

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

1. 緒言

本公司是一間按照開曼群島公司法在開曼群島註冊成立之豁免公司，其股份於香港聯合交易所有限公司上市。

本公司為一間投資控股公司，其主要附屬公司從事製造及買賣高分子化工產品及混合溶劑、漆油、單體溶劑、潤滑油及油墨業務。

2. 採納香港財務報告準則

於本年度，本集團首次採納香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）中的會計實務準則（「會計實務準則」）第12條（經修訂）「所得稅」。香港財務報告準則之條款已涵概香港會計師公會所核准之會計實務準則及詮釋。

會計實務準則第12條（經修訂）引入所得稅（包括現行稅項及遞延稅項）會計之新基準及額外披露要求，本財務報告亦已採納有關修訂，採納會計實務準則第12條（經修訂）對本會計期間或過往會計期間業績並無重大影響。

3. 主要會計政策

本財務報告已按照歷史成本法及香港標準會計準則編製，主要會計政策如下：

綜合基準

綜合財務報告包括本公司及其附屬公司每年截至三月三十一日之財務報告。

GENERAL

The Company is an exempted company incorporated in the Cayman Islands under the Companies Law of the Cayman Islands with its shares listed on The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company. Its principal subsidiaries are engaged in the manufacture of and trading in high molecular chemical products and mixed solvents, paints, raw solvents, lubricants and inks.

ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, the Hong Kong Financial Reporting Standard (“HKFRS”) – Statement of Standard Accounting Practice (“SSAP”) 12 (Revised) “Income Taxes” issued by the Hong Kong Society of Accountants (“HKSA”). The term of HKFRS is inclusive of SSAPs and Interpretations approved by the HKSA.

SSAP 12 (Revised) has introduced a new basis of accounting for income taxes (including both current tax and deferred tax) and additional disclosure requirements which have been adopted in the financial statements. The adoption of SSAP 12 (Revised) has had no significant effect on the results for the prior accounting periods.

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 31st March each year.

3. 主要會計政策 (續)

綜合基準 (續)

年內收購或出售之附屬公司業績自收購生效日期起計或計至出售生效日期 (如適用) 列入綜合收益表內。

本集團內公司間之所有重大交易及結餘已於綜合賬目時予以抵銷。

商譽

在綜合賬目時所產生之商譽，乃指於收購日收購成本超出本集團於附屬公司可辨認資產及負債之權益 (公平價值) 之差額。

二零零一年四月一日後因收購所產生之商譽確認為資產項目，並以直線法按其預計可使用年期攤銷。

二零零一年四月一日前因收購所產生之商譽仍繼續於儲備內撇除，並於出售有關附屬公司或發生減值時，確認於收益表。

出售附屬公司之盈虧包括相關未攤銷之商譽或早前已於儲備內撇除之商譽。

物業、廠房及設備

正在興建工程以外之物業、廠房及設備均按成本減折舊或攤銷及任何可辨認減值準備入賬。

出售或報廢資產之盈虧為售價與資產餘值之差，並計入收益表內。

SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Basis of consolidation (Continued)

The results of the 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.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition.

Goodwill arising on acquisition after 1st April, 2001 is recognised as an asset and amortised on a straight line basis over its estimated useful life.

Goodwill arising on acquisition prior to 1st April, 2001 continues to be written off against reserves and will be charged to the income statement at the time of disposal of the relevant subsidiary, or at such time as the goodwill is determined to be impaired.

On disposal of a subsidiary, the attributable amount of unamortised goodwill or goodwill previously eliminated against reserves is included in the determination of the profit or loss on disposal.

Property, plant and equipment

Property, plant and equipment other than construction in progress are stated at cost less depreciation or amortisation and any identified impairment loss.

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

除正在興建工程以外，已投入使用之物業、廠房及設備折舊及攤銷乃採用直線法按下列年率於資產預計可使用年期內撇銷成本：

永久業權土地	無
租賃土地	以租約之尚餘年期計算
香港之樓宇	2.5%
位於香港以外地區 永久業權土地 之樓宇	2.5%
香港以外地區之 長期租約或 中期租約 (包括續期租約) 樓宇	分二十年或以 原有租約之 尚餘年期分 期折舊，以 較短者計算
香港以外地區之 短期租約樓宇	以租約之尚餘 年期計算
傢俬、裝置及 辦公室設備	20%至50%
汽車	20%至33%
廠房及機器	6%至33%

正在興建工程乃按其成本入賬，直至其投入使用之前均不作折舊。

無形資產

無形資產起初按成本減所知減值準備入賬，並以直線法按其估計可使用年期五年攤銷。

SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Property, plant and equipment (Continued)

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

Freehold land	Nil
Leasehold land	Over the remaining unexpired terms of the leases
Buildings in Hong Kong	2.5%
Buildings outside Hong Kong on freehold land	2.5%
Buildings outside Hong Kong on long leases or medium term leases, including the renewal period	Over the shorter of twenty years or the unexpired terms of the original leases
Buildings outside Hong Kong on short term leases	Over the unexpired terms of the leases
Furniture, fixtures and office equipment	20% to 50%
Motor vehicles	20% to 33%
Plant and machinery	6% to 33%

Construction in progress will not be depreciated until the assets are put into use and accordingly is stated at cost.

Intangible asset

Intangible asset is measured initially at cost less identified impairment loss. The cost is amortised on a straight line basis over their estimated economic useful lives of five years.

3. 主要會計政策 (續)

減值損失

在結算日，本集團審閱其有形資產之賬面值以決定是否有任何顯示該等資產受到減損。若某資產之可收回金額估計少於其賬面值，該資產賬面值即減至其可收回金額，減損隨即確認為開支。

當減損其後撥回，該資產之賬面值須增至其經修訂之估計可收回金額，然而，增加之賬面值，不得超過假若該資產過往年度並無減損確認所應釐定之賬面值。減損之撥回數額隨即確認為收入。

附屬公司權益

附屬公司投資數額以賬面價值減去任何可辨認之減值後，納入本公司資產負債表內。股息收入則於公司獲收取股息權利時被確認入賬。

合作經營企業

本集團擁有投資於中國大陸合資企業。有關該等合資企業，合資方之出資比率於合資合同內已訂明，而合資方之利潤攤分比率與出資比率相同。倘本集團持有超過該等合資企業一半以上之出資額和控制董事會或同等權力組織，本集團於合資企業之投資作為附屬公司入賬。

SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

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.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at carrying value less any identified impairment loss. Dividend is recognised by the Company when the Company's right to receive payment has been established.

Joint ventures

The Group has investments in joint ventures established in Mainland China. In respect of those equity joint ventures of which the partners' capital contribution ratios are defined in the joint venture contracts and the partners' profit sharing ratios are in proportion to the capital contribution ratios, the Group accounts for these investments in equity joint ventures as subsidiaries as the Group holds more than half of the contributed capital and controls the composition of the board of directors or equivalent governing body.

3. 主要會計政策 (續)

存貨

存貨按成本或可變現淨值（以較低價值為準）入賬。成本按加權平均法計算。可變現淨值乃按照實際或估計之售價扣除其後之生產成本及相關市場推廣、銷售及分派費用計算。

營業額

營業額乃年內本集團向外界客戶銷售貨品之已收及應收款項淨額和提供服務之回報。

收入之確認

貨品之銷售額於已送交貨品及移交所有權之時予以確認。

倉儲收入於提供倉儲服務後予以確認。

利息收入參照未提取本金額按適用利率以時間比例累計。

外幣兌換

以非港幣之貨幣為單位之交易均按交易當日之概略匯率折算為港元。以非港幣之貨幣為單位之貨幣資產及負債則按結算日之匯率再折算為港元。折算時出現之損益均撥入收益表處理。

在綜合賬目時，於香港以外的附屬公司之資產及負債均按結算日之匯率折算，收入及支出項目按當期之平均匯率折算。所有因折算而出現之匯兌差額均撥入匯兌儲備處理。

SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value is calculated as the actual or estimated selling price less all further costs of production and the related cost of marketing, selling and distribution.

Turnover

Turnover represents the net amounts received and receivable for goods sold by the Group to outside customers and services rendered during the year.

Revenue recognition

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

Storage income is recognised when storage services are provided.

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

Foreign currencies

Transactions in currencies other than Hong Kong dollars are translated at the approximate rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates ruling on the balance sheet date. Profits and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of subsidiaries 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. All exchange differences arising on consolidation are dealt with in the translation reserve.

3. 主要會計政策 (續)

稅項

所得稅開支乃指現時應付稅項及遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與收益表呈列之溢利淨額不同，乃由於前者不包括在其他年度的應課稅收入或可減免之開支，並且不包括收益表內可作免稅或不可作稅項抵扣之項目。

遞延稅項就財務報表資產及負債賬面值及計算應課稅溢利相應稅基差額而須支付或可收回之稅項，並以資產負債表負債法計算。遞延稅項負債通常會就所有應課稅的暫時差額確認，而遞延稅項資產則於可扣減暫時差異有可能用以抵銷應課稅溢利時予以確認。如暫時差異由商譽或由初次確認一項不影響應課稅溢利或會計盈利之交易之其他資產及負債(業務合併除外)所產生，有關資產及負債不予確認。

遞延稅項須就投資於附屬公司所產生應課稅暫時差異予以確認，除非本集團可控制暫時差異轉回時間而此暫時差異在可預見的將來很可能不會轉回。

遞延稅項資產之賬面值於每個結算日作審閱，並在沒可能有足夠應課稅溢利可供全部或部分遞延稅項資產可予應用時作調減。

遞延稅項乃按預期於負債償還及資產變現期間適用之稅率計算。遞延稅項於收益表中扣除或計入，惟倘遞延稅項直接在股本權益中扣除或計入之情況(在此情況下遞延稅項亦會於股本權益中處理)除外。

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 profit 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 from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences 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 profits 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 is realised. Deferred tax is charged or credited to 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)

營業租約

根據營業租約應付之租金按直線法於有關租約期內從收益表內扣除。

退休福利支出

支付予界定供款退休金計劃之款項在到期時入賬為開支。

4. 業務及地區分類

(a) 業務分類

本集團從事五種經營業務：高分子化工產品及混合溶劑、漆油、單體溶劑、潤滑油及油墨。本集團乃按該等業務呈報其主要分類資料。

由於倉儲業務本年度及上年度之營業額及業績並不顯著，該業務被歸納為其他分類。

主要業務如下：

高分子化工 產品及 混合溶劑	— 製造及買賣 高分子化工 產品及混合 溶劑
漆油	— 製造及買賣 漆油
單體溶劑	— 製造及買賣 單體溶劑及 相關產品
潤滑油	— 製造及買賣 潤滑油產品
油墨	— 製造及買賣 油墨及相關 產品

SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Operating leases

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

Retirement benefit costs

Payments to defined contribution retirement schemes are charged as expenses as they fall due.

BUSINESS AND GEOGRAPHICAL SEGMENTS

(a) Business segments

The Group is organised into five operating divisions, namely high molecular chemical products and mixed solvents, paints, raw solvents, lubricants and inks. These divisions are the basis on which the Group reports its primary segment information.

As the turnover and results of the storage activities were insignificant in the current and prior period, such activities were grouped under others for presentation purposes.

Principal activities are as follows:

High molecular chemical products and mixed solvents	— manufacture of and trading in high molecular chemical products and mixed solvents
Paints	— manufacture of and trading in paints
Raw solvents	— manufacture of and trading in raw solvents and related products
Lubricants	— manufacture of and trading in lubricants products
Inks	— manufacture of and trading in inks and related products

4. 業務及地區分類 (續)

BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

(a) 業務分類 (續)

- (i) 本集團之營業額及業績按業務分類如下：

(a) Business segments (Continued)

- (i) An analysis of the Group's turnover and results by business segments is as follows:

		High molecular chemical products and mixed solvents									
		漆油	Raw solvents	潤滑油	油墨	其他	交易抵銷	綜合			
		Paints	solvents	Lubricants	Inks	Others	Elimination	Consolidated			
		千港元	千港元	千港元	千港元	千港元	千港元	千港元			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
截至二零零四年三月三十一日止年度	Year ended 31st March, 2004										
分類營業額	Segment revenue										
對外銷售	External sales	356,298	526,722	582,756	104,491	209,526	18,821	-	1,798,614		
分類間銷售	Inter-segment sales	2,971	11,885	26,610	46	6,808	4,330	(52,650)	-		
總額	Total	<u>359,269</u>	<u>538,607</u>	<u>609,366</u>	<u>104,537</u>	<u>216,334</u>	<u>23,151</u>	<u>(52,650)</u>	<u>1,798,614</u>		
業績	Results										
分類業績	Segment result	40,050	33,383	39,453	(4,110)	16,558	4,295	(100)	129,529		
利息收入	Interest income									648	
未分配集團費用	Unallocated corporate expenses									(2,802)	
經營溢利	Profit from operations									127,375	
利息費用	Interest expenses									(3,041)	
除稅前溢利	Profit before taxation									124,334	
稅項	Taxation									(12,760)	
未計少數股東權益前溢利	Profit before minority interests									111,574	
少數股東權益	Minority interests									(15,413)	
本年度純利	Net profit for the year									<u>96,161</u>	

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

4. 業務及地區分類 (續)

(a) 業務分類 (續)

- (i) 本集團之營業額及業績按業務分類如下：(續)

		高分子化工產品及 混合溶劑		單體溶劑		潤滑油		油墨		其他		交易抵銷		綜合		
		High molecular chemical products and mixed solvents	漆油 Paints	Raw solvents	Lubricants	Lubricants	Inks	Inks	Others	Others	Elimination	Consolidated				
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		千港元 HK\$'000		
截至二零零三年 三月三十一日止年度	Year ended 31st March, 2003															
分類營業額	Segment revenue															
對外銷售	External sales	304,121	442,277	393,813	118,553	148,944	15,048	-	1,422,756							
分類間銷售	Inter-segment sales	4,759	9,865	18,366	71	44	3,008	(36,113)	-							
總額	Total	<u>308,880</u>	<u>452,142</u>	<u>412,179</u>	<u>118,624</u>	<u>148,988</u>	<u>18,056</u>	<u>(36,113)</u>	<u>1,422,756</u>							
業績	Results															
分類業績	Segment result	33,817	29,279	40,414	3,133	10,847	3,336	(103)	120,723							
利息收入	Interest income													804		
未分配集團費用	Unallocated corporate expenses													(3,254)		
經營溢利	Profit from operations													118,273		
利息費用	Interest expenses													(2,417)		
出售租賃土地及 樓宇之盈利	Gain on disposal of leasehold land and building													8,772		
除稅前溢利	Profit before taxation													124,628		
稅項	Taxation													(5,322)		
未計少數股東 權益前溢利	Profit before minority interests													119,306		
少數股東權益	Minority interests													(16,089)		
本年度純利	Net profit for the year													<u>103,217</u>		

業務間之銷售與給予外界人士的條款相近。

Inter-segment sales are charged at the similar terms as outsiders.

BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

(a) Business segments (Continued)

- (i) An analysis of the Group's turnover and results by business segments is as follows: (Continued)

4. 業務及地區分類 (續)

BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

(a) 業務分類 (續)

(a) Business segments (Continued)

(ii) 其他資料

(ii) Other information

		高分子化工產品及 混合溶劑		單體溶劑			集團		
		High molecular chemical products and mixed solvents	漆油 Paints	Raw solvents	潤滑油 Lubricants	油墨 Inks	其他 Others	Corporate level	綜合 Consolidated
		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
截至二零零四年 三月三十一日止年度	Year ended 31st March, 2004								
資本性添置	Capital additions	55,348	73,295	11,242	2,010	8,533	9	2,016	152,453
物業、廠房及設備之 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	6,766	14,250	3,326	2,920	4,663	101	2,115	34,141
出售物業、廠房及 設備之(盈)虧	(Gain) loss on disposal of property, plant and equipment	(95)	890	380	7	187	-	11	1,380
無形資產攤銷	Amortisation of intangible asset	-	1,000	-	-	-	-	-	1,000
截至二零零三年 三月三十一日止年度	Year ended 31st March, 2003								
資本性添置	Capital additions	19,425	46,017	15,193	4,213	6,385	391	3,102	94,726
物業、廠房及設備之 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	6,555	14,013	2,014	2,543	3,588	53	2,696	31,462
出售物業、廠房及 設備之虧(盈)	Loss (gain) on disposal of property, plant and equipment	255	1,034	(85)	39	105	(80)	8	1,276

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

4. 業務及地區分類 (續)

BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

(a) 業務分類 (續)

(a) Business segments (Continued)

(iii) 本集團按業務分類之資產
負債分析如下：

(iii) An analysis of the Group's balance sheet by
business segments is as follows:

		高分子化工產品及 混合溶劑 High molecular chemical products and mixed solvents 千港元 HK\$'000											
		漆油 Paints 千港元 HK\$'000		單體溶劑 Raw solvents 千港元 HK\$'000		潤滑油 Lubricants 千港元 HK\$'000		油墨 Inks 千港元 HK\$'000		其他 Others 千港元 HK\$'000		綜合 Consolidated 千港元 HK\$'000	
於二零零四年三月三十一日		At 31st March, 2004											
資產		Assets											
分類資產	Segment assets	210,738	377,425	217,806	88,342	139,186	3,048	1,036,545					
可收回稅款	Taxation recoverable											2,231	
未分配集團資產	Unallocated corporate assets											142,405	
綜合總資產	Consolidated total assets											<u>1,181,181</u>	
負債		Liabilities											
分類負債	Segment liabilities	28,324	58,269	126,030	16,548	28,283	2,006	259,460					
應付稅款	Taxation payable											10,257	
遞延稅項負債	Deferred tax liabilities											1,869	
未分配集團負債	Unallocated corporate liabilities											194,206	
綜合總負債	Consolidated total liabilities											<u>465,792</u>	
於二零零三年三月三十一日		At 31st March, 2003											
資產		Assets											
分類資產	Segment assets	138,625	296,647	152,600	89,922	110,275	1,985	790,054					
可收回稅款	Taxation recoverable											2,479	
未分配集團資產	Unallocated corporate assets											165,332	
綜合總資產	Consolidated total assets											<u>957,865</u>	
負債		Liabilities											
分類負債	Segment liabilities	26,938	59,037	92,325	10,307	19,104	1,909	209,620					
應付稅款	Taxation payable											4,457	
未分配集團負債	Unallocated corporate liabilities											99,838	
綜合總負債	Consolidated total liabilities											<u>313,915</u>	

4. 業務及地區分類 (續)

(b) 地區分類

本集團之營業額及經營溢利大部份均來自中國大陸，而本集團大部份資產亦位於中國大陸。

5. 營業額

本集團營業額分析如下：

銷售貨品	Sales of goods
倉儲收入	Storage income

BUSINESS AND GEOGRAPHICAL SEGMENTS

(CONTINUED)

(b) Geographical segments

The Group's turnover and contribution to profit from operations were derived principally from Mainland China and the assets are substantially located in Mainland China.

TURNOVER

An analysis of the Group's turnover is as follows:

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
銷售貨品	Sales of goods	1,785,816	1,407,708
倉儲收入	Storage income	12,798	15,048
		1,798,614	1,422,756

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

6. 經營溢利

PROFIT FROM OPERATIONS

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
經營溢利已	Profit from operations has been arrived		
扣除下列各項：	at after charging:		
無形資產攤銷 (計入行政費用內)	Amortisation of intangible asset (included in administrative expenses)	1,000	-
核數師酬金	Auditors' remuneration	1,951	1,444
物業、廠房及設備之 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	34,141	31,462
出售物業、廠房及 設備之虧損(租賃 土地及樓宇除外)	Loss on disposal of property, plant and equipment other than leasehold land and building	1,380	1,276
貯存缸及附屬設施之 營業租約支付款項	Operating lease payments in respect of storage tanks and ancillary facilities	7,718	9,216
物業之營業租約 支付款項	Operating lease payments in respect of rented premises	5,033	4,445
員工成本包括董事 酬金(附註7)	Staff costs, including directors' remuneration (Note 7)	171,703	170,712
並經計入下列項目：	and after crediting:		
貯存缸及附屬設施 之租金收入	Rental income in respect of storage tanks and ancillary facilities	9,992	11,944
利息收入	Interest income	648	804

附註：

Note:

計入員工成本之退休金供款如下：

Pension contributions included in staff costs are as follows:

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
本集團對界定供款 計劃之供款	Pension contributions to the Group's defined contribution schemes	3,656	3,329
減：沒收供款	Less: Forfeited contributions	75	204
		3,581	3,125

6. 經營溢利 (續)

本集團為若干僱員備有界定供款退休金計劃（「退休金計劃」）。計劃之資產與本集團之資產分開，並由受託人控制之基金持有。

為配合強制性供積金計劃（「強積金計劃」）之出現，所有合資格僱員被授予一次選擇權，選擇轉向參予強積金計劃或保留於退休金計劃。

於綜合收益表內扣除之費用指本集團按照兩個計劃規則內指定比例應向該計劃繳付之供款。當僱員選擇保留於退休金計劃，而於被賦予權利獲得全數供款前退出退休金計劃時，則被沒收之供款金額會從本集團未來應繳付之供款中減除。

於二零零四年三月三十一日及二零零三年三月三十一日，沒有因僱員退出退休金計劃而產生並可用以減除未來年度應付供款之沒收供款。

本公司於中國大陸之附屬公司之員工均為中國大陸管理之國家退休福利計劃之成員。本公司於中國大陸之附屬公司需要支付員工薪金之一定比率作為退休福利計劃之供款。本集團對該退休福利計劃之唯一責任為根據計劃支付規定之供款。

PROFIT FROM OPERATIONS (CONTINUED)

The Group operates a defined contribution retirement benefits scheme (the "ORSO Scheme") for certain employees. The assets of the ORSO Scheme are held separately from those of the Group in funds under the control of the independent trustees.

In the light of the introduction of the Mandatory Provident Fund Scheme (the "MPF Scheme"), all the employees in ORSO Scheme were granted a one-off option to elect to switch to the MPF Scheme or stay with the ORSO Scheme.

The cost charged to the income statement represented contributions payable to both schemes by the Group at rates specified in the rules of respective schemes. Where there are employees who have elected to stay with the ORSO Scheme and leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group in the future years are reduced by the amount of forfeited contributions.

At 31st March, 2004 and 2003, there was no forfeited contributions from the ORSO Scheme, which arose upon employees leaving the ORSO Scheme and which were available to reduce the contributions payable in future years.

The employees of the Company's subsidiaries in Mainland China are members of the state-managed retirement benefits schemes operated by the government of Mainland China. The Company's subsidiaries in Mainland China are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the schemes.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

7. 董事及僱員酬金

DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS

董事		Directors	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
獨立非執行董事袍金	Fees to independent non-executive directors	767	708
執行董事酬金：	Emoluments to executive directors:		
薪金及其它利益	Salaries and other benefits	12,612	13,199
退休金計劃供款	Pension scheme contributions	802	777
住所之估計應課差餉租值	Estimated rateable value of residential accommodation	-	346
		13,414	14,322
		14,181	15,030

董事酬金，包括(a)居所利益惟不包括(b)購股權利益之董事酬金幅度如下：

Emoluments of the directors, including (a) accommodation benefits but excluding (b) share option benefits, were within the following bands:

		董事數目 Number of directors	
		二零零四年 2004	二零零三年 2003
無 - 1,000,000港元	Nil - HK\$1,000,000	2	2
1,000,001港元 - 1,500,000港元	HK\$1,000,001 - HK\$1,500,000	1	1
1,500,001港元 - 2,000,000港元	HK\$1,500,001 - HK\$2,000,000	4	4
2,000,001港元 - 2,500,000港元	HK\$2,000,001 - HK\$2,500,000	1	-
2,500,001港元 - 3,000,000港元	HK\$2,500,001 - HK\$3,000,000	1	1
3,000,001港元 - 3,500,000港元	HK\$3,000,001 - HK\$3,500,000	-	1

7. 董事及僱員酬金 (續)

董事 (續)

附註：

(a) 居所利益

本年度沒有董事使用本集團自置物業作為住所。於上年度，由本公司一名執行董事使用本集團自置物業作為住所之估計應課差餉租值為346,000港元。

(b) 購股權利益

本年度並無向本公司之董事授出任何購股權股份。於上年度，本公司授出合共2,000,000股之購股權股份予公司若干位董事。

僱員

於截至二零零四年三月三十一日止之兩個年度，本集團前五名最高薪之個別人士全是本公司之執行董事，其薪金已詳列於上文。

8. 利息費用

須於五年內悉數償還之銀行及其他貸款之利息

Interest on bank and other borrowings wholly repayable within five years

二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
3,041	2,417

DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS (CONTINUED)

Directors (Continued)

Notes:

(a) Accommodation benefits

During the year, no property owned by the Group was provided to directors as residential accommodation. In the prior year, the estimated rateable value of residential accommodation in respect of properties owned by the Group and occupied by an executive director of the Company amounted to HK\$346,000.

(b) Share option benefits

No option shares were granted to directors of the Company during the year. In prior year, the Company granted an aggregate of 2,000,000 option shares to certain directors of the Company.

Employees

The five highest paid individuals of the Group for each of the two years ended 31st March, 2004 are all executive directors of the Company, details of whose emoluments are set out above.

INTEREST EXPENSES

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

9. 稅項

TAXATION

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
現行稅項	Current Tax		
香港	Hong Kong	269	1,718
中國大陸	Mainland China	10,622	3,604
		10,891	5,322
遞延稅項	Deferred tax		
香港	Hong Kong	1,869	–
		12,760	5,322

香港利得稅乃按照本年度估計應課稅溢利按稅率17.5% (二零零三年：16%) 提撥準備。中國大陸企業所得稅則按有關司法地區之稅率計算。

Hong Kong Profits Tax has been provided at the rate of 17.5% (2003: 16%) on the estimated assessable profit for the year. Enterprise income tax in Mainland China has been provided at the rates prevailing in the respective jurisdictions.

9. 稅項 (續)

TAXATION (CONTINUED)

收益表中除稅前溢利與是年度之稅項支出對賬如下：

A statement of reconciliation of taxation is as follows:

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
除稅前溢利	Profit before taxation	124,334	124,628
以本地所得稅率27%計算	Tax charge at the domestic income tax rate of 27%	33,570	33,650
往年度撥備不足	Underprovision in prior years	276	1,050
不可扣減的開支對稅務之影響	Tax effect of expenses not deductible for tax purposes	2,798	4,984
無需繳稅的收入對稅務之影響	Tax effect of income not taxable for tax purposes	(11,317)	(10,145)
未予以確認稅項虧損對稅務之影響	Tax effect of tax losses not recognised	7,709	6,564
使用之前未確認稅項虧損對稅務之影響	Tax effect of utilisation of tax losses previously not recognised	(2,403)	(1,994)
位於其他司法地區之附屬公司不同稅率之影響	Effect of different tax rates of subsidiaries in other jurisdictions	(10,478)	(19,247)
部份附屬公司之減免稅率之影響	Effect of income tax on concessionary rates for certain subsidiaries	(9,173)	(8,682)
其他	Others	1,778	(858)
本年度稅項	Taxation for the year	12,760	5,322

使用本集團大部份業務所在司法地區之當地稅率。

The domestic tax rate in the jurisdiction where the operation of the Group is substantially based is used.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

10. 股息

DIVIDENDS

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
結算日後建議期末股息： 每股6.0港仙 (二零零三年：5.0港仙)	Final dividend proposed after the balance sheet date: HK6.0 cents (2003: HK5.0 cents) per share	28,016	22,866
本年已付中期股息： 每股4.0港仙 (二零零三年：4.0港仙)	Interim dividend paid during the year： HK4.0 cents (2003: HK4.0 cents) per share	18,673	18,265
由於在截止過戶日期前 行使僱員購股權， 而須於本年額外繳付之 去年期末股息	Additional prior year's final dividend paid during the year as a result of exercise of employees' share options prior to the book close date	435	124
		47,124	41,255

董事會擬派期末股息每股6.0港仙(二零零三年：5.0港仙)，須待股東們於即將舉行之股東週年大會上批准。

The final dividend proposed of HK6.0 cents (2003: HK5.0 cents) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

11. 每股盈利

EARNINGS PER SHARE

每股基本及攤薄後盈利乃根據下列資料計算：

The amounts presented for basic and diluted earnings per share have been calculated as follows:

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
本年度純利及計算每股基本及攤薄後盈利	Net profit for the year and earnings for the purposes of calculating basic and diluted earnings per share	96,161	103,217
			股份數目 Number of shares
			千股 '000
計算每股基本盈利之加權平均股數	Weighted average number of shares for the purpose of calculating basic earnings per share	464,208	490,205
可能對股份產生之攤薄影響：購股權	Effect of dilutive potential shares: Share options	3,089	2,974
計算每股攤薄後盈利之加權平均股數	Weighted average number of shares for the purpose of calculating diluted earnings per share	467,297	493,179

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

12. 物業、廠房及設備

PROPERTY, PLANT AND EQUIPMENT

		正在興建工程 Construction in progress	永久 業權土地 Freehold land	土地及樓宇 Leasehold land and buildings	傢俬、 裝置及 租賃辦公室設備 Furniture, and office equipment	汽車 Motor vehicles	廠房及機器 Plant and machinery	合計 Total
		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
集團	THE GROUP							
成本值	AT COST							
於二零零三年四月一日	At 1st April, 2003	8,752	2,968	225,262	70,897	47,702	139,560	495,141
外匯結算差額	Currency realignment	41	246	321	102	39	143	892
重新分類	Reclassification	(18,415)	–	8,716	652	–	9,047	–
添置	Additions	124,297	–	635	5,496	8,651	13,374	152,453
出售	Disposals	–	–	–	(7,626)	(8,584)	(5,013)	(21,223)
於二零零四年三月三十一日	At 31st March, 2004	114,675	3,214	234,934	69,521	47,808	157,111	627,263
折舊及攤銷 以及減值準備	DEPRECIATION AND AMORTISATION AND IMPAIRMENT							
於二零零三年四月一日	At 1st April, 2003	–	2,058	61,472	51,332	29,920	72,738	217,520
外匯結算差額	Currency realignment	–	170	118	78	39	79	484
年內撥備	Provided for the year	–	–	8,227	6,909	6,663	12,342	34,141
出售時抵銷	Eliminated on disposals	–	–	–	(6,967)	(7,948)	(2,614)	(17,529)
於二零零四年三月三十一日	At 31st March, 2004	–	2,228	69,817	51,352	28,674	82,545	234,616
賬面淨值	NET BOOK VALUES							
於二零零四年三月三十一日	At 31st March, 2004	114,675	986	165,117	18,169	19,134	74,566	392,647
於二零零三年三月三十一日	At 31st March, 2003	8,752	910	163,790	19,565	17,782	66,822	277,621

12. 物業、廠房及設備 (續)

PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
集團之物業權益 包括：	The Group's property interests comprise:		
香港以外地區持有之 永久業權土地 (附註)	Freehold land held outside Hong Kong (Note)	986	910
租賃物業：	Leasehold properties:		
在香港持有之	Held in Hong Kong		
– 中期租賃	– medium term leases	26,963	27,803
在香港以外地區持有之	Held outside Hong Kong:		
– 長期租賃	– long leases	2,201	25,269
– 中期租賃	– medium term leases	134,830	109,393
– 短期租賃	– short term leases	1,123	1,325
		166,103	164,700

附註：此乃位於泰國之一幅永久業權土地，現時仍空置。

Note: The freehold land is located in Thailand and is currently vacant.

13. 於附屬公司之投資

INVESTMENT IN SUBSIDIARIES

		本公司 THE COMPANY	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
非上市股份	Unlisted shares	112,700	112,700

非上市股份之賬面值乃根據Yip's Hang Cheung (Holdings) BVI Ltd.及其附屬公司於一九九一年本公司透過集團重組成為最終控股公司當日之基本資產賬面淨值而計算。

The carrying value of the unlisted shares is based on the book values of the underlying net assets of Yip's Hang Cheung (Holdings) BVI Ltd. and its subsidiaries at the date on which the Company became the ultimate holding company under the group reorganisation in 1991.

本公司於二零零四年三月三十一日之附屬公司詳情載於財務報告附註29。

Details of the Company's principal subsidiaries at 31st March, 2004 are set out in note 29.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

14. 無形資產

INTANGIBLE ASSET

技術知識
Technical knowhow
千港元
HK\$'000

集團 成本值	THE GROUP AT COST	
於二零零三年四月一日 及二零零四年三月三十一日	At 1st April, 2003 and 31st March, 2004	5,000
攤銷	AMORTISATION	
於二零零三年四月一日 年內撥備	At 1st April, 2003 Provided for the year	– 1,000
於二零零四年三月三十一日	At 31st March, 2004	1,000
賬面淨值	NET BOOK VALUE	
於二零零四年三月三十一日	At 31st March, 2004	4,000
於二零零三年三月三十一日	At 31st March, 2003	5,000

本集團之無形資產為向獨立第三者購買用作生產絕緣漆產品之技術知識之成本。無形資產乃採用直線法於預計可使用年內(即五年)攤銷。

The intangible asset of the Group represents the cost of the technical knowhow acquired from an independent third party to manufacture certain insulating varnish products. The cost of the intangible asset is amortised on a straight line basis over its estimated useful life of five years.

15. 其他非流動資產

OTHER NON-CURRENT ASSETS

本集團之金額乃指集團持有會所債券之成本。

The amount of the Group represents the cost of club debentures held by the Group.

依董事會之意見，會所債券之價值最少與其賬面值相等。

In the opinion of the directors, the club debentures are worth at least their carrying values.

16. 存貨

INVENTORIES

		本集團 THE GROUP	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
原料	Raw materials	127,418	116,791
在製品	Work in progress	16,171	12,298
製成品	Finished goods	78,494	72,815
		222,083	201,904

於二零零四年三月三十一日，以上存貨包括原料5,359,000港元(二零零三年：15,614,000港元)、在製品94,000港元(二零零三年：46,000港元)及製成品3,232,000港元(二零零三年：2,114,000港元)均按可變現淨值計算。

At 31st March, 2004, included above are raw materials of HK\$5,359,000 (2003: HK\$15,614,000), work in progress of HK\$94,000 (2003: HK\$46,000) and finished goods of HK\$3,232,000 (2003: HK\$2,114,000) which were carried at net realisable value.

17. 應收賬款

TRADE DEBTORS

於結算日應收賬款之賬齡分析如下：

An aged analysis of trade debtors at the balance sheet date is as follows:

		本集團 THE GROUP	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
零至三個月	0 – 3 months	313,883	240,180
四至六個月	4 – 6 months	71,528	42,754
六個月以上	Over 6 months	8,067	6,015
		393,478	288,949

本集團向其餘銷客戶提供由30天至90天之信貸期。

The Group allows a credit period ranging from 30 to 90 days to its trade customers.

18. 應付賬款及應計費用

於結算日，應付賬款及應計費用結餘包括應付貨款200,665,000港元（二零零三年：142,195,000港元），於結算日應付貨款之賬齡分析如下：

CREDITORS AND ACCRUED CHARGES

At the balance sheet date, the balance of creditors and accrued charges included trade creditors of HK\$200,665,000 (2003: HK\$142,195,000). The aged analysis of trade creditors at the balance sheet date is as follows:

		本集團 THE GROUP	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
零至三個月	0 – 3 months	164,712	125,807
四至六個月	4 – 6 months	34,327	15,221
六個月以上	Over 6 months	1,626	1,167
		200,665	142,195

19. 銀行借貸

BANK BORROWINGS

		本集團 THE GROUP	
		二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
銀行借貸包括下列各項：	Bank borrowings comprise the following:		
銀行貸款	Bank loans	187,432	55,268
進口貸款	Import loans	–	35,438
		187,432	90,706
銀行借貸需於以下年期清還：	The borrowings are repayable as follows:		
1年內	Within 1 year	143,682	90,706
第1至第2年內	Between 1 – 2 years	25,000	–
第2至第5年內	Between 2 – 5 years	18,750	–
		187,432	90,706
減：須於一年內清還並歸納 為流動負債之金額	Less: Amount due within one year shown under current liabilities	(143,682)	(90,706)
		43,750	–

年內集團從一香港銀行獲取合共150,000,000港元之中期銀行貸款，該貸款按市場利率計算利息，其中75,000,000港元分12季清還，餘額為2年可循環使用之貸款。有關款項用作投資中國大陸的新廠房及營運所需，及清還其他銀行之循環貸款。

During the year, the Group drew down a medium term loan of HK\$150,000,000 with a bank in Hong Kong. The term loan bears interest at market rate. A portion of the term loan of HK\$75,000,000 is repayable by twelve quarterly installments and the balance is a two-year revolving loan. The loans were used to finance investments in new plants and operations in Mainland China and repay revolving loans from other banks.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

20. 遞延稅項負債

以下為本集團已確認之主要遞延稅項負債與資產及於本年及上年內之有關變動：

DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior years:

	加速稅項折舊 Accelerated tax depreciation	未用稅損 Tax losses	總計 Total	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
於二零零二年四月一日、 二零零三年三月三十一日 及二零零三年四月一日	At 1st April, 2002, 31st March, 2003 and 1st April, 2003	-	-	
於收益表扣除(計入)	Charge (Credit) to income statement	1,952	(83)	1,869
於二零零四年三月三十一日	At 31st March, 2004	<u>1,952</u>	<u>(83)</u>	<u>1,869</u>

於二零零四年三月三十一日，本集團有未確認稅務虧損約176,613,000港元(二零零三年：157,709,000港元)可供抵銷未來溢利。由於未能預期未來的溢利流量，故未有確認遞延稅項資產，其中165,251,000港元(二零零三年：148,419,000港元)稅務虧損可無限期結轉，餘額將於二零零八年或之前到期。

At 31st March, 2004, the Group had unrecognised tax losses of approximately HK\$176,613,000 (2003: HK\$157,709,000) available to offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in the unrecognised tax losses, HK\$165,251,000 (2003: HK\$148,419,000) may be carried forward indefinitely and the balance will expire at various dates up to and including 2008.

於二零零四年三月三十一日，本公司有未確認稅務虧損約24,000港元(二零零三年：無)可供抵銷未來溢利，該稅務虧損可無限期結轉。由於未能預期未來的溢利流量，故未有確認遞延稅項資產。

At 31st March, 2004, the Company has unrecognised tax loss of approximately HK\$24,000 (2003: nil) available to offset against future profits. The tax loss may be carried forward indefinitely. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

21. 股本

SHARE CAPITAL

		法定	已發行及繳足	
		Authorised	Issued and fully paid	
		2004 & 2003	2004	2003
		HK\$'000	HK\$'000	HK\$'000
每股面值0.10港元之股份	Shares of HK\$0.10 each	80,000	46,693	45,733

年內本公司之已發行股本有以下變動：

Movements in the issued share capital of the Company during the year are as follows:

		股份數目	金額
		Number of shares	Amount
		千股	千港元
		'000	HK\$'000
於二零零二年四月一日	At 1st April, 2002	499,331	49,933
行使購股權	Exercise of share options	6,090	609
註銷回購股份 (附註(a))	Cancelled upon repurchase of shares (note (a))	(48,096)	(4,809)
於二零零三年三月三十一日 及二零零三年四月一日	At 31st March, 2003 and 1st April, 2003	457,325	45,733
行使購股權 (附註(b))	Exercise of share options (note (b))	9,600	960
於二零零四年三月三十一日	At 31st March, 2004	466,925	46,693

附註：

Notes:

- (a) 於二零零二年十二月，本公司透過私人協議向獨立第三者以每股0.88港元場外購回股份48,096,000股，總現金代價為42,324,000港元。所有回購之股份已被註銷。
- (b) 於截至二零零四年三月三十一日止年度內，共有9,600,000股之購股權股份獲行使，本公司因此而分別發行130,000股、600,000股及8,870,000股每股面值0.10港元之股份，每股作價分別為0.314港元、0.395港元及1.190港元。

- (a) In December 2002, the Company repurchased 48,096,000 of its own shares from an independent third party at HK\$0.88 per share off-market with an aggregate consideration of approximately HK\$42,324,000. The shares were cancelled upon repurchase.
- (b) During the year ended 31st March, 2004, 9,600,000 option shares were exercised, resulting in the issue of 130,000 shares, 600,000 shares and 8,870,000 shares of HK\$0.10 each in the Company at a price of HK\$0.314, HK\$0.395 and HK\$1.190 per share respectively.

所有已發行股份均在所有方面與當時之現有股份享有同等權益。

All shares issued rank pari passu with the then existing shares in issue in all respects.

22. 購股權計劃

於一九九一年七月十八日，本公司採納舊購股權計劃（「舊計劃」），該計劃已於二零零一年七月十七日終止。根據該舊計劃，董事會可向集團任何合資格僱員（包括本公司或其附屬公司之董事）授予可認購本公司股份之購股權。所授出之購股權可由其授予當日（必須由提出之日起計二十八日內接受）起於五年內行使。在接納授出之購股權時，須支付一港元之面值代價。購股權所涉及之股份之認購價，乃不低於股份於授出購股權前五個交易日之平均收市價80%之金額。根據該舊計劃可授出之購股權，最高股份數目將不得超過本公司不時已發行公司股份10%。而於終止計劃前尚未行使之已授出購股權繼續有效並直至購股權被全部行使或已失效為止。

於二零零一年八月二十八日採納另一新購股權計劃（「2001計劃」），其目的是藉以獎勵參與者，並將於二零零六年八月二十七日期滿。該2001計劃之主要條款概要與舊計劃相同。沒有購股權按2001計劃自採納而授出。

SHARE OPTION SCHEME

On 18th July, 1991, the Company adopted a share option scheme (the "Old Scheme") and this scheme expired on 17th July, 2001. Under the Old Scheme, the directors may grant options to any eligible employees of the Group, including directors of the Company or its subsidiaries, to subscribe for shares in the Company. Options granted are exercisable within five years from the date of grant, where the acceptance date should not be later than 28 days after the date of offer. A nominal consideration of HK\$1 was payable on acceptance of the grant of options. The subscription price of the shares option was the higher of the nominal value of the shares and an amount which was not less than 80% of the average of the last dealt prices of the shares on the five trading days immediately preceding the offer of the options. The maximum number of shares in respect of which options may be granted under the Old Scheme may not exceed in nominal amount of 10% of the issued share capital of the Company from time to time. Options granted under the Old Scheme prior to its cessation which have not been fully exercised remain valid until such time that such options are fully exercised or have lapsed.

A new share option scheme (the "2001 Scheme") was adopted on 28th August, 2001 for the purpose of providing incentives to the participants and would expire on 27th August, 2006. The principal terms of the 2001 Scheme were the same as the terms of the Old Scheme. No share options were granted under the 2001 Scheme since its adoption.

22. 購股權計劃 (續)

於二零零二年九月三日，本公司批准終止2001計劃及採納將於二零一二年九月二日到期之新購股權計劃（「新計劃」），以便遵從香港聯合交易所有限公司證券上市規則新修訂之第十七章之條款。新計劃之目的為確定及激勵參與人士作出貢獻，並提供鼓勵及直接經濟利益，以達到本公司之長期業務目標。根據新計劃，董事可授出購股權予合資格之本集團僱員，包括本公司或其附屬公司之董事、本集團之法律、金融、管理及技術顧問及諮詢人、主要客戶及原料及機械供應商，以認購本公司之股份。授出之購股權可自授出日期起十年內行使，而接納日期不應遲於要約日期後之二十八日後。接納獲授之購股權時應支付一港元之象徵式代價。購股權股份之最少認購價須為以下三者較高者(i)股份於授出日期之收市價；(ii)股份於緊接授出日期前五個交易日之平均收市價；及(iii)股份之面值。根據新計劃可授出之購股權有關之股份數目上限，不得超過於批准新購股權計劃當日本公司之已發行股本10%之面值金額。然而，因行使所有已授出之購股權而發行之股份數目上限總額不得超過不時已發行股本之30%。在未獲得本公司之股東批准前，在任何一年內，授予任何人士之購股權股份數目，不得超過本公司不時已發行股份之1%。

SHARE OPTION SCHEME (CONTINUED)

On 3rd September, 2002, the Company approved the termination of the 2001 Scheme and adopted a new share option scheme (the "New Scheme") which will expire on 2nd September, 2012 in order to comply with the terms of the new Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The purpose of the New Scheme is to recognise and motivate the participants and to provide incentives and a direct economic interest in attaining the long term business objectives of the Company. Under the New Scheme, the directors may grant options to any eligible employees of the Group, including directors of the Company or its subsidiaries, legal, financial, management and technical advisers and consultants, major customers and raw material and machinery suppliers of the Group, to subscribe for shares in the Company. Options granted are exercisable within ten years from the date of grant, where the acceptance date should not be later than 28 days after the date of offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of options. The subscription price of the options shares is not less than the higher of (i) the closing price of the shares on the date of grant; (ii) the average closing prices of the shares on the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares. The maximum number of shares in respect of which options may be granted under the New Scheme may not exceed in nominal amount of 10% of the issued share capital of the Company at the date of approval of the New Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding shares options must not exceed 30% of the issued share capital from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of, the shares of the Company in issue from time to time, without prior approval from the Company's shareholders.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

22. 購股權計劃 (續)

截至二零零四年三月三十一日止兩個年度，本公司之購股權計劃中尚未行之購股權變動概列如下：—

SHARE OPTION SCHEME (CONTINUED)

A summary of the movements of the outstanding options during each of the two years ended 31st March, 2004 under the Company's share option scheme is as follows:

		購股權數目 Number of share options					
授出日期 Date of grant	行使價 Exercise price 港元 HK\$	於 二零零三年 四月一日 尚未行使 Outstanding at 1.4.2003	年內已 授出 Granted during the year	年內已 行使 Exercised during the year	年內已 消取 Cancelled during the year	於 二零零四年 三月三十一日 尚未行使 Outstanding at 31.3.2004	
舊計劃 Old Scheme	一九九九年三月三日 3rd March, 1999	0.314	280,000	—	130,000	150,000	—
	二零零一年七月十六日 16th July, 2001	0.395	1,300,000	—	600,000	—	700,000
新計劃 New Scheme	二零零二年十一月十四日 14th November, 2002	1.190	14,090,000	—	8,870,000	—	5,220,000
			<u>15,670,000</u>	<u>—</u>	<u>9,600,000</u>	<u>150,000</u>	<u>5,920,000</u>

		購股權數目 Number of share options					
授出日期 Date of grant	行使價 Exercise price 港元 HK\$	於 二零零二年 四月一日 尚未行使 Outstanding at 1.4.2002	年內已 授出 Granted during the year	年內已 行使 Exercised during the year	年內已 消取 Cancelled during the year	於 二零零三年 三月三十一日 尚未行使 Outstanding at 31.3.2003	
舊計劃 Old Scheme	一九九九年三月三日 3rd March, 1999	0.314	1,810,000	—	1,400,000	130,000	280,000
	二零零一年一月八日 8th January, 2001	0.300	780,000	—	580,000	200,000	—
	二零零一年七月十六日 16th July, 2001	0.395	4,300,000	—	2,800,000	200,000	1,300,000
新計劃 New Scheme	二零零二年十一月十四日 14th November, 2002	1.190	—	15,700,000	1,310,000	300,000	14,090,000
			<u>6,890,000</u>	<u>15,700,000</u>	<u>6,090,000</u>	<u>830,000</u>	<u>15,670,000</u>

22. 購股權計劃 (續)

有關包括於以上資料表內董事持有購股權之詳情如下：—

SHARE OPTION SCHEME (CONTINUED)

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

		購股權數目 Number of share options					
授出日期 Date of grant	行使價 Exercise price 港元 HK\$	於 二零零三年 四月一日 尚未行使 Outstanding at 1.4.2003	年內已 授出 Granted during the year	年內已 行使 Exercised during the year	年內已 取消 Cancelled during the year	於 二零零四年 三月三十一日 尚未行使 Outstanding at 31.3.2004	
舊計劃 Old Scheme	二零零一年七月十六日 16th July, 2001	0.395	1,000,000	—	300,000	—	700,000
新計劃 New Scheme	二零零二年十一月十四日 14th November, 2002	1.190	2,000,000	—	—	—	2,000,000
			<u>3,000,000</u>	<u>—</u>	<u>300,000</u>	<u>—</u>	<u>2,700,000</u>

		購股權數目 Number of share options					
授出日期 Date of grant	行使價 Exercise price 港元 HK\$	於 二零零二年 四月一日 尚未行使 Outstanding at 1.4.2002	年內已 授出 Granted during the year	年內已 行使 Exercised during the year	年內已 取消 Cancelled during the year	於 二零零三年 三月三十一日 尚未行使 Outstanding at 31.3.2003	
舊計劃 Old Scheme	一九九九年三月三日 3rd March, 1999	0.314	800,000	—	800,000	—	—
	二零零一年七月十六日 16th July, 2001	0.395	1,500,000	—	500,000	—	1,000,000
新計劃 New Scheme	二零零二年十一月十四日 14th November, 2002	1.190	—	2,000,000	—	—	2,000,000
			<u>2,300,000</u>	<u>2,000,000</u>	<u>1,300,000</u>	<u>—</u>	<u>3,000,000</u>

22. 購股權計劃 (續)

去年向接受授出購股權之僱員(包括董事)收取之總代價為77港元。

在緊接購股權行使日期之前的加權平均收市價為1.741港元(二零零三年: 1.071港元)。

兩年授出之購股權之價值並無於收益表中確認為費用。

SHARE OPTION SCHEME (CONTINUED)

Total consideration received in prior year from employees (including directors) for taking up the options granted amounted to HK\$77.

Weighted average closing price of the shares of the Company immediately before the dates on which the options were exercised was HK\$1.741 (2003 : HK\$1.071).

No charge is recognised in the income statement in respect of the value of options granted in both years.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

23. 儲備

RESERVES

		股份溢價 Share premium 千港元 HK\$'000	不可分派儲備 Non-distributable reserve 千港元 HK\$'000	匯兌儲備 Translation reserve 千港元 HK\$'000	法定儲備 Legal reserve 千港元 HK\$'000	商譽儲備 Goodwill reserve 千港元 HK\$'000	資本回購儲備 Capital redemption reserve 千港元 HK\$'000	累計溢利 Accumulated profits 千港元 HK\$'000	合計 Total 千港元 HK\$'000
本集團	THE GROUP								
於二零零二年四月一日	At 1st April, 2002	208,976	-	12,411	509	(37,726)	229	352,106	536,505
因購股權獲行使而發行股份之溢價	Premium arising from shares issued upon exercise of share options	2,670	-	-	-	-	-	-	2,670
附屬公司累計溢利資本化	Capitalisation of accumulated profits by a subsidiary	-	1,524	-	-	-	-	(1,524)	-
折算香港以外附屬公司之財務報告時產生之匯兌差額	Exchange differences arising on translation of financial statements of subsidiaries outside Hong Kong	-	-	(955)	-	-	-	-	(955)
撥入法定儲備	Transfer to legal reserve	-	-	-	16	-	-	(16)	-
支付回購股份溢價及費用	Premium and expenses paid on repurchase of own shares	-	-	-	-	-	-	(39,188)	(39,188)
撥入資本回購儲備	Transfer to capital redemption reserve	-	-	-	-	-	4,809	(4,809)	-
本年度純利	Net profit for the year	-	-	-	-	-	-	103,217	103,217
已付股息	Dividends paid								
- 二零零二年度期末股息	- final dividend for 2002	-	-	-	-	-	-	(17,477)	(17,477)
- 因行使購股權使二零零二年度期末股息增加	- additional final dividend for 2002 as a result of exercise of share options	-	-	-	-	-	-	(124)	(124)
- 二零零三年度中期股息	- interim dividend for 2003	-	-	-	-	-	-	(18,265)	(18,265)
於二零零三年三月三十一日及二零零三年四月一日	At 31st March, 2003 and 1st April, 2003	211,646	1,524	11,456	525	(37,726)	5,038	373,920	566,383
因購股權獲行使而發行股份之溢價	Premium arising from shares issued upon exercise of share options	9,873	-	-	-	-	-	-	9,873
折算香港以外附屬公司之財務報告時產生之匯兌差額	Exchange differences arising on translation of financial statements of subsidiaries outside Hong Kong	-	-	(589)	-	-	-	-	(589)
因清理附屬公司而實現之儲備	Reserves realised on disposal of subsidiaries	-	-	233	-	(324)	-	-	(91)
本年度純利	Net profit for the year	-	-	-	-	-	-	96,161	96,161
已付股息	Dividends paid								
- 二零零三年度期末股息	- final dividend for 2003	-	-	-	-	-	-	(22,866)	(22,866)
- 因行使購股權使二零零三年度期末股息增加	- additional final dividend for 2003 as a result of exercise of share options	-	-	-	-	-	-	(435)	(435)
- 二零零四年度中期股息	- interim dividend for 2004	-	-	-	-	-	-	(18,673)	(18,673)
於二零零四年三月三十一日	At 31st March, 2004	<u>221,519</u>	<u>1,524</u>	<u>11,100</u>	<u>525</u>	<u>(38,050)</u>	<u>5,038</u>	<u>428,107</u>	<u>629,763</u>

本集團之不可分派儲備因一間公司之累計溢利資本法而產生。

本集團不可予分派之法定儲備為香港以外附屬公司根據有關註冊地點之法定要求撥入之溢利。

The non-distributable reserve of the Group arose as a result of capitalisation of accumulated profits of a subsidiary.

The legal reserve of the Group is non-distributable and represents the transfer of profit of a subsidiary outside Hong Kong pursuant to the legal requirements in the relevant place of registration.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

23. 儲備 (續)

RESERVES (CONTINUED)

		股份溢價 Share premium 千港元 HK\$'000	特別儲備 Special reserve 千港元 HK\$'000	資本 回購儲備 Capital redemption reserve 千港元 HK\$'000	累計溢利 Accumulated profits 千港元 HK\$'000	合計 Total 千港元 HK\$'000
本公司	THE COMPANY					
於二零零二年四月一日	At 1st April, 2002	208,976	77,700	229	53,153	340,058
因購股權獲行使而發行 股份之溢價	Premium arising from shares issued upon exercise of share options	2,670	-	-	-	2,670
支付回購股份 溢價及費用	Premium and expenses paid on repurchase of own shares	-	-	-	(39,188)	(39,188)
撥入資本回購 儲備	Transfer to capital redemption reserve	-	-	4,809	(4,809)	-
本年度純利	Net profit for the year	-	-	-	79,921	79,921
已付股息	Dividends paid					
- 二零零二年度期末股息	- final dividend for 2002	-	-	-	(17,477)	(17,477)
- 因行使購股權使 二零零二年度 期末股息增加	- additional final dividend for 2002 as a result of exercise of share options	-	-	-	(124)	(124)
- 二零零三年度中期股息	- interim dividend for 2003	-	-	-	(18,265)	(18,265)
於二零零三年三月三十一日 及二零零三年四月一日	At 31st March, 2003 and 1st April, 2003	211,646	77,700	5,038	53,211	347,595
因購股權獲行使而發行 股份之溢價	Premium arising from shares issued upon exercise of share options	9,873	-	-	-	9,873
本年度純利	Net profit for the year	-	-	-	79,976	79,976
已付股息	Dividends paid					
- 二零零三年度期末股息	- final dividend for 2003	-	-	-	(22,866)	(22,866)
- 因行使購股權使 二零零三年度 期末股息增加	- additional final dividend for 2003 as a result of exercise of share options	-	-	-	(435)	(435)
- 二零零四年度中期股息	- interim dividend for 2004	-	-	-	(18,673)	(18,673)
於二零零四年三月三十一日	At 31st March, 2004	<u>221,519</u>	<u>77,700</u>	<u>5,038</u>	<u>91,213</u>	<u>395,470</u>

可予分派之特別儲備為Yip's Hang Cheung (Holdings) BVI Ltd.於本公司收購其股份當日之基本資產賬面淨值與本公司就收購事項發行股份之面值兩者之差額。

The special reserve of the Company, which is available for distribution, represents the difference between the book values of the underlying net assets of Yip's Hang Cheung (Holdings) BVI Ltd. at the date on which its shares were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition.

24. 清理附屬公司

DISPOSAL OF SUBSIDIARIES

		二零零四 2004 千港元 HK\$'000	二零零三 2003 千港元 HK\$'000
清理資產淨值：	Net assets disposed of:		
物業、廠房及設備	Property, plant and equipment	–	2,676
存貨	Inventories	–	901
應收賬款	Trade debtors	–	1,050
其他應收賬款及預付款項	Other debtors and prepayments	–	231
應付賬款及應計費用	Creditors and accrued charges	–	(4,664)
銀行借款	Bank loans	–	(169)
實現儲備	Reserves realised	(91)	–
		(91)	25
清理盈利(虧損)	Gain (loss) on disposal	91	(25)
		–	–
付款方式：	Satisfied by:		
現金	Cash	–	–

年內清理之附屬公司對本集團本年度之經營業務和現金流量並無重大貢獻。

The subsidiaries disposed of did not contribute significantly to the Group's operating results and cash flows during the year.

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

25. 或然負債

CONTINGENT LIABILITIES

		本公司 THE COMPANY	
		二零零四 2004	二零零三 2003
		千港元 HK\$'000	千港元 HK\$'000
本公司就其附屬公司 取得一般銀行融資 向銀行作出之企業擔保	Corporate guarantees given to bankers for general banking facilities granted to the Company's subsidiaries	585,750	384,000

於二零零四年三月三十一日，本公司為其四間（二零零三年：四間）附屬公司向六位（二零零三年：四位）獨立之第三者，就購貨產生之一切債務作擔保之總額為11,000,000港元（二零零三年：24,000,000港元）。

At 31st March, 2004, the Company provided guarantees amounting to HK\$11 million (2003: HK\$24 million) to six (2003: four) independent third parties to guarantee the payment of all indebtedness for the purchases of goods by four (2003: four) subsidiaries from the third parties.

本集團於結算日並無重大或然負債。

The Group did not have any significant contingent liabilities at the balance sheet date.

26. 資本性承擔

CAPITAL COMMITMENTS

		本集團 THE GROUP	
		二零零四 2004	二零零三 2003
		千港元 HK\$'000	千港元 HK\$'000
就添置物業、廠房及 設備已訂約但 財務報告中 未予撥備	Contracted for but not provided in the financial statements in respect of the acquisition of property, plant and equipment	45,243	29,481

此外，若干附屬公司已作出承擔，就其附屬公司尚未繳付之投資出資約17,000,000港元（二零零三年：13,400,000港元）。

In addition, certain subsidiaries are committed to contribute approximately HK\$17 million (2003: HK\$13.4 million) in respect of unpaid investment in their subsidiaries.

本公司於結算日並無任何資本性承擔。

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

27. 營業租約承擔

本集團作為承租人

於結算日，本集團就於下列年期屆滿之租賃物業、貯存缸及附屬設施之不可撤銷營業租約而須承擔繳付未來最低租賃款項：

OPERATING LEASE COMMITMENTS

The Group as lessee

At the balance sheet date, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases in respect of rented properties and storage tanks and ancillary facilities which fall due as follows:

		本集團 THE GROUP			
		租賃物業 Rented properties		貯存缸及附屬設施 Storage tanks and ancillary facilities	
		二零零四 2004 千港元 HK\$'000	二零零三 2003 千港元 HK\$'000	二零零四 2004 千港元 HK\$'000	二零零三 2003 千港元 HK\$'000
一年內	Within one year	2,951	3,701	6,767	6,649
第二至第五年 (首尾兩年包括在內)	In the second to fifth year inclusive	4,568	6,175	6,204	–
五年後	After five years	885	1,379	–	–
		8,404	11,255	12,971	6,649

根據與本集團訂立之租約，租賃期由一年至十年。除租賃貯存缸及附屬設施之租金會因每月用量超出既定標準而增加外，其他租金乃根據協議定額支付。

Under the leases entered into by the Group, the lease terms are from one year to ten years. The lease payments are fixed except for the rental of storage tanks and ancillary facilities of which additional storage charges will be incurred if the monthly usage exceeds a certain level.

27. 營業租約承擔 (續)

本集團作為出租人

於結算日，本集團與租客已簽訂以下有關貯存缸及附屬設施之未來最低租賃款項：

一年內	Within one year
第二至第五年（首尾兩年包括在內）	In the second to fifth year inclusive

本公司於結算日並無任何營業租約承擔。

28. 關聯人士交易

年內，本集團分別支付492,000港元（二零零三年：82,000港元）、520,000港元（二零零三年：600,000港元）及216,000港元（二零零三年：無）之租金予 Hang Cheung Investments Company Limited（“HCI”）、嘉捷投資有限公司及香港微型科技有限公司，本公司之董事葉志成先生、葉子軒先生及吳紹平先生分別於該三間公司持有受益權。租金乃按照有關租約支付。

於二零零三年一月十日，本公司之全資附屬公司恒昌石油化工有限公司，按10,500,000港元之代價向 HCI 出售一項租賃物業。成交價乃根據獨立測量師行仲量行於二零零二年十二月四日發出之估價報告而釐定。

OPERATING LEASE COMMITMENTS

(CONTINUED)

The Group as lessor

At the balance sheet date, the Group had contracted with tenants to receive the following future minimum sub-leasing payments in respect of storage tanks and ancillary facilities:

本集團	
THE GROUP	
二零零四	二零零三
2004	2003
千港元	千港元
HK\$'000	HK\$'000
5,650	8,807
4,077	–
9,727	8,807

The Company did not have any operating lease commitments at the balance sheet date.

RELATED PARTY TRANSACTIONS

During the year, the Group paid rent of HK\$492,000 (2003:HK\$82,000), HK\$520,000 (2003:HK\$600,000) and HK\$216,000 (2003: nil) to Hang Cheung Investments Company Limited (“HCI”), Galsheer Investments Limited and Microphase Technology Company Limited respectively in which Mr. Ip Chi Shing, Tony, Mr. Yip Tsz Hin, Stephen and Mr. Ng Siu Ping, George, the directors of the Company, has beneficial interests respectively. The rents were paid in accordance with the relevant rental agreements.

On 10th January, 2003, the Company's wholly owned subsidiary, Hang Cheung Petrochemical Limited, sold a leasehold land and building to HCI at a consideration of HK\$10,500,000. The consideration was determined after arm's length negotiation by reference to a valuation report dated 4th December, 2002 issued by DTZ Debenham Tie Leung, an independent qualified property valuer.

29. 主要附屬公司

本公司之主要附屬公司於二零零四年三月三十一日之詳情如下：

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st March, 2004 are as follows:

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
億澤發展有限公司 Base Rich Development Limited	香港 Hong Kong	普通股 – 2港元 Ordinary – HK\$2	100%	物業投資 Property investment
Bauhinia Paints Limited	英屬處女群島 British Virgin Islands	普通股 – 1,000港元 Ordinary – HK\$1,000	93.5%	投資控股 Investment holding
紫荊花製漆(成都)有限公司 Bauhinia Paints Manufacturing (Chengdu) Co., Limited	中華人民共和國 – 獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻 – 12,961,849港元 Capital Contribution – HK\$12,961,849	93.5%	製造和買賣漆油及混合溶劑 Manufacture of and trading in paints and mixed solvents
紫荊花製漆(吉林)有限公司 Bauhinia Paints Manufacturing (Jilin) Co., Ltd.	中華人民共和國 – 合資 合營企業 People's Republic of China – equity joint venture	資本貢獻 – 7,225,000港元 Capital Contribution – HK\$7,225,000	93.5%	製造和買賣漆油及混合溶劑 Manufacture of and trading in paints and mixed solvents
大中漆廠有限公司 Bauhinia Paints Manufacturing Limited	香港 Hong Kong	普通股 – 20港元 遞延股 – 600,000港元 Ordinary – HK\$20 Deferred – HK\$600,000	93.5% 100%	買賣漆油及化工產品 Trading in paints and chemical products
紫荊花製漆(上海)有限公司 Bauhinia Paints Manufacturing (Shanghai) Co., Ltd	中華人民共和國 – 獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻 – 200,000美元 Capital Contribution – US\$200,000	93.5%	製造和買賣漆油及混合溶劑 Manufacture of and trading in paints and mixed solvents

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
紫荊花製漆(汕頭)有限公司 Bauhinia Paints Manufacturing (Shantou) Co., Ltd	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 8,000,000港元 Capital Contribution – HK\$8,000,000	93.5%	製造和買賣漆油及混合溶劑 Manufacture of and trading in paints and mixed solvents
Bauhinia Paints (Thailand) Manufacturing Limited	泰國 Thailand	普通股－250,000銖 Ordinary – Baht 250,000	49% **	物業投資 Property investment
凌志潤滑油(廣州保稅區) 貿易有限公司 Best Lubricant Blending (Guangzhou Free Trade Zone) Trading Ltd.	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 200,000美元 Capital Contribution – US\$200,000	100%	買賣潤滑油產品 Trading in lubricant products
凌志潤滑油有限公司 Best Lubricant Blending Limited	香港 Hong Kong	普通股－2港元 Ordinary – HK\$2	100%	買賣潤滑油產品 Trading in lubricant products
大勇投資有限公司 Big Youth Investments Limited	香港 Hong Kong	普通股－10,000港元 Ordinary – HK\$10,000	100%	物業投資 Property investment
協和化工倉儲有限公司 Concord Chemical Storing Limited	西薩摩亞 Western Samoa	普通股－1美元 Ordinary – US\$1	100%	投資國內貯存缸設施 Investment in storage facilities in Mainland China
協和化工倉儲有限公司 Concord Chemical Storing Limited	香港 Hong Kong	普通股－100,000港元 Ordinary – HK\$100,000	60%	投資控股 Investment holding

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
東莞恒昌化工有限公司 Dongguan Hang Cheung Petrochemical Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 10,000,000港元 Capital Contribution – HK\$10,000,000	100%	製造和買賣高分子 化工產品、混合 溶劑及漆油 Manufacture of and trading in high molecular chemical products, mixed solvents and paints
Full Power Investments Limited	英屬處女群島 British Virgin Islands	普通股－1美元 Ordinary – US\$1	100%	投資控股 Investment holding
滿昌國際有限公司 Fullton International Limited	香港 Hong Kong	普通股－2港元 Ordinary – HK\$2	100%	物業投資 Property investment
金畔有限公司 Goldchain Limited	香港 Hong Kong	普通股－2港元 Ordinary – HK\$2	100%	物業投資 Property investment
萬潤有限公司 Great Success Limited	西薩摩亞 Western Samoa	普通股－1美元 Ordinary – US\$1	100%	投資控股 Investment holding
謙信化工發展有限公司 Handsome Chemical Development Limited	香港 Hong Kong	普通股－600,000港元 Ordinary – HK\$600,000	100%	投資控股 Investment holding
謙信化工服務有限公司 Handsome Chemical Services Limited	香港 Hong Kong	普通股－10,000港元 Ordinary – HK\$10,000	100%	提供司庫服務 Provision of treasury services
恒昌採購有限公司 Hang Cheung Merchandising Limited	香港 Hong Kong	普通股－2,000,000港元 Ordinary – HK\$2,000,000	100%	採購化工產品 Merchandising of chemical products

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
Hang Cheung Petrochemical (International) Limited	英屬處女群島 British Virgin Islands	普通股 – 1美元 Ordinary – US\$1	100%	於中華人民共和國製造 高分子化工產品、 混合溶劑及漆油 Manufacture of high molecular chemical products, mixed solvents and paints in Mainland China
恒昌塗料(惠陽)有限公司 Hang Cheung Coatings (Hui Yang) Limited	中華人民共和國 – 獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻 – 9,000,000美元 Capital Contribution – US\$9,000,000	100%	製造和買賣高分子化工 產品、混合溶劑及漆油 Manufacture of and trading in high molecular chemical products, mixed solvents and paints
恒昌石油化工有限公司 Hang Cheung Petrochemical Limited	香港 Hong Kong	普通股 – 800,000港元 Ordinary – HK\$800,000	100%	製造和買賣高分子化工 產品、混合溶劑及漆油 Manufacture of and trading in high molecular chemical products, mixed solvents and paints
Hang Cheung (W.S.) Limited	西薩摩亞 Western Samoa	普通股 – 1美元 Ordinary – US\$1	100%	投資控股 Investment holding
力士創科有限公司 Hercules Tech Limited	英屬處女群島 British Virgin Islands	普通股 – 1美元 Ordinary – US\$1	100%	投資控股 Investment holding
力士創科有限公司 Hercules Tech Limited	香港 Hong Kong	普通股 – 2港元 Ordinary – HK\$2	100%	投資控股 Investment holding

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
力士創科高分子(惠州)有限公司 Hercules Tech Polymer (Huizhou) Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 1,000,000港元 Capital Contribution – HK\$1,000,000	100%	製造及買賣漆油 Manufacture of and trading in paints
香港紫荊花製漆 (大中華)有限公司 Hong Kong Bauhinia Paints Manufacturing (Greater China) Company Limited	香港 Hong Kong	普通股－149,665港元 遞延股－335港元 Ordinary – HK\$149,665 Deferred – HK\$335	100% *	投資控股 Investment holding
惠陽大昌工業有限公司 Hui Yang Da Chang Industrial Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 15,000,000港元 Capital Contribution – HK\$15,000,000	100%	製造和買賣混合溶劑及漆油 Manufacture of and trading in mixed solvents and paints
江門謙信化工發展有限公司 Jiangmen Handsome Chemical Development Ltd.	中華人民共和國－合資 合營企業 People's Republic of China – equity joint venture	資本貢獻－ 20,000,000港元 Capital Contribution – HK\$20,000,000	60%	製造和買賣單體溶劑 Manufacture of and trading in raw solvents
江門天誠溶劑製品有限公司 Jiangmen Thansome Solvents Production Ltd.	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 20,000,000港元 Capital Contribution – HK\$20,000,000	60%	製造和買賣單體溶劑 Manufacture of and trading in raw solvents
Primer Limited	西薩摩亞 Western Samoa	普通股－1美元 Ordinary – US\$1	100%	投資控股 Investment holding
Prophet Investments Limited	英屬處女群島 British Virgin Islands	普通股－1美元 Ordinary – US\$1	100%	投資控股 Investment holding

財務報告附註 Notes to the Financial Statements

截至二零零四年三月三十一日止年度
For the year ended 31st March, 2004

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
天津凌志潤滑油有限公司 Tianjin Best Lubricant Blending Co., Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 1,000,000港元 Capital Contribution – HK\$1,000,000	100%	製造及買賣潤滑油產品 Manufacture of and trading in lubricant products
TM Holding Limited	英屬處女群島 British Virgin Islands	普通股－1港元 Ordinary – HK\$1	100%	持有商標 Holding of trade-mark
葉氏恒昌(集團)有限公司 Yip's H.C. (Holding) Limited	香港 Hong Kong	普通股－200港元 遞延股－500港元 Ordinary – HK\$200 Deferred – HK\$500	100% *	投資控股及提供服務 Investment holding and provision of services
葉氏化工(上海)有限公司 Yip's Chemical (Shanghai) Co., Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 2,500,000美元 Capital Contribution – US\$2,500,000	93.5%	製造和買賣漆油及 混合溶劑 Manufacture of and trading in paints and mixed solvents
Yip's Hang Cheung (Holdings) BVI Ltd.	英屬處女群島 British Virgin Islands	普通股－500港元 Ordinary – HK\$500	100%	投資控股 Investment holding
葉氏油墨有限公司 Yip's Ink and Chemicals Company Limited	香港 Hong Kong	普通股－200港元 Ordinary – HK\$200	100%	買賣油墨及相關產品 Trading in inks and related products
葉氏油墨(集團)有限公司 Yip's Ink & Chemicals (Group) Limited	香港 Hong Kong	普通股－2港元 Ordinary – HK\$2	100%	投資控股 Investment holding

29. 主要附屬公司 (續)

PRINCIPAL SUBSIDIARIES (CONTINUED)

公司名稱 Name of company	成立/ 註冊地點 Place of incorporation/ registration	已發行股本/ 註冊資本之面值 Nominal value of issued capital/ registered capital	本集團 應佔權益 Attributable equity interest of the Group	主要業務 Principal activities
葉氏油墨(上海)有限公司 Yip's Ink & Chemicals (Shanghai) Company Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 2,500,000美元 Capital Contribution – US\$2,500,000	100%	製造和買賣油墨及相關產品 Manufacture of and trading in inks and related products
葉氏油墨(中山)有限公司 Yip's Ink & Chemicals (Zhongshan) Company Limited	中華人民共和國－獨資 外資企業 People's Republic of China – wholly owned foreign enterprise	資本貢獻－ 26,000,000港元 Capital Contribution – HK\$26,000,000	100%	製造和買賣油墨及相關產品 Manufacture of and trading in inks and related products

* 非由本集團持有之遞延股份無權收取股息或任何本公司股東大會之通告或出席任何本公司股東大會或在會上投票。在清盤時，倘普通股持有人（即本集團）已獲全數退還就該等股份支付之資本共100,000,000,000港元，則遞延股份持有人方有權從本公司剩餘資產中獲退還就無投票權遞延股份支付之資本。

** 由於本公司控制 Bauhinia Paints (Thailand) Manufacturing Limited 董事會之組成，此公司被視為本公司之附屬公司。

* The deferred shares, which are not held by the Group, carry no right to dividend or to receive notice of or to attend or vote at any general meeting of the company. On a winding-up, the holders of the deferred shares are entitled out of the surplus assets of the company to a return of capital paid up on the non-voting deferred shares but only when holders of ordinary shares, namely, the Group, have received in full the return of capital paid on them and, in aggregate, a total sum of HK\$100,000,000,000.

** As the Company controls the composition of the board of directors of Bauhinia Paints (Thailand) Manufacturing Limited, this company is treated as a subsidiary of the Company.

29. 主要附屬公司 (續)

除 Yip's Hang Cheung (Holdings) BVI Ltd. 由本公司直接持有外，所有其它附屬公司均為間接持有。除在「主要業務」一節另加說明外，所有附屬公司主要營業地點均為其各自成立／註冊之地區。

上表所列本集團之附屬公司乃董事認為會影響本集團業績或資產負債之主要附屬公司。董事認為列載其他附屬公司之詳情將過於冗長累贅。

各附屬公司於二零零四年三月三十一日或年內任何時間概無任何借貸資本。

PRINCIPAL SUBSIDIARIES (CONTINUED)

Except for Yip's Hang Cheung (Holdings) BVI Ltd. which is held directly by the Company, all other subsidiaries are indirectly held. All subsidiaries operate principally in their respective places of incorporation/registration unless specified otherwise under the heading "Principal activities".

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

None of the subsidiaries had any loan capital subsisting at 31st March, 2004 or at any time during the year.