

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company and it also provides corporate management services. Its subsidiaries are principally engaged in the design and marketing of telephone and related products.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, the following Hong Kong Financial Reporting Standards (“HKFRS(s)”) issued by the Hong Kong Society of Accountants (“HKSA”), the term of HKFRS is inclusive of Statements of Standard Accounting Practice (“SSAP(s)”) and Interpretations approved by the HKSA:

SSAP 12 (Revised)

Income Taxes

The adoption of this standard had no material effect on the results for the current or prior accounting periods and, accordingly, no prior period adjustment is required.

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 December each year.

1. 一般資料

本公司為在百慕達註冊成立之受豁免有限公司。本公司股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司乃一間投資控股公司，亦提供企業管理服務。其附屬公司主要從事設計及向市場推廣電話及相關產品。

2. 採納香港財務報告準則

本集團於本年度首次採納以下由香港會計師公會（「香港會計師公會」）發出之香港財務報告準則（「香港財務報告準則」）。香港財務報告準則之條款包括香港會計師公會發出之會計實務準則（「會計實務準則」）及詮釋：

會計實務準則第12號（經修訂） 所得稅

採納此會計實務準則對現時或之前會計期間之業績，並無構成任何重大影響。因此，毋須對過往期間作任何調整。

3. 主要會計政策

財務報表乃根據歷史成本法及香港公認會計原則而編製。所採用之主要會計準則如下：

綜合基準

綜合財務報表載列本公司及其附屬公司截至每年十二月三十一日止之財務報表。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Where a subsidiary operates under severe restrictions that significantly impair its ability to transfer funds to the Company, the Group's interest in the subsidiary is accounted for as investments other than held-to-maturity securities in accordance with SSAP 24 "Accounting for Investments in Securities" and included in the Group's balance sheet at cost less any identified impairment loss.

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 inter-company transactions and balances within the Group are eliminated on consolidation.

Investments in subsidiaries

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

Jointly controlled entities

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

The Group's interests in jointly controlled entities are included in the consolidated balance sheet at the Group's share of the net assets of the jointly controlled entities less any identified impairment loss. The Group's share of the post-acquisition results of its jointly controlled entities is included in the consolidated income statement.

Revenue recognition

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

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

3. 主要會計政策(續)

根據會計實務準則第24號「計算證券投資」，若某間附屬公司因在極嚴謹限制下經營，嚴重削弱其將資金轉撥至本公司之能力，則本集團於該附屬公司之權益，會當作投資(不包括持至到期日之證券)而計算，及按成本值減任何已識別之減值虧損包括於本集團之資產負債表中。

年內收購或出售之附屬公司業績，已由收購之生效日期起，或直至出售之生效日(以適用者為準)計入綜合收益表內。

所有集團內公司間之重大交易及結餘，已於綜合賬目時抵銷。

於附屬公司之投資

於附屬公司之投資已按成本減去任何已確認之減值虧損載入本公司之資產負債表。

合營公司

合營公司指根據合營安排而成立之獨立實體。每位合營者於該實體中均擁有權益。

本集團於綜合資產負債表內佔合營公司之權益，是按本集團所佔該合營公司之資產淨值，減任何已確認之減值虧損列賬。本集團所佔其合營公司於收購後之業績，乃列入綜合收益表內。

收入確認

貨品銷售於貨品付運及所有權轉移時予以確認。

銀行存款之利息收入，乃按本金餘額之定期比例基準及適用利率累計。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment

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

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

Plant and machinery	20%
Leasehold improvements	15%
Furniture, fixtures and equipment	15%
Telephone and computer systems	30%
Motor vehicles	20%-30%

Assets held under finance leases are depreciated over their estimated useful lives or, where shorter, the term of the relevant lease on the same basis as assets owned by the Group.

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.

Leased assets

Leases are classified as finance leases when the terms of the leases transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair value at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the period of the relevant lease so as to produce a constant periodic rate of charge on the remaining balances of the obligations for each accounting year.

All other leases are classified as operating leases and the rentals payables are charged to the income statement on a straight line basis over the relevant lease term.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備按成本減累積折舊或攤銷及累積減值虧損後入賬。

折舊及攤銷乃按每項物業、廠房及設備之估計可使用年期以直線法撇銷其成本，有關之年率載列如下：

廠房及機器	20%
租賃物業裝修	15%
傢俬、裝置及設備	15%
電話及電腦系統	30%
汽車	20%-30%

根據融資租賃持有之資產乃以與本集團持有之資產相同之基準，按其預計可使用年期或有關租約年期(取較短者)計算折舊。

出售資產或資產報廢所產生之盈虧，乃釐定為該資產之銷售所得款項與賬面值之間之差額，並於收益表內確認。

租賃資產

凡租約條款規定將有關資產擁有權之絕大部份風險及利益轉移至本集團之租約，均列為融資租賃。根據融資租賃持有之資產以其於購入日期之公平價值撥作資本。出租人之相應負債(扣除利息開支)，乃於資產負債表內列入融資租賃之承擔。為使各會計年度對承擔餘額之扣除比率保持穩定，財務成本(即租賃總承擔與所購入資產公平價值之差額)均按有關租約於收益表內扣除。

所有其他租約均列為經營租約，應付租金以直線法按有關租約年期計入收益表。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight line basis over its economic useful life.

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

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. An 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, but so 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.

Inventories

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

3. 主要會計政策 (續)

研究及開發支出

研究支出乃於其產生之期間，確認為一項開支。

開發支出產生之內部產生無形資產，於預期可明確界定之項目所產生之開發費用，將可於日後透過商業活動而收回時，才予以確認。因此而產生之資產，乃以直線法按其經濟可使用年期予以攤銷。

若沒有可確認內部產生無形資產，則開發支出乃於其產生期間，確認為開支。

減值

於每個結算日，本集團檢查其資產之賬面值，以決定是否有任何顯示該等資產受到減值虧損。若某資產之可收回款額估計少於其賬面值，則該資產賬面值減至其可收回款額。減值虧損隨即確認為開支。

當減值虧損於其後撥回，該資產之賬面值增至其可收回款額之修訂估計值。然而，賬面值之增加，不超過假若該資產於過往年度並無減值虧損確認所應釐定之賬面值。減值虧損之撥回數額隨即確認為收入。

存貨

存貨乃按成本與可變現淨值兩者中之較低數額入賬。成本乃按加權平均法計算。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Convertible notes

Convertible notes are separately disclosed and regarded as liabilities unless conversion actually occurs. The finance cost recognised in the income statement in respect of the convertible notes is calculated so as to produce a constant periodic rate of charge on the remaining balance of the convertible bonds for each accounting period.

Retirement benefit scheme contributions

Payments to the Mandatory Provident Fund Scheme are charged as expenses as they fall due. The amount of contributions payable to pension schemes in jurisdictions other than Hong Kong are also charged to the income statement.

Foreign currencies

Transactions in currencies other than Hong Kong dollars are initially recorded at the rates of exchange prevailing on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are dealt with in net profit or loss for the year.

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

3. 主要會計政策(續)

可換股票據

可換股票據乃個別作出披露，除非已實際作出轉換，否則列作負債。就可換股票據於收益表內確認之財務成本，乃計算以提供可換股票據餘下結餘於各會計期間之固定定期比率。

退休福利計劃供款

向強制性公積金計劃所作出之供款於到期時作為開支扣除。在香港以外之司法權區應付退休金計劃之供款金額亦於收益表中扣除。

外幣

以外幣(港元除外)計價之交易最初按交易日期之現行匯率或訂約交收匯率記錄。以外幣(港元除外)結算之貨幣資產及負債表按結算日之現行匯率重新換算。因匯兌而引起之收益及虧損均撥入本年度之溢利淨額或虧損淨額。

於綜合賬目時，本集團於香港以外地區之業務之資產及負債，乃按結算日之現行匯率予以換算。收入及開支項目按本年度之平均匯率換算。產生之匯兌差額(如有)乃列為股本權益，並撥入本集團之換算儲備內。該等換算差額，於出售業務之期間確認為收入或開支。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

3. 主要會計政策 (續)

稅項

所得稅支出指現時應付稅項及遞延稅項。

現時應付稅項按本年度應課稅溢利計算。應課稅溢利與收益表所報溢利淨額不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括永遠毋須課稅或可扣減之收益表項目。

遞延稅項指就財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者，預期須計算應付或可收回稅項之差額，並以負債法處理。遞延稅項負債通常會就所有應課稅暫時差異予以確認，而遞延稅項資產則限於應課稅溢利有可能全數用以抵銷可扣減暫時差異予以確認。若暫時差異因商譽(或負商譽)或因一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中開始確認其他資產及負債而引致，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司之投資而引致之應課稅暫時差異而確認，惟若本集團可控制暫時差異之逆轉，以及暫時差異可能不會於可見將來逆轉則除外。

遞延稅項資產之賬面值於每個結算日均作檢討，並在不大有可能再有足夠應課稅溢利情況下，減少至可以收回全部或部份的資產。

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會於收益表中計入或扣除，惟若其有關直接於股東權益中計入或扣除之項目，則遞延稅項亦會於股本權益中處理。

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4. SEGMENT INFORMATION

Turnover represents the gross amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, during the year.

Geographical segments by location of customers with reference to the location of final users of the telephones and related equipment for the year ended 31 December 2003:

4. 分類資料

營業額為本年度內本集團向外界客戶銷售貨品減退貨及折扣後所收取及應收取之款項總額。

截至二零零三年十二月三十一日止年度之業務地區分類(按客戶所在地點劃分,並經參考電話及相關設備最終用戶之所在地):

		Europe 歐洲							Asia Pacific 亞太區		Total	
		United Kingdom	France	Germany	Italy	Sweden	Portugal	Spain	Other European countries	Australia	Other Asia Pacific countries	Total
		英國	法國	德國	意大利	瑞典	葡萄牙	西班牙	其他歐洲國家	澳洲	其他亞太區國家	總額
		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
TURNOVER	營業額	613,570	126,429	158,073	138,974	36,334	25,995	38,601	87,402	110,913	17,227	1,353,518
RESULTS	業績											
Segment results	分類業績	50,719	12,026	15,036	11,925	2,644	2,473	3,672	8,314	6,327	1,639	114,775
Unallocated corporate revenue	無分配之公司收入											761
Unallocated corporate expenses	無分配之公司開支											(54,355)
Profit from operations	經營溢利											61,181
Finance costs	財務成本											(5,366)
Profit before taxation	除稅前溢利											55,815
Taxation	稅項											(4,057)
Profit before minority interests	未計少數股東權益前溢利											51,758
Minority interests	少數股東權益											40
Net profit for the year	本年度溢利淨額											51,718
OTHER INFORMATION	其他資料											
Capital additions	添置資本											27,136
Depreciation and amortisation of property, plant and equipment	折舊及攤銷物業、廠房及設備											1,449
Amortisation of product development expenditure	攤銷產品開發支出											11,550

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4. SEGMENT INFORMATION (continued)

4. 分類資料(續)

		Europe 歐洲							Asia Pacific 亞太區			
		United Kingdom	France	Germany	Italy	Sweden	Portugal	Spain	Other European countries	Australia	Other Asia Pacific countries	Total
		英國	法國	德國	意大利	瑞典	葡萄牙	西班牙	其他 歐洲國家	澳洲	其他 亞太區 國家	總額
		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
CONSOLIDATED	綜合											
BALANCE SHEET	資產負債表											
ASSETS	資產											
Segment assets	分類資產	112,033	38,288	3,745	7,536	255	170	2,549	7,026	5,987	3,640	181,229
Unallocated corporate assets	無分配之公司 資產											194,865
												376,094
LIABILITIES	負債											
Unallocated corporate liabilities	無分配之公司 負債											283,896

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4. SEGMENT INFORMATION (continued)

Geographical segments by location of customers with reference to the location of final users of the telephones and related equipment for the year ended 31 December 2002:

4. 分類資料(續)

截至二零零二年十二月三十一日止年度之業務地區分類(按客戶所在地點劃分,並經參考電話及相關設備最終用戶之所在地):

		Europe 歐洲							Asia Pacific 亞太區		Total 總額	
		United Kingdom 英國	France 法國	Germany 德國	Italy 意大利	Sweden 瑞典	Portugal 葡萄牙	Spain 西班牙	Other European countries 其他歐洲國家	Australia 澳洲		Other Asia Pacific countries 其他亞太區國家
		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	
TURNOVER	營業額	382,802	18,694	60,074	58,219	20,195	6,517	16,922	65,037	61,635	20,012	710,107
RESULTS	業績											
Segment results	分類業績	43,131	972	7,561	7,328	2,542	820	2,130	8,187	5,476	2,518	80,665
Unallocated corporate revenue	無分配之公司收入											400
Unallocated corporate expenses	無分配之公司開支											(43,523)
Profit from operations	經營溢利											37,542
Finance costs	財務成本											(4,132)
Profit before taxation	除稅前溢利											33,410
Taxation	稅項											(101)
Profit before minority interests	未計少數股東權益前溢利											33,309
Minority interests	少數股東權益											(35)
Net profit for the year	本年度溢利淨額											33,344
OTHER INFORMATION	其他資料											
Capital additions	添置資本											9,708
Depreciation and amortisation of property, plant and equipment	折舊及攤銷物業、廠房及設備											1,260
Amortisation of product development expenditure	攤銷產品開發支出											6,720

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For the year ended 31 December 2003
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4. SEGMENT INFORMATION (continued)

4. 分類資料(續)

	Europe 歐洲								Asia Pacific 亞太區		Total
	United Kingdom	France	Germany	Italy	Sweden	Portugal	Spain	Other European countries	Australia	Other Asia Pacific countries	
	英國	法國	德國	意大利	瑞典	葡萄牙	西班牙	其他歐洲國家	澳洲	其他亞太區國家	總額
	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
CONSOLIDATED BALANCE SHEET	綜合資產負債表										
ASSETS	資產										
Segment assets	76,341	8,277	4,579	14,249	294	—	2,931	5,932	3,389	2,646	118,638
Unallocated corporate assets											43,961
											<u>162,599</u>
LIABILITIES	負債										
Unallocated corporate liabilities											146,172

As all of the Group's turnover and contribution to results were derived from the design and sale of telephones and related equipment. Accordingly, no separate business segment analysis is presented for the Group.

As at 31 December 2003 and 2002, more than 90% of the identifiable assets and liabilities of the Group are located in Hong Kong.

由於所有本集團營業額及業績貢獻皆來自設計及銷售電話及相關設備。因此，本集團並無呈報獨立業務分類分析。

於二零零三年及二零零二年十二月三十一日，本集團超過90%之可辨識資產及負債均位於香港。

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5. PROFIT FROM OPERATIONS

5. 經營溢利

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Profit from operations has been arrived at after charging:	經營溢利已扣除下列各項：		
Product development expenditure	產品開發支出	20,562	11,806
Less: Amount capitalised	減：資本化金額	(16,492)	(8,893)
		<u>4,070</u>	<u>2,913</u>
Amortisation of intangible assets included in selling and distribution expenses	列入銷售及分銷開支之無形資產攤銷	11,550	6,720
Auditors' remuneration:	核數師酬金：		
- current year	－本年度	690	650
- underprovision in prior year	－往年撥備不足	87	—
Cost of inventories recognised as expenses	確認為開支之存貨成本	1,184,124	599,213
Depreciation and amortisation on:	折舊及攤銷以下各項：		
- assets owned by the Group	－本集團擁有之資產	1,089	1,149
- assets under finance leases	－按融資租賃之資產	360	111
Loss on disposal of property, plant and equipment	出售物業、廠房及設備產生之虧損	72	9
Staff costs, including retirement benefit scheme contributions	員工成本，包括退休福利計劃供款	25,782	22,967
and after crediting:	並已計入：		
Interest income	利息收入	<u>40</u>	<u>87</u>

6. FINANCE COSTS

6. 財務成本

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Interest on:	以下各項利息：		
- bank borrowings wholly repayable within five years	－須於五年內全數償還之銀行借貸	5,025	2,335
- convertible notes	－可換股票據	213	1,716
- finance leases	－融資租賃	128	81
		<u>5,366</u>	<u>4,132</u>

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For the year ended 31 December 2003
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7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Particulars of the emoluments of the directors and five highest paid individuals for the year were as follows:

(a) Directors' remuneration

Fees:	袍金：
Executive directors	執行董事
Non-executive directors	非執行董事
Other emoluments:	其他酬金：
Executive directors	執行董事
- salaries and other benefits	- 薪金及其他福利
- retirement benefit scheme contribution	- 退休福利計劃供款

The emoluments of the directors were within the following bands:

Not exceeding HK\$1,000,000	不超過 1,000,000 港元
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元 – 1,500,000 港元
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元 – 2,000,000 港元
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元 – 3,000,000 港元

7. 董事及僱員酬金

董事及五位最高薪人士於本年度之酬金詳情如下：

(a) 董事酬金

2003	2002
HK\$'000	HK\$'000
千港元	千港元
—	—
120	165
<u>120</u>	<u>165</u>
10,800	7,675
48	43
<u>10,848</u>	<u>7,718</u>
<u>10,968</u>	<u>7,883</u>

董事酬金分為下列組別：

Number of directors	
董事人數	
2003	2002
3	4
—	1
—	1
4	2
<u>3</u>	<u>8</u>

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7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(continued)

(b) Employees' remuneration

Of the five individuals with the highest emoluments in the Group, four (2002: four) were directors of the Company whose emoluments are included in the disclosure in the paragraph above. The emoluments of all the five highest paid individuals including directors were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contribution	退休福利計劃供款

The emoluments of these five individuals are within the following bands:

HK\$1,500,001 - HK\$2,000,000	1,500,001 港元 - 2,000,000 港元
HK\$2,000,001 - HK\$3,000,000	2,000,001 港元 - 3,000,000 港元

During the year ended 31 December 2003 and 2002, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year.

7. 董事及僱員酬金 (續)

(b) 僱員酬金

在本集團五名最高酬金之人士當中，四名(二零零二年：四名)為本公司之董事，其酬金載於上一段所披露者中。五名最高酬金之人士(包括董事)之酬金如下：

2003 HK\$'000 千港元	2002 HK\$'000 千港元
12,726	10,156
60	60
<u>12,786</u>	<u>10,216</u>

此五名最高酬金之人士分為下列組別：

2003 No. of employees 僱員數目	2002 No. of employees 僱員數目
—	3
5	2

於截至二零零三年及二零零二年十二月三十一日止年度，本集團並無支付酬金予五位最高薪人士(包括董事)，作為加入本集團或之後之獎勵或作為離職補償。此外，年內，概無董事放棄任何酬金。

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For the year ended 31 December 2003
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8. TAXATION

The charge comprises:	稅項支出包括：
Hong Kong Profits Tax	香港利得稅
- Current year	- 本年度
- Underprovision in prior years	- 往年撥備不足
Overseas taxation of subsidiaries	附屬公司之海外稅項
Deferred tax (note 28)	遞延稅項（附註 28）

The charge for the year represents the provision for Hong Kong Profits Tax calculated at 17.5% (2002: 16%) of the estimated assessable profit of certain subsidiaries for the year.

In June 2003, the Hong Kong Profits Tax rate was increased from 16% to 17.5% with effect from the 2003/2004 year of assessment.

The charge for the year to Hong Kong Profits Tax has been relieved by approximately HK\$6,329,000 as a result of tax losses brought forward from previous years. For the year ended 31 December 2002, no provision for taxation of certain subsidiaries of the Group had been made in the financial statements as the assessable profit of those subsidiaries which were subject to taxation was wholly absorbed by tax losses brought forward.

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions. Other companies of the Group which are subject to taxation incurred tax losses for the year.

8. 稅項

2003	2002
HK\$'000	HK\$'000
千港元	千港元
2,908	101
88	—
<u>2,996</u>	<u>101</u>
739	—
322	—
<u>4,057</u>	<u>101</u>

本年度之稅項支出乃就根據若干附屬公司本年度之估計應課稅溢利按稅率17.5%（二零零二年：16%）計算之香港利得稅撥備。

於二零零三年六月，香港利得稅稅率由16%增至17.5%，自二零零三年／二零零四年課稅年度起生效。

由於承前自過往年度之稅項虧損，本年度香港利得稅支出已獲減免約6,329,000港元。截至二零零二年十二月三十一日止年度，由於本集團若干附屬公司之應課稅溢利與承前之稅項虧損全數抵銷，故並無就該等附屬公司之稅項於財務報表作出撥備。

海外稅項乃按各司法權區之現行稅率計算。本集團其他須繳納稅項之公司於本年度產生稅項虧損。

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8. TAXATION (continued)

The charge for the year can be reconciled to the profit before taxation per the income statement as follows:

8. 稅項 (續)

本年度之支出與收益表之除稅前溢利對賬如下：

		2003		2002	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Profit before taxation	除稅前溢利	<u>55,815</u>		<u>33,410</u>	
Tax at the domestic income tax rate of 17.5% (2002: 16%)	按本地所得稅率 17.5% (二零零二年：16%) 計算之稅項	9,768	17.5	5,346	16.0
Tax effect of expenses not deductible for tax purpose	在稅務上不能扣減之支出之稅務影響	207	0.4	367	1.1
Tax effect of income not taxable for tax purpose	在稅務不需評稅之收入之稅務影響	(6)	—	(8)	—
Utilisation of tax losses previously not recognized	運用前期未確認之稅務虧損	(6,329)	(11.3)	(6,043)	(18.1)
Underprovision in respect of prior years	往年撥備不足	88	0.1	—	—
Effect of different tax rates of overseas subsidiaries	海外附屬公司之不同稅率之影響	308	0.6	—	—
Others	其他	21	—	439	1.3
Tax expense and effective tax rate for the year	本年度稅項支出及實際稅率	<u>4,057</u>	<u>7.3</u>	<u>101</u>	<u>0.3</u>

Details of deferred taxation are set out in note 28.

遞延稅項之詳情載於附註28。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003
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9. DIVIDENDS

2003 Interim dividend of HK1.5 cent per share paid (2002: nil)	已付二零零三年中期股息 每股 1.5 港仙 (二零零二年：零)
2002 Special dividend of HK0.5 cent per share paid	已付二零零二年特別股息 每股 0.5 港仙

The final dividend of HK2 cents per share for the year ended 31 December 2003 has been proposed by the directors and is subject to approval by the shareholders in the general meeting.

During the year ended 31 December 2003, the Company paid an interim dividend of HK1.5 cent per share. In addition, the special dividend of HK0.5 cent per share for the year ended 31 December 2002 was paid out of the distributable reserve arising from the reduction of the share premium account which were approved by the shareholders of the Company on 6 June 2003.

9. 股息

2003	2002
HK\$'000	HK\$'000
千港元	千港元
4,627	—
1,342	—
<u>5,969</u>	<u>—</u>

董事已建議派付截至二零零三年十二月三十一日止年度每股2港仙之末期股息，並須待股東於週年大會上批准。

截至二零零三年十二月三十一日止年度，本公司已支付每股1.5港仙之中期股息。此外，本公司股東已於二零零三年六月六日批准自削減股份溢價賬所產生之可供分派儲備中，派付截至二零零二年十二月三十一日止年度每股0.5港仙之特別股息。

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10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share for the year is based on the following data:

10. 每股盈利

本年度之每股基本及攤薄盈利乃根據以下數據計算：

		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Earnings for the purposes of basic earnings per share	用以計算每股基本盈利之盈利	51,718	33,344
Effect of dilutive potential ordinary shares:	具潛在攤薄影響之普通股：		
Interest on convertible notes	可換股票據利息	67	1,191
Earnings for the purposes of diluted earnings per share	用以計算每股攤薄盈利之盈利	<u>51,785</u>	<u>34,535</u>
Weighted average number of ordinary shares for the purposes of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	283,980,598	268,367,288
Effect of dilutive potential ordinary shares:	具潛在攤薄影響之普通股：		
Share options	購股權	4,979,838	39,826
Warrants	認股權證	711,252	—
Convertible notes	可換股票據	<u>1,904,310</u>	<u>15,307,643</u>
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<u>291,575,998</u>	<u>283,714,757</u>

The computation of diluted earnings per share for the year ended 31 December 2002 did not assume the exercise of the Company's warrants as the exercise price of the warrants was higher than the average market price of the Company's shares.

計算截至二零零二年十二月三十一日止年度之每股攤薄盈利時，並無假設行使本公司之認股權證，原因為認股權證之行使價高於本公司股份之平均市價。

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11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

		Plant and machinery	Leasehold improve- ments	Furniture, fixtures and equipment	Telephone and computer systems	Motor vehicles	Total
		廠房及機器	租賃 物業裝修	傢俬、 裝置及 設備	電話及 電腦系統	汽車	總額
		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
THE GROUP	本集團						
COST	成本						
At 1 January 2003	於二零零三年一月一日	—	219	1,086	2,876	1,075	5,256
Currency realignment	貨幣調整	—	—	67	40	48	155
Additions	添置	9,340	—	119	352	833	10,644
Disposals	出售	—	—	(141)	(372)	(94)	(607)
At 31 December 2003	於二零零三年 十二月三十一日	9,340	219	1,131	2,896	1,862	15,448
DEPRECIATION AND AMORTISATION	折舊與攤銷						
At 1 January 2003	於二零零三年一月一日	—	30	932	1,421	699	3,082
Currency realignment	貨幣調整	—	—	51	15	21	87
Provided for the year	本年度撥備	156	33	25	905	330	1,449
Eliminated on disposals	出售時撇銷	—	—	(95)	(366)	(60)	(521)
At 31 December 2003	於二零零三年 十二月三十一日	156	63	913	1,975	990	4,097
NET BOOK VALUE	賬面淨值						
At 31 December 2003	於二零零三年 十二月三十一日	9,184	156	218	921	872	11,351
At 31 December 2002	於二零零二年 十二月三十一日	—	189	154	1,455	376	2,174

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11. PROPERTY, PLANT AND EQUIPMENT (continued)

At 31 December 2003, the net book value of the Group's plant and machinery, telephone and computer systems and motor vehicles included an aggregate amount of approximately 9,184,000 (2002: Nil), HK\$112,000 (2002: HK\$13,000) and HK\$552,000 (2002: HK\$116,000), respectively, in respect of assets held under finance leases.

The Company did not have any property, plant and equipment as at the balance sheet date.

12. INTEREST IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本
Less: Impairment losses recognised	減：已確認減值虧損
Amounts due from subsidiaries	應收附屬公司款項
Less: Allowance on amounts due from subsidiaries	減：應收附屬公司款項備抵

The amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment terms. In the opinion of directors, the amounts will not be repayable in the next twelve months of the balance sheet date and accordingly, the amounts are shown as non-current.

Details of the Company's principal subsidiaries at 31 December 2003 are set out in note 35.

11. 物業、廠房及設備 (續)

於二零零三年十二月三十一日，就按融資租賃持有之資產而言，本集團之廠房及設備、電話及電腦系統及汽車之賬面淨值，分別為總額約9,184,000港元(二零零二年：無)、112,000港元(二零零二年：13,000港元)及552,000港元(二零零二年：116,000港元)。

本公司於結算日並無任何物業、廠房及設備。

12. 於附屬公司之權益

THE COMPANY	
本公司	
2003	2002
HK\$'000	HK\$'000
千港元	千港元
86,803	86,803
(86,803)	(86,803)
—	—
192,288	162,503
(115,536)	(115,536)
76,752	46,967

應收附屬公司款項為無抵押、免息及無固定還款期。董事認為，該筆款項將毋須於結算日起未來十二個月償還，故被呈列為非流動款項。

本公司各主要附屬公司於二零零三年十二月三十一日之詳情載於附註35。

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13. SUBSIDIARY NOT CONSOLIDATED

On December 11, 1998, the directors resolved to place H B Electronics Limited ("HBE"), a wholly-owned subsidiary of the Company incorporated in Hong Kong, into liquidation.

Following negotiations with the creditors of HBE, the Company and other group companies had assumed the obligations of HBE previously guaranteed by them and they had been recognised in the financial statements. The Group had no further obligation to satisfy the liabilities of HBE. During the year ended 31 December 2003, the liquidation of HBE was completed.

14. INTEREST IN/AMOUNT DUE FROM (TO) A JOINTLY CONTROLLED ENTITY

Share of net assets of a jointly controlled entity

13. 未綜合之附屬公司

於一九九八年十二月十一日，董事議決將一間於香港註冊成立之全資附屬公司錫威電子有限公司（「錫威電子」）清盤。

隨著與錫威電子之債權人磋商後，本公司及其他集團公司已承擔以往由彼等所擔保錫威電子之債務，並於本財務報表中予以確認。本集團在應付錫威電子之負債方面再無其他責任。截至二零零三年十二月三十一日止年度，錫威電子之清盤已告完成。

14. 於一間合營公司之權益／應收（應付）一間合營公司款項

THE GROUP
本集團
2003 & 2002
二零零三年及
二零零二年
HK\$'000
千港元

分佔一間合營公司之資產淨值

—

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14. INTEREST IN/AMOUNT DUE FROM (TO) A JOINTLY CONTROLLED ENTITY (continued)

Details of the Group's jointly controlled entity at 31 December 2003 are as follows:

Name of jointly controlled entity	Form of business structure	Place of registration/ operation	Proportion of nominal value of registered capital indirectly held by the Company 本公司 間接持有之註冊 股本之面值比例	Principal activities
合營公司名稱	業務架構形式	註冊／經營地點		主要業務
Shenzhen Guo Wei Electronics Co., Ltd ("Guo Wei") 深圳國威電子有限公司 ("國威") (Formerly known as Shenzhen Top Guo Wei Electronics Co., Ltd. 前稱深圳托普國威電子有限公司)	Incorporated 註冊成立	The People's Republic of China (the "PRC") 中華人民共和國 ("中國")	46%	Manufacture of telephone and related products 製造電話及 相關產品

The Group's entitlement to share in the profits of Guo Wei is in proportion to its equity interest.

The amount due from (to) the jointly controlled entity, which mainly arose from the trading activities of purchase of finished goods from and procurement of suppliers, is unsecured, non-interest bearing and repayable on demand. The above balances are aged within 30 days at the respective balance sheet date.

14. 於一間合營公司之權益／應收(應付)一間合營公司款項(續)

於二零零三年十二月三十一日，本集團合營公司之詳情如下：

本集團有權按其股權比例，分佔國威之溢利。

應收(應付)合營公司之款項主要來自向供應商採購製成品及供應商作出之採購，該等款項為無抵押、免息及須按要求即時償還。上述結餘於各自之結算日之賬齡為三十日內。

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For the year ended 31 December 2003
截至二零零三年十二月三十一日止年度

14. INTEREST IN/AMOUNT DUE FROM (TO) A JOINTLY CONTROLLED ENTITY (continued)

The following details have been extracted from the unaudited management accounts of Guo Wei:

<i>Result</i>	業績
Turnover	營業額
Loss from ordinary activities before taxation	日常業務之除稅前虧損
Profit from ordinary activities before taxation attributable to the Group	本集團應佔日常業務之除稅前溢利

Financial position

Non-current assets
Current assets
Current liabilities
Non-current liabilities
Net liabilities
Net assets attributable to the Group

財務狀況

非流動資產
流動資產
流動負債
非流動負債
負債淨額
本集團應佔資產淨值

14. 於一間合營公司之權益／應收(應付)一間合營公司款項(續)

以下資料乃摘錄自國威之未經審核管理賬目：

	2003 HK\$'000 千港元	2002 HK\$'000 千港元
Turnover	1,188,875	609,736
Loss from ordinary activities before taxation	(976)	(5,814)
Profit from ordinary activities before taxation attributable to the Group	—	—
Non-current assets	168,072	163,755
Current assets	111,377	48,323
Current liabilities	(652,021)	(583,283)
Non-current liabilities	(1,267)	(2,663)
Net liabilities	(373,839)	(373,868)
Net assets attributable to the Group	—	—

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For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

15. INTANGIBLE ASSETS

15. 無形資產

		Product development expenditure 產品 開發支出 HK\$'000 千港元
THE GROUP	本集團	
COST	成本	
At 1 January 2003	於二零零三年一月一日	30,540
Additions	添置	16,492
		<hr/>
At 31 December 2003	於二零零三年十二月三十一日	47,032
		<hr/>
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 January 2003	於二零零三年一月一日	9,649
Charge for the year	本年度扣除	11,550
		<hr/>
At 31 December 2003	於二零零三年十二月三十一日	21,199
		<hr/>
NET BOOK VALUE	賬面淨值	
At 31 December 2003	於二零零三年十二月三十一日	25,833
		<hr/> <hr/>
At 31 December 2002	於二零零二年十二月三十一日	20,891
		<hr/> <hr/>

Product development expenditure is amortised over a period of 3 years.

產品開發支出分三年攤銷。

In the opinion of the directors of the Company, the intangible assets are worth at least their carrying amount. At 31 December 2003, other than an amount of approximately HK\$9 million (2002: HK\$4 million) which related to products in the stage of development, the remaining intangible assets were put into commercial use.

本公司董事認為，無形資產最少相等於其賬面值。於二零零三年十二月三十一日，除有關產品仍處開發階段之款項約為9,000,000港元（二零零二年：4,000,000港元）外，餘下之無形資產已作商業用途。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003
截至二零零三年十二月三十一日止年度

16. INVENTORIES

At 31 December 2003, all finished goods of the Group are carried at cost.

17. TRADE RECEIVABLES, BILLS RECEIVABLES, DEPOSITS AND PREPAYMENTS

At 31 December 2003, included in the Group's trade receivables, bills receivables, deposits and prepayments were trade receivables of approximately HK\$84,373,000 (2002: HK\$64,184,000). The Group allows an average credit period of 30 - 40 days to its trade customers. Details of the aged analysis of trade receivables are as follows:

0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日
Over 60 days	60 日以上

16. 存貨

於二零零三年十二月三十一日，本集團之所有製成品按成本列賬。

17. 應收貿易賬款、應收票據、按金及預付款項

於二零零三年十二月三十一日，有約 84,373,000 港元（二零零二年：64,184,000 港元）應收貿易賬款計入本集團應收貿易賬款、應收票據、按金及預付款項。本集團向其貿易客戶提供平均 30 至 40 日信貸期。應收貿易賬款之賬齡分析詳情如下：

THE GROUP	
本集團	
2003	2002
HK\$'000	HK\$'000
千港元	千港元
29,985	32,838
46,250	31,142
8,138	204
<u>84,373</u>	<u>64,184</u>

NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

18. TRADE RECEIVABLES WITH INSURANCE COVERAGE

Details of the aged analysis of trade receivables with insurance coverage are as follows:

0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日

18. 已投保之應收貿易賬款

已投保之應收貿易賬款之賬齡分析詳情如下：

THE GROUP	
本集團	
2003	2002
HK\$'000	HK\$'000
千港元	千港元
88,916	31,845
3,337	9,963
<u>92,253</u>	<u>41,808</u>

19. TRADE PAYABLES, DEPOSITS RECEIVED AND ACCRUED CHARGES

At 31 December 2003, included in the Group's trade payables, deposits received and accrued charges were trade payables of approximately HK\$163,348,000 (2002: HK\$70,011,000). Details of the aged analysis of trade payables are as follows:

0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日
Over 60 days	60 日以上

19. 應付貿易賬款、已收按金及應計費用

於二零零三年十二月三十一日，有約163,348,000港元（二零零二年：70,011,000港元）應付貿易賬款計入本集團應付貿易賬款、已收按金及應計費用。應付貿易賬款之賬齡分析詳情如下：

THE GROUP	
本集團	
2003	2002
HK\$'000	HK\$'000
千港元	千港元
60,986	22,671
45,401	20,055
56,961	27,285
<u>163,348</u>	<u>70,011</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003
截至二零零三年十二月三十一日止年度

20. OBLIGATIONS UNDER FINANCE LEASES

20. 融資租賃下之債務

		THE GROUP 本集團			
		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金現值	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元	2003 HK\$'000 千港元	2002 HK\$'000 千港元
Amount payable under finance leases are repayable as follows:	須於下列年期內 償還之融資租賃 項下之應付金額：				
Within one year	一年內	3,166	276	2,757	253
More than one year, but not exceeding two years	超過一年 但不逾兩年	2,781	37	2,538	29
Within two to five years	於第二至第五年內	2,404	4	2,329	3
		<u>8,351</u>	<u>317</u>	<u>7,624</u>	<u>285</u>
Less: future finance charges	減：未來融資費用	(727)	(32)	—	—
Present value of lease obligations	租賃債務現值	<u>7,624</u>	<u>285</u>	<u>7,624</u>	<u>285</u>
Less: Amount due within one year and shown under current liabilities	減：一年內到期及 流動負債 下列示之款項			(2,757)	(253)
Amount due after one year	一年後到期款項			<u>4,867</u>	<u>32</u>

The average lease term is 4 years (2002: 4 years). For the year ended 31 December 2003, the average effective borrowing rate was 7% (2002: 13%). Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

租期平均為四年(二零零二年：四年)。於截至二零零三年十二月三十一日止年度，實際之借貸率平均為7%(二零零二年：13%)。利率按合約日期釐訂。所有租賃均按固定還款基準訂立，但並未就或然租金訂立任何安排。

本集團之融資租賃承擔，乃以出租人對租賃資產作抵押。

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財務報表附註

For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

21. CONVERTIBLE NOTES

21. 可換股票據

		THE GROUP AND THE COMPANY 本集團 及 本公司	
		2003 HK\$'000 千港元	2002 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	15,640	29,640
Repayment	償還款項	(15,640)	(14,000)
Balance at 31 December	於十二月三十一日之結餘	—	15,640
Amount repayable within one year	須於一年內償還之款項	—	(15,640)
Amount due after one year	一年後到期之款項	—	—

(a) On 19 July 2002, the Company entered into agreement with the Group Bank Agent which was acting on behalf of the holders of the convertible notes (the "Noteholders"), which were issued pursuant to a restructuring agreement entered into between the Company, Suncorp Partners Limited, the then executive directors of the Company, and certain banks and financial institution of the Company and its subsidiaries on 9 July 1999, to agree to modify the term of repayment and other terms of the convertible notes and to issue 5,367,345 warrants with the exercise price of HK\$0.6 to the Noteholders of the Company (the "Modification"). The conversion price of the convertible notes was amended from HK\$1.284 to HK\$0.5.

(a) 於二零零二年七月十九日，本公司與代表可換股票據（乃根據一九九九年七月九日由本公司、Suncorp Partners Limited、本公司當時之執行董事、本公司之若干銀行及財務機構以及本公司之附屬公司訂立之一項重組協議而發行）持有人（「票據持有人」）之集團銀行代理人訂立一項協議，同意修訂償還條款及可換股票據之其他條款，並以行使價0.6港元向本公司票據持有人發行5,367,345份認股權證（「修訂」）。可換股票據之轉換價由1.284港元調整至0.5港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003
截至二零零三年十二月三十一日止年度

21. CONVERTIBLE NOTES (continued)

On 19 July 2002, the aggregate outstanding principal amount of convertible notes were HK\$27,639,649. Upon implement of the Modification, out of the total outstanding principal amount of HK\$27.6 million, approximately HK\$12 million and HK\$15.6 million were required to repay in September 2002 and September 2003 respectively.

There was no conversion during the year ended 31 December 2002. The convertible notes were secured by the pledge of all the Company's assets and its entire equity interest in nine subsidiaries.

- (b) On 10 March 2003, all the outstanding convertible notes with the principal amount of HK\$15,640,000 were repaid by the Company.

22. AMOUNTS DUE TO MINORITY SHAREHOLDERS

The amounts are unsecured, non-interest bearing and have no fixed repayment terms.

In the opinion of the directors, the amounts will not be repayable in the next twelve months of the balance sheet date and the amounts are therefore shown as non-current.

21. 可換股票據 (續)

於二零零二年七月十九日，尚未行使可換股票據本金總額為27,639,649港元。於實施該修訂後，該筆尚未償還款項總額為27,600,000港元，其中約12,000,000港元及15,600,000港元須分別於二零零二年九月及二零零三年九月償還。

截至二零零二年十二月三十一日止年度並無轉換可換股票據。可換股票據由本公司之所有資產及其於九間附屬公司之全部股權作出抵押。

- (b) 於二零零三年三月十日，本公司贖回所有尚未行使之可換股票據，本金額為15,640,000港元。

22. 應付少數股東款項

該等款項為無抵押、免息及無固定還款期。

董事認為，該等款項毋須由結算日起未來十二個月內償還，故被列為非流動款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

23. SHARE CAPITAL

23. 股本

		Number of shares 股份數目	Amount 數額 HK\$'000 千港元
	Notes 附註		
Ordinary shares of HK\$0.1 each: 每股面值 0.1 港元之普通股 :			
AUTHORISED: 法定 :			
At 1 January 2002, 於二零零二年一月一日、			
31 December 2002 and 2003 二零零二年及二零零三年 十二月三十一日		2,500,000,000	250,000
ISSUED AND FULLY PAID: 已發行及繳足股本 :			
At 1 January 2002, and 於二零零二年一月一日及			
31 December 2002 二零零二年 十二月三十一日		268,367,288	26,837
Exercise of share options 行使購股權	(a)	10,742,000	1,074
Exercise of warrants 行使認股權證	(b)	2,484,228	248
Issue of shares 發行股份	(c)	26,900,000	2,690
At 31 December 2003 於二零零三年十二月三十一日		308,493,516	30,849

Notes:

- (a) During the year ended 31 December 2003, 10,742,000 ordinary shares in the Company of HK\$0.1 each were issued upon the exercise of 7,325,000 and 3,417,000 share options at the exercise prices of HK\$0.292 and HK\$0.567 each respectively.
- (b) During the year ended 31 December 2003, 2,484,228 shares in the Company of HK\$0.6 each were issued upon the exercise of 2,484,228 warrants at the exercise price of HK\$0.6 each.
- (c) On 22 August 2003, 26,900,000 ordinary shares of HK\$0.1 each were issued and allotted to Suncorp Partners Limited at HK\$0.96 per share and the net proceeds are to be used for the establishment of a new manufacturing plant in a lower cost base in the southern part of the PRC and for general working capital of the Group.

附註 :

- (a) 截至二零零三年十二月三十一日止年度，10,742,000股每股面值0.1港元之本公司普通股已於行使7,325,000份及3,417,000份購股權時（行使價分別為每份0.292港元及0.567港元）發行。
- (b) 截至二零零三年十二月三十一日止年度，2,484,228股每股面值0.6港元之本公司股份已於行使2,484,228份認股權證時（行使價為每份0.6港元）發行。
- (c) 於二零零三年八月二十二日，本公司以每股0.96港元向Suncorp Partners Limited發行及配發26,900,000股每股面值0.1港元之普通股，所得收益淨額將會用於在中國南部以較低成本興建一座工廠以及用作本集團之一般營運資金。

NOTES TO THE FINANCIAL STATEMENTS

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截至二零零三年十二月三十一日止年度

23. SHARE CAPITAL (continued)

All the new shares issued during the year ended 31 December 2003 ranked pari passu with the then existing shares in all respects.

There were no movements in share capital of the Company during the year ended 31 December 2002.

24. WARRANTS

During the year, 2,484,228 warrants with the exercise price of HK\$0.6 each were exercised and the additional 2,484,228 shares were issued for the aggregate proceeds of approximately HK\$1,491,000 before the related share issue expenses accordingly.

At 31 December 2003, the Company had outstanding 2,883,117 (2002: 5,367,345) warrants with the exercise price of HK\$0.6 each to be exercised at any time on or before 1 June 2004. Exercise in full of such warrants would result in the issue of 2,883,117 additional ordinary shares of HK\$0.1 each.

During the year ended 31 December 2002, no warrants were exercised.

23. 股本 (續)

截至二零零三年十二月三十一日止年度內已發行之所有新股份，均於各方面與當時股份享有同等權益。

截至二零零二年十二月三十一日止年度，本公司股本並無變動。

24. 認股權證

年內，2,484,228份每份行使價0.6港元之認股權證已獲行使，因而額外發行之2,484,228股股份合共帶來所得款項總額(未扣除有關股份發行開支)約1,491,000港元。

於二零零三年十二月三十一日，本公司尚未行使之認股權證為2,883,117份(二零零二年：5,367,345份)，每份行使價為0.6港元，可於二零零四年六月一日或之前任何時間行使。悉數行使該等認股權證會導致額外發行2,883,117股每股面值0.1港元之普通股。

截至二零零二年十二月三十一日止年度，並無認股權證獲行使。

For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

25. SHARE OPTIONS SCHEME

(I) Options to employees

Pursuant to a share option scheme of the Company adopted on 19 April 1994 (the "1994 Scheme") and another share option scheme of the Company adopted on 7 September 1999 (the "1999 Scheme"), the Company's board of directors of the Company may, at its discretion, grant options to any employees of the Company and its subsidiaries, including executive directors of any of such companies, to subscribe for shares in the Company for the primary purpose of providing incentives to directors and eligible employees.

The subscription price of the option shares shall be a price to be determined by the directors of the Company being not less than 80% of the average of the closing prices of the Company's shares traded on the Stock Exchange for the five trading days immediately preceding the date of offer of the option or the nominal value of the shares of the Company, whichever is higher.

The options under the 1994 Scheme can be exercised at any time subject to certain restrictions contained in the offer letters, within a period of ten years commencing from the date of adoption of the 1994 Scheme.

The options under the 1999 Scheme could be exercised at any time subject to certain restrictions contained in the offer letter, within a period of three years commencing on the date falling twelve months after the date of acceptance of an option. Pursuant to an ordinary resolution passed in a special general meeting held on 13 July 2001, the option period was modified. The options under the 1999 Scheme can now be exercised within a period of four years commencing on the date of acceptance of an option.

25. 購股權計劃

(I) 授予僱員之購股權

根據於一九九四年四月十九日採納之本公司購股權計劃（「一九九四年計劃」），以及於一九九九年九月七日採納之另一項本公司購股權計劃（「一九九九年計劃」），本公司董事會可酌情向本公司及其附屬公司之任何僱員（包括任何該等公司之執行董事）授予購股權以認購本公司之股份，主要目的乃為了給予董事及合資格僱員獎勵。

購股權之認購價將為本公司董事釐定之價格，即不少於本公司股份於緊接提呈購股權日期前五個交易日在聯交所買賣之不少於平均收市價80%或本公司股份之面值（以較高者為準）。

一九九四年計劃下之購股權可由採納一九九四年計劃日期起計之十年期間內隨時行使（惟須受要約函件內所載之若干規限所限制）。

一九九九年計劃下之購股權可由接納購股權日期後十二個月起計之三年期間內隨時行使（惟須受要約函件內所載之若干規限所限制）。根據於二零零一年七月十三日舉行之股東特別大會上通過之一項普通決議案，已對購股權期間作出修訂。一九九九年計劃下之購股權可由接納購股權起計之四年期間內隨時行使。

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25. SHARE OPTIONS SCHEME (continued)

(I) Options to employees (continued)

Pursuant to a special resolution passed at the general meeting held on 23 May 2002 under which the Company's board of directors may, at its discretion, grant options to eligible persons including directors and employees, a new share option scheme (the "2002 Scheme") was adopted by shareholders, to subscribe shares in the Company for the primary purpose of providing incentives to directors and employees. No further options shall be granted under the 1994 Scheme and the 1999 Scheme and the options which have been granted during the life of the 1994 Scheme and the 1999 Scheme shall continue to be exercisable.

The exercise price of the share options under the 2002 Scheme is determined, at the discretion of the Directors, and must be at least the higher of:

- (a) the average of the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the relevant date of offer of the share options;
- (b) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the relevant date of offer of the share options, which must be a business day; and
- (c) the nominal value of the shares of the Company.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company (including the 1994 Scheme and the 1999 Scheme) shall not in aggregate exceed 30% of the shares in issue from time to time.

The total number of shares issued and may be issued upon exercise of the options granted to any individual under the 2002 Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares in issue.

25. 購股權計劃 (續)

(I) 授予僱員之購股權 (續)

根據一項於二零零二年五月二十三日舉行之股東大會上通過之特別決議案，本公司董事會可酌情決定向合資格人士(包括董事及僱員)授予購股權，以認購本公司股份。由股東採納之新購股權計劃(「二零零二年計劃」)，主要目的在於獎勵董事及僱員。且不能根據一九九四年計劃及一九九九年計劃授出更多購股權，惟於一九九四年計劃及一九九九年計劃已授出之購股權仍可予行使。

二零零二年計劃之購股權行使價由董事按下列各項酌情決定(以較高者為準)：

- (a) 緊接有關購股權授出日期前五個交易日於聯交所每日報價表得出之本公司股份平均收市價；
- (b) 有關購股權授出日期於聯交所每日報價表得出之本公司股份收市價，該日必須為營業日；及
- (c) 本公司股份之面值。

根據二零零二年計劃及本公司任何其他購股權計劃(包括一九九四年計劃及一九九九年計劃)，所有授出而尚未行使之購股權，於行使後可予發行股份之最高數目不得超過於不時發行之股份總額30%。

根據二零零二年計劃及本公司任何其他購股權計劃(包括已行使、註銷及尚未行使)，於任何十二個月期間行使向任何人士授出之購股權而發行及可予發行之股份總數，不可超過已發行股份1%。

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25. SHARE OPTIONS SCHEME (continued)

(I) Options to employees (continued)

The 2002 Scheme will remain in force for a period of ten years commencing from the date of adoption of the 2002 Scheme, after which no further options shall be granted but the options which are granted during the life of the 2002 Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the 2002 Scheme shall in all other respects remain in full force and effect in respect thereof. Options may be exercised in accordance with the terms of the 2002 Scheme at any time during the period as the board may determine in granting the option but in any event not exceeding ten years from the date of grant.

Options granted under the 2002 Scheme must be taken up within 30 days of the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant.

At 31 December 2003, the number of shares in respect of which options could be exercisable under the terms of the 1994 Scheme, the 1999 Scheme and the 2002 Scheme was 1,953,600 (2002: 1,953,600), 10,759,500 (2002: 14,226,000) and 22,545,000 (2002: 9,350,000) representing 0.63% (2002: 0.73%), 3.49% (2002: 5.30%) and 7.31% (2002: 3.48%), respectively of the shares of the Company in issue at the date.

At 19 April 2004, all the outstanding share options granted pursuant to the 1994 Scheme lapsed.

At 21 April 2004, the date of this annual report, the number of shares in respect of which options would be exercisable under the terms of the 1999 Scheme and the 2002 Scheme is 10,137,000 and 26,945,000 representing 3.28% and 8.72%, respectively of the shares of the Company in issue at that date.

25. 購股權計劃 (續)

(I) 授予僱員之購股權 (續)

二零零二年計劃自採納此計劃日期起計十年內仍然有效，於該日期後不會授出更多購股權，惟於二零零二年計劃期內授出之購股權仍可根據其發行條款予以行使，而二零零二年計劃之規定及所有其他有關方面均具十足效力。購股權可於董事會授予購股權時所決定之期間內任何時間根據二零零二年計劃之條款予以行使，惟此期間在任何情況內均不得超過授出日期起計十年內。

根據二零零二年計劃授出之購股權須由授出日期起計三十日內提取。於接納購股權後，承授人應向本公司支付代價1港元。

於二零零三年十二月三十一日，根據一九九四年計劃、一九九九年計劃及二零零二年計劃之條款，有關可予行使之購股權而發行股份數目為 1,953,600 (二零零二年：1,953,600)、10,759,500 (二零零二年：14,226,000) 及 22,545,000 (二零零二年：9,350,000)，分別佔本公司於該日之已發行股份的0.63% (二零零二年：0.73%)、3.49% (二零零二年：5.30%) 及 7.31% (二零零二年：3.48%)。

於二零零四年四月十九日，所有根據一九九四年計劃授出而尚未行使之購股權已失效。

於二零零四年四月二十一日，即此年報之日期，根據一九九九年計劃及二零零二年計劃之條款，有關可予行使之購股權而發行股份數目為 10,137,000 及 26,945,000，分別佔本公司於該日之已發行股份的3.28% 及 8.72%。

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25. SHARE OPTIONS SCHEME (continued)

(II) Options to Suncorp Partners Limited

During the period from 1 August 1999 to 31 December 2000, the Company granted options to Suncorp Partners Limited entitling Suncorp Partners Limited to subscribe for a total sum of HK\$7,500,000 for shares at a subscription price of HK\$0.05 per option, subject to adjustment, at any time within three years from 10 September 1999. During the period from 1 August 1999 to 31 December 2000, 40,000,000 options were exercised.

The number and exercise price of the options to Suncorp Partners Limited were adjusted to 12,850,467 and HK\$0.428, respectively, as a result of the share consolidation and the open offer of shares in the Company on 4 June 2001 and 21 June 2001 respectively.

During the year ended 31 December 2001, 9,894,659 options were exercised after the adjustment in the exercise price. The closing price of the Company's shares immediately before 21 June 2001, the date of exercise, was HK\$0.345.

During the year ended 31 December 2002, all the outstanding 2,955,808 options lapsed.

25. 購股權計劃 (續)

(II) 授予Suncorp Partners Limited之購股權

於一九九九年八月一日至二零零零年十二月三十一日期間內，本公司向Suncorp Partners Limited授予購股權，賦予Suncorp Partners Limited權利，可由一九九九年九月十日起三年內隨時以認購價每份購股權0.05港元（可予調整）認購合共價值7,500,000港元之股份。於一九九九年八月一日至二零零零年十二月三十一日期間內，40,000,000份購股權已獲行使。

由於本公司股份分別於二零零一年六月四日及二零零一年六月二十一日進行股份合併及公開發售，故分別調整授予Suncorp Partners Limited之購股權之數目及行使價為12,850,467及0.428港元。

截至二零零一年十二月三十一日止年度內，9,894,659份購股權於調整行使價後獲行使。於緊接二零零一年六月二十一日（行使日期）前，本公司股份之收市價為0.345港元。

截至二零零二年十二月三十一日止年度，所有2,955,808份尚未行使之購股權已失效。

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25. SHARE OPTIONS SCHEME (continued)

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

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1.1.2003 於二零零三年一月一日之結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/lapsed during the year 註銷/失效	Balance at 31.12.2003 於二零零三年十二月三十一日之結餘
授出日期	到期日	附註	每股行使價 HK\$ 港元					
Employees								
僱員								
6 June 1997 一九九七年六月六日	18 April 2004 二零零四年四月十八日	(a)	14.333	1,953,600	—	—	—	1,953,600
5 January 2000 二零零零年一月五日	4 January 2004 二零零四年一月四日	(b)	1.579	600,000	—	—	—	600,000
23-30 June 2000 二零零零年六月二十三日至三十日	22-29 June 2004 二零零四年六月二十二日至二十九日	(b)	0.567	8,230,500	—	(448,500)	(49,500)	7,732,500
1-5 July 2000 二零零零年七月一日至五日	30 June, 1-4 July 2004 二零零四年六月三十日、七月一日至四日	(b)	0.567	2,208,000	—	(2,031,000)	—	177,000
1-19 October 2000 二零零零年十月一日至十九日	30 September, 1-18 October 2004 二零零四年九月三十日、十月一日至十八日	(b)	0.567	1,687,500	—	(937,500)	—	750,000
5 June 2001 二零零一年六月五日	4 June 2005 二零零五年六月四日	(b)	0.434	1,500,000	—	—	—	1,500,000
4 December 2002 二零零二年十二月四日	3 December 2007 二零零七年十二月三日	(c)	0.292	9,350,000	—	(7,325,000)	(30,000)	1,995,000
3 March 2003 二零零三年三月三日	2 March 2008 二零零八年三月二日	(c)	0.385	—	4,400,000	—	—	4,400,000
9 December 2003 二零零三年十二月九日	8 December 2008 二零零八年十二月八日	(c)	1.020	—	16,150,000	—	—	16,150,000
				<u>25,529,600</u>	<u>20,550,000</u>	<u>(10,742,000)</u>	<u>(79,500)</u>	<u>35,258,100</u>

25. 購股權計劃 (續)

下表披露年內本公司購股權及該等持有購股權之變動詳情：

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25. SHARE OPTIONS SCHEME (continued)

25. 購股權計劃 (續)

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1.1.2002 於二零零二年一月一日之結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/lapsed during the year 註銷/失效	Balance at 31.12.2002 於二零零二年十二月三十一日之結餘
授出日期	到期日	附註	每股行使價 HK\$ 港元					
Employees								
僱員								
6 June 1997 一九九七年六月六日	18 April 2004 二零零四年四月十八日	(a)	14.333	1,953,600	—	—	—	1,953,600
5 January 2000 二零零零年一月五日	4 January 2004 二零零四年一月四日	(b)	1.579	600,000	—	—	—	600,000
23-30 June 2000 二零零零年六月二十三日至三十日	22-29 June 2004 二零零四年六月二十二日至二十九日	(b)	0.567	8,253,000	—	—	(22,500)	8,230,500
1-5 July 2000 二零零零年七月一日至五日	30 June 1-4 July 2004 二零零四年六月三十日、七月一日至四日	(b)	0.567	2,403,000	—	—	(195,000)	2,208,000
1-19 October 2000 二零零零年十月一日至十九日	30 September 1-18 October 2004 二零零四年九月三十日、十月一日至十八日	(b)	0.567	1,687,500	—	—	—	1,687,500
7 November 2000 二零零零年十一月七日	6 November 2004 二零零四年十一月六日	(b)	0.567	60,000	—	—	(60,000)	—
5 June 2001 二零零一年六月五日	4 June 2005 二零零五年六月四日	(b)	0.434	1,500,000	—	—	—	1,500,000
4 December 2002 二零零二年十二月四日	3 December 2007 二零零七年十二月三日	(c)	0.292	—	9,350,000	—	—	9,350,000
				16,457,100	9,350,000	—	(277,500)	25,529,600
Suncorp Partners Limited								
10 September 1999 一九九九年九月十日	9 September 2002 二零零二年九月九日	(d)	0.428	2,955,808	—	—	(2,955,808)	—
				19,412,908	9,350,000	—	(3,233,308)	25,529,600

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25. SHARE OPTIONS SCHEME (continued)

Details of the share options held by the directors included in the above are as follows:

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1.1.2003 於二零零三年一月一日之結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/lapsed during the year 註銷/失效	Balance at 31.12.2003 於二零零三年十二月三十一日之結餘
授出日期	到期日	附註	每股行使價 HK\$ 港元					
Directors 董事								
6 June 1997 一九九七年六月六日	18 April 2004 二零零四年四月十八日	(a)	14.333	1,598,400	—	—	—	1,598,400
27-30 June 2000 二零零零年六月二十七日至三十日	26-29 June 2004 二零零四年六月二十六日至二十九日	(b)	0.567	7,335,000	—	—	—	7,335,000
19 October 2000 二零零零年十月十九日	18 October 2004 二零零四年十月十八日	(b)	0.567	750,000	—	—	—	750,000
5 June 2001 二零零一年六月五日	4 June 2005 二零零五年六月四日	(b)	0.434	1,500,000	—	—	—	1,500,000
4 December 2002 二零零二年十二月四日	3 December 2007 二零零七年十二月三日	(c)	0.292	6,050,000	—	(4,125,000)	—	1,925,000
3 March 2003 二零零三年三月三日	2 March 2008 二零零八年三月二日	(c)	0.385	—	4,400,000	—	—	4,400,000
9 December 2003 二零零三年十二月九日	8 December 2008 二零零八年十二月八日	(c)	1.020	—	7,600,000	—	—	7,600,000
				<u>17,233,400</u>	<u>12,000,000</u>	<u>(4,125,000)</u>	<u>—</u>	<u>25,108,400</u>

25. 購股權計劃 (續)

下表披露本公司由董事持有之上述購股權於年內之變動：

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25. SHARE OPTIONS SCHEME (continued)

25. 購股權計劃 (續)

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1.1.2002 於二零零二年一月一日之結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/lapsed during the year 註銷/失效	Balance at 31.12.2002 於二零零二年十二月三十一日之結餘
Directors								
董事								
6 June 1997 一九九七年六月六日	18 April 2004 二零零四年四月十八日	(a)	14.333	1,598,400	—	—	—	1,598,400
27-30 June 2000 二零零零年六月二十七日至三十日	26-29 June 2004 二零零四年六月二十六日至二十九日	(b)	0.567	7,335,000	—	—	—	7,335,000
19 October 2000 二零零零年十月十九日	18 October 2004 二零零四年十月十八日	(b)	0.567	750,000	—	—	—	750,000
5 June 2001 二零零一年六月五日	4 June 2005 二零零五年六月四日	(b)	0.434	1,500,000	—	—	—	1,500,000
4 December 2002 二零零二年十二月四日	3 December 2007 二零零七年十二月三日	(c)	0.292	—	6,050,000	—	—	6,050,000
				11,183,400	6,050,000	—	—	17,233,400
Suncorp Partners Limited								
10 September 1999 一九九九年九月十日	9 September 2002 二零零二年九月九日	(d)	0.428	2,955,808	—	—	(2,955,808)	—
				14,139,208	6,050,000	—	(2,955,808)	17,233,400

Notes:

- (a) The options were granted pursuant to the 1994 Scheme.
- (b) The options were granted pursuant to the 1999 Scheme.
- (c) The options were granted pursuant to the 2002 Scheme.
- (d) During the period from 1 August 1999 to 31 December 2000, the Company granted options to Suncorp Partners Limited, a company in which a director of the Company, Mr Peter Francis AMOUR is entitled to exercise one-third or more of the voting power at the general meeting of Suncorp Partners Limited.

During the year ended 31 December 2003, total consideration received during the year from employees for taking up the options granted amounted to HK\$29 (2002: HK\$60).

附註：

- (a) 根據一九九四年計劃而授出之購股權。
- (b) 根據一九九九年計劃而授出之購股權。
- (c) 根據二零零二年計劃而授出之購股權。
- (d) 於一九九九年八月一日至二零零零年十二月三十一日期間內，本公司向 Suncorp Partners Limited 授予購股權，本公司董事區沛達先生有權於 Suncorp Partners Limited 之股東大會上行使投票權三分之一或以上。

截至二零零三年十二月三十一日止年度，來自僱員接納授出之購股權所付之總代價為 29 港元 (二零零二年：60 港元)。

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25. SHARE OPTIONS SCHEME (continued)

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$0.94 (2002: N/A).

No charge is recognised in the income statement in respect of the value of options granted in the year (2002: nil).

25. 購股權計劃 (續)

緊接行使上述購股權之日期前，本公司股份之加權平均收市價為0.94港元(二零零二年：不適用)。

年內並無有關年內授出購股權價值之費用於收益表中確認(二零零二年：無)。

26. RESERVES AND DEFICIT

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Deficit 虧絀 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE COMPANY	本公司				
At 1 January 2002	於二零零二年 一月一日	396,522	80,851	(519,754)	(42,381)
Net profit for the year	本年度溢利淨額	—	—	45,868	45,868
At 31 December 2002	於二零零二年 十二月三十一日	396,522	80,851	(473,886)	3,487
Reduction of share premium (note 9)	削減股份溢價 (附註9)	(396,522)	—	396,522	—
Dividends paid	已付股息	—	—	(5,969)	(5,969)
Shares issued at premium	以溢價發行股份	27,378	—	—	27,378
Share issue expenses	股份發行開支	(978)	—	—	(978)
Net profit for the year	本年度溢利淨額	—	—	18,509	18,509
At 31 December 2003	於二零零三年 十二月三十一日	26,400	80,851	(64,824)	42,427

The contributed surplus of the Company represents the difference between the underlying net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal value of the share capital issued by the Company as consideration for the acquisition at the time of a group reorganisation in 1994.

26. 儲備及虧絀

本公司繳入盈餘指本公司所購入附屬公司資產於購入當日之基本淨值，與本公司於本公司股份在一九九四年進行集團重組時就收購而發行作為代價之股本面值兩者之差額。

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26. RESERVES AND DEFICIT (continued)

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, a 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, the reserves available for distribution to shareholders of the Company at 31 December 2003 was HK\$16,027,000 (2002: nil).

27. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2003, the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of approximately HK\$7,703,000 (2002: nil).

28. DEFERRED TAX LIABILITIES

At 31 December 2003, the deferred tax liabilities of the Group is attributed to the accelerated tax depreciation and the deferred tax charge of HK\$322,000 has been recognised in the consolidated income statement for the current year.

At 31 December 2002, the Group and the Company has unutilised tax losses of approximately HK\$36,166,000 and approximately HK\$16,457,000, respectively, available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit based on a review on 31 December 2002. During the year ended 31 December 2003, the above tax losses of the Group and the Company have been fully utilised.

26. 儲備及虧絀 (續)

根據百慕達一九八一年公司法(經修訂)，本公司之繳入盈餘賬可作分派。然而，在下列情況下本公司不得自繳入盈餘宣派或派付股息或作出分派：

- (a) 本公司於支付款項後無法償還到期負債；或
- (b) 本公司資產可變現值將因此少於本公司負債及已發行股本與股份溢價賬之總和。

董事會認為，本公司於二零零三年十二月三十一日可供分派予股東之儲備為16,027,000港元(二零零二年：無)。

27. 主要非現金交易

截至二零零三年十二月三十一日止年度，本集團就於租約開始日之資本總值約7,703,000港元(二零零二年：無)之資產訂立融資租約。

28. 遞延稅項負債

於二零零三年十二月三十一日，本集團之遞延稅項負債為加速稅項折舊以及322,000港元之遞延稅項抵免已於本年度之綜合收益表確認。

於二零零二年十二月三十一日，本集團及本公司未動用之稅項虧損分別約為36,166,000港元及16,457,000港元，可供用作抵銷未來溢利。概無遞延稅項資產因二零零二年十二月三十一日之審閱所表示未來溢利之不確定性而確認。截至二零零三年十二月三十一日止年度內，上述本集團及本公司之稅項虧損已獲全數動用。

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29. CONTINGENT LIABILITIES

29. 或然負債

		THE GROUP		THE COMPANY	
		本集團		本公司	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Guarantees given to banks in respect of credit facilities utilised by:	就下列各項所動用之銀行信貸向銀行作出擔保：				
– subsidiaries	– 附屬公司	—	—	89,938	37,628
– a jointly controlled entity	– 一間合營公司	73,861	74,861	73,861	74,861
Bills discounted with recourse	附有追索權之貼現票據	116,232	39,398	—	—
		<u>190,093</u>	<u>114,259</u>	<u>163,799</u>	<u>112,489</u>

30. CAPITAL COMMITMENT

30. 資本承擔

		THE GROUP	
		本集團	
		2003	2002
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure in respect of acquisition of plant and machinery contracted for but not provided in the financial statements	就收購廠房及設備之已訂約但未於財務報表撥備之資本開支	1,040	—

The Company did not have any significant capital commitment at the balance sheet date.

本公司於結算日並無任何重大資本承擔。

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31. OPERATING LEASE ARRANGEMENTS

Minimum lease payments paid under operating leases during the year:
– Premises

本年度內根據經營租約支付之最低租金：
– 物業

As at the balance sheet date, the Group has commitments for future minimum lease payments under non-cancellable operating leases in respect of certain premises as follows:

Operating leases which fall due:

Within one year

In the second to fifth year inclusive

經營租約於下列年期到期：

一年內

第二年至第五年
(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 3 years and rentals are fixed for an average of 3 years.

The Company did not have any significant commitments under non-cancellable operating leases at the balance sheet date.

31. 經營租約安排

THE GROUP	
本集團	
2003	2002
HK\$'000	HK\$'000
千港元	千港元

1,523	934
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於結算日，本集團就若干物業之不可撤銷經營租約，擁有未來最低租金承擔如下：

THE GROUP	
本集團	
2003	2002
HK\$'000	HK\$'000
千港元	千港元

596	655
529	442
1,125	1,097

經營租約之租金，相當於本集團就其若干辦公室物業而應付之租金。租約乃平均每三年磋商一次，而租金則平均每三年釐定一次。

於結算日，本公司並無任何不可撤銷經營租約之重大承擔。

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32. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

The total cost charged to income statements of HK\$607,000 (2002: HK\$538,000) represents contributions payable to these schemes by the Group in respect of the current year.

33. PLEDGE OF ASSETS

As at 31 December 2003, bank deposits of HK\$13,390,000 (2002: HK\$775,000) was pledged by the Group to secure credit facilities granted to the Group.

As at 31 December 2002, all of the Company's assets and its entire equity interest in nine subsidiaries were pledged to secure the convertible notes issued by the Company. Following the repayment of convertible notes by the Company during the year ended 31 December 2003, this pledge was released accordingly.

32. 退休福利計劃

本集團向所有香港合資格僱員提供強制性公積金計劃。該計劃資產與本集團資產分開持有，並由信託人管理。本集團向該計劃作出5%之薪金供款，與僱員之供款百分比相同。

於收益中扣除之總成本為607,000港元(二零零二年：538,000港元)指本集團就本年度對該等計劃應付之供款。

33. 資產抵押

於二零零三年十二月三十一日，本集團已將銀行存款13,390,000港元(二零零二年：775,000港元)作為本集團批授信貸融資之抵押。

於二零零二年十二月三十一日，本公司之所有資產及於九間全資附屬公司之全部股權已抵押以擔保本集團發行之可換股票據。隨著本公司於截至二零零三年十二月三十一日止年度償還可換股票據後，上述資產之抵押已解除。

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34. RELATED PARTY DISCLOSURES

(I) Balances with related parties

Details of the amounts due from/(to) a jointly controlled entity and minority shareholders are set out in the consolidated balance sheet and in notes 14 and 22 respectively.

(II) Guarantee

At 31 December 2003, Mr Leung Shek Kong, a director of the Company, provided a personal guarantee to a bank for the acquisition of a motor vehicle to the extent of approximately HK\$434,000.

At 31 December 2002, no guarantee was given by any director of the Company in favour of the Company and the Group.

(III) Other related party transactions

The Group purchased finished goods of approximately HK\$1,184,124,000 (2002: HK\$599,213,000) from Guo Wei. In addition, as at 31 December 2003, certain of Guo Wei's bank borrowings amounting to approximately HK\$74 million (2002: HK\$75 million) were guaranteed by the Group.

The transactions disclosed above were entered at terms determined and agreed by the Group and Guo Wei.

34. 關連人士披露事項

(I) 關連人士之結餘

綜合資產負債表及附註14及22，分別載有應收／(付)一間合營公司及少數股東款項之詳情。

(II) 擔保

於二零零三年十二月三十一日，本公司之董事梁錫光先生就購買一架汽車向一間銀行作出最高約434,000港元之個人擔保。

於二零零二年十二月三十一日，本公司之任何董事概無為本公司及本集團作出任何擔保。

(III) 其他關連人士交易

本集團向國威購買製成品約1,184,124,000港元(二零零二年：599,213,000港元)。此外，於二零零三年十二月三十一日，本集團就國威之若干銀行借貸約74,000,000港元(二零零二年：75,000,000港元)作出擔保。

上述交易乃按本集團與國威釐訂及協定之條款訂立。

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2003 are as follows:

35. 主要附屬公司詳情

本公司各主要附屬公司於二零零三年十二月三十一日之詳情如下：

Name of subsidiary	Place of incorporation/ establishment	Form of legal entity	Issued and fully paid share/ registered capital	Proportion of nominal value of issued capital/ registered capital indirectly held by the Company 本公司間接持有	Principal activities
附屬公司名稱	註冊成立/ 成立地點	法定 實體形式	已發行及 繳足股本/ 註冊資本	已發行股本/ 註冊資本 應佔股權比例 %	主要業務
SunCorp Industrial Limited 新確實業有限公司	Hong Kong 香港	Limited company 有限公司	HK\$100 ordinary shares 普通股 100 港元	100	Trading of telephones and raw material sourcing 買賣電話及採購原材料
SunCorp (Service & Distribution) Limited	England and Wales 英格蘭及威爾斯	Limited company 有限公司	£1,750 ordinary shares 普通股 1,750 英磅	97	Co-ordination, repair and servicing of telephones and related equipment 調校、修理及保養電話及相關設備
HB Electronics (China) Limited 錫威電子(中國)有限公司	British Virgin Islands 英屬處女群島	Limited company 有限公司	US\$1 ordinary share 普通股 1 美元	100	Investment holding 投資控股
SunCorp Communications (Europe) Limited	England and Wales 英格蘭及威爾斯	Limited company 有限公司	£500,000 ordinary shares 普通股 500,000 英鎊	100	Marketing and customer liaison 進行市場推廣及客戶維繫
MONDIAL Communications Limited 萬達鈴通訊有限公司	Hong Kong 香港	Limited company 有限公司	HK\$2 ordinary shares 普通股 2 港元	100	Research, development and marketing of telephones and related equipment 研究、發展及推廣電話及相關設備

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

35. 主要附屬公司詳情 (續)

(continued)

Name of subsidiary	Place of incorporation/ establishment	Form of legal entity	Issued and fully paid share/ registered capital	Proportion of nominal value of issued capital/ registered capital indirectly held by the Company	Principal activities
附屬公司名稱	註冊成立/ 成立地點	法定 實體形式	已發行及 繳足股本/ 註冊資本	本公司間接持有 已發行股本/ 註冊資本 應佔股權比例 %	主要業務
MONDIAL Communications (Europe) Limited	England and Wales 英格蘭 及威爾斯	Limited company 有限公司	£10,000 ordinary shares 普通股 10,000 英鎊	100	European marketing and customer liaison for telephones and related equipment 於歐洲市場推廣流動電話及相關設備及維繫當地客戶
SunCorp Communications Limited 新確通訊有限公司	Hong Kong 香港	Limited company 有限公司	HK\$775,000 ordinary shares 普通股 775,000 港元 無投票權遞延股 225,000 港元 (見下文附註)	100 100	Trading of telephones 買賣電話
SunCorp Information Technologies (Asia) Limited 新確資訊科技(亞洲)有限公司	Hong Kong 香港	Limited company 有限公司	HK\$2 ordinary shares 普通股 2 港元	100	Trading of telephones 買賣電話

Note: The deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies or to participate in any distribution on winding up.

附註：遞延股份實際上不附有獲發股息權利，亦無權收取舉行各公司各自之任何股東大會之通知或出席該等大會及於會上投票之權利，亦無權就清盤收取任何分派。

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

All the above active subsidiaries operate principally in their respective place of incorporation or establishment.

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

35. 主要附屬公司詳情 (續)

董事認為，上文所列本集團之附屬公司對本集團之業績或資產產生主要影響。依董事之意見，列出其他附屬公司之細節會流於冗長。

上述所有附屬公司主要在各自之註冊成立或成立地點經營。

於本年度結束時或於本年度任何時間，各附屬公司並無發行任何債務證券。