

財務回顧

融資及資本架構

在本期間內，本集團之流動資產淨值約為20,300萬港元（二零零五年九月三十日：22,800萬港元）。本集團之流動及速動比率（不包括存貨），分別為2.3（二零零五年九月三十日：2.8）及2.1（二零零五年九月三十日：2.5）。股東資金維持於約47,300萬港元（二零零五年九月三十日：45,600萬港元）之水平。

本集團約有7,700萬港元現金及銀行存款（二零零五年九月三十日：8,900萬港元）。而定期存款約有1,000萬港元（二零零五年九月三十日：990萬港元）。集團本著穩健的作風，以內部資金營運為主，對外借貸保持在6-12%之水平。借貸風險較其他同類型公司為低。

截至二零零六年三月三十一日止期間，本集團之總銀行借貸約為3,600萬港元（二零零五年九月三十日：3,500萬港元）。其中1,600萬港元（二零零五年九月三十日：1,800萬港元）毋須於一年內償還。所得借款，主要用作收購投資物業之用。

於結算日之後，本集團分別獲得銀行二筆合共2,600萬港元的貸款，作為收購位於香港灣仔軒尼詩道與堅拿道西交界商業店舖之融資。該物業乃連租約收購，收購事項將於二零零六年六月五日內完成。

FINANCIAL REVIEW

Financing and Capital Structure

In the period, the net current assets of the Group was at a level of approximately HK\$203 million (30 September 2005: HK\$228 million). The current ratio and the quick ratio (excluding inventories) were 2.3 (30 September 2005: 2.8) and 2.1 (30 September 2005: 2.5) respectively. Shareholders' funds were maintained at approximately HK\$473 million (30 September 2005: HK\$456 million).

The Group maintained bank balances and cash of approximately HK\$77 million (30 September 2005: HK\$89 million), while the fixed deposit was approximately to HK\$10 million (30 September 2005: HK\$9.9 million). The Group has followed its prudent philosophy of operations and mainly used internal fund for operation whilst keeping its bank borrowings at the level of 6% to 12%. The risk of borrowing is relatively lower than the similar sizes of companies.

For the period ended 31 March 2006, the total bank borrowings of the Group stood at approximately HK\$36 million (30 September 2005: HK\$35 million) of which HK\$16 million (30 September 2005: HK\$18million) was not repayable within one year. The borrowings were mainly used to finance the acquisition of investment properties.

After the period ended, the Group has been granted two new term loans from bank, totally amounting to HK\$26 million. The new term loans will be used to finance the acquisition of a new retail shop which is situated at the intersection of Hennessy Road and Canal Road West. The acquisition was subject to a tenancy, which current term will be completed on 5 June 2006.

資本支出

期內總資本支出約為4,800萬港元(二零零五年九月三十日: 3,900萬港元, 其中約2,100萬港元用於興建位於中國羅定與河源之新建工業樓宇, 而約2,700萬港元則用作收購投資物業。除以上兩個項目支出外, 本集團於上半年沒作較大金額投放於機器設備上。

庫務政策

本集團之銷售及採購大部份以美元及港元結算。由於港元與美元掛鈎, 令本集團承受外匯波動風險甚低, 而現時, 本集團並無訂立任何金融工具作為對沖用途。然而, 本集團將密切監察整體之貨幣及利率風險。於認為合適時, 本集團將為貨幣風險及利率風險進行對沖。

僱員資料

於二零零六年三月三十一日, 本集團約有39名香港僱員(二零零五年九月三十日: 36名), 而內地約有2,900名僱員(二零零五年九月三十日: 3,200名)。內地員工的流動性相對較香港僱員為高。為了挽留僱員, 酬金一般參考市場標準及個別員工資歷而釐定。本集團僱員之薪金及工資一般於每年根據表現評估及其他相關因素作出檢討。本集團亦按管理人員各自之良好表現及各公司之業績發放花紅。香港僱員之福利計劃包括一項公積金計劃及醫療保險。本公司設有購股權計劃, 據此可向僱員授出認購本公司股份之購股權。購股權計劃旨在給予僱員盡展所長之機會。

Capital Expenditure

Total capital expenditure for the period was HK\$48 million (30 September 2006: 39 million), out of which, HK\$21 million (30 September 2005: HK\$28 million) was spent on the construction of industrial buildings in Luoding and Heyuen, whereas approximately HK\$27 million was used to the acquisition of investment properties. Besides the said expenditures, the Group did not make any substantial investment on plant and machinery in the first half year.

Treasury Policy

Most of the Group's sales and purchases were denominated in HK Dollars and US Dollars. As HK Dollars and US Dollars are pegged, the Group had minimum exposure to foreign exchange fluctuation and, presently, the Group has not entered into any financial instrument for hedging purposes. However, the Group will closely monitor the overall currency and interest rate exposures. When appropriate, the Group will hedge against currency exposure as well as interest rate exposure.

EMPLOYEE INFORMATION

As at 31 March 2006, the Group employed approximately 39 employees (30 September 2005: 36) in Hong Kong and approximately 2,900 employees (30 September 2005: 3,200) in the PRC. Generally, the turnover rate of PRC employees is relatively higher than that of Hong Kong employees. In order to encourage employees to stay with the Group, the remuneration packages are generally structured with reference to market conditions and the qualifications of the employees. The salaries and wages of the Group's employees are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Bonuses are normally paid to the management, based on individual merits as well as the results from the respective companies with which the staff works for. Benefit plans for Hong Kong staff include a provident fund scheme and medical insurance. The Company also maintains a Share Option Scheme, under which options may be granted to employees to subscribe for shares in the Company. This Share Option Scheme is designed to give employees an incentive to enhance their performance.

展望

現時於中國大陸投資的大部份香港或台灣生產企業，面對的挑戰較以前為多。這些挑戰當中包括工資增幅，內地物價與生活水平的上升，特別是深圳，東莞等珠江三角洲一帶。再加上生產性企業密集增加彼此競爭。不同業務企業同樣面對著相同的問題：如油價處高水平，利息升勢未止，人民幣短期內進一步升值，成本（如薪金，工資及其他人民幣計算開支）增加及勞工短缺等。這些問題都同樣嚴重影響到集團利潤。

為了減輕種種不利因素，故集團早下決定，遠離東莞及深圳地區，於河源及羅定設廠。藉著遷往開發中的地區去，盡可能減輕所有成本費用支出及同時讓集團獲得更大的發展空間，來擴大生產業務。在可見未來，集團將會竭力的開發新產品，管理層有信心新產品在市場上更具競爭能力，及會為集團帶來滿意回報。

預期本財政年度下半年市況仍然困難，因此本集團將會面對著種種挑戰。然而，集團將繼續嚴控成本、精簡營運、減少資本開支，致力維持致勝關鍵，進一步加強產品質量控制和提升生產效率。展望未來，集團將克盡所能，維持盈利能力，承諾為股東爭取最佳回報。

PROSPECTS

At present, the operation environments of most of Hong Kong or the Taiwan enterprises investing in the PRC are more challenging than ever. These challenges include increasing wages, surging consumption prices and living standard in PRC, (especially in the areas of Shenzhen, Dongguan and Pearl River delta area). In addition, the high density of production enterprises has increased competition. These factors are common for different types of enterprises: i.e. relatively high oil prices, increasing interest rate, possible further appreciation in RMB, increasing costs (such as wages and salaries and other expenses denominated in RMB) and labour shortage etc. All of these factors will significantly impact upon the Group's profits.

To mitigate against these unfavorable factors, the Group has already decided to move its production facilities to areas far from the Dongguan and Shenzhen areas and establish new plants in Heyuen and Luoding. With the relocation to the developing zones, it is possible to lower all production cost and at the same time allow the Group to obtain ample development space for future production expansion. In the foreseeable future, the Group will do its utmost to develop new products. Management is confident that the new products will improve the Group's bargaining power in the market and contribute to satisfactory returns to the Group.

It is anticipated that the market condition will remain difficult in the second half of the financial year, and the Group will still need to face various challenges. However, the Group will continue to take stringent cost controls, streamline its operations, reduce its capital expenditure, maintain its vigilance to further strengthen the quality of its products and enhance its production efficiency. These will be the keys to the Group's continual success. Looking ahead, the Group will strive to sustain its profitability, and is committed to the best interests of its shareholders.

董事於證券之權益

於二零零六年三月三十一日，本公司各董事於本公司或其任何聯繫公司（定義見證券及期貨條例（「證券及期貨條例」第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第352條須記錄於本公司存置之登記冊內之權益及淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

於本公司每股面值0.50港元普通股之好倉：

DIRECTOR'S INTERESTS IN SECURITIES

As at 31 March 2006, the interests and short positions of the directors of the Company, in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

Long positions in ordinary shares of HK\$0.5 each of the Company:

| 董事名稱 Name of director | 家族權益 Family interest | 公司權益 Corporate interest | 股份總數 Total number of shares | 佔本公司 已發行股本 之百分比 Percentage of the Company's issued share capital |
|--|-------------------------|----------------------------|--------------------------------|--|
| 周德雄先生 (附註a) Mr. Chow Tak Hung (note a) | — | 191,413,194 | 191,413,194 | 51.22% |
| 周彩花女士 (附註b) Madam Chau Choi Fa (note b) | 191,413,194 | — | 191,413,194 | 51.22% |

附註：

Notes:

(a) 周德雄先生、周煥燕女士及黃少華女士分別乃Bright Asia Holdings Limited已發行股60%、20%及20%之實益擁有人。

(a) Mr. Chow Tak Hung, Madam Chow Woon Yin and Madam Wong Siu Wah are beneficial owners of 60%, 20% and 20% respectively of the issued share capital of Bright Asia Holdings Limited.

(b) 周德雄先生乃周彩花女士之丈夫，故其個人權益亦因此屬周彩花女士之家族權益。

(b) Mr. Chow Tak Hung is the husband of Madam Chau Choi Fa whose personal interests are therefore also the family interest of Madam Chau Choi Fa.

除上文所披露及購股權計劃與董事獲取股份或債券之權利一節披露所持有之購股權外(本公司若干董事以信託形式持有若干附屬公司之若干代理人股份除外)，於二零零六年三月三十一日，概無董事、主要行政人員或彼等之聯繫人士於本公司或其任何聯繫公司(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄於本公司存置之登記冊內或須另行知會本公司及聯交所之權益或淡倉。

購股權計劃與董事獲取股份或債券之權利

根據於二零零三年二月一日舉行之本公司股東大會上通過之普通決議案，本公司採納一項購股權計劃(「該計劃」)，該計劃將於二零一三年一月三十一日屆滿。

本公司設立該計劃旨在對本集團業務成就作出貢獻之合資格參與者提供鼓勵及獎勵。根據該計劃，董事可向任何合資格參與者授出購股權，有關合資格參與者包括本公司股東、本公司或其任何附屬公司之全體董事及任何全職僱員及將會或曾經為本集團提供服務之任何供應商、諮詢顧問或顧問。

Save as disclosed above and options holdings disclosed under the heading of “share option scheme and directors’ rights to acquire shares or debentures” and other than certain nominee shares in subsidiaries held by certain directors in trust for the Company, none of the directors, chief executives, nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 March 2006, (within the meaning of Part XV of the SFO) as recorded in the register to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME AND DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to an ordinary resolution passed in the Company’s special general meeting held on 1 February 2003, the Company approved and adopted a share option scheme (the “Scheme”) which will expire on 31 January 2013.

The purpose of the Scheme is to recognize and motivate the participants and to provide incentives and rewards to eligible participants who contribute to the success of the operations of the Group. Under the Scheme, the directors may grant options to any eligible participants, including the Company’s shareholders, all directors and any full-time employees of the Company or any subsidiaries and any suppliers, consultants or advisors who will provide or have provided services to the Group.

授予本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士之購股權須待本公司獨立非執行董事批准。此外，授予本公司主要股東或任何獨立非執行董事或彼等之任何聯繫人士之任何購股權，於截至授出日期(包括該日)之12個月期間內因悉數行使已授出或將予授出之購股權(包括已行使、註銷及尚未行使之購股權)而已發行及須予發行之股份(i)總值超過本公司於當日已發行股份之0.1%；及(ii)根據每次授出當日本公司股份在聯交所每日所報之正式收市價計算之總值超過5,000,000港元，則須得到股東於股東大會上批准。

購股權須於本公司董事會全權釐定之期間內行使。該期間須於授出購股權日期起計最遲10年內屆滿。於授出購股權時，本公司可指定購股權可行使前須持有之最短期間。提呈授出購股權可於提呈日期起計28日內接納，而接納提呈應付象征式代價1港元。購股權份之認購價不得低於以下三者中之較高者：(i)股份於授出日期之收市價；(ii)股份緊接授出日期前五個交易日之平均收市價；及(iii)股份面值根據該計劃可予授出購股權有關之股份數目最多不得超過本公司於批准該計劃當日已發行股份之10%。然而，因悉數行使根據該計劃已授出但尚未行使之購股權而可發行之股份總數最多不得超過本公司不時已發行之股份10%。於任何一年，可授予每名合資格參與者購股權有關之股份數目最多不得超過本公司不時已發行股份之1%。

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval of the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or any independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all share options already granted and to be granted (including share options exercised, cancelled and outstanding) to such person in any one year up to and including the date of such grant (i) representing in aggregate value over 0.1% of the shares of the Company in issue on that date; and (ii) having an aggregate value, based on the closing price of the shares on the date of each grant, in excess of HK\$5 million, are subject to shareholders' approval in a general meeting.

The exercisable period of the options granted are determined by the board of directors of the Company at its absolute discretion. The share options will expire no later than ten years from the date of grant. At the time of grant of the share options, the Company may specify a minimum period for which an option must be held before it can be exercised. The acceptance date should not be later than 28 days after the date of offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of options. The subscription price of the option shares is not less than the higher of (i) the closing price of the shares on the date of grant; (ii) the average closing prices of the shares on the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares. The maximum number of shares in respect of which options may be granted under the Scheme may not exceed in nominal amount of 10% of the issued share capital of the Company at the date of approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 10% of the issued share capital from time to time. The number of shares in respect of which options may be granted to each eligible participants in any one year is not permitted to exceed 1% of, the shares of the Company in issue from time to time.