

董事會報告書

Report of the Directors

董事會全人謹將截至二零零三年三月三十一日止年度的年報及經審核財務報表呈覽。

主要業務

本公司的主要業務是投資控股及提供管理服務。各附屬公司和聯營公司的主要業務及其他詳情載於第84至第91頁。

本公司及各附屬公司於本財政年度的主要業務及經營地區分析載列於財務報表附註14。

主要客戶及供應商

本集團於本財政年度首五大銷售客戶及供應商佔本集團營業額及購貨量分別少於30%。

財務報表

本集團截至二零零三年三月三十一日止年度的溢利和本公司及本集團於該日的財政狀況載於第30至第83頁的財務報表內。

本公司已於二零零三年一月十四日派發特別股息每股港幣1.80元（二零零二年：每股港幣零元）及中期股息每股港幣10仙（二零零二年：每股港幣10仙）。董事會現建議派發截至二零零三年三月三十一日止年度的末期股息每股港幣15仙（二零零二年：每股港幣32仙）及特別股息每股港幣80仙（二零零二年：每股港幣零仙）。

轉撥至儲備

股東應佔溢利（未扣除股息）為港幣71,308,000元（二零零二年：港幣184,092,000元），已轉撥至儲備。

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 March 2003.

Principal Activities

The principal activities of the company are investment holding and provision of management services. The principal activities and other particulars of the subsidiaries and associates are set out on pages 84 to 91.

The analysis of the principal activities and geographical locations of the operations of the company and its subsidiaries during the financial year are set out in note 14 on the financial statements.

Major Customers and Suppliers

During the year, the group's sales to the five largest customers and purchases from the five largest suppliers accounted for less than 30% of the group's turnover and purchases respectively.

Financial Statements

The profit of the group for the year ended 31 March 2003 and the state of the company's and the group's affairs as at that date are set out in the financial statements on pages 30 to 83.

A special dividend of HK\$1.80 per share (2002: HK\$Nil per share) and an interim dividend of HK10 cents per share (2002: HK10 cents per share) were paid on 14 January 2003. The directors now recommend the payment of a final dividend of HK15 cents per share (2002: HK32 cents per share) and a special dividend of HK\$0.80 per share (2002: HK\$Nil per share) in respect of the year ended 31 March 2003.

Transfer to Reserves

Profits attributable to shareholders, before dividends, of HK\$71,308,000 (2002: HK\$184,092,000) have been transferred to reserves.

慈善捐款

本集團於年內的慈善捐款額為港幣117,891元(二零零二年：港幣186,793元)。

固定資產

本年度內，固定資產的增置及其他變動詳情載於財務報表附註15。

股本

本公司股本的詳情載於財務報表附註27。

董事會

於財政年度及直至本報告日期止的董事會成員如下：

執行董事

陳瑞球
陳永奎
陳永樂
周陳淑玲
陳永明
陳永棋
陳永滔
傅承蔭

非執行董事

井上隆司(於二零零三年四月十日離任)

獨立非執行董事

梁學濂
王霖

按照本公司的公司組織章程第95及104條，陳永明先生、陳永棋先生、傅承蔭先生及梁學濂先生將於即將召開的股東週年大會中輪值告退，惟願膺選連任。

Charitable Donations

Charitable donations made by the group during the year amounted to HK\$117,891 (2002: HK\$186,793).

Fixed Assets

Details of additions to and other movements in fixed assets during the year are set out in note 15 on the financial statements.

Share Capital

Details of the company's share capital are set out in note 27 on the financial statements.

Directors

The directors during the financial year and up to the date of this report were:

Executive directors

Chan Sui Kau
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Chan Suk Ling, Shirley
Chan Wing Ming, Michael
Chan Wing Kee
Chan Wing To
Fu Sing Yam, William

Non-executive director

Takashi Inoue (resigned on 10 April 2003)

Independent non-executive directors

Leung Hok Lim
Wong Lam

In accordance with Articles 95 and 104 of the company's articles of association, Messrs Chan Wing Ming Michael, Chan Wing Kee, Fu Sing Yam William and Leung Hok Lim retire from the board by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

董事的服務合約

擬於即將召開的股東週年大會中候選連任的董事概無與本公司或其任何附屬公司訂立於一年內不可在不予賠償（一般法定賠償除外）的情況下終止的尚未屆滿服務合約。

董事及行政總裁在股份擁有的權益

根據董事股份權益登記冊的紀錄，於二零零三年三月三十一日在任的本公司董事及行政總裁於該日擁有本公司、附屬公司及其他相聯法團（須符合《證券（披露權益）條例》所載的定義）已發行股本的權益如下：

Directors' Service Contracts

No director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

Directors' and Chief Executive's Interests in Shares

The directors and chief executive of the company who held office at 31 March 2003 had the following interests in the issued share capital of the company, subsidiaries and other associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance) at that date as recorded in the register of directors' share interests:

| | | 每股面值港幣 0.50 元的普通股 Ordinary shares of HK\$0.50 each | | | |
|------------------------------|-------------------------|---|--------------------------|-----------------------------|-------------------------|
| 實益權益 Beneficial interests | | 個人權益 Personal interests | 家族權益 Family interests | 公司權益 Corporate interests | 其他權益 Other interests |
| 陳瑞球 | Chan Sui Kau | 5,929,272 | 214,368 | 3,840,820 | (i)(a) |
| 陳永奎 | Chan Wing Fui, Peter | 324,068 | 100,000 | — | (i) & (ii) |
| 陳永樂 | Chan Wing Sun, Samuel | 2,072,072 | — | — | (i) & (ii) |
| 周陳淑玲 | Chan Suk Ling, Shirley | 3,613,544 | 16,000 | — | (i) |
| 陳永明 | Chan Wing Ming, Michael | 2,967,208 | — | — | (i) |
| 陳永棋 | Chan Wing Kee | 3,692,776 | 819,404 | — | (i), (ii) & (iii) |
| 陳永滔 | Chan Wing To | 4,144,736 | — | — | (i), (ii) & (iii) |
| 傅承蔭 | Fu Sing Yam, William | 361,068 | — | — | — |

董事及行政總裁在股份擁有的權益 (續)

- (i) (a) 合共29,932,264股本公司股份乃由陳氏家族成員(包括陳瑞球先生、陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、陳永明先生及周陳淑玲女士)的利益而成立的信託及公司所持有。
- (b) 合共34,595,908股本公司股份乃由Canfield Holdings Limited持有。該公司由本公司若干董事，即陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、陳永明先生及周陳淑玲女士實益擁有。
- (ii) 2,917,480股本公司股份乃由Hearty Development Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生及陳永滔先生實益擁有。
- (iii) 1,597,000股本公司股份乃由Super Team International Limited持有。該公司由陳永棋先生、陳永滔先生及陳氏家族若干成員實益擁有。

本公司或其任何附屬公司均沒有在本年度任何時間參與任何安排，致使本公司董事或行政總裁或任何他們的配偶或其未滿十八歲的子女，可以透過收購本公司或任何其他法團的股份或債權證而獲益。

在本公司股本擁有的重大權益

於二零零三年三月三十一日，根據《證券(披露權益)條例》第16(1)條規定置存之登記冊，除上文所披露之董事權益外，本公司並無接獲通知有關任何佔本公司已發行股本10%或以上之權益。

Directors' and Chief Executive's Interests in Shares (Continued)

- (i) (a) An aggregate of 29,932,264 shares of the company were held under various trusts and companies established for the benefit of members of the Chan family including Messrs Chan Sui Kau, Chan Wing Fui Peter, Chan Wing Kee, Chan Wing Sun Samuel, Chan Wing To, Chan Wing Ming Michael and Madam Chan Suk Ling Shirley.
- (b) 34,595,908 shares of the company were held by Canfield Holdings Limited, which is beneficially owned by certain directors of the company, namely, Messrs Chan Wing Fui Peter, Chan Wing Kee, Chan Wing Sun Samuel, Chan Wing To, Chan Wing Ming Michael and Madam Chan Suk Ling Shirley.
- (ii) 2,917,480 shares of the company were held by Hearty Development Limited which is beneficially owned by Messrs Chan Wing Fui Peter, Chan Wing Kee, Chan Wing Sun Samuel and Chan Wing To.
- (iii) 1,597,000 shares of the company were held by Super Team International Limited which is beneficially owned by Messrs Chan Wing Kee, Chan Wing To and certain members of the Chan family.

At no time during the year was the company or any of its subsidiaries a party to any arrangement to enable the directors or chief executive of the company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the company or any other body corporate.

Substantial Interests in the Share Capital of the Company

As at 31 March 2003, the register required to be kept under Section 16(1) of the Securities (Disclosure of Interests) Ordinance showed that, other than the interests disclosed above in respect of the directors, the company had not been notified of any interests representing 10% or more of the company's issued share capital.

關連交易及董事在合約的利益

根據香港聯合交易所有限公司《證券上市規則》第14章所列的關連交易詳情載於財務報表附註31內。本公司之獨立非執行董事認為，關連交易均：

- (i) 於一般及日常業務過程中進行；
- (ii) 按正常商業條款或如無可供比較之條款，按本公司獨立股東認為公平合理之條款下進行；及
- (iii) 按監管各項交易的協議條款或如並無該等協議，按不遜於給予獨立第三者或由獨立第三者提供（如適用）的條款下進行。

除上述者外，本公司或其任何附屬公司於年結時或本年度任何時間，均沒有訂立任何本公司董事擁有關鍵性利益關係的重要合約。

購買、出售或贖回本公司的上市證券

本公司或任何其附屬公司於年內並無購入、出售或贖回本公司的上市證券。

銀行貸款及其他借款

本公司及本集團於二零零三年三月三十一日的銀行貸款及其他借款詳情載於財務報表附註25。

Connected Transactions and Directors' Interests in Contracts

Details of the connected transactions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out in note 31 on the financial statements. In the opinion of the independent non-executive directors, the connected transactions were:

- (i) conducted in the ordinary and usual course of its business;
- (ii) either on normal commercial terms or where there is no available comparison, on terms that are fair and reasonable so far as the independent shareholders of the company are concerned; and
- (iii) either in accordance with the terms of the agreements governing such transactions or, where there are no such agreements, on terms no less favourable than those available to or from (as appropriate) independent third parties.

Apart from the foregoing, no contract of significance to which the company or any of its subsidiaries was a party, and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

Purchase, Sale or Redemption of the Company's Listed Securities

There were no purchases, sales or redemptions of the company's listed securities by the company, or any of its subsidiaries during the year.

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the company and the group as at 31 March 2003 are set out in note 25 on the financial statements.

五年財務概要

本集團於過去五個財政年度的業績及資產與負債概要載於本年報第92頁。

物業

於二零零二年十一月十一日，本公司附屬公司Aramis International Limited與一名獨立第三者訂立買賣協議，出售位於九龍尖沙咀柏麗購物大道的三間店舖，總代價為港幣78,000,000元。本公司於該買賣協議簽署時已收取訂金港幣7,800,000元。該協議已於二零零三年六月二日完成，而約為港幣65,000,000元之溢利將於截至二零零四年三月三十一日止年度之綜合損益表內確認入賬。

本集團各項主要物業及物業權益的詳情載於財務報表附註15。

退休計劃

本公司及其在香港之若干附屬公司已為所有合資格之僱員成立定額供款退休計劃（「該計劃」）。該計劃之資產以一名獨立信託人管理之公積金分開持有。根據該計劃之規則，僱主必須每月按僱員基本薪金之5%供款，而僱員可選擇供款與否。根據該計劃之規則，倘僱員在可取回全部僱主供款前退出計劃，被沒收之僱主供款將用作扣減日後之僱主供款或退回予僱主。年內退回予僱主之款項數額不大。

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the group for the last five financial years is set out on page 92 of the annual report.

Properties

On 11 November 2002, a subsidiary of the company, Aramis International Limited, entered into a sale and purchase agreement with an independent third party to dispose of three shop premises in Parklane Shopper's Boulevard, Tsim Sha Tsui, Kowloon, for a total consideration of HK\$78,000,000. A deposit of HK\$7,800,000 was received upon signing of the sale and purchase agreement. The agreement was completed on 2 June 2003 and a profit of approximately HK\$65,000,000 will be recognised in the consolidated profit and loss account for the year ending 31 March 2004.

Particulars of the major properties and property interests of the group are set out in note 15 on the financial statements.

Retirement Scheme

The company and certain of its subsidiaries in Hong Kong operate a defined contribution retirement scheme ("the Scheme") for all qualified employees. The assets of the Scheme are held separately under a provident fund managed by an independent trustee. Pursuant to the rules of the Scheme, the employer is required to make contributions to the Scheme calculated at 5% of the employees' basic salaries on a monthly basis, whereas the employees' contributions are optional, at their own discretion. Where there are employees who leave the Scheme prior to vesting fully in the contributions, in accordance with the rules of the Scheme, the forfeited employer's contributions shall be used to reduce the future contributions of the employer or refunded to the employer on request. The amount refunded to the employer during the year was immaterial.

退休計劃 (續)

自二零零零年十二月一日強制性公積金(「強積金」)實施後，僱主供款現時是向強積金支付。強積金計劃是根據《強制性公積金計劃條例》實施，對象為《香港僱傭條例》管轄範圍之僱員。強積金計劃乃一項定額供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及僱員各須按僱員之有關收入之5%向該計劃作出供款，每月有關收入之上限為港幣20,000元。

僱員於服務滿十年後，可得到僱主於強積金實施前按原有計劃作出之所有供款連同應計利息，或於服務三至九年後按遞增比例取回30%至90%之供款。

在中華人民共和國(「中國」)境內之本集團附屬公司的僱員是國家組織的職工社會養老保險計劃之成員。該等附屬公司須按僱員工資之若干百分比作出退休福利計劃供款。該等附屬公司就退休福利計劃所承擔之唯一責任是支付該計劃之供款。

遵守《最佳應用守則》

本公司在整個年度均有遵守香港聯合交易所有限公司所頒佈《證券上市規則》附錄14所列的《最佳應用守則》，惟本公司之非執行董事非按特定條款委任；彼等須按本公司的公司組織章程第95及104條於股東週年大會中輪值告退。

Retirement Scheme (Continued)

Following the introduction of the Mandatory Provident Fund (“MPF”) on 1 December 2000 employer contributions are now made to the MPF. The MPF Scheme is operated under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$20,000.

The employees are entitled to 100% of the employer’s contributions made prior to the introduction of the MPF and the accrued interest after 10 complete years of service, or at an increasing scale of between 30% to 90% after completion of 3 to 9 years’ service of the original Scheme.

The employees of the subsidiaries in the People’s Republic of China (“the PRC”) are members of the state-sponsored retirement scheme organised by the government of the PRC. The subsidiaries are required to contribute a certain percentage of payroll to the retirement scheme to fund the benefits. The only obligation of the subsidiaries with respect to the retirement scheme is the required contributions under the retirement scheme.

Compliance with the Code of Best Practice

The company has complied throughout the year with the Code of Best Practice as set out by The Stock Exchange of Hong Kong Limited in Appendix 14 to the Listing Rules except that the non-executive directors of the company were not appointed for a specific term but are subject to rotation in Annual General Meetings pursuant to Articles 95 and 104 of the company’s Articles of Association.

審核委員會

審核委員會由兩名獨立非執行董事組成，向董事會匯報。審核委員會與本集團的高級管理人員及外聘核數師定期會面，以檢討本集團內部監控系統的成效及審閱中期報告和年報。

核數師

畢馬威會計師事務所即將告退，惟願膺選連任。由畢馬威會計師事務所連任本公司核數師的決議，將於即將召開的股東週年大會上提出。

承董事會命

秘書
梁榮發

香港，二零零三年七月二十二日

Audit Committee

The audit committee comprises two independent non-executive directors and reports to the board of directors. The audit committee meets with group's senior management and external auditors regularly to review the effectiveness of the internal control systems and the interim and annual reports of the group.

Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

Leung Wing Fat
Secretary

Hong Kong, 22 July 2003