

Notes to the Financial Statements

賬目附註

1. GENERAL

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

The Company is an investment holding company. The principal activities of its subsidiaries and associate are set out in notes 31 and 14 to the financial statements, respectively.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, Hong Kong Financial Reporting Standard (“HKFRS”) – Statement of Standard Accounting Practice (“SSAP”) No. 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. The adoption of SSAP 12 (Revised) has introduced a new basis of accounting for income taxes (including both current tax and deferred taxation) and additional disclosure requirements. In the absence of any specific transitional requirements in SSAP 12 (Revised), the new accounting policy has been applied retrospectively. Comparative amounts have been restated accordingly.

The adoption of SSAP 12 (Revised) has resulted in an decrease in accumulated profits of approximately HK\$19,294,000 at 1 April 2002, representing the cumulative effect of the change in policy on results for periods prior to 1 April 2002. The change has resulted in a decrease in profit of HK\$4,430,000 for the year ended 31 March 2004 (2003: HK\$7,878,000).

1. 一般資料

本公司乃一家於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司。其附屬公司及聯營公司之主要業務已分別載於財務報表附註31及14。

2. 採納香港財務申報準則

於本年度內，本集團首次採納由香港會計師公會（「會計師公會」）頒佈之香港財務申報準則（「財務申報準則」）－會計實務準則（「會計實務準則」）第12號（經修訂）「所得稅」。財務申報準則之條款包括經會計師公會批准之會計實務準則及釋義。採納會計實務準則第12號（經修訂）就所得稅（包括本年度稅項及遞延稅項）之會計方式引入全新基準及額外披露規定。由於會計實務準則第12號（經修訂）並無任何特定過渡規定，此項新會計政策已被追溯應用。比較數字已相應重列。

採納會計實務準則第12號（經修訂）已導致於二零零二年四月一日之累計溢利減少約19,294,000港元，相等於政策變動對在二零零二年四月一日前期間業績之累計影響。是項變動已導致截至二零零四年三月三十一日止年度溢利減少4,430,000港元（二零零三年：7,878,000港元）。

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

Basis of consolidation

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

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

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

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 or an associate at the date of acquisition.

Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill is capitalised and amortised on a straight line basis over its useful economic life.

On disposal of a subsidiary or an associate, the attributable amount of unamortised goodwill is included in the determination of the profit or loss on disposal.

Turnover

Turnover represents the amount received and receivable for goods sold and services rendered during the year.

3. 主要會計政策

本財務報表乃按歷史成本常規法編製，並就重估投資物業作出調整。

本財務報表乃根據香港普遍採納之會計原則而編製。所採納之主要會計政策載列如下：

綜合基準

綜合財務報表包括本公司及其附屬公司於各年度截至三月三十一日止之財務報表。

於年內收購或出售之附屬公司自收購日起或至出售日止（如適用）的業績已包括在綜合收益表內。

本集團屬下各公司間之一切重大交易及結餘均於綜合賬目時對銷。

商譽

綜合賬目時所產生之商譽乃指收購成本高出於集團應佔附屬或聯營公司可識別資產與負債於收購日公平價值之部份。

收購一家聯營公司所產生之商譽乃計入聯營公司之賬面值內。商譽乃作資本化，並按可使用年期以直線法攤銷。

於出售附屬公司或聯營公司時，應佔未攤銷商譽於釐定出售溢利或虧損時將計算在內。

營業額

營業額乃指於年內出售貨品及提供服務之已收及應收款項。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Revenue recognition**

Sales of goods are recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when goods are delivered and title has passed.

Income for provision of after sale services is recognised when the services are rendered.

Rental income is recognised on a straight line basis over the term of the relevant leases.

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

Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income derived therefrom being negotiated at arm's length.

Investment properties are stated at their open market value based on annual professional valuation at the balance sheet date. Any surplus or deficit arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance of this reserve is insufficient to cover a deficit, in which case the excess of the deficit over the balance of the investment property revaluation reserve is charged to the income statement.

On disposal of investment properties, the balance of the investment property revaluation reserve attributable to the property disposed of is transferred to the income statement.

No depreciation is provided on investment properties which are held under leases with unexpired terms of more than 20 years.

3. 主要會計政策 (續)**收益確認**

貨品之銷售乃於擁有權之風險及回報轉移時確認，一般與貨品交付及貨權轉讓之時間相同。

提供售後服務之收入於提供服務時確認入賬。

租金收入乃按有關租約年期以直線法確認入賬。

利息收入乃按時間基準以未償還本金與適用利率計算入賬。

投資物業

投資物業乃已落成之物業就其投資潛力而持有，而租金收入按公平原則磋商訂定。

投資物業乃按於結算日所進行之年度專業估值得出之公開市值入賬。投資物業之重估盈餘或虧絀乃撥入投資物業重估儲備或從該儲備中扣除，除非該儲備之結餘不足以彌補虧絀，則超出投資物業重估儲備結餘之虧絀數額會從收益表中扣除。

於出售投資物業時，該物業於投資物業重估儲備之數額會調撥至收益表中反映。

以租約持有而年期為20年以上之投資物業不予折舊。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment other than construction in progress is stated at cost less accumulated depreciation and amortisation and accumulated impairment losses.

Construction in progress represents buildings under construction for production, rental or administrative purposes or for purposes not yet determined, are stated at cost, less any identified impairment loss.

Leasehold land and buildings are amortised on a straight-line basis over the remaining term of the leases.

Leasehold improvements are depreciated on a straight-line basis over the remaining term of the leases or at rates sufficient to write off their cost over their estimated useful lives on a straight-line basis, whichever is shorter.

Depreciation is provided to write off the cost of property, plant and equipment, other than leasehold land and buildings and leasehold improvements, over their estimated useful lives, on a reducing balance basis, at the following rates per annum:

Motor vehicles
Plant and machinery
Office equipment
Furniture and fixtures
Moulds

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.

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

3. 主要會計政策 (續)

物業、廠房及設備

除在建工程外，物業、廠房及設備乃按原值減累計折舊及攤銷及累計減值虧損列賬。

在建工程指發展作生產、租賃或行政用途或尚未能釐定用途之樓宇，乃按成本減任何已識別減值虧損列賬。

批租土地及樓宇乃按租約所餘年期，以直線法攤銷。

批租物業裝修均以直線法按租約所餘年期折舊或按其估計可使用年內(以較短者為準)並足以攤銷其成本之折舊率按直線法計算。

除批租土地及樓宇及批租物業裝修外，物業、廠房及設備乃根據其估計可使用年期以餘額遞減基準按下列年率撥備，以撇銷其成本值：

汽車	20%
廠房及機器	5% - 20%
辦公室設備	10% - 20%
傢俬及裝置	10% - 20%
模具	25%

資產出售或廢退時產生之收益或虧損，乃按資產之銷售所得款項與賬面值兩者之差額計算，並於收益表中確認入賬。

凡根據融資租約持有之資產乃以自置資產之相同基準按其預計可使用年期或有關租約年期予以折舊，以較短者為準。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in subsidiaries

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

Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates plus the premium paid on acquisition in so far as it has not already been amortised, less any identified impairment loss.

Deferred 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 activities. The resultant asset is amortised on a straight-line basis over its estimated useful life of not more than three years.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price less all estimated costs to completion.

3. 主要會計政策(續)

於附屬公司之投資

於附屬公司之投資乃按成本值減已識別減值虧損計入本公司之資產負債表。

於聯營公司之權益

綜合收益表包括本集團應佔其聯營公司於收購後本年度之業績。於綜合資產負債表中，於聯營公司之權益乃按本集團應佔聯營公司資產淨值加上尚未攤銷之收購時已付溢價減任何已識別減值虧損列賬。

遞延發展開支

研究活動之開支於發生之期間內確認為費用。

內部產生之無形資產僅在可界定清楚項目所發生之發展成本預計可透過將來商業活動而得回時方予以確認。是項資產將於其不超過三年之估計可使用年期以直線法攤銷。

凡未有任何內部產生之無形資產可予以確認時，發展開支會於發生之期間內確認為費用。

存貨

存貨乃按成本值與可變現淨值之較低者入賬。成本指直接原料，直接人工及間接成本(如適用)使存貨運送至現時之地點及達至現時之狀況。成本值乃按先進先出法計算。可變現淨值指估計售價減完成時之所有估計成本。

3. 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. 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.

Leases

Leases are classified as finance leases when the terms of the lease 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 values 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 balance of the obligations for each accounting period.

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

3. 主要會計政策 (續)

減值

本集團於每個結算日均會對其資產之賬面值作出評估，以確認該等資產有否任何跡象顯示出現減值虧損。倘資產之可收回款項估計少於其賬面值，則該資產之賬面值將減至其可收回款項。減值虧損將隨即確認為費用。

倘減值虧損其後出現撥回，資產之賬面值將增加至經修訂估計之可收回款項，但所增加之賬面值不會超過於過往年度該資產已確認為無減值虧損之賬面值。撥回之減值虧損隨即確認為收入。

租約

凡租約條款將有關資產擁有權之幾乎所有風險及回報轉移至本集團之租約，均被視為融資租約。根據融資租約持有之資產乃按收購日期之公平價值撥作資本。承租人之相對負債於扣除利息開支後，包括在資產負債表中作為融資租約債務。融資成本為所收購資產之租賃承擔總額與公平值兩者之差額，乃按有關租約年期於收益表中扣除，以便於每段會計期間就債務餘額產生定期支出率。

所有其他租約均列作經營租約，而每年租金乃按有關租約年期以直線法於收益表中扣除。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capitalisation of borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, namely assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of these assets. Capitalisation of borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

All other borrowings costs are expensed in the period in which they are incurred.

Taxation

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

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 or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred taxation 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 taxation liabilities are generally recognised for all taxable temporary differences, and deferred taxation 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 taxable profit nor the accounting profit.

3. 主要會計政策(續)

借貸成本資本化

由收購、興建或生產附條件資產，即需長時間方可作擬定用途或出售之資產所直接產生之借貸成本已資本化，撥作該等資產之部份成本。當資產大致備妥作擬定用途或出售，則終止將該等借貸成本資本化。個別借貸在用於附條件資產開支前作暫時性投資所賺取之投資收入、於資本化借貸成本中扣除。

所有其他借貸成本均於產生期間列作開支。

稅項

所得稅開支乃指現時應付稅項及遞延稅項。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與收益表所呈報之溢利淨額有所分別，此乃由於應課稅溢利並不包括在其他年度之應課稅或可予扣減之收入及支出項目，亦不包括在收益表內永遠毋須課稅及扣減之項目。

遞延稅項乃指在財務報表內資產及負債之賬面值與用於計算應課稅溢利之相應稅基間之差額計算而預期須支付或收回之稅項，並以資產負債表負債法入賬。遞延稅項負債一般乃就所有應課稅暫時差異而確認，而遞延稅項資產則限於預期應課稅溢利可用以抵銷可予扣減暫時差異而確認。倘暫時差異因商譽(或負商譽)或由於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)中首次確認其他資產及負債而引致，則該等資產及負債不會被確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred taxation liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not be reversed in the foreseeable future.

The carrying amount of deferred taxation 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 taxation 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 taxation 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 taxation is also dealt with in equity.

Foreign currencies

Transactions in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, income statement of subsidiaries and associates which are denominated in currencies other than the Hong Kong dollars are translated at the average exchange rates for the year and balance sheets are translated at the rates ruling on the balance sheet date. All exchange differences arising on consolidation are dealt with in the exchange reserve.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債乃按於附屬公司之投資所產生之應課稅暫時差異而確認，惟暫時差異之撥回時間可由本集團控制及暫時差異不大可能在可預見將來撥回者除外。

遞延稅項資產之賬面值於每個結算日均作出檢討，並預期在缺乏足夠應課稅溢利以收回全部或部份資產時撇減。

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。遞延稅項將在收益表扣除或計入，惟倘遞延稅項與在股本權益直接扣除或計入之項目有關，則遞延稅項亦會於股本權益中處理。

外幣

外幣交易初步按交易當日之適用匯率記錄，以外幣定值之貨幣資產及負債則按結算日之匯率重新換算，由此產生之匯兌損益在收益表內處理。

於綜合賬目時，以港元以外之貨幣為單位定值之附屬公司及聯營公司收益表乃按年內之平均匯率換算，而資產負債表則按結算日之匯率換算，於綜合賬目時產生之匯兌差額列作匯兌儲備處理。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Retirement benefit costs**

The Group operates a defined contribution Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Payment to the MPF Scheme is charged as expenses as it falls due.

In addition, the Group’s contributions to a local municipal government retirement scheme in the People’s Republic of China (the “PRC”) are expensed as incurred while the local municipal government in the PRC undertakes to assume the retirement benefit obligations of all existing and future retirees of the qualified staff in the PRC.

3. 主要會計政策 (續)**退休福利成本**

本集團根據香港強制性公積金計劃條例為其於香港之所有僱員設立界定供款之強制性公積金計劃(「強積金計劃」)。強積金計劃供款乃於到期時計作開支。

本集團亦參加一項由中華人民共和國(「中國」)地方市政府設立的退休計劃，供款乃於產生時列作開支。中國地方市政府承諾支付所有現在和將來合資格之中國退休僱員的退休福利支出。

4. GEOGRAPHICAL AND BUSINESS SEGMENTS

(a) Geographical segments

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods manufactured or services rendered:

		Turnover		Segment results	
		營業額	營業額	分類業績	分類業績
		2004	2003	2004	2003
		二零零四年	二零零三年	二零零四年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
(As restated)					
(重列)					
America	美洲	2,037,978	1,826,487	181,418	162,019
Europe	歐洲	813,495	669,350	56,319	45,691
Asia	亞洲	233,721	418,252	13,216	24,849
Others	其他	214,253	160,108	17,824	12,181
		3,299,447	3,074,197	268,777	244,740
Interest income	利息收入			2,424	3,035
Rental income	租金收入			4,207	4,426
Unallocated corporate expenses	未分配之公司開支			(11,986)	(10,340)
Profit from operations	經營溢利			263,422	241,861
Finance costs	融資成本			(3,864)	(6,124)
Share of result of an associate	應佔一聯營公司業績			1,735	41
Profit before taxation	除稅前溢利			261,293	235,778
Taxation	稅項			(16,129)	(13,638)
Profit before minority interests	未計少數股東權益前溢利			245,164	222,140
Minority interests	少數股東權益			4	-
Net profit for the year	本年度純利			245,168	222,140

All the Group's assets and capital expenditure incurred during the year are located in the PRC, which is considered as one geographical location in an economic environment with similar risks and return. Consequently, no geographical segment asset analysis is presented.

Revenue from the Group's discontinued business of sales of motorcycles parts was derived principally from the PRC (2004: HK\$27,604,000; 2003: HK\$208,558,000).

4. 地區及業務分類

(a) 地區分類

下表乃按市場之地區對本集團之銷售額作出分析，與產品之生產或服務提供之地域無關：

本集團年內所產生之所有資產及資本開支均發生於中國，乃列作其風險及回報之經濟環境相似之同一個地區。所以並無呈列任何地區分類資產之分析。

本集團於已終止業務之銷售電單車零件業務之收益主要來自中國（二零零四年：27,604,000港元；二零零三年：208,558,000港元）。

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4. GEOGRAPHICAL AND BUSINESS SEGMENTS (Continued)

(b) Business segment

As more than 90% of the Group's turnover, segment results and assets are attributable to the manufacture and sales of electronic products, the business segment information is not presented.

4. 地區及業務分類(續)

(b) 業務分類

由於本集團超過90%之營業額、分類業績及資產乃源自製造及銷售電子產品，因此業務分類資料並不列示。

5. PROFIT/(LOSS) FROM OPERATIONS

5. 經營溢利／(虧損)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit/(loss) from operations has been arrived at after charging (crediting):	經營溢利／(虧損)已扣除(計入)下列各項：		
Directors' emoluments	董事酬金	6,402	5,362
Contributions to retirement benefit schemes of other staff	其他員工之退休福利計劃供款	4,317	4,101
Other staff costs	其他員工成本	290,485	247,170
Total staff costs	員工成本總額	301,204	256,633
Amortisation of deferred development expenditure, included in cost of sales	遞延發展開支之攤銷，包含於銷售成本	10,379	6,678
Auditors' remuneration	核數師酬金	1,006	1,241
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷		
Owned assets	自置資產	51,257	45,963
Assets held under finance leases	根據融資租約持有之資產	8,159	9,734
Exchange gain, net	滙兌收益，淨額	(153)	(41)
Interest income	利息收入	(2,424)	(3,035)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	994	2,618
Loss on disposal of subsidiaries, net	出售附屬公司之虧損，淨額	57	-
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇之經營租約最低租金	10,042	7,269
Rental income from investment properties net of outgoings of HK\$1,212,000 (2003: HK\$1,026,000)	投資物業扣除支出 1,212,000港元 (二零零三年： 1,026,000港元)之 租金收入	(2,203)	(2,684)

Notes to the Financial Statements

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5. PROFIT/(LOSS) FROM OPERATIONS (Continued)

5. 經營溢利／(虧損) (續)

(i) Information regarding directors' emoluments

(i) 有關董事酬金之資料

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Directors' emoluments:	董事酬金：		
Directors' fees	董事袍金		
Executive	執行董事	180	-
Non-executive	非執行董事	80	-
Independent non-executive	獨立非執行董事	160	160
		420	160
Other emoluments to executive directors	執行董事之其他酬金		
Salaries and other benefits	薪酬及其他福利	5,862	5,082
Contributions to retirement benefit scheme	退休福利計劃供款	120	120
Total emoluments	酬金總額	6,402	5,362

The emoluments of the directors were within the following bands:

董事酬金介乎以下範圍：

		Number of directors 董事數目	
		2004 二零零四年	2003 二零零三年
HK\$nil to HK\$1,000,000	零港元至1,000,000港元	6	7
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3	3

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5. PROFIT/(LOSS) FROM OPERATIONS (Continued)

(ii) Information regarding employees' remuneration:

The five highest paid individuals of the Group in the year included four directors (2003: four directors). The remuneration of the remaining highest paid individual, who is not a director, is as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	1,365	1,040
Contributions to retirement benefit scheme	退休福利計劃供款	-	-
		1,365	1,040

5. 經營溢利／(虧損) (續)

(ii) 有關僱員薪酬之資料：

年內，本集團五位最高薪酬人士包括四名董事（二零零三年：四名董事）。餘下最高薪非董事人士之薪酬如下：

6. FINANCE COSTS

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest on bank borrowings wholly repayable within five years	須於五年內悉數償還之 銀行借貸之利息	(4,653)	(5,456)
Finance leases charges	融資租約之費用	(651)	(1,603)
		(5,304)	(7,059)
Less: Interest capitalised in construction in progress	減：在建工程之 資本化利息	1,440	935
		(3,864)	(6,124)

6. 融資成本

7. DISCONTINUED BUSINESS

In July 2003, the Group entered into a sale agreement to dispose of the entire share capital of Hangerton Group Limited which, together with its subsidiaries (“Hangerton Group”), carried out all of the Group’s motorcycle division. The disposal was effective on 28 July 2003, details of which were disclosed in the Company’s circular dated 15 August 2003.

The results of the motorcycle division for the period from 1 April 2003 to 30 June 2003 have been included in the consolidated income statement.

The Hangerton Group’s results between 1 July 2003 to the date of disposal were not significant because it did not have any active business activities during the said period.

For the year ended 31 March 2003, Hangerton Group contributed HK\$3,214,000 to the Group’s net operating cash flows, paid HK\$31,467,000 and HK\$1,107,000 in respect of investing activities and financing activities, respectively.

For the period from 1 April 2003 to 30 June 2003, Hangerton Group did not make any significant contributions to the cash flows of the Group.

The carrying amounts of the assets and liabilities of Hangerton Group are as follows:

7. 已終止經營業務

於二零零三年七月，本集團訂立出售協議，出售本集團電單車部門之 Hangerton Group Limited，連同其附屬公司（「Hangerton集團」）之全部股本。出售事項已於二零零三年七月二十八日生效，詳情已於二零零三年八月十五日刊發之本公司通函內披露。

於二零零三年四月一日至二零零三年六月三十日期間之電單車部門業績已計入綜合收益表。

由於Hangerton集團於二零零三年七月一日至出售日期並無任何活躍業務活動，故該集團於上述期間並無任何重大業績。

截至二零零三年三月三十一日止年度內，Hangerton集團分別為本集團之經營現金流量淨額貢獻3,214,000港元，就投資活動支付31,467,000港元及就融資活動支付1,107,000港元。

於二零零三年四月一日至二零零三年六月三十日期間，Hangerton集團並無為本集團之現金流量作出任何重大貢獻。

Hangerton集團之資產及負債賬面值如下：

		30 June 2003	31 March 2003
		二零零三年	二零零三年
		六月三十日	三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	-	5,101
Current assets	流動資產	84,169	90,938
Current liabilities	流動負債	(27,089)	(30,601)
Shareholders' funds	股東資金	57,080	65,438

Notes to the Financial Statements
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8. TAXATION

8. 稅項

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元 (As restated) (重列)
The charge comprises:	稅項支出包括：		
Current tax	本年度稅項		
Hong Kong	香港		
– Provided for the year	– 本年度撥備	(11,269)	(12,000)
– (Under) overprovision in prior years	– 過往年度(不足) 超額撥備	(207)	3,227
Other jurisdictions	其他司法權區		
– Provided for the year	– 本年度撥備	(4)	–
		(11,480)	(8,773)
Deferred taxation charge (Note 21)	遞延稅項支出(附註21)	(4,430)	(4,813)
		(15,910)	(13,586)
Share of taxation attributable to an associate	應佔一聯營公司稅項	(219)	(52)
		(16,129)	(13,638)

8. TAXATION (Continued)

- (a) Hong Kong Profits Tax is calculated at 17.5% (2003: 16%) of the estimated assessable profit for the year.
- (b) Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.
- (c) The Group is currently appealing against assessments raised by the Hong Kong Inland Revenue Department (the “IRD”) regarding the taxability of profits of certain subsidiaries for the years of assessment 1991/92 to 1995/96 (“Tax Appeal”). The IRD has determined that some profits of the Group in those periods should be Hong Kong sourced and hence taxable. The Tax Appeal has not yet been concluded at the balance sheet date.

For the years of assessment of 1996/97 to 2002/03, the IRD issued notices of assessment to the Group regarding the taxability of profits of certain subsidiaries under the Tax Appeal. The Group has also lodged objections against these assessments (“Objection”).

Pending the outcome of the Tax Appeal and the Objection, the Group has made provision for the potential tax liabilities in its balance sheet as at 31 March 2004 in accordance with the IRD’s determination. Based on the legal counsel’s advice, the directors of the Company considered that there was no material underprovision of tax liabilities as at 31 March 2004.

8. 稅項 (續)

- (a) 香港利得稅乃根據本年度估計應課稅溢利按稅率17.5% (二零零三年：16%) 計算。
- (b) 其他司法權區之稅項乃根據各司法權區之現行稅率計算。
- (c) 本集團若干附屬公司現時與香港稅務局 (「稅務局」) 就一九九一年／九二年至一九九五年／九六年課稅年度之若干溢利應否繳付稅項而提出上訴 (「上訴」)。稅務局認為若干附屬公司於該等期間之若干溢利乃源於香港，因此應繳付稅款。該稅務上訴於結算日仍未審決。

就一九九六年/九七年至二零零二年/零三年課稅年度，稅務局亦就稅務上訴項下若干附屬公司應否繳付稅款向本集團發出評估通知。本集團亦已就此等評估提出反對 (「反對」)。

於等待上訴及反對結果期間，本集團已就潛在稅項負債作出撥備，而本集團於二零零四年三月三十一日之資產負債表所呈列之稅項撥備乃根據稅務局決定作出。根據法律顧問之意見，本公司董事認為，於二零零四年三月三十一日並無任何重大撥備不足之稅項負債。

Notes to the Financial Statements
賬目附註

8. TAXATION (Continued)

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

8. 稅項 (續)

本年度之支出與於綜合收益表之除稅前溢利之對賬如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit before taxation	除稅前溢利	261,293	235,778
Tax at domestic income tax rate of 17.5% (2003: 16%)	按本地所得稅稅率17.5% (二零零三年：16%) 計算之稅項	(45,726)	(37,724)
Tax effect of share of result of an associate	一家聯營公司業績之稅務影響	85	(45)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	(2,516)	(2,551)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	11,763	8,124
(Under) overprovision in prior years	前年度(不足)超額撥備	(207)	3,227
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	(1,268)	(2,336)
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	1,023	1,959
Income tax at concessionary rate	按優惠稅率計算之所得稅	14,626	14,815
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司因不同稅率產生之稅務影響	8,518	955
Increase in opening deferred taxation resulting from an increase in applicable tax rate	因調升適用稅率導致年初遞延稅項增加	(2,427)	-
Others	其他	-	(62)
Tax charge for the year	年內稅項支出	(16,129)	(13,638)

Notes to the Financial Statements

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9. DIVIDENDS

9. 股息

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Special, paid, of HK8 cents (2003: nil) per share	已派特別股息 每股8港仙(二零零三年:零港仙)	63,417	-
Interim, paid, of HK7 cents (2003: HK6 cents) per share	已派中期股息 每股7港仙(二零零三年:6港仙)	55,512	47,563
Final, proposed, of HK8.5 cents (2003: HK8 cents) per share	擬派末期股息 每股8.5港仙(二零零三年:8港仙)	67,406	63,417
		186,335	110,980

The final dividend of HK8.5 cents per share has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

本公司董事擬宣派末期股息每股8.5港仙，惟須待股東於應屆股東週年大會上批准，方可作實。

10. EARNINGS PER SHARE

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

10. 每股盈利

每股基本及攤薄盈利乃按下列數據計算：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元 (As restated) (重列)
Net profit for the year and earnings for the purposes of basic and diluted earnings per share	本年度純利及計算 每股基本及攤薄 盈利之盈利	245,168	222,140
		Number of ordinary shares 普通股數目	
		2004 二零零四年	2003 二零零三年
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之 普通股加權 平均股數	792,797,832	792,716,684
Effect of dilutive potential ordinary shares - Share options	潛在具攤薄股份之影響 - 購股權	3,442,037	-
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利 之普通股加權 平均股數	796,239,869	n/a不適用

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賬目附註

10. EARNINGS PER SHARE (Continued)

No diluted earnings per share has been presented for 2003 as the Company did not have any outstanding dilutive potential ordinary shares for the year ended 31 March 2003.

The adjustment to comparative basic earnings per share arising from the adoption of SSAP 12 (Revised) is as follows:

10. 每股盈利(續)

由於本公司於二零零三年內並無任何尚未發行潛在具攤薄之股份，故並無呈列截至二零零三年三月三十一日止年度之每股攤薄盈利。

因採納會計實務準則第12號(經修訂)所產生對每股基本盈利比較數字作出之調整如下：

		HKcents 港仙
<hr/>		
Reconciliation of 2003 earnings per share:	二零零三年每股盈利對賬：	
Reported figure before adjustments	未調整前申報數字	29.0
Adjustments arising from the adoption of SSAP 12 (Revised)	因採納會計實務準則第12號 (經修訂)產生之調整	(1.0)
<hr/>		
Restated	重列	28.0
<hr/>		

11. INVESTMENT PROPERTIES THE GROUP

11. 投資物業 本集團

		HK\$'000 千港元
At valuation	按估值	
At 1 April 2003 and 31 March 2004	於二零零三年四月一日及二零零四年三月三十一日	53,581
Situated in Hong Kong	位於香港	4,500
Situated outside Hong Kong	位於香港以外地區	49,081
		53,581

The Group's investment properties were revalued at 31 March 2004 by B.I. Appraisals Limited, a firm of professional valuers, on an open market value basis.

本集團之投資物業已於二零零四年三月三十一日由一家專業估值師行保柏國際評估有限公司按公開市值基準進行重估。

The investment properties situated in Hong Kong were held under medium-term leases and leased out under operating leases.

本集團位於香港之投資物業乃以中期租約持有，並以經營租約方式出租。

The investment properties situated outside Hong Kong represent interests in buildings comprising an industrial plant in the PRC, which is under an operating lease of 50 years up to 2049. Pursuant to the aforesaid operating lease, the aggregate of the minimum lease payments and the management fee amounts to approximately RMB1 million per annum, subject to adjustments. The investment properties were leased out to outsiders under operating leases as at 31 March 2004.

位於香港以外地區之投資物業指一幢位於中國之工業廠房之建築物權益，該土地乃以經營租賃形式租用，為期50年，於二零四九年屆滿。根據上述經營租賃，最低租金及管理費每年合共約為人民幣1,000,000元，惟可予以調整。於二零零四年三月三十一日，該投資物業已按經營租賃形式租予其他人士。

Notes to the Financial Statements

賬目附註

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Medium-term leasehold land and buildings in Hong Kong	Medium-term leasehold land and buildings outside Hong Kong	Construction in progress	Motor vehicles	Plant and machinery	Leasehold improvements, office equipment, furniture and fixtures	Moulds	Total
		位於香港之土地及樓宇	位於香港以外地區之土地及樓宇	在建工程	汽車	機器及裝置	物業裝修、辦公室設備、傢俬	模具	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
THE GROUP	本集團								
COST	成本值								
At 1 April 2003	二零零三年四月一日	14,783	345,703	91,230	30,779	348,255	130,824	213,289	1,174,863
Additions	添置	-	-	90,179	7,111	82,888	10,626	27,020	217,824
Reclassification	重新分類	-	63,952	(63,952)	-	-	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	(98)	-	(98)
Disposals	出售	-	-	-	(4,476)	(609)	(1,368)	(3,877)	(10,330)
At 31 March 2004	二零零四年三月三十一日	14,783	409,655	117,457	33,414	430,534	139,984	236,432	1,382,259
DEPRECIATION AND AMORTISATION	折舊及攤銷								
At 1 April 2003	二零零三年四月一日	2,839	25,160	-	19,350	140,505	70,528	143,790	402,172
Provided for the year	本年度撥備	442	6,914	-	2,631	20,965	9,672	18,792	59,416
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	(98)	-	(98)
Eliminated on disposals	出售對銷	-	-	-	(4,432)	(605)	(383)	(469)	(5,889)
At 31 March 2004	二零零四年三月三十一日	3,281	32,074	-	17,549	160,865	79,719	162,113	455,601
NET BOOK VALUES	賬面淨值								
At 31 March 2004	二零零四年三月三十一日	11,502	377,581	117,457	15,865	269,669	60,265	74,319	926,658
At 31 March 2003	二零零三年三月三十一日	11,944	320,543	91,230	11,429	207,750	60,296	69,499	772,691

Included in the net book values of property, plant and equipment of the Group at 31 March 2004 is an amount of approximately HK\$57,640,000 (2003: HK\$74,084,000) in respect of plant and machinery held under finance leases.

於二零零四年三月三十一日，本集團之物業、廠房及設備之賬面淨值包括以融資租約持有廠房及機器價值約57,640,000港元（二零零三年：74,084,000港元）之廠房及機器。

Included in construction in progress is net interest capitalised of approximately HK\$1,399,000 (2003: HK\$2,435,000).

在建工程包括資本化之利息淨額約1,399,000港元（二零零三年：2,435,000港元）。

Notes to the Financial Statements

賬目附註

13. INVESTMENTS IN SUBSIDIARIES

13. 於附屬公司之投資

		The Company	
		本公司	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本值	34,412	156,612

Details of the principal subsidiaries at 31 March 2004 are set out in note 31.

於二零零四年三月三十一日，主要附屬公司之詳情已載列於財務報表附註31。

14. INTEREST IN AN ASSOCIATE

14. 於聯營公司之權益

		The Group	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Share of net assets	應佔資產淨值	15,642	14,120
Discount on acquiring additional interest in an associate	收購－聯營公司額外權益之折讓	-	6
		15,642	14,126

Details of the Group's associate at 31 March 2004 are as follows:

於二零零四年三月三十一日，本公司聯營公司之詳情如下：

Name of associate	Place of incorporation and operation	Nominal value of issued ordinary share capital	Percentage of nominal value of issued share capital held by the Group		Principal activity
			2004	2003	
聯營公司名稱	註冊成立及營業地點	普通股股本面值	二零零四年	二零零三年	主要業務
		HK\$	二零零四年	二零零三年	
		港元			
Metro Capital Securities Limited	Hong Kong 香港	24,000,000	50	50	Securities brokerage services 證券經紀服務
美高證券有限公司					

Notes to the Financial Statements
賬目附註15. DEFERRED DEVELOPMENT
EXPENDITURE

15. 遞延發展開支

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
COST	成本		
At 1 April	於四月一日	27,252	16,496
Additions	增加	19,799	10,756
At 31 March	於三月三十一日	47,051	27,252
ACCUMULATED AMORTISATION	累計攤銷		
At 1 April	於四月一日	9,800	3,122
Charge for the year	本年度支出	10,379	6,678
At 31 March	於三月三十一日	20,179	9,800
NET BOOK VALUE	賬面淨值		
At 31 March	於三月三十一日	26,872	17,452

16. INVENTORIES

16. 存貨

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原料	339,719	205,923
Work in progress	在製品	29,575	34,985
Finished goods	製成品	162,555	93,581
		531,849	334,489

Included above are raw materials of approximately HK\$12,722,000 (2003: HK\$9,013,000) which were carried at net realisable value at the balance sheet date.

上述包括於結算日按可變現淨值入賬之原料合共約為12,722,000港元(二零零三年: 9,013,000港元)。

Notes to the Financial Statements

賬目附註

17. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

17. 貿易及其他應收賬款及預付款項

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
		(As restated) (重列)	
Trade receivables	貿易應收賬款	80,102	163,579
Other receivables and prepayments	其他應收賬款及預付款項	69,574	31,884
		149,676	195,463

Customers are generally granted credit terms of letter of credit at sight to 30 days. Longer credit periods are granted to several customers which have long business relationship with the Group and strong financial position.

客戶一般以放賬形式進行交易，賬齡為即期至30日信用狀。數位已與本集團建立長期業務關係並且財政狀況穩健之客戶獲本集團給予較長之放賬寬限期。

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

於結算日，貿易應收賬款按賬齡分析如下：

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Current – 30 days	現時 – 30日	79,911	159,922
31 – 60 days	31 – 60日	191	3,657
		80,102	163,579

18. TRADE AND OTHER PAYABLES

18. 貿易及其他應付賬款

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	貿易應付賬款	316,874	223,252
Other payables	其他應付賬款	146,009	127,054
		462,883	350,306

Notes to the Financial Statements
賬目附註18. TRADE AND OTHER PAYABLES
(Continued)

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

18. 貿易及其他應付賬款(續)

於結算日，貿易應付賬款按賬齡分析如下：

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Current – 30 days	現時 – 30日	309,718	210,744
31 – 60 days	31 – 60日	2,552	6,397
61 – 90 days	61 – 90日	159	334
Over 90 days	90日以上	4,445	5,777
		316,874	223,252

19. BANK BORROWINGS

19. 銀行借貸

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Unsecured bank borrowings due within a period of:	於下列期間償還之 無抵押銀行借貸：		
Within one year	一年內	122,425	77,133
Due after one year but within two years	一年後但兩年內	85,250	65,425
Due after two years but within five years	兩年後但五年內	119,000	41,250
		326,675	183,808
Less: Amount due within one year and shown under current liabilities	減：於一年內償還之 款項，並列作 流動負債	(122,425)	(77,133)
Amount due after one year	於一年後償還之款項	204,250	106,675

Notes to the Financial Statements

賬目附註

20. OBLIGATIONS UNDER FINANCE LEASES

20. 融資租約承擔

		The Group 本集團			
		Minimum lease payments 應付最低租金		Present value of minimum lease payments 應付最低租金現值	
		2004 二零零四年	2003 二零零三年	2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
The maturity of the obligations under finance leases is as follows:	融資租約承擔之屆滿期限如下：				
Within one year	一年內	13,568	18,640	13,401	18,016
Due after one year but within two years	一年後但兩年內	3,146	13,381	3,129	13,151
Due after two years but within five years	兩年後但五年內	34	2,524	34	2,498
		16,748	34,545	16,564	33,665
Less: Future finance charges	減：未來融資費用	(184)	(880)	-	-
Present value of lease obligations	租約承擔之現值	16,564	33,665	16,564	33,665
Less: Amount due within one year shown under current liabilities	減：須於一年內償還之款項，並列作流動負債			(13,401)	(18,016)
Amount due after one year	須於一年後償還之款項			3,163	15,649

Notes to the Financial Statements
賬目附註

21. DEFERRED TAXATION

The following are the major deferred taxation liabilities recognised and movements thereon during the current and prior reporting periods:

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Deferred development expenditure 遞延發展開支 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2002	於二零零二年四月一日				
- as originally stated	- 原先呈列	3,065	-	-	3,065
- adjustment on adoption of SSAP 12 (Revised)	- 採納會計實務準則第12號 (經修訂)之調整	17,298	1,070	926	19,294
- as restated	- 重列	20,363	1,070	926	22,359
Charge to income statement	在收益表扣除	2,850	326	1,637	4,813
At 31 March 2003	於二零零三年三月三十一日	23,213	1,396	2,563	27,172
Charge (credit) to income statement	在收益表扣除 (計入)	1,536	824	(357)	2,003
Effect of change in tax rate	稅率變動之影響	2,176	131	120	2,427
At 31 March 2004	於二零零四年三月三十一日	26,925	2,351	2,326	31,602

At the balance sheet date, the Group had unused tax losses of HK\$37,483,000 (2003: HK\$36,083,000) available for offset against future profits upon the agreement from the relevant tax authority. No deferred taxation asset has been recognised in relation to such tax losses due to the unpredictability of future profit streams.

The Company had no significant unprovided deferred taxation for the year or at the balance sheet date.

21. 遞延稅項

以下為現時及過往申報期間，獲確認之主要遞延稅項負債及其變動：

於結算日，本集團有未用稅項虧損37,483,000港元（二零零三年：36,083,000港元）可於取得有關稅務當局同意後，以供抵銷日後溢利。由於日後溢利趨勢不可預計，就該等未用稅項虧損而言，並無遞延稅項資產獲確認。

於本年度或於結算日，本公司並無重大未撥備遞延稅項。

Notes to the Financial Statements

賬目附註

22. SHARE CAPITAL

22. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
Authorised:	法定：		
Balance as at 1 April 2002, 31 March 2003 and 31 March 2004	於二零零二年四月一日、 二零零三年三月三十一日及 二零零四年三月三十一日之結餘	1,200,000,000	120,000
Issued and fully paid:	已發行及繳足：		
Balance as at 1 April 2002 and 31 March 2003	於二零零二年四月一日及二零零三年 三月三十一日之結餘	792,716,684	79,272
Exercise of share options	行使購股權	300,000	30
Balance as at 31 March 2004	於二零零四年三月三十一日之結餘	793,016,684	79,302

During the year, 300,000 share options were exercised at an exercise price of HK\$2.475 per share resulting in the issue of 300,000 ordinary shares of HK\$0.10 each in the Company.

於年內，由於300,000份購股權已按每股2.475港元之行使價獲行使，導致本公司須發行每股面值0.10港元之普通股股份300,000股。

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

於年內所發行之股份與當時現有之股份於各方面均享有同等權益。

23. SHARE OPTIONS

Pursuant to the share option scheme (the "Scheme") adopted on 23 August 2002 by the Company, the Company may grant options to directors and employees of the Company or its subsidiaries, for the purpose of providing incentives, to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company from time to time and the maximum number of shares in respect of which options may be granted to any one employee shall not be more than 30% of the maximum number of shares in respect of options granted under the Scheme. Options granted are exercisable at any time for a period of ten years from the date of grant. The subscription price of the option shares shall not be less than the higher of (i) the closing price of the shares on the Stock Exchange on the date of grant, (ii) the average closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Options granted must be taken up within 28 days of the date of grant and a nominal consideration of HK\$1 is payable on the grant of an option.

23. 購股權

根據本公司於二零零二年八月二十三日所採納之購股權計劃（「計劃」），本公司可向本公司或其附屬公司之董事及僱員授出購股權作為激勵，據此彼等可認購本公司股份，惟最多為本公司不時已發行股本之10%，而任何一名僱員可能獲授之購股權所涉及之股份數目最多不得超過根據該計劃所授出購股權所涉及股份數目之30%。所授出之購股權可自授出日期起計十年內任何時間予以行使。行使購股權時之股份認購價不得少於以下之較高者：(i)股份於授出日期在聯交所之收市價；(ii)股份於緊接授出日期前五個交易日在聯交所之平均收市價；或(iii)股份面值。所授出之購股權須於授出日期起計28日內接納，並須於接納購股權時就每份購股權支付1港元名義代價。

Notes to the Financial Statements

賬目附註

23. SHARE OPTIONS (Continued)

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

The movements of the share options granted under the Scheme during the year and balance as at 31 March 2004 are as follows:

Participants	Date of grant	Exercise period	Exercise price per share HK\$	Number of options 購股權數目			
				Balance at 1 April 2002 and 31 March 2003 於二零零二年四月一日 及二零零三年 三月三十一日 之結餘	Granted during the year 年內授出	Exercised during the year 年內行使	Balance at 31 March 2004 於二零零四年 三月三十一日 之結餘
Director 董事	10 July 2003 二零零三年 七月十日	2 August 2003 to 28 February 2008 二零零三年八月二日至 二零零八年二月二十八日	2,475	-	5,000,000	(300,000)	4,700,000
Employees and other participant 僱員及其他參與者	10 July 2003 二零零三年 七月十日	2 August 2003 to 28 February 2008 二零零三年八月二日至 二零零八年二月二十八日	2,475	-	22,000,000	-	22,000,000
				-	27,000,000	(300,000)	26,700,000

Consideration of HK\$5 for options granted during the year was received.

23. 購股權 (續)

所授出購股權之財務影響於購股權獲行使時，方會記錄在本公司或本集團之資產負債表，而並無於本年度就購股權之價值在收益表確認支出。於購股權獲行使時，本公司會將導致發行之股份按股份面值記錄為額外股本，而將每股行使價超過股份面值之數記錄為股份溢價。於行使前失效或註銷之購股權會在尚未行使購股權登記冊內刪除記錄。

根據計劃已授出之購股權之變動及截至二零零四年三月三十一日止年度之結餘如下：

於年內授出之購股權已收取代價5港元。

24. RESERVES

24. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司			
At 1 April 2002	於二零零二年四月一日	82,132	251,480	333,612
Profit for the year	本年度溢利	-	144,129	144,129
Dividends paid	已付股息	-	(103,053)	(103,053)
At 31 March 2003 and 1 April 2003	於二零零三年三月三十一日及 二零零三年四月一日	82,132	292,556	374,688
Exercise of share options	行使購股權	712	-	712
Profit for the year	本年度溢利	-	494,269	494,269
Dividends paid	已付股息	-	(182,346)	(182,346)
At 31 March 2004	於二零零四年三月三十一日	82,844	604,479	687,323

The Company's reserves available for distribution to shareholders as at 31 March 2004 represent the accumulated profits of approximately HK\$604,479,000 (2003: HK\$292,556,000). However, the Company cannot declare or pay a dividend if there are reasonable grounds for believing that:

- (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) 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.

THE GROUP

Details of the movements of the reserves are set out on the consolidated statement of changes in equity on page 44.

The accumulated profits of the Group include approximately HK\$3,057,000 (2003: HK\$1,541,000) attributable to an associate.

本公司於二零零四年三月三十一日可供分派予股東之儲備指累計溢利約604,479,000港元(二零零三年: 292,556,000港元)。然而,倘本公司合理相信出現下列情況下,則不能宣派或派付股息:

- (i) 本公司未能或於派付後未能償還到期之債務;或
- (ii) 本公司資產之可變現價值因此少於其負債、已發行股本及股份溢價賬之總和。

本集團

儲備變動之詳情已載於第44頁之綜合權益變動報表。

本公司應佔聯營公司之累計溢利約為3,057,000港元(二零零三年: 1,541,000港元)。

Notes to the Financial Statements
賬目附註

25. DISPOSAL OF SUBSIDIARIES

25. 出售附屬公司

		HK\$'000
		千港元
<hr/>		
Net assets of subsidiaries disposed of:	所出售之附屬公司資產淨值：	
Inventories	存貨	19,517
Trade and other receivables and prepayments	貿易及其他應收賬款及預付款項	64,099
Bank balances and cash	銀行結存及現金	792
Trade and other payables	貿易及其他應付賬款	(25,322)
Taxation payable	應付稅項	(2,006)
		<hr/>
		57,080
Shareholder's loan disposed of	所出售之股東貸款	6,812
Reserves released upon disposal	出售後撥回之儲備	(1,273)
Expenses incurred in relation to the disposal	出售所產生之開支	1,340
Loss on disposal, net	出售之虧損，淨額	(57)
		<hr/>
Total consideration	作價總額	63,902
<hr/>		
Satisfied by:	支付方式：	
Cash	現金	63,902
		<hr/>
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	63,902
Less: Repayment on shareholder's loan	減：償還股東貸款	(6,812)
Expenses incurred in relation to the disposal	出售所產生之開支	(1,340)
Bank balances and cash disposed of	所出售之銀行結存及現金	(792)
		<hr/>
		54,958
		<hr/>

26. CONTINGENT LIABILITIES

The Company has executed corporate guarantees with respect to finance leases, banking facilities and bank borrowings made available to its subsidiaries. The amount of such facilities utilised as at 31 March 2004 amounted to approximately HK\$326,675,000 (2003: HK\$183,808,000).

In addition, the Group had discounted bills with recourse amounting to approximately HK\$132,467,000 (2003: HK\$75,242,000) to various banks.

27. RETIREMENT BENEFIT SCHEMES

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustee.

In addition, the Group's contribution to a local municipal government retirement scheme in the PRC are expensed as incurred while the local municipal government in the PRC undertakes to assume the retirement benefit obligations of all existing and future retirees of the qualified staff in the PRC.

The retirement benefit cost charged to the income statement represents contributions payable to the schemes by the Group at the rates specified in the rules of the schemes.

26. 或然負債

本公司為其附屬公司取得之融資租約、銀行融資及銀行借貸提供公司擔保。於二零零四年三月三十一日，已提用之信貸額合共為326,675,000港元（二零零三年：183,808,000港元）。

此外，本集團給予多家銀行具有追索權之貼現票據為數合共約132,467,000港元（二零零三年：75,242,000港元）。

27. 退休福利計劃

本集團為其所有於香港之合資格僱員設立強積金計劃。計劃之資產乃由受託人控制之基金持有，與本集團之資產分開處理。

此外，本集團就中國當地市政府退休計劃之供款乃於產生時列作開支，而中國當地市政府已承諾承擔所有現有及未來於中國之合資格退休僱員之退休福利。

已計入收益表之退休福利成本指本集團按計劃規定之特定比率應支付之供款。

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28. CAPITAL COMMITMENTS

28. 資本承擔

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements	已訂約但未於財務報表撥備之購置物業、廠房及設備資本支出	69,811	35,039
Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	已批准但未訂約之購置物業、廠房及設備資本支出	6,874	21,380
		76,685	56,419

The Company did not have any significant capital commitments at 31 March 2004 and 2003.

本公司於二零零四年及二零零三年三月三十一日並無重大資本承擔。

29. OPERATING LEASE COMMITMENTS

29. 經營租約承擔

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings falling due:

於結算日，本集團就土地及樓宇根據於下列年期屆滿之不可撤銷經營租約應付之未來最低租金如下：

		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	1,228	3,328
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	5	991
		1,233	4,319

Operating lease payments represent rental payable by the Group for certain land and buildings. Leases are negotiated for an average term of one to three years.

經營租約款項指本集團就其若干土地及樓宇應付之租金。租約乃經磋商達成，平均租期為一年至三年。

The Company did not have any significant operating lease commitments at 31 March 2004 and 2003.

於二零零四年及二零零三年三月三十一日，本公司並無任何重大經營租約承擔。

30. RELATED PARTY AND CONNECTED TRANSACTIONS

(a) Rental

During the year, the Group entered into the following significant transactions with related parties in the ordinary course of business:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Rental expense paid to	向下列公司支付租金		
Man Fat Enterprise Company Limited (Note)	文發企業有限公司 (附註)	540	540
Geming Company Limited (Note)	錦聲有限公司 (附註)	432	432

Note: This represents rental expense arising from the leasing of warehouse, car park and office space from Man Fat Enterprise Company Limited and Geming Company Limited, companies in which Mr. Lam Man Chan and Ms. Ting Lai Ling, directors of the Company, have beneficial interests.

30. 關連人士及關連交易

(a) 租金

本集團在年內與有關連人士在日常業務過程中曾進行以下重大交易：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Rental expense paid to	向下列公司支付租金		
Man Fat Enterprise Company Limited (Note)	文發企業有限公司 (附註)	540	540
Geming Company Limited (Note)	錦聲有限公司 (附註)	432	432

附註：此乃向文發企業有限公司及錦聲有限公司租用貨倉、停車場及辦公室所產生之租金支出。本公司董事林文燦先生及丁麗玲女士實益擁有該兩間公司之權益。

**30. RELATED PARTY AND
CONNECTED TRANSACTIONS**
(Continued)**(b) Disposal of the motorcycle division**

During the year, the Group disposed of the entire issued share capital of Hangerton Group Limited which, together with its subsidiaries, carried out the business of the motorcycle division, and the related shareholder's loan to City Harvest Limited at a consideration of HK\$63,892,000 payable in cash. City Harvest Limited is ultimately owned as to 50% by Goodchamp Holdings Limited ("Goodchamp") and 50% by Grandlink Holdings Limited ("Grandlink").

Goodchamp, which is ultimately owned by a discretionary trust, is a substantial shareholder of the Company. The family members of Mr. Lam Man Chan and Ms. Ting Lai Ling, directors of the Company, are the discretionary objects of the discretionary trust.

Grandlink, which is ultimately owned by a discretionary trust, is a shareholder of the Company. The family members of Mr. Hui King Chun, a director of the Company, are the beneficiaries of the discretionary trust.

30. 關連人士及關連交易 (續)**(b) 出售電單車部門**

年內，本集團已出售 Hangerton Group Limited 及其附屬公司（從事電單車業務）之全部股本以及相關之股東貸款予 City Harvest Limited，代價 63,892,000 港元乃以現金支付。City Harvest Limited 乃由 Goodchamp Holdings Limited（「Goodchamp」）及 Grandlink Holdings Limited（「Grandlink」）最終各自擁有 50% 股權。

本公司之主要股東 Goodchamp 由一家全權信託最終擁有。本公司董事林文燦先生及丁麗玲女士之家族成員為該全權信託之全權受益人。

本公司之主要股東 Grandlink 由一家全權信託最終擁有。本公司董事許經振先生之家族成員為該全權信託之受益人。

Notes to the Financial Statements

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31. SUBSIDIARIES

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

31. 附屬公司

於二零零四年三月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary	Place of incorporation/ registration	Place of operation	Nominal value of issued ordinary share/ registered capital	Percentage of nominal value of issued share capital/ registered capital directly held by the Company	Principal activities
附屬公司名稱	成立/ 註冊地點	經營地點	已發行普通股/ 註冊股本面值	已發行股本/ 註冊資本面值之百分比	主要業務
Denca Industrial Limited 電科實業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 2港元	100*	Trading of electronic products 經銷電子產品
Digital Industrial Limited	British Virgin Islands 英屬維爾京群島	PRC 中國	US\$50,000 50,000美元	100*	Manufacture of electronic products 製造電子產品
Din Wai Electronics Limited	British Virgin Islands 英屬維爾京群島	PRC 中國	US\$1 1美元	100*	Manufacture of electronic products 製造電子產品
Dongguan Enpress Metal Products Company Limited (Note (a)) 東莞恒柏五金製品有限公司(附註(a))	PRC 中國	PRC 中國	HK\$4,500,000 4,500,000港元	100*	Property investment 物業投資
Dongguan Fenggang Ngai Lik Electronics Company Limited (Note (a) and (b)) 東莞鳳崗毅力電子有限公司(附註(a)及(b))	PRC 中國	PRC 中國	HK\$22,500,000 22,500,000港元	87*	Manufacture of electronic products 製造電子產品
Faithful Lion Limited 忠毅有限公司	Hong Kong 香港	PRC 中國	HK\$10,000 10,000港元	100*	Property investment 物業投資
Junestar Pacific Limited 俊星太平洋有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100*	Investment holding 投資控股
Million Age Enterprise Limited 萬年世紀企業有限公司	Hong Kong 香港	PRC 中國	HK\$10,000 10,000港元	100*	Property investment 物業投資
Ngai Lik (BVI) Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$10,000 10,000美元	100	Investment holding 投資控股

Notes to the Financial Statements
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31. SUBSIDIARIES (Continued)

31. 附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立/ 註冊地點	Place of operation 經營地點	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊股本面值	Percentage of	Principal activities 主要業務
				nominal value of issued share capital/ registered capital directly held by the Company 本公司直接持有 已發行股本/ 註冊資本面值之百分比	
Ngai Lik Capital Limited 毅力融資有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100*	Provision of financial services 提供財務服務
Ngai Lik Electronics Trading Limited 毅力電子貿易有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100*	Trading of electronic products 經銷電子產品
Ngai Lik Enterprises Limited 毅力企業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$3,000,000 3,000,000港元	100*	Provision of management services 提供管理服務
Ngai Lik Financial Services Limited 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	Hong Kong 香港	US\$1 1美元	100*	Provision of financial services 提供財務服務
Ngai Lik Properties Limited 毅力地產有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 2港元	100*	Property investment 物業投資
Ngai Lik Technology Limited 毅科資訊有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 2港元	100*	Provision of technical services 提供技術服務
Ngai Wai Plastic Manufacturing Limited 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	PRC 中國	US\$1 1美元	100*	Manufacture of plastic components 製造塑膠組件
Pascal Investment Limited 百德實投資有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 2港元	100*	Investment holding 投資控股
Shing Wai Limited 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	PRC 中國	US\$1 1美元	100*	Manufacture of electrical and mechanical components 製造電器及機械組件

* Interest held by the Company through subsidiaries.

* 本公司透過附屬公司持有之權益。

31. SUBSIDIARIES (Continued)

Notes:

- (a) These subsidiaries were set up as sino-foreign co-operative joint ventures in the PRC.
- (b) Dongguan Fenggang Ngai Lik Electronics Company Limited ("DFNL") was established by the Group with an independent third party. Since the signing of an agreement in a prior year, the Group is entitled to all the net profits arising from the operation of DFNL after the payment of certain fixed amounts to the independent third party. The Group is also entitled to all the assets and responsible for all the liabilities of DFNL other than any amount contributed by the independent third party.
- (c) None of the subsidiaries had any debt securities subsisting at 31 March 2004 or at any time during the year.
- (d) The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of all other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

32. COMPARATIVE FIGURES

Certain comparative figures included in the consolidated balance sheet at 31 March 2003 have been reclassified to conform with the current year's presentation. Details are set out as follows:

		As previously reported	Reclassifications	As restated
		先前申報	重新分類	重列
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Trade and other receivables and prepayments	貿易及其他應收款及預付款項	204,454	(8,991)	195,463
Taxation recoverable	可收回稅項	-	19,429	19,429
Taxation payable	應付稅項	(55,608)	(10,438)	(66,046)

31. 附屬公司 (續)

附註：

- (a) 此等附屬公司為於中國成立之中外合作經營企業。
- (b) 東莞鳳崗毅力電子有限公司(「DFNL」)由本集團與一名獨立第三方成立。根據於過往年度簽訂之協議，本集團可於扣除向獨立第三方支付若干定額款項後全數享有DFNL經營業務所產生之純利。除獨立第三方之應佔款項外，本集團可享有及承擔所有資產及負債。
- (c) 概無附屬公司擁有於二零零四年三月三十一日或於本年度任何時間仍然有效之債務證券。
- (d) 上表載列本公司之附屬公司，董事認為該等公司主要影響本集團之業績及資產。董事認為載列所有其他附屬公司之詳情可能導致篇幅冗長。

32. 比較數字

於二零零三年三月三十一日之綜合資產負債表收錄之比較數字已重新分類，以符合本年度之呈列方式。詳情載列如下：