

董事會報告書

Report of the Directors

董事會全人謹將截至二零零四年三月三十一日止年度的年報及經審核財務報表呈覽。

主要業務

本公司的主要業務是投資控股及提供管理服務。各附屬公司和聯營公司的主要業務及其他詳情載於第92至第99頁。

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

主要客戶及供應商

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

財務報表

本集團截至二零零四年三月三十一日止年度的溢利和本公司及本集團於該日的財政狀況載於第32至第99頁的財務報表內。

本公司已於二零零四年一月六日派發特別股息每股港幣零仙（二零零三年：每股港幣180仙）及中期股息每股港幣8仙（二零零三年：每股港幣10仙）。董事會現建議派發截至二零零四年三月三十一日止年度的末期股息每股港幣25仙（二零零三年：每股港幣15仙）及特別股息每股港幣零仙（二零零三年：每股港幣80仙）。

轉撥至儲備

股東應佔溢利（未扣除股息）為港幣171,187,000元（二零零三年（重報）：港幣73,563,000元），已轉撥至儲備。

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 March 2004.

Principal Activities

The principal activities of the company are investment holding and the provision of management services. The principal activities and other particulars of the subsidiaries and associates are set out on pages 92 to 99.

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

Major Customers and Suppliers

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

Financial Statements

The profit of the group for the year ended 31 March 2004 and the state of the company's and the group's affairs as at that date are set out in the financial statements on pages 32 to 99.

An interim dividend of HK8 cents per share (2003: HK10 cents per share) and a special dividend of HK Nil cents per share (2003: HK180 cents per share) were paid on 6 January 2004. The directors now recommend the payment of a final dividend of HK25 cents per share (2003: HK15 cents per share) and a special dividend of HK Nil cents per share (2003: HK80 cents per share) in respect of the year ended 31 March 2004.

Transfer to Reserves

Profit attributable to shareholders, before dividends, of HK\$171,187,000 (2003 (restated): HK\$73,563,000) has been transferred to reserves.

慈善捐款

本集團於年內的慈善捐款額為港幣28,000元(二零零三年：港幣118,000元)。

固定資產

本年度內，固定資產的變動詳情載於財務報表附註15。

股本

本公司股本的詳情載於財務報表附註28。

董事會

於財政年度及直至本報告日期止的董事會成員如下：

執行董事

陳瑞球
陳永奎
陳永樂
周陳淑玲
陳永明
陳永棋
陳永滔
傅承蔭

非執行董事

林克平(於二零零三年八月二十三日委任)
井上隆司(於二零零三年四月十日離任)

獨立非執行董事

梁學濂
王霖

按照本公司的公司組織章程第95及104條，陳永樂先生、陳永滔先生、王霖先生、林克平先生及周陳淑玲女士將於即將召開的股東週年大會中輪值告退，惟願膺選連任。

Charitable Donations

Charitable donations made by the group during the year amounted to HK\$28,000 (2003: HK\$118,000).

Fixed Assets

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

Share Capital

Details of the company's share capital are set out in note 28 on the financial statements.

Directors

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

Executive directors

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

Non-executive directors

Lin Keping (appointed on 23 August 2003)
Takashi Inoue (resigned on 10 April 2003)

Independent non-executive directors

Leung Hok Lim
Wong Lam

In accordance with Articles 95 and 104 of the company's articles of association, Messrs Chan Wing Sun, Samuel, Chan Wing To, Wong Lam, Lin Keping and Madam Chan Suk Ling, Shirley retire from the board by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

董事會報告書 Report of the Directors

董事的服務合約

獨立非執行董事由董事會委任，其酬金由董事會釐定，詳見「遵守《最佳應用守則》」一節。

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

董事及行政總裁在股份擁有的權益

根據《證券及期貨條例》（「證券及期貨條例」）第352條須予置存的董事及行政總裁股份權益登記冊的紀錄，於二零零四年三月三十一日在任的本公司董事及行政總裁於該日擁有本公司、附屬公司及其他相聯法團（須符合證券及期貨條例所載的定義）已發行股份的權益如下：

Directors' Service Contracts

The independent non-executive directors were appointed by the board of directors and their remuneration is determined by the board of directors, see section headed 'Compliance with the Code of Best Practice'.

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

Directors' and Chief Executive's Interests in Shares

The directors and chief executive of the company who held office at 31 March 2004 had the following interests in the issued shares of the company, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO") at that date as recorded in the register of directors' and chief executives interests required to be kept under section 352 of the SFO:

		Ordinary shares of HK\$0.50 each 每股面值港幣0.50元的普通股			
實益權益	Beneficial interests	個人權益 ⁽ⁱ⁾ Personal interests ⁽ⁱ⁾	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests
陳瑞球	Chan Sui Kau	5,929,272	214,368	3,840,820	(ii)
陳永奎	Chan Wing Fui, Peter	324,068	3,820,420	—	(ii), (iii) & (iv)
陳永樂	Chan Wing Sun, Samuel	2,072,072	—	7,291,144	(ii), (iii) & (iv)
周陳淑玲	Chan Suk Ling, Shirley	3,613,544	16,000	—	(ii) & (iii)
陳永明	Chan Wing Ming, Michael	2,967,208	—	—	(ii) & (iii)
陳永棋	Chan Wing Kee	3,692,776	819,404	—	(ii), (iii), (iv) & (v)
陳永滔	Chan Wing To	4,144,736	—	—	(ii), (iii), (iv) & (v)
傅承蔭	Fu Sing Yam, William	598,835	—	—	—

董事及行政總裁在股份擁有的權益 (續)

- (i) 該等股份以身為實益擁有人的董事及行政總裁的名義登記。
- (ii) 19,920,700股本公司股份乃由Chan Family Investment Corporation Limited (由陳瑞球先生、陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、陳永明先生、周陳淑玲女士及其他陳氏家族若干成員擁有) 及其附屬公司所持有。
- (iii) 34,595,908股本公司股份乃由Canfield Holdings Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、陳永明先生、周陳淑玲女士及其他陳氏家族若干成員實益擁有。
- (iv) 2,917,480股本公司股份乃由Hearty Development Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生及其他陳氏家族若干成員實益擁有。
- (v) 1,597,000股本公司股份乃由Super Team International Limited持有。該公司由陳永棋先生、陳永滔先生及其他陳氏家族若干成員實益擁有。

除以上所述者外，本公司董事、行政總裁或任何他們的配偶或其未滿十八歲的子女，概無於本公司或任何附屬公司之股份、相關股份或債權證中擁有須登記於根據證券及期貨條例第352條規定置存的登記冊，或根據《上市公司董事進行證券交易的標準守則》規定須另行知會本公司的權益或淡倉。

本公司或其任何附屬公司均沒有在本年度任何時間參與任何安排，致使本公司董事或行政總裁可以透過收購本公司或任何其他法團的股份或債權證而獲益。

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

- (i) The shares are registered under the names of the directors and chief executive who are the beneficial owners.
- (ii) 19,920,700 shares of the company were held by Chan Family Investment Corporation Limited (which is owned by Messrs Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To, Chan Wing Ming, Michael, Madam Chan Suk Ling, Shirley and other members of the Chan family) and its subsidiaries.
- (iii) 34,595,908 shares of the company were held by Canfield Holdings Limited, which is beneficially owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To, Chan Wing Ming, Michael, Madam Chan Suk Ling, Shirley and other members of the Chan family.
- (iv) 2,917,480 shares of the company were held by Hearty Development Limited which is beneficially owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To and other members of the Chan family.
- (v) 1,597,000 shares of the company were held by Super Team International Limited which is beneficially owned by Messrs Chan Wing Kee, Chan Wing To and other members of the Chan family.

Apart from the foregoing, none of the directors and chief executive of the company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the company, or any of its subsidiaries as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

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

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主要股東及其他人士於股份之權益

本公司概無獲知會須登記於根據證券及期貨條例第336條規定置存的登記冊的任何權益。

關連交易及董事在合約的利益

根據香港聯合交易所有限公司《證券上市規則》(「上市規則」)第14A章所列的關連交易詳情載於財務報表附註32內。本公司之獨立非執行董事認為，關連交易均：

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

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

購買、出售或贖回本公司的上市證券

本公司或任何其附屬公司於年內並無購入、出售或贖回本公司的上市證券。

銀行貸款及其他借款

本公司及本集團於二零零四年三月三十一日的銀行貸款及其他借款詳情載於財務報表附註25。

Substantial Shareholders' and Other Persons Interests in Shares

No interests required to be recorded in the register kept under section 336 of the SFO have been notified to the company.

Connected Transactions and Directors' Interests in Contracts

Details of the connected transactions under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out in note 32 on the financial statements. In the opinion of the independent non-executive directors, the connected transactions were:

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

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

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

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

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the company and the group as at 31 March 2004 are set out in note 25 on the financial statements.

五年財務概要

本集團於過去五個財政年度的業績及資產與負債概要載於本年報第100頁。

物業

於二零零二年十一月十一日，本公司附屬公司Aramis International Limited與一名獨立第三者訂立買賣協議，出售位於九龍尖沙咀柏麗購物大道的三間店舖，總代價為港幣78,000,000元。該協議已於二零零三年六月二日完成，而港幣64,957,000元之溢利已於截至二零零四年三月三十一日止年度之綜合損益表內確認入賬。

本集團各項主要物業及物業權益的詳情載於財務報表附註15。

退休計劃

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

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the group for the last five financial years is set out on page 100 of the annual report.

Properties

On 11 November 2002, a subsidiary of the company, Aramis International Limited, entered into a sale and purchase agreement with an independent third party to dispose of three shop premises in Parklane Shopper's Boulevard, Tsim Sha Tsui, Kowloon, for a total consideration of HK\$78,000,000. The agreement was completed on 2 June 2003 and a profit of HK\$64,957,000 was recognised in the consolidated profit and loss account for the year ended 31 March 2004.

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

Retirement Schemes

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

退休計劃 (續)

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

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

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

一間在台灣成立的附屬公司根據當地《勞動基準法》參與一項定額福利退休計劃。該計劃的供款按所支付工資及薪酬的2%計算。

遵守《最佳應用守則》

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

Retirement Schemes (Continued)

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

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

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

A subsidiary established in Taiwan participates in a defined benefit retirement scheme established in accordance with the local Labour Standard Law. Contributions to the scheme are based upon 2% of wages and salaries paid.

Compliance with the Code of Best Practice

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

審核委員會

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

核數師

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

承董事會命

主席
陳瑞球

香港，二零零四年七月十九日

Audit Committee

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

Auditors

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

By order of the Board

Chan Sui Kau
Chairman

Hong Kong, 19 July 2004