

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 1. 一般事項

本公司為根據百慕達一九八一年公司法（經修訂）在百慕達註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之最終控股公司為Future 2000 Limited，乃一家於英屬處女群島註冊成立之公司。

本公司乃一家投資控股公司，其附屬公司之主要業務為分銷及買賣移動電話及相關配件、電腦軟硬件及發展市場推廣及售後服務網絡。

### 2. 財務報表編製基準

本期間之財務報表涵蓋截至二零零四年十二月三十一日止九個月，而綜合收入報表、綜合資本變動報表、綜合現金流動表及有關附註所示之相關比較金額則涵蓋二零零三年四月一日至二零零四年三月三十一日十二個月之期間，因此不一定可與本期間所示之金額作比較。本期間財務報表所涵蓋之期間不足十二個月之原因是，董事決定使結算日與在中華人民共和國（「中國」）營運之主要附屬公司之結算日劃一，其財政年度結算日已為中國註冊機關定為每年之十二月三十一日並且不能更改。本公司並不預期會進一步更改呈報日期。

### 3. 近期頒佈會計準則之可能影響

於二零零四年，香港會計師公會已頒佈多項新訂或經修訂之香港會計準則及香港財務報告準則（「香港財務報告準則」）（以下統稱「新香港財務報告準則」），而新香港財務報告準則已於二零零五年一月一日或以後開始之會計期間生效。本集團並未提前在截至二零零四年十二月三十一日止九個月之財務報表中採納此等新香港財務報告準則。

### 1. GENERAL

The Company is an exempted company with limited liability incorporated in Bermuda under The Companies Act 1981 of Bermuda (as amended). The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Future 2000 Limited, a company incorporated in the British Virgin Islands.

The Company is an investment holding company. The principal activities of its subsidiaries are the distribution and trading of mobile phones and related accessories, computer hardware and software and the development of marketing and after-sales service network.

### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements for the current period cover the nine months ended 31st December, 2004. The corresponding comparative amounts shown for the consolidated income statement, consolidated statement of changes in equity, consolidated cash flows and related notes cover a period of twelve months from 1st April, 2003 to 31st March, 2004 and therefore may not be comparable with amounts shown for the current period. The period covered by the financial statements for the current period is less than 12 months because the directors determined to bring the balance sheet date in line with that of the major subsidiaries operating in the People's Republic of China (the "PRC"), of which year end date is set at 31st December each year by the PRC registration and cannot be changed. No further changes to reporting dates are anticipated.

### 3. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards ("HKFRS(s)") (hereinafter collectively referred to as "new HKFRS(s)") which are effective for accounting periods beginning on or after 1st January, 2005. The Group has not early adopted these new HKFRS(s) in the financial statements for the nine months ended 31st December, 2004.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 3. 近期頒佈會計準則之可能影響 (續)

本集團已開始評估此等新香港財務報告準則之潛在影響，惟仍未確定此等新香港財務報告準則會否對經營業績及財務狀況之編製及呈報方式造成重大影響。此等新香港財務報告準則日後或會令業績及財務狀況之編製及呈報方式有所變更。

### 4. 主要會計政策

此等財務報表乃根據香港普遍採納之會計原則按歷史成本常規就投資物業及其他投資之重估作出調整後編製。所採納之主要會計政策如下：

#### 綜合基準

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止(由二零零四年四月一日開始)及截至三月三十一日止(在二零零四年四月一日前)之財務報表。

於期內／年內所收購或出售附屬公司之業績按各自適用情況自實際收購日期起或直至實際出售日期止列入綜合收入報表。

本集團公司間之所有重大交易及結餘已於綜合賬目時抵銷。

#### 商譽

綜合賬目時產生之商譽指收購成本高出本集團應佔附屬公司之可識別資產與負債於收購日期之公平價值之部份。

於二零零一年四月一日前因收購產生之商譽將繼續列入儲備，並將於出售有關附屬公司時或商譽確認出現減值時計入收入報表。

於二零零一年四月一日後因收購產生之商譽將撥作資本，並按可使用年期以直線法攤銷。收購附屬公司產生之商譽乃獨立呈列於資產負債表中。

### 3. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS (Continued)

The Group has commenced considering the potential impact of these new HKFRS(s) but is not yet in a position to determine whether these new HKFRS(s) would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRS(s) may result in changes in the future as to how the results and financial position are prepared and presented.

### 4. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment property and other investments, and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out as below:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December from 1st April, 2004 onward, and up to 31st March prior to 1st April 2004.

The results of subsidiaries acquired or disposed of during the period/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 between group companies 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 prior to 1st April, 2001 continues to be held in 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.

Goodwill arising on acquisition after 1st April, 2001 is capitalised and amortised on a straight line basis over its useful economic life. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

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由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 4. 主要會計政策 (續)

#### 商譽 (續)

於出售附屬公司時，先前於儲備中對銷或撥入儲備之應佔商譽於釐定出售溢利或虧損時將計算在內。

#### 營業額

營業額乃指本集團於期內／年內向外界客戶出售貨品之已收及應收款項淨額。

#### 收益確認

貨品之銷售額乃於貨品交付及擁有權轉移時確認入賬。

根據經營租約持有之投資物業之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。

#### 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。

#### 投資物業

投資物業乃就其投資潛力而持有之已落成物業，而租金收入按公平原則磋商訂定。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

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

#### Turnover

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

#### Revenue recognition

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

Rental income from investment property under operating leases is recognised on a straight line basis over the term of the relevant lease.

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

#### Investment in a subsidiary

Investment in a subsidiary is included in the Company's balance sheet at cost less any identified impairment loss.

#### Investment property

Investment property is a completed property which is held for its investment potential, any rental income being negotiated at arm's length.

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### 4. 主要會計政策 (續)

#### 投資物業 (續)

投資物業乃按於結算日所進行之獨立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；倘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入報表中扣除。倘過往曾從收入報表中扣除虧絀，而其後出現重估盈餘，有關盈餘會撥入收入報表中，數額以過往扣除之虧絀數額為限。

於出售投資物業時，該物業應佔投資物業重估儲備之數額會撥入收入報表。

除未屆滿年期(包括可重續年期)為20年或以下之租約外，其他投資物業不予折舊。

#### 物業、廠房及設備

物業、廠房及設備乃按於結算日之成本值減累計折舊及任何減值虧損入賬。

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，並於收入報表中確認入賬。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment property (Continued)

Investment property is stated at open market value based on independent professional valuation at the balance sheet date. Any surplus or deficit arising on the revaluation of investment property 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 on the investment property revaluation reserve is charged to the income statement. Where a deficit has previously been charged to the income statement and a revaluation surplus subsequently arises, this surplus is credited to the income statement to the extent of the deficit previously charged.

On disposal of an investment property, the balance of the investment property revaluation reserve attributable to that property is credited to the income statement.

No depreciation is provided in respect of investment properties except where the unexpired term of the relevant lease, including the renewable period, is 20 years or less.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation at the balance sheet date and any impairment losses.

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 the asset and is recognised in the income statement.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 4. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

物業、廠房及設備(投資物業除外)乃根據其估計可使用年期以直線法按下列年率撥備折舊，以撇銷成本值：

租約物業裝修

Leasehold improvements

傢俬、裝置及設備

Furniture, fixtures and equipment

汽車

Motor vehicles

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估計可使用年期或(如為較短期間)有關租約年期予以折舊。

#### 證券投資

證券投資乃按交易日期之基準確認，並以成本值作初步計算。

持有至到期日之債務證券以外之投資歸類為證券投資及其他投資。

證券投資指持有作確定長期策略用途之證券，乃於其後之報告日期按成本值(已扣除任何減值虧損(臨時性質除外))計算。

其他投資按公平值計算，未變現之收益及虧損已納入本期間/年度之純利或虧損淨額項下。

#### 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，以確認該等資產會否出現減值虧損。倘資產之可收回款額估計少於其賬面額，則該資產之賬面額將減至其可收回款額。減值虧損將即時確認為開支。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

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

20% 或按有關租約年期 (以較短者為準)

20% or over the term of the relevant lease, whichever is shorter

25%

25%

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

#### Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the period/year.

#### 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.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 4. 主要會計政策 (續)

#### 減值 (續)

倘減值虧損於其後撥回，資產之賬面值乃增加至其經修訂估計可收回款額，惟增加後之賬面值不得超過於過往年度該資產並無確認任何減值虧損之賬面值。撥回之減值虧損即時確認為收入。

#### 存貨

存貨乃以成本及可變現淨值之較低者列賬。成本乃以先入先出法計算。

#### 融資租約資產

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。出租人或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入報表中扣除，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入報表中扣除。

#### 外幣

外幣交易乃初步按交易日期之匯率換算。以該貨幣為單位之貨幣資產及負債乃按結算日之匯率重新換算。匯兌產生之收益及虧損計入期內之純利或虧損淨額。

於綜合賬目時，本集團之中國業務之資產及負債按結算日之匯率換算。收入及開支項目則按該期間／年度之平均匯率換算。匯兌產生之差額(如有)乃列作股本，並轉撥往本集團之匯兌儲備。該等匯兌差額在出售業務時確認為該期間之收入或開支。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using first-in, first-out method.

#### Assets held under finance lease

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 liabilities to the lessor or hirer, net of interest charges, are 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 term 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 term of the relevant leases.

#### 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 such currencies are re-translated at the rates prevailing on the balance sheet date. Profits and losses arising on exchange are included in net profit or loss for the period.

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



## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 4. 主要會計政策 (續)

#### 稅項

所得稅開支指現時應付稅項及遞延稅項總額。

現時應付稅項乃按本期間／年度應課稅溢利計算。應課稅溢利與收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅收入及開支，並且不包括收益表內從未課稅及扣稅之項目。本集團之現時稅項負債乃按結算日所頒行或實際頒行之稅率計算。

遞延稅項為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收回之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產乃按可能出現可利用暫時差額扣稅之應課稅溢利時提撥。若於一項交易中，因商譽（或負商譽）或因業務合併以外原因開始確認其他資產及負債而引致之臨時時差既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司之投資而引致之應課稅暫時差額而確認，惟若本集團可令暫時差額對沖及暫時差額有可能未必於可見將來對沖之情況除外。

遞延稅項資產之賬面值於每個結算日作檢討，並予以扣減，直至沒有足夠應課稅溢利可供全部或部份資產應用為止。

遞延稅項按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項從收入報表扣除或計入收入報表，除非遞延稅項關乎直接從股本扣除或直接計入股本之項目，在該情況下遞延稅項亦於股本中處理。

### 4. 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 period/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 years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset 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.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 4. 主要會計政策 (續)

#### 退休福利成本

退休福利計劃及中國國家管理之退休福利計劃之定額供款於到期支付時列作開支。

### 5. 經營溢利

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Retirement benefits costs

Payments to defined contribution retirement benefits scheme and state-managed retirement benefits scheme are charged as expenses as they fall due.

### 5. PROFIT FROM OPERATIONS

		<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
經營溢利已扣除：	Profit from operations has been arrived at after charging:		
呆賬撥備	Allowances for doubtful debts	<b>847</b>	744
商譽攤銷 (計入其他經營開支)	Amortisation of goodwill (included in other operating expenses)	<b>479</b>	639
核數師酬金	Auditors' remuneration	<b>818</b>	668
折舊及攤銷	Depreciation and amortisation on		
— 自置資產	— owned assets	<b>513</b>	723
— 根據融資租約持有之資產	— assets held under finance leases	<b>234</b>	312
匯兌虧損	Exchange loss	<b>117</b>	201
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	<b>283</b>	—
職員成本	Staff costs		
— 董事酬金 (附註7)	— directors' emoluments (note 7)	<b>4,179</b>	2,544
— 其他員工成本	— other staff costs	<b>17,306</b>	17,044
— 退休福利計劃供款 (不包括董事的)	— retirement benefits scheme contribution (excluding directors')	<b>439</b>	537
		<b>21,924</b>	20,125
及已加入：	and after crediting:		
銀行利息收入	Bank interest income	<b>2,939</b>	3,779
出售其他投資之收益	Gain on disposal of other investments	<b>2,237</b>	1,934
投資物業之租金收入，減支 出約 8,000 港元 (二零零三年 四月一日至二零零四年 三月三十一日：11,000 港元)	Rental income on investment properties, net of outgoings of approximately HK\$8,000 (1.4.2003 to 31.3.2004: HK\$11,000)	<b>181</b>	196



## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 6. 融資成本

### 6. FINANCE COSTS

		<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
利息有關：	Interest on:		
須於五年內悉數償還之 銀行借貸	Bank borrowings wholly repayable within five years	<b>12,768</b>	16,523
融資租約債務	Obligations under finance leases	<b>20</b>	26
		<b>12,788</b>	16,549

### 7. 董事酬金

### 7. DIRECTORS' EMOLUMENTS

		<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
非執行董事 袍金	Non-executive directors Fees	<b>75</b>	100
獨立非執行董事 袍金	Independent non-executive directors Fees	<b>105</b>	100
執行董事 袍金	Executive directors Fees	-	-
其他酬金	Other emoluments		
薪金及津貼	Salaries and allowances	<b>1,720</b>	2,319
按表現發放之獎勵花紅	Performance related incentive bonuses	<b>2,259</b>	-
退休福利計劃供款	Retirement benefits scheme contribution	<b>20</b>	25
		<b>4,179</b>	2,544

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 7. 董事酬金 (續)

董事之酬金介乎下列範圍：

### 7. DIRECTORS' EMOLUMENTS (Continued)

The emoluments of the directors were within the following bands:

		<b>1.4.2004 至 to 31.12.2004 董事數目 Number of directors</b>	1.4.2003 至 to 31.3.2004 董事數目 Number of directors
以 1,000,000 港元為限	Up to HK\$1,000,000	<b>7</b>	6
1,500,001 港元至 2,000,000 港元	HK\$1,500,001 to HK\$2,000,000	-	1
3,000,001 港元至 3,500,000 港元	HK\$3,000,001 to HK\$3,500,000	<b>1</b>	-

期內／年內，本集團概無向任何董事支付酬金，以作為吸引彼等加入或於加入本集團時之獎金或作為離職補償。期內／年內，概無董事放棄收取任何酬金。

During the period/year, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the period/year.

### 8. 僱員酬金

於截至二零零四年十二月三十一日止期間，本集團五位最高薪人士中，其中兩位為董事(二零零三年四月一日至二零零四年三月三十一日：兩位董事)。餘下三位(二零零三年四月一日至二零零四年三月三十一日：三位)人士於期內／年內之酬金載列如下：

### 8. EMPLOYEES' EMOLUMENTS

During the period ended 31st December, 2004, the five highest paid individuals of the Group included two directors (1.4.2003 to 31.3.2004: two directors). The emoluments of the remaining three (1.4.2003 to 31.3.2004: three) individuals during the period/year are as follows:

		<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
薪金及津貼	Salaries and allowances	<b>1,802</b>	2,331
退休福利計劃供款	Retirement benefit scheme contribution	<b>32</b>	36
		<b>1,834</b>	2,367

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 8. 僱員酬金 (續)

三位最高薪人士之酬金介乎下列範圍：

### 8. EMPLOYEES' EMOLUMENTS (Continued)

The emoluments of the three highest paid individuals were within the following bands:

		<b>1.4.2004 至 to 31.12.2004 僱員數目 Number of employees</b>	1.4.2003 至 to 31.3.2004 僱員數目 Number of employees
以 1,000,000 港元為限	Up to HK\$1,000,000	<b>2</b>	2
1,000,001 港元至 1,500,000 港元	HK\$1,00,001 to HK\$1,500,000	<b>1</b>	1

### 9. 稅項

### 9. TAXATION

		<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
支出包括：	The charge comprises:		
根據本期間／年度估計應課稅溢利 按稅率 17.5% (二零零三年四月 一日至二零零四年三月三十一日： 17.5%) 計算之香港利得稅	Hong Kong Profits Tax calculated at 17.5% (1.4.2003 to 31.3.2004: 17.5%) of the estimated assessable profit for the period/year	<b>242</b>	27
中國企業所得稅	PRC enterprise income tax	<b>8,847</b>	6,593
		<b>9,089</b>	6,620

中國企業所得稅指本公司在中國上海外高橋保稅區成立之附屬公司長遠(上海)國際貿易有限公司(「長遠上海」)及上海遠嘉國際貿易有限公司(「上海遠嘉」)之應課稅溢利之稅項支出。長遠上海及上海遠嘉均享有授予於上海外高橋保稅區成立公司之15%優惠中國企業所得稅稅率。

PRC enterprise income tax represents taxation charges on the assessable profits of the Company's subsidiaries, Fortune (Shanghai) International Trading Co., Ltd. ("Fortune Shanghai") and 上海遠嘉國際貿易有限公司 ("上海遠嘉"), established in Shanghai Waigaoqiao Free Trade Zone, the PRC. Fortune Shanghai and 上海遠嘉 are entitled to a preferential PRC enterprise income tax rate of 15% which is granted to companies established in Shanghai Waigaoqiao Free Trade Zone.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 9. 稅項 (續)

本期間／年度之稅項與收益表之除稅前溢利對賬如下：

### 9. TAXATION (Continued)

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

		1.4.2004 至 to 31.12.2004		1.4.2003 至 to 31.3.2004	
		千港元 HK\$'000	%	千港元 HK\$'000	%
除稅前溢利	Profit before taxation	<b>51,809</b>		38,247	
按本地所得稅稅率 15% (截至二零零四年三月 三十一日止年度：15%) 計算之稅項	Tax at the domestic income tax rate of 15% (year ended 31.3.2004: 15%)	<b>7,771</b>	<b>15.0</b>	5,737	15.0
於計算應課稅溢利時 不可扣稅開支之 稅務影響	Tax effect of expenses that are not deductible in determining taxable profit	<b>500</b>	<b>0.9</b>	993	2.6
於計算應課稅溢利時 非課稅收益之稅務 影響	Tax effect of income not assessable in determining taxable profit	<b>(648)</b>	<b>(1.3)</b>	(1,826)	(4.7)
未確認可扣稅暫時差額 之稅務影響	Tax effect of deductible temporary differences not recognised	<b>30</b>	<b>0.1</b>	280	0.7
未確認稅項虧損之 稅務影響	Tax effect of tax losses not recognised	<b>1,401</b>	<b>2.7</b>	1,432	3.7
於香港經營之公司不同 稅率之稅務影響	Effect of different tax rates of companies operating in Hong Kong	<b>35</b>	<b>0.1</b>	4	-
本期間／年度之稅項 開支及實際稅率	Tax expense and effective tax rate for the period/year	<b>9,089</b>	<b>17.5</b>	6,620	17.3

於結算日，本集團可用作抵扣未來溢利之尚未動用稅項虧損為52,390,000港元(二零零四年三月三十一日：43,050,000港元)。由於未能確定未來溢利來源，故並無就尚未動用之稅項虧損確認遞延稅項資產。未確認稅項虧損全數金額可無限期結轉。

At the balance sheet date, the Group had unused tax losses of approximately HK\$52,390,000 (31.3.2004: HK\$43,050,000) available to offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit stream. The entire sum of unrecognised tax losses may be carried forward indefinitely.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 9. 稅項 (續)

於結算日，本集團之可扣稅暫時差額為10,800,000港元(二零零四年三月三十一日：10,600,000港元)。由於不大可能產生可扣稅暫時差額可用作抵扣之應課稅溢利，故並無就該等可扣稅暫時差額確認遞延稅項資產。

### 9. TAXATION (Continued)

At the balance sheet date, the Group also has deductible temporary differences of approximately HK\$10,800,000 (31.3.2004: HK\$10,600,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

### 10. 已付股息

已付末期股息：  
截至二零零四年三月三十一日止年度  
每股5港仙(二零零三年四月一日  
至二零零四年三月三十一日：  
截至二零零三年三月三十一日  
止年度每股5港仙)

Final dividend paid:  
HK5 cents per share for the year  
ended 31st March, 2004  
(1.4.2003 to 31.3.2004: HK5 cents  
per share for the year ended  
31st March, 2003)

<b>1.4.2004 至 to 31.12.2004 千港元 HK\$'000</b>	1.4.2003 至 to 31.3.2004 千港元 HK\$'000
<b>15,105</b>	15,105

董事建議派發截至二零零四年十二月三十一日止九個月之末期股息每股3.75港仙(由二零零三年四月一日至二零零四年三月三十一日：5港仙)，惟須待股東於股東週年大會上批准後方可作實。

The final dividend of HK3.75 cents (1.4.2003 to 31.3.2004: HK5 cents) per share for the nine months ended 31st December, 2004 has been proposed by the directors and is subject to approval by the shareholders in the annual general meeting.

### 11. 每股盈利

每股基本盈利乃根據本期間之純利42,916,000港元(二零零三年四月一日至二零零四年三月三十一日：31,627,000港元)及期內／年內已發行之302,100,000(二零零四年三月三十一日：302,100,000)股普通股計算。

### 11. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the net profit for the period of HK\$42,916,000 (1.4.2003 to 31.3.2004: HK\$31,627,000) and on 302,100,000 (31.3.2004: 302,100,000) ordinary shares in issue during the period/year.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 12. 投資物業

### 12. INVESTMENT PROPERTY

		千港元 HK\$'000
<b>本集團</b>	<b>THE GROUP</b>	
按估值	AT VALUATION	
於二零零四年四月一日	At 1st April, 2004	7,500
重估增值	Increase on revaluation	1,800
於二零零四年十二月三十一日	At 31st December, 2004	9,300

投資物業乃根據香港之長期租約持有，並由獨立物業估值師美聯測量師有限公司於二零零四年十二月三十一日對其公開市值作出評估。因上述估值而出現重估增值1,800,000港元(二零零三年四月一日至二零零四年三月三十一日：2,000,000港元)，並已計入綜合收入報表中。

投資物業已根據一項經營租約租出，並抵押予一家銀行，以取得授予一家附屬公司之一般銀行融資。

The investment property is held under a long lease in Hong Kong. It was valued at its open market value at 31st December, 2004 by Midland Surveyors Limited, an independent property valuer. This valuation gave rise to a revaluation increase of HK\$1,800,000 (1.4.2003 to 31.3.2004: HK\$2,000,000) which has been credited to the consolidated income statement.

The investment property is pledged to a bank to secure general banking facilities granted to a subsidiary and rented out under an operating lease.



## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 13. 物業、廠房及設備

### 13. PROPERTY, PLANT AND EQUIPMENT

		租約物業裝修 Leasehold improvements	傢俬、裝置 及設備 Furniture, fixtures and equipment	汽車 Motor vehicles	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
<b>本集團</b>	<b>THE GROUP</b>				
<b>成本值</b>	<b>COST</b>				
於二零零四年四月一日	At 1st April, 2004	1,165	2,846	2,033	6,044
增加	Additions	59	291	577	927
出售	Disposals	–	–	(500)	(500)
於二零零四年 十二月三十一日	At 31st December, 2004	1,224	3,137	2,110	6,471
<b>折舊及攤銷</b>	<b>DEPRECIATION AND AMORTISATION</b>				
於二零零四年四月一日	At 1st April, 2004	1,048	2,164	1,219	4,431
本期間撥備	Provided for the period	83	238	426	747
出售時撇銷	Eliminated on disposals	–	–	(42)	(42)
於二零零四年 十二月三十一日	At 31st December, 2004	1,131	2,402	1,603	5,136
<b>賬面淨值</b>	<b>NET BOOK VALUES</b>				
於二零零四年 十二月三十一日	At 31st December, 2004	93	735	507	1,335
於二零零四年 三月三十一日	At 31st March, 2004	117	682	814	1,613

物業、廠房及設備之賬面淨值中為數78,000港元(二零零四年三月三十一日:312,000港元)乃根據融資租約持有之汽車。

The net book value of property, plant and equipment includes an amount of HK\$78,000 (31.3.2004: HK\$312,000) in respect of motor vehicle held under finance leases.

本公司於結算日並無任何物業、廠房及設備。

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

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 14. 商譽

### 14. GOODWILL

		千港元 HK\$'000
<b>成本</b>	<b>COST</b>	
於二零零四年四月一日及 二零零四年十二月三十一日	At 1st April, 2004 and 31st December, 2004	3,196
<b>攤銷</b>	<b>AMORTISATION</b>	
於二零零四年四月一日 期間之費用	At 1st April, 2004 Charge for the period	1,940 479
於二零零四年十二月三十一日	At 31st December, 2004	2,419
<b>賬面淨值</b>	<b>NET BOOK VALUES</b>	
於二零零四年十二月三十一日	At 31st December, 2004	777
於二零零四年三月三十一日	At 31st March, 2004	1,256

商譽採用之攤銷年期為五年。

The amortisation period adopted for goodwill is five years.

### 15. 於一家附屬公司之投資

### 15. INVESTMENT IN A SUBSIDIARY

		31.3.2004 及 and 31.12.2004 千港元 HK\$'000
<b>本公司</b>	<b>THE COMPANY</b>	
非上市股份，按成本值	Unlisted shares, at cost	<b>41,148</b>

本公司旗下主要附屬公司於二零零四年十二月三十一日之詳情載於附註29。

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

### 16. 應收附屬公司之款項

### 16. AMOUNTS DUE FROM SUBSIDIARIES

#### 本公司

有關款項乃無抵押、免息及無固定償還期。本集團於未來一個財政年度將不會要求償還有關款項，故已列作非流動性質。

#### THE COMPANY

The amounts are unsecured, non-interest bearing and have no fixed repayment terms. The Group will not demand for repayment in the coming financial year, and therefore, they are classified as non-current.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 17. 存貨

存貨乃指持作轉售之貨品。

於二零零四年三月三十一日，存貨包括144,000港元持作轉售之貨品，並按可變現淨值入賬。

### 18. 應收貿易賬款及其他應收賬款

本集團給予其貿易客戶之信貸期介乎三十日至九十日（二零零四年三月三十一日：介乎三十日至九十日）。應收貿易賬款賬齡分析如下：

### 17. INVENTORIES

Inventories represent goods held for resale.

At 31st March, 2004, included in inventories are goods held for resale of HK\$144,000 carried at net realisable value.

### 18. TRADE AND OTHER RECEIVABLES

The Group allows credit period ranged from 30 to 90 days (31.3.2004: ranged from 30 to 90 days) to its trade customers. The following is an aged analysis of the trade receivables.

		本集團 THE GROUP	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
應收貿易賬款：	Trade receivables:		
零至三十日	0 to 30 days	<b>185,076</b>	107,636
三十一日至九十日	31 to 90 days	<b>6,867</b>	4,846
超過九十日	More than 90 days	<b>727</b>	2,768
		<b>192,670</b>	115,250
應收增值稅	Value-added-tax receivables	<b>20,023</b>	17,949
應收回扣款項	Rebates receivables	<b>30,457</b>	13,020
按金及預付款項	Deposits and prepayments	<b>36,574</b>	6,912
		<b>279,724</b>	153,131

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 19. 其他投資

### 19. OTHER INVESTMENTS

		本集團 THE GROUP	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
海外股本證券：	Overseas equity securities:		
上市	Listed	–	3,185
非上市	Unlisted	2	2
		2	3,187
上市證券之市值	Market value of listed securities	–	3,185

### 20. 應付貿易賬款及其他應付賬款

### 20. TRADE AND OTHER PAYABLES

應付貿易賬款賬齡分析如下：

The following is an aged analysis of the trade payables.

		本集團 THE GROUP	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
應付貿易賬款：	Trade payables:		
零至三十日	0 to 30 days	28,657	15,212
三十一日至九十日	31 to 90 days	2,139	2,720
超過九十日	More than 90 days	483	148
		31,279	18,080
其他應付賬款	Other payables	13,374	6,883
		44,653	24,963

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 21. 股本

### 21. SHARE CAPITAL

		普通股數目 Number of ordinary shares	股本 Share capital
		<b>31.3.2004 及 31.12.2004</b>	31.3.2004 及 31.12.2004 千港元 HK\$'000
每股面值 0.10 港元之普通股	Ordinary shares of HK\$0.10 each		
法定股本	Authorised	<b>1,000,000,000</b>	100,000
已發行及繳足股款股本	Issued and fully paid	<b>302,100,000</b>	30,210

### 22. 購股權

本公司於二零零零年二月二日首次採納購股權計劃(「舊計劃」)，並於二零零四年一月十四日採納新計劃(「新計劃」)時終止。新計劃於二零零四年一月二十六日起生效，並將於二零一四年一月二十六日屆滿。新計劃之主要目的為向董事會認為對本集團整體利益曾作出或可能作出貢獻之董事、合資格僱員及其他合資格人士給予獎勵。

根據新計劃，在若干條件之限制下，本公司董事會可向彼等認為對本集團整體利益曾作出或可能作出貢獻之本集團任何成員公司或任何聯營公司之董事、僱員、供應商、代理、客戶、分銷商、業務夥伴、專業顧問或其他顧問、諮詢人或承辦商授予可按任何價格認購本公司股份之購股權，惟認購價格不得少於(i)股份面值、(ii)股份於授出日期在聯交所之收市價及(iii)股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價之較高者，而授出之購股權可認購之股份數目最多以本公司不時已發行股本之10%為限。

### 22. SHARE OPTIONS

The share option scheme of the Company was first adopted on 2nd February, 2000 (the "Old Scheme") and was terminated on 14th January, 2004 upon the adoption of a new scheme on the same date which was effective on 26th January, 2004 (the "New Scheme") and will expire on 26th January, 2014. The primary purpose of the New Scheme is to provide incentives to directors, eligible employees and other qualified persons who in the opinion of the board of directors has made or will make contributions which are or may be beneficial to the Group as a whole.

Under the New Scheme, the directors of the Company may, subject to certain conditions, grant to any director, employee, suppliers, agents, customers, distributors, business associate or partner, professional or other advisor of, or consultant or contractor to, any member of the Group or any associated company who in the opinion of the board of directors has made or will make contributions which are or may be beneficial to the Group as a whole, options to subscribe for shares of the Company at any price but not less than the higher of (i) nominal value of a share, (ii) the closing price of the shares on the Stock Exchange on the day of grant and (iii) the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options, subject to a maximum of 10% of the issued share capital of the Company from time to time.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 22. 購股權 (續)

購股權須於要約函件內所列之期間內予以接納，並須於接納時就授出之購股權每手支付1港元之費用。

自舊計劃及新計劃採納以來概無授出任何購股權。

### 22. SHARE OPTIONS (Continued)

Options granted must be taken up within the time period set out in the offer letter and upon payment of HK\$1 for each lot of share option granted.

No options has been granted since the adoption of the Old Scheme and the New Scheme.

### 23. 儲備

### 23. RESERVES

		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	累計溢利 Accumulated profits 千港元 HK\$'000	總額 Total 千港元 HK\$'000
<b>本公司</b>	<b>THE COMPANY</b>				
於二零零三年四月一日	At 1st April, 2003	103,275	40,948	45,765	189,988
本年度純利	Net profit for the year	—	—	50,642	50,642
已付股息 (附註 10)	Dividend paid (note 10)	—	—	(15,105)	(15,105)
於二零零四年三月三十一日	At 31st March, 2004	103,275	40,948	81,302	225,525
本期間純利	Net profit for the period	—	—	72,770	72,770
已付股息 (附註 10)	Dividend paid (note 10)	—	—	(15,105)	(15,105)
於二零零四年十二月三十一日	At 31st December, 2004	103,275	40,948	138,967	283,190

實繳盈餘為有關附屬公司於被本公司收購日期之綜合股東資金與本公司於集團重組時就上述收購而發行股份之面值減用以繳足於集團重組時以未繳股款方式發行1,000,000股股份股款之款項兩者之差額。

The contributed surplus represents the difference between the consolidated shareholder's funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal value of the Company's shares issued for their acquisition at the time of the group reorganisation less the amount applied to pay up the 1,000,000 nil paid shares at the time of the group reorganisation.



## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 23. 儲備 (續)

根據百慕達一九八一年公司法，本公司之實繳盈餘可用以分派。然而，在下列情況下，本公司不得以實繳盈餘宣派或派發股息或作出分派：

- (a) 於付款後無法或將無法支付到期之負債；或
- (b) 其資產之可變現價值因而少於其負債與其已發行股本及股份溢價賬之總和。

董事認為，本公司於二零零四年十二月三十一日可用以分派予股東之儲備包括實繳盈餘及累計溢利總額179,915,000港元（二零零四年三月三十一日：122,250,000港元）。

### 23. RESERVES (Continued)

Under The Companies Act 1981 of Bermuda, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31st December, 2004 consisted of the contributed surplus and the accumulated profits totalling HK\$179,915,000 (31.3.2004: HK\$122,250,000).

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 24. 銀行借款

### 24. BANK BORROWINGS

		本集團 THE GROUP		本公司 THE COMPANY	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000	31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
銀行借款包括：	Bank borrowings comprise:				
銀行貸款	Bank loans	454,170	384,566	68,000	104,000
銀行透支	Bank overdrafts	9,963	—	—	—
信託收據貸款	Trust receipt loans	1,958	5,007	—	—
		<b>466,091</b>	389,573	<b>68,000</b>	104,000
銀行借款須於 下列期間償還：	The bank borrowings are repayable as follows:				
一年內或 按通知	Within one year or on demand	403,591	389,573	26,000	104,000
一年以上， 兩年以內	More than one year, but not exceeding two years	25,000	—	12,000	—
兩年以上， 五年以內	More than two years, but not exceeding five years	37,500	—	30,000	—
		<b>466,091</b>	389,573	<b>68,000</b>	104,000
減：流動負債所示 於一年內到期之 款項	Less: Amount due within one year and shown under current liabilities	(403,591)	(389,573)	(26,000)	(104,000)
一年後到期之 款項	Amount due after one year	62,500	—	42,000	—

於二零零四年十二月三十一日，268,925,000港元(二零零四年三月三十一日：187,460,000港元)之銀行借款乃以下列資產作擔保：

- 本集團之銀行存款約176,993,000港元(二零零四年三月三十一日：216,040,000港元)；及
- 投資物業，賬面淨值9,300,000港元(二零零四年三月三十一日：7,500,000港元)。

於二零零四年十二月三十一日，本公司之銀行借款為無抵押。

As at 31st December, 2004, bank borrowings of HK\$268,925,000 (31.3.2004: HK\$187,460,000) were secured by the following assets:

- bank deposits amounting to approximately HK\$176,993,000 (31.3.2004: HK\$216,040,000); and
- investment property with net book value amounting to HK\$9,300,000 (31.3.2004: HK\$7,500,000)

As at 31st December, 2004, the Company's bank borrowings are unsecured.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 25. 融資租約債務

#### 本集團

融資租約債務須於下列期間償還：

		最低租賃款項		最低租賃款項之現值	
		Minimum lease payment		Present value of minimum lease payment	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000	31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
一年內	Within one year	227	226	200	200
第二年	In the second year	113	227	100	200
第三年至第五年 (包括首尾兩年)	In the third to fifth year inclusive	-	57	-	50
減：未來融資費用	Less: Future finance charges	(40)	(60)	N/A	N/A
租約債務之 現值	Present value of lease obligations	300	450	300	450
減：流動負債所示 於一年內到期之 款項	Less: Amount due within one year and shown under current liabilities			(200)	(200)
一年後到期之款項	Amount due after one year			100	250

本集團之政策為以融資租約之方式租賃其若干汽車，平均租賃年期為四年半。於合約有效期間之利率將維持不變。所有租約均按固定還款基準執行，且並無訂立任何或然租金之安排。

本集團之融資租約債務乃由承租人以所租賃之資產抵押作擔保。

本公司於二零零四年十二月三十一日或二零零四年三月三十一日概無任何融資租約債務。

### 25. OBLIGATIONS UNDER FINANCE LEASES

#### THE GROUP

The obligations under finance leases are repayable as follows:

It is the Group's policy to lease certain of its motor vehicles under finance leases. The average lease term is 4.5 years. Interest rates were fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

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

The Company had no obligation under a finance lease at 31st December, 2004 or 31st March, 2004.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 26. 或然負債

### 26. CONTINGENT LIABILITIES

		本集團		本公司	
		THE GROUP		THE COMPANY	
		31.12.2004	31.3.2004	31.12.2004	31.3.2004
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
就附屬公司動用之 銀行融資向銀行 作出擔保	Guarantees given to banks, in respect of bank facilities utilised by subsidiaries	-	-	397,132	280,566

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 27. 經營租約安排

#### 本集團作為承租人

截至二零零四年十二月三十一日止九個月，本集團根據經營租約須支付之最低租金約為1,120,000港元(二零零四年三月三十一日：1,854,000港元)。

於結算日，本集團就租賃物業之不可撤回租約於日後應付最低租金如下：

一年內	Within one year	<b>825</b>	1,226
第二年至第五年（包括首尾兩年）	In the second to fifth year inclusive	<b>241</b>	—
		<b>1,066</b>	1,226

經營租約租金指本集團為若干辦公室物業應付之租金。租約及租金均按平均二至五年之年期磋商及釐定。

於二零零四年十二月三十一日，本公司並無任何經營租約承擔。

#### 本集團作為出租人

截至二零零四年十二月三十一日止九個月所賺取之物業租金收入約為189,000港元(二零零三年四月一日至二零零四年三月三十一日：207,000港元)。預期該物業按持續基準計算可帶來2%之租金收益。該物業於未來八個月已物色到租客。

### 27. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

During the nine-month ended 31st December, 2004, the Group has minimum lease payments made under operating leases amounting to approximately HK\$1,120,000 (31.3.2004: HK\$1,854,000).

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable leases in respect of rented premises as follows:

		本集團 THE GROUP	
		31.12.2004 千港元 HK\$'000	31.3.2004 千港元 HK\$'000
	一年內	<b>825</b>	1,226
	第二年至第五年（包括首尾兩年）	<b>241</b>	—
		<b>1,066</b>	1,226

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

As at 31st December, 2004, the Company has no commitments under operating leases.

#### The Group as lessor

Property rental income earned during the nine-month ended 31st December, 2004 was approximately HK\$189,000 (1.4.2003 to 31.3.2004: HK\$207,000). The property is expected to generate rental yields of 2% on an on going basis. The property held has committed tenants for the coming eight months.

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 27. 經營租約安排 (續)

#### 本集團作為出租人 (續)

於結算日，本集團與租客訂立以下之未來最低租金合約：

		<b>31.12.2004</b> 千港元 <b>HK\$'000</b>	31.3.2004 千港元 HK\$'000
一年內	Within one year	<b>168</b>	252
第二至第五年 (包括首尾兩年)	In the second to fifth year inclusive	-	105
		<b>168</b>	357

### 27. OPERATING LEASE ARRANGEMENTS (Continued)

#### The Group as lessor (Continued)

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

### 28. 退休福利計劃

本集團為所有香港合資格僱員設立強制性公積金計劃(「計劃」)。有關計劃之資產乃與本集團資產分開並由受託人控制之基金持有。本集團按相關薪金成本之5%向該計劃供款，而僱員亦同樣供款。

本集團在中國之附屬公司僱員均為中國政府管理之國家管理退休福利計劃成員。該等附屬公司按薪金成本之固定比例向該退休福利計劃供款，為各項福利提供資金。本集團對該退休福利計劃之唯一責任為進行定額供款。

### 28. RETIREMENT BENEFITS SCHEME

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

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute a fixed rate of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.



## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 29. 附屬公司資料

本公司旗下主要附屬公司於二零零四年十二月三十一日之詳情如下：

### 29. PARTICULARS OF SUBSIDIARIES

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

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及 繳足股款 股本/註冊資本 Issued and fully paid share capital/ registered capital	本公司所持有 已發行股本/註冊 資本面值之比例 Proportion of nominal value of issued share capital/ registered capital held by the Company	主要業務 Principal activities
Express Fortune Holdings Limited	英屬處女群島 British Virgin Islands	普通股 100 美元 Ordinary US\$100	100%	投資控股 Investment holding
長遠有限公司 Express Fortune Limited	香港 Hong Kong	普通股 10 港元 無投票權遞延股份 5,000,000 港元 (附註) Ordinary HK\$10 Non-voting deferred HK\$5,000,000 (note)	100%	保修企業辦公室 Maintaining the corporate office
長遠上海 Fortune Shanghai	在中國成立之全 外商獨資企業 Wholly foreign owned enterprise established in the PRC	6,000,000 美元 US\$6,000,000	100%	買賣移動電話 Trading of mobile phones
Fortune E-Commerce Limited ("Fortune E-Commerce")	英屬處女群島 British Virgin Islands	普通股 100 美元 Ordinary US\$100	100%	暫無業務 Inactive
智揚科技有限公司 Synergy Computers & Communications Limited	香港 Hong Kong	普通股 29,500 港元 Ordinary HK\$29,500	51%	買賣電腦硬件 Trading of computer hardware
智揚信息系統有限公司 Synergy Information System Limited	香港 Hong Kong	普通股 2,500 港元 Ordinary HK\$2,500	51%	買賣電腦硬件及軟件 Trading of computer hardware and software
長遠智揚(控股) 有限公司 Synergy Pacific (Holding) Limited	香港 Hong Kong	普通股 24,115 港元 Ordinary HK\$24,115	51%	投資控股 Investment holding

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 29. 附屬公司資料 (續)

### 29. PARTICULARS OF SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及 繳足股款 股本/註冊資本 Issued and fully paid share capital/ registered capital	本公司所持有 已發行股本/註冊 資本面值之比例 Proportion of nominal value of issued share capital/ registered capital held by the Company	主要業務 Principal activities
Synergy Technologies (Asia) Limited	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	51%	買賣電腦硬件 Trading of computer hardware
凱皇投資有限公司 Top Emperor Investments Limited	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	100%	持有物業 Property holding
W-Data Technologies Limited ("W-Data")	英屬處女群島 British Virgin Islands	普通股 200,000 美元 Ordinary US\$200,000	51%	買賣電腦硬件 Trading of computer hardware
上海遠嘉	在中國成立之 全外商獨資企業 Wholly foreign owned enterprise established in the PRC	5,000,000 美元 US\$5,000,000	100%	買賣移動電話 Trading of mobile phones

本公司直接持有Express Fortune Holdings Limited，上文所示所有其他權益均由本公司間接持有。

The Company directly holds the interest in Express Fortune Holdings Limited, all other interests shown above are indirectly held by the Company.

除Express Fortune Holdings Limited、Fortune E-Commerce及W-Data主要於香港從事業務外，主要業務乃於註冊成立/成立地點進行。

The principal activities are carried out in the place of incorporation/establishment except for Express Fortune Holdings Limited, Fortune E-Commerce and W-Data are mainly carried out businesses in Hong Kong.

各附屬公司於期終或期內任何時間均無任何債務證券。

None of the subsidiaries had any debt securities subsisting at the end of the period or at any time during the period.

董事認為上表所列本公司之附屬公司主要影響本集團業績或資產淨值。董事認為，載列其他附屬公司之詳情將令有關資料過於冗長。

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

## 財務報表附註 Notes to the Financial Statements

由二零零四年四月一日至二零零四年十二月三十一日九個月 For the nine months from 1st April, 2004 to 31st December, 2004

### 29. 附屬公司資料 (續)

附註：遞延股份實質上並無權收取股息、各公司任何股東大會通告或於會上投票，亦無權於清盤時獲得任何分派。

### 29. PARTICULARS OF SUBSIDIARIES (Continued)

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

### 30. 分類資料

由於本集團之營業額及經營溢利之貢獻絕大部份來自分銷及買賣移動電話，因此並無作出分類分析。此外，由於本集團之營業額及經營溢利之貢獻絕大部份源自中國(包括香港)，且絕大部份資產設於中國(包括香港)，因此並無就地域市場作出分析。

### 30. SEGMENT INFORMATION

No segment analysis is provided as substantially all the Group's turnover and contribution to profit from operations were derived from the distribution and trading of mobile phones. In addition, no geographical market analysis is provided as substantially all the Group's turnover and contribution to profit from operations were derived from the PRC (including Hong Kong) and substantially all the assets are located in the PRC (including Hong Kong).