

Notes to the Interim Report

中期報告附註

1. Basis of Preparation

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda on 25 January 2002. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) on 10 May 2002. The consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with International Accounting Standard No. 34 “Interim financial reporting”.

2. Principal Accounting Policies

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments and short-term investment. The accounting policies adopted are consistent with those adopted in the preparation of the Group’s annual financial statements for the year ended 30 April 2004.

1. 編製基準

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限公司。本公司股份於二零零二年五月十日在香港聯合交易所有限公司（「聯交所」）主板上市。綜合財務報告乃根據聯交所證券上市規則附錄十六所載適用之披露規定及國際會計準則第34號「中期財務報告」編製。

2. 主要會計政策

除就重估若干財務工具及短期投資外，綜合財務報告乃按歷史成本法編製。所採用之會計政策與編製本集團截至二零零四年四月三十日止年度之全年財務報告時採用者相符。

3. Segmental Information

An analysis of the Group's revenue and profit for the period by principal activities and geographical markets is as follows:

By Principal Activities

		Unaudited For the six months ended 31 October 2004 未經審核 截至二零零四年十月三十一日止六個月		
		Sales of merchandise 商品銷售 <i>US\$'000</i> 千美元	Services rendered 提供服務 <i>US\$'000</i> 千美元	Total 合計 <i>US\$'000</i> 千美元
REVENUE	收益			
External revenue	外來收益	5,438	20,508	25,946
SEGMENT RESULTS	分類業績	913	5,859	6,772
Unallocated corporate expenses	未分配企業開支			(218)
Interest income	利息收入			1,060
Finance costs	財務費用			(1)
Gain on dissolution of a subsidiary	解散一間附屬公司之收益			14
Profit before taxation	除稅前溢利			7,627
Taxation	稅項			(243)
Profit for the period	期間溢利			7,384

3. 分類資料

以下按主要業務及地域市場分析本集團於本期間之收益及溢利：

按主要業務

3. Segmental Information (continued)

By Principal Activities (continued)

		Unaudited For the six months ended 31 October 2003 未經審核 截至二零零三年十月三十一日止六個月		
		Sales of merchandise 商品銷售 US\$'000 千美元	Services rendered 提供服務 US\$'000 千美元	Total 合計 US\$'000 千美元
REVENUE	收益			
External revenue	外來收益	3,810	17,401	21,211
SEGMENT RESULTS	分類業績	390	5,860	6,250
Unallocated corporate expenses	未分配企業開支			(199)
Interest income	利息收入			1,114
Finance costs	財務費用			(1)
Profit before taxation	除稅前溢利			7,164
Taxation	稅項			(141)
Profit for the period	期間溢利			7,023

By Geographical Markets

The following table provides an analysis of the Group's revenue by geographical location of customers:

按地域市場

下表為本集團收益按客戶所在地域之分析：

		Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
		2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
United States	美國	10,544	7,204
Canada	加拿大	5,822	6,343
Hong Kong	香港	2,648	2,152
Europe	歐洲	2,306	1,902
Others	其他	4,626	3,610
		25,946	21,211

4. Profit from Operations

Profit from operations has been arrived at after (crediting)/charging:

		Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
		2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
Interest income	利息收入	(1,060)	(1,114)
Reimbursement income from customers	來自客戶之償付收入	(160)	(108)
Amortisation on goodwill	商譽攤銷	414	—
Depreciation of machinery and equipment	機器及設備折舊	528	472

5. Taxation

Taxation charge comprises:

		Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
		2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	162	—
Income tax in other jurisdictions	其他司法權區所得稅		
— current period	— 本期間	67	216
— under/(over) provision in prior years	— 往年度撥備不足／(超額撥備)	14	(74)
Deferred taxation	遞延稅項	—	(1)
		243	141

Hong Kong profits tax is calculated at 17.5% (2003: 17.5%) of the estimated assessable profit for the period.

Income tax arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

4. 經營溢利

經營溢利已(計入)/扣除下列項目：

		Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
		2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
Interest income	利息收入	(1,060)	(1,114)
Reimbursement income from customers	來自客戶之償付收入	(160)	(108)
Amortisation on goodwill	商譽攤銷	414	—
Depreciation of machinery and equipment	機器及設備折舊	528	472

5. 稅項

稅項包括：

		Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
		2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	162	—
Income tax in other jurisdictions	其他司法權區所得稅		
— current period	— 本期間	67	216
— under/(over) provision in prior years	— 往年度撥備不足／(超額撥備)	14	(74)
Deferred taxation	遞延稅項	—	(1)
		243	141

香港利得稅根據本期間估計應課稅溢利按稅率17.5% (二零零三年：17.5%) 計算。

在其他司法權區產生之所得稅乃按各司法權區當時之稅率計算。

6. Dividends

On 16 January 2004, a dividend of 2.5 HK cents per share was paid to shareholders of the Company as an interim dividend for the year ended 30 April 2004. On 19 August 2004, a dividend of 4.5 HK cents per share was paid to shareholders of the Company as the final dividend for the year ended 30 April 2004.

The directors have declared the payment of an interim dividend of 2.63 HK cents per share in respect of the six months ended 31 October 2004. The interim dividend will be paid in cash on or about 10 January 2005 to shareholders whose names appear on the register of members of the Company on 5 January 2005.

7. Earnings Per Share

The calculation of the basic earnings per share for the six months ended 31 October 2004 is based on the profit attributable to shareholders of approximately US\$7,384,000 (2003: US\$7,023,000) and on the weighted average number of approximately 654,378,000 (2003: 647,603,000) shares in issue during the period.

The calculation of the diluted earnings per share for the six months ended 31 October 2004 is based on the profit attributable to shareholders of approximately US\$7,384,000 (2003: US\$7,023,000) and on the weighted average number of approximately 662,731,000 (2003: 657,372,000) shares issued and issuable, comprising the weighted average number of approximately 654,378,000 (2003: 647,603,000) shares in issue during the period and the weighted average number of approximately 8,353,000 (2003: 9,769,000) shares, as adjusted for the dilutive effect of share options outstanding during the period.

8. Movements in Machinery and Equipment

During the six months ended 31 October 2004, the Group spent approximately US\$539,000 (2003: US\$461,000) on acquisition of machinery and equipment.

6. 股息

於二零零四年一月十六日，本公司已向股東派付每股2.5港仙，作為截至二零零四年四月三十日止年度之中期股息。於二零零四年八月十九日，本公司已向股東派付每股4.5港仙，作為截至二零零四年四月三十日止年度之末期股息。

董事會已宣派截至二零零四年十月三十一日止六個月之中期股息每股2.63港仙，有關中期股息將於二零零五年一月十日或該日前後以現金派付予二零零五年一月五日名列本公司股東名冊之股東。

7. 每股盈利

截至二零零四年十月三十一日止六個月之每股基本盈利乃根據本期間股東應佔溢利約7,384,000美元(二零零三年：7,023,000美元)及已發行股份之加權平均數約654,378,000股(二零零三年：647,603,000股)計算。

截至二零零四年十月三十一日止六個月之每股攤薄盈利則根據本期間股東應佔溢利約7,384,000美元(二零零三年：7,023,000美元)與已發行及可發行股份之加權平均數約662,731,000股(二零零三年：657,372,000股)(包括本期間已發行股份之加權平均數約654,378,000股(二零零三年：647,603,000股)及經就本期間尚未行使購股權之攤薄影響作出調整之股份加權平均數約8,353,000股(二零零三年：9,769,000股))計算。

8. 機器及設備變動

於截至二零零四年十月三十一日止六個月內，本集團耗資約539,000美元(二零零三年：461,000美元)購買機器及設備。

9. Trade Receivables

The general credit terms granted to customers range from 60 to 90 days. The aging analysis of trade receivables is as follows:

		At 31 October 2004 二零零四年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	At 30 April 2004 二零零四年 四月三十日 (Audited) (經審核) US\$'000 千美元
0 – 30 days	0–30天	6,883	7,813
31 – 60 days	31–60天	1,250	1,429
61 – 90 days	61–90天	747	337
Over 90 days	90天以上	1,935	1,245
		10,815	10,824
Less: Allowance for doubtful debts	減：呆賬撥備	(204)	(289)
		10,611	10,535

10. Trade Payables

The aging analysis of trade payables is as follows:

		At 31 October 2004 二零零四年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	At 30 April 2004 二零零四年 四月三十日 (Audited) (經審核) US\$'000 千美元
0 – 30 days	0–30天	375	425
31 – 60 days	31–60天	456	214
61 – 90 days	61–90天	267	154
Over 90 days	90天以上	278	130
		1,376	923

9. 應收貿易賬款

授予客戶之一般信貸期由60天至90天不等。應收貿易賬款之賬齡分析如下：

10. 應付貿易賬款

應付貿易賬款之賬齡分析如下：

11. Share Capital

11. 股本

		Number of shares 股份數目	Amount 金額 US\$'000 千美元
Ordinary shares of US\$0.02 each Authorised: At 1 May 2003, 31 October 2003, 1 May 2004 and 31 October 2004	每股面值0.02美元之普通股 法定： 於二零零三年五月一日、 二零零三年十月三十一日、 二零零四年五月一日及 二零零四年十月三十一日	2,000,000,000	40,000
Issued and fully paid: At 1 May 2003	已發行及繳足： 於二零零三年五月一日	647,400,000	12,948
Exercise of share options	行使購股權	1,515,000	30
At 31 October 2003	於二零零三年十月三十一日	648,915,000	12,978
At 1 May 2004	於二零零四年五月一日	654,477,000	13,090
Exercise of share options	行使購股權	712,000	14
Repurchase of shares	購回股份	(538,000)	(11)
At 31 October 2004	於二零零四年十月三十一日	654,651,000	13,093

During the six months ended 31 October 2004, 712,000 shares of US\$0.02 each of the Company were issued at prices ranging from HK\$2.125 to HK\$2.550 per share pursuant to the exercise of the share options by the option holders.

於截至二零零四年十月三十一日止六個月內，本公司根據購股權持有人行使購股權按每股介乎2.125港元至2.550港元之價格發行712,000股每股面值0.02美元之股份。

During the six months ended 31 October 2004, the Company repurchased 538,000 shares on the Stock Exchange. These shares were cancelled or deemed to have been cancelled on the date of repurchase.

於截至二零零四年十月三十一日止六個月內，本公司在聯交所購回538,000股股份。此等股份已於購回當日註銷或視作註銷。

Details of such repurchase are as follows:

有關購回之詳情如下：

Month of repurchase 購回月份	Number of shares repurchased 購回之 股份數目	Price paid per share 所付之每股價格		Aggregate price paid 所付之 價格總額 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
May 2004 二零零四年五月	538,000	2.950	2.500	1,465

Save as disclosed above, at no time during the period under review was there any purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's shares.

除上述者外，於回顧期間內任何時間，本公司及其任何附屬公司概無買賣或贖回本公司股份。

12. Reserves

12. 儲備

		Share premium	Special reserve	Capital redemption reserve	Translation reserve	Accumulated profits	Total
		股份溢價	特別儲備	資本贖回 儲備	滙兌儲備	累計溢利	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
At 1 May 2003	於二零零三年五月一日	14,933	184	—	(249)	17,835	32,703
Premium arising on issue of shares	發行股份產生之溢價	465	—	—	—	—	465
Exchange differences arising from translation of financial statements of overseas operations	因換算海外業務財務報告而產生之滙兌差額	—	—	—	(349)	—	(349)
Profit for the period	期間溢利	—	—	—	—	7,023	7,023
Dividend paid	已付股息	—	—	—	—	(2,906)	(2,906)
At 31 October 2003	於二零零三年十月三十一日	15,398	184	—	(598)	21,952	36,936
Premium arising on issue of shares	發行股份產生之溢價	1,377	—	—	—	—	1,377
Repurchase of shares	購回股份	(168)	—	—	—	—	(168)
Exchange differences arising from translation of financial statements of overseas operations	因換算海外業務財務報告而產生之滙兌差額	—	—	—	(95)	—	(95)
Profit for the period	期間溢利	—	—	—	—	7,602	7,602
Transfer to capital redemption reserve	轉撥至資本贖回儲備	—	—	10	—	(10)	—
Dividend paid	已付股息	—	—	—	—	(2,095)	(2,095)
At 30 April 2004	於二零零四年四月三十日	16,607	184	10	(693)	27,449	43,557
Premium arising on issue of shares	發行股份產生之溢價	187	—	—	—	—	187
Repurchase of shares	購回股份	(177)	—	—	—	—	(177)
Transfer to capital redemption reserve	轉撥至資本贖回儲備	—	—	11	—	(11)	—
Exchange differences arising from translation of financial statements of overseas operations	因換算海外業務財務報告而產生之滙兌差額	—	—	—	(56)	—	(56)
Reserve released due to dissolution of a subsidiary	因解散一間附屬公司而轉撥儲備	—	—	—	(14)	—	(14)
Profit for the period	期間溢利	—	—	—	—	7,384	7,384
Dividend paid	已付股息	—	—	—	—	(3,777)	(3,777)
At 31 October 2004	於二零零四年十月三十一日	16,617	184	21	(763)	31,045	47,104

12. Reserves (continued)

The directors have declared an interim dividend of 2.63 HK cents (equivalent to 0.34 US cent) (2003: 2.5 HK cents (equivalent to 0.32 US cent)) per share, totalling US\$2,207,000 (2003: US\$2,091,000) in respect of the six months ended 31 October 2004.

The special reserve represents the difference between the nominal value of share capital of the Company issued and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of shares.

13. Related Party Transactions

During the six months ended 31 October 2004, the Group had the following related party transactions:

12. 儲備 (續)

董事會已宣派截至二零零四年十月三十一日止六個月之中期股息每股2.63港仙(相等於0.34美仙)(二零零三年: 2.5港仙(相等於0.32美仙)), 總額為2,207,000美元(二零零三年: 2,091,000美元)。

特別儲備指本公司已發行股本面值與本公司以交換股份方式收購之多間附屬公司之股本面值總額兩者之差額。

13. 有關連人士交易

於截至二零零四年十月三十一日止六個月內, 本集團進行之有關連人士交易如下:

Identity of related parties 有關連人士身份	Nature of transactions 交易性質	Notes 附註	Unaudited For the six months ended 31 October 未經審核 截至十月三十一日止六個月	
			2004 二零零四年 US\$'000 千美元	2003 二零零三年 US\$'000 千美元
Subsidiaries of Roly International Holdings Ltd.	Sales of merchandise 商品銷售	(i)	14	6
全威國際控股有限公司之附屬公司	Rental expense 租金開支	(ii)	33	48
Turmar Limited	Rental expense 租金開支	(ii)	65	65
濤馬有限公司	Consultancy fee 顧問費用	(iii)	8	—
Digitech Holdings Limited	Consultancy fee 顧問費用	(iv)	15	—
Premier Consultants Limited				

Subsidiaries of Roly International Holdings Ltd. are fellow subsidiaries of the Company.

Turmar Limited is a company owned by Mr. WANG Lu Yen, a director of the Company, and his spouse.

全威國際控股有限公司之附屬公司為本公司之同系附屬公司。

濤馬有限公司為一間由王祿閻先生(本公司董事)及其妻子擁有之公司。

13. Related Party Transactions (continued)

Digitech Holdings Limited is a company 80% owned by Mr. Barry Richard PETTITT, a director of ISO International (Holdings) Limited (“ISO International”), which is a wholly owned subsidiary of the Company.

Premier Consultants Limited is a company 100% owned by Mr. Barry Richard PETTITT.

Notes:

- (i) Sales were based on cost plus a percentage of profit mark-up.
- (ii) Rental expense was determined based on market rate and floor area.
- (iii) Consultancy fee was charged in accordance with the terms of an agreement made between Digitech Holdings Limited and ISO International.
- (iv) Consultancy fee was charged in accordance with the terms of an agreement made between Premier Consultants Limited and ISO International.

14. Operating Lease Commitments

At the balance sheet date, the Group had outstanding commitments under non-cancellable operating leases in respect of office premises and staff quarters which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年內(包括首尾兩年)
Over five years	五年後

13. 有關連人士交易 (續)

Digitech Holdings Limited 為一間由 Barry Richard PETTITT 先生(本公司一間全資附屬公司 ISO International (Holdings) Limited (「ISO International」)之董事)擁有80%權益之公司。

Premier Consultants Limited 為一間由 Barry Richard PETTITT 先生擁有100%權益之公司。

附註：

- (i) 商品銷售按成本加提價溢利百分比計算。
- (ii) 租金開支參考市值租金及樓面面積釐定。
- (iii) 顧問費用根據 Digitech Holdings Limited 與 ISO International 訂立協議之條款計算。
- (iv) 顧問費用根據 Premier Consultants Limited 與 ISO International 訂立協議之條款計算。

14. 經營租賃承擔

於結算日，本集團根據寫字樓單位及員工宿舍之不可撤銷經營租賃而須於以下年期內支付承擔：

	At 31 October 2004 於二零零四年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	At 30 April 2004 於二零零四年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within one year	973	1,077
In the second to fifth year inclusive	1,147	1,349
Over five years	63	87
	2,183	2,513

14. Operating Lease Commitments (continued)

At the balance sheet date, the Group had outstanding commitments under non-cancellable operating leases in respect of furniture, fixtures and equipment which fall due as follows:

		At 31 October 2004 於二零零四年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	At 30 April 2004 於二零零四年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within one year	一年內	135	132
In the second to fifth year inclusive	第二至第五年內(包括首尾兩年)	639	492
Over five years	五年後	25	35
		799	659

Operating lease payments represent rentals payable by the Group for certain of its office premises, staff quarters and furniture, fixtures and equipment. Leases in respect of office premises and staff quarters are negotiated for an average term of two years and rentals are fixed for an average of two years. Leases in respect of furniture, fixtures and equipment are negotiated for an average term of five years and rentals are fixed for an average of five years.

14. 經營租賃承擔(續)

於結算日，本集團根據傢俬、裝置及設備之不可撤銷經營租賃而須於以下年內支付承擔：

經營租賃付款指本集團就其若干寫字樓單位、員工宿舍與傢俬、裝置及設備應支付之租金。寫字樓單位及員工宿舍之租賃以平均年期兩年商議，租金亦以平均兩年釐定。傢俬、裝置及設備之租賃則以平均年期五年商議，租金亦以平均五年釐定。

15. Capital Commitments

The Group had the following capital commitments at the balance sheet date:

	At 31 October 2004 於二零零四年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	At 30 April 2004 於二零零四年 四月三十日 (Audited) (經審核) US\$'000 千美元
Commitments for the acquisition of machinery and equipment		
— contracted for but not provided in the financial statements	52	169
— authorised but not contracted for	2	76
	54	245

16. Post Balance Sheet Event

On 19 November 2004, the Group entered into a conditional agreement to acquire the business and specified assets and to assume related liabilities of Tamarind International Limited ("Tamarind"), for a maximum total purchase price of HK\$226.6 million (equivalent to approximately US\$29.1 million), subject to downward adjustments according to certain performance benchmark levels. Completion of the acquisition is expected to take place by the end of January 2005. Details of the acquisition are set out in the Company's announcement dated 26 November 2004.

15. 資本承擔

以下為本集團於結算日之資本承擔：

16. 結算日後之事項

於二零零四年十一月十九日，本集團訂立一項有條件協議，以最高總代價226,600,000港元（相等於約29,100,000美元）（可按若干表現指標向下調整）購入Tamarind International Limited（「Tamarind」）之業務及特定資產與承擔有關負債。收購事項預期於二零零五年一月底完成。有關收購事項之詳情已載於二零零四年十一月二十六日刊發之本公司公佈內。