

1. CORPORATE INFORMATION

During the year, the principal activities of the Group consist of the manufacture and trading of electronic components, the trading of electrical products, raw materials and production machinery.

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”)

The following recently-issued and revised SSAPs are effective for the first time for the current year’s financial statements:

- SSAP 1 (Revised) : “Presentation of financial statements”
- SSAP 11 (Revised) : “Foreign currency translation”
- SSAP 15 (Revised) : “Cash flow statements”
- SSAP 33 : “Discontinuing operations”
- SSAP 34 : “Employee benefits”

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group’s accounting policies and on the amounts disclosed in these financial statements of adopting these SSAPs are summarised as follows:

SSAP 1 prescribes the basis for the presentation of financial statements and sets out guidelines for their structure and minimum requirements for the content thereof. The principal impact of the revision to this SSAP is that a consolidated summary statement of changes in equity is now presented on page 32 of the Annual Report in place of the consolidated statement of recognised gains and losses that was previously required.

1. 公司資料

年內，本集團主要從事製造及買賣電子零件、買賣電子產品、買賣原材料及買賣生產機械。

2. 採用新制訂及經修訂會計實務準則（「會計實務準則」）之影響

本集團於本年度之財務報表首次採用以下近期頒佈及經修訂之會計實務準則：

- 會計實務準則第1號(經修訂) : 「財務報告之呈報」
- 會計實務準則第11號(經修訂) : 「外幣換算」
- 會計實務準則第15號(經修訂) : 「現金流量表」
- 會計實務準則第33號 : 「終止中經營業務」
- 會計實務準則第34號 : 「僱員福利」

此等會計實務準則訂明新的會計計算及披露規例，而採納該等會計實務準則對本集團之會計政策及本財務報表所披露之數額有主要影響概述如下：

會計實務準則第1號訂明財務報表之呈列基準以及載列財務報表結構及對其內容最低要求之指引。此項會計實務準則修訂之主要影響為採納現呈列於年報第32頁之綜合權益變動概要報表，取代先前規定之綜合經確認盈虧報表。

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”) (continued)

SSAP 11 (Revised) prescribes the basis for the translation of foreign currency transactions and financial statements. The principal impact of the revision of this SSAP on the consolidated financial statements is that the profit and loss accounts of overseas subsidiaries, jointly-controlled entities and associates are now translated to Hong Kong dollars at the weighted average exchange rates for the year, whereas previously they were translated at the exchange rates at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements.

SSAP 15 (Revised) prescribes the revised format for the cash flow statement. The principal impact of the revision of this SSAP is that the consolidated cash flow statement now presents cash flows under three headings, cash flows from operating, investing and financing activities, rather than the five headings previously required. In addition, cash flows from overseas subsidiaries arising during the year are now translated to Hong Kong dollars at the exchange rates at the dates of the transactions, or at an approximation thereto, whereas previously they were translated at the exchange rates at the balance sheet date, and the definition of cash equivalents for the purpose of the cash flow statement has been revised. Further details of these changes that have resulted from them are included in the accounting policies for “Cash equivalents” and “Foreign currencies” in note 3 to the financial statements.

2. 採用新制訂及經修訂會計實務準則（「會計實務準則」）之影響（續）

會計實務準則第11號（經修訂）訂明外幣交易及財務報表之換算基準。此項會計實務準則修訂對綜合財務報表之主要影響為海外附屬公司、共同控制公司及聯營公司之損益帳，現時以年內滙率加權平均數滙率換算，而非如先前以結算日適用之滙率換算。採納經修訂會計實務準則第11號對財務報表並無重大影響。

會計實務準則第15號（經修訂）訂明現金流量表之修訂格式。此項會計實務準則修訂之主要影響為綜合現金流量表現時以三個標題呈列現金流量：經營、投資及融資活動之現金流量，而非如先前規定之五個標題呈列。此外，年內源自海外附屬公司之現金流量，現時以交易日之滙率或有關概約滙率換算為港元，而非如先前以結算日之滙率換算。現金流量表呈列之現金等值項目之定義已作修訂。有關此等更改之其他詳情收錄於財務報表附註3「現金等值物」及「外幣」之會計政策。

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”) (continued)

SSAP 33 prescribes the basis for recording information about discontinuing operations. The impact of this SSAP is the inclusion of additional disclosures, which are set out in the consolidated profit and loss account, consolidated cash flow statement and note 6 to the consolidated financial statements.

SSAP 34 prescribes the recognition and measurement criteria to apply to employee benefits, together with the required disclosures in respect thereof. The adoption of this SSAP has resulted in no change to the previously adopted accounting treatments for employee benefits. In addition, disclosures are now required in respect of the Company's share option scheme, as detailed in note 29 to the financial statements. These share option scheme disclosures are similar to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) disclosures previously included in the Report of the Directors, which are now required to be included in the notes to the financial statements as a consequence of the SSAP.

2. 採用新制訂及經修訂會計實務準則（「會計實務準則」）之影響（續）

會計實務準則第33號訂明記錄有關「終止中經營業務」資料之基準。此項會計實務準則之影響為於綜合損益表、綜合現金流量表及綜合財務報表附註6載入額外披露。

會計實務準則第34號訂明僱員福利之確認及量度準則，連同有關規定披露資料。採納此會計實務準則並無影響先前採納之僱員福利會計處理方法。此外，如財務報表附註29所詳述，現時須就本公司購股權計劃作出披露。該等購股權計劃之披露類似先前載入董事會報告書之香港聯合交易所有限公司證券上市規則（「上市規則」）所規定之披露，而現時因會計實務準則而須載入財務報表附註內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the periodic remeasurement of certain fixed assets and equity investments, as further explained below.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2002. The results of subsidiaries established, acquired or disposed of during the year are consolidated from or to their effective dates of establishment, acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

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

Subsidiaries

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

The Company's interests in subsidiaries are stated at cost less any impairment losses.

3. 主要會計政策概要

會計基準

此等財務報表乃按照香港會計實務準則、香港公認會計準則及香港公司條例之披露規定而編製。除重新釐定若干固定資產及股本投資價值外，其他部份均根據慣用之原值成本法編製，詳如下文闡述。

綜合基準

綜合財務報表包括截至二零零二年十二月三十一日止年度本公司及其附屬公司之財務報表。年內所成立、收購或出售之附屬公司乃自彼等各自成立或收購生效日期起計或計至出售生效日期而綜合業績。所有集團公司間之重大交易及結餘已於編製本集團綜合帳目時對銷。

少數股東權益指外界股東於本公司附屬公司之業績及資產淨值之權益。

附屬公司

附屬公司為本公司直接或間接控制其財務及經營決策並從其業務獲益之公司。

本公司於附屬公司之權益乃按成本減任可減值虧損列帳。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint venture companies

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

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

A joint venture company is treated as:

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

3. 主要會計政策概要 (續)

合營公司

合營公司指根據合約安排成立之公司，由本集團聯同其他各方共同進行經濟活動。合營公司以獨立實體經營，其權益由本集團與其他各方擁有。

合營夥伴間所訂立之合營協議，規定各合營夥伴之注資額、合營期及解散時套現資產之基準。合營公司之業務盈虧及任可資產盈餘之分配乃按各合營夥伴之注資比例或根據合營協議之條款由合營者攤分。

合營公司於以下情況被視為：

- (a) 附屬公司，如本公司單方面擁有合營公司之控制權；
- (b) 共同控制公司，如本公司並無單方面控制權但有合營公司之共同控制權；
- (c) 聯營公司，如本公司並無單方面控制權或共同控制權，但持有合營公司不少於20%之註冊資本並可對其行使重大影響力；或

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint venture companies (continued)

(d) a long term investment, if the Company holds less than 20% of the joint venture company's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture company.

Jointly controlled entities

A jointly controlled entity is a joint venture company which is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly controlled entity.

The Group's share of the post-acquisition results and reserves of jointly controlled entities is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in jointly controlled entities are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Negative goodwill arising from the acquisition of jointly controlled entities, which was not previously recognised in reserves, is included as part of the Group's interests in jointly controlled entities.

Associates

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

3. 主要會計政策概要 (續)

合營公司 (續)

(d) 長期投資，如本公司持有合營公司不足20%之註冊資本且無共同控制權，亦不可對其行使重大影響。

共同控制公司

共同控制公司乃受到共同控制之合營公司，故此並無任何一方單方面擁有其經濟活動之控制權。

本集團所佔共同控制公司之收購後業績及儲備分別計入綜合損益表及綜合儲備。本集團在綜合資產負債表中列帳的於共同控制公司之權益，是採用權益會計法按本集團應佔之資產淨值減除任何減值虧損後計算。因收購共同控制公司所產生而先前並未於儲備中確認的負商譽則計入本集團於共同控制公司之權益。

聯營公司

聯營公司並非附屬公司或共同控制公司，為本集團持有一般不少於20%投票權之長期股本權益，並可對其行使重大影響之公司。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

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

Goodwill

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

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life of not more than 20 years. In the case of associates and jointly controlled entities, any unamortised goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

On disposal of subsidiaries, associates or jointly controlled entities, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate. Any attributable goodwill previously eliminated against consolidated reserves at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

3. 主要會計政策概要 (續)

聯營公司 (續)

本集團所佔聯營公司之收購後業績及儲備分別計入綜合損益表及綜合儲備。本集團在綜合資產負債表中列帳的聯營公司之權益，是採用權益會計法按本集團應佔之資產淨值減除任何減值虧損後計算。

商譽

收購附屬公司、聯營公司及共同控制公司所產生之商譽，指收購價超逾本集團所收購之可辨別資產及負債於收購當日之公允值之差額。

收購所產生之商譽於綜合資產負債表確認為資產，並以直線法按不超過20年之估計可使用年期攤銷。倘屬聯營公司及共同控制公司，未攤銷之商譽應計入帳面值，而非於綜合資產負債表內列作個別資產。

出售附屬公司、聯營公司或共同控制公司時，出售盈虧乃經參考出售當日之資產淨值計算，其中包括應佔商譽仍未攤銷之數額及任何相關儲備(如適用)。任何於收購當日已在綜合儲備撇銷之應佔商譽都被撥回，並計入出售盈虧。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill

Negative goodwill arising on the acquisition of subsidiaries, associates and jointly controlled entities represents the excess of the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the consolidated profit and loss account when the future losses and expenses are recognised.

To the extent that negative goodwill does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the consolidated profit and loss account on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair values of the acquired non-monetary assets is recognised as income immediately.

In the case of associates and jointly controlled entities, any negative goodwill not yet recognised in the consolidated profit and loss account is included in the carrying amount thereof, rather than as a separately identified item on the consolidated balance sheet.

3. 主要會計政策概要 (續)

負商譽

收購附屬公司、聯營公司及共同控制公司所產生之負商譽，指本集團所收購之可辨別資產與負債之公允值超逾收購價之差額。

倘負商譽與收購計劃當中已確定預期於未來出現之虧損及開支有關，並能可靠地計算時(但並非為於收購當日之可辨別負債)，則該等部份的負商譽於未來虧損及開支確認時在綜合損益表確認為收入。

倘負商譽與已確定預期於未來出現之虧損及開支無關，則負商譽會於所收購之可折舊／可攤銷資產餘下之平均可使用年期內，有系統地在綜合損益表中確認。負商譽超逾所收購之非貨幣資產之公允值之部份，會隨即確認為收入。

倘屬聯營公司及共同控制公司，尚未於綜合損益表確認之任何負商譽會計入其帳面值，而非於綜合資產負債表分開呈列。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill (continued)

SSAP 30 "Business combinations" was adopted at 1 January 2001. Prior to that date, negative goodwill arising on acquisitions was credited to the capital reserve in the year of acquisition. On the adoption of SSAP 30, the Group applied the transitional provision of SSAP 30 that permitted such negative goodwill to remain credited to the capital reserve. Negative goodwill on acquisitions subsequent to 1 January 2001 is treated according to the SSAP 30 negative goodwill accounting policy above.

On disposal of subsidiaries, associates or jointly controlled entities, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of negative goodwill which has not been recognised in the consolidated profit and loss account and any relevant reserves as appropriate. Any attributable negative goodwill previously credited to the capital reserve at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

Related parties

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

3. 主要會計政策概要 (續)

負商譽 (續)

本集團於二零零一年一月一日採納會計實務準則第30號「業務合併」。於該日前，因收購產生之負商譽乃於收購年度計入資本儲備。於採納會計實務準則第30號時，本集團引用會計實務準則第30號之過渡條款，容許負商譽仍然保留於資本儲備內。於二零零一年一月一日後因收購而產生之負商譽，乃根據上文會計實務準則第30號負商譽會計政策處理。

於出售附屬公司、聯營公司或共同控制公司時，出售盈虧乃經參考出售當日之資產淨值計算，其中包括應佔負商譽並未於綜合損益表確認之數額及任何相關儲備(如適用)，任何於收購當日已計入資本儲備之應佔負商譽都被撥回，並計入出售時之盈虧。

關連人士

倘一方能夠直接或間接控制另一方或對其財務及營運決策作出重大影響，則可視為關連人士。倘一方與另一方受共同控制或重大影響，亦可視為關連人士。關連人士可以為個人或公司實體。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets

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

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

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years.

A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

3. 主要會計政策概要 (續)

資產減值

每逢結算日均作出評估，衡量是否有跡象顯示資產已出現減值，或於以往年度所確認之資產減值虧損不再存在或可能減少。倘出現任何該等跡象，則需要估計資產之可收回數額。資產之可收回數額乃資產使用值與其淨售價兩者中之較高者。

減值虧損僅於資產之帳面值高於可收回數額時方可確認。減值虧損於產生期間自損益表扣除，惟若有關資產以重估數額列帳，則根據該重估資產之相關會計政策計算減值虧損。

先前確認之減值虧損僅會於用以釐定資產可收回數額的估計方法有變時方可撥回，惟撥回的金額不可超逾假設過往年度並無就該項資產確認減值虧損而釐定的帳面值(扣除任何折舊／攤銷)。

減值虧損撥回於產生期間計入損益表，惟倘若有關資產以重估數額列帳，則根據該重估資產之相關會計政策計算減值虧損撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation

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

Changes in the values of fixed assets are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged. On the disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of the previous valuations is transferred to the retained earnings as a movement in reserves.

3. 主要會計政策概要 (續)

固定資產及折舊

固定資產按成本或估值減累積折舊及任何減值虧損入帳。資產之成本包括購買價及將其達致運作狀況及地點作擬定用途之任何直接應計費用。固定資產投產後所涉維修保養等開支，一般於產生期間計入損益表。倘有關開支明顯可提高日後使用有關固定資產之預期經濟收益，則該等開支將撥作固定資產之額外成本。

固定資產之價值變動視作重估儲備變動。倘儲備總額不足以彌補個別資產之重估減值，則額外減值將計入損益表，而其後任何重估增值將先撇銷該減值後計入損益表。出售重估資產時，重估儲備有關過往估值之部份將撥入保留溢利作為儲備變動。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each asset over its estimated useful life, after taking into account its estimated residual value. The principal annual rates used for this purpose are as follows:

Leasehold land and buildings	2%
Machinery and equipment	9% – 20%
Furniture and fixtures	18% – 20%
Motor vehicles	18% – 20%
Leasehold improvements	9% – 20%

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

Intangible assets

Technology know-how

Technology know-how was acquired for use in the production of certain high technological electronic components. Expenditure incurred on the acquisition of technology know-how is capitalised and stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on the straight-line basis over the useful life of the technology know-how of three years.

3. 主要會計政策概要 (續)

固定資產及折舊 (續)

折舊乃扣除資產之估計餘值後，按估計可使用期以直線法撇銷有關成本或估值。所用主要年率如下：

租賃土地及樓宇	2%
機器及設備	9% – 20%
傢俬及裝置	18% – 20%
車輛	18% – 20%
租賃物業裝修	9 – 20%

出售或棄用固定資產計入損益表之盈虧乃出售所得收益淨額與有關資產帳面值之差額。

無形資產

技術知識

購入技術知識乃用於生產若干高科技電子零件。購入技術知識所招致之開支乃作資本化，並以成本減累計攤銷及任何減值虧損列帳。攤銷乃以直線法於技術知識之三年使用期內計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leased assets

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in fixed assets and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the profit and loss account so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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

3. 主要會計政策概要 (續)

租賃資產

將資產擁有權(法定所有權除外)之大部份回報及風險撥歸本集團之租賃列為融資租賃。融資租賃生效時，租賃資產之成本將按租約之最低租金撥充資本，並連同承擔(不包括利息)入帳，以反映採購與融資。資本融資租賃所持之資產列作固定資產，並按租期或資產之估計可使用年期兩者之中較低者計算折舊。上述租賃之融資費用自損益表扣除，以於租期作出定期定額扣減。

根據租購合約收購屬融資性質之資產列作融資租賃，惟將按估計可使用年期折舊。

資產所有權之大部份利益與風險仍歸於出租人之租賃列作營業租賃。倘本集團為出租人，則本集團根據營業租賃所出租之資產計入非流動資產，而營業租賃之應收租金則按照租期以直線法計入損益表。倘本集團為承租人，則營業租賃之租金按照租期以直線法在損益表扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Long term investments

Long term investments are non-trading investments in unlisted equity securities intended to be held on a long term basis. They are stated at cost less any provisions for impairments in values deemed necessary by the directors, other than those considered to be temporary in nature, on an individual investment basis.

When such impairments in values have occurred, the carrying amounts of the securities are reduced to their fair values, as estimated by the directors, and the amounts of the impairments are charged to the profit and loss account for the period in which they arise. When the circumstances and events which led to the impairments in values cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future, the amounts of the impairments previously charged is credited to the profit and loss account to the extent of the amounts previously charged.

Short term investments

Short term investments are investments in equity securities held for trading purposes and are stated at their fair values on the basis of their quoted market prices at the balance sheet date, on an individual investment basis. The gains or losses arising from changes in the fair value of a security are credited or charged to the profit and loss account for the period in which they arise.

3. 主要會計政策概要 (續)

長期投資

長期投資乃指擬長期持有非作買賣用途之非上市股本證券投資。該等投資按成本減任何董事認為必要之非暫時性減值撥備個別入帳。

當出現減值時，證券之帳面值減至董事估計之公允值，而減值數額於產生期間自損益表扣除。倘導致出現減值之情況及事件不再存在，且具有力證據指新情況及事件於可見將來持續出現，則先前扣除之減值數額及公允值之任何增值將計入損益表，惟以先前已扣除數額為限。

短期投資

短期投資乃指持作買賣用途之股本證券投資，按個別投資在結算日期所報市價之公允值列帳。由證券公允值變動所產生之盈虧需於產生期間計入或扣自損益表。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

Prior to the adoption of the revised SSAP 15 during the year, as explained in note 2 to the financial statements, cash equivalents in the consolidated cash flow statement also included advances from banks repayable within three months from the date of the advance, in addition to bank overdrafts. This change in definition has resulted in a prior year adjustment relating to trust receipt loans, further details of which are included in note 31(a) to the financial statements.

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

3. 主要會計政策概要 (續)

存貨

存貨按成本值及可變現淨值兩者中之較低者列帳。成本值按加權平均基準計算，如屬在製品及製成品，其成本值則包括直接物料費用、直接工資及適當比例之間接費用。可變現淨值按估計售價減預期完成及售出所需之任何估計費用計算。

現金等值物

就編撰綜合現金流量表而言，現金及現金等值物包括手頭現金及活期存款以及可兌換為已知數額現金而承受價值變動風險有限且一般於購入後三個月內到期之短期高流通投資，扣除於提出要求後須即時償還之銀行透支，並為本集團現金管理之一部份。

於年內採納經修訂會計實務準則第15號前，如財務報表附註2所解釋，綜合現金流量表中除銀行透支外，亦包括須於墊支日期起計三個月內償還之銀行墊支。此定義之改變，導致須就信託收據貸款作去年調整，詳情載於財務報表附註31(a)。

就資產負債表而言，現金及銀行結存包括手頭現金及銀行結存，包括用途不受限制之定期存款。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

Employee benefits

Employment Ordinance long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A contingent liability is disclosed in respect of possible future long service payments to employees, as a number of current employees have achieved the required number of years of service to the Group, to the balance sheet date, in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated in the circumstances specified. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

3. 主要會計政策概要 (續)

遞延稅項

遞延稅項乃按負債法對可預見將來可能產生稅務負債之所有重大時差提撥準備。除非遞延稅項資產之變現已可毫無疑問地確認，否則不予確認。

僱員福利

僱傭條例長期服務金

本集團若干僱員已完成所須為本集團服務之年資，倘終止聘任，可有資格獲得香港僱傭條例所指之長期服務金。倘終止聘用符合僱傭條例所指之情況，本集團須支付有關款項。

由於多位現職僱員已達致所須服務本集團之年資，倘彼等按僱傭條例所列情況而終止被聘用，乃合資格領取長期服務金，故就截至結算日就僱員日後可能申領之長期服務金而披露或然負債。由於本集團認為上述情況不會導致本集團日後流出重大資源，故未就可能支付款項作撥備。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit and loss account as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiary which operates in the PRC are required to participate in a central pension scheme operated by the local municipal government. This PRC subsidiary is required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the profit and loss account as they become payable in accordance with the rules of the central pension scheme.

3. 主要會計政策概要 (續)

僱員福利 (續)

退休福利計劃

根據強制性公積金條例，本集團為所有合資格參加強制性公積金退休福利計劃(「強積金計劃」)之僱員實行定額供款強積金計劃。按照強積金計劃之規章，供款乃按僱員之底薪釐定，並於應付供款時自損益帳扣除。強積金計劃之資產與本集團資產分開處理，另由一個獨立運作之基金管理。本集團之僱主供款一旦注入強積金計劃，即悉數歸屬僱員。

本集團在中國經營之附屬公司之僱員，須參與地區市政府設立之中央退休金計劃。此中國附屬公司須按其薪金成本之百分比向中央退休金計劃供款。供款須於根據中央退休金計劃支付時在損益帳中支銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share options scheme

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

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

3. 主要會計政策概要 (續)

僱員福利 (續)

購股權計劃

本公司設有一項購股權計劃，作為對本集團經營成果有貢獻之合資格參與者之鼓勵及獎賞。購股權計劃所授購股權之財務影響於購股權獲行使時始記錄於本公司或本集團之資產負債表，因而並無於損益帳或資產負債表中扣除有關成本。於購股權獲行使後，本公司將據此而發行之股份按股份之面值入帳列作增加之股本，而每股行使價超出股份面值之差額則撥入本公司之股份溢價帳。行使日期前被註銷或失效之購股權均於未行使購股權登記冊中刪除。

收益確認

收益會於本集團可能獲得有關經濟利益且該等收益又能可靠衡量時按以下基準確認：

- (a) 銷售貨品於擁有權之重大風險及回報轉移至買家時入帳，惟本集團對所售貨品已無涉及一般與擁有權有關之管理權及實際控制權；

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- (b) income from the trading of listed investments, on the date when the transaction takes place;
- (c) interest income, on a time proportion basis taking into account the principal outstanding and the effective interest rate applicable; and
- (d) dividends, when the shareholders' right to receive payment has been established.

Foreign currencies

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

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

3. 主要會計政策概要 (續)

收益確認 (續)

- (b) 買賣上市投資之收入於交易日予以確認；
- (c) 利息收入就尚未償還本金及實際適用之利率按時間比例確認；及
- (d) 股息於股東收取股息之權利得到確立時確認。

外幣

外幣交易按交易日適用之匯率換算入帳，於結算日以外幣結算之貨幣資產及負債按該日適用之匯率換算。滙兌差額撥入損益表內處理。

綜合帳目時，海外附屬公司、共同控制公司及聯營公司之財務報表乃利用淨投資法換算為港元。海外附屬公司、共同控制公司及聯營公司之損益帳乃按年內加權平均匯率換算為港元，而其資產負債表乃按結算日之匯率換算為港元。由此產生之換算差額計入滙兌變動儲備。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

Prior to the adoption of the revised SSAPs 11 and 15 during the year, as explained in note 2 to the financial statements, the profit and loss accounts of overseas subsidiaries, jointly controlled entities and associates and the cash flows of overseas subsidiaries were translated to Hong Kong dollars at the exchange rates at the balance sheet date. The adoptions of the revised SSAPs 11 and 15 has had no material effect on the financial statements.

3. 主要會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量乃按現金流量日期之滙率換算。年內海外附屬公司經常產生之經常性現金流量按年內加權平均滙率換算為港元。

於年內採納經修訂會計實務準則第11號及第15號前，如財務報表附註2所述，海外附屬公司、共同控制公司及聯營公司之損益帳以及海外附屬公司之現金流量乃按結算日滙率換算為港元。採納經修訂會計實務準則第11號及第15號對財務報表並無重大影響。

4. SEGMENT INFORMATION

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

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

- (a) the electronic components and electrical products segment engages in manufacture and trading of electronic components, particularly aluminum electrolytic capacitors and resistors and trading of electrical products;
- (b) the trading of raw materials segment engages mainly in trading of aluminum foils;
- (c) the provision of portal services segment provided services for B2B trading of electronic products; and
- (d) the corporate and others segment comprises the Group's trading of production machineries together with corporate income and expense items.

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

4. 分類資料

分類資料以兩種方式呈報：(i)業務分類資料作為主要分類資料報告方式；而(ii)地區分類資料則作為次要分類資料報告方式。

本集團經營業務按業務性質與所提供之產品及服務，將業務分類及分開管理。本集團各業務分類代表一個提供產品及服務之策略性業務單位，而各業務分類所承擔之風險及獲取之回報均有別於其他分類業務。業務分類詳情概述如下：

- (a) 電子零件與電子產品分類包括製造及買賣電子零件及買賣電子產品，特別是鋁電解電容器及電阻；
- (b) 買賣原材料分類主要從事買賣鋁箔；
- (c) 提供入門網站服務分類提供商業對商業買賣電子產品服務；及
- (d) 企業及其他分類包括本集團買賣生產機械，以及企業收入及開支項目。

在釐定本集團之地區分類時，分類收益乃按客戶所在地計算，而分類資產則按資產所在地計算。

4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(a) Business segments

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

(a) 業務分類

下表呈列本集團按業務分類之收益、溢利／(虧損)、若干資產、負債及開支資料。

Group	本集團	Electronic components and electrical products		Trading of raw materials		Provision of portal services		Corporate and others		Eliminations		Consolidated	
		電子零件與電子產品	買賣原材料	提供入門網站服務	企業及其他	撤銷	綜合						
		2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收益：												
Sales to external customers	向外界客戶銷售	437,804	315,216	12,846	10,959	-	-	27,077	4,336	-	-	477,727	330,511
Other revenue	其他收益	-	-	-	-	-	-	2,696	2,687	-	-	2,696	2,687
Total	總計	437,804	315,216	12,846	10,959	-	-	29,773	7,023	-	-	480,423	333,198
Segment results	分類業績	29,905	22,230	704	479	-	(10,367)	2,975	333	-	-	33,584	12,675
Finance costs	財務費用											(5,529)	(8,117)
Share of profits less losses of:	攤佔溢利減虧損：											28,055	4,558
Jointly controlled entities	共同控制公司	(1,314)	1,248	-	-	-	-	-	-	-	-	(1,314)	1,248
Associates	聯營公司	-	-	-	-	-	38	-	-	-	-	-	38
Profit before tax	除稅前溢利											26,741	5,844
Tax	稅項											(5,275)	(508)
Profit before minority interests	未計少數股東權益之溢利											21,466	5,336
Minority interests	少數股東權益											(638)	(121)
Net profit from ordinary activities attributable to shareholders	股東應佔日常業務溢利淨額											20,828	5,215

4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(a) Business segments (continued)

(a) 業務分類 (續)

Group	本集團	Electronic											
		components and electrical products 電子零件與電子產品		Trading of raw materials 買賣原材料		Provision of portal services 提供入門網站服務		Corporate and others 企業及其他		Eliminations 撇銷		Consolidated 綜合	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	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 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分類資產	421,964	361,560	360	1,321	-	-	25,611	24,731	-	-	447,935	387,612
Interests in jointly controlled entities	於共同控制公司之權益	5,288	7,347	-	-	-	-	-	-	-	-	5,288	7,347
Total assets	資產總值	427,252	368,907	360	1,321	-	-	25,611	24,731	-	-	453,223	394,959
Segment liabilities	分類負債	174,981	91,887	22,299	6,259	-	-	25,031	84,079	-	-	222,311	182,225
Other segment information:	其他分類資料:												
Depreciation	折舊	21,130	15,634	-	-	-	1,088	12	11	-	-	21,142	16,733
Amortisation	攤銷	223	-	-	-	-	525	80	-	-	-	303	525
Impairment losses recognised in the profit and loss account	於損益表確認之減值虧損	-	-	-	-	-	1,141	-	-	-	-	-	1,141
Other non-cash expenses	其他非現金開支	5,256	1,564	-	-	-	1,292	-	503	-	-	5,256	3,359
Capital expenditure	資本開支	51,264	21,218	-	-	-	-	-	-	-	-	51,264	21,218

4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(b) Geographical segments

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

(b) 地區分類

下表呈列本集團地區分類有關於收益、部份資產及開支之資料。

Group		Hong Kong		Elsewhere in the PRC		Southeast Asia		Taiwan		Other countries		Corporate and others		Consolidated	
		香港	香港	中國其他地區	中國其他地區	東南亞	東南亞	台灣	台灣	其他國家	其他國家	企業及其他	企業及其他	綜合	綜合
		2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收益:														
Sales to external customers	售予外界客戶	138,156	156,291	147,673	59,247	78,989	71,536	82,310	12,096	30,599	31,341	-	-	477,727	330,511
Other segment information:	其他分類資料:														
Segment assets	分類資產	100,582	129,862	297,006	222,340	7,329	12,862	29,005	1,387	3,300	3,592	16,001	24,916	453,223	394,959
Capital expenditure	資本開支	673	71	50,591	21,078	-	-	-	69	-	-	-	-	51,264	21,218

5. TURNOVER, REVENUE AND GAINS

Turnover represents the net invoiced value of goods sold, after allowance for returns and trade discounts, as well as the value of services rendered.

An analysis of turnover, other revenue and gains is as follows:

5. 營業額、收益及盈利

營業額乃指售出貨品之銷貨發票淨值減退貨、折扣及提供服務之價值。

營業額、其他收益及盈利之分析如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Turnover	營業額		
Manufacture and trading of electronic components and trading of electrical products	製造及買賣電子零件與買賣電子產品	437,804	315,216
Trading of raw materials	買賣原材料	12,846	10,959
Trading of production machineries	買賣生產機械	27,077	4,336
		<u>477,727</u>	<u>330,511</u>
Other revenue	其他收益		
Interest income	利息收入	130	181
Other	其他	2,289	1,235
		<u>2,419</u>	<u>1,416</u>
Gains	盈利		
Negative goodwill recognised *	已確認負商譽	277	93
Exchange gains, net	匯兌收益淨額	-	1,178
		<u>277</u>	<u>1,271</u>
		<u>2,696</u>	<u>2,687</u>

* The movements in negative goodwill recognised in the profit and loss account for the year are included in "Other revenue and gains" on the face of the profit and loss account.

* 年內在損益帳中確認之負商譽變動乃計入損益帳中「其他收益及盈利」一節。

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6. DISCONTINUED OPERATIONS

During 2000, the Group launched a website "TradeUNIT.com" to carry out e-business activities and the provision of portal services. Due to the market downturn in the e-business, the directors of the Company downsized the operations in early 2001 and eventually ceased operations of this business activity in August 2001. The cessation of this business activity was consistent with the Group's long term strategy to concentrate on its core business. The discontinuance was completed in 2001.

6. 終止經營業務

於二零零零年，本集團推出「TradeUNIT.com」網站進行電子商業活動及提供入門網站服務。由於電子商業服務市況衰退，故本公司董事於二零零一年初縮減營運，並最終於二零零一年八月終止該業務。終止此項業務與本集團專注其核心業務之長遠策略一致。該項業務終止已於二零零一年內完成。

7. PROFIT FROM OPERATING ACTIVITIES

The Group's profit from operating activities is arrived at after charging:

7. 經營溢利

本集團經營溢利已扣除以下各項：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Auditors' remuneration	核數師酬金	838	800
Amortisation of intangible assets *	無形資產攤銷*	223	525
Amortisation of goodwill **	商譽攤銷**	80	-
Depreciation	折舊	21,142	16,733
Exchange losses, net	滙兌虧損淨額	2,250	-
Impairment of intangible assets	無形資產減值	-	1,141
Impairment of goodwill	商譽減值	-	503
Loss on write off of fixed assets	撇銷固定資產虧損	471	1,042
Minimum lease payments under operating leases for land and buildings	土地及樓宇的經營租賃最低租金	8,608	10,050
Provision for bad and doubtful debts	呆壞帳撥備	5,256	1,564
Provision for prepayments and other receivables	預付款項及其他應收帳款撥備	-	250
Staff costs (including directors' remuneration (note 9)):	僱員成本 (包括董事酬金(附註9)):		
Wages and salaries	工資及薪酬	48,115	41,059
Retirement benefits scheme contributions	退休福利計劃供款	1,547	1,385
		48,115	41,059
		1,547	1,385

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7. PROFIT FROM OPERATING ACTIVITIES (continued)

- * The amortisation of intangible assets for the year is included in "Cost of sales" on the face of the profit and loss account.
- ** The amortisation of goodwill for the year is included in "Other operating expenses" on the face of the profit and loss account.

7. 經營溢利 (續)

- * 年內無形資產攤銷乃計入損益帳之「銷售成本」內。
- ** 年內商譽攤銷乃計入損益帳之「其他經營費用」內。

8. FINANCE COSTS

8. 財務費用

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Interest expenses on bank loans and overdrafts wholly repayable within five years	須於五年內全數償還之銀行貸款及透支之利息	4,616	6,941
Interest on finance leases	融資租賃利息	913	1,176
		5,529	8,117

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9. DIRECTORS' REMUNERATION

9. 董事酬金

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

根據上市規則及公司條例第161條披露之董事酬金如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Fees:	袍金：		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	356	343
		356	343
Other emoluments:	其他酬金：		
Salaries and allowances:	薪金及津貼：		
Executive directors	執行董事	3,940	4,984
Independent non-executive directors	獨立非執行董事	-	-
Discretionary bonuses paid:	已付不定額花紅：		
Executive directors	執行董事	12	510
Independent non-executive directors	獨立非執行董事	-	-
Total directors' remuneration	董事酬金總額	4,308	5,837

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

酬金屬以下組別之董事人數：

		Number of directors 董事人數	
		2002 二零零二年	2001 二零零一年
Nil – HK\$1,000,000	零至1,000,000港元	5	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	1	-
HK\$4,500,001 – HK\$5,000,000	4,500,001港元至5,000,000港元	-	1
		6	4

9. DIRECTORS' REMUNERATION (continued)

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

During the year, 3,000,000 share options were granted to a director in respect of his services to the Group, further details of which are set out in note 29 to the financial statements. No value is included in the directors' remuneration in respect of the share options granted because, in the absence of a readily available market for the options on the Company's shares, the directors are unable to arrive at an accurate assessment of the value of the options granted.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2001: two) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining two (2001: three) non-director, highest paid employees are as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	2,140	2,130
Bonuses	花紅	662	-
Retirement benefits scheme contributions	退休福利計劃供款	39	36
		2,841	2,166

The remuneration of each of the non-director, highest paid employees for the year fell within the range of nil-HK\$1,000,000 for the years ended 31 December 2002 and 2001.

9. 董事酬金 (續)

年內概無任何有關董事放棄或同意放棄任何酬金之安排。

年內，一名董事向本集團提供之服務而獲授3,000,000份購股權，詳情載於財務報表附註29。由於有關本公司股份之購股權並無可供參考之市值，董事未能準確評估所授出購股權之價值，故並未於董事酬金中計入所授出之購股權之價值。

10. 五位最高薪酬僱員

年內五位最高薪酬僱員包括三位(二零零一年：兩位)董事，有關彼等酬金之詳情載於上文附註9內。其餘兩位(二零零一年：三位)最高薪酬非董事僱員酬金之詳情如下：

截至二零零一年及二零零二年十二月三十一日止年度每位最高薪酬非董事僱員之薪酬範圍為零至1,000,000港元。

11. TAX

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

11. 稅項

香港利得稅乃按年內於香港賺取之估計應課稅溢利按稅率16%(二零零一年: 16%)撥備。其他地區之應課稅乃按本集團經營所在國家之適用稅率根據現有之法規、詮釋及慣例計算。

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Group:	本集團:		
Hong Kong:	香港:		
Over provision in the prior year	上年度超額撥備	(108)	(575)
Mainland of China:	中國內地:		
Provided for the year	年內撥備	4,112	1,083
Under provision in the prior year	上年度撥備不足	1,271	-
		<u>5,275</u>	<u>508</u>

Tax losses have not been included as deferred tax asset in the balance sheet as it is subject to agreement with the relevant tax authority.

由於稅務虧損仍待有關稅務當局確認同意，故稅務虧損並未計入資產負債表內之遞延稅項資產。

The revaluation of the Group's land and buildings does not constitute a timing difference and, consequently, the amount of potential deferred tax thereon has not been quantified.

本集團之土地及樓宇估值並未構成時差，故此並未計算有關之潛在遞延稅項。

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

The net profit from ordinary activities attributable to shareholders for the year ended 31 December 2002 dealt with in the financial statements of the Company is HK\$17,493,000 (2001: net loss of HK\$1,453,000).

13. DIVIDENDS

No interim dividend was paid during the year (2001: Nil) and the directors do not recommend the payment of any final dividend for the year (2001: Nil).

14. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the net profit attributable to shareholders for the year of HK\$20,828,000 (2001: HK\$5,215,000), and the weighted average of 373,440,000 (2001: 373,440,000) ordinary shares in issue during the year.

No diluted earnings per share amounts for the years ended 31 December 2002 and 2001 have been shown as the Company's share options did not have a dilutive effect during these years.

12. 股東應佔日常業務溢利／(虧損)淨額

本公司財務報表中已處理截至二零零二年十二月三十一日止年度之股東應佔日常業務溢利淨額17,493,000港元(二零零一年：虧損淨額1,453,000港元)。

13. 股息

本年度並無派付任何中期股息(二零零一年：無)，董事會亦不建議派發本年度任何年終股息(二零零一年：無)。

14. 每股盈利

本年度每股基本盈利乃根據年內股東應佔溢利淨額20,828,000港元(二零零一年：5,215,000港元)及年內已發行普通股之加權平均數373,440,000股(二零零一年：373,440,000股)計算。

由於本公司之購股權並無攤薄影響，故並無呈列截至二零零一年及二零零二年十二月三十一日止年度之每股攤薄盈利。

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15. FIXED ASSETS

15. 固定資產

Group	本集團	Leasehold land and buildings 租賃土地及 樓宇	Machinery and equipment 機器及 設備	Furniture and fixtures 傢俬及 裝置	Motor vehicles 車輛	Leasehold improve- ments 租賃物 業裝修	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost or valuation:	成本值或估值：						
At beginning of year	年初	13,300	160,090	10,511	2,678	21,665	208,244
Additions	添置	-	47,832	546	597	1,004	49,979
Written off	撇銷	-	(324)	(149)	(36)	-	(509)
Deficit on revaluation	重估減值	(402)	-	-	-	-	(402)
Exchange realignment	匯兌調節	-	-	2	-	-	2
At 31 December 2002	於二零零二年 十二月三十一日	12,898	207,598	10,910	3,239	22,669	257,314
Analysis of cost and valuation:	成本值及估值之分析：						
At cost	成本值	-	207,598	10,910	3,239	22,669	244,416
At 2002 valuation	二零零二年估值	12,898	-	-	-	-	12,898
		<u>12,898</u>	<u>207,598</u>	<u>10,910</u>	<u>3,239</u>	<u>22,669</u>	<u>257,314</u>
Accumulated depreciation and impairment:	累計折舊 及減值：						
At beginning of year	年初	-	42,992	6,851	1,657	4,595	56,095
Provided during the year	本年度撥備	266	15,505	919	192	4,260	21,142
Written off	撇銷	-	(3)	(26)	(9)	-	(38)
Written back on revaluation	重估撥回	(266)	-	-	-	-	(266)
Exchange realignment	匯兌調節	-	-	1	-	-	1
At 31 December 2002	於二零零二年 十二月三十一日	-	58,494	7,745	1,840	8,855	76,934
Net book value:	帳面淨值：						
At 31 December 2002	於二零零二年 十二月三十一日	<u>12,898</u>	<u>149,104</u>	<u>3,165</u>	<u>1,399</u>	<u>13,814</u>	<u>180,380</u>
At 31 December 2001	於二零零一年 十二月三十一日	<u>13,300</u>	<u>117,098</u>	<u>3,660</u>	<u>1,021</u>	<u>17,070</u>	<u>152,149</u>

15. FIXED ASSETS (continued)

The net book value of the Group's fixed assets held under finance leases included in the total amount of machinery and equipment at 31 December 2002 amounted to HK\$42,697,000 (2001: HK\$29,301,000). The depreciation charge for the year in respect of such assets amounted to HK\$3,772,000 (2001: HK\$2,668,000).

At 31 December 2002, certain of the Group's machinery and equipment in the PRC with an aggregate net book value of approximately HK\$22,262,000 (2001: certain machinery and equipment in the PRC with an aggregate net book value of approximately HK\$8,647,000 and the Group's land and buildings) were pledged to banks to secure general banking facilities granted to the Group, as set out in note 26 to the financial statements.

The Group's land and buildings were revalued individually at the balance sheet date by Chung, Chan & Associates, independent chartered surveyors, at an aggregate open market value of HK\$12,898,000, based on their existing use. A revaluation deficit of HK\$136,000, resulting from the above valuations, has been debited to the revaluation reserve.

Had these land and buildings been carried at historical cost less accumulated depreciation and impairment losses, their carrying values would have been approximately HK\$15,416,000 (2001: HK\$15,777,000).

The Group's land and buildings are situated in Hong Kong and are held under medium term leases.

15. 固定資產 (續)

計入二零零二年十二月三十一日之機器及設備總額以融資租賃持有之本集團固定資產帳面淨值達42,697,000港元(二零零一年: 29,301,000港元)。該等資產之年度折舊費用為3,772,000港元(二零零一年: 2,668,000港元)。

於二零零二年十二月三十一日, 本集團帳面淨值總額約22,262,000港元在中國內地之若干機器及設備(二零零一年: 帳面淨值總額約8,647,000港元在中國內地之若干機器及設備及本集團之土地及樓宇)已抵押予銀行以取得財務報表附註26所載授予本集團之一般銀行貸款。

本集團各項土地及樓宇已由獨立特許測量師 Chung, Chan & Associates 依照公開市場價值及現有用途基準作出估值, 評定其市值總額為12,898,000港元。上述估值產生之重估減值136,000港元已計入重估儲備。

倘若該等土地及樓宇按歷史成本減累計折舊及減值虧損列帳, 則該等帳面值原應約為15,416,000港元(二零零一年: 15,777,000港元)。

本集團之土地及樓宇乃位於香港, 並以中期租賃持有。

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16. INTANGIBLE ASSETS

16. 無形資產

Group	本集團	Technology know-how 技術知識 HK\$'000 千港元
Cost:	成本值:	
Additions during the year and balance at 31 December 2002	年內增加以及於二零零二年 十二月三十一日之結餘	1,285
Accumulated amortisation:	累計攤銷:	
Provided during the year and balance at 31 December 2002	年內撥備以及於二零零二年 十二月三十一日之結餘	(223)
Net book value:	帳面淨值:	
At 31 December 2002	於二零零二年十二月三十一日	<u>1,062</u>

17. GOODWILL AND NEGATIVE GOODWILL

17. 商譽及負商譽

The amounts of the goodwill and negative goodwill capitalised as an asset or recognised in the consolidated balance sheet, arising from the acquisition of subsidiaries and a jointly controlled entity, are as follows:

以下為收購附屬公司及共同控制公司而資本化為資產或於綜合資產負債表中確認之商譽及負商譽：

		Goodwill arising from acquisition of interest in a subsidiary 因收購附屬公司 權益而產生 之商譽 HK\$'000 千港元	Negative goodwill arising from acquisition of a subsidiary 因收購附屬公司 而產生 之負商譽 HK\$'000 千港元	Negative goodwill arising from acquisition of a jointly controlled entity 因收購共同 控制公司而 產生之負商譽 HK\$'000 千港元 (Note 19) (附註19)
Cost:	成本值：			
At the beginning of the year	年初	-	(1,488)	(507)
Additions	增加	403	-	-
At 31 December 2002	於二零零二年 十二月三十一日	403	(1,488)	(507)
Accumulated amortisation/ (recognition as income):	累計攤銷/ (確認為收入)：			
At the beginning of the year	年初	-	(93)	-
Amortisation provided/(recognised as income) during the year	年內攤銷/ (確認為收入)	80	(277)	(102)
At 31 December 2002	於二零零二年 十二月三十一日	80	(370)	(102)
Net book value:	帳面淨值：			
At 31 December 2002	於二零零二年 十二月三十一日	323	(1,118)	(405)
At 31 December 2001	於二零零一年 十二月三十一日	-	(1,395)	(507)

17. GOODWILL AND NEGATIVE GOODWILL (continued)

As detailed in note 3 to the financial statements, the Group has adopted the transitional provision of SSAP 30 which permits negative goodwill in respect of acquisitions which occurred prior to 1 January 2001, to remain credited to the capital reserve.

The amount of negative goodwill remaining in consolidated reserves, arising from the acquisition of a subsidiary, was HK\$417,000 at 1 January and 31 December 2002 (2001: HK\$417,000). The amount of negative goodwill is stated at its cost.

17. 商譽及負商譽 (續)

如財務報表附註3 所詳述，本集團已採納會計實務準則第30 號之過渡條文，容許於二零零一年一月一日前因收購而產生之負商譽保留計入資本儲備。

於二零零二年一月一日及十二月三十一日因收購附屬公司產生之負商譽417,000港元(二零零一年：417,000港元)仍計入綜合儲備。負商譽乃按成本列帳。

18. INTERESTS IN SUBSIDIARIES

18. 於附屬公司之權益

		Company 本公司	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	63,823	63,823
Due from subsidiaries	附屬公司欠款	119,608	102,520
		183,431	166,343

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

附屬公司欠款乃無抵押、免息且無固定還款期。

18. INTERESTS IN SUBSIDIARIES (continued)

18. 於附屬公司之權益 (續)

Particulars of the principal subsidiaries at the balance sheet date are as follows:

於結算日之主要附屬公司資料如下：

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足 股本/註冊資本		Percentage of equity attributable to the Company 本公司應佔 股本百分比		Principal activities 主要業務
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	
Man Yue Holdings (BVI) Limited	British Virgin Islands 英屬處女群島	Ordinary US\$10,000 普通股 10,000美元	Ordinary US\$10,000 普通股 10,000美元	100	100	Investment holding 投資控股
Johnstone International Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100 *	100 *	Investment holding 投資控股
Man Yue Electronics Company Limited 萬裕電子有限公司	Hong Kong 香港	Ordinary HK\$2 Non-voting deferred HK\$3,000,000 普通股2港元 無投票權遞延股 3,000,000港元	Ordinary HK\$2 Non-voting deferred HK\$3,000,000 普通股2港元 無投票權遞延股 3,000,000港元	100 *	100 *	Trading of electrical products and electronic components 買賣電器產品 及電子零件

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18. INTERESTS IN SUBSIDIARIES (continued)

18. 於附屬公司之權益 (續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足 股本/註冊資本		Percentage of equity attributable to the Company 本公司應佔 股本百分比		Principal activities 主要業務
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	
Manyue Electronics (Dongguan) Co., Ltd.# 萬裕電子(東莞) 有限公司#	People's Republic of China 中華人民 共和國	Registered HK\$1,510,000 註冊資本 1,510,000港元	Registered HK\$1,510,000 註冊資本 1,510,000港元	100 *	100 *	Dormant 暫無營業
Man Yue Technology Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	Ordinary US\$1 普通股1美元	100 *	100 *	Investment holding 投資控股
Samxon Electronics (Dongguan) Co., Ltd.# 萬裕三信電子(東莞) 有限公司#	People's Republic of China 中華人民 共和國	Registered US\$18,060,000 註冊資本 18,060,000美元	Registered US\$6,900,000 註冊資本 6,900,000美元	100 *	100 *	Manufacture and sale of electronic components 製造及銷售 電子零件
Searange Investment Limited	Hong Kong 香港	Ordinary HK\$2 普通股2港元	Ordinary HK\$2 普通股2港元	100 *	100 *	Investment holding 投資控股

18. INTERESTS IN SUBSIDIARIES (continued)

18. 於附屬公司之權益 (續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足 股本/註冊資本		Percentage of equity attributable to the Company 本公司應佔 股本百分比		Principal activities 主要業務
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年	
TradeUNIT Limited**	British Virgin Islands 英屬處女群島	Ordinary HK\$9,500,000 普通股 9,500,000港元	Ordinary HK\$9,500,000 普通股 9,500,000港元	100 *	95 *	Dormant 暫無營業
Wuxi Heli Electronic Co., Ltd. ("Wuxi Heli")## 無錫和利電子有限公司 (「無錫和利」)##	People's Republic of China 中華人民 共和國	Registered US\$6,000,000 註冊資本 6,000,000美元	Registered US\$6,000,000 註冊資本 6,000,000美元	80.3 *	71.1 *	Manufacture and sale of electronic components 製造及銷售 電子零件
Man Yue Electronics (Xiamen) Company Limited # 萬宜電子(廈門) 有限公司#	People's Republic of China 中華人民 共和國	Registered US\$1,500,000 註冊資本 1,500,000美元	–	100 *	–	Manufacturing and sale of electronic components 製造及銷售 電子零件

18. INTERESTS IN SUBSIDIARIES (continued)

- * Held indirectly through subsidiaries.
- ** As detailed in note 6 to the financial statements, the directors ceased operations of the subsidiary during the prior year and the subsidiary remained dormant in the current year. The subsidiary became a wholly-owned subsidiary of the Group on 16 December 2002.
- # The subsidiaries are wholly foreign-owned enterprises.
- ## The subsidiary is a Sino-foreign equity joint venture.

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

18. 於附屬公司之權益 (續)

- * 透過附屬公司間接持有。
- ** 如財務報表附註6所詳述，董事已於去年內終止附屬公司之營運，而該附屬公司於本年度仍然暫無營業。該附屬公司於二零零二年十二月十六日成為本集團全資附屬公司。
- # 該等附屬公司為全外資企業。
- ## 該附屬公司為中外合資合營企業。

董事認為上表所列示之附屬公司乃影響年度業績或構成本集團資產淨值重要部份之主要附屬公司。董事認為提供其他附屬公司詳情將使資料過於冗長。

19. INTERESTS IN JOINTLY CONTROLLED ENTITIES

19. 於共同控制公司之權益

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Share of net assets	應佔資產淨值	15,241	16,552
Negative goodwill on acquisition– note 17	收購產生之負商譽 – 附註17	(405)	(507)
		14,836	16,045
Due from jointly controlled entities	共同控制公司欠款	(a) 116	116
Due to jointly controlled entities	欠共同控制公司款項	(a) (3,388)	(2,236)
Deferred profits	遞延溢利	(b) (1,976)	(2,278)
		9,588	11,647
Provision for impairment	減值撥備	(4,300)	(4,300)
		<u>5,288</u>	<u>7,347</u>

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19. INTERESTS IN JOINTLY CONTROLLED ENTITIES (continued)

Notes:

- (a) The amounts due from/(to) jointly controlled entities are unsecured, interest-free and have no fixed terms of repayment.
- (b) Deferred profits arising from the sale of production machinery to jointly controlled entities are amortised over 10 years, which approximate the useful life of the machinery.

Particulars of the jointly controlled entities at the balance sheet date, all of which are held indirectly through a subsidiary, are as follows:

Name 公司名稱	Business structure 業務架構	Place of incorporation/ registration and operations 註冊成立／註冊 及經營地點	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 攤佔溢利	
Guizhou Xin Yu Electronics Co., Ltd. 貴州新裕電子有限公司	Corporate 公司	People's Republic of China 中華人民 共和國	49	33	49	Manufacture and sale of electronic components 生產及銷售 電子零件
Chongqing Qingon Electronics Co., Ltd. 重慶慶康電子有限公司	Corporate 公司	People's Republic of China 中華人民 共和國	25	40	25	Manufacture and sale of electronic components 生產及銷售 電子零件

19. 於共同控制公司之權益 (續)

附註：

- (a) 共同控制公司欠款／(欠共同控制公司款項)乃無抵押、免息且並無固定還款期。
- (b) 因銷售生產機械予共同控制公司而產生之遞延溢利乃按該機械之概約可使用年期10年予以攤銷。

於結算日透過一家附屬公司間接持有之共同控制公司資料如下：

19. INTERESTS IN JOINTLY CONTROLLED ENTITIES (continued)

19. 於共同控制公司之權益 (續)

Name 公司名稱	Business structure 業務架構	Place of incorporation/ registration and operations 註冊成立／註冊 及經營地點	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 攤佔溢利	
Foshan Rifeng Electronic Co., Ltd. 佛山日豐電子有限公司	Corporate 公司	People's Republic of China 中華人民 共和國	21.8	33	21.8	Manufacture and sale of electronic components 生產及銷售 電子零件

All of the above jointly controlled entities are not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

上述所有共同控制公司並非經香港安永會計師事務所或安永會計師事務所其他國際成員事務所審核。

20. LONG TERM INVESTMENTS

20. 長期投資

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Unlisted equity investments, at cost	非上市股本投資，按成本值	23,000	23,000
Less: Provision for impairment	減：減值撥備	(1,000)	(1,000)
		<u>22,000</u>	<u>22,000</u>

On 20 December 2002, the Group entered into an agreement to dispose of the interest in an unlisted equity investment with a carrying amount of HK\$22,000,000 at the balance sheet date for a consideration of HK\$24,461,000. The transaction was completed subsequent to the balance sheet date in March 2003.

於二零零二年十二月二十日，本集團以代價24,461,000港元出售於結算日帳面值為22,000,000港元之非上市股本投資權益。交易於結算日後二零零三年三月完成。

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21. SHORT TERM INVESTMENTS

21. 短期投資

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Hong Kong listed equity investments, at market value	香港上市股本投資， 按市值	<u>190</u>	<u>190</u>

22. INVENTORIES

22. 存貨

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	28,107	19,477
Work in progress	在製品	10,648	7,216
Finished goods	產成品	51,733	42,401
		<u>90,488</u>	<u>69,094</u>

There were no inventories stated at net realisable value at the balance sheet date (2001: Nil).

於結算日概無按可變現淨值列帳之存貨(二零零一年：無)。

23. TRADE RECEIVABLES

The Group's trading terms with its customers are largely on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 90 days of issuance, except for certain well-established customers, where the credit terms range from 120 to 180 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk and hedges its credit risk through Export Credit Insurance Cover. Overdue balances are regularly reviewed by senior management.

The aged analysis of trade receivables at the balance sheet date, based on invoice date, is as follows:

23. 貿易應收帳款

除新客戶外，與大部份客戶進行之貿易均以信貸形式進行，而新客戶一般則須預先付款。通常貨款須於發出發票後90天內支付，惟信譽超卓之客戶可享有120至180天不等之信貸期。每名客戶均訂有最高信貸額。本集團致力嚴格控制未收之應收帳款，並設有信貸控制部門將信貸風險減至最低，並以出口信用保險對沖信貸風險。高級管理層會定期審核到期未償還之結餘。

於結算日，按發票日期計算之貿易應收款項帳齡分析如下：

		2002 二零零二年		2001 二零零一年	
		Balance	Percentage	Balance	Percentage
		結餘	百分比	結餘	百分比
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Less than 3 months	少於3個月	101,281	78	74,220	68
4- 6 months	4至6個月	20,553	16	24,791	22
7- 12 months	7至12個月	2,142	2	4,009	4
Over 1 year	超過1年	5,409	4	6,802	6
		129,385	100	109,822	100
Provision for bad and doubtful debts	呆壞帳 撥備	(6,368)		(5,937)	
		123,017		103,885	

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24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Included in the 2001 balance was an amount of HK\$2,325,000 due from the PRC joint venture partner of Wuxi Heli. The advance was made to the PRC joint venture partner prior to 28 August 2001, the date before Wuxi Heli became a subsidiary of the Group. The balance was unsecured, bore interest at 0.54% per month and was fully repaid during the year ended 31 December 2002.

25. TRADE PAYABLES

The aged analysis of trade payables at the balance sheet date, based on invoice date, is as follows:

24. 預付款項、按金及其他應收帳款

二零零一年結餘包括中國合營夥伴之欠款2,325,000港元。該墊款乃於二零零一年八月二十八日(即無錫和利成為本集團附屬公司之日)前向中國合營夥伴作出。該結餘為無抵押、按月息0.54厘支付利息，並於截至二零零二年十二月三十一日止年度內償還。

25. 貿易應付帳款

於結算日，按發票日期計算之貿易應付帳款按帳齡分析如下：

		2002 二零零二年		2001 二零零一年	
		Balance 結餘 HK\$'000 千港元	Percentage 百分比 %	Balance 結餘 HK\$'000 千港元	Percentage 百分比 %
Less than 3 months	少於3個月	41,727	57	27,301	73
4- 6 months	4至6個月	13,801	19	7,375	20
7- 12 months	7至12個月	12,061	16	327	1
Over 1 year	超過1年	6,001	8	2,461	6
Accounts payable	應付帳款	73,590	<u>100</u>	37,464	<u>100</u>
Bills payable	應付票據	18,286		3,600	
		<u>91,876</u>		<u>41,064</u>	

26. INTEREST-BEARING BANK LOANS AND OVERDRAFTS

26. 計息銀行貸款及透支

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Bank overdrafts	銀行透支	-	2,514
Trust receipt loans	信託收據貸款	38,411	33,207
Term loans	定期貸款	14,009	15,400
Bank factoring loans	銀行讓售貸款	17,569	40,511
		69,989	91,632
Portion classified as current liabilities:	列作流動負債部份：		
Bank overdrafts	銀行透支	-	(2,514)
Trust receipt loans	信託收據貸款	(38,411)	(33,207)
Term loans (repayable within one year or on demand)	定期貸款 (須於一年內或要求時償還)	(12,005)	(12,626)
Bank factoring loans	銀行讓售貸款	(17,569)	(40,511)
		(67,985)	(88,858)
Long term portion of term loans:	定期貸款之長期部份		
Repayable in the second year	須於第二年償還	996	1,221
Repayable in the third to fifth years, inclusive	須於第三至五年 (包括首尾兩年)償還	1,008	1,553
		2,004	2,774
Secured	有抵押	11,009	33,301
Unsecured	無抵押	58,980	58,331
		69,989	91,632

Certain of the Group's bank borrowings are secured by fixed charges over certain of the Group's machinery and equipment in the PRC with an aggregate net book value of HK\$22,262,000 (2001: certain machinery and equipment in the PRC with an aggregate net book value of HK\$8,647,000 and land and buildings situated in Hong Kong with an aggregate carrying amount HK\$13,300,000).

本集團若干銀行借貸乃以本集團帳面淨值總額22,262,000港元在中國內地之若干機器及設備(二零零一年：帳面淨值總額8,647,000港元在中國內地之若干機器及設備及帳面總值為13,300,000港元之香港土地及樓宇)之固定押記作為抵押。

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27. FINANCE LEASE PAYABLES

The Group leases certain of its machinery and equipment for its manufacturing of electronic components business. These leases are classified as finance leases and have remaining lease terms ranging from one to three years.

At the balance sheet date, the total future minimum lease payments under finance leases and their present values were as follows:

27. 融資租賃應付款項

本集團就製造電子零件業務租用若干機器及設備。該等租賃分類為融資租賃，而餘下租期由1至3年不等。

於結算日，根據融資租賃之未來最低租金及其現值如下：

		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金之現值	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Amounts payable:	應付款項：				
Within one year	一年內	11,260	11,947	10,754	11,089
In the second year	第二年	5,474	8,289	5,278	7,988
In the third to fifth years, inclusive	第三至第五年 (包括首尾 兩年)	1,971	2,261	1,952	2,205
Total minimum finance lease payments	融資租賃最低 租金總額	18,705	22,497	17,984	21,282
Future finance charges	未來融資租賃 費用	(721)	(1,215)		
Total net finance lease payables	融資租賃應付款 項淨額總數	17,984	21,282		
Portion classified as current liabilities	列作流動負債 部份	(10,754)	(11,089)		
Long term portion	長期部份	7,230	10,193		

28. SHARE CAPITAL

28. 股本

Shares

股份

		Company 本公司	
		2002 二零零二年 HK\$'000	2001 二零零一年 HK\$'000
Authorised:	法定：		
1,000,000,000	1,000,000,000股		
(2001: 1,000,000,000)	(二零零一年：1,000,000,000股)		
ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股	<u>100,000</u>	<u>100,000</u>
Issued and fully paid:	已發行及已繳足：		
373,440,000	373,440,000股		
(2001: 373,440,000)	(二零零一年：373,440,000股)		
ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股	<u>37,344</u>	<u>37,344</u>

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 29 to the financial statements below.

購股權

本公司購股權計劃以及根據計劃所發行之購股權詳情載於下文財務報表附註29。

29. SHARE OPTION SCHEME

29. 購股權計劃

SSAP 34 was adopted during the year, as explained in note 2 and under the heading "Employee benefits" in note 3 to the financial statements. As a result, these detailed disclosures relating to the Company's share option scheme are now included in the notes to the financial statements. In the prior year, these disclosures were included in the Report of the Directors, as their disclosure is also a requirement of the Listing Rules.

如財務報表附註2及附註3「僱員福利」一項所詳述，年內已採納會計實務準則第34號，因此，有關本公司購股權計劃之詳情披露已載入財務報表附註。有關披露去年載於董事會報告，乃因有關披露亦為上市規則之規定。

29. SHARE OPTION SCHEME (continued)

On 13 February 1997, the Company adopted a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any executive director or employee (excluding independent non-executive directors) of the Group. The Scheme is effective from 13 February 1997 to 12 February 2007.

The subscription price is determined by the directors and is the higher of a price not less than 80% of the average closing price of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five trading days immediately preceding the date of grant of the option or the nominal value of the shares.

The maximum number of shares on which options may be granted under the Scheme may not exceed 10% of the ordinary share capital of the Company in issue from time to time.

The offer of a grant of share options may be accepted within 40 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee.

29. 購股權計劃 (續)

於一九九七年二月十三日，本公司採納一項購股權計劃（「計劃」），以向曾對本集團營運作出貢獻之合資格參與者提供獎勵及回報。計劃之合資格參與者包括本集團任何執行董事或僱員（不包括獨立非執行董事）。計劃於一九九七年二月十三日至二零零七年二月十二日期間生效。

認購價由董事釐定，為不低於購股權授出日期前五個交易日本公司股份在香港聯合交易所有限公司（「聯交所」）之平均收市價80%之價格或股份面值（以較高者為準）。

根據該計劃所授購股權所涉之最高股數不得超過本公司不時已發行之普通股本10%。

購股權可於授出日期起計40日內接納，而承授人於接納時須支付象徵代價合共1港元。

29. SHARE OPTION SCHEME (continued)

Subsequent to the adoption of the Scheme, the Stock Exchange has introduced a number of amendments to the Listing Rules on share option schemes. These new rules came into effect on 1 September 2001. Options granted by the Company under the Scheme after 1 September 2001 are subject to the new rules which include, inter alia, the following:

- (a) the maximum number of shares issuable under the share option to each eligible participant within any 12-month period is limited to 1% of the shares in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in advance in a general meeting;
- (b) share options granted to a director, chief executive or substantial shareholder, or to any of their associates, are subject to approval in advance by the independent non-executive directors; and
- (c) the exercise price of share options is determined by directors, but may not be less than the higher of: (i) the Stock Exchange closing price of the shares on the date of grant of the share options; and (ii) the average Stock Exchange closing price of the shares for the five trading days immediately preceding the date of the grant.

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

29. 購股權計劃 (續)

採納計劃後，聯交所對有關購股權計劃之上市規則作出多項修訂。該等新規則於二零零一年九月一日起生效。本公司根據計劃於二零零一年九月一日後授出之購股權須受下列新規則約束：

- (a) 各合資格參與者根據購股權於任何十二個月內可獲發行之股份最高數目將以任何時間已發行股份之1%為限。再行授出超過有關上限之購股權須事先獲股東於股東大會批准；
- (b) 向董事、主要行政人員、主要股東，或彼等之任何聯繫人士授出之購股權須獲獨立非執行董事事先批准；及
- (c) 行使價由董事釐定，為不低於：(i)購股權授出日期股份在聯交所之收市價；及(ii)購股權授出日期前五個交易日股份在聯交所之平均收市價(以較高者為準)。

購股權並未賦予持有人權利獲享股息或於股東大會上投票。

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29. SHARE OPTION SCHEME (continued)

29. 購股權計劃 (續)

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

年內，根據該計劃之未行使購股權如下：

Name or category of participant 名稱或參與者類別	Number of share options 購股權數目				Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期	Exercise price of share options* 購股權行使價*	Price of Company's shares** 本公司股份價格**	
	At 1 January 2002 於二零零二年一月一日	Granted during the year 年內授出	Lapsed/cancelled during the year 年內失效/註銷	At 31 December 2002 於二零零二年十二月三十一日				At grant date of options 於授出日期	At exercise date of options 於行使購股權日期
Directors 董事									
Chan Ho Sing 陳浩成	11,000,000	-	-	11,000,000	30.12.1997 一九九七年十二月三十日	30.12.1997 to 12.2.2007 一九九七年十二月三十日至二零零七年二月十二日	0.7856	1.02	-
	12,000,000	-	-	12,000,000	5.6.2000 二零零零年六月五日	5.6.2000 to 12.2.2007 二零零零年六月五日至二零零七年二月十二日	0.432	0.60	-
	23,000,000	-	-	23,000,000					
Ko Pak On 高伯安	1,500,000	-	-	1,500,000	30.12.1997 一九九七年十二月三十日	30.12.1997 to 12.2.2007 一九九七年十二月三十日至二零零七年二月十二日	0.7856	1.02	-
	300,000	-	-	300,000	5.6.2000 二零零零年六月五日	5.6.2000 to 12.2.2007 二零零零年六月五日至二零零七年二月十二日	0.432	0.60	-
	1,800,000	-	-	1,800,000					
Hui Sing Cheung, Dave 許承祥	2,000,000	-	(2,000,000)	-	21.1.2000 二零零零年一月二十一日	21.1.2000 to 12.2.2007 二零零零年一月二十一日至二零零七年二月十二日	0.3192	0.39	-
	2,000,000	-	(2,000,000)	-					
Ho Kwong Kuen David 何廣權	-	3,000,000	(3,000,000)	-	15.5.2002 二零零二年五月十五日	15.5.2002 to 12.2.2007 二零零二年五月十五日至二零零七年二月十二日	0.163	0.163	-
	-	3,000,000	(3,000,000)	-					

29. SHARE OPTION SCHEME (continued)

29. 購股權計劃 (續)

Name or category of participant 名稱或參與者類別	Number of share options 購股權數目				Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期	Exercise price of share options* 購股權行使價* HK\$ 港元	Price of Company's shares** 本公司股份價格**	
	At 1 January 2002 於二零零二年一月一日	Granted during the year 年內授出	Lapsed/cancelled during the year 年內失效/註銷	At 31 December 2002 於二零零二年十二月三十一日				At grant date of options 於授出日期	At exercise date of options 於行使購股權日期
Other employees 其他僱員									
In aggregate 合共	2,500,000	-	-	2,500,000	30.12.1997 一九九七年十二月三十日	30.12.1997 to 12.2.2007 一九九七年十二月三十日至二零零七年二月十二日	0.7856	1.02	-
In aggregate 合共	880,000	-	-	880,000	21.1.2000 二零零零年一月二十一日	21.1.2000 to 12.2.2007 二零零零年一月二十一日至二零零七年二月十二日	0.3192	0.39	-
In aggregate 合共	3,420,000	-	(200,000)	3,220,000	5.6.2000 二零零零年六月五日	5.6.2000 to 12.2.2007 二零零零年六月五日至二零零七年二月十二日	0.432	0.60	-
In aggregate 合共	-	700,000	-	700,000	15.5.2002 二零零二年五月十五日	15.5.2002 to 12.2.2007 二零零二年五月十五日至二零零七年二月十二日	0.163	0.163	-
	6,800,000	700,000	(200,000)	7,300,000					
	<u>33,600,000</u>	<u>3,700,000</u>	<u>(5,200,000)</u>	<u>32,100,000</u>					

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

* 購股權行使價或會因供股、紅利發行，或本公司股本之其他類似變動而作出調整。

** The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options. The price of the Company's shares disclosed as at the date of exercise of the share options is the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure category.

** 於授出購股權當日所披露之本公司股份價格乃授出購股權當日前一個交易日在聯交所之收市價，而於行使購股權當日所披露之本公司股份價格則為所披露同類已行使之購股權在聯交所之加權平均收市價。

29. SHARE OPTION SCHEME (continued)

Due to the resignation of Messrs. Hui Sing Cheung, Dave and Ho Kwong Kuen, David on 28 March 2002 and 18 December 2002, respectively, a total of 2,000,000 and 3,000,000 share options granted to them on 21 January 2000 and 15 May 2002, respectively, were lapsed on 28 March 2002 and 18 December 2002, respectively.

The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 32,100,000 additional ordinary shares of HK\$0.10 each at a total consideration of approximately HK\$18,884,000, before the related issue expenses.

The financial impact of the share options granted is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date are deleted from the register of outstanding options.

29. 購股權計劃 (續)

由於許承祥及何廣權分別於二零零二年三月二十八日及二零零二年十二月十八日辭任，故此分別於二零零零年一月二十一日及二零零二年五月十五日向彼等授出之2,000,000份及3,000,000份購股權已分別於二零零二年三月二十八日及二零零二年十二月十八日失效。

根據本公司現時之股本結構，悉數行使尚未行使之購股權會導致本公司以總代價約18,884,000港元(未扣除有關發行開支)額外發行32,100,000股每股面值0.10港元之普通股。

授出購股權所引致之財務影響並無在本公司或本集團之資產負債表呈列，惟行使有關購股後，且並無將成本計入損益表或資產負債表時，方會呈列。行使購股權而發行之股份按股份面值列作本公司之額外股本，而每股行使價高於股份面值之差額則計入本公司之股份溢價帳。於行使前已註銷之購股權會自尚未行使之購股權紀錄內刪除。

30. RESERVES

30. 儲備

Group	本集團	Share		Capital reserve	Revaluation reserve	Exchange fluctuation reserve	PRC reserve funds*	Retained profits	Total
		premium account	Contributed surplus						
		股份溢價帳	繳入盈餘	資本儲備	重估儲備	匯兌波動儲備	中國儲備金*	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2001	於二零零一年一月一日	72,641	2,800	(86)	2,008	156	785	78,771	157,075
Revaluation deficit	重估減值	-	-	-	(77)	-	-	-	(77)
Exchange realignment	匯兌調節	-	-	-	-	887	-	-	887
Impairment of goodwill previously eliminated against capital reserve	先前於資本儲備撇銷之商譽減值	-	-	503	-	-	-	-	503
Net profit for the year	本年度溢利淨額	-	-	-	-	-	-	5,215	5,215
At 31 December 2001 and at 1 January 2002	於二零零一年十二月三十一日及二零零二年一月一日	72,641	2,800	417	1,931	1,043	785	83,986	163,603
Revaluation deficit	重估減值	-	-	-	(136)	-	-	-	(136)
Exchange realignment	匯兌調節	-	-	-	-	(104)	-	-	(104)
Share of reserves of jointly controlled entities	分佔共同控制公司儲備	-	-	-	-	104	(18)	18	104
Net profit for the year	本年度溢利淨額	-	-	-	-	-	-	20,828	20,828
At 31 December 2002	於二零零二年十二月三十一日	<u>72,641</u>	<u>2,800</u>	<u>417</u>	<u>1,795</u>	<u>1,043</u>	<u>767</u>	<u>104,832</u>	<u>184,295</u>

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30. RESERVES (continued)

30. 儲備 (續)

Group	本集團	Share		Capital reserve	Revaluation reserve	Exchange fluctuation reserve	PRC reserve funds*	Retained profits	Total
		premium account	Contributed surplus						
		股份溢價帳	繳入盈餘	資本儲備	重估儲備	匯兌波動儲備	中國儲備金*	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Retained by:	由下列公司								
Company and subsidiaries	保留之儲備： 本公司及 附屬公司	72,641	2,800	417	1,795	937	88	100,223	178,901
Jointly controlled entities	共同控制公司	-	-	-	-	106	679	4,609	5,394
31 December 2002	於二零零二年 十二月三十一日	72,641	2,800	417	1,795	1,043	767	104,832	184,295
Company and subsidiaries	本公司及 附屬公司	72,641	2,800	417	1,931	1,046	88	78,326	157,249
Jointly controlled entities	共同控制公司	-	-	-	-	2	697	5,923	6,622
Associates	聯營公司	-	-	-	-	(5)	-	(263)	(268)
31 December 2001	於二零零一年 十二月三十一日	72,641	2,800	417	1,931	1,043	785	83,986	163,603

* PRC reserve funds are reserves made in accordance with the PRC Companies Law or the Law of the PRC on Joint Venture Using Chinese and Foreign Investment, as applicable to the Group's PRC subsidiaries and jointly controlled entities. None of the Group's PRC reserve funds at 31 December 2002 were distributable in the form of cash dividends.

* 中國儲備金乃根據中國公司法或本集團之中國附屬公司及共同控制公司所適用之有關中外合資經營企業法而設立之儲備。截至二零零二年十二月三十一日概無本集團之中國儲備金可供以現金股息方式分派。

Certain amounts of negative goodwill arising on the acquisition of a subsidiary prior to 1 January 2001 remain credited to the capital reserve, as explained in note 17 to the financial statements.

於二零零一年一月一日前因收購附屬公司而產生之負商譽之若干數額仍然計入資本儲備，詳情載於財務報表附註17。

30. RESERVES (continued)

30. 儲備 (續)

Company	本公司	Share premium account 股份溢價帳 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2001	於二零零一年一月一日	72,641	63,623	(6,228)	130,036
Net loss for the year	本年度虧損淨額	-	-	(1,453)	(1,453)
At 31 December 2001 and at 1 January 2002	於二零零一年 十二月三十一日 及於二零零二年 一月一日	72,641	63,623	(7,681)	128,583
Net profit for the year	本年度溢利淨額	-	-	17,493	17,493
At 31 December 2002	於二零零二年 十二月三十一日	<u>72,641</u>	<u>63,623</u>	<u>9,812</u>	<u>146,076</u>

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

本公司及本集團之繳入盈餘分別指為交換附屬公司已發行股本而發行之本公司股份之面值與所收購附屬公司資產淨值之差額。根據百慕達一九八一年公司法(修訂本)，繳入盈餘在若干情況下可分派予股東。

31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Prior year adjustments

SSAP 15 (Revised) was adopted during the current year, as detailed in note 2 to the financial statements, which has resulted in a change to the layout of the cash flow statement. The cash flow statement is now presented under three headings: cash flows from operating activities, investing activities and financing activities. Previously five headings were used, comprising the three headings listed above, together with cash flows from returns on investments and servicing of finance and from taxes paid. The significant reclassifications resulting from the change in presentation are that taxes paid and interests received are now included in cash flows from operating activities. The presentation of the 2001 comparative cash flow statement has been changed to accord with the new layout.

In addition, the definition of cash equivalents under the revised SSAP 15 has been revised from that under the previous SSAP 15, as explained under the heading "Cash and cash equivalents" in note 3 to the financial statements. This has resulted in trust receipt loans no longer qualifying as cash equivalents. The amount of cash equivalents in the consolidated cash flow statement at 31 December 2001 has been adjusted to remove trust receipt loans amounting to HK\$14,922,000, previously included at that date. The year's movements in trust receipt loans are now included in cash flows from financing activities, and the comparative cash flow statement has been changed accordingly.

31. 綜合現金流量表附註

(a) 去年調整

如財務報表附註2所詳述，於本年度內採納會計實務準則第15號(經修訂)，導致現金流量表之呈列方式有所改變。現金流量表現分為三個標題：經營業務現金流量、投資活動及融資活動。以前則使用五個標題，除上述三個標題外，另加投資回報及融資費用現金流量以及已付稅項現金流量，因改變呈列方式所導致之重大再分類為已付稅項及已收利息現列入經營業務現金流量內。二零零一年比較現金流量表已作更改，以配合新呈列形式。

此外，如財務報表附註3「現金及現金等價物」一項所解釋，會計實務準則第15號(經修訂)已修訂之前會計實務準則第15號有關現金等價物之釋義。此項修訂導致信託收據貸款不再為現金等值物。二零零一年十二月三十一日綜合現金流量報表所列之現金等值物之數額已作調整，刪除之前於該日計入之信託收據貸款14,922,000港元。本年度信託收據貸款之變動現計入融資活動之現金流量，而比較現金流量表已作出相應修訂。

31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)**(b) Major non-cash transactions**

During the year:

- (i) the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of leases of HK\$14,890,000 (2001: HK\$16,136,000); and
- (ii) An amount due from a joint venture partner of a PRC subsidiary of HK\$3,120,000 was applied as the consideration for an acquisition of a 7.7% interest in the subsidiary by the Group.

31. 綜合現金流量表附註 (續)**(b) 主要非現金交易**

年內：

- (i) 本集團就於租賃開始生效時資本總值為14,890,000港元(二零零一年：16,136,000港元)資產訂立財務租約安排。
- (ii) 一間中國附屬公司之合營夥伴欠款3,120,000港元作為本集團收購附屬公司7.7%權益之代價。

31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

31. 綜合現金流量表附註(續)

(c) Acquisition of a subsidiary

(c) 收購附屬公司

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Net assets acquired:	所收購資產淨值：		
Fixed assets	固定資產	-	31,869
Inventories	存貨	-	8,355
Trade receivables	貿易應收帳款	-	16,088
Prepayments, deposits and other receivables	預付款項、按金及 其他應收帳款	-	8,763
Cash and bank balances	現金及銀行結存	-	1,071
Trade payables	貿易應付帳款	-	(9,052)
Other payables and accrued liabilities	其他應付帳款及 應計費用	-	(2,097)
Tax payable	應付稅項	-	(505)
Interest-bearing bank loans	計息銀行貸款	-	(10,000)
Minority interests	少數股東權益	-	(11,666)
		-	32,826
Negative goodwill on acquisition- note 17	收購產生之負商譽 - 附註17	-	(1,488)
		<u>-</u>	<u>31,338</u>
Satisfied by:	支付方式：		
Cash	現金	-	19,963
Reclassification to interest in a subsidiary from interest in a jointly controlled entity	於共同控制公司之 權益重新分類為於 附屬公司之權益	-	11,375
		<u>-</u>	<u>31,338</u>

31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(c) Acquisition of a subsidiary (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Cash consideration	現金代價	-	(19,963)
Cash and bank balances acquired	所收購現金及現金等值物	-	1,071
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購附屬公司之現金及現金等值物流出淨額	<u>-</u>	<u>(18,892)</u>

32. CONTINGENT LIABILITIES

The Group has a contingent liability in respect of possible future long service payments to employees under the Hong Kong Employment Ordinance, with a maximum possible amount of HK\$3,048,000 at 31 December 2002, as further explained in note 3 to the financial statements. The contingent liability has arisen as a number of current employees have achieved the required number of years of service to the Group, to the balance sheet date, in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated under certain circumstances. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

31. 綜合現金流量表附註 (續)

(c) 收購附屬公司 (續)

有關收購附屬公司之現金及現金等價物流出淨額之分析如下：

32. 或然負債

本集團就根據香港僱傭條例須向僱員日後支付之長期服務金之或然負債，如財務報表附註3所述，於二零零二年十二月三十一日最高可能數額為3,048,000港元。由於截至結算日若干名現職僱員已達致所須服務本集團年資，可於倘其聘任在若干情況終止下享有長期服務金，故產生或然負債。由於本集團認為有關情況不會導致本集團日後流出重大資源，故未就可能須付款項確認撥備。

31 December 2002

二零零二年十二月三十一日

32. CONTINGENT LIABILITIES (continued)

At the balance sheet date, the Group had guarantees amounting to HK\$472,000 (2001: HK\$1,887,000) in respect of banking facilities granted to the PRC joint venture partner of Wuxi Heli, as further detailed in note 35(b) to the financial statements.

The Company had guarantees amounting to HK\$213,930,000 (2001: HK\$156,300,000) in respect of banking facilities and finance lease contracts granted to its subsidiaries, and approximately HK\$86,474,000 (2001: HK\$86,600,000) of which was utilised at the balance sheet date.

33. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and warehouses under operating lease arrangements. Leases for office properties and warehouses are negotiated for terms ranging from one to eight years.

At 31 December 2002, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

32. 或然負債 (續)

於結算日，本集團就無錫和利之中國合營夥伴所獲融資向銀行作出為數472,000港元(二零零一年：1,887,000港元)之擔保，詳情載於財務報表附註35(b)。

本公司已就授予其附屬公司之銀行融資及融資租賃作出為數達213,930,000港元(二零零一年：156,300,000港元)之擔保，其中約86,474,000港元(二零零一年：86,600,000港元)已被動用。

33. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及貨倉。辦公室物業及貨倉之租約為期1至8年不等。

於二零零二年十二月三十一日，本集團根據不可撤銷經營租約之日後最低租金總額將於下列期間到期：

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Within one year	一年內	7,810	7,898
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	20,680	27,453
After five years	五年後	19,512	19,512
		48,002	54,863

34. COMMITMENTS

In addition to the operating lease commitments detailed in note 33 above, the Group had the following commitments at the balance sheet date:

(a) Capital commitments:

Plant and machinery:	廠房及機械：
Contracted, but not provided for	已訂約但並未撥備

(b) Forward foreign exchange contracts:

Forward foreign exchange contracts	外匯期貨合約
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At the balance sheet date, the Company did not have any significant commitments (2001: Nil).

34. 承擔

除上文附註33所詳述之經營租約外，本集團於結算日有以下承擔：

(a) 資本承擔：

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Plant and machinery:			
Contracted, but not provided for			
	廠房及機械：		
	已訂約但並未撥備	—	7,800
		<u> </u>	<u> </u>

(b) 外匯期貨合約：

		Group 本集團	
		2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元
Forward foreign exchange contracts			
外匯期貨合約		—	2,975
		<u> </u>	<u> </u>

於結算日，本公司並無任何重大承擔（二零零一年：無）。

35. RELATED PARTY TRANSACTIONS

35. 關連人士交易

- (a) During the year, the Group had the following material transactions with its jointly controlled entities:

- (a) 年內，本集團與其共同控制公司之重大交易如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Purchases of raw materials	購買原材料	8,113	-
Purchases of finished goods	購買產成品	2,049	14,740
Sales of raw materials	出售原材料	810	-

- (b) Save as disclosed in note 24 to the financial statements, the following were accounted for by the Group in respect of transactions between Wuxi Heli and the PRC joint venture partner or associates of the PRC joint venture partner during the year:

- (b) 除財務報表附註24外，本集團就無錫和利與中國合營夥伴或中國合營夥伴之聯繫人士於年內曾進行以下交易：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Purchases of raw materials	購買原材料	6,495	4,473
Sales of finished goods	出售產成品	165	-
Rent, utilities and other operating expenses	租金、水電及其他經營費用	2,857	-

The above sales transactions were carried out in accordance with the Group's pricing policy, and were calculated on a cost-plus basis. The above purchase transactions and payments for rent, utilities and other operating expenses were carried out in the ordinary course of business, and according to terms and conditions similar to those offered by other suppliers, except that a longer credit period was granted.

上述銷售交易乃根據本集團之定價政策，即以成本為基礎加上利潤計算。上述採購之交易以及就租金、水電及其他經營費用所支付之款項乃於日常業務中，並根據其他供應商所給予之類似條款及條件進行，惟一般將有較長之信貸期。

35. RELATED PARTY TRANSACTIONS (continued)

- (ii) On 18 September 2002, the Group acquired a further 7.7% interest in Wuxi Heli from its PRC joint venture partner at a consideration of US\$400,000 (approximately HK\$3,120,000).
- (iii) Wuxi Heli provided a corporate guarantee to a bank for facilities granted to an associate of the PRC joint venture partner for an amount of HK\$472,000 (2001: HK\$1,887,000).

36. COMPARATIVE AMOUNTS

As further explained in note 2 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been reclassified to conform with the current year's presentation.

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 16 April 2003.

35. 關連人士交易 (續)

- (ii) 於二零零二年九月十八日，本集團以代價400,000美元(約3,120,000港元)從其中國合營夥伴購入無錫和利額外7.7%權益。
- (iii) 無錫和利向一間銀行就授予中國合營夥伴一名聯繫人士數額為472,000港元(二零零一年：1,887,000港元)之信貸提供公司擔保。

36. 比較數字

如財務報表附註2所述，由於年內採納若干新及經修訂會計實務準則，會計處理方法及財務報表若干項目之呈列方式及結餘已作修訂，以符合新規定，因此，若干比較數字已予以重新分類，以配合本年度之呈列方式。

37. 批准財務報表

本財務報表已於二零零三年四月十六日獲董事會批准及授權刊發。