策 (續)

(d) 外幣的折算

是年度以外幣為單位的交易，按交易日的匯率折算為港幣。以外幣為單位的貨幣性資產及負債則按結算日的市場匯率折算為港幣。兌換差額均計算於收益表內。

於以往年度，附屬公司之外幣財務報表均按資產負債表結算日之市場匯率折算為港幣。兌換差額均計算於外匯儲備內。

由二零零二年一月一日起，引入會計實務準則第11號(修訂)，以淨投資方法編制綜合財務報表，將本公司之海外企業之資產負債表按資產負債表結算日之市場匯率折算為港幣而該等企業之收益表則按期內之平均匯率折算為港幣。兌換差額均計算於外匯儲備內。

採納是項會計實務準則並未對本集團之財務業績及財務狀況有重大影響。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)

(e) Segment reporting

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

In accordance with the Group's internal management reporting, the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format. Inter-segment transfer pricing is based on cost plus an appropriate margin.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets and liabilities are determined before inter-segment balances and inter-segment transactions are eliminated as part of the consolidation.

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

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, corporate and financing expenses.

1. 主要會計政策 (續)

(e) 分部報告

分部指本集團內從事於供應產品或提供服務(業務分部)，或者在一特定的經濟環境內供應產品或提供服務(地區分部)的可分辨部份，而各分部所承受的風險及獲得的回報並不相同。

按照本集團的內部管理報告，本集團已決定將業務分部資料作為主要報告形式，而地區分部資料則以次要報告形式呈報。分部間的轉讓定價乃按成本加上適當的毛利而釐定。

分部收益、支出、業績、資產及負債包括能直接歸類於某一分部及那些能夠按合理標準分配到各分部的項目。分部收益、支出、資產及負債均在綜合賬項須予抵銷分部間的結餘及交易之前列示。

分部資本支出是指在期內購入而預期使用超過一個期間的分部資產(包括有形及無形資產)之總成本。

未分配項目主要包括金融及總部資產、計息貸款、借款、總部及融資支出。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Fixed assets and depreciation

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

No depreciation is provided in respect of land held on freehold. Depreciation on other fixed assets is calculated to write down their costs to their estimated residual values on a straight-line basis over their estimated useful lives at the following annual rates:

Leasehold land	5% or over the lease period
Buildings and leasehold improvements	1 ² / ₃ % — 33 ¹ / ₃ %
Other fixed assets	5% — 33 ¹ / ₃ %

1. 主要會計政策 (續)

(f) 固定資產及折舊

固定資產乃按成本或估值減累積折舊及減值虧損列賬。資產的成本值包括購入的代價，加上將該項資產付運至運作地點及達至擬定現有用途的狀態而支付的費用。在固定資產投入運作後的支出，如維修及保養，均通常於作出該等支出的期間在收益表中列作費用。倘若能清楚顯示出該等支出能增加預計於日後運用該項固定資產而產生的未來經濟效益，則該等支出將撥作該項固定資產的額外成本。

永久持有的土地均沒有作出折舊準備。其他固定資產則按其估計可用年期以直線法按如下的每年折舊率撇減其成本至其估計剩餘價值：

租約土地	5%或租約 期限
樓宇及租約 物業裝修	1 ² / ₃ % — 33 ¹ / ₃ %
其他固定 資產	5% — 33 ¹ / ₃ %

1. PRINCIPAL ACCOUNTING POLICIES
(continued)**(g) Assets acquired under finance leases**

Where assets are acquired under finance leases, the amounts representing the outright purchase price of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided to write down the cost of the assets on a straight-line basis over their estimated useful lives as set out in Note 1(f) above. Finance charges implicit in the finance lease payments are charged to the income statement over the periods of the finance leases so as to produce an approximately constant periodic rate of charge on the remaining balances of the obligations for each accounting period.

(h) Operating leases

Assets held for operating leases are included in fixed assets and depreciated over their estimated useful lives as set out in Note 1(f) above. Rentals receivable or payable under operating leases are accounted for on a straight-line basis over the periods of the respective leases.

(i) Capitalisation of borrowing costs

Borrowing costs incurred in financing the purchase of leasehold land and construction of manufacturing plant including the purchase of related fixed assets prior to commercial operations are capitalised and included in the balance sheet as part of the cost of the fixed assets concerned.

All other borrowing costs are charged to the income statement in the year in which they are incurred.

1. 主要會計政策 (續)**(g) 以融資租賃購買的資產**

以融資租賃購買的資產，其原值會列作固定資產，而其相應的負債，除去融資租賃費用以外，則反映在融資租賃的負債一欄。該類固定資產的折舊乃根據附註1(f)所述按其估計可用年期以直線法撇減其成本計算。融資租賃的費用，則按租約的期限在收益表中扣除，以便就每段會計報告期以負債的餘額計算出一個概約的固定定期收費比率。

(h) 營業租賃

作營業租賃用途的資產均列作固定資產，並根據附註1(f)所述按其估計可用年期計算折舊。營業租賃所應收或應付的租金則於個別租約期內按直線法入賬。

(i) 借貸成本資本化

購買租約土地、興建廠房及購買相關固定資產至商業性運作前所需借貸的成本，均在資產負債表內納入此等固定資產的成本內。

其他借貸成本均在其發生年度的收益表中入賬。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(j) Trademarks

Trademarks are stated at cost or valuation less accumulated amortisation and impairment losses. Amortisation is calculated to write off the cost or valuation of trademarks on a straight-line basis over their estimated useful lives of not more than 20 years. During the year, the estimated useful lives were revised. The effect of this change of accounting estimate is to increase amortisation charge for the year by approximately HK\$5,421,000.

(k) Subsidiaries

A company is a subsidiary if more than 50% of the equity shareholding is held by the Company for long-term investment purposes.

Investments in subsidiaries are stated in the Company's balance sheet at cost less any identified impairment loss. Income from subsidiaries is recognised in the Company's financial statements on the basis of dividends declared by the subsidiaries.

(l) Associates

An associate is one, not being a subsidiary or a joint venture, in which the Group is in a position to exercise significant influence, including participation in financial and operating policy decisions.

Interest in associates is stated in the Company's balance sheet at cost less any identified impairment loss. Income from associates is recognised in the Company's financial statements on the basis of dividends declared by the associates.

1. 主要會計政策 (續)

(j) 商標

商標乃按成本或估值減累積攤銷及減值虧損列賬。商標之成本或估值以直線法按不超過二十年之估計可使用年期攤銷。本年度，估計可使用年期已作出修訂。該項會計估計變更帶來約有額外港幣5,421,000元之攤銷。

(k) 附屬公司

附屬公司為本公司持有超過50%股本權益，並視為長期投資用途的公司。

列於本公司資產負債表內於附屬公司投資乃按成本扣除任何可識別的減值虧損。附屬公司的收入乃按附屬公司已公佈的股息為基礎，並列賬於本公司財務報表內。

(l) 聯營公司

聯營公司為本集團可對其財務及營運決策行使重大影響力的公司，惟並非其附屬公司或合營企業。

列於本公司資產負債表內的聯營公司權益乃按成本扣除任何可識別的減值虧損。投資聯營公司的收入乃按聯營公司已公佈的股息為基礎，列入本公司財務報表內。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)**(l) Associates (continued)**

Interest in associates is stated in the consolidated balance sheet at the Group's share of the net assets under the equity method of accounting, as reduced by any identified impairment loss. The results of the associates are included in the consolidated income statement to the extent of post-acquisition results attributable to the Group.

(m) Jointly controlled entity

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and over which none of the participating parties has unilateral control. Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entity.

The consolidated income statement includes the Group's share of the results of its jointly controlled entity for the year. The consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entity, as reduced by any identified impairment loss.

1. 主要會計政策 (續)**(l) 聯營公司 (續)**

列於綜合資產負債表內的聯營公司權益乃按權益會計法而計算本集團應佔聯營公司已扣除任何可識別的減值虧損後的淨資產列賬。本集團應佔聯營公司於收購後的業績均計算於綜合收益表內。

(m) 共同控制個體

合營企業乃一項合約性安排，根據安排，本集團與其他各方共同經營一項各方共同控制的經濟活動，任何一方均沒有單方面控制權。任何涉及成立一間各合營者均擁有權益之獨立企業的合營安排乃列為共同控制個體。

綜合收益表已包括本年度本集團應佔共同控制個體的業績。本集團應佔該共同控制個體已扣除任何可識別的減值虧損後的淨資產已列於綜合資產負債表內。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(n) Investment securities

Investment securities are stated at cost less any identified impairment loss.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amounts of such securities would be reduced to the fair values. The amount of the reduction is recognised as an expense in the income statement.

Income from investment securities is recognised to the extent of dividends received and receivable.

1. 主要會計政策 (續)

(n) 證券投資

證券投資乃以成本扣除任何可識別的減值虧損列賬。

個別投資的賬面價值均會在結算日作出檢討，以決定其公平價值是否遞減至其賬面價值之下。若遞減非為暫時性時，是項投資的賬面價值會減少至其公平價值，而所遞減的金額則會在收益表內確認為費用。

投資證券的收入按其已收及應收取的股息入賬。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(o) Goodwill and negative goodwill

The Group recognises goodwill as an asset which is amortised on a straight-line basis over its estimated useful life of not more than 20 years. Negative goodwill which relates to an expectation of future losses and expenses that is identified in the plan of acquisition and can be measured reliably, but which has not yet been recognised, is recognised in the income statement when the future losses and expenses are recognised. Any remaining negative goodwill, but not exceeding the fair values of the non-monetary assets acquired, is recognised in the income statement over the weighted average useful lives of those non-monetary assets that are depreciable or amortisable. Negative goodwill in excess of the fair values of the non-monetary assets acquired is recognised immediately in the income statement. On disposal of a subsidiary or an associate, any attributable amount of purchased goodwill not previously amortised in the income statement is included in the calculation of the profit and loss on disposal.

1. 主要會計政策 (續)

(o) 商譽及負商譽

本集團確認商譽為資產，並按其不超過二十年之估計可用年期以直線法攤銷。負商譽涉及本集團收購計劃中已識別之預期未來虧損及支出，並能可靠地量度，但仍未被確認，則在未來虧損及支出可予確認時於收益表內確認。任何剩餘負商譽，但不超過購入非貨幣性資產之公平值，按該等可提折舊或可攤銷之非貨幣性資產之加權平均可用年期在收益表內確認。而超出該等非貨幣性資產公平值之負商譽則即時於收益表中確認。當出售附屬公司或聯營公司時，在計算出售溢利或虧損時則包括未在收益表攤銷的應佔收購商譽。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(p) Impairment of assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired:

- fixed assets;
- investments in subsidiaries, associates and jointly controlled entity;
- goodwill; and
- trademarks.

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

(i) Calculation of recoverable amount

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

1. 主要會計政策 (續)

(p) 資產減值

根據內部及外來的資料來源，在每一個結算日確認以下資產是否有減值指示：

- 固定資產；
- 於附屬公司、聯營公司及共同控制個體之投資；
- 商譽；及
- 商標。

假若資產有減值指示，則須估計其可收回價值。當一項資產或產生現金單位的賬面價值超過其可收回價值時，減值虧損須予以確認。

(i) 可收回價值之計算

可收回價值是指淨售價或使用價值兩者中之較大值。在評核使用價值時，須將所估計未來的流入現金，以稅前折讓率折合成現值，而其稅前折讓率須能反映現時市場對貨幣時間價值的評估，以及屬於該項資產特有的風險。當某類資產不能在很大程度上獨立於其他資產而產生現金時，可收回價值則以能產生現金之最小單位資產來決定（即現金產生單位）。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)

(p) Impairment of assets (continued)

(ii) Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment loss in respect of goodwill is reversed only if the loss was caused by a specific external event of an exceptional nature that is not expected to recur, and the increase in recoverable amount relates clearly to the reversal of the effect of that specific event.

A reversal of impairment loss is limited to the carrying amount of the asset that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised, except where the assets are carried at revalued amounts, in which case the reversal of impairment loss is treated as a revaluation movement.

(q) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis and, in the case of work in progress and finished goods, cost comprises direct materials, direct labour and an attributable proportion of production overheads. Net realisable value represents the estimated selling price less all further costs to completion and direct selling costs.

(r) Other investments

Other investments representing commercial papers are stated at fair value at balance sheet date.

1. 主要會計政策 (續)

(p) 資產減值 (續)

(ii) 減值虧損之撥回

除商譽外，當資產的可收回價值出現改變時，減值虧損須予以撥回。當商譽減值虧損由一不預期再發生的特殊外在事件引致及可收回價值的增加與該特殊事件的撥回有明確關係時，則須撥回減值虧損。

減值虧損之撥回額以該資產假設在以前年度未曾減值之賬面價值為限。除了以重估值列賬的資產，其減值虧損之撥回已在重估儲備變動中反映的情況外，減值虧損之撥回會在該年度的收益表列賬。

(q) 存貨

存貨乃以成本及可變現淨值兩者較低者列賬。成本按先進先出法計算，在製品及製成品的成本則包括直接原料、直接人工及應佔的部份生產費用。可變現淨值乃估計的售價扣除一切其他完工按成本及直接銷售支出。

(r) 其他投資

其他投資代表商業票據，按結算日的公平價值列賬。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(s) Employee benefits

- (i) Obligations for contributions to defined contribution retirement plans, including contributions payable under the Hong Kong Mandatory Provident Fund Schemes Ordinance and central pension plans applicable to employees in the People's Republic of China, are recognised as an expense in the income statement as incurred.
- (ii) The Group's net obligations in respect of defined benefit retirement plans are calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rates are the interest rates at balance sheet date of long term government bonds that have maturity dates approximating the terms of the Group's obligations and Central Trust of China where the pension fund is deposited. The calculation is performed by a qualified actuary using the projected unit credit cost method. When the benefits of a plan are improved, the portion of the increased benefits relating to past services by employees are recognised as an expense in the income statement on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in the income statement.

1. 主要會計政策 (續)

(s) 僱員福利

- (i) 定額供款退休計劃下之供款負債包括香港強制性公積金條例及適用於國內員工之中央退休計劃下之供款，均在其發生年度的收益表中入帳。
- (ii) 本集團對定額福利退休計劃下之供款負債乃根據每一項計劃下僱員在本年度及以往年度期間內提供服務而估計往後可得之利益；該利益已折現成現值，並已扣除所有計劃的資產的公平價值。折現率等於政府長期債券於結算日的利率而到期日與集團供款期相若之收益及中央信託局於結算日的利率。此結果是由一合資格精算師按照預算單位成本法計算。當有任何一項計劃的利益有所改善，而由僱員過往提供服務而增加之利益已在利益表的費用按照直線法以平均年期入賬直至該利益不再變動。如該利益不再變動，有關之費用將會立即錄入利益表。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)

(s) Employee benefits (continued)

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

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

- (iii) Obligation in respect of unclaimed annual leave of employees is calculated based on the estimated average number of days of unclaimed annual leave, the average amount of basic salary per employee and the total number of employees as at 31st December 2002. When the unclaimed annual leave is utilised, the obligation will be released accordingly.

1. 主要會計政策 (續)

(s) 僱員福利 (續)

在計算本集團某一項計劃的供款時，如有任何累計未入賬之精算損益超出定額福利供款計劃供款之現值或計劃資產公平價值(以較高者為準)之百分之十，該部分將以參與該計劃之員工的估計餘下年期按期攤分入賬。否則該精算損益則不入賬。

如計算該供款收益結果為負數，該項計劃之認可資產只限於任何未確認之精算損失及過往服務費用及該項計劃之任何未來退款或未來供款之節省金額之現值。

- (iii) 待領的僱員年假的負債是按估計平均領取的年假日數，每僱員的平均基本薪酬及於二零零二年十二月三十一日的僱員總數來計算。當待領的年假被領取後，相關的負債亦會被釋放。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

- (iv) When the Group grants employees options to acquire shares of the Company, no employee benefit cost or obligation is recognised at the date of the grant. When the options are exercised, equity is increased by the amount of the proceeds received.
- (v) Termination benefits are recognised when and only when the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

The effect of adoption of SSAP 34 on the current year's and prior years' financial statements is set out in Note 27 below.

(t) Provisions and contingent liabilities

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

1. 主要會計政策 (續)

(s) 僱員福利 (續)

- (iv) 如本集團授予僱員本公司之購股權，獲授當日將不會確認任何僱員福利成本或負債。當該購股權被行使時，有關之收入則撥入股東權益。
- (v) 只有當本集團具體表明停止僱用員工或有詳細正式之自願離職計劃需要提供離職福利時，才把該福利入賬。

採納會計實務準則第34號對本年度及以前年度之財務報表的影響已詳列於以下財務報表附註27。

(t) 準備及或然負債

當本集團因過往事件須承擔現有之法律或推定責任，而在履行該責任時有可能導致經濟利益流出企業，同時該責任金額能夠可靠地估計時，則會確認不明確時間或金額的負債準備。當貨幣的時間價值重大時，準備將以履行責任時預期的支出的現值列賬。

1. PRINCIPAL ACCOUNTING POLICIES
(continued)

(t) Provisions and contingent liabilities (continued)

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

(u) Deferred taxation

Deferred taxation is calculated under the liability method in respect of the taxation effect arising from all timing differences which are expected with reasonable probability to crystallise in the foreseeable future.

(v) Related parties

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

1. 主要會計政策 (續)

(t) 準備及或然負債 (續)

假若履行該項責任不是很可能導致經濟利益流出或承擔金額未能可靠地估計時，除非利益流出的機會甚微，則該項責任會被視作或然負債在財務報表附註中披露。對於潛在責任，若其存在需通過一宗或多宗不確定未來事項之發生或不發生予以證實時，除非利益流出的機會甚微，則該潛在責任亦被視作或然負債披露。

(u) 遞延稅項

遞延稅項乃根據負債法計算在可見將來因時間差因而可能產生的稅項負債作出的準備。

(v) 有關連人士

當兩者其中一方有能力直接或間接控制其他一方，或能行使重要影響力於其他一方的財務及營運決策；兩者將介定為有關連人士。當兩者皆受控於同一第三者或受同一第三者的重要影響，兩者也將介定為有關連人士。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(w) Cash equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash equivalents include investments and advances denominated in foreign currencies provided that they fulfill the above criteria.

2. TURNOVER

The Company is an investment holding company and the principal activities of the subsidiaries are set out on pages 116 to 122.

Turnover represents the net invoiced value of goods supplied to external customers as well as rental income and dividend income earned. An analysis of the Group's turnover is set out below:

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Sales of goods	出售商品	1,904,424	1,658,648
Rental income	租金收入	3,813	4,390
Dividend income	股息收入	107	—
		1,908,344	1,663,038

1. 主要會計政策 (續)

(w) 現金等值物

現金等值物為可以即時轉換為確實數額現金的短期及高度流動投資而面對極少價值變動之風險。現金等值物包括已符合上述標準而用外幣結算的投資及預支款項。

2. 營業額

本公司為一間投資控股公司，其附屬公司的主要業務詳列於第116頁至第122頁。

營業額代表售予對外客戶的商品的發票淨值、租金收入和股息收入。本集團的營業額分析如下：

Notes to the Financial Statements (continued) | 財務報表附註 (續)

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

3. OTHER INCOME

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Management fee income	管理費收入	3,599	3,638
Barge operation income	駁船營運收入	—	1,862
Advertising and promotion income	廣告及宣傳收入	3,000	3,000
Sales of scrap	出售廢料	2,763	1,494
Others	其他	6,145	7,200
		15,507	17,194

4. NET INTEREST EXPENSES

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Interest on bank loans, overdrafts and other loans wholly repayable within five years	於五年內全部償還之 銀行貸款、透支及 其他貸款的利息支出	16,982	42,130
Interest on finance leases	融資租賃的利息支出	12	11
Total borrowing costs incurred	總實際借貸成本	16,994	42,141
Less: interest income	減：利息收入	(3,233)	(17,909)
		13,761	24,232

3. 其他收入

4. 淨利息支出

5. OPERATING PROFIT/(LOSS)

5. 經營溢利 / (虧損)

	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Operating profit/(loss) is arrived at after charging/(crediting):		
Staff costs (excluding directors' remuneration)		
— Wages and salaries	184,106	165,309
— Pension costs		
— Defined contribution retirement plans (net of forfeited contributions of HK\$Nil (2001: HK\$141,000))	8,245	6,266
— Defined benefit retirement plans (Note 26(b) (iii))	1,736	1,643
	194,087	173,218
Auditors' remuneration	1,277	1,526
Depreciation		
— owned assets	62,681	89,611
— assets held under finance leases	36	37
— assets held for use under operating leases	273	318
	62,990	89,966
Amortisation of trademarks	7,364	2,003
Operating lease rental of properties	3,619	1,822
Net proceeds from disposal of fixed assets	(1,695)	(21,902)
Less: carrying value of fixed assets	1,833	27,185
Loss on disposal of fixed assets	138	5,283
Provision for doubtful debts	1,876	6,012
Provision for obsolete stocks	11,863	552
Rental income less outgoings	(3,722)	(4,291)

6. DIRECTORS' AND SENIOR
EXECUTIVES' REMUNERATION

- (a) The aggregate remuneration of the directors of the Company calculated in accordance with Section 161 of the Hong Kong Companies Ordinance is as follows:

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Directors' fees	董事袍金		
— Executive	— 執行	50	100
— Non-executive	— 非執行	540	1,081
Salaries, housing, other allowances and benefits in kind	薪金、宿舍、其他津貼及實物利益	6,457	4,616
Pension scheme contributions	退休金計劃供款	234	145
		7,281	5,942

The independent non-executive directors received HK\$160,000 as directors' fees for the year.

The remuneration of certain directors represents remuneration received in respect of services rendered to the Company and its Hong Kong and overseas subsidiaries.

The number of directors whose remuneration fell within the following bands was:

HK\$ 港幣 (元)	2002 二零零二年	2001 二零零一年
Nil — 1,000,000	10	10
1,500,001 — 2,000,000	1	—
4,000,001 — 4,500,000	—	1
4,500,001 — 5,000,000	1	—
	12	11

There was no arrangement under which a director had waived or agreed to waive any remuneration.

6. 董事及高級行政人員酬
金

- (a) 根據香港公司條例第一百六十一條而計算本公司的董事酬金總額如下：

	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Directors' fees		
— 執行	50	100
— 非執行	540	1,081
薪金、宿舍、其他津貼及實物利益	6,457	4,616
退休金計劃供款	234	145
	7,281	5,942

是年度，獨立非執行董事收取董事袍金共港幣160,000元。

若干董事的酬金為彼等服務本公司及本公司在香港及海外附屬公司的報酬。

酬金屬下列幅度之董事數目如下：

	2002 二零零二年	2001 二零零一年
Nil — 1,000,000	10	10
1,500,001 — 2,000,000	1	—
4,000,001 — 4,500,000	—	1
4,500,001 — 5,000,000	1	—
	12	11

並無董事訂立已放棄或同意放棄收取其酬金的安排。

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

6. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION

(continued)

(b) The five highest paid individuals

The five highest paid individuals included two directors, details of whose remuneration are set out above. The remaining employees' remuneration are analysed as follows:

	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Salaries, housing, other allowances and benefits in kind	4,958	8,401
Pension scheme contributions	218	208
	5,176 [#]	8,609

The number of employees whose remuneration fell within the following bands was:

HK\$ 港幣(元)	2002 二零零二年	2001 二零零一年
500,001 — 1,000,000	1	—
1,000,001 — 1,500,000	2	—
1,500,001 — 2,000,000	1	2
2,500,001 — 3,000,000	—	2
	4 [#]	4

It included remuneration received by an employee from 1st January 2002 to 31st May 2002. The employee was appointed as an executive director of the Company on 1st June 2002 and the remuneration received thereafter was included in directors' remuneration.

The remuneration of certain individuals represents remuneration received in respect of services rendered to the Company and its Hong Kong and overseas subsidiaries.

6. 董事及高級行政人員酬金 (續)

(b) 五名最高收入的僱員

五名最高收入的僱員包括兩名董事，酬金的詳情已列於上文。餘下僱員的薪金詳情如下：

	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Salaries, housing, other allowances and benefits in kind	4,958	8,401
Pension scheme contributions	218	208
	5,176 [#]	8,609

酬金屬下列幅度的僱員數目如下：

	2002 二零零二年	2001 二零零一年
500,001 — 1,000,000	1	—
1,000,001 — 1,500,000	2	—
1,500,001 — 2,000,000	1	2
2,500,001 — 3,000,000	—	2
	4 [#]	4

包括一名僱員收取由二零零二年一月一日至二零零二年五月三十一日期間之酬金。該僱員於二零零二年六月一日被委任為本公司之董事而期後所收取之酬金已包括在董事酬金內。

若干僱員費用為彼等服務本公司及本公司在香港及海外附屬公司的報酬。

7. TAXATION

- (a) Provision for Hong Kong profits tax is calculated at 16% (2001: 16%) on the estimated assessable profits for the year. Overseas taxation is provided for at the relevant tax rates.
- (b) The taxation charge is made up as follows:

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
The Company and subsidiaries	本公司及附屬公司		
Hong Kong taxation	香港稅項	3,866	3,506
Overseas taxation	海外稅項	13,204	3,934
Deferred taxation (Note 8(a))	遞延稅項 (附註8(a))	3,030	(817)
		20,100	6,623
Jointly controlled entity	共同控制個體		
Hong Kong taxation	香港稅項	292	751
		20,392	7,374

8. DEFERRED TAXATION

- (a) Movements of deferred taxation comprise:

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Balance at 1st January	一月一日結餘	1,262	2,301
Transfer from/(to) income statement (Note 7(b))	收益表轉入/(出) (附註7(b))	3,030	(817)
Exchange adjustments	外匯調整	36	(222)
Balance at 31st December	十二月三十一日結餘	4,328	1,262

7. 稅項

- (a) 香港利得稅準備乃根據年內估計應課稅溢利按稅率16% (二零零一年: 16%) 計算。海外稅項則按當地的稅率計算。
- (b) 稅項支出如下:

8. 遞延稅項

- (a) 遞延稅項的變動如下:

8. DEFERRED TAXATION (continued)

(b) The components of deferred taxation are as follows:

	2002 二零零二年		2001 二零零一年	
	Provided 已準備 HK\$'000 港幣千元	Unprovided 未準備 HK\$'000 港幣千元	Provided 已準備 HK\$'000 港幣千元	Unprovided 未準備 HK\$'000 港幣千元
Accelerated/(decelerated) depreciation allowances	9,540	(5,494)	4,719	846
Future benefit of expenses carried forward for tax purposes	(5,212)	—	(3,457)	—
Unutilised tax losses	—	(64,605)	—	(73,889)
	4,328	(70,099)	1,262	(73,043)

(c) No provision has been made for taxation which would be payable on the distribution of the Group's share of profits retained by overseas subsidiaries.

(d) Deferred taxation has not been quantified in respect of property revaluation surplus as this does not constitute a timing difference.

8. 遞延稅項 (續)

(b) 遞延稅項主要包括下列各項：

Group
本集團

(c) 海外附屬公司於派發其所保留的本集團應佔溢利時而可能產生的遞延稅項，本財務報表並無為此作出準備。

(d) 因物業重估盈餘並無構成因時間差距而產生的稅項負債，故此並無計算有關的遞延稅項。

9. PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS

Profit/(loss) attributable to shareholders includes a loss of HK\$8,923,000 (2001: HK\$20,393,000) which has been dealt with in the financial statements of the Company.

10. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the profit attributable to shareholders of HK\$20,910,000 (2001 (restated): loss of HK\$220,102,000) and the weighted average number of 242,910,325 (2001: 242,259,560) ordinary shares in issue during the year.

The diluted earnings per share for the year ended 31st December 2002 is not presented as there were no dilutive potential ordinary shares under outstanding share options and the exercise of the conversion right of the convertible 5% non-cumulative preference shares (“CP Shares”) in the Company’s subsidiary, Lam Soon Food Industries Limited (“LSF”), held by the Company ceased to have any effect on the earnings per share for the year as LSF became a wholly-owned subsidiary of the Company following the privatisation of LSF by the Company by way of a scheme of arrangement which was completed on 21st June 2002.

The calculation of diluted loss per share for the year ended 31st December 2001 is based on the loss attributable to shareholders of HK\$252,858,000 and the weighted average number of 242,259,560 ordinary shares in issue during that year.

9. 股東應佔溢利／(虧損)

股東應佔溢利／(虧損)已包括計算於本公司財務報表內港幣8,923,000元的虧損(二零零一年：港幣20,393,000元)。

10. 每股盈利／(虧損)

每股基本盈利／(虧損)乃根據股東應佔溢利港幣20,910,000元(二零零一年(重列後)：虧損港幣220,102,000元)及本公司於是年度內已發行普通股之加權平均數242,910,325股(二零零一年：242,259,560股)計算。

由於尚未行使之認股權之潛在普通股並無攤薄的影響及行使本公司於附屬公司—南順食品工業有限公司(「南順食品」)的年息五厘可換股非累積優先股(「優先股」)已停止對本年度溢利有任何影響(本公司已於二零零二年六月二十一日透過協議計劃完成南順食品私有化，將其成為本公司之全資附屬公司)，故此並無列出截至二零零二年十二月三十一日止年度攤薄後之每股盈利。

截至二零零一年十二月三十一日止年度，攤薄後之每股虧損乃根據股東應佔虧損港幣252,858,000元及本公司於該年度內已發行普通股之加權平均數242,259,560股計算。

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

10. EARNINGS/(LOSS) PER SHARE (continued)

The loss attributable to shareholders used as numerator in calculating basic and diluted loss per share for the year ended 31st the December 2001 can be reconciled as follows:

10. 每股盈利／(虧損) (續)

在計算截至二零零一年十二月三十一日止年度每股基本及攤薄後虧損所使用之股東應佔虧損調節如下：

		<i>Restated</i> 重列後 2001 二零零一年 <i>HK\$'000</i> 港幣千元
Loss attributable to shareholders for the purpose of calculation of basic loss per share	計算每股基本虧損的股東應佔虧損	220,102
Additional share of loss of LSF upon exercise of full conversion right of CP shares in LSF held by the Company	行使本公司於南順食品的優先股換股權後，本公司額外攤分南順食品的虧損	32,756
Loss attributable to shareholders for the purpose of calculation of diluted loss per share	計算攤薄後每股虧損的股東應佔虧損	252,858

Notes to the Financial Statements (continued) | 財務報表附註 (續)

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11. FIXED ASSETS

11. 固定資產

(a) The Group

(a) 本集團

		Medium term leasehold properties in Hong Kong and leasehold improvements 香港中期租約 物業及裝修 HK\$'000 港幣千元	Freehold properties outside Hong Kong 海外永久 業權物業 HK\$'000 港幣千元	Long term leasehold properties outside Hong Kong 海外長期 租約物業 HK\$'000 港幣千元	Medium term leasehold properties outside Hong Kong 海外中期 租約物業 HK\$'000 港幣千元	Plant, equipment, furniture and motor vehicles 廠房、設備 傢俬及汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost or valuation:	成本值或估值：						
At 1st January 2002	二零零二年一月一日	37,639	231,288	5,413	789,406	897,757	1,961,503
Exchange adjustments	外匯調整	—	9,472	—	(160)	11,374	20,686
Additions	增添	—	59	—	16,803	48,183	65,045
Disposals	出售	—	(12)	(1,580)	(631)	(3,202)	(5,425)
At 31st December 2002	二零零二年十二月三十一日	37,639	240,807	3,833	805,418	954,112	2,041,809
Representing:	代表：						
Cost	成本值	279	47,972	3,833	805,418	954,112	1,811,614
Valuation — 1990	估值 — 一九九零年	—	635	—	—	—	635
— 1994	— 一九九四年	—	192,200	—	—	—	192,200
— 1998	— 一九九八年	9,000	—	—	—	—	9,000
— 2000	— 二零零零年	28,360	—	—	—	—	28,360
At 31st December 2002	二零零二年十二月三十一日	37,639	240,807	3,833	805,418	954,112	2,041,809
Accumulated depreciation:	累積折舊：						
At 1st January 2002	二零零二年一月一日	1,738	62,942	1,783	178,882	467,173	712,518
Exchange adjustments	外匯調整	—	2,815	—	(40)	6,728	9,503
Charge for the year	是年度折舊	1,220	5,613	270	17,813	38,074	62,990
Written back on disposals	出售後撥回	—	(12)	(631)	(290)	(2,659)	(3,592)
At 31st December 2002	二零零二年十二月三十一日	2,958	71,358	1,422	196,365	509,316	781,419
Impairment:	減值：						
At 1st January 2002	二零零二年一月一日	—	5,580	—	257,138	93,096	355,814
Exchange adjustments	外匯調整	—	261	—	(55)	1,931	2,137
At 31st December 2002	二零零二年十二月三十一日	—	5,841	—	257,083	95,027	357,951
Net book value:	賬面淨值：						
At 31st December 2002	二零零二年十二月三十一日	34,681	163,608	2,411	351,970	349,769	902,439
At 31st December 2001	二零零一年十二月三十一日	35,901	162,766	3,630	353,386	337,488	893,171

11. FIXED ASSETS (continued)

(a) The Group (continued)

- (1) Certain properties were revalued by the respective independent professional valuers, as follows:
 - (i) Certain freehold properties outside Hong Kong were revalued, on an open market value basis, by Richard Ellis Limited and C. Y. Leung & Company Limited in March 1990 and June 1994 respectively. In preparing these financial statements, the Group has availed itself of the transitional provision set out in paragraph 80 of the SSAP 17 (revised) “Property, plant and equipment” with the effect that such properties’ pre-30th September 1995 professional valuation is retained.
 - (ii) Certain medium term leasehold properties in Hong Kong were revalued at 31st December 1998 by C. Y. Leung & Company Limited on an open market value basis and in the event that an open market for a property did not exist, depreciated replacement cost method was adopted.

11. 固定資產 (續)

(a) 本集團 (續)

- (1) 下列物業估值由個別獨立專業估值師進行：
 - (i) 若干海外永久業權物業由魏理仕和梁振英測量師行分別於一九九零年三月及一九九四年六月按個別公開市值評估。在編制財務報表時，本集團已根據會計實務準則第十七條(修訂)「物業、廠房及設備」內第八十段的過渡性條款，保留海外永久物業在一九九五年九月三十日前的專業估值。
 - (ii) 香港中期租約物業在一九九八年十二月三十一日由梁振英測量師行按個別公開市值評估，但由於其中一物業不存在公開市場，因而採用折舊重置成本法評估。

11. FIXED ASSETS (continued)

(a) The Group (continued)

- (2) As at 31st December 2000, one of the medium term leasehold properties in Hong Kong was written down to its net recoverable amount estimated by the directors according to the terms of the lease agreement between the Group and Hong Kong Science & Technology Parks Corporation.
- (3) As at 31st December 2001, the directors carried out an impairment review of the freehold properties and medium term leasehold properties outside Hong Kong with reference to the open market value as at 31st December 2001. The respective properties were appraised by CB Richard Ellis Limited.
- (4) The net book value of freehold properties outside Hong Kong which have been stated in the balance sheet at valuation would have been HK\$64,177,000 (2001: HK\$65,977,000) had they been carried at cost less accumulated depreciation and impairment loss.

11. 固定資產 (續)

(a) 本集團 (續)

- (2) 於二零零零年十二月三十一日，根據本集團與香港科技園公司所簽訂之租約條款，將香港其中一中期租約物業減值至董事估計的可收回價值。
- (3) 於二零零一年十二月三十一日，董事按二零零一年十二月三十一日之公開市值減值評估海外永久業權物業及中期租約物業的價值。有關物業已由世邦魏理仕有限公司作專業估值。
- (4) 按估值列賬於資產負債表之海外永久業權物業若以成本減累積折舊及減值虧損列出，其賬面淨值為港幣 64,177,000 元 (二零零一年：港幣 65,977,000 元)。

11. FIXED ASSETS (continued)

(a) The Group (continued)

- (5) Fixed assets with a net book value of HK\$92,905,000 (2001: HK\$480,510,000) are pledged to banks to secure general banking facilities granted to the Group.
- (6) The gross amount of fixed assets held for use under operating leases amounted to HK\$9,000,000 (2001: HK\$9,000,000) and the related accumulated depreciation amounted to HK\$1,091,000 (2001: HK\$818,000).

(b) The Company

11. 固定資產 (續)

(a) 本集團 (續)

- (5) 本集團將固定資產賬面淨值共港幣92,905,000元(二零零一年:港幣480,510,000元)按予銀行以取得銀行信貸額。
- (6) 供經營租賃的固定資產總額為港幣9,000,000元(二零零一年:港幣9,000,000元),其累積折舊為港幣1,091,000元(二零零一年:港幣818,000元)。

(b) 本公司

Office equipment,
furniture and
motor vehicles
辦公室設備、
傢俱及汽車
HK\$'000
港幣千元

Cost:	成本值:	
At 1st January 2002	二零零二年一月一日	10,407
Additions	增添	303
Disposals	出售	(233)
At 31st December 2002	二零零二年十二月三十一日	10,477
Accumulated depreciation:	累積折舊:	
At 1st January 2002	二零零二年一月一日	7,856
Charge for the year	是年度折舊	1,483
Written back on disposals	出售後撥回	(156)
At 31st December 2002	二零零二年十二月三十一日	9,183
Net book value:	賬面淨值:	
At 31st December 2002	二零零二年十二月三十一日	1,294
At 31st December 2001	二零零一年十二月三十一日	2,551

Notes to the Financial Statements (continued) | 財務報表附註 (續)

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截至二零零二年十二月三十一日止年度

12. INTANGIBLE ASSETS

12. 無形資產

		Group 本集團			
		Negative goodwill 負商譽 HK\$'000 港幣千元	Goodwill 商譽 HK\$'000 港幣千元	Trademarks 商標 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost or valuation:	成本值或估值：				
At 1st January 2002	二零零二年一月一日	(13,735)	12,539	38,809	37,613
Additions	增添	(36,349)	—	—	(36,349)
At 31st December 2002	二零零二年 十二月三十一日	(50,084)	12,539	38,809	1,264
Representing:	代表：				
Cost	成本值	(50,084)	12,539	36,809	(736)
At directors' valuation in 1972	董事於一九七二年 作出的估值	—	—	2,000	2,000
At 31st December 2002	二零零二年 十二月三十一日	(50,084)	12,539	38,809	1,264
Accumulated amortisation:	累積攤銷：				
At 1st January 2002	二零零二年一月一日	(2,747)	—	2,003	(744)
Charge/(release) for the year	是年度攤銷/ (變現)	(6,382)	—	7,364	982
At 31st December 2002	二零零二年 十二月三十一日	(9,129)	—	9,367	238
Impairment:	減值：				
At 1st January and at 31st December 2002	二零零二年一月一日及 十二月三十一日	—	12,539	—	12,539
Net book value:	賬面淨值：				
At 31st December 2002	二零零二年 十二月三十一日	(40,955)	—	29,442	(11,513)
At 31st December 2001	二零零一年 十二月三十一日	(10,988)	—	36,806	25,818

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截至二零零二年十二月三十一日止年度

13. INTEREST IN SUBSIDIARIES

13. 附屬公司權益

		Company 本公司	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Listed shares, at cost	上市股份成本值	—	899,354
Impairment loss	減值虧損	—	(145,859)
		—	753,495
Unlisted shares, at cost	非上市股份成本值	1,470,329	437,734
Impairment loss	減值虧損	(215,532)	(69,673)
		1,254,797	368,061
Amounts due from subsidiaries	應收附屬公司款項	1,254,797	1,121,556
		198,412	200,994
Amounts due to subsidiaries	應付附屬公司款項	1,453,209	1,322,550
		(79,331)	(21,380)
		1,373,878	1,301,170
Market value of listed shares at 31st December	上市股份於十二月三十一日 的市值	—	166,240

The amounts due from and to subsidiaries are interest-free, unsecured and have no fixed terms of repayment.

應收及應付附屬公司款項均為免息、無抵押及沒有固定償還條款。

Details of the subsidiaries are listed on pages 116 to 122.

各附屬公司的資料詳列於第116頁至第122頁。

During the year ended 31st December 2001, Camintonn Corporation, which had previously been consolidated, was subject to bankruptcy proceedings under the jurisdiction of its country of incorporation. The principal activity of its holding company, Lam Soon America Inc., is its investment in Camintonn Corporation. Consequently, the two subsidiaries operate under severe long-term restrictions which significantly impair their ability to transfer funds back to the parent company. Accordingly, the financial statements of these subsidiaries are not consolidated in the Group's financial statements and no further accrual has been made for the subsidiaries' losses after the commencement of bankruptcy proceedings (the "Effective Date").

於二零零一年十二月三十一日，Camintonn Corporation，此附屬公司曾計入綜合財務報表，現已於其註冊地進行申請破產的程序。其控股公司，Lam Soon America Inc.的主要業務是於其的控股投資。因此，此兩附屬公司現正處於嚴重而長期的限制情況下運作，大大地影響其轉出資金予母公司的能力。有見及此，該等附屬公司的財務報表並不計入本集團的綜合財務報表，而且並不計提該等附屬公司於申請破產日（「有效日」）起之虧損作撥備。

13. INTEREST IN SUBSIDIARIES (continued)

However, a full provision amounted to HK\$25,951,000 had been made against the carrying value of the subsidiaries and disclosed in the 1999 income statement. As a result, the net asset value of the unconsolidated subsidiaries attributable to the Group was nil at the Effective Date. No financial information in respect of the results and net assets of the respective subsidiaries is available subsequent to the Effective Date.

Details of the unconsolidated subsidiaries are set out below:

Name of company 公司名稱	Issued and fully paid up capital 已發行及 繳足之股本	Place of incorporation/ operation 註冊/ 經營地點	Percentage of equity holding 股權擁有 百分率		Principal activities 主要業務
			Group 本集團	Company 本公司	
Lam Soon America Inc.	US\$1,700,000 1,700,000美元	United States of America 美國	100	100	Investment holding 投資控股
Camintonn Corporation	Ordinary US\$500,000 普通股 500,000美元 Preferred US\$1,200,000 優先股 1,200,000美元	United States of America 美國	60	—	In liquidation 正進行破產程序

Goodwill and negative goodwill arising from acquisition of these subsidiaries, to the extent not taken to the income statement, amounted to HK\$948,000 and HK\$1,581,000 respectively. However, the goodwill was eliminated against a special reserve created out of the share premium account after obtaining sanction from the Supreme Court in 1992.

13. 附屬公司權益 (續)

但對於該等附屬公司之賬面價值已作出全數之減值準備達港幣25,951,000元，並披露於一九九九年的收益表。因此，該等未計入綜合財務報表內之附屬公司於有效日之資產淨值為零。而於有效日後未能取得該等附屬公司的業績及淨資產之財務資料。

該等未計入綜合財務報表內之附屬公司之詳情如下：

因收購該等附屬公司而產生的商譽及負商譽，其並未計入收益表的金額分別為港幣948,000元及港幣1,581,000元。然而，於一九九二年獲最高法院批准，從股份溢價賬另行產生一特別儲備，並將該商譽與該特別儲備抵銷。

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13. INTEREST IN SUBSIDIARIES (continued)

No dividend has ever been declared by the subsidiaries and the aggregate amount of the losses attributable to the Group up to the Effective Date, all of which have been dealt with in the consolidated financial statements is as follows:

Current year 本年度 HK\$'000 港幣千元	Prior years 以往年度 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
—	30,125	30,125

14. INTEREST IN ASSOCIATES

		Group 本集團		Company 本公司	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份成本值	—	—	—	711
Share of net assets	應佔淨資產	24,581	40,350	—	—
Loans to associates	應收聯營公司貸款	—	2,160	—	—
		24,581	42,510	—	711
Impairment loss	減值虧損	—	(16,820)	—	—
		24,581	25,690	—	711

The loans to associates are interest-free, unsecured and have no fixed terms of repayment.

Details of the associates are as follows:

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊/經營地點	Percentage of equity holding 股權擁有百分率		Principal activities 主要業務
		Group 本集團	Company 本公司	
Omeron Profits Limited*	British Virgin Islands 英屬維爾京群島	50	—	Dormant 暫無業務
Tepac Profits Limited*	British Virgin Islands 英屬維爾京群島	50	—	Dormant 暫無業務

* Companies not audited by PKF

該等附屬公司從未公佈派發股息。直至有效日，本集團應佔的累積虧損已全數計入綜合財務報表內，並詳列如下：

Current year 本年度 HK\$'000 港幣千元	Prior years 以往年度 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
—	30,125	30,125

14. 聯營公司權益

應收聯營公司貸款為免息、無抵押及沒有固定償還條款。

聯營公司的資料詳列如下：

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊/經營地點	Percentage of equity holding 股權擁有百分率		Principal activities 主要業務
		Group 本集團	Company 本公司	
Omeron Profits Limited*	British Virgin Islands 英屬維爾京群島	50	—	Dormant 暫無業務
Tepac Profits Limited*	British Virgin Islands 英屬維爾京群島	50	—	Dormant 暫無業務

* 該等公司非由梁學濂會計師事務所審核

15. INTEREST IN A JOINTLY CONTROLLED ENTITY 15. 共同控制個體權益

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Share of net assets	應佔淨資產	54,004	58,930

Details of the jointly controlled entity are as follows:

共同控制個體的資料詳列如下：

Name of company 公司名稱	Place of incorporation/ operation 註冊／經營地點	Percentage of equity holding indirectly 間接股權 擁有百分率	Principal activities 主要業務
Evergreen Oils & Fats Limited*	Cayman Islands/ Hong Kong 開曼群島／香港	50	Blending and distribution of edible oils, fats and shortenings 混合及分銷食油、植物脂肪及白乳油

* Company not audited by PKF

* 該公司非由梁學濂會計師事務所審核

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16. INVESTMENT SECURITIES

16. 證券投資

		Group 本集團		Company 本公司	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Listed securities, at cost 上市證券成本					
— in Hong Kong	— 香港	50	50	50	50
— outside Hong Kong	— 海外	3,759	17	17	17
		3,809	67	67	67
Unlisted investments 非上市投資					
Unlisted securities, at cost	非上市證券 成本	43,341	47,549	34,829	39,038
Impairment loss	減值虧損	(43,341)	(47,549)	(34,829)	(39,038)
		—	—	—	—
		3,809	67	67	67
Market value of listed securities at 31st December	上市證券於 十二月三十一日的 市值	3,821	88	81	88

17. INVENTORIES

17. 存貨

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Raw materials	原料	75,775	108,308
Work in progress	在製品	12,859	15,345
Finished goods	製成品	130,618	80,248
Inventories in transit	在途貨品	20,460	19,079
Packing materials	包裝料	8,992	5,932
Spare parts	備件	16,999	17,446
		265,703	246,358

As at 31st December 2002, the carrying amount of inventories pledged as security for liabilities was nil (2001: HK\$15,866,000).

於二零零二年十二月三十一日，作為負債的抵押品之存貨賬面價值為港幣零元(二零零一年：港幣15,866,000元)。

18. DEBTORS, DEPOSITS AND
PREPAYMENTS

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

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
0 — 3 months	零至三個月	196,692	177,055
4 — 6 months	四至六個月	20,344	5,158
Total trade debtors	應收賬款總額	217,036	182,213
Deposits and prepayments	按金及預付款	97,100	94,213
		314,136	276,426

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

19. OTHER CURRENT ASSET

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Amount due from a jointly controlled entity	應收共同控制 個體款項	12,568	3,757

The amounts is interest-free, unsecured and repayable on demand.

18. 應收賬款、按金及預付款

應收賬款(已扣除呆壞賬準備)賬齡分析如下:

給予顧客之信貸條款各異, 一般按個別顧客之財政狀況衡量。為更有效地管理與應收賬款相關之信貸風險, 本集團均定期進行顧客信用評估。

19. 其他流動資產

此款項為免息、無抵押及需按
要求即時償還。

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20. BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

20. 銀行貸款、透支及其他借款

		Group 本集團		Company 本公司	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Bank loans and overdrafts	銀行貸款及透支				
— Secured	— 有抵押	23,589	264,979	—	—
— Unsecured	— 無抵押	169,836	80,198	10	44
		193,425	345,177	10	44
Other unsecured loans	其他無抵押貸款	6,727	57,929	—	—
		200,152	403,106	10	44

The other unsecured loans of the Group bear interests at 2.2% to 4.6% (2001: 3.3% to 7.9%) per annum.

本集團其他無抵押貸款按2.2%至4.6% (二零零一年：3.3%至7.9%) 年息計算利息。

21. CREDITORS, DEPOSITS RECEIVED AND ACCRUALS

21. 應付賬款、已收按金及應付費用

The ageing analysis of trade creditors is as follows:

應付賬款賬齡分析如下：

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 港幣千元	HK\$'000 港幣千元
0 — 3 months	零至三個月	131,791	143,102
4 — 6 months	四至六個月	9,632	14,507
Over 6 months	六個月以上	4,336	829
Total trade creditors	應付賬款總額	145,759	158,438
Deposits received and accruals	已收按金及應付費用	145,759	108,638
		291,518	267,076

Notes to the Financial Statements (continued) | 財務報表附註 (續)

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22. OTHER CURRENT LIABILITIES

22. 其他流動負債

		Group 本集團		Company 本公司	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Amounts due to associates	應付聯營公司款項	24,022	24,108	891	972
Employee benefit obligations	僱員福利負債	4,450	4,450	—	—
(Note 26(a))	(附註26(a))				
Other payable	其他應付款項	9,424	—	—	—
Obligations under finance leases	融資租賃的負債	31	31	30	30
Unclaimed dividends	待領股息	—	131	—	131
		37,927	28,720	921	1,133

The amounts due to associates are interest-free, unsecured and repayable on demand.

應付聯營公司款項為免息、無抵押及需按要即時償還。

23. SHARE CAPITAL

23. 股本

		Number of shares 股份數量	Nominal value 股份面值 HK\$'000 港幣千元
Authorised:	法定股本：		
At 1st January and at 31st December 2002	於二零零二年一月一日及十二月三十一日		
Shares of HK\$1 each	每股港幣1元	300,000,000	300,000
Issued and fully paid:	已發行及已繳足股本：		
At 1st January 2002	於二零零二年一月一日	242,259,560	242,260
Shares issued under share option scheme (Note)	根據購股權計劃發行的股本 (附註)	1,094,605	1,094
At 31st December 2002	於二零零二年十二月三十一日	243,354,165	243,354

Note: During the year ended 31st December 2002, options to subscribe for 1,094,605 ordinary shares under the Company's share option scheme adopted on 29th May 1998 were exercised at HK\$1.445 per share with total consideration of HK\$1,582,000, of which HK\$1,094,000 was credited to share capital and the balance of HK\$488,000 was credited to the share premium account.

附註：截止二零零二年十二月三十一日止年度內，根據本公司於一九九八年五月二十九日採納之購股權計劃，共授出1,094,605股購股權。每股購股權認購價為港幣1.445元，共作價港幣1,582,000元。其中港幣1,094,000元已計入股本而其餘港幣488,000元亦已撥入股份溢價儲備內。

23. SHARE CAPITAL (continued)

Share options

Pursuant to the share option scheme approved by the shareholders on 26th May 2000 (“the Scheme”), the directors of the Company may invite employees and directors (other than non-executive directors) of the Company or any of its subsidiaries from time to time to take up options to subscribe for shares of HK\$1 each in the capital of the Company. During the year ended 31st December 2002, 3,950,000 share options were granted under the Scheme.

The purpose of the Scheme is to provide better incentives to employees to participate in the growth of the Group.

The total number of shares available for issue under the Scheme is 20,385,416, which represents 8.38% of the issued share capital of the Company at the date of this report. The maximum entitlement of each participant under the Scheme would not exceed 25% of the aggregate number of shares for the time being issued and issuable under the Scheme.

Upon acceptance of the option, the grantee shall inform the Company together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant within 21 days from the date of making offer of option.

Options granted during the year are exercisable 2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant.

23. 股本 (續)

購股權

根據股東於二零零零年五月二十六日通過的購股權計劃(「該計劃」)，本公司的董事可邀請本公司或其任何附屬公司的僱員及董事(非執行董事除外)接納購股權，認購本公司股本中每股面值港幣1元之股份。截至二零零二年十二月三十一日止，該計劃共授出3,950,000股購股權。

該計劃之目的是藉認購股份購股權之形式作為僱員更佳之推動力使他們積極參與本集團的發展。

根據該計劃可予發行之股份授出之購股權總數為20,385,416股，佔本報告書日期止本公司已發行股份之8.38%。授予每一位購股權持有人之股數不得超過當時根據該計劃已發行及可發行之股份總數之25%。

獲授人於發出購股權邀請後二十一天內通知本公司以及支付港幣1元予本公司作為接納購股權之代價。

是年度所授出之購股權可以於通知日起計兩年後行使，惟不可超過至獲授日期起之十年內。

23. SHARE CAPITAL (continued)

Share options (continued)

There is no minimum period which an option must be held before it can be exercised.

The price per share payable on the exercise of an option is determined by the directors and being not less than 80% of the average closing price of a share on The Stock Exchange of Hong Kong Limited for the five business days immediately preceding the date of offer of such option, or the nominal value of one share, whichever is greater.

The Scheme will remain in force for a period of 10 years commencing on 26th May 2000 to 25th May 2010.

23. 股本 (續)

購股權 (續)

獲授人可於接納購股權後即時行使。

每股股份之認購價將由董事會釐訂，價格將不少於緊接購股權授出之日前五個營業日股份在香港聯合交易所有限公司之平均收市價之80%或每一股股份之面值(以較高者為準)。

該計劃有效期為十年即二零零零年五月二十六日至二零一零年五月二十五日止。

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24. RESERVES

(a) The Group

		Share premium	Capital reserve	Property revaluation reserve 物業 重估儲備	Exchange reserve 外匯儲備	General reserve 一般儲備	Revenue reserve 收益儲備	Total
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1st January 2001 as previously reported	二零零一年一月一日 以往所呈報告之結餘	428,935	40,771	45,022	(34,905)	50,000	261,619	791,442
Prior year adjustment (note 27)	前期調整 (附註27)	—	—	—	83	—	(10,448)	(10,365)
As restated	重列後	428,935	40,771	45,022	(34,822)	50,000	251,171	781,077
Realisation of property revaluation reserve on disposal of properties	出售物業而變現 的物業重估 儲備	—	—	(6,990)	—	—	6,990	—
Impairment loss on properties charged against property revaluation reserve	物業減值虧損 沖銷物業 重估儲備	—	—	(3,631)	—	—	—	(3,631)
Transfer from revenue reserve to capital reserve by subsidiaries	附屬公司由收益 儲備撥入 資本儲備	—	43	—	—	—	(43)	—
Exchange differences arising on translation of financial statements of overseas subsidiaries and associates	折算海外附屬 公司和聯營公司 財務報表所產生的 外匯差額	—	—	—	(18,182)	—	—	(18,182)
Loss for the year	是年度虧損	—	—	—	—	—	(220,102)	(220,102)
At 31st December 2001	二零零一年 十二月三十一日	428,935	40,814	34,401	(53,004)	50,000	38,016	539,162
Attributable to:	保留於：							
Company and subsidiaries	本公司及其附屬公司	428,935	40,556	34,401	(52,032)	50,000	(5,738)	496,122
Associates	聯營公司	—	258	—	(972)	—	34,688	33,974
Jointly controlled entity	共同控制個體	—	—	—	—	—	9,066	9,066
At 31st December 2001	二零零一年 十二月三十一日	428,935	40,814	34,401	(53,004)	50,000	38,016	539,162
At 1st January 2002 as previously reported	二零零二年一月一日 以往所呈報之結餘	428,935	40,814	34,401	(53,743)	50,000	49,326	549,733
Prior year adjustment (note 27)	前期調整 (附註27)	—	—	—	739	—	(11,310)	(10,571)
As restated	重列後	428,935	40,814	34,401	(53,004)	50,000	38,016	539,162
Premium on issue of shares under option scheme	根據購股權計劃而發行的 股本的股份溢價	488	—	—	—	—	—	488
Transfer from revenue reserve to capital reserve by subsidiaries	附屬公司由收益 儲備撥入 資本儲備	—	549	—	—	—	(549)	—
Exchange differences arising on translation of financial statements of overseas subsidiaries and associates	折算海外附屬 公司和聯營公司 財務報表所產生的 外匯差額	—	—	—	7,332	—	—	7,332
Profit for the year	是年度溢利	—	—	—	—	—	20,910	20,910
At 31st December 2002	二零零二年 十二月三十一日	429,423	41,363	34,401	(45,672)	50,000	58,377	567,892
Attributable to:	保留於：							
Company and subsidiaries	本公司及其附屬公司	429,423	41,105	34,401	(44,700)	50,000	19,988	530,217
Associates	聯營公司	—	258	—	(972)	—	34,249	33,535
Jointly controlled entity	共同控制個體	—	—	—	—	—	4,140	4,140
At 31st December 2002	二零零二年 十二月三十一日	429,423	41,363	34,401	(45,672)	50,000	58,377	567,892

24. 儲備

(a) 本集團

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24. RESERVES (continued)

(b) The Company

		Share premium 股份溢價 HK\$'000 港幣千元	General reserve 一般儲備 HK\$'000 港幣千元	Revenue reserve 收益儲備 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 1st January 2001	二零零一年一月一日	428,935	50,000	672,315	1,151,250
Loss for the year	是年度虧損	—	—	(20,393)	(20,393)
At 31st December 2001	二零零一年 十二月三十一日	428,935	50,000	651,922	1,130,857
At 1st January 2002	二零零二年一月一日	428,935	50,000	651,922	1,130,857
Premium on issue of shares under share option scheme	根據購股權計劃 而發行的股本 的股份溢價	488	—	—	488
Loss for the year	是年度虧損	—	—	(8,923)	(8,923)
At 31st December 2002	二零零二年 十二月三十一日	429,423	50,000	642,999	1,122,422

Notes:

- (i) The distributable reserves of the Company as at 31st December 2002 amounted to HK\$692,999,000 (2001: HK\$701,922,000).
- (ii) Certain subsidiaries of the Group entered into some credit agreements with banks which impose restriction on their dividend payments and require the maintenance of certain debt/equity ratio.
- (iii) According to the applicable law in Taiwan, the Group's subsidiaries in Taiwan have to transfer 10% of the annual profit, if any, to capital reserve.
- (iv) Goodwill and negative goodwill arising from acquisitions of subsidiaries and associates prior to 1st January 2001 which are still carried in reserves of the Group are as follows:

附註：

- (i) 本公司於二零零二年十二月三十一日的可分派儲備為港幣692,999,000元(二零零一年：港幣701,922,000元)。
- (ii) 本集團若干附屬公司與多間銀行訂立若干信貸協議，對該等附屬公司派發股息施加限制，並要求該等公司將資產負債比率維持在某一個水平。
- (iii) 根據台灣現行法例，本集團的台灣附屬公司必需將每年溢利的10%撥作及保留在資本儲備內。
- (iv) 於二零零一年一月一日前因收購附屬公司及聯營公司所產生並保留在本集團儲備內的商譽及負商譽詳列如下：

		Goodwill 商譽 HK\$'000 港幣千元	Negative Goodwill 負商譽 HK\$'000 港幣千元
Balance as at 1st January and at 31st December 2002	二零零二年一月一日及 十二月三十一日結餘	572	(24,768)

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25. BANK LOANS AND OTHER LIABILITIES 25. 銀行貸款及其他負債

	Group 本集團		Company 本公司	
	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Secured bank loans repayable	有抵押銀行貸款			
— After one year but within two years	—	656	—	—
Unsecured bank loans repayable	無抵押銀行貸款			
— After one year but within two years	64,320	—	—	—
— After two years but within five years	47,250	—	—	—
Other payable	其他賬項			
— After one year but within two years	9,424	—	—	—
Obligations under finance leases repayable	融資租賃的負債			
— After one year but within two years	8	31	8	31
— After two years but within five years	—	10	—	10
	121,002	697	8	41

26. EMPLOYEE BENEFIT OBLIGATIONS 26. 僱員福利負債

The Group operates a number of staff retirement benefit plans comprising two defined contribution retirement plans covering its employees in Hong Kong and two defined benefit retirement plans covering its employees in Taiwan.

本集團設有多項僱員退休福利計劃，其中包括兩項為香港僱員提供的定額供款退休計劃及兩項為台灣附屬公司的僱員提供的定額福利退休計劃。

26. EMPLOYEE BENEFIT OBLIGATIONS
(continued)

The Group's contributions to the defined contribution retirement plan are based on a specified percentage on the basic salary and completed years of service of employees. The Group's contributions under the principal plan covering its employees in Hong Kong are charged to the income statement and are reduced by the amount of forfeited contributions. Any unutilised forfeited balances are set aside as a reserve held in independently administered funds for any future potential long service payments payable by the Group. The total amount of these reserves available for use at the year end date was approximately HK\$1,174,000 (2001: HK\$624,000).

Under the defined benefit retirement plans, the calculation of the retirement benefits to the employees is based on years of service and average monthly salary at the time of retirement. The Group's contributions to the defined benefit plans are calculated as certain percentages of salaries paid to employees and charged to the income statement as incurred. The assets of the plans are held separately from those of the Group in a central fund administered by the relevant government body in Taiwan.

In addition to the retirement plans operated by the Group, the Group is required to contribute respectively to Mandatory Provident Fund and central pension plans for certain Group's employees in Hong Kong and the People's Republic of China based on applicable rates of monthly salary in accordance with government regulations.

26. 僱員福利負債 (續)

本集團對定額供款退休計劃的供款乃按僱員的基本薪金及服務年資以一特定百分率計算。在該計劃下，本集團為香港僱員的供款額減去遭沒收的供款金額後在收益表中列作費用。任何未動用而遭沒收的供款餘額已撥為儲備，並由一獨立管理的基金持有，用以支付本集團日後可能支付的長期服務金。於年結日該等儲備的可動用總額約為港幣1,174,000元(二零零一年：港幣624,000)。

在定額福利退休計劃下，僱員的退休福利根據服務年資及退休時的平均月薪計算。本集團向該定額福利計劃的供款乃根據向職員發放的薪金的某一百分率計算，並在發生時於收益表中列入費用。該等計劃的資產並非與本集團的資產混合管理，乃由台灣有關政府部門所管理的中央基金代為持有。

除本集團以上設立的退休計劃外，本集團須為其在香港及中華人民共和國內的若干僱員分別供款予強制性公積金及中央公積金。根據政府規例，供款率按月薪計算。

26. EMPLOYEE BENEFIT OBLIGATIONS (continued)

(a) Short-term employee benefit

Unclaimed annual leave 待領年假

(a) 短期員工福利

Group 本集團	
2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元

4,450 4,450

(b) Defined benefit retirement plans

The Group makes contributions to two defined benefit retirement plans that provide pension benefits for employees in Taiwan.

(i) The amount recognised in the balance sheet is as follows:

(b) 定額福利退休計劃

本集團向兩項定額福利退休計劃作出供款。該等計劃提供台灣僱員退休金福利。

(i) 於資產負債表中已確認之金額如下：

Group 本集團	
2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元

Present value of funded obligations	預計給付負債現值	18,584	13,889
Fair value of plan assets	退休基金資產公平價值	(7,378)	(6,687)
Net unrecognised actuarial losses	未確認淨額之精算虧損	(2,563)	—
		8,643	7,202

26. EMPLOYEE BENEFIT OBLIGATIONS
(continued)

(b) Defined benefit retirement plans (continued)

(ii) Movements in the net liability recognised in the balance sheet are as follows:

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
At 1st January	一月一日	7,202	6,973
Contributions paid to the fund	向基金供款金額	(616)	(642)
Expense recognised in the income statement	於損益表中已確認之費用	1,736	1,643
Exchange difference	外匯差額	321	(772)
At 31st December	十二月三十一日	8,643	7,202

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

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Current service cost	服務成本	1,325	1,276
Interest cost	利息成本	663	677
Expected return on plan assets	基金資產預期回報	(252)	(310)
		1,736	1,643

The expense is recognised in the following line items in the income statement:

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Cost of sales	銷售成本	1,156	1,094
Selling and distribution expenses	銷售及推銷費用	76	72
Administrative expenses	行政費用	504	477
		1,736	1,643

26. 僱員福利負債 (續)

(b) 定額福利退休計劃 (續)

(ii) 於資產負債表中已確認之淨負債變動如下：

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
At 1st January	一月一日	7,202	6,973
Contributions paid to the fund	向基金供款金額	(616)	(642)
Expense recognised in the income statement	於損益表中已確認之費用	1,736	1,643
Exchange difference	外匯差額	321	(772)
At 31st December	十二月三十一日	8,643	7,202

(iii) 於損益表中已確認之費用明細如下：

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Current service cost	服務成本	1,325	1,276
Interest cost	利息成本	663	677
Expected return on plan assets	基金資產預期回報	(252)	(310)
		1,736	1,643

該費用已在下列損益表項目中被確認：

		Group 本集團	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Cost of sales	銷售成本	1,156	1,094
Selling and distribution expenses	銷售及推銷費用	76	72
Administrative expenses	行政費用	504	477
		1,736	1,643

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26. EMPLOYEE BENEFIT OBLIGATIONS

(continued)

(b) Defined benefit retirement plans (continued)

- (iv) The cost of the plans to the Group is calculated based upon funding recommendations arising from actuarial valuations. Details of the latest actuarial valuations of the plans are as follows:

Name of subsidiaries which operate the plans 設立計劃之附屬公司名稱	Lam Soon Industries Inc. 南順工業股份有限公司	Lam Soon Ball Yamamura Inc. 寶順製罐股份有限公司
Latest actuarial valuation 最新精算評估日	31st December 2002 二零零二年十二月三十一日	31st December 2002 二零零二年十二月三十一日
Actuaries 精算師	KPMG Consulting Co., Ltd. 安侯企業管理股份有限公司	KPMG Consulting Co., Ltd. 安侯企業管理股份有限公司
Discount rate at 31st December 十二月三十一日折現率	3.75% (2001: 4.50%)	3.75% (2001: 4.50%)
Expected rate of return on plan assets 退休基金資產預期回報率	3.75% (2001: 4.50%)	3.75% (2001: 4.50%)
Future salary increases 未來薪資調整率	0% (2001: 0%)	0% (2001: 0%)
Future pension increases 未來退休金調整率	0% (2001: 0%)	0% (2001: 0%)
Market value of plan assets at date of valuation (HK\$'000) 退休基金資產公平價值 (港幣千元)	4,500 (2001: 3,900)	2,900 (2001: 2,700)
Asset market valuation as a percentage of the present value of past service liabilities 計劃資產市值與預測過往服務負債之現有價值之百分比	39% (2001: 46%)	41% (2001: 52%)

Note: The differences between the market values of the plans' assets and the present value of the accrued past services liabilities at the date of an actuarial valuation are taken into consideration when determining future funding levels in order to ensure that the plans will be able to meet these liabilities as they become due.

26. 僱員福利負債 (續)

(b) 定額福利退休計劃 (續)

- (iv) 本集團計算該等計劃成本乃按精算估值之供款建議。該等最新之精算估值詳情載列如下：

附註：在釐定未來供款率以確保該等計劃能夠償還到期之負債時，該等計劃資產之市場價格與於精算估值日所計算的過往服務負債之現有價值間之差額會予以計及。

26. EMPLOYEE BENEFIT OBLIGATIONS

(continued)

(c) Equity compensation benefits

Details of movements of share options:

		The Company 本公司 ("LSHK") 〔南順香港〕	Lam Soon Food Industries Limited 南順 食品工業 有限公司 ("LSF") 〔南順食品〕	Flourtech International Holdings Limited ("FIHL")	Total 合計
Balance at 1st January 2001	二零零一年 一月一日結餘	5,975,565	196,279	270,000	6,441,844
Lapsed	作廢	(4,880,960)	(17,370)	—	(4,898,330)
Balance at 31st December 2001	二零零一年十二月 三十一日結餘	1,094,605	178,909	270,000	1,543,514
Balance as at 1st January 2002	二零零二年 一月一日結餘	1,094,605	178,909	270,000	1,543,514
Issued	發出	3,950,000	—	—	3,950,000
Exercised	行使	(1,094,605)	—	—	(1,094,605)
Lapsed (Note)	作廢 (附註)	—	(178,909)	—	(178,909)
Balance at 31st December 2002	二零零二年十二月 三十一日結餘	3,950,000	—	270,000	4,220,000

Note: LSF was privatised by the Company by way of a scheme of arrangement ("the Scheme"), which became effective on 21st June 2002. Under the terms of the share option scheme and as a result of the Scheme, all share options granted under the share option scheme adopted by LSF on 3rd June 1993 were lapsed and the share option holders were offered a cash amount of HK\$0.10 for each unexercised share option. A total of 178,909 share options was lapsed during the year.

26. 僱員福利負債 (續)

(c) 股本報酬福利

購股權的變動如下：

附註：本公司透過協議計劃「該計劃」將南順食品私有化，該計劃已於二零零二年六月二十一日生效。根據購股權計劃之條款及該計劃之結果，所有購股權全部取消，持有該購股權而未行使之人士，將獲支付每股港幣0.10元代價作為取消價。是年度，共178,909股購股權被取消。

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26. EMPLOYEE BENEFIT OBLIGATIONS (continued)

(c) Equity compensation benefits (continued)

Terms of share options at balance sheet date:

Name of company 公司名稱	Date of grant 獲授日期	Exercise period 可行使期	Exercise price 行使認購價 HK\$ 港元	Number of share options 購股權認購股份之數目	
				2002 二零零二年	2001 二零零一年
LSHK 南順香港	5th June 2002 二零零二年 六月五日	2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant 授予購股權數量之通知日起計兩年後，惟不會超過至獲授日期起之十年內。	2.530	3,950,000	—
LSHK (Note) 南順香港 (附註)	20th August 1998 一九九八年 八月二十日	1st April 1999 to 31st March 2002 一九九九年四月一日至 二零零二年三月三十一日	1.445	—	1,094,605
LSF 南順食品	8th November 1993 一九九三年 十一月八日	8th November 1993 to 7th November 2003 一九九三年十一月八日至 二零零三年十一月七日	22.38	—	126,800
	27th July 1994 一九九四年 七月二十七日	27th July 1994 to 26th July 2004 一九九四年七月二十七日至 二零零四年七月二十六日	17.54	—	26,055
	8th May 1995 一九九五年 五月八日	8th May 1995 to 7th May 2005 一九九五年五月八日至 二零零五年五月七日	14.66	—	26,054
FIHL	1st February 1993 一九九三年 二月一日	1st February 1993 to 31st January 2003 一九九三年二月一日至 二零零三年一月三十一日	1.000	180,000	180,000
	2nd February 1993 一九九三年 二月二日	2nd February 1993 to 1st February 2003 一九九三年二月二日至 二零零三年二月一日	1.000	90,000	90,000

Note: 1,094,605 share options of the Company were exercised on 8th March 2002 at HK\$1.445 per share with total consideration of HK\$1,582,000. On the exercise date, the market value per share was HK\$1.99.

(c) 股本報酬福利 (續)

於結算日的購股權條款：

Name of company 公司名稱	Date of grant 獲授日期	Exercise period 可行使期	Exercise price 行使認購價 HK\$ 港元	Number of share options 購股權認購股份之數目	
				2002 二零零二年	2001 二零零一年
LSHK 南順香港	5th June 2002 二零零二年 六月五日	2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant 授予購股權數量之通知日起計兩年後，惟不會超過至獲授日期起之十年內。	2.530	3,950,000	—
LSHK (Note) 南順香港 (附註)	20th August 1998 一九九八年 八月二十日	1st April 1999 to 31st March 2002 一九九九年四月一日至 二零零二年三月三十一日	1.445	—	1,094,605
LSF 南順食品	8th November 1993 一九九三年 十一月八日	8th November 1993 to 7th November 2003 一九九三年十一月八日至 二零零三年十一月七日	22.38	—	126,800
	27th July 1994 一九九四年 七月二十七日	27th July 1994 to 26th July 2004 一九九四年七月二十七日至 二零零四年七月二十六日	17.54	—	26,055
	8th May 1995 一九九五年 五月八日	8th May 1995 to 7th May 2005 一九九五年五月八日至 二零零五年五月七日	14.66	—	26,054
FIHL	1st February 1993 一九九三年 二月一日	1st February 1993 to 31st January 2003 一九九三年二月一日至 二零零三年一月三十一日	1.000	180,000	180,000
	2nd February 1993 一九九三年 二月二日	2nd February 1993 to 1st February 2003 一九九三年二月二日至 二零零三年二月一日	1.000	90,000	90,000

附註：1,094,605股購股權於二零零二年三月八日以每股港幣1.445元行使共作價港幣1,582,000元。於行使當日，公司股份市值為每股港幣1.99元。

27. PRIOR YEAR ADJUSTMENT

Prior to the issuance of SSAP 34, the Group did not provide for liabilities in respect of its employees' annual leave entitlement and defined benefit retirement plans. SSAP 34 requires that obligations in respect of these entitlements should be accrued as soon as services are rendered. The Group has adopted this new accounting policy retrospectively and accordingly restated the opening balances of the following items as at 1st January 2001 and 2002:

		At 1st January 2002 於二零零二年 一月一日 HK\$'000 港幣千元	At 1st January 2001 於二零零一年 一月一日 HK\$'000 港幣千元
Increase in employee benefit obligations	僱員福利負債的增加		
— Other current liabilities	— 其他流動負債	(4,450)	(4,450)
— Non-current liabilities	— 非流動負債	(7,202)	(6,973)
Increase in exchange reserve	外匯儲備的增加	(739)	(83)
Decrease in revenue reserve	收益儲備的減少	11,310	10,448
Decrease in minority interests	少數股東權益的減少	1,081	1,058
		—	—

The results and movements in exchange reserve previously reported for the year ended 31st December 2001 have also been adjusted by decreasing HK\$862,000 and by increasing HK\$656,000 respectively to reflect movements in the employee benefit obligations during the year.

27. 前期調整

於頒佈會計實務準則第34號之前，本集團並無就僱員年假及定額退休計劃所涉及之負債提撥準備。會計實務準則第34號規定，此項權利涉及之責任於僱員提供服務時立即予以累計。本集團在採納此項新訂會計政策上具有追溯效力，故相應地重列二零零一年及二零零二年一月一日下列項目之期初結餘：

以往呈報截至二零零一年十二月三十一日止年度之業績及外匯儲備變動已作出調整，分別減少港幣862,000元及增加港幣656,000元，以反映上述期間內僱員福利負債結餘之變動。

28. COMMITMENTS

- (a) As at 31st December 2002, the Group had commitment to make payment in respect of guaranteed profits payable to the joint venture partners under a joint venture agreement amounted to HK\$4,253,000 (2001: HK\$5,145,000) in aggregate over the unexpired term of the joint venture agreement of four years. In return, the Group is entitled to all the residual profits of the joint venture.
- (b) The Group had the following commitment not provided for in the financial statements at the balance sheet date:

Authorised capital expenditure and contracted for	已批准並已訂約之資本支出
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16,150

28. 承擔項目

- (a) 於二零零二年十二月三十一日，本集團根據合營企業協議，須承擔合營企業股東於合營企業協議尚未終止的四年年期內可獲保證利潤合共港幣4,253,000元(二零零一年：港幣5,145,000元)。而此合營企業的剩餘利潤則按此協議全歸於本集團。
- (b) 本集團在結算日有以下資本承擔未反映在財務報表中：

Group 本集團	
2002 二零零二年	2001 二零零一年
HK\$'000 港幣千元	HK\$'000 港幣千元

29. CONTINGENT LIABILITIES

- (a) As at 31st December 2002, the Company had contingent liabilities in respect of guarantees given by the Company to banks to secure banking facilities granted to certain subsidiaries of which amount utilised by the subsidiaries amounted to HK\$172,030,000 (2001: nil).
- (b) As at 31st December 2002, the Group had contingent liabilities in respect of several guarantees given to banks to secure banking facilities of a jointly controlled entity to the extent of HK\$38,623,000 (2001: HK\$15,333,000).

29. 或然負債

- (a) 於二零零二年十二月三十一日，本公司的或然負債為本公司向銀行提出的擔保，以便若干附屬公司取得銀行信貸額。而有關附屬公司已動用之信貸金額共港幣172,030,000元(二零零一年：無)。
- (b) 於二零零二年十二月三十一日，本集團的或然負債為多項由本集團向銀行提出的擔保，以便有關共同控制個體取得銀行信貸額共港幣38,623,000元(二零零一年：港幣15,333,000元)。

29. CONTINGENT LIABILITIES (continued)

- (c) As at 31st December 2002, the Group sold its notes receivable with recourse to finance companies, which amounted to HK\$35,239,000 (2001: HK\$20,408,000).
- (d) As at 31st December 2002, the Group committed to supply 14.7 million (2001: 32 million) aluminium cans to a customer in Taiwan at a fixed price. Such commitment was covered by a bank guarantee issued to the customer, which amounted to approximately HK\$2,684,000 (2001: HK\$2,095,000). The Group had contingent liabilities arising from counter indemnity given to the bank in respect of such guarantee.

29. 或然負債 (續)

- (c) 於二零零二年十二月三十一日，本集團向財務機構出售有追索權之應收票據，總值港幣35,239,000元（二零零一年：港幣20,408,000元）。
- (d) 於二零零二年十二月三十一日，本集團與一台灣客戶簽定合約，以固定價格供應14,700,000片（二零零一年：32,000,000片）鋁罐。本集團就是項合約向有關客戶提出銀行擔保。其擔保金額約為港幣2,684,000元（二零零一年：港幣2,095,000元）。本集團就是項擔保向該銀行提供相應之損害賠償，因此被視為本集團的或然負債。

30. RELATED PARTY TRANSACTIONS

Apart from the transactions as disclosed in Notes 14, 19, 22 and 29(b) to the financial statements, the Group had the following material transactions with its related party during the year:

30. 有關連人士的交易

除財務報表在附註14、19、22及29(b)所列出的交易外，是年度本集團有以下重要的有關連人士的交易：

Related party 有關連人士	Nature of transactions 交易性質	Notes 附註	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Jointly controlled entity 共同控股個體	Purchases of small package oil	(i)	3,004	4,426
	Sales of aroma oil	(ii)	18,672	40,911
	Sales of detergent products	(ii)	3,216	2,912
	Sub-contracting income on oil refinement	(ii)	—	1,936
	Bottling and refinery income of small package oil	(iii)	40,517	—
	Barge rental and operation fee income	(iii)	—	1,080
	Advertising and promotion income	(iii)	3,000	3,000
	Management fee income	(iii)	3,000	3,000
	Royalties received for the use of trademarks	(iv)	22,499	23,188

30. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) Purchases of small package oil were carried out at cost plus a percentage of profit mark-up.
- (ii) Sales of aroma oil, detergent products and sub-contracting income on oil refinement were made with reference to the market price.
- (iii) Bottling and refinery income of small package oil, barge rental and operation fee income, advertising and promotion and management fee income were determined on the basis of the cost and the amount of services performed by the Group.
- (iv) Under the trademark licence agreement, the royalties received for the use of the trademarks are calculated based on a percentage as may be agreed between the parties from time to time of the gross sales value of licensed products sold by the licensee within Hong Kong and Macau.

31. SEGMENT REPORTING

Business segments

The Group principally operates in five segments and the specific products of each segment are as follows:

- 1) Food — Manufacturing and distribution of a broad range of food products including wheat flour, edible oils, vegetable fats, frozen dough and other processed foods for the catering industries
- 2) Detergent — Manufacturing and distribution of household cleaning products including liquid dish washing detergent, laundry powder, fabric softener and floor cleaner

30. 有關連人士的交易 (續)

附註：

- (i) 購買小包裝食油是以成本加利潤百分率作價進行。
- (ii) 香味油和清潔用品銷售及煉油加工外判收入均按照市場價格進行。
- (iii) 小包裝食油精煉及裝罐收入、駁船租賃及運作費收入、廣告及宣傳收入及管理費收入均以有關成本及本集團所提供的服務而釐定。
- (iv) 商標使用版權收入是根據商標租用合約，以商標使用者在香港及澳門銷售可使用商標產品的總銷售金額按已訂百分率徵收。此已訂百分率可在雙方同意下定期更改。

31. 分部報告

業務分部

本集團主要經營五個分部。各分部的產品如下：

- 1) 食品 — 製造及分銷一系列食品，包括小麥麵粉、食油、植物脂肪、冷凍麵團及其他加工食品
- 2) 清潔用品 — 製造及分銷家居清潔用品，包括碗碟清潔劑、洗衣粉、衣物柔順劑及地板清潔劑

31. SEGMENT REPORTING (continued)

- 3) Packaging — Manufacturing and supply of easy-open-ends and two-piece aluminium cans for beverage industry
- 4) Distribution — Trading and distribution of a wide range of products such as flour, detergent, bakery, frozen food, drinks and agency products in Hong Kong
- 5) Bulk trading — Trading of edible oils and grains

All other operating segments represent the operating segments which do not meet the quantitative threshold for determining reportable segments. These include investment holding, Internet service and property holding activities.

Geographical segments

The Group's business is managed on a worldwide basis, but participates in three principal geographical areas:

- 1) Mainland China — Manufacturing and distribution of flour, edible oils, detergent and packaging products
- 2) Hong Kong — Trading and distribution of flour, detergent, bakery, frozen food, drinks and agency products
- 3) Taiwan — Manufacturing and supply of easy-open-ends and two-piece aluminium cans for beverage industry

31. 分部報告 (續)

- 3) 包裝產品 — 製造及供應「易拉蓋」及兩片罐，供飲品工業使用
- 4) 產品分銷 — 於香港買賣及分銷一系列產品，包括麵粉、清潔劑、烘焙食品、冷凍食品、飲料及代理產品
- 5) 散裝貿易 — 買賣散裝食油及穀類產品

其他分部代表那些規模不足以作出獨立報告的營業分部。這些分部包括投資控股、互聯網服務及物業持有活動。

地區分部

本集團的業務是世界性的，但主要集中於三個地區：

- 1) 中國大陸 — 製造及分銷麵粉、食油、清潔劑及包裝產品
- 2) 香港 — 買賣及分銷麵粉、清潔劑、烘焙食品、冷凍食品、飲料及代理產品
- 3) 台灣 — 製造及供應「易拉蓋」及兩片罐，供飲品工業使用

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

31. SEGMENT REPORTING (continued)

31. 分部報告 (續)

2002

二零零二年

(A) Business segments

(A) 業務分部

		Food 食品 HK\$'000 港幣千元	Detergent 清潔用品 HK\$'000 港幣千元	Packaging 包裝產品 HK\$'000 港幣千元	Distribution 產品分銷 HK\$'000 港幣千元	Bulk trading 散裝 貿易 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Inter- segment elimination 各分部間 的抵銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
(i) Revenue	收入								
Revenue from external customers	對外客戶 收入	1,026,277	54,076	474,503	344,459	6,876	2,153	—	1,908,344
Inter-segment sales	各分部間的銷售	209,961	24,664	—	5,038	1,203	6,344	(247,210)	—
Other revenue	其他收入	6,348	265	1,035	3,502	—	4,357	—	15,507
Total revenue	總收入	1,242,586	79,005	475,538	352,999	8,079	12,854	(247,210)	1,923,851
(ii) Segment results	分部業績	31,291	(2,186)	21,765	55,152	(3,072)	(53,899)	—	49,051
Net interest expenses	淨利息支出								(13,761)
Release of negative goodwill	負商譽的 變現	—	—	—	—	—	6,382	—	6,382
Share of results of a jointly controlled entity	應佔共同控制 個體的 業績	1,366	—	—	—	—	—	—	1,366
Taxation	稅項								(20,392)
Minority interests	少數股東權益								(1,736)
Profit attributable to shareholders	股東應佔 溢利								20,910
(iii) Depreciation and amortisation for the year	是年度 折舊及 攤銷	38,477	1,983	15,479	615	1,766	12,034	—	70,354
(iv) Provision for doubtful debts	呆賬 準備	1,373	1	49	453	—	—	—	1,876
(v) Segment assets	分部資產	1,078,662	35,728	484,700	70,954	35,484	53,962	—	1,759,490
Interests in jointly controlled entity and associates	共同控制個體 及聯營公司 權益	54,004	—	—	—	—	24,581	—	78,585
Unallocated assets	未分配資產								17,656
Total assets	總資產								1,855,731
(vi) Segment liabilities	分部負債	414,521	17,890	95,429	17,051	1,658	31,255	—	577,804
Unallocated liabilities	未分配負債								405,061
Total liabilities	總負債								982,865
(vii) Capital expenditure incurred during the year	是年度 資本 支出	61,019	483	1,726	1,508	—	309	—	65,045

31. SEGMENT REPORTING (continued)

2002 (continued)

(B) Geographical segments

31. 分部報告 (續)

二零零二年 (續)

(B) 地區分部

		Mainland China 中國大陸 HK\$'000 港幣千元	Hong Kong 香港 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Revenue from external customers	對外客戶收入	1,247,368	388,076	272,900	1,908,344
Segment assets	分部資產	1,309,688	202,522	343,521	1,855,731
Capital expenditure incurred during the year	是年度資本支出	61,785	1,823	1,437	65,045

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

31. SEGMENT REPORTING (continued)

31. 分部報告 (續)

2001 (Restated)

二零零一年 (重列後)

(A) Business segments

(A) 業務分部

		Food 食品 HK\$'000 港幣千元	Detergent 清潔用品 HK\$'000 港幣千元	Packaging 包裝產品 HK\$'000 港幣千元	Distribution 產品分銷 HK\$'000 港幣千元	Bulk trading 散裝 貿易 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Inter- segment elimination 各分部間 的抵銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
(i) Revenue	收入								
Revenue from external customers	對外客戶 收入	997,020	82,269	450,436	125,453	5,960	1,900	1,663,038	
Inter-segment sales	各分部間的銷售	73,323	10,157	—	2,228	19,814	—	(105,522)	
Other revenue	其他收入	5,549	962	1,364	3,314	1,893	4,112	17,194	
Total revenue	總收入	1,075,892	93,388	451,800	130,995	27,667	6,012	(105,522)	1,680,232
(ii) Segment results	分部業績	78,769	4,439	(17,995)	16,262	(4,943)	(42,217)	—	34,315
Net interest expenses	淨利息支出								(24,232)
Loss on disposal of properties	出售物業 虧損	—	—	(5,415)	—	—	—	—	(5,415)
Release of negative goodwill	負商譽的 變現	—	—	—	—	—	2,747	—	2,747
Impairment	減值								
— fixed assets	— 固定資產	(142,125)	—	(184,823)	—	(23,286)	—	—	(350,234)
— goodwill	— 商譽	(12,539)	—	—	—	—	—	—	(12,539)
Share of results of associates	應佔聯營公司的 業績	—	—	—	—	—	(61)	—	(61)
Share of results of a jointly controlled entity	應佔共同控制 個體的 業績	5,771	—	—	—	—	—	—	5,771
Taxation	稅項								(7,374)
Minority interests	少數股東權益								136,920
Loss attributable to shareholders	股東應佔 虧損								(220,102)
(iii) Depreciation and amortisation for the year	是年度的 折舊及 攤銷	42,401	1,734	36,842	522	3,364	7,106	—	91,969
(iv) Provision for doubtful debts	呆賬準備	2,076	245	2,803	860	8	20	—	6,012
(v) Segment assets	分部資產	842,173	32,751	487,039	84,841	42,105	274,369	—	1,763,278
Interests in jointly controlled entity and associates	共同控制個體 及聯營公司 權益	58,930	—	—	—	—	25,690	—	84,620
Unallocated assets	未分配資產								5,108
Total assets	總資產								1,853,006
(vi) Segment liabilities	分部負債	213,581	16,168	112,007	15,796	5,112	33,005	—	395,669
Unallocated liabilities	未分配負債								447,785
Total liabilities	總負債								843,454
(vii) Capital expenditure incurred during the year	是年度 資本 支出	7,750	442	2,229	160	11	780	—	11,372

31. SEGMENT REPORTING (continued)

2001 (Restated) (continued)

(B) Geographical segments

		Mainland China 中國大陸 HK\$'000 港幣千元	Hong Kong 香港 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Revenue from external customers	對外客戶收入	965,761	423,616	273,661	1,663,038
Segment assets	分部資產	1,043,279	457,989	351,738	1,853,006
Capital expenditure incurred during the year	是年度資本支出	8,777	1,026	1,569	11,372

32. COMPARATIVE FIGURES

Certain comparative figures have been restated following the adoption of new and revised SSAPs as set out in Note 1 (a) above.

31. 分部報告 (續)

二零零一年 (重列後) (續)

(B) 地區分部

32. 比較數字

若干比較數字已重新分類，以配合是年度採納之新及經修訂之會計實務準則，此等會計實務準則已載於附註1 (a)。