

For the year ended 31 March 2003 截至二零零三年三月三十一日止年度

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability under The Companies Act 1981 of Bermuda (as amended) and its securities are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Group's accounting books and records are maintained in Hong Kong dollars, the currency in which the majority of its transactions are denominated.

The Company acts as an investment holding company of a group of subsidiaries which are principally engaged in the import, marketing and distribution of consumer electrical appliances in Hong Kong, Macau and other regions in the People's Republic of China ("PRC") and the provision of related after-sales and maintenance services.

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice ("SSAPs") issued by the Hong Kong Society of Accountants. The adoption of these SSAPs has resulted in a change in the format of presentation of the cash flow statement and the statement of changes in equity but has had no material effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

1. 總則

本公司根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為獲豁免公司，其證券在香港聯合交易所有限公司(「聯交所」)掛牌上市。

本集團之會計賬目及記錄乃以港元入賬，而大部份交易均以港元訂值。

本公司作為其集團附屬公司之投資控股公司，主要在中華人民共和國(「中國」)內之香港、澳門及其他地區從事消費電器產品之進口、市場推廣及分銷業務，以及提供有關之售後及保養服務。

2. 採納會計實務準則

於本年度內，本集團首次採納若干由香港會計師公會所頒佈之新增及經修訂之會計實務準則(「會計實務準則」)。採納此等準則令本集團之綜合現金流量表及股本變動報表之呈列方式出現變動，但對本年度及前期數額並無重大影響，故無須作出前期修正。

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE - continued

Foreign Currencies

The revisions to SSAP 11 "Foreign Currency Translation" have eliminated the choice of translating the income statements of subsidiaries operating outside Hong Kong at the closing rate for the period, the policy previously followed by the Group. They are now required to be translated at an average rate. This change in accounting policy has not had any material effect on the results for the current or prior accounting periods.

Cash Flow Statements

In the current period, the Group has adopted SSAP 15 (Revised) "Cash Flow Statements". Under SSAP 15 (Revised), cash flows are classified under three headings – operating, investing and financing, rather than the previous five headings. Interests received, interests and dividends paid, which were previously presented under a separate heading, are classified as investing and financing cash flows respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. Cash flows of subsidiaries operating outside Hong Kong have been re-translated at the rates prevailing at the dates of the cash flows rather than the rate of exchange ruling on the balance sheet date. The change in exchange rates used for translation of the cash flows of overseas subsidiaries has not had any material effect on the results for the current or prior accounting periods.

2. 採納會計實務準則 – 續

外幣

會計實務準則第11號「外幣換算」經修訂後，已撇除本集團過往遵從有關可選擇按年結日之匯率換算於香港以外經營之附屬公司海外收益賬之政策。該等業務現須按平均匯率換算。此項會計政策改變對本會計期間或過往會計期間之業績並無任何重大影響。

現金流量表

於本年度，本集團採納會計實務準則第15號「現金流量表」(修訂本)。根據會計實務準則第15號(修訂本)，現金流量分為營運、投資及融資三類，而並非過往之五種分類。先前獨立呈列之已收利息、已付利息及股息現分別列作投資及融資現金流量。所得稅之現金流量分類為營運業務，惟可獨立識別為投資或融資活動者除外。由收入相關稅務而產生之現金流量分類為經營活動，除非可另行識別為投資或融資活動。於香港以外經營之附屬公司之現金流量已按現金流量當日之匯率重新換算，而並非按結算日匯率計算。用於海外附屬公司現金流量換算之兌換率改變對本會計期間或過往會計期間之業績並無重大影響。

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2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE - continued

Employee Benefits

In the current period, the Group has adopted SSAP 34 "Employee Benefits", which introduces measurement rules for employee benefits, including retirement benefit plans. Because the Group's participates only in defined contribution retirement benefit schemes, the adoption of SSAP 34 has not had any material impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

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

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

2. 採納會計實務準則 – 續

僱員福利

於本年度，本集團採納會計實務準則第34號「僱員福利」，列明有關僱員福利（包括退休福利計劃）之應用規則。由於本集團僅參與定額供款退休福利計劃，故此採納會計實務準則第34號對財務報表並無任何重大影響。

3. 主要會計政策

此財務報表乃按歷史成本協定及根據香港普遍採納之會計原則而編製。主要會計政策如下：

綜合賬目基準

綜合財務報表乃綜合本公司及各附屬公司截至每年三月三十一日止年度之財務報表。

年內購入或出售附屬公司之業績由其收購生效日期起或截至其出售生效日期止（如適用）已納入在綜合收益表內。

所有集團內部重大交易及來往賬戶已於綜合賬目時抵銷。

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Turnover

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

Revenue recognition

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

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

Property, plant and equipment

Property, plant and equipment is stated at cost less depreciation and accumulated impairment losses, if any.

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

Leasehold land	Over the unexpired remaining term of the relevant lease on a straight line basis
Buildings	Over the shorter of the term of the lease, or 50 years on a straight line basis
Furniture and fixtures	15% on reducing balance method
Office equipment	15% on reducing balance method
Motor vehicles	25% on reducing balance method

3. 主要會計政策 – 續

營業額

營業額指年內本集團向集團以外客戶銷售貨品之已收及應收款額減退貨及折扣。

收入確認

出售貨品所得之收益乃於貨品交予客戶及轉讓貨品所有權時予以確認入賬。

銀行存款之利息收入乃就未到期本金按適用之利率以時間比例基準計算並確認入賬。

物業、廠房及設備

物業、廠房及設備以成本減折舊及任何累計虧絀列賬。

物業、廠房及設備之折舊乃按估計可使用年期撇銷其成本而計算。所採用之年率如下：

租賃土地	按有關租約剩餘年期以直線法基準計算
樓宇	按租約年期或50年(以較短者為準)以直線法基準計算
傢俬及裝置	15%(按餘額遞減基準計算)
辦公室設備	15%(按餘額遞減基準計算)
汽車	25%(按餘額遞減基準計算)

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3. SIGNIFICANT ACCOUNTING POLICIES - continued

Property, plant and equipment - continued

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

Investments in securities

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

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

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

Club debenture

A club debenture held for long-term investment purposes is stated at cost less any impairment loss.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

3. 主要會計政策 – 續

物業、廠房及設備 – 續

出售或棄用資產所產生之收益或虧損指出售所得款項與資產賬面值之差額，已會列入收益表內。

證券投資

證券投資乃按交易日之基準確認，及按成本計算。

持作長期策略性投資之證券乃於隨後之申報日期按成本減去任何非暫時性之虧絀計算。

其他投資乃按公平值計算，而未變現收益及虧損亦會列入年內之溢利或虧損。

會所債券

持作長期投資用途之會所債券乃按成本減任何虧絀列賬。

於附屬公司之投資

附屬公司之投資乃按成本減任何虧絀列入本公司之資產負債表內。本公司所佔附屬公司之業績乃按年內已收及應收股息計算。

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately.

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

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of the resulting timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

3. 主要會計政策 – 續

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本乃採用先入先出法計算。

減值

於每個結算日，本集團會審核其資產之賬面值，以釐定該等資產有否出現虧損。倘估計資產之可收回金額低於其賬面值，則將該資產之賬面值減至可收回金額。有關虧損則即時確認為開支。

倘虧損其後撥回，則有關資產之賬面值會增至其估計之可收回金額，惟已增加之賬面值不得超過假設該資產於前期並無確認虧損而釐定之賬面值。虧損撥回將即時確認為收入。

稅項

稅項支出乃根據本年度業績計算，並就毋須應課或不獲寬減項目作出調整。收支項目在稅務上與在財務報表內確認之會計期有所不同，故產生時差。受時差影響而遞延之稅項，按負債法計算，將於財務表內被確認為遞延稅項，並可能於可見將來成為負債或資產。

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3. SIGNIFICANT ACCOUNTING POLICIES - continued

Foreign currencies

Transactions in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the rates ruling on the dates of the transactions or at the contracted settlement rate, if applicable. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the financial statements of subsidiaries operating outside Hong Kong are translated at the rates ruling on the balance sheet date. Income and expenses items are translated at the average exchange rates for the period. All exchange differences arising on consolidation are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the relevant lease term.

Retirement benefit costs

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are charged as an expenses as they fall due.

3. 主要會計政策 – 續

外幣換算

外幣交易乃以交易日當日之滙率或合約訂明之結算滙率(如適用)換算。以外幣訂值之貨幣資產及負債則按結算日之滙率重新換算。外幣兌換所引起之盈虧乃計入收益表內。

在編製綜合賬目時，於香港以外經營的附屬公司之財務報表乃按結算日之比率換算。本年度之收入及支出則按平均滙率換算。所有因此而產生之滙率差額被分類為權益並撥入本集團之滙兌儲備中。該換算差額亦於出售該運作時確認為期內之收入或支出。

經營租賃

經營租賃之應付租金按有關的租賃期以直線法在收益表中扣除。

退休福利費用

定額退休金福利計劃及強制性公積金計劃之付款於支付日期於綜合收益表中以費用扣除。

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4. BUSINESS AND GEOGRAPHICAL SEGMENTS

Geographical segments

For management purposes, the Group is currently organised into two geographical segments – Hong Kong and Macau, and the PRC. These geographical segments are the basis on which the Group reports its primary segment information.

Segment information about these geographical segments is presented below:

4. 業務及地區分類資料

地區分類資料

就管理目的而言，本集團現時將地區分類分為香港及澳門以及中國。本集團根據此等分類呈報主要分類資料。

關於此等地區分類資料呈列如下：

		2003			2002		
		Hong Kong and Macau 香港及澳門 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Hong Kong and Macau 香港及澳門 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Turnover	營業額	301,130	32,294	333,424	315,596	137,054	452,650
Result	業績	(11,636)	(6,121)	(17,757)	9,477	1,051	10,528
Finance costs	融資成本			(1,800)			(1,738)
(Loss) profit before taxation	除稅前(虧損)			(19,557)			8,790
Taxation credit (charge)	溢利 稅項確認(開支)			1,748			(1,015)
Net (loss) profit for the year	本年度(虧損) 溢利淨額			(17,809)			7,775
BALANCE SHEET		資產負債表					
ASSETS		資產					
Segment assets	分類資產	311,459	35,504	346,963	386,609	101,704	488,313
Investments in securities	證券投資	400	–	400	400	–	400
Club debenture	會所債券	753	–	753	753	–	753
Unallocated corporate assets	未分類公司資產			1,695			2,430
Consolidated total assets	綜合資產總值			349,811			491,896
LIABILITIES		負債					
Segment liabilities	分類債項	37,902	740	38,642	91,384	51,266	142,650
Short-term bank borrowings	短期銀行借貸			38,264			52,627
Unallocated corporate liabilities	未分類公司債項			1,371			3,448
Consolidated total liabilities	綜合債項總額			78,277			198,725

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4. BUSINESS AND GEOGRAPHICAL SEGMENTS - continued

Geographical segments - continued

		2003			2002		
		Hong Kong and Macau 香港及澳門 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Hong Kong and Macau 香港及澳門 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元
OTHER INFORMATION	其他資料						
Property, plant and equipment acquired on acquisition of a subsidiary	併購附屬公司時之物業、廠房及設備	—	—	—	32,574	—	32,574
Additions of property, plant and equipment	添置之物業、廠房及設備	1,433	7	1,440	4,592	54	4,646
Allowances for doubtful debts	呆賬撥備	17,794	—	17,794	—	—	—
Allowances for inventories	存貨撥備	1,159	—	1,159	—	—	—
Depreciation and amortisation	折舊及攤銷	2,828	435	3,263	3,068	161	3,229
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	459	—	459	107	—	107

Business segments

No business segment analysis is provided as substantially all of the Group's turnover and contribution to results were derived solely from the trading of consumer electrical appliances during the year.

4. 業務及地區分類資料 – 續

地區分類資料 – 續

業務分類資料

由於本集團之營業額及業績貢獻全部來自於年內之消費電器產品的買賣，故並無呈列業務分類資料分析。

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5. (LOSS) PROFIT FROM OPERATIONS

(Loss) profit from operations has been arrived at after charging (crediting):

5. 經營(虧損)溢利

經營(虧損)溢利已扣除(計入)下列各項：

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Auditors' remuneration	核數師酬金		
- current year	- 本年度	388	370
- under (over) provision in the previous year	- 去年不足(超額)撥備	18	(20)
		<hr/>	<hr/>
Depreciation and amortisation	折舊及攤銷	406	350
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備虧損	3,263	3,229
Operating lease rentals in respect of land and buildings	土地及樓宇之 經營租賃租金	459	107
Staff costs, included emoluments of directors, rental expenses under an operating lease in respect of directors' quarters of HK\$778,000 (2002: HK\$831,000)	職工成本, 包括 董事袍金及 778,000港元 (二零零二年: 831,000港元) 董事宿舍之 經營租賃租金	2,801	4,217
Write back of allowance for inventories	撥回存貨津貼	27,804	31,895
Interest income	利息收入	-	(857)
		(754)	(897)
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6. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Particulars of the emoluments of the directors for the year are as follows:

6. 董事薪酬及五位最高薪酬人員

本年度董事薪酬詳情如下：

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Directors' fees:	董事袍金		
Executive directors	執行董事	—	—
Independent non-executive directors	獨立非執行董事	260	260
		<hr/>	<hr/>
		260	260
Other emoluments (executive directors):	其他薪酬(執行董事)：		
Salaries and other benefits	薪金及其他福利	2,784	2,881
Performance related incentive payments	與表現有關之獎勵金	358	845
Retirement benefits scheme contributions	退休福利計劃供款	149	189
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		3,291	3,915
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Total emoluments	薪酬總額	3,551	4,175

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6. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS - continued

6. 董事薪酬及五位最高薪酬人員 - 續

		Number of directors 董事人數	
		2003	2002
Emoluments of the directors are within the following bands:	董事薪酬之幅度如下：		
Nil - HK\$1,000,000	無 - 1,000,000 港元	5	3
HK\$1,000,001 - HK\$1,500,000	1,000,001 港元 - 1,500,000 港元	1	3
		<u>6</u>	<u>6</u>

No director waived any emoluments during the year.

年內，概無董事放棄任何酬金。

The five highest paid individuals of the Group included three (2002: three) directors, details of whose remuneration are set out above. The emoluments of the remaining two (2002: two) highest paid individuals are as follows:

本集團五位最高薪酬人員包括三位董事(二零零二年：三位)，彼等之薪酬詳情載於上文。其餘兩位最高薪酬僱員(二零零二年：兩位)之報酬如下：

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,238	1,187
Performance related incentive payments	與表現有關之獎勵金	146	458
Retirement benefits scheme contributions	退休福利計劃供款	92	109
Total emoluments	薪酬總額	<u>1,476</u>	<u>1,754</u>

The emoluments of each of them are below HK\$1,000,000.

各僱員薪酬均不超過1,000,000港元。

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7. FINANCE COSTS

The amount represents interest on bank and other borrowings wholly repayable within five years.

7. 財務費用

該項費用代表須於五年內全數償還之銀行及其他貸款利息。

8. TAXATION CREDIT (CHARGE)

8. 稅項確認(支出)

	2003 HK\$'000 千港元	2002 HK\$'000 千港元
The credit (charge) comprises: 稅項確認(支出)包括：		
Hong Kong Profits Tax calculated at 16% (2002: 16%) of the estimated assessable profit for the year		
- current year	—	(1,459)
- overprovision in prior years	1,228	164
	1,228	(1,295)
Other jurisdictions		
- underprovision in the prior year	(332)	(105)
Deferred taxation (note 18)	896	(1,400)
	852	385
	<u>1,748</u>	<u>(1,015)</u>

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group incurred a tax loss for the year.

由於本集團於本年度錄得稅項虧損，故並無在財務報表中作香港利得稅撥備。

Taxation outside Hong Kong is calculated at the rates prevailing in the respective jurisdictions.

海外稅項已根據有關地區之比率計算在內。

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9. DIVIDENDS

9. 股息

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Interim, paid - Nil (2002: 0.10 cent per share before the share consolidation (note 20))	中期(已支付) – 無 (二零零二年：股份 合併前每股0.10 港仙 (附註20))	–	3,916
Final, proposed - Nil (2002: 0.08 cent per share before the share consolidation)	末期(擬派發) – 無 (二零零二年：股份 合併前每股0.08 港仙)	–	3,133
		<u>–</u>	<u>7,049</u>

10. (LOSS) EARNINGS PER SHARE

10. 每股(虧損)盈利

基本及攤薄每股(虧損)盈利乃按以下數據計算：

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

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
(Loss) earnings for the purposes of basic and diluted (loss) earnings per share	基本及攤薄 每股(虧損)盈利 所用之(虧損)盈利		
Net (loss) profit for the year	本年度(虧損)溢利	<u>(17,809)</u>	<u>7,775</u>
Weighted average number of ordinary shares for the purpose of basic earnings per share	基本每股盈利而言 之普通股加權平均數	195,011,581	196,383,268
Effect of dilutive potential ordinary shares: Share options	具攤薄潛力之普通股之影響： 購股權	N/A不適用	<u>1,454,994</u>
Weighted average number of ordinary shares for the purposes of diluted earnings per share	攤薄每股盈利 而言之普通股 加權平均數	<u>N/A不適用</u>	<u>197,838,262</u>

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10. (LOSS) EARNINGS PER SHARE - continued

The weighted average number of ordinary shares for the purposes of basic and diluted earnings per share has been adjusted for the share consolidation on 28 January 2003.

The computation of diluted loss per share for 2003 does not assume the exercise of the potential ordinary shares since their exercise would result in a reduction in loss per share.

10. 每股(虧損)盈利 - 續

每股普通股之基本及攤薄盈利所用之加權平均數已就二零零三年一月二十八日之股份合併作出調整。

於計算二零零三年攤薄每股虧損時並無假設行使潛在普通股，因其行使將削減每股虧損。

11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP COST	本集團 成本值					
At 1 April 2002	於二零零二年四月一日	58,989	8,119	10,492	6,565	84,165
Additions	添置	—	650	430	360	1,440
Disposals	出售	—	(1,429)	(224)	(582)	(2,235)
At 31 March 2003	於二零零三年三月三十一日	58,989	7,340	10,698	6,343	83,370
DEPRECIATION AND AMORTISATION	折舊及攤銷					
At 1 April 2002	於二零零二年四月一日	6,434	4,143	4,581	5,229	20,387
Provided for the year	本年度撥備	1,158	748	937	420	3,263
Eliminated on disposals	於出售時抵銷	—	(1,022)	(96)	(563)	(1,681)
At 31 March 2003	於二零零三年三月三十一日	7,592	3,869	5,422	5,086	21,969
NET BOOK VALUES	賬面淨值					
At 31 March 2003	於二零零三年三月三十一日	51,397	3,471	5,276	1,257	61,401
At 31 March 2002	於二零零二年三月三十一日	52,555	3,976	5,911	1,336	63,778

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11. PROPERTY, PLANT AND EQUIPMENT - continued

The net book value of land and buildings shown above comprises:

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Land in Hong Kong:	在香港之土地：		
Long lease	長期租約	6,724	6,874
Medium-term lease	中期租約	37,164	37,992
		43,888	44,866
Land in the PRC:	中國之土地：		
Medium-term lease	中期租約	7,509	7,689
		51,397	52,555

11. 物業、廠房及設備 – 續

以下為土地及樓宇之賬面淨值：

12. INVESTMENTS IN SECURITIES

		Investment securities 投資證券	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
THE GROUP	本集團		
Equity securities, unlisted	非上市股本證券	400	400

The directors consider that the investments are worth at least their carrying values.

董事認為投資價值不少於其賬面值。

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13. INVENTORIES

13. 存貨

		THE GROUP 本集團	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Finished goods	製成品	115,476	216,946
Spare parts	配件	4,910	4,900
		<u>120,386</u>	<u>221,846</u>

Included in inventories is an amount of HK\$5,222,000 (2002: Nil) carried at net realisable value.

存貨中數值5,222,000港元(二零零二年：無)乃按變現淨值入賬。

14. TRADE AND OTHER RECEIVABLES

14. 貿易及其他應收款項

The Group allows a credit period of 30 days to its retail customers and an average credit period of 30 days after the issuance of architect certificate for project customers. The following is an aged analysis of trade receivables at the balance sheet date:

本集團允許三十天的信用期限予其零售客戶，及建築師證明書發出後三十天的平均信用期限予其工程項目客戶。於結算日，貿易應收款項的賬齡分析如下：

		THE GROUP 本集團	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
0 - 30 days	0-30天	22,847	36,346
31 - 60 days	31-60天	7,370	33,230
> 60 days	多於60天	33,268	53,889
		<u>63,485</u>	<u>123,465</u>
Other receivables	其他應收款項	6,542	15,086
		<u>70,027</u>	<u>138,551</u>

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15. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables at the balance sheet date:

		THE GROUP 本集團	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
0 - 30 days	0-30天	1,254	57,153
31 - 60 days	31-60天	1,074	8,127
> 60 days	多於60天	9,717	36,375
		<u>12,045</u>	<u>101,655</u>
Other payables	其他應付款項	5,570	13,969
		<u>17,615</u>	<u>115,624</u>

15. 貿易及其他應付款項

於結算日，貿易應付款項的賬齡分析如下：

16. BANK BORROWINGS

		THE GROUP 本集團	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Bank borrowings guaranteed by the Company, which are repayable within one year or upon demand, comprise the following:	在一年內或在要求下需要償還的獲本公司擔保之銀行借貸包括下列各項：		
Trust receipt loans	信託收據貸款	16,597	13,445
Bank loans and overdrafts	銀行貸款及透支	21,667	39,182
		<u>38,264</u>	<u>52,627</u>

16. 銀行借貸

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17. AMOUNT DUE TO A RELATED COMPANY

THE GROUP

The amount represents the balance due to Napson Trading Limited ("Napson"), a company in which Mr. Chu Ka Lok, Peter has a beneficial interest, in connection with the acquisition of Grant Return Investments Limited ("Grant Return") in the previous year. The amount is unsecured, interest-free and repayable by 60 consecutive monthly instalments of HK\$500,000 each from October 2001. The amount repayable within one year is classified as current liability.

17. 應付有關公司之款項

本集團

此欠款由Napson Trading Limited (「Napson」) 一間朱嘉樂先生持實益權益的公司，於去年收購宏集投資有限公司 (「宏集投資」) 而產生。該項欠款是無抵押、免息以及由二零零一年十月起連續60個月每月供款500,000港元分期歸還。一年內還清的欠款均視為流動負債。

18. DEFERRED TAXATION

18. 遞延稅項

		THE GROUP 本集團	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Balance at beginning of year	承前結餘	2,223	2,608
Credit for the year (note 8)	本年度確認 (附註8)	(852)	(385)
Balance at end of year	年終結餘	1,371	2,223

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18. DEFERRED TAXATION

- continued

At the balance sheet date, the major components of deferred taxation provided are as follows:

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Tax effect of timing differences because of:			
Excess of tax allowances over depreciation	時差之稅務影響： 免稅額與折舊額 之剩餘部分	2,658	2,090
Other timing differences	其他時差	139	133
Taxation loss arising	稅項虧損	(1,426)	—
		<u>1,371</u>	<u>2,223</u>

There was no significant unprovided deferred taxation arising during the year or at the balance sheet date.

18. 遞延稅項 – 續

於結算日，遞延稅項之主要部分如下：

年內或於結算日，並無重要而未撥備之遞延稅項。

19. INTERESTS IN SUBSIDIARIES

		THE COMPANY 本公司	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Unlisted shares, at carrying value	非上市股份， 按賬面價值	148,333	148,333
Amounts due from subsidiaries	附屬公司欠款	73,416	89,050
		<u>221,749</u>	<u>237,383</u>

19. 所佔附屬公司之權益

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19. INTERESTS IN SUBSIDIARIES - continued

The carrying value of the unlisted shares is based on the underlying net assets of the subsidiaries as at the time they became members of the Group pursuant to a corporate reorganisation in 1997.

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

Details of the Company's subsidiaries at 31 March 2003 are as follows:

Name of company 公司名稱	Place of incorporation or establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid/ registered capital 已發行及 繳足/註冊股本	Proportion of nominal value of issued/ registered share capital held by the Company 本公司所持發行/ 註冊股本面值百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Alpha Appliances (China) Limited 第一電業(中國)有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000港元	—	100%	Investment holding 投資控股
Alpha Appliances Limited 第一電業有限公司	Hong Kong 香港	Ordinary HK\$10,000 Non-voting deferred HK\$5,000,000 (Note 1) 普通股 10,000 港元 無投票權遞延股份 5,000,000 港元 (附註1)	—	100%	Distributing and trading in consumer electrical appliances 分銷及買賣消費 電器用品

19. 所佔附屬公司之權益 – 續

非上市股份之賬面值乃本集團旗下附屬公司於一九九七年之集團重組而成為本集團成員公司之日之基本資產淨值。

附屬公司欠款為非擔保，非帶息及無固定付款。

於二零零三年三月三十一日，本公司附屬公司之詳情如下：

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19. INTERESTS IN SUBSIDIARIES - continued

19. 所佔附屬公司之權益 – 續

Name of company 公司名稱	Place of incorporation or establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid/ registered capital 已發行及 繳足/註冊股本	Proportion of nominal value of issued/ registered share capital held by the Company 本公司所持發行/ 註冊股本面值百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Alpha Appliances Services Limited 第一電業服務有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000 港元	–	100%	Inactive 暫無營業
Alpha Contempo Limited	Hong Kong 香港	Ordinary HK\$100 普通股 100 港元	–	100%	Inactive 暫無營業
Alpha General (BVI) Holdings Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$1,000 普通股 1,000 美元	100%	–	Investment holding 投資控股
Alpha Hitech Limited 第一科技有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000 港元	100%	–	Inactive 暫無營業
Alpha Strategic Investment Limited 第一策略投資有限公司	Hong Kong 香港	Ordinary HK\$100 普通股 100 港元	–	100%	Inactive 暫無營業
Fair City Service Limited 輝城服務有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000 港元	–	100%	Inactive 暫無營業

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19. INTERESTS IN SUBSIDIARIES - continued

19. 所佔附屬公司之權益 – 續

Name of company 公司名稱	Place of incorporation or establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid/ registered capital 已發行及 繳足/註冊股本	Proportion of nominal value of issued/ registered share capital held by the Company 本公司所持發行/ 註冊股本面值百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Grant Return Investments Limited 宏集投資有限公司	Hong Kong 香港	Ordinary HK\$2,000,000 普通股 2,000,000 港元	—	100%	Property investment 物業投資
珍寶國際貿易(上海)有限公司 (Note 2)(附註2)	PRC 中國	Registered US\$200,000 註冊股 200,000美元	—	100%	Trading in consumer electrical appliances 買賣消費電器用品
廣州宏集電器貿易有限公司 (「廣州宏集」) (Note 3)(附註3)	PRC 中國	Registered RMB1,000,000 註冊股 人民幣1,000,000元	—	100%	Trading in consumer electrical appliances 買賣消費電器用品

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

於年終或年內之任何期間，各附屬公司均無任何未償還貸款資本。

Notes:

附註：

- The non-voting deferred shares, which are not held by the Group, carry practically no rights to dividends or to receive notice of or to attend or vote at any general meeting of the relevant company or to participate in any distribution on winding up.
- Wholly foreign owned enterprises established in PRC.
- A limited company established in PRC.

- 非本集團持有之無投票權遞延股份實際上不附有獲派付股息或接獲有關公司就召開任何股東大會所發出之通告或出席股東大會或於會上投票，或於公司清盤時取得任何分派之權利。
- 於中國成立之全外資企業。
- 於中國成立之有限公司。

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20.SHARE CAPITAL

20.股本

		Notes 附註	Number of shares 股份數目	Amount HK\$'000 千港元
Authorised:	法定：			
At 1 April 2001 and 31 March 2002, ordinary shares of HK\$0.01 each	於二零零一年四月一日及 二零零二年三月三十一日 每股面值0.01港元 之普通股		6,000,000,000	60,000
Shares consolidation, shares of HK\$0.20 each	每股面值0.20港元 之合併股份	(b)	<u>(5,700,000,000)</u>	<u>—</u>
At 31 March 2003	於二零零三年三月三十一日		<u>300,000,000</u>	<u>60,000</u>
Issued and fully paid:	已發行及繳足：			
At 1 April 2001, shares of HK\$0.01 each	於二零零一年四月一日 每股面值0.01港元之股份		3,866,024,000	38,660
Issue of shares upon exercise of share options	行使購股權 所發行之股份		90,000,000	900
Repurchase of shares	購回之股份		<u>(40,180,000)</u>	<u>(401)</u>
At 31 March 2002, shares of HK\$0.01 each	於二零零二年三月三十一日 每股面值0.01港元之股份		3,915,844,000	39,159
Repurchase of shares	購回之股份	(a)	<u>(32,526,000)</u>	<u>(325)</u>
Shares consolidation, shares of HK\$0.20 each	每股面值0.20港元 之合併股份	(b)	<u>(3,689,152,100)</u>	<u>—</u>
At 31 March 2003, shares of HK\$0.20 each	於二零零三年三月三十一日 每股面值0.20港元之股份		<u>194,165,900</u>	<u>38,834</u>

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20.SHARE CAPITAL - continued

20.股本 – 續

Notes:

附註：

- (a) During the year, the Company repurchased its own shares through the Stock Exchange as follows:

- (a) 於年內，本公司透過香港聯合交易所購回之股份如下：

Month of repurchase	購回月份	Number of shares repurchased 購回之股份數目	Price per share 每股價格		Aggregate price paid 已付總額 HK\$ 港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
September 2002	二零零二年九月	11,566,000	0.020	0.018	225,164
October 2002	二零零二年十月	14,990,000	0.019	0.017	276,130
November 2002	二零零二年十一月	5,970,000	0.020	–	119,400

The above shares were cancelled upon repurchase and, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares. The premium payable on repurchase was charged against share premium account. An amount equivalent to the nominal value of the shares cancelled was transferred from the accumulated profits to the capital redemption reserve (note 22).

以上之股份已於購回時註銷，本公司之已發行股份股本並已扣除有關股份之面值。就購回股份而應支付之溢價已自股份溢價賬中扣除。相等於被註銷股份面值之款項已自累計溢利轉撥至資本贖回儲備(附註22)。

- (b) Pursuant to an ordinary resolution passed at a special general meeting, the Company carried out a share consolidation whereby every 20 issued and unissued shares of HK\$0.01 each in the capital of the Company were consolidated into one share of HK\$0.20 each on 28 January 2003.

- (b) 根據股東特別大會通過之普通決議案，於二零零三年一月二十八日，本公司資本內每二十股每股面值0.01港元之已發行及未發行股份已合併為一股每股面值0.20港元之股份。

21. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 21 July 1997 for the primary purpose of providing incentives to directors and eligible employees, and will expire on 20 July 2007. Under the Scheme, the Board of Directors of the Company may grant options to full-time employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company.

At the date of directors' report, the number of shares in respect of which options had been granted under the Scheme was 5,900,000, representing 3% of the issued share capital of the Company at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 25% of the number of shares issued and issuable under the Scheme.

Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 per grant. Options may be exercised at any time from the date of grant to the 10th anniversary of the date of grant. The exercise price is determined by the Board of Directors of the Company, and will not be less than the higher of the 80% of average closing price of the Company's shares for the five business days immediately preceding the date of grant, and the nominal value of the Company's shares.

No option pursuant to the Scheme was granted during the year.

21. 購股權計劃

本公司之購股權計劃(「該計劃」)乃根據於一九九七年七月二十一日訂立之決議案所制定，其主要目的為鼓勵董事及合資格僱員之功績，並將於二零零七年七月二十日屆滿。根據該計劃之條款，董事會可向全職僱員(包括本公司或其附屬公司之執行董事在內)授出購股權以認購本公司股份。

於董事報告日，根據該計劃授出之購股權之股份數目為5,900,000相等於本公司於當日已發行股本之3%。根據該計劃授出之購股權而發行之股份數目，於任何時間，不得超逾本公司當時已發行股本面值之10%。向任何一位人士授出之購股權而發行之股份數目不得超過根據該計劃當時已發行及將予發行之股份數目之25%。

授出之購股權必須於授出後二十八天內，在支付每次1港元後領取，並可於授出日起十年內任何時間行使。認購價為本公司董事會所釐定之價格，並將不低於購股權授出日前五個工作日股份在聯交所之平均收市價之80%與本公司之股份面值兩者間之較高價格。

年內並無授出該計劃之購股權。

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21. SHARE OPTION SCHEME - continued

The following table discloses details of the Company's share options and movements during the year:

	Date of grant 授出日期	Exercisable period 可行使期間	Exercise price per share 每股行使價 HK\$ 港元 (Note) (附註)	Outstanding at 1.4.2002 於二零零二年 四月一日 尚未行使	Adjusted on 28.1.2003 於二零零三年 一月二十八日 調整 (Note) (附註)	Outstanding at 31.3.2003 於二零零三年 三月三十一日 尚未行使
Directors 董事	17.4.2001 17.12.2001	17.4.2001 -16.4.2011 17.12.2001 -16.12.2011	0.5504 0.7920	60,000,000 22,000,000	(57,000,000) (20,900,000)	3,000,000 1,100,000
				<u>82,000,000</u>	<u>(77,900,000)</u>	<u>4,100,000</u>
Employees 僱員	17.12.2001	17.12.2001 -16.12.2011	0.7920	36,000,000	(34,200,000)	1,800,000
Total 總計	17.4.2001 17.12.2001			60,000,000 58,000,000	(57,000,000) (55,100,000)	3,000,000 2,900,000
				<u>118,000,000</u>	<u>(112,100,000)</u>	<u>5,900,000</u>

Note: The number and the exercise price of options which remained outstanding on 28 January 2003 have been adjusted as a result of the share consolidation with effect on and from 28 January 2003.

21. 購股權計劃 - 續

本公司之購股權詳情及年內之變動見下表：

附註：於二零零三年一月二十八日尚未行使之購股權數目及行使價已根據於二零零三年一月二十八日起生效之股份合併作出調整。

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21. SHARE OPTION SCHEME - continued

21. 購股權計劃 – 續

	Date of grant 授出日期	Exercisable period 可行使期間	Exercise price per share 每股行使價 HK\$ 港元	Outstanding at at 1.4.2001 於二零零一年 四月一日 尚未行使	Granted during the year 於年內授出 (Note 1) (附註1)	Exercised during the year 於年內行使 (Note 2) (附註2)	Outstanding at at 31.3.2002 於二零零二年 三月三十一日 尚未行使
Directors 董事	17.4.2001 17.12.2001	17.4.2001 - 16.4.2011 17.12.2001 - 16.12.2011	0.02752 0.03960	– –	150,000,000 22,000,000	(90,000,000) –	60,000,000 22,000,000
				–	172,000,000	(90,000,000)	82,000,000
Employees 僱員	17.12.2001	17.12.2001 - 16.12.2011	0.03960	–	36,000,000	–	36,000,000
Total 總計	17.4.2001 17.12.2001			– –	150,000,000 58,000,000	(90,000,000) –	60,000,000 58,000,000
				–	208,000,000	(90,000,000)	118,000,000

Notes:

- (1) Total consideration received during the year from employees for taking up the options granted amounted to HK\$16. No charge is recognised in the income statement in respect of the value of options granted during the year.
- (2) The fair value of the Company's shares at the exercise date, 25 April 2001, was HK\$0.046, which was before the share consolidation as set out in note 20.

附註：

- (1) 年內因授出購股權予僱員而得之款項為16港元。收益表內並無確認有關年內授出購股權價值之支出。
- (2) 於行使日，即二零零一年四月二十五日（載於附註20內之股份合併前），本公司之股份之公平價值為0.046港元。

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22. RESERVES

22. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Dividend reserve 股息儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Accumulated profits (losses) 累積溢利 (虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司						
At 1 April 2001	於二零零一年四月一日	53,868	5,799	146,705	—	(3,739)	202,633
Premium on exercise of share options	行使購股權之溢價	1,576	—	—	—	—	1,576
Premium on repurchase of shares	購回股份之溢價	(801)	—	—	—	—	(801)
Share repurchase expense	購回股份之支出	(84)	—	—	—	—	(84)
2001 final dividend paid	二零零一年已付末期股息	—	(5,799)	—	—	—	(5,799)
2002 interim dividend declared	二零零二年已 宣派中期股息	—	3,916	(3,916)	—	—	—
2002 interim dividend paid	二零零二年已付中期股息	—	(3,916)	—	—	—	(3,916)
2002 final dividend proposed	二零零二年 建議末期股息	—	3,133	(3,133)	—	—	—
Transfer upon repurchase of shares	轉撥自股份購回	—	—	—	401	(401)	—
Net profit for the year	本年度純利	—	—	—	—	4,621	4,621
At 31 March 2002	於二零零二年 三月三十一日	54,559	3,133	139,656	401	481	198,230
Premium on repurchase of shares	購回股份之溢價	(296)	—	—	—	—	(296)
Share repurchase expenses	購回股份之支出	(74)	—	—	—	—	(74)
2002 final dividend paid	二零零二年 已付末期股息	—	(3,133)	—	—	—	(3,133)
Transfer upon repurchase of shares	轉撥自股份購回	—	—	—	325	(325)	—
Net loss for the year	本年度淨虧損	—	—	—	—	(1,807)	(1,807)
At 31 March 2003	於二零零三年 三月三十一日	54,189	—	139,656	726	(1,651)	192,920

The contributed surplus of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company and the nominal amount of the share capital issued by the Company under the corporate reorganisation in 1997, less distributions made out of contributed surplus.

本公司之繳入盈餘指本公司收購之附屬公司資產淨值之賬面值與本公司根據於一九九七年企業重組後所發行股本面值之溢額，扣除自繳入盈餘賬中作出之分派。

22. RESERVES - continued

In addition to the accumulated profits, under The Companies Act 1981 of Bermuda (as amended), the contributed surplus is also available for distribution to shareholders. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors of the Company, as at the balance sheet date, the Company's reserves available for distribution to shareholders were as follows:

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Contributed surplus	繳入盈餘	139,656	142,789
Accumulated (losses) profits	累積(虧損)溢利	(1,651)	481
		<u>138,005</u>	<u>143,270</u>

22. 儲備 - 續

除累積溢利外，根據百慕達一九八一年公司法(經修訂)，繳入盈餘賬亦可分派予各股東。然而，一間公司將不可宣派或派發股息或自繳入盈餘中作出分派，倘：

- (a) 該公司當時或於派款後無法償還到期之債務；或
- (b) 該公司資產之可變現值會因而減少至低於其債務與其已發行股本及股份溢價賬之總額。

本公司董事會認為，於結算日本公司可派發予股東的儲備如下：

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23. ACQUISITION OF A SUBSIDIARY

On 31 August 2001, the Group acquired the entire issued share capital of Grant Return from Napson for a cash consideration of HK\$31,096,000 payable as to HK\$1,096,000 by one lump sum on completion and as to the balance of HK\$30,000,000 by 60 consecutive equal monthly installments of HK\$500,000 each from October 2001.

This transaction has been accounted for using the purchase method of accounting.

23. 附屬公司併購

於二零零一年八月三十一日，本集團向Napson併購了宏集，現金代價為31,096,000港元，其中1,096,000港元已於完成時一次過繳付，而餘數30,000,000港元將由二零零一年十月起連續60個月每月供款500,000港元歸還。

此項交易採用會計中的購貨方式計算。

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Net assets acquired:	併購之淨資產：		
Property, plant and equipment	物業、廠房及設備	—	32,574
Other receivables	其他應收賬款	—	216
Bank balances and cash	銀行結餘及現金	—	628
Other payables	其他應付賬款	—	(826)
Taxation payable	稅項	—	(1,496)
		—	31,096
Satisfied by:	償還方法：		
Amount due to a related company	應付有關公司之款項	—	30,000
Cash	現金	—	1,096
		—	31,096
Satisfied by cash	以現金償還		
Net cash outflow arising on acquisition:	併購所耗之現金淨額		
Cash consideration paid	已付之現金代價	—	1,096
Bank balances and cash acquired	併購所得之銀行結餘及現金	—	(628)
Net cash outflow in connection with the acquisition of a subsidiary	併購附屬公司所耗之相關現金淨額	—	(468)

The cash flows and results contributed by the subsidiary acquired during the year were not significant.

併購之附屬公司於年內並無提供重大現金及業績貢獻。

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24. LEASE COMMITMENTS

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

Within one year	一年內
In the second to fifth year inclusive	兩年至五年 (首尾兩年包括在內)

Operating lease payments represent rentals payable by the Group for certain of its offices and warehouses, leases are fixed for an average of two years.

At the balance sheet date, the Company did not have any commitments under operating leases as lessee.

25. CONTINGENT LIABILITIES

Guarantees given to banks in respect of banking facilities granted to a subsidiary	就授予附屬公司之銀行融資向銀行作出之擔保
Guarantee given to a vendor in respect of goods supplied to subsidiaries	就供應予附屬公司之貨物向賣者作出之擔保

The extent of banking facilities utilised by the subsidiaries at 31 March 2003 amounted to HK\$38,264,000 (2002: HK\$52,627,000).

24. 經營租賃承擔

於結算日，本集團根據不可撤銷之經營租約承擔之未來最低租金付款如下：

2003 HK\$'000 千港元	2002 HK\$'000 千港元
1,264	1,799
—	11
<u>1,264</u>	<u>1,810</u>

經營租約付款即本集團租用若干辦公室所需繳付之租款，租約平均兩年訂立一次。

於結算日，本公司並無簽訂任何承租之經營租賃承擔。

25. 或然負債

THE GROUP 本集團		THE COMPANY 本公司	
2003 HK\$'000 千港元	2002 HK\$'000 千港元	2003 HK\$'000 千港元	2002 HK\$'000 千港元
—	—	263,090	287,600
—	—	84,112	84,112
<u>—</u>	<u>—</u>	<u>347,202</u>	<u>371,712</u>

於二零零三年三月三十一日，附屬公司已使用之銀行融資約為38,264,000港元(二零零二年：52,627,000港元)。

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26. RETIREMENT BENEFITS SCHEME

The Group has a defined contribution pension scheme for its qualifying employees. The scheme assets are held under a provident fund managed by Manual Life International Limited. The Group and its employees are each required to make contributions to the scheme calculated at 5% to 10% of the employees' basic salaries on a monthly basis. The employees are entitled to 100% of the Group's contribution and the related accrued interest after 10 years' of complete service, or at a reduced scale ranging between 30% to 90% after completion of 3 to 9 years' service. The forfeited contributions and related accrued interest are to be used to reduce the Group's contributions.

The above provident fund scheme was granted an exemption of the Mandatory Provident Fund Schemes. The principal deed and the rules of the above provident fund scheme were amended accordingly to comply with the rules of the Mandatory Provident Fund Schemes Ordinance.

With effect from 1 December 2000, the Group also participates in a mandatory provident fund scheme. The scheme assets are held under a mandatory provident fund operated by Manual Life Provident Fund Trust Company Limited. Under the scheme, the Group is required to make contributions to the scheme calculated at 5% of the employees' relevant income (as defined in the Mandatory Provident Fund Schemes Ordinance) on a monthly basis.

26. 退休福利計劃

本公司已為其合資格之僱員設立一項定額退休金供款計劃。該項計劃之資產由宏利保險國際有限公司所管理之公積金持有。本集團及僱員均須每月按僱員基本薪金5%至10%提供供款。僱員服務滿10年後，可全數收取本集團供款及有關應計利息，或服務滿三至九年後，可按30%至90%之遞減比例收取供款。沒收供款及有關之應計利息將用以扣減本集團供款。

上述之退休金供款計劃已被列入強制性公積金豁免範圍以內。其中主要規條及契約已根據強制性公積金計劃條例作適當修改。

本集團自二零零零年十二月一日亦已參予強制性公積金計劃。該項計劃資產同時由宏利保險國際有限公司所管理之公積金持有。本集團須每月按僱員薪金之5%提供供款（根據強制性公積金條例所規定）。

26. RETIREMENT BENEFITS SCHEME - continued

The employees of the subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to make contributions to the state retirement scheme in the PRC based on 11% to 22% of the monthly salaries of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of services in accordance with the relevant government regulations. The PRC government is responsible for the pension liability to these retired staff.

The total cost charged to income statement of HK\$1,356,000 (2002: HK\$1,488,000) represents contributions payable to these schemes by the Group in respect of the current reporting period.

As at the balance sheet date, there were no forfeited contributions available to offset future contributions of the Group to the above schemes.

27. RELATED PARTY TRANSACTIONS

During the year ended 31 March 2002, the Group acquired the entire issued share capital of Grant Return from Napson (note 17). The cash consideration was HK\$31,096,000 of which HK\$1,096,000 was paid on completion and the balance of HK\$30,000,000 is payable by 60 consecutive equal monthly instalments of HK\$500,000 each from October 2001.

26. 退休福利計劃 – 續

於中國附屬公司之僱員乃中國政府之退休福利計劃成員。有關中國附屬公司須按現有僱員每月薪金之11%至22%供款予中國之國家退休計劃。僱員可收取根據有關政府條文，以其退休時之基本薪金及服務年期計算而得之退休金。中國政府有責任承擔有關退休僱員之退休金。

收益表內總支出1,356,000港元(二零零二年：1,488,000港元)代表本集團於本會計期間有關此等計劃之應付供款。

於結算日，概無沒收供款可抵銷本集團就該計劃而需作出未來供款。

27. 有關人士之交易

於截至二零零二年三月三十一日止年度，本集團由Napson(附註17)併購了宏集所有已發行股本。現金代價為31,096,000港元，其中1,096,000港元於完成時已繳付，而餘數30,000,000港元，由二零零一年十月起連續六個月以每月500,000港元定額分期歸還。

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27. RELATED PARTY TRANSACTIONS - continued

During the period from 1 April 2001 to 31 August 2001 (the date of acquisition of Grant Return by the Group), the Group paid godown rentals amounting to HK\$857,500 to Grant Return. In addition, the Group paid rentals amounting to HK\$798,000 to Napson during the year ended 31 March 2003 (2002: HK\$948,000). The rentals were determined with reference to prevailing market rent when the relevant rental agreements were entered into.

28. ULTIMATE HOLDING COMPANY

In the opinion of the directors, Charmwood Development Limited, a company incorporated in Liberia, is the ultimate holding company of the Group.

27. 有關人士之交易 – 續

於二零零一年四月一日至八月三十一日期間(即本集團併購宏集之日期)，本集團繳付予宏集共857,500港元之倉庫租金。另外，本集團於截至二零零三年三月三十一日止年度共繳付798,000港元(二零零二年：948,000港元)作租金予Napson。此租金是參考簽訂有關租務協議時之市場租金而釐定。

28. 最終控股公司

董事會認為，在利比利亞成立之Charmwood Development Limited為本集團之最終控股公司。