

# Notes to financial statements 財務報表附註

31 March 2005 二零零五年三月三十一日

## 1. Corporate information

The registered office of the Company is located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The Company is incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the year, the Group was involved in investment holding and the retailing, distribution and wholesaling of garments.

## 2. Impact of recently issued Hong Kong Financial Reporting Standards ("HKFRSs")

The Hong Kong Institute of Certified Public Accountants ("HKICPA") has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, herein collectively referred to as the new HKFRSs, which are generally effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 March 2005. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

HKFRS 3 "Business Combinations" applies to accounting for business combinations for which the agreement date is on or after 1 January 2005. The Group did not have any business combinations during the year and accordingly, this HKFRS has had no impact on these financial statements.

## 3. Summary of significant accounting policies

### Basis of preparation

These financial statements have been prepared in accordance with HKFRSs (which also include Statements of Standard Accounting Practice ("SSAP") and Interpretations) issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the remeasurement of certain fixed assets, as further explained below.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2005. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

## 1. 公司資料

本公司之註冊辦事處位於Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。本公司乃於百慕達註冊成立之有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本集團於年內從事投資控股和成衣零售、分銷及批發業務。

## 2. 最近頒佈之香港財務匯報準則（「香港財務匯報準則」）之影響

香港會計師公會（「香港會計師公會」）已頒佈多項新增及經修訂香港財務匯報準則及香港會計準則（本文統稱「新香港財務匯報準則」），並普遍於二零零五年一月一日或以後之會計期間生效。本集團並無就截至二零零五年三月三十一日止年度之財務報表提早採納該等新香港財務匯報準則。本集團已開始評估該等新香港財務匯報準則之影響，惟尚未能就該等新香港財務匯報準則是否對其營運業績及財政狀況造成重大影響而作出定論。

香港財務匯報準則第三條「業務合併」應用於協議日期在二零零五年一月一日或以後所進行之業務合併的會計處理。本集團於年內並無任何業務合併，故此項香港財務匯報準則並無對該等財務報表構成影響。

## 3. 主要會計政策概要

### 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務匯報準則（亦包括會計實務準則（「會計實務準則」）及詮釋）、香港普遍採納之會計原則及香港公司條例之披露規定所編製。除若干固定資產之重新計算外，該等財務報表乃根據歷史成本常規法編製，詳情於下文載列。

### 綜合賬目基準

綜合財務報表包括本公司及其附屬公司截至二零零五年三月三十一日止年度之財務報表。年內收購或出售之附屬公司業績，分別自收購日起或截至出售日止綜合計算。本集團內各公司間之所有重大交易及結餘，均已於綜合賬目時對銷。

### 3. Summary of significant accounting policies (continued)

#### Subsidiaries

A subsidiary is a company whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

#### Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life.

Prior to the adoption of SSAP 30 "Business combinations" in 2001, goodwill arising on acquisitions was eliminated against consolidated reserves in the year of acquisition. On the adoption of SSAP 30, the Group applied the transitional provision of the SSAP that permitted such goodwill to remain eliminated against consolidated reserves. Goodwill on acquisitions subsequent to the adoption of the SSAP is treated according to the SSAP 30 goodwill accounting policy above.

On disposal of subsidiaries, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate. Any attributable goodwill previously eliminated against consolidated reserves at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

The carrying amount of goodwill, including goodwill remaining eliminated against consolidated reserves, is reviewed annually and written down for impairment when it is considered necessary. A previously recognised impairment loss for goodwill is not reversed unless the impairment loss was caused by a specific external event of an exceptional nature that was not expected to recur, and subsequent external events have occurred which have reversed the effect of that event.

### 3. 主要會計政策概要 (續)

#### 附屬公司

附屬公司乃指由本公司直接或間接控制其財務及營運政策，藉以從其業務獲益之公司。

附屬公司業績計入本公司損益表時，以已收及應收股息為限。本公司於附屬公司之權益，乃按成本值減除任何減值虧損後列賬。

#### 商譽

收購附屬公司所產生之商譽，乃指收購成本超逾本集團應佔所收購可辨認資產及負債於收購日之公平價值的部份。

收購所產生之商譽乃於綜合資產負債表中確認為資產，並以直線法按其估計可用年期攤銷。

於二零零一年採納會計準則第30條「企業合併」前，因收購所產生之商譽於收購年度會與綜合儲備對銷。於採納會計準則第30條後，本集團應用會計準則之過渡性條款，允許該等商譽仍可繼續與綜合儲備對銷。於採納會計準則後因收購而產生之商譽，則按照上述會計準則第30條商譽會計政策處理。

出售附屬公司時，出售盈虧乃參照出售日之資產淨值計算，包括應佔之尚未攤銷商譽及(在適當情況下)任何有關之儲備。於收購時，任何以往與綜合儲備對銷之應佔商譽將獲撥回，並於計算出售盈虧時一併處理。

商譽之賬面值(包括已與綜合儲備對銷之商譽)每年審閱一次，並在認為有需要時減值列賬。過往已確認之商譽減值虧損不予撥回，除非減值虧損乃因發生意料之外且性質特殊之外界事件所引致，且其後亦出現足以抵銷該事件所構成的影響之外界事件，則當別論。

### 3. Summary of significant accounting policies (continued)

#### Negative goodwill

Negative goodwill arising on the acquisition of subsidiaries represents the excess of the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the consolidated profit and loss account when the future losses and expenses are recognised.

To the extent that negative goodwill does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the consolidated profit and loss account on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair values of the acquired non-monetary assets is recognised as income immediately.

Prior to the adoption of SSAP 30 "Business combinations" in 2001, negative goodwill arising on acquisitions was credited to the capital reserve in the year of acquisition. On the adoption of SSAP 30, the Group applied the transitional provision of the SSAP that permitted such negative goodwill to remain credited to the capital reserve. Negative goodwill on acquisitions subsequent to the adoption of the SSAP is treated according to the SSAP 30 negative goodwill accounting policy above.

On disposal of subsidiaries, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of negative goodwill which has not been recognised in the consolidated profit and loss account and any relevant reserves as appropriate. Any attributable negative goodwill previously credited to the capital reserve at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

### 3. 主要會計政策概要 (續)

#### 負商譽

收購附屬公司所產生之負商譽，乃指本集團應佔所收購可辨認資產及負債於收購日之公平值超逾收購成本之部份。

倘負商譽與可在收購計劃中辨認及可靠地計算之預期未來虧損及開支有關，惟並非於收購日列為可辨認負債，該部份之負商譽將於未來虧損及開支予以確認時，於綜合損益表內確認為收入。

倘負商譽與收購日可辨認之預期未來虧損及開支無關，則負商譽按收購可折舊／攤銷資產之餘下平均可用年期以有系統基準在綜合損益表予以確認。任何負商譽超逾已收購非貨幣資產公平值之款項即時確認為收入。

於二零零一年採納會計準則第30條「企業合併」前，因收購而產生之負商譽已於收購年度計入資本儲備內。於採納會計準則第30條後，本集團應用會計準則之過渡性條款，允許該等負商譽繼續計入資本儲備內。於採納會計準則後因收購而產生之負商譽，則按照上述會計準則第30條負商譽會計政策處理。

出售附屬公司時，出售盈虧乃參照出售日之資產淨值計算，當中包括尚未於綜合損益表及任何有關之儲備適當地予以確認之應佔負商譽金額。於收購時已計入資本儲備內之任何應佔負商譽將予撥回，並於計算出售盈虧時一併處理。

### 3. Summary of significant accounting policies (continued)

#### Impairment of assets

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use and its net selling price.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

#### Fixed assets and depreciation

Fixed assets are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an asset, the expenditure is capitalised as an additional cost of that asset.

### 3. 主要會計政策概要 (續)

#### 資產減值

本集團於每個結算日均會作出評估，以確定是否有任何資產出現減值跡象，或是否有跡象顯示於過往年度就某項資產確認之減值虧損不再存在或可能已經減少。如有任何上述跡象，則會估計有關資產之可收回金額。資產之可收回金額，乃按資產之使用價值及其售價淨值之較高者計算。

減值虧損僅會在資產之賬面值高於其可收回金額時予以確認。減值虧損於出現期間在損益表中扣除，除非該資產以重估金額列賬，而該重估資產乃根據有關會計政策計算減值虧損。

先前已確認之減值虧損僅會在用作釐定資產可收回金額之估計出現變動時予以撥回，惟撥回之數額不得超出倘於過往年度並無就有關資產確認減值虧損而可能已釐定之賬面值(扣除任何折舊／攤銷)。減值虧損之撥回於出現期間計入損益表，除非該資產以重估金額列賬，而該重估資產乃根據有關會計政策計算減值虧損撥回。

#### 固定資產及折舊

固定資產乃按成本值或估值減除累積折舊及任何減值虧損後列賬。資產成本包括其購買價及任何令該項資產達至運作狀況及將之運至擬定用途地點之直接應計成本。固定資產投入運作後產生之開支，例如維修及保養費用，一般於該等開支產生之期間於損益表內扣除。倘能清楚證明該等開支能增加日後使用該資產時預期獲得之經濟利益，該等開支則撥作該資產之額外成本計算。

**3. Summary of significant accounting policies (continued)****Fixed assets and depreciation (continued)**

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	4%
Leasehold improvements	15% to 33% or over the lease terms, whichever is shorter
Plant and machinery	9% to 25%
Furniture, fixtures and office equipment	15% to 33% or over the lease terms, whichever is shorter
Motor vehicles	15% to 33%

Leasehold land is amortised over the lease terms or at a rate of 2% per annum, whichever is shorter.

The revaluation reserve arising from the revaluation of fixed assets is realised and transferred directly to retained profits on a systematic basis, as the corresponding asset is used by the Group. The amount realised is the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. If the total of this reserve is insufficient to cover an impairment loss, on an individual asset basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves. At the balance sheet date, the revaluation reserve had been fully transferred to retained profits.

The gain or loss on disposal or retirement of a fixed asset recognised in the profit and loss account is the difference between the net sales proceeds and the carrying amount of the relevant asset.

**Operating leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the profit and loss account on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under such operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

**3. 主要會計政策概要 (續)****固定資產及折舊 (續)**

每項資產之折舊以直線法按其成本值或估值以估計可用年期撇銷。就此目的而採用之主要年率如下：

樓宇	4%
租賃物業裝修	15%至33%或按租約年期攤銷，以較短者為準
設備及機器	9%至25%
傢俬、裝置及辦公室設備	15%至33%或按租約年期攤銷，以較短者為準
汽車	15%至33%

租賃土地按租約年期或每年2%之比率攤銷，以較短者為準。

重估固定資產所產生之重估儲備，在本集團使用有關資產時變現，並按有系統之基準直接撥往保留溢利。變現之數額，乃按該項資產重估賬面值計算之折舊與按其原來成本值計算之折舊之差額。按個別資產基準，若儲備總額不足以填補減值虧絀，超出之虧絀將在損益表內扣除。其後，任何重估盈餘會計入損益表，計入之數額以先前扣除之虧絀為限。於出售經重估之資產時，因先前估值而變現的重估儲備相關部份乃撥往保留溢利當作一項儲備變動。於結算日，所有重估儲備已撥往保留溢利。

損益表內確認之固定資產出售或報廢盈虧，乃淨銷售收益與有關資產賬面值之差額。

**經營租賃**

凡資產所有權之絕大部份回報及風險歸出租人所有之租約，均列為經營租賃。當本集團為出租人時，本集團根據經營租賃出租之資產被列作非流動資產，在經營租賃下應收之租金於租約期內以直線法計入損益表內。當本集團為承租人時，在經營租賃下應繳付之租金於租約期內以直線法在損益表內扣除。

### 3. Summary of significant accounting policies (continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs necessary to make the sale.

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the profit and loss account.

#### Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the profit and loss account, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Tax rates enacted or substantively enacted by the balance sheet date are used to determine deferred tax.

Deferred tax liabilities are recognised for all taxable temporary differences:

- except where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

### 3. 主要會計政策概要 (續)

#### 存貨

存貨乃按成本值及可變現淨值兩者中較低者列賬。成本值按先入先出法計算，並包括所有購貨成本及將存貨運往現存地點及變成現狀所產生之其他成本。可變現淨值乃根據估計銷售價減除任何達成銷售所需之估計成本計算。

#### 撥備

因過往事件產生現有法定或推定責任，且有可能需要動用日後資源流出以履行責任時，撥備方予以確認，惟須可就責任金額作出可靠的估計。

倘折讓影響重大，就撥備確認之金額為預期須用作履行責任之日後開支於資產負債表之現值。因時間流逝而導致已折讓現值增加則計入損益表之融資成本。

#### 所得稅

所得稅包括即期及遞延稅項。所得稅乃於損益表確認，為有關在相同或不同期間直接於權益確認之項目，則於權益確認入賬。

就於結算日資產及負債之稅基與彼等就財務申報而言之賬面值間之所有暫時性差額，乃以負債法提撥遞延稅項準備。於結算日已實施或實質上已實施之稅率用作釐定遞延稅項。

遞延稅項負債乃就所有應課稅暫時性差額確認入賬，除非：

- 遞延稅項負債乃因商譽或進行非業務合併之交易之時初步確認交易之資產或負債而產生，且不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司投資有關之應課稅暫時性差額而言，倘暫時性差額之撥回時間可予控制及暫時性差額可能不會在可見將來撥回。



### 3. Summary of significant accounting policies (continued)

#### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax assets and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax assets and unused tax losses can be utilised:

- except where the deferred tax asset relating to the deductible temporary differences arises from negative goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary differences can be utilised.

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 future taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are recognised to the extent that it is probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

#### Foreign currencies

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable exchange rates ruling at that date. Exchange differences are dealt with in the profit and loss account.

On consolidation, the financial statements of overseas subsidiaries are translated into Hong Kong dollars using the net investment method. The profit and loss accounts of overseas subsidiaries are translated into Hong Kong dollars at the weighted average exchange rates for the year, and their balance sheets are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

### 3. 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項資產乃就所有可扣稅暫時性差額、結轉之未動用稅項資產及未動用稅項虧損予以確認，惟以可能出現日後應課稅溢利以動用可扣稅暫時性差額、結轉之未動用稅項資產及未動用稅項虧損為限：

- 除非遞延稅項資產乃關於負商譽或進行非業務合併之交易之時初步確認交易之資產或負債而產生之可扣稅暫時性差額，且不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司投資有關之可扣稅暫時性差額而言，遞延稅項資產僅於可能在可見將來撥回暫時性差額及將產生日後應課稅溢利以動用暫時性差額時，方予確認。

遞延稅項資產之賬面值將於每個結算日審閱，並減值至不再可能有足夠日後應課稅溢利以動用全部或部份遞延稅項資產之水平。相反，先前未確認之遞延稅項資產乃於可能有足夠日後應課稅溢利以動用全部或部份遞延稅項資產為限，予以確認。

遞延稅項資產及負債乃根據結算日已實施或實質上已實施之稅率（及稅務法例），按預期適用於資產變現或負債清償當時之稅率計算。

#### 外幣

外幣交易按交易日之適用匯率入賬。於結算日以外幣計算之貨幣資產及負債均按當天適用之匯率換算。滙兌差額撥入損益表內處理。

在綜合賬目時，海外附屬公司之財務報表按淨投資法換算為港幣。海外附屬公司之損益表按該年之加權平均匯率換算為港幣，而其資產負債表則按結算日適用之匯率換算為港幣。因而產生之換算差額撥入外匯波動儲備。

### 3. Summary of significant accounting policies (continued)

#### Foreign currencies (continued)

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, in the period in which services are rendered;
- (c) interest income, on a time proportion basis taking into account the principal outstanding and the effective interest rate applicable;
- (d) rental income, on a time proportion basis over the lease terms;
- (e) royalties, on a time proportion basis in accordance with the substance of the relevant agreements; and
- (f) dividend income, when the shareholders' right to receive payment has been established.

#### Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum of association and bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### 3. 主要會計政策概要 (續)

#### 外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港幣。海外附屬公司於年內經常產生之現金流量，則按該年之加權平均匯率換算為港幣。

#### 收入確認

倘收入會為本集團帶來經濟利益並能可靠計算時，方會按下列基準予以確認：

- (a) 從貨物銷售取得之收入，在貨物擁有權之重大風險及回報已轉予買家，而本集團對其再無參與和擁有權相關之管理，亦對已售出貨物再無實際控制權之時確認；
- (b) 從提供服務取得之收入，於提供服務期間確認；
- (c) 利息收入，根據未提取之本金及適用之實際利率按時間比例基準確認；
- (d) 租金收入，於租約期內按時間比例基準確認；
- (e) 專利費，根據有關協議實質內容按時間比例基準確認；及
- (f) 股息收入，於股東收取股息款項權利確立時確認。

#### 股息

董事局建議派發之末期股息乃於資產負債表歸類為股本及儲備部份中另作分配之保留溢利，直至其獲股東於股東大會批准為止。當該等股息獲股東批准及宣派後，則被列作負債確認入賬。

中期股息於建議時同時宣派，原因是本公司之組織章程大綱及公司細則授予董事局宣派中期股息之權力。因此，中期股息乃於建議及宣派時即時確認為負債。



### 3. Summary of significant accounting policies (continued)

#### Employee benefits

##### *Paid leave carried forward*

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

##### *Employment Ordinance long service payments*

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A provision is recognised in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their services to the Group to the balance sheet date, net of employer's contributions and accrued benefits derived therefrom under the Group's pension schemes.

##### *Pension schemes*

The Group operates two retirement benefits schemes in Hong Kong, namely a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance and a defined contribution retirement benefits scheme as defined in the Occupational Retirement Schemes Ordinance (the "ORSO Scheme"), for all of its employees in Hong Kong.

Under the MPF Scheme, contributions of 5% of the employees' relevant income with a maximum contribution of HK\$1,000 per employee are made by each of the employer and the employees. The employer contributions are charged to the profit and loss account as they become payable in accordance with the rules of the MPF Scheme. The Company's employer contributions vest fully with the employees when contributed into the MPF Scheme.

### 3. 主要會計政策概要 (續)

#### 僱員福利

##### *有薪假期結轉*

本集團根據僱傭合約按曆年基準給予其僱員有薪年假。在若干情況下，於結算日未支取之年假准予結轉，留待有關僱員於來年享用。於結算日，已就僱員於年內獲取並予結轉之有薪年假之預期未來成本作出累算。

##### *僱傭條例長期服務金*

根據香港僱傭條例，本集團若干僱員已為本集團服務滿若干年期，因而符合資格於彼等終止聘用時獲享長期服務金。倘有關終止聘用符合僱傭條例所註明之情況，本集團須負責作出該等付款。

本集團就預期可能作出之未來長期服務金提撥準備。該撥備乃按截至結算日，僱員就其對本集團提供之服務已賺取之未來可能付款之最佳估計，減除根據本集團退休金計劃之僱主供款及所得應計利益後計算。

##### *退休金計劃*

本集團於香港為所有在香港受僱之員工實施兩項退休福利計劃，即根據強制性公積金計劃條例訂立之強制性公積金計劃（「強積金計劃」）及根據職業退休計劃條例所界定之定額供款退休福利計劃（「職業退休計劃」）。

在強積金計劃下，僱主及僱員各自按僱員有關入息5%之比率供款，供款額最高為每名僱員港幣1,000元。根據強積金計劃條款，僱主之供款於應支付時在損益表內扣除。本公司之僱主供款於繳入強積金計劃後全數歸僱員所有。

### 3. Summary of significant accounting policies (continued)

#### Employee benefits (continued)

##### Pension schemes (continued)

Under the ORSO Scheme, contributions of 5% of the employees' basic salaries are made by the employer and are charged to the profit and loss account as they become payable in accordance with the rules of the ORSO Scheme. The rates of contributions made by the employees are either 0% or 5% of the salary of each employee at the discretion of the employee. When an employee leaves the ORSO Scheme prior to his/her interest in the Group employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

The assets of the MPF and ORSO Schemes are held separately from those of the Group in independently administered funds.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the profit and loss account as they become payable in accordance with the rules of the central pension scheme.

The Company's subsidiary in Singapore participates in a Central Provident Fund Scheme which is a contribution plan established by the Central Provident Fund Board in Singapore.

In Taiwan, as required by the Labour Standards Law, one of the Company's subsidiaries makes regular contributions to a retirement fund to meet its employees' retirement and termination benefits. Currently, the contributions have been approved to be made at 2% of the employees' total salaries. The fund is administered by a committee and is deposited in the committee's name with a government approved financial institution, which acts as the trustee.

### 3. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 退休金計劃 (續)

在職業退休計劃下，僱主按僱員底薪5%之比率供款，並根據職業退休計劃的規定，供款於應繳付時在損益表內扣除。而僱員則可選擇按其薪金0%或5%之比率供款。當僱員在取得本集團僱主之全數供款前退出職業退休計劃，本集團可用沒收供款之數額減低其往後應付之供款。

強積金計劃及職業退休計劃之資產，與本集團之資產分開，並由獨立管理之基金持有。

本集團於中國大陸營運之附屬公司的僱員均須參加由地方市政府設立之中央退休保障計劃。該等附屬公司須按其工資成本之若干百分比向該中央退休保障計劃作出供款。根據該中央退休保障計劃的規定，供款於應付時在損益表內扣除。

本公司在新加坡之附屬公司參與公積金計劃，此乃一項由新加坡公積金局設立之供款計劃。

在台灣，本公司其中一間附屬公司按照勞動基準法之規定定期向退休基金供款，為其僱員提供退休及離職福利。現時，已獲批准之供款額為僱員總薪酬之2%。該基金由一個委員會管理，並以該委員會名義存放於一間作為基金信託人之政府認可財務機構。

### 3. Summary of significant accounting policies (continued)

#### Employee benefits (continued)

##### Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme 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 recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of 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 in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

#### Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

#### Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheet, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

### 4. Segment information

Segment information is presented by way of geographical segment as the primary segment. In determining the Group's geographical segments, revenue and results are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

Since over 90% of the Group's revenue, results, and assets and liabilities are derived from the retailing, distribution and wholesaling of garments, no separate analysis of financial information by business segment is presented in these financial statements.

### 3. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 購股權計劃

本公司設有購股權計劃，旨在向為本集團業務成就作出貢獻之合資格參與人士提供鼓勵及獎勵。根據購股權計劃授出之購股權之財務影響不會記錄於本公司或本集團資產負債表內，直至購股權獲行使為止，亦不會在損益表或資產負債表扣除購股權成本。於行使購股權後，本公司將所發行之股份列作額外股本按股份面值入賬，而每股行使價超出股份面值之部份則由本公司記入股份溢價賬。於行使日期前已註銷或已失效之購股權，乃於尚未行使購股權登記冊中刪除。

#### 關連人士

若一方有能力直接或間接控制另一方，或可對另一方所作之財務及營運決策行使重大影響力，則兩方被視作關連人士。共同受一方控制或影響之人士亦被視作關連人士。關連人士可以是個人或法人團體。

#### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手持現金及活期存款，以及可隨時轉換為可知數額現金而價值變動風險不大，且一般於購入後三個月內到期之短期高流通性投資，減除須應銀行要求償還及構成本集團現金管理整體之一部份之透支。

就資產負債表而言，現金及現金等值項目包括手持及銀行現金，包括並無限制用途之定期存款。

### 4. 分類資料

分類資料以地域分類為主要分類。於釐定本集團之地域分類時，分類應佔收入及業績乃按顧客所在地計算，而分類應佔資產則按資產所在地計算。

由於本集團逾90%之收入、業績、資產及負債均源自成衣零售、分銷及批發業務，故並無在財務報表中呈列按業務分類之財務資料獨立分析。

#### 4. Segment information (continued)

##### Geographical segments

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's geographical segments.

Group 集團	Hong Kong 香港		Mainland China 中國大陸		Taiwan 台灣		Singapore 新加坡		Consolidated 綜合	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
in HK\$ thousand 港幣千元										
Segment revenue 分類收入										
Sales to external customers 銷售予外間顧客	1,034,644	834,756	442,863	459,359	348,328	315,553	191,106	173,750	2,016,941	1,783,418
Other revenue and gains 其他收入及收益	8,585	1,528	4,456	6,928	3,132	2,627	96	72	16,269	11,155
Total 總計	1,043,229	836,284	447,319	466,287	351,460	318,180	191,202	173,822	2,033,210	1,794,573
Segment results 分類業績	151,801	95,739	31,873	15,421	17,570	16,960	22,640	16,886	223,884	145,006
Interest income 利息收入									1,789	1,233
Profit from operating activities 營運業務溢利									225,673	146,239
Finance costs 融資成本									(635)	(4,387)
Profit before tax 除稅前溢利									225,038	141,852
Tax 稅項									(42,908)	(23,756)
Net profit from ordinary activities attributable to shareholders 股東應佔日常業務淨溢利									182,130	118,096

#### 4. 分類資料 (續)

##### 地域分類

下表呈列本集團按地域分類之收入、溢利及若干資產、負債及開支資料。

## Notes to financial statements 財務報表附註

31 March 2005 二零零五年三月三十一日

### 4. Segment information (continued) Geographical segments (continued)

### 4. 分類資料 (續) 地域分類 (續)

Group 集團 in HK\$ thousand 港幣千元	Hong Kong 香港		Mainland China 中國大陸		Taiwan 台灣		Singapore 新加坡		Consolidated 綜合	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
Segment assets 分類資產	<b>435,813</b>	325,515	<b>236,076</b>	182,237	<b>97,222</b>	82,396	<b>52,063</b>	41,952	<b>821,174</b>	632,100
Unallocated assets 未分配資產									<b>2,948</b>	5,360
Total assets 總資產									<b>824,122</b>	637,460
Segment liabilities 分類負債	<b>115,698</b>	74,945	<b>74,826</b>	46,208	<b>21,299</b>	18,971	<b>6,025</b>	5,458	<b>217,848</b>	145,582
Unallocated liabilities 未分配負債									<b>45,236</b>	46,193
Total liabilities 總負債									<b>263,084</b>	191,775
Other segment information 其他分類資料										
Capital expenditure 資本開支	<b>19,694</b>	19,174	<b>21,650</b>	9,453	<b>4,717</b>	2,712	<b>3,985</b>	3,156	<b>50,046</b>	34,495
Depreciation 折舊	<b>16,872</b>	15,364	<b>16,612</b>	17,757	<b>10,374</b>	11,208	<b>3,742</b>	4,668	<b>47,600</b>	48,997
Loss on disposal of fixed assets 出售固定資產之虧損	<b>2,176</b>	140	<b>725</b>	5,598	<b>81</b>	558	-	-	<b>2,982</b>	6,296
Inventory provision/(write-back of inventory provision) 存貨撥備/(撥回存貨撥備)	<b>10,004</b>	8,953	<b>9,758</b>	(2,153)	<b>10,480</b>	7,835	<b>4,403</b>	3,650	<b>34,645</b>	18,285
Recognition of negative goodwill upon liquidation of a subsidiary 確認一附屬公司清盤時之負商譽	-	-	-	(5,199)	-	-	-	-	-	(5,199)
Write-back of impairment in value of leasehold land and buildings 租賃土地及樓宇減值撥回	<b>(8,000)</b>	-	-	-	-	-	-	-	<b>(8,000)</b>	-

## 5. Turnover, revenue and gains

Turnover represents the aggregate of the net invoiced value of goods sold, after allowances for returns and trade discounts, and the rendering of services, but excludes intra-group transactions.

An analysis of turnover, other revenue and gains is as follows:

in HK\$ thousand	Group 集團	
	2005	2004
Turnover		
Retailing, distribution and wholesaling of garments	<b>1,987,705</b>	1,752,652
Rendering of garment-related services	<b>29,236</b>	30,766
	<b>2,016,941</b>	1,783,418
Other revenue and gains		
Interest income	<b>1,789</b>	1,233
Claims received	<b>440</b>	1,261
Royalty income	<b>3,573</b>	1,041
Gross rental income	<b>2,371</b>	2,580
Recognition of negative goodwill upon liquidation of a subsidiary	–	5,199
Write-back of impairment in value of leasehold land and buildings	<b>8,000</b>	–
Others	<b>1,885</b>	1,074
	<b>18,058</b>	12,388
	<b>2,034,999</b>	1,795,806

## 5. 營業額、收入及收益

營業額乃扣除退貨及商品折扣後之售貨發票數額淨值及提供服務所得之總額，惟不包括集團內部之交易。

營業額、其他收入及收益之分析如下：

港幣千元
營業額
成衣零售、分銷及批發
提供成衣相關服務
其他收入及收益
利息收入
已收索償款項
專利費收入
租金收入毛額
確認一附屬公司清盤時之負商譽
租賃土地及樓宇減值撥回
其他



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### 6. Profit from operating activities

The Group's profit from operating activities is arrived at after charging/(crediting):

in HK\$ thousand	Group 集團	
	2005	2004
Cost of sales		
Cost of inventories sold	<b>984,614</b>	921,573
Inventory provision	<b>34,645</b>	18,285
	<b>1,019,259</b>	939,858
Staff costs (including directors' remuneration – note 7)		
Salaries and wages	<b>281,912</b>	235,515
Pension scheme contributions	<b>12,731</b>	10,358
Less: Forfeited contributions	<b>(884)</b>	(508)
Net pension scheme contributions (note a)	<b>11,847</b>	9,850
	<b>293,759</b>	245,365
Depreciation	<b>47,600</b>	48,997
Minimum lease payments under operating leases		
Land and buildings	<b>230,839</b>	223,704
Contingent rent of retail shops and department stores	<b>50,415</b>	50,569
Plant and machinery	<b>289</b>	112
Auditors' remuneration	<b>1,561</b>	1,455
Loss on disposal of fixed assets	<b>2,982</b>	6,296
Foreign exchange gains, net	<b>(8,511)</b>	(4,969)
Net rental income	<b>(421)</b>	(496)
Recognition of negative goodwill upon liquidation of a subsidiary (note b)	–	(5,199)
Write-back of impairment in value of leasehold land and buildings (note c)	<b>(8,000)</b>	–

### 6. 營運業務溢利

本集團之營運業務溢利已扣除／(計入)下列項目：

港幣千元
銷售成本
售出存貨之成本
存貨撥備
員工成本(包括董事酬金 – 附註7)
薪金及工資
退休金計劃供款
減：沒收供款
退休金計劃淨供款(附註a)
折舊
經營租賃下最低租賃付款
土地及樓宇
零售店舖及百貨公司之或然租金
設備及機器
核數師酬金
出售固定資產之虧損
外匯兌換收益·淨值
租金收入淨值
確認一附屬公司清盤時之負商譽(附註b)
租賃土地及樓宇減值撥回(附註c)

## 6. Profit from operating activities (continued)

Notes:

- (a) As at 31 March 2005, forfeited contributions available to the Group to reduce its contributions to the ORSO Scheme in future years amounted to HK\$178,000 (2004: HK\$749,000).
- (b) The recognition of negative goodwill upon liquidation of a subsidiary in the consolidated profit and loss account in the prior year was included in "Other revenue and gains" on the face of the consolidated profit and loss account.
- (c) The write-back of impairment in value of leasehold land and buildings in the consolidated profit and loss account for the year is included in "Other revenue and gains" on the face of the consolidated profit and loss account.

## 7. Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

in HK\$ thousand	Group 集團	
	2005	2004
Executive directors		
Fees	–	–
Salaries, allowances and benefits in kind	<b>8,678</b>	7,520
Performance related bonuses	<b>541</b>	722
Pension scheme contributions	<b>72</b>	72
	<b>9,291</b>	8,314
Independent non-executive directors		
Fees	<b>261</b>	192
	<b>9,552</b>	8,506

## 6. 營運業務溢利 (續)

附註：

- (a) 於二零零五年三月三十一日，本集團可用作減低來年職業退休計劃供款之沒收供款為港幣178,000元(二零零四年：港幣749,000元)。
- (b) 去年於綜合損益表載列之一附屬公司清盤時確認之負商譽已包括在綜合損益表之「其他收入及收益」內。
- (c) 本年度於綜合損益表載列之租賃土地及樓宇減值撥回已包括在綜合損益表之「其他收入及收益」內。

## 7. 董事酬金

根據上市規則及香港公司條例第161條規定披露之本年度董事酬金如下：

	港幣千元
執行董事	
袍金	
薪金、津貼及實物收益	
與表現相關之花紅	
退休金計劃供款	
獨立非執行董事	
袍金	

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### 7. Directors' remuneration (continued)

The total remuneration includes HK\$541,000 (2004: HK\$491,000) of performance related bonuses payable to the executive directors.

The number of directors whose remuneration fell within the following bands is as follows:

	Number of directors 董事數目	
	2005	2004
Nil to HK\$1,000,000	5	6
HK\$1,000,001 to HK\$1,500,000	3	1
HK\$1,500,001 to HK\$2,000,000	2	1
HK\$2,000,001 to HK\$2,500,000	1	1
	<u>11</u>	<u>9</u>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

During the year, no share options were granted to the directors in respect of their services to the Group under the share option scheme of the Company.

### 7. 董事酬金 (續)

酬金總額包括應付執行董事與表現相關之花紅為港幣541,000元(二零零四年：港幣491,000元)。

酬金介乎下列範圍之董事數目如下：

零至港幣1,000,000元
港幣1,000,001元至港幣1,500,000元
港幣1,500,001元至港幣2,000,000元
港幣2,000,001元至港幣2,500,000元

年內並無董事放棄或同意放棄任何酬金之安排。

年內，本公司並無就董事向本集團提供服務而向彼等授出本公司購股權計劃項下之任何購股權。

## 8. Five highest paid employees

The five highest paid employees during the year included four (2004: two) directors, details of whose remuneration are set out in note 7 above. Details of the remuneration of the remaining one (2004: three) non-director, highest paid employee for the year are as follows:

in HK\$ thousand	Group 集團	
	2005	2004
Salaries, allowances and benefits in kind	<b>1,380</b>	3,377
Performance related bonuses	<b>95</b>	304
Pension scheme contributions	<b>57</b>	140
	<b>1,532</b>	3,821

The total remuneration includes HK\$95,000 (2004: HK\$304,000) of performance related bonuses payable to the non-director, highest paid employee.

The number of non-director, highest paid employee whose remuneration fell within the following bands is as follows:

	Group 集團	
	Number of employees 僱員數目	
	2005	2004
HK\$1,000,001 to HK\$1,500,000	–	3
HK\$1,500,001 to HK\$2,000,000	<b>1</b>	–
	<b>1</b>	3

During the year, no share options were granted to the non-director, highest paid employee in respect of his services to the Group under the share option scheme of the Company.

## 8. 五名最高薪僱員

年內五名最高薪僱員包括四名(二零零四年：兩名)董事，其酬金詳情已載列於上文附註7。其餘一名(二零零四年：三名)最高薪非董事僱員之酬金詳情如下：

	港幣千元
薪金、津貼及實物收益	1,380
與表現相關之花紅	95
退休金計劃供款	57
	1,532

酬金總額包括應付最高薪非董事僱員與表現相關之花紅為港幣95,000元(二零零四年：港幣304,000元)。

酬金介乎下列範圍之最高薪非董事僱員數目如下：

港幣1,000,001元至港幣1,500,000元	0
港幣1,500,001元至港幣2,000,000元	1
	1

年內，本公司並無就最高薪非董事僱員向本集團提供服務而向彼授出本公司購股權計劃項下之任何購股權。

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### 9. Finance costs

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Interest on bank loans and overdrafts wholly repayable within five years	<b>635</b>	4,387	須於五年內悉數償還之銀行貸款及透支利息

### 9. 融資成本

### 10. Tax

Hong Kong profits tax has been provided at the rate of 17.5% (2004: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

### 10. 稅項

香港利得稅已按年內於香港賺取之估計應課稅溢利以稅率17.5% (二零零四年：17.5%) 提撥準備。在其他地區所得應課稅溢利之稅項，乃根據本集團業務經營所在地區之現有法律、詮釋及常規，按其現行稅率計算。

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
<b>Current – Hong Kong</b>			<b>本年度 – 香港</b>
Charge for the year	<b>22,974</b>	6,636	年內支出
Overprovision in prior years	<b>(348)</b>	(42)	過往年度超額撥備
<b>Current – Elsewhere</b>			<b>本年度 – 其他地區</b>
Charge for the year	<b>16,556</b>	4,327	年內支出
Underprovision in prior years	<b>815</b>	1,381	過往年度撥備不足
<b>Deferred (note 23)</b>	<b>2,911</b>	11,454	<b>遞延 (附註23)</b>
Total tax charge for the year	<b>42,908</b>	23,756	年內稅項支出總額

## 10. Tax (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for the country in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e. the statutory tax rate) to the effective tax rate, are as follows:

	2005		2004	
	HK\$'000 港幣千元	%	HK\$'000 港幣千元	%
<b>Group</b>				
Profit before tax	<b>225,038</b>		141,852	
Tax at the statutory tax rate	<b>39,382</b>	<b>17.5</b>	24,824	17.5
Effect of different tax rates for companies operating in other jurisdictions	<b>7,523</b>	<b>3.4</b>	5,668	4.0
Adjustments in respect of current tax of previous periods	<b>467</b>	<b>0.2</b>	1,339	0.9
Income not subject to tax	<b>(4,174)</b>	<b>(1.9)</b>	(7,431)	(5.2)
Expenses not deductible for tax	<b>3,462</b>	<b>1.5</b>	3,663	2.5
Unrecognised tax losses and temporary differences	<b>1,845</b>	<b>0.8</b>	176	0.1
Tax losses utilised from previous periods	<b>(5,437)</b>	<b>(2.4)</b>	(4,439)	(3.1)
Others	<b>(160)</b>	<b>–</b>	(44)	–
Tax charge at the Group's effective rate	<b>42,908</b>	<b>19.1</b>	23,756	16.7

## 10. 稅項 (續)

按採用本公司及其大部份附屬公司所在國家之法定稅率計算且適用於除稅前溢利之稅項開支與按實際稅率計算之稅項開支對賬，以及適用稅率（即法定稅率）與實際稅率之對賬如下：

<b>集團</b>
除稅前溢利
按法定稅率計算之稅項
於其他司法管轄區營運之公司受不同稅率之影響
就過往期間即期稅項作出調整
毋須繳稅之收入
不可作稅項扣減之開支
未確認稅項虧損及暫時性差額
過往期間已動用稅項虧損
其他
按本集團實際稅率計算之稅項支出



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### 11. Net profit from ordinary activities attributable to shareholders

The net profit from ordinary activities attributable to shareholders for the year ended 31 March 2005 dealt with in the financial statements of the Company was HK\$96,648,000 (2004: HK\$55,125,000) (note 26(b)).

### 12. Dividends

in HK\$ thousand	2005	2004
Interim – HK1.8 cents (2004: Nil) per ordinary share	<b>28,240</b>	–
Proposed final – HK3.9 cents (2004: HK6 cents*) per ordinary share	<b>61,188</b>	46,288
	<b>89,428</b>	46,288

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

\* declared and approved based on 771,461,697 ordinary shares outstanding as at 31 March 2004.

### 13. Earnings per share

The basic earnings per share is calculated based on the net profit from ordinary activities attributable to shareholders for the year of HK\$182,130,000 (2004: HK\$118,096,000), and the weighted average of 1,551,467,394 (2004: 1,482,333,708 as restated) ordinary shares in issue during the year, as adjusted to reflect the bonus shares issued during the year.

The calculation of diluted earnings per share is based on the net profit from ordinary activities attributable to shareholders for the year of HK\$182,130,000 (2004: HK\$118,096,000). The weighted average number of ordinary shares used in the calculation is the 1,551,467,394 (2004: 1,482,333,708 as restated) ordinary shares in issue during the year, as used in the basic earnings per share calculation; and the weighted average of 45,235,587 (2004: 13,117,406 as restated) ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options during the year.

### 11. 股東應佔日常業務淨溢利

已反映在本公司財務報表內之截至二零零五年三月三十一日止年度股東應佔日常業務淨溢利為港幣96,648,000元(二零零四年：港幣55,125,000元)(附註26(b))。

### 12. 股息

港幣千元
中期－每股普通股1.8港仙(二零零四年：無)
擬派末期－每股普通股3.9港仙 (二零零四年：6港仙*)

本年度擬派末期股息須待本公司股東於即將舉行之股東週年大會上批准，方可作實。

\* 所宣派及批准之股息乃按二零零四年三月三十一日之已發行771,461,697股普通股計算。

### 13. 每股盈利

每股基本盈利乃根據年內股東應佔日常業務淨溢利港幣182,130,000元(二零零四年：港幣118,096,000元)及年內已發行普通股之加權平均數1,551,467,394股(二零零四年：1,482,333,708股，重列)計算，股數經調整以反映年內進行之紅股。

每股攤薄盈利乃根據年內股東應佔日常業務淨溢利港幣182,130,000元(二零零四年：港幣118,096,000元)計算。計算所用之普通股加權平均數(亦用於計算每股基本盈利)為年內已發行普通股之加權平均數1,551,467,394股(二零零四年：1,482,333,708股，重列)，及假設年內被視作悉數行使購股權而按零代價發行之普通股加權平均數45,235,587股(二零零四年：13,117,406股，重列)。

## 14. Fixed assets

## 14. 固定資產

in HK\$ thousand	Leasehold land and buildings 租賃土地及樓宇	Leasehold improvements 租賃物業裝修	Plant and machinery 設備及機器	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備	Motor vehicles 汽車	Total 總值	港幣千元
<b>Group</b>							<b>集團</b>
Cost or valuation							成本值或估值
At 1 April 2004	82,154	232,493	3,346	100,423	4,334	422,750	於二零零四年四月一日
Additions	–	35,278	7,948	6,667	153	50,046	添置
Disposals	–	(22,650)	–	(15,080)	(399)	(38,129)	出售
Exchange realignment	–	2,246	21	616	36	2,919	滙兌調整
At 31 March 2005	82,154	247,367	11,315	92,626	4,124	437,586	於二零零五年三月三十一日
Analysis of cost or valuation							按成本值或估值分析
At cost	42,154	247,367	11,315	92,626	4,124	397,586	按成本值
At valuation	40,000	–	–	–	–	40,000	按估值
	82,154	247,367	11,315	92,626	4,124	437,586	
Accumulated depreciation and impairment							累積折舊及減值
At 1 April 2004	45,455	187,326	1,836	76,599	3,759	314,975	於二零零四年四月一日
Depreciation provided during the year	2,365	35,325	567	9,106	237	47,600	年內折舊撥備
Reversal of impairment during the year recognised in the profit and loss account	(8,000)	–	–	–	–	(8,000)	已於損益表確認之年內減值撥回
Disposals	–	(21,961)	–	(12,343)	(336)	(34,640)	出售
Exchange realignment	–	1,763	8	442	29	2,242	滙兌調整
At 31 March 2005	39,820	202,453	2,411	73,804	3,689	322,177	於二零零五年三月三十一日
Net book value							賬面淨值
At 31 March 2005	42,334	44,914	8,904	18,822	435	115,409	於二零零五年三月三十一日
At 31 March 2004	36,699	45,167	1,510	23,824	575	107,775	於二零零四年三月三十一日

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### 14. Fixed assets (continued)

The Group's land and buildings are held under medium term leases and are situated in:

in HK\$ thousand	At cost 按成本值	At valuation 按估值	Total 總值
Hong Kong	21,654	40,000	61,654
Elsewhere	20,500	–	20,500
	<u>42,154</u>	<u>40,000</u>	<u>82,154</u>

Certain leasehold land and buildings were valued on 31 July 1993 by Chesterton Petty Limited, independent professionally qualified valuers, on an open market, existing use basis.

At 31 March 2005, had the Group's revalued land and buildings been carried at cost less accumulated depreciation and impairment losses, they would have been included in the financial statements at approximately HK\$19,384,000 (2004: HK\$12,589,000).

The Group adopted the transitional provision of SSAP 17 "Property, plant and equipment" of not making further regular revaluations of its leasehold land and buildings which had previously been revalued.

### 15. Interests in subsidiaries

in HK\$ thousand	Company 公司	
	2005	2004
Unlisted shares, at cost	<b>193,962</b>	193,962
Provision for impairment	<b>(77,541)</b>	(77,541)
	<u><b>116,421</b></u>	<u>116,421</u>
Due from subsidiaries	<b>269,617</b>	243,223
	<u><b>386,038</b></u>	<u>359,644</u>

The amounts due from subsidiaries included in the Company's current assets are unsecured, interest-free and have no fixed terms of repayment.

### 14. 固定資產 (續)

本集團之土地及樓宇均以中期租約持有並位於：

in HK\$ thousand	Total 總值
Hong Kong	61,654
Elsewhere	20,500
	<u>82,154</u>

若干租賃土地及樓宇由獨立並具專業資格估值師卓德測計師行有限公司於一九九三年七月三十一日按公開市場及現有用途之基準作估值。

於二零零五年三月三十一日，若本集團經重估之土地及樓宇以成本值減除累積折舊及減值虧損後入賬，其於財務報表所載之價值應約為港幣19,384,000元(二零零四年：港幣12,589,000元)。

本集團已採納會計準則第17條「物業、廠房及設備」之過渡性條款，不會對先前已重估之租賃土地及樓宇再作定期重估。

### 15. 附屬公司權益

in HK\$ thousand	Total 總值
Unlisted shares, at cost	193,962
Provision for impairment	(77,541)
	<u>116,421</u>
Due from subsidiaries	243,223
	<u>359,644</u>

於本公司流動資產計入之應收附屬公司款項均無抵押、免息及無固定還款期。

## 15. Interests in subsidiaries (continued)

Particulars of the principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and operations 成立/註冊及營運地區	Nominal value of issued/ registered share capital 已發行/註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Active Link Limited (note a) 弘譽有限公司 (附註a)	Hong Kong 香港	HK\$ 港幣5,000,000元	–	100	Retailing and wholesaling of garments 成衣零售及批發
Bossini Advertising Agency Limited 堡獅龍廣告代理有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Advertising and promotion 廣告及宣傳
Bossini Clothing Limited	Hong Kong 香港	HK\$ 港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Enterprises Limited 堡獅龍企業有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Retailing and wholesaling of garments 成衣零售及批發
Bossini Garment Limited	Hong Kong 香港	HK\$ 港幣2元	–	100	Wholesaling of garments 成衣批發
Bossini Investment Limited	British Virgin Islands 英屬處女群島	US\$11,928美元	100	–	Investment holding 投資控股
Burling Limited	British Virgin Islands 英屬處女群島	US\$100美元	–	100	Licensing of trademarks 商標特許
廣州市堡獅龍實業有限公司 (notes b and d) (附註 b及d)	People's Republic of China ("PRC")/Mainland China 中華人民共和國(「中國」)/ 中國大陸	RMB人民幣1,010,000元	–	100	Retailing and wholesaling of garments 成衣零售及批發
J & R Bossini Fashion Pte Ltd	Singapore 新加坡	S\$2,000,000新加坡元	–	100	Retailing and distribution of garments 成衣零售及分銷

## 15. 附屬公司權益 (續)

主要附屬公司之詳情如下：

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### 15. Interests in subsidiaries (continued)

### 15. 附屬公司權益 (續)

Name 名稱	Place of incorporation/ registration and operations 成立/註冊及營運地區	Nominal value of issued/ registered share capital 已發行/註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
J & R Bossini Holdings Limited 堡獅龍集團有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Investment holding 投資控股
Kacono Trading Limited	British Virgin Islands 英屬處女群島	HK\$ 港幣2,000元	–	100	Investment holding 投資控股
Key Value Trading Limited	British Virgin Islands 英屬處女群島	US\$100美元	–	100	Investment holding 投資控股
Land Challenger Limited 朗志有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Sub-contracting of garments 成衣分包
Langzhi Fashion (Shenzhen) Co., Ltd. (notes c and d) 朗志時裝(深圳)有限公司(附註c及d)	PRC/Mainland China 中國/中國大陸	HK\$ 港幣6,600,000元	–	100	Manufacturing and sub-contracting of garments 成衣製造及分包
Lead Commence Limited 立啟興業有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Onmay International Limited 上美國際有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Rapid City Limited 捷利城有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Property holding and letting 物業持有及租賃
Sun View Properties Limited 日景置業有限公司	Hong Kong 香港	HK\$ 港幣2元	–	100	Property holding and letting 物業持有及租賃

## 15. Interests in subsidiaries (continued)

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

Notes:

- (a) The branch of this subsidiary in Taiwan was not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.
- (b) 廣州市堡獅龍實業有限公司 is a limited liability enterprise established in the PRC which obtained its business registration certificate on 14 July 1993.
- (c) Langzhi Fashion (Shenzhen) Co., Ltd. is a wholly-owned foreign investment enterprise with limited liability established in the PRC which obtained its business registration certificate on 14 June 1993 and is licensed to conduct business for 25 years from the date of its business registration.
- (d) These subsidiaries were not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

## 16. Inventories

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Raw materials	<b>4,643</b>	3,726	原料
Finished goods	<b>210,659</b>	178,175	製成品
	<b>215,302</b>	181,901	

## 15. 附屬公司權益 (續)

上表僅列出董事認為對本集團年內業績有主要影響或構成本集團淨資產重要部份之附屬公司。董事認為若將其他附屬公司之詳情載列於此，篇幅將過於冗長。

附註：

- (a) 該附屬公司於台灣分公司之賬目，並非由安永會計師事務所(香港)或安永會計師事務所之其他國際成員公司審核。
- (b) 廣州市堡獅龍實業有限公司為一間於中國成立之有限責任企業，其於一九九三年七月十四日取得營業執照。
- (c) 朗志時裝(深圳)有限公司為一間於中國成立，由外資全資擁有之有限責任企業。其於一九九三年六月十四日取得營業執照，並獲准由營業執照日起計經營業務25年。
- (d) 此等附屬公司之賬目，並非由安永會計師事務所(香港)或安永會計師事務所之其他國際成員公司審核。

## 16. 存貨



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### 17. Debtors

Other than cash and credit card sales, the Group normally grants credit periods of up to 60 days to its trade customers.

An aged analysis of trade debtors as at the balance sheet date, based on invoice date, is as follows:

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
0 to 30 days	<b>40,059</b>	25,770	0至30天
31 to 60 days	<b>16,319</b>	11,129	31至60天
61 to 90 days	<b>2,690</b>	937	61至90天
Over 90 days	<b>1,284</b>	93	逾90天
	<b>60,352</b>	37,929	

### 18. Cash and cash equivalents

in HK\$ thousand	Group 集團		Company 公司		港幣千元
	2005	2004	2005	2004	
Cash and bank balances	<b>274,432</b>	183,135	<b>564</b>	126	現金及銀行結餘
Time deposits	<b>51,463</b>	42,357	–	–	定期存款
Cash and cash equivalents	<b>325,895</b>	225,492	<b>564</b>	126	現金及現金等值項目

At the balance sheet date, the cash and cash equivalents of the Group denominated in Renminbi (“RMB”) amounted to HK\$83,918,000 (2004: HK\$69,045,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

### 17. 應收賬款

除現金及信用卡銷售外，本集團在一般情況下授予其貿易客戶最高60天信貸期。

以下為按發票日計應收賬款之賬齡分析：

### 18. 現金及現金等值項目

於結算日，本集團以人民幣（「人民幣」）定值之現金及現金等值項目為港幣83,918,000元（二零零四年：港幣69,045,000元）。人民幣不能自由兌換其他貨幣，惟根據中國大陸外匯管制法條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為外幣。

## 19. Creditors and accruals

in HK\$ thousand	Group 集團		Company 公司	
	2005	2004	2005	2004
Trade creditors	<b>54,863</b>	40,601	–	–
Accruals	<b>129,462</b>	87,663	<b>1,133</b>	943
	<b>184,325</b>	128,264	<b>1,133</b>	943

An aged analysis of trade creditors as at the balance sheet date, based on invoice date, is as follows:

in HK\$ thousand	Group 集團	
	2005	2004
0 to 30 days	<b>49,640</b>	27,325
31 to 60 days	<b>3,139</b>	11,092
61 to 90 days	<b>1,605</b>	1,890
Over 90 days	<b>479</b>	294
	<b>54,863</b>	40,601

## 20. Due to related companies

The amounts due to related companies are unsecured, interest-free, and repayable within 30 days of the invoice date.

## 19. 應付賬款及應計賬項

港幣千元

應付賬款

應計賬項

以下為按發票日計應付賬款之賬齡分析：

港幣千元

0至30天

31至60天

61至90天

逾90天

## 20. 應付關連公司款項

應付關連公司款項乃無抵押、免息及須於發票日期起計30日內償還。

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### 21. Interest-bearing bank loans

in HK\$ thousand	Group 集團	
	2005	2004
Bank loans repayable		
Within one year or on demand	15,000	20,000
In the second year	–	15,000
	<b>15,000</b>	35,000
Portion classified as current liabilities	<b>(15,000)</b>	(20,000)
Long term portion	–	15,000

### 21. 計息銀行貸款

港幣千元
須償還銀行貸款
於一年內或應要求
於第二年
列作流動負債部份
長期部份

### 22. Provisions

in HK\$ thousand	Long service payments 長期服務金	
	2005	2004
<b>Group</b>		
At 1 April 2004		1,038
Amounts utilised during the year		(125)
		913
At 31 March 2005		–
Portion classified as current liabilities		–
Long term portion		913

### 22. 撥備

港幣千元
<b>集團</b>
於二零零四年四月一日
年內動用之款項
於二零零五年三月三十一日
列作流動負債部份
長期部份

The Group provides for the probable future long service payments expected to be made to employees under the Hong Kong Employment Ordinance, as further explained under the heading "Employee benefits" in note 3 to the financial statements. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their services to the Group to the balance sheet date.

本集團根據香港僱傭條例就預期可能須向僱員支付之長期服務金作出撥備，詳情於財務報表附註3「僱員福利」進一步闡釋。撥備乃按僱員於結算日向本集團提供服務可能賺取之日後款額之最合適估計釐訂。

### 23. Deferred tax

The movements in deferred tax liabilities and assets during the year were as follows:

#### Deferred tax liabilities – 2005

in HK\$ thousand	Accelerated tax depreciation 加速稅項折舊
<b>Group</b>	
At 1 April 2004	–
Deferred tax charged to the profit and loss account during the year (note 10)	498
Gross deferred tax liabilities at 31 March 2005	498

#### Deferred tax assets – 2005

in HK\$ thousand	Decelerated tax depreciation 減速稅項折舊	Losses available for offset against future taxable profit 可用作抵銷日後應課稅溢利之虧損	Others 其他	Total 總值
<b>Group</b>				
At 1 April 2004	1,432	3,227	701	5,360
Deferred tax credited/(charged) to the profit and loss account during the year (note 10)	629	(3,227)	185	(2,413)
Gross deferred tax assets at 31 March 2005	2,061	–	886	2,947
				Total 總值
<b>Net deferred tax assets at 31 March 2005</b>				<b>2,449</b>

### 23. 遞延稅項

年內之遞延稅項負債及資產變動如下：

#### 遞延稅項負債 – 2005

港幣千元
<b>集團</b>
於二零零四年四月一日
年內在損益表扣除之遞延稅項 (附註10)
於二零零五年三月三十一日之遞延稅項負債毛額

#### 遞延稅項資產 – 2005

港幣千元
<b>集團</b>
於二零零四年四月一日
年內在損益表計入/(扣除)之遞延稅項 (附註10)
於二零零五年三月三十一日之遞延稅項資產毛額
港幣千元
於二零零五年三月三十一日之遞延稅項資產淨額

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### 23. Deferred tax (continued) Deferred tax liabilities – 2004

in HK\$ thousand	Accelerated tax depreciation 加速稅項折舊	港幣千元
<b>Group</b>		<b>集團</b>
At 1 April 2003	176	於二零零三年四月一日
Deferred tax charged to the profit and loss account during the year (note 10)	(186)	年內在損益表扣除之遞延稅項 (附註10)
Exchange realignment	10	滙兌調整
Gross deferred tax liabilities at 31 March 2004	–	於二零零四年三月三十一日之遞延稅項負債毛額

### 23. 遞延稅項 (續) 遞延稅項負債 – 2004

in HK\$ thousand	Decelerated tax depreciation 減速稅項折舊	Losses available for offset against future taxable profit 可用作抵銷日後應課稅溢利之虧損	Others 其他	Total 總值	港幣千元
<b>Group</b>					<b>集團</b>
At 1 April 2003	2,805	13,546	649	17,000	於二零零三年四月一日
Deferred tax credited/(charged) to the profit and loss account during the year (note 10)	(1,373)	(10,319)	52	(11,640)	年內在損益表計入/(扣除)之遞延稅項 (附註10)
Gross deferred tax assets at 31 March 2004	1,432	3,227	701	5,360	於二零零四年三月三十一日之遞延稅項資產毛額

### 遞延稅項資產 – 2004

in HK\$ thousand	Total 總值	港幣千元
<b>Net deferred tax assets at 31 March 2004</b>	<b>5,360</b>	<b>於二零零四年三月三十一日之遞延稅項資產淨額</b>

### 23. Deferred tax (continued)

The Group has estimated tax losses of HK\$11,723,000 (2004: HK\$12,017,000) and estimated deductible temporary differences of HK\$1,068,000 (2004: HK\$1,503,000) arising in Hong Kong, and has no tax losses (2004: HK\$2,365,000) arising in Singapore, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Mainland China of HK\$426,000 (2004: HK\$4,713,000) and in Taiwan of HK\$20,923,000 (2004: HK\$37,276,000) that can be used to offset against future taxable profits of the companies in which the losses arose for a maximum of five years. Deferred tax assets have not been recognised in respect of these losses as it is uncertain whether sufficient future taxable profits will be generated against which the tax losses can be utilised.

At 31 March 2005, there is no significant unrecognised deferred tax liability (2004: Nil) for taxes that would be payable on the unremitted earnings of a subsidiary of the Group.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 24. Share capital Shares

in HK\$ thousand	Company 公司	
	2005	2004
Authorised: 2,000,000,000 (2004: 2,000,000,000) ordinary shares of HK\$0.10 each	<u>200,000</u>	<u>200,000</u>
Issued and fully paid: 1,568,911,394 (2004: 771,461,697) ordinary shares of HK\$0.10 each	<u>156,891</u>	<u>77,146</u>

### 23. 遞延稅項 (續)

本集團於香港產生之估計稅項虧損為港幣11,723,000元(二零零四年：港幣12,017,000元)及估計可扣減暫時性差額為港幣1,068,000元(二零零四年：港幣1,503,000元)，以及於新加坡並無產生稅項虧損(二零零四年：港幣2,365,000元)，有關所產生之虧損可無限期用作抵銷公司日後之應課稅溢利。本集團亦有於中國大陸及台灣產生估計稅項虧損分別為港幣426,000元(二零零四年：港幣4,713,000元)及港幣20,923,000元(二零零四年：港幣37,276,000元)，所產生的虧損可用作抵銷公司日後之應課稅溢利最多5年。由於未能確定日後是否能獲得足夠應課稅溢利以抵銷可動用稅項虧損，遞延稅項資產並無就該等虧損進行確認。

於二零零五年三月三十一日，稅項中並無因本集團附屬公司之不可滙寄盈利引致之重大未確認遞延稅項負債(二零零四年：無)。

本公司向其股東派付股息後，並無導致任何須繳納所得稅之後果。

### 24. 股本 股份

in HK\$ thousand	Company 公司	
	2005	2004
Authorised: 2,000,000,000 (2004: 2,000,000,000) ordinary shares of HK\$0.10 each	<u>200,000</u>	<u>200,000</u>
Issued and fully paid: 1,568,911,394 (2004: 771,461,697) ordinary shares of HK\$0.10 each	<u>156,891</u>	<u>77,146</u>

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### 24. Share capital (continued)

During the year, the movements in share capital were as follows:

- (a) Pursuant to the annual general meeting held on 30 August 2004, an aggregate of 771,461,697 ordinary shares of HK\$0.10 each were issued on 14 September 2004 on the basis of one bonus share for every one existing share held, as fully paid bonus shares by capitalising the sum of approximately HK\$68,229,000 and approximately HK\$8,917,000 to the credit of the Company's share premium account and contributed surplus account, respectively.
- (b) The subscription rights attaching to 25,988,000 share options were exercised at the subscription price of HK\$0.175 per share (note 25), resulting in the issue of 25,988,000 ordinary shares of HK\$0.10 each for a total cash consideration, before expenses, of approximately HK\$4,548,000.

A summary of the transactions during the year with reference to the above movements in the Company's issued share capital is as follows:

	Number of shares in issue 已發行股數	Issued capital HK\$'000 已發行股本 港幣千元	Share premium account HK\$'000 股份溢價賬 港幣千元	Total HK\$'000 總值 港幣千元	
At 1 April 2003	514,307,798	51,431	38,209	89,640	於二零零三年四月一日
Issue of rights shares	257,153,899	25,715	30,859	56,574	發行供股股份
Share issue expenses	—	—	(839)	(839)	發行股份開支
At 31 March 2004 and 1 April 2004	771,461,697	77,146	68,229	145,375	於二零零四年三月三十一日及二零零四年四月一日
Issue of bonus shares (a)	771,461,697	77,146	(68,229)	8,917	發行紅股(a)
Exercise of share options (b)	25,988,000	2,599	1,949	4,548	行使購股權(b)
Share issue expenses	—	—	(94)	(94)	發行股份開支
At 31 March 2005	1,568,911,394	156,891	1,855	158,746	於二零零五年三月三十一日

### Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 25 to the financial statements.

### 24. 股本 (續)

於本年度，股本變動如下：

- (a) 根據於二零零四年八月三十日舉行之股東週年大會，本公司已於二零零四年九月十四日藉將本公司之股份溢價賬約港幣68,229,000元及繳入盈餘賬約港幣8,917,000元之進賬額撥充資本，以發行合共771,461,697股每股面值港幣0.10元之普通股，並入賬列作繳足股款之紅股，發行基準為每持有一股現有股份可獲發一股紅股。
- (b) 25,988,000份購股權所附帶之認購權按每股港幣0.175元之認購價已獲行使(附註25)，致使發行25,988,000股每股面值港幣0.10元之普通股，未經扣除開支之現金代價約為港幣4,548,000元。

年內本公司已發行股本經參考上述變動之交易撮要如下：

### 購股權

本公司購股權計劃及根據該計劃發行購股權之詳情載列於財務報表附註25。

## 25. Share option scheme

The Company operates a share option scheme (the “Scheme”) for the purpose of motivating and providing incentives to eligible participants who contribute to the success of the Group’s operations, and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds equity interest (the “Invested Entities”).

Eligible participants of the Scheme include executive directors, non-executive directors (including independent non-executive directors), and other full-time or part-time employees of the Company, the Company’s subsidiaries and the Invested Entities. The Scheme became effective on 27 November 2003 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all share options to be granted under the Scheme and any other future share option schemes of the Company (excluding share options lapsed in accordance with the terms of the Scheme or any other future share option schemes of the Company) shall not exceed 10% of the total number of shares in issue on the adoption date, 27 November 2003, unless the Company seeks the approval of the shareholders of the Company in general meeting for refreshing the 10% limit under the Scheme. Pursuant to the annual general meeting of the Company held on 30 August 2004 with the approval of the issuance of bonus shares of 771,461,697 on 14 September 2004, the number of shares issuable under the Scheme was adjusted to approximately 154,292,338 which represented 10% of the Company’s shares in issue as at 14 September 2004. The maximum number of shares issuable under share options to each participant in the Scheme within any 12-month period is limited to 1% of the total number of shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting with such participant and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company’s shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

## 25. 購股權計劃

本公司設立購股權計劃(「計劃」)，旨在激發及獎勵該等對本集團業務成績作出貢獻之合資格參與人士，及致使本集團能聘請及挽留能幹僱員，並吸納對本集團及本集團持有其股本權益之任何實體(「投資實體」)而言有價值之人力資源。

計劃之合資格參與人士包括本公司、本公司附屬公司及投資實體之執行董事、非執行董事(包括獨立非執行董事)及其他全職或兼職僱員。計劃於二零零三年十一月二十七日生效，除非計劃以其他方式註銷或修訂，否則自該日起計有效期為10年。

根據計劃及本公司任何將來其他購股權計劃將予授出之所有購股權獲行使時可予發行之股份最高數目(不包括根據計劃或本公司任何將來其他購股權計劃條款失效之購股權)，不得超過採納日期二零零三年十一月二十七日之已發行股份總數10%，除非本公司於股東大會徵求本公司股東批准更新計劃上限10%。根據本公司於二零零四年八月三十日舉行之股東週年大會批准於二零零四年九月十四日發行771,461,697股紅股，可發行之股份數目已根據計劃調整至約154,292,338股，佔本公司於二零零四年九月十四日已發行股份之10%。於任何12個月期間內，根據購股權可向各計劃參與人士發行之股份最高數目，以本公司於任何時間已發行股份之1%為限。進一步授出超過該上限之購股權，須待股東於股東大會批准，方為有效，惟有關參與人士及其聯繫人士須就此放棄投票。

向本公司董事、行政總裁或主要股東或彼等各自之聯繫人士授出之購股權，須事先獲獨立非執行董事(不包括同時為購股權承授人之獨立非執行董事)批准。此外，於任何12個月期間向本公司主要股東或獨立非執行董事或彼等各自之聯繫人士授出之任何購股權，倘超過本公司任何時間已發行股份0.1%或總值(按授出日期本公司股份收市價計算)超過港幣5,000,000元，則須獲股東於股東大會事先批准。



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### 25. Share option scheme (continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options. Options granted during the term of this Scheme and remain unexercised immediately prior to the end of the 10-year period of the Scheme shall continue to be exercisable in accordance with their terms of grant within the exercise period for which such options are granted, notwithstanding the expiry of the Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant; and (iii) the nominal value of the Company's share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目				Date of grant of share options (note 2) 授出購股權日期 (附註2)	Exercise period of share options (note 3) 購股權行使期	Exercise price of share options (note 3) 購股權行使價 HK\$港幣元	Price of the Company's shares at grant date of options (note 4) 授出購股權日期之本公司股價 (附註4) HK\$港幣元	Price of the Company's shares at exercise date of options (note 5) 行使購股權日期之本公司股價 (附註5) HK\$港幣元
	At 1 April 2004 於二零零四年四月一日	Adjustment for bonus issue (note 1) 就發行紅股作出調整 (附註1)	Exercised during the year 年內行使	At 31 March 2005 於二零零五年三月三十一日					
<b>Directors 董事</b>									
Ms. CHAN So Kuen 陳素娟女士	1,666,666	1,666,666	3,332,000	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至二零一三年十二月一日	0.175	0.173	1.91
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至二零一三年十二月一日	0.175	0.173	-
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至二零一三年十二月一日	0.175	0.173	-
	<u>5,000,000</u>	<u>5,000,000</u>	<u>3,332,000</u>	<u>6,668,000</u>					

### 25. 購股權計劃 (續)

授出購股權之要約可於授出日期起計28日內在承授人支付合共港幣1元象徵式代價後接納。已授出購股權之行使期由董事局釐訂，並自若干授出期間後開始及於購股權授出日期起計10年內屆滿。於計劃期間授出及於緊接計劃10年期間屆滿前尚未行使之購股權，儘管計劃已屆滿，仍可根據其授出條款於授出購股權行使期間內繼續予以行使。

購股權之行使價由董事局釐訂，惟不得低於以下之最高者：(i)於購股權授出日期本公司股份於聯交所之收市價；(ii)緊接授出日期前5個交易日本公司股份於聯交所之平均收市價；及(iii)本公司股份面值。

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

年內計劃項下尚未行使之購股權如下：

25. Share option scheme (continued)

25. 購股權計劃 (續)

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目				Date of grant of share options (note 2) 授出購股權日期 (附註2)	Exercise period of share options 購股權行使期	Exercise price of share options (note 3) 購股權行使價 (附註3) HK\$港幣元	Price of the Company's shares at grant date of options (note 4) 授出購股權日期之本公司股價 (附註4) HK\$港幣元	Price of the Company's shares at exercise date of options (note 5) 行使購股權日期之本公司股價 (附註5) HK\$港幣元
	At 1 April 2004 於二零零四年四月一日	Adjustment for bonus issue (note 1) 就發行紅股作出調整 (附註1)	Exercised during the year 年內行使	At 31 March 2005 於二零零五年三月三十一日					
<b>Directors 董事</b>									
Ms. Pansy CHAU Wai Man 周慧雯女士	1,666,666	1,666,666	3,332,000	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175	0.173	1.91
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	<u>5,000,000</u>	<u>5,000,000</u>	<u>3,332,000</u>	<u>6,668,000</u>					
Mr. Dickie FU Shing Kwan 傅成坤先生	1,666,666	1,666,666	3,332,000	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175	0.173	1.91
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	<u>5,000,000</u>	<u>5,000,000</u>	<u>3,332,000</u>	<u>6,668,000</u>					

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### 25. Share option scheme (continued)

### 25. 購股權計劃 (續)

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目				Date of grant of share options (note 2) 授出購股權日期 (附註2)	Exercise period of share options 購股權行使期	Exercise price of share options (note 3) 購股權行使價 (附註3) HK\$港幣元	Price of the Company's shares at grant date of options (note 4) 授出購股權日期之本公司股價 (附註4) HK\$港幣元	Price of the Company's shares at exercise date of options (note 5) 行使購股權日期之本公司股價 (附註5) HK\$港幣元
	At 1 April 2004 於二零零四年四月一日	Adjustment for bonus issue (note 1) 就發行紅股作出調整 (附註1)	Exercised during the year 年內行使	At 31 March 2005 於二零零五年三月三十一日					
<b>Directors 董事</b>									
Mr. Simon ORR Kuen Fung 柯權峯先生	1,666,666	1,666,666	3,332,000	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175	0.173	1.91
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	<u>5,000,000</u>	<u>5,000,000</u>	<u>3,332,000</u>	<u>6,668,000</u>					
Mr. FUNG Ping Chuen* 馮炳全先生*	1,666,666	1,666,666	3,332,000	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175	0.173	1.91
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	1,666,667	1,666,667	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	<u>5,000,000</u>	<u>5,000,000</u>	<u>3,332,000</u>	<u>6,668,000</u>					

## 25. Share option scheme (continued)

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目				Date of grant of share options (note 2) 授出購股權日期 (附註2)	Exercise period of share options 購股權行使期	Exercise price of share options (note 3) 購股權行使價 (附註3) HK\$港幣元	Price of the Company's shares at grant date of options (note 4) 授出購股權日期之本公司股價 (附註4) HK\$港幣元	Price of the Company's shares at exercise date of options (note 5) 行使購股權日期之本公司股價 (附註5) HK\$港幣元
	At 1 April 2004 於二零零四年四月一日	Adjustment for bonus issue (note 1) 就發行紅股作出調整 (附註1)	Exercised during the year 年內行使	At 31 March 2005 於二零零五年三月三十一日					
<b>Other employees 其他僱員</b>									
In aggregate 合共	4,666,666	4,666,666	9,328,000	5,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175	0.173	1.91
	4,666,667	4,666,667	-	9,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	4,666,667	4,666,667	-	9,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175	0.173	-
	<u>14,000,000</u>	<u>14,000,000</u>	<u>9,328,000</u>	<u>18,672,000</u>					
	<u>39,000,000</u>	<u>39,000,000</u>	<u>25,988,000</u>	<u>52,012,000</u>					

\* Mr. FUNG Ping Chuen resigned as a director of the Company on 1 June 2005. All unexercised share options held by him up to 31 August 2005 will be lapsed on the same date in accordance with the Scheme.

\* 馮炳全先生已於二零零五年六月一日辭任本公司董事職務，其所有於二零零五年八月三十一日尚未行使之購股權將根據計劃於同日失效。

### 25. Share option scheme (continued)

Notes:

1. Pursuant to the annual general meeting of the Company held on 30 August 2004, an aggregate of 771,461,697 ordinary shares of HK\$0.10 each were issued on 14 September 2004 on the basis of one bonus share, credited as fully paid, for every one existing share of HK\$0.10 each in the capital of the Company (the "Bonus Issue"). As a result, the holders of the share options granted on 2 December 2003 were entitled to adjustments to the number of shares of HK\$0.10 each by (i) doubling the quantity of share options and (ii) reducing by half the exercise price to HK\$0.175 per share.
2. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
3. The exercise price of the share options is subject to adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital, and was adjusted for the Bonus Issue made on 14 September 2004 from HK\$0.35 to HK\$0.175.
4. The price of the Company's shares disclosed as at the date of the grant of the share options is the closing price on the Stock Exchange on the trading day immediately prior to the date of the grant of the share options and was adjusted for the Bonus Issue on 14 September 2004 from HK\$0.345 to HK\$0.173.
5. The price of the Company's shares disclosed at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure line.

The 25,988,000 share options exercised during the year resulted in the issue of 25,988,000 ordinary shares of the Company and new share capital of approximately HK\$2,599,000 and share premium of approximately HK\$1,949,000 (before issue expenses) as detailed in note 24 to the financial statements.

At the balance sheet date, the Company had 52,012,000 share options outstanding under the Scheme, which represented approximately 3.3% of the Company's shares in issue as at that date. The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 52,012,000 additional ordinary shares of the Company and additional share capital of approximately HK\$5,201,000 and share premium of approximately HK\$3,901,000 (before issue expenses).

### 25. 購股權計劃 (續)

附註：

1. 根據於二零零四年八月三十日舉行之股東週年大會，本公司已於二零零四年九月十四日發行合共771,461,697股每股面值港幣0.10元之普通股，基準為每持有一股本公司股本中每股面值港幣0.10元之現有股份可獲發一股賬列作繳足紅股(「發行紅股」)。因此，於二零零三年十二月二日獲授購股權之持有人有權透過(i)將購股權數量增加一倍及(ii)將行使價減少一半至每股港幣0.175元，以調整每股面值港幣0.10元之股份數目。
2. 購股權歸屬期間為自授出日期起計直至行使期間開始。
3. 倘屬供股或發行紅股或本公司股本有其他類似變動，購股權行使價須作出調整，並已於二零零四年九月十四日就發行紅股由港幣0.35元調整至港幣0.175元。
4. 於購股權授出日期披露之本公司股份價格為緊接授出購股權日期前交易日之聯交所收市價，並於二零零四年九月十四日就發行紅股由港幣0.345元調整至港幣0.173元。
5. 於購股權行使日所披露之本公司股份價格乃聯交所報之收市價除以於披露期限內之所有購股權行使價之加權平均數。

年內已行使之25,988,000份購股權致使發行本公司25,988,000股普通股，並產生新股本約港幣2,599,000元及股份溢價約港幣1,949,000元(扣除發行開支前)，詳情載於財務報表附註24。

於結算日，本公司計劃項下之尚未行使之購股權有52,012,000份，相當於該日本公司已發行股份約3.3%。按本公司現有股本結構悉數行使購股權，將導致本公司發行約52,012,000股額外普通股股份，而股本及股份溢價將分別增加約港幣5,201,000元及約港幣3,901,000元(扣除發行開支前)。

## 26. Reserves

### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 49 and 50 of the financial statements.

The amounts of goodwill and negative goodwill arising on the acquisition of subsidiaries in prior years remaining in consolidated reserves are as follows:

in HK\$ thousand	Group 集團		港幣千元
	Goodwill eliminated against capital reserve and retained profits 與資本儲備及保留溢利對銷之商譽	Negative goodwill included in capital reserve 計入資本儲備內之負商譽	
Cost			成本
At 1 April 2004 and at 31 March 2005	(28,174)	2,733	於二零零四年四月一日及二零零五年三月三十一日
Accumulated impairment			累積減值
At 1 April 2004 and at 31 March 2005	2,205	(664)	二零零四年四月一日及於二零零五年三月三十一日
Net amount			淨額
At 31 March 2005	(25,969)	2,069	於二零零五年三月三十一日
At 31 March 2004	(25,969)	2,069	於二零零四年三月三十一日

## 26. 儲備

### (a) 集團

本年度及前年度本集團儲備及其中變動之數額呈列於財務報表第49及50頁之綜合權益變動報表內。

前年度因收購附屬公司而產生，且仍存於綜合儲備內之商譽及負商譽金額如下：

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### 26. Reserves (continued)

#### (b) Company

in HK\$ thousand	Notes 附註	Share premium account 股份溢價賬	Contributed surplus 繳入盈餘	Retained profits/ (accumulated losses) 保留溢利/ (累積虧損)	Total 總值
At 1 April 2003		38,209	166,533	(7,881)	196,861
Issue of rights shares		30,859	–	–	30,859
Share issue expenses		(839)	–	–	(839)
Net profit for the year		–	–	55,125	55,125
Proposed final 2004 dividend		–	–	(46,288)	(46,288)
At 31 March 2004		68,229	166,533	956	235,718
Issue of bonus shares	24(a)	(68,229)	(8,917)	–	(77,146)
Exercise of share options	24(b)	1,949	–	–	1,949
Share issue expenses		(94)	–	–	(94)
Net profit for the year		–	–	96,648	96,648
Interim 2005 dividend		–	–	(28,240)	(28,240)
Proposed final 2005 dividend		–	–	(61,188)	(61,188)
At 31 March 2005		1,855	157,616	8,176	167,647

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the aggregate net asset value of the subsidiaries acquired at the date of acquisition, at the time of the Group reorganisation prior to the listing of the Company's shares in 1993. Under the Companies Act 1981 of Bermuda, the Company may make distributions to its shareholders out of the contributed surplus.

### 26. 儲備 (續)

#### (b) 公司

港幣千元
於二零零三年四月一日
發行供股股份
發行股份開支
年內淨溢利
擬派二零零四年末期股息
於二零零四年三月三十一日
發行紅股
行使購股權
發行股份開支
年內淨溢利
二零零五年中期股息
擬派二零零五年末期股息
於二零零五年三月三十一日

本公司之繳入盈餘乃於一九九三年本公司股份上市前作出集團重組時，本公司為交換附屬公司已發行股本而發行之股份面值，與被收購之附屬公司於收購日的資產淨值總和之差額。根據百慕達一九八一年《公司法》，本公司可將繳入盈餘分派予其股東。

## 27. Operating lease arrangements

### (a) As lessor

The Group sub-leases certain of its retail properties under operating lease arrangements, with the leases negotiated for terms ranging from two to five years. The terms of the leases also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 March 2005, the Group had total future minimum lease receivables under non-cancellable operating leases with their tenants falling due as follows:

in HK\$ thousand	Group 集團	
	2005	2004
Within one year	<b>1,758</b>	2,362
In the second to fifth years, inclusive	<b>2,573</b>	4,144
	<b>4,331</b>	6,506

### (b) As lessee

The Group leases certain of its offices, retail outlets and warehouse properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to ten years.

At 31 March 2005, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

in HK\$ thousand	Group 集團	
	2005	2004
Within one year	<b>230,311</b>	203,249
In the second to fifth years, inclusive	<b>245,606</b>	238,377
After five years	<b>5,256</b>	10,966
	<b>481,173</b>	452,592

The operating lease rentals of certain retail outlets are based solely on the sales of those outlets. In the opinion of the directors, as the future sales of those retail outlets could not be accurately estimated, the relevant rental commitments have not been included above.

At the balance sheet date, the Company did not have any future minimum lease payments under non-cancellable operating leases.

## 27. 經營租賃之安排

### (a) 作為出租人

本集團在經營租賃之安排下，分租其若干零售物業，議定之租期為二至五年不等。該租約之條款亦規定租客須繳付保證按金，並訂明可根據當時之市況行情定期作出租金調整。

於二零零五年三月三十一日，本集團在與租戶簽訂之不可撤銷之經營租賃，日後最低租賃收款項總額於到期日如下：

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Within one year	<b>1,758</b>	2,362	於一年內
In the second to fifth years, inclusive	<b>2,573</b>	4,144	於第二年至第五年，包括首尾兩年
	<b>4,331</b>	6,506	

### (b) 作為承租人

本集團在經營租賃之安排下，租用若干辦公室、零售店舖及貨倉物業。該等物業議定之租期由一年至十年不等。

於二零零五年三月三十一日，本集團在不可撤銷之經營租賃下，日後最低租賃付款總額於到期日如下：

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Within one year	<b>230,311</b>	203,249	於一年內
In the second to fifth years, inclusive	<b>245,606</b>	238,377	於第二年至第五年，包括首尾兩年
After five years	<b>5,256</b>	10,966	五年後
	<b>481,173</b>	452,592	

若干零售店舖之經營租賃租金純粹按該等店舖之銷售額計算。董事認為，由於難以準確估計該等零售店舖日後之銷售額，故以上並無包括有關租金承擔。

於結算日，本公司在不可撤銷經營租賃下，並無任何日後最低租賃付款。



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### 28. Commitments

In addition to the operating lease commitments detailed in note 27(b) above, the Group had the following commitments at the balance sheet date:

(a) Capital commitments

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Contracted, but not provided for Leasehold improvements	704	393	已訂約但未撥備 租賃物業裝修
Furniture, fixtures and office equipment	1,349	–	傢俬、裝置及辦公室設備
	<b>2,053</b>	393	

(b) Commitments under forward foreign exchange contracts

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Forward foreign exchange contracts	103,656	60,191	遠期外匯合約

At the balance sheet date, the Company did not have any significant commitments.

### 28. 承擔

除於上文附註27(b)詳述之經營租賃承擔外，本集團於結算日之承擔如下：

(a) 資本承擔

(b) 遠期外匯合約之承擔

於結算日，本公司並無任何重大承擔。

## 29. Contingent liabilities

### (a) Bank guarantees

in HK\$ thousand	Group 集團		港幣千元
	2005	2004	
Bank guarantees given in lieu of utility and property rental deposits	<b>493</b>	36	代替水電及租用物業按金之銀行擔保

The Company has given guarantees in favour of banks to the extent of HK\$384,000,000 (2004: HK\$404,000,000) in respect of banking facilities granted to certain subsidiaries. These were utilised to the extent of HK\$40,880,000 as at 31 March 2005 (2004: HK\$51,988,000).

### (b) Tax exposure in relation to certain co-operative arrangements in Taiwan

In October 2004, a Taiwan branch of one of the Group's subsidiaries (the "Taiwan Branch") received a notice of claim from the Taipei National Tax Administration, Ministry of Finance (the "TNTA"), relating to the underpayment of business tax on sales made through certain retail stores which operated under co-operative arrangements with third parties during the period from January 2001 to May 2003, together with penalties of approximately NT\$27.9 million in aggregate (equivalent to approximately HK\$6.9 million).

An amendment letter against the claim was filed by the local tax representative of the Taiwan Branch during the year. If the Taiwan Branch is unsuccessful in the objection to the above claim from TNTA, tax losses of NT\$223 million (equivalent to approximately HK\$55 million) arising from the Taiwan Branch as at 31 March 2003 may be disallowed and will not be available to offset against taxable profits of the Taiwan Branch for the years ended 31 March 2004 and 31 March 2005. Accordingly, the Taiwan Branch may subject to a profits tax charge of NT\$33 million (equivalent to approximately HK\$8.2 million) from the TNTA for the years ended 31 March 2004 and 31 March 2005.

The directors, based on the advice from the local tax representative of the Taiwan Branch, believe that the Taiwan Branch has a valid ground to object the claim from the TNTA, and accordingly, have not made any provision for the tax claim or any potential additional profits tax liabilities as at 31 March 2005.

## 29. 或然負債

### (a) 銀行擔保

本公司就若干附屬公司所獲批之銀行信貸而向銀行作出港幣384,000,000元(二零零四年：港幣404,000,000元)之擔保。於二零零五年三月三十一日已動用之信貸額為港幣40,880,000元(二零零四年：港幣51,988,000元)。

### (b) 有關於台灣若干合作協議之稅項

於二零零四年十月，本集團其中一家附屬公司之台灣分公司(「台灣分公司」)接獲財政部台北市國稅局(「台北市國稅局」)發出之索償通知書，內容有關於二零零一年一月至二零零三年五月期間與第三方透過訂立合作安排經營之若干零售店舖少付銷售營業稅，連同罰款合共約27,900,000元新台幣(相等於約港幣6,900,000元)。

年內，台灣分公司之地方稅務代表已入稟反對索償之修訂函件。倘台灣分公司未能成功向台北市國稅局反對上述索償，台灣分公司於二零零三年三月三十一日所產生之稅務虧損223,000,000元新台幣(相等於約港幣55,000,000元)可能不可以用作抵銷台灣分公司截至二零零四年三月三十一日及二零零五年三月三十一日止年度各年之應課稅溢利。因此，台灣分公司可能須向台北市國稅局繳付截至二零零四年三月三十一日及二零零五年三月三十一日止年度之利得稅33,000,000元新台幣(相等於約港幣8,200,000元)。

董事根據台灣分公司之地方稅務代表所提供之意見，相信台灣分公司有足夠有效的理據反對台北市國稅局之索償，因此，於二零零五年三月三十一日，並無就稅務索償或任何潛在額外利得稅負債提供撥備。

### 30. Litigation

- (a) A High Court action (the “WDC Action”), which commenced on 10 June 1998, was brought against J & R Bossini Trading Limited (“Bossini Trading”), a subsidiary of the Company, by Weiland Development Company Limited (“WDC”), for breach of a lease (the “Lease”) relating to a property used by Bossini Trading as a warehouse for a minimum amount of approximately HK\$7,248,000. Bossini Trading is defending against the WDC Action and has counter-claimed against WDC for a declaration that the Lease was lawfully terminated. As at the date of this report, the directors believe that it is not practicable to estimate the possible extent of the liability of Bossini Trading, if any, in respect of the WDC Action. However, the directors are of the opinion that the WDC claim is unlikely to succeed based on the merits of the case and therefore, the directors consider that no material liability is likely to result therefrom.
- (b) Two High Court actions (the “Actions”), which both commenced on 24 July 1998, were brought against Bossini Trading by Sano Screen Manufacturing Limited and Tri-Star Fabric Printing Works Limited (collectively called the “Plaintiffs”), for breach of leases relating to properties used by Bossini Trading as warehouses. Judgements in respect of the Actions were awarded in favour of the Plaintiffs against Bossini Trading on 16 June 2000 for an amount not exceeding HK\$2,467,000, together with interest thereon from the date of the said judgements to the date of payment at the judgement rate, and the costs of the Actions. As at the date of this report, no payment has been made by Bossini Trading.

A winding-up order was made against Bossini Trading on 28 January 2002. So far as the directors are aware, with a winding-up order having been made against Bossini Trading, WDC would require leave of the courts to continue the WDC Action and such leave has not been obtained.

With respect to the Actions, the Plaintiffs would likely rank as unsecured creditors in the event of any distribution of assets upon the winding-up of Bossini Trading.

As Bossini Trading has minimal assets and neither the Company nor any of its subsidiaries has provided any guarantees or sureties in respect of the liabilities of Bossini Trading, the directors consider that there would be no significant adverse impact on the financial position of the Group as a result of any action taken by the Plaintiffs to enforce the judgements against Bossini Trading or any unfavourable judgement being made against Bossini Trading upon leave of the courts being granted to WDC to continue the WDC Action.

### 30. 訴訟

- (a) Weiland Development Company Limited (「WDC」) 於一九九八年六月十日，就本公司之附屬公司堡獅龍貿易有限公司 (「堡獅龍貿易」) 違反租用作貨倉之物業租約 (該「租約」)，向堡獅龍貿易提出一項高院民事訴訟 (「WDC 訴訟」)，索償最低款額約港幣7,248,000元。堡獅龍貿易現正作出抗辯及向WDC提出反訴訟，要求法院頒令指該租約已合法終止。於本報告日期，董事相信要估計堡獅龍貿易可能須就WDC訴訟承擔之法律責任 (如有) 並不可行。然而，就該訴訟所作之依據，董事認為WDC之勝訴機會不大，故堡獅龍貿易不會因而須承擔重大責任。
- (b) Sano Screen Manufacturing Limited及Tri-Star Fabric Printing Works Limited (統稱「原訴人」) 於一九九八年七月二十四日就堡獅龍貿易違反租用作貨倉之物業租約，向堡獅龍貿易提出兩項高院民事訴訟 (該等「訴訟」)。法院於二零零零年六月十六日就該等訴訟判決裁定原訴人勝訴，堡獅龍貿易須賠償為數不超過港幣2,467,000元之款項 (連同由裁決日起至支付該筆款項之日止期間按裁決利率計算之利息) 及堂費。於本報告日期，堡獅龍貿易尚未繳付該等款項。

法院於二零零二年一月二十八日向堡獅龍貿易頒發清盤令。就董事所知，由於堡獅龍貿易已遭法院頒令清盤，WDC須取得法院准許方可繼續WDC訴訟，而至今WDC仍未獲發該等准許。

就該等訴訟而言，倘堡獅龍貿易遭清盤而進行任何資產分配，原訴人將被列入無抵押債權人類別。

由於堡獅龍貿易只有少量資產，而本公司及其任何附屬公司概無就堡獅龍貿易之債務提供任何擔保或保證，故董事認為倘原訴人向堡獅龍貿易採取任何法律行動執行裁決，或WDC獲法院准許繼續WDC訴訟而法院作出任何對堡獅龍貿易不利之裁決，亦不會對本集團之財務狀況構成重大不利影響。

### 31. Related party transactions

In addition to the transactions and balances detailed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

in HK\$ thousand	Notes 附註	Group 集團		港幣千元
		2005	2004	
Rental paid for warehouse premises	(a)	<b>1,074</b>	992	貨倉租金
Rental paid for office premises	(b)	<b>4,640</b>	4,227	辦公室租金
Purchases of garments	(c)	<b>232,340</b>	157,275	購買成衣

Notes:

- The rental was paid to Laws International Group Limited (“Laws International”). Certain directors of Laws International, who have beneficial equity interests therein, are relatives of Mr. LAW Ka Sing and Mr. Simon ORR Kuen Fung, directors of the Company. The rental was determined by reference to open market rentals at the inception of the tenancy agreement.
- The rental was paid to Bright City International Limited (“Bright City”). Certain directors of Bright City, who have beneficial equity interests therein, are relatives of Mr. LAW Ka Sing and Mr. Simon ORR Kuen Fung, directors of the Company. The rental was determined by reference to open market rentals at the inception of the tenancy agreement.
- During the year, garments totalling HK\$232,340,000 (2004: HK\$157,275,000) were purchased from certain wholly-owned subsidiaries of Laws International. Certain directors of these companies, who have beneficial equity interests therein, are relatives of Mr. LAW Ka Sing and Mr. Simon ORR Kuen Fung, directors of the Company. The purchases were determined by reference to the prevailing market prices. Details of the Group’s trade balances with these suppliers as at the balance sheet date are included in note 20 to the financial statements.

The related party transactions in respect of the above transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### 31. 關連人士交易

除財務報表所詳述之交易及結餘外，本集團於年內與關連人士進行之重大交易如下：

附註：

- 租金乃繳付予羅氏國際集團有限公司(「羅氏國際」)。羅氏國際之若干擁有實益股本權益之董事乃本公司董事羅家聖先生及柯權峯先生之親屬。租金乃參照租約生效時之公開市值租金而釐定。
- 租金乃繳付予澤城國際有限公司(「澤城」)。澤城之若干擁有實益股本權益之董事乃本公司董事羅家聖先生及柯權峯先生之親屬。租金乃參照租約生效時之公開市值租金而釐定。
- 年內，本公司分別向若干羅氏國際全資附屬公司購買港幣232,340,000元(二零零四年：港幣157,275,000元)之成衣。該等公司之若干擁有實益股本權益之董事乃本公司董事羅家聖先生及柯權峯先生之親屬。採購乃參照當時之市價釐訂。於結算日，本集團與該等供應商之貿易結餘詳情載列於財務報表附註20。

有關上述交易之關連人士交易亦構成上市規則第14A章所界定之持續關連交易。

## Notes to financial statements 財務報表附註

31 March 2005 二零零五年三月三十一日

### 32. Comparative amounts

The amounts due from subsidiaries in the prior year of HK\$243,223,000 was included in interests in subsidiaries in non-current assets. To accord with the presentation adopted in the current year, which in the opinion of the directors better reflects the underlying nature of the transactions, it has been reclassified to current assets.

### 33. Approval of the financial statements

The financial statements were approved and authorised for issue by the board of directors on 5 July 2005.

### 32. 比較數字

去年應收附屬公司款項港幣243,223,000元已計入非流動資產項下於附屬公司之權益內。為配合本年度董事認為可更清晰反映該等交易之基本性質而採納之呈列方式，應收附屬公司款項已重新分類為流動資產。

### 33. 財務報表之批准

董事局已於二零零五年七月五日批准及授權發佈本財務報表。