



HERALD HOLDINGS LIMITED

興利集團有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code : 00114

FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2004

The Board of Directors of Herald Holdings Limited (the “Company”) presents the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2004, together with the comparative figures for the previous year, as follows:

RESULTS

	<i>Note</i>	2004 HK\$'000	2003 HK\$'000 (Restated)
Turnover	(2)	1,103,819	925,954
Cost of sales		(825,018)	(695,624)
Gross profit		278,801	230,330
Other revenue		4,661	5,579
Other net income		4,786	3,390
Impairment loss on fixed assets		(1,853)	(1,000)
Surplus/(deficit) on revaluation of investment properties		517	(895)
Selling expenses		(47,266)	(37,132)
Administrative expenses		(164,744)	(157,985)
Profit from operations	(2)	74,902	42,287
Finance costs		(151)	(168)
Share of profit of a jointly controlled entity		835	439
Profit from ordinary activities before taxation	(3)	75,586	42,558
Income tax	(4)	(11,817)	(3,191)
Profit from ordinary activities after taxation		63,769	39,367
Minority interests		(1,829)	(4,211)
Profit attributable to shareholders		61,940	35,156
Dividends	(5)	27,646	18,504
Earnings per share	(6)		
– Basic		10.07 cents	5.66 cents

Notes:

1. Change in accounting policy

In prior years, deferred tax liabilities were provided using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure, which were expected with reasonable probability to crystallize in the foreseeable future. Deferred tax assets were not recognized unless their realization was assured beyond reasonable doubt. With effect from 1 April 2003, in order to comply with Statement of Standard Accounting Practice 12 (revised) (“SSAP 12 (revised)”) issued by the Hong Kong Society of Accountants, the Group adopted a new policy for deferred tax. Under the SSAP 12 (revised), deferred tax liabilities are provided in full on all taxable temporary differences while deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilised. As a result of the adoption of this accounting policy, the Group’s profit for the year has been decreased by HK\$3,484,000 (2003: increased by HK\$4,594,000) and the net assets as at 31 March 2004 have been increased by HK\$4,307,000 (2003: HK\$7,791,000).

2. Segmental information

The Group is principally engaged in the manufacture, sale and distribution of toy and gift products, computer heads, housewares and timepieces.

An analysis of the Group’s turnover and contribution to operating profit for the year by business segment is as follows:

	Turnover		Contribution to profit from operations	
	2004 HK\$’000	2003 HK\$’000	2004 HK\$’000	2003 HK\$’000
Business segments:				
Toy and gift products	497,565	481,755	10,591	39,620
Computer heads	141,459	118,418	13,586	(22,914)
Housewares	179,094	166,914	14,702	19,890
Timepieces	284,219	156,326	28,671	(1,951)
Others	1,482	2,541	4,236	4,048
	<u>1,103,819</u>	<u>925,954</u>	<u>71,786</u>	<u>38,693</u>
Unallocated operating income and expenses			<u>3,116</u>	<u>3,594</u>
Profit from operations			<u>74,902</u>	<u>42,287</u>

An analysis of the Group’s turnover for the year by geographical segment is as follows:

	Turnover	
	2004 HK\$’000	2003 HK\$’000
Geographical segments:		
Europe		
United Kingdom	473,741	297,819
Other countries	68,481	58,338
North America	486,847	455,917
Asia		
Hong Kong	38,013	64,293
The PRC	8,846	3,702
Other countries	16,479	28,943
Others	11,412	16,942
	<u>1,103,819</u>	<u>925,954</u>

3. Profit from ordinary activities before taxation

Profit from ordinary activities before taxation is arrived at after charging/(crediting):

	2004 <i>HK\$'000</i>	2003 <i>HK\$'000</i>
Interest on borrowings	151	168
Depreciation	26,581	25,268
Loss/(gain) on disposal of fixed assets	33	(5,280)
Net realised and unrealised (gains)/losses on other securities	(2,488)	858
Interest income	(956)	(1,232)
Rental income	(2,718)	(2,663)
Dividend income from listed investment	(31)	(36)
	<u> </u>	<u> </u>

4. Income tax

	2004 <i>HK\$'000</i>	2003 <i>HK\$'000</i> (Restated)
Hong Kong Profits Tax	450	5,721
Overseas taxation	6,971	1,362
Deferred taxation	4,261	(4,002)
	<u> </u>	<u> </u>
	11,682	3,081
Share of a jointly controlled entity's taxation	135	110
	<u> </u>	<u> </u>
Income tax charge	<u>11,817</u>	<u>3,191</u>

In March 2003, the Hong Kong Government announced an increase in the Profits Tax rate applicable to the Group's operations in Hong Kong from 16% to 17.5%. Accordingly, the provision for Hong Kong Profits Tax for 2004 is calculated at 17.5% (2003: 16%) of the estimated assessable profits for the year. Taxation for subsidiaries outside Hong Kong is charged at the appropriate current rates of taxation ruling in the relevant countries.

5. Dividends

	2004 <i>HK\$'000</i>	2003 <i>HK\$'000</i>
Interim dividend declared and paid		
– HK1.5 cents per share (2003: HK1 cent per share)	9,228	6,199
Final dividend proposed after the balance sheet date		
– HK3 cents per share (2003: HK2 cents per share)	18,418	12,305
	<u> </u>	<u> </u>
	<u>27,646</u>	<u>18,504</u>

6. Earnings per share

The calculation of basic earnings per share is based on the net profit for the year attributable to shareholders of HK\$61,940,000 (2003 as restated: HK\$35,156,000) and on 615,045,000 (2003: 620,957,000) shares, being the weighted average number of shares outstanding during the year.

There were no dilutive potential shares in existence during the years ended 31 March 2004 and 2003.

7. Reserves

	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Exchange fluctuation reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2002					
– As previously reported	27,586	271,692	(10,605)	82,578	371,251
– Prior period adjustment in respect of deferred tax	–	–	–	3,197	3,197
As restated	27,586	271,692	(10,605)	85,775	374,448
Dividend approved in respect of the previous year	–	(6,226)	–	–	(6,226)
Exchange difference on translation of financial statements of subsidiaries outside Hong Kong	–	–	3,056	–	3,056
Premium paid on repurchase of shares	(1,015)	–	–	–	(1,015)
Profit for the year (as restated)	–	–	–	35,156	35,156
Dividend declared in respect of the current year	–	(6,199)	–	–	(6,199)
At 31 March 2003	<u>26,571</u>	<u>259,267</u>	<u>(7,549)</u>	<u>120,931</u>	<u>399,220</u>
At 1 April 2003					
– As previously reported	26,571	259,267	(7,549)	113,140	391,429
– Prior period adjustment in respect of deferred tax	–	–	–	7,791	7,791
As restated	26,571	259,267	(7,549)	120,931	399,220
Dividend approved in respect of the previous year	–	(12,305)	–	–	(12,305)
Exchange difference on translation of financial statements of subsidiaries outside Hong Kong	–	–	6,812	–	6,812
Premium paid on repurchase of shares	(851)	–	–	–	(851)
Profit for the year	–	–	–	61,940	61,940
Dividend declared in respect of the current year	–	(9,228)	–	–	(9,228)
At 31 March 2004	<u>25,720</u>	<u>237,734</u>	<u>(737)</u>	<u>182,871</u>	<u>445,588</u>

REVIEW OF OPERATIONS

For the financial year under review, the Group achieved very favorable results. Both the turnover and profitability for the year ended 31 March 2004 were the best in the past ten financial years. Despite the negative impact from the SARS epidemic and the war in Iraq, the Group's turnover for the year increased by HK\$178 million or 19% to HK\$1,104 million, from last year's turnover of HK\$926 million. Net profit attributable to shareholders was HK\$61.9 million, an increase of 76% from HK\$35.2 million (as restated) in the prior year. The earnings per share for the year was HK10.07 cents as compared to last year's HK5.66 cents (as restated).

Timepiece Division

Compared to last year, the Timepiece Division recorded a very substantial improvement in the year ended 31 March 2004. The Division's turnover for the year was HK\$284 million, an increase of HK\$128 million or 82% from HK\$156 million of last year. The Division made a net profit of HK\$22 million compared to a loss of HK\$2 million a year earlier. After the closure of the Division's operations in France and Germany, the management has focused more on its business in the UK which has had very strong growth since then. The Division has successfully developed a business model based on recognized brands in the UK and other markets. The Division markets and distributes a wide range of timepieces including products with licensed brands such as Elle, Fila, Head, Playboy and Ted Baker. In addition, the Division also distributes in-house brands such as Zeon, Ingersoll and Eligio.

Computer Head Division

After suffering a significant loss in the last financial year, we are pleased to see that the Computer Head Division has returned to profitability. The overall turnover of the Division had an increase of 19% over the turnover in the previous year. This was due to the strong demand of thin-film tape heads which largely offset the negative impact due to the stagnancy of the business of ferrite tape heads. Furthermore, as a result of the continuous efforts in streamlining the operation, the Division now benefits from much lower operating costs. The Division had a net profit of HK\$12 million which included a write-back of HK\$3 million in respect of stock provision.

Houseware Division

For the year under review, the business of the Houseware Division was stable. The overall sales of the Division for the year increased by 7%, as compared to the sales a year ago. The stainless steel and carbon steel cookware business, which accounted for 33% of the Division's total turnover, continued to grow by 36% while the aluminum cookware business had a mild decrease of 3%. The Division was negatively affected by continuous increases in the price of aluminum and stainless steel.

Toy and Gift Division

In general, the toy industry had a very tough year in 2003. Competition among the toy manufacturers led to reduced gross margin for the industry. Though the Division had a modest growth of 3% in its turnover, the net profit of the Division dropped from HK\$35 million to HK\$10 million. In addition, the negative impact of SARS and the increase of plastic materials prices were also important factors that further hurt the Division's profitability.

FINANCIAL POSITION

The Group has maintained its sound financial position. At the end of the financial year, the Group had a strong balance sheet with a healthy liquidity position. As at 31 March 2004, the Group had total assets of HK\$646 million (2003 as restated: HK\$573 million) which were financed by current liabilities of HK\$121 million (2003: HK\$94 million), non-current liabilities of HK\$6 million (2003 as restated: HK\$6 million), minority interests of HK\$26 million (2003 as restated: HK\$26 million) and shareholders' equity of HK\$493 million (2003 as restated: HK\$447 million).

At 31 March 2004, the Group's cash balances aggregated to HK\$172 million representing an increase of HK\$12 million over the balance of HK\$160 million in last year's balance sheet. The Group's current assets position as at 31 March 2004 was HK\$453 million compared to HK\$373 million as at 31 March 2003. The inventories increased to HK\$143 million from HK\$118 million and the trade and other receivables increased to HK\$138 million from HK\$95 million. The increases were largely due to increase of sales activity of the Timepiece Division.

The Group's current liabilities increased from HK\$94 million to HK\$121 million primarily due to increase in trade and other payables that is attributed to the same factor affecting the level of current assets above-mentioned.

At 31 March 2004 the Group had no bank borrowings (2003: HK\$1 million). None of the Group's assets are charged to secure the Group's banking facilities. Furthermore, the Group has no long-term borrowings. As at 31 March 2004, the working capital ratio, an indicator of a company's liquidity represented by a ratio between the current assets over the current liabilities, was 3.75 compared to 3.96 last year. The quick ratio, another ratio that gauges the short-term liquidity of a company measured by trade debtors and cash at bank and in hand over the current liabilities, slightly decreased to 2.23 from 2.45.

CONTINGENT LIABILITIES

As at 31 March 2004 the Group did not have any significant contingent liabilities.

FOREIGN EXCHANGE EXPOSURE

During the year under review, approximately 38% of the Group's turnover was denominated in sterling. From time to time, the Group enters forward foreign exchange contracts to hedge its foreign exchange exposure.

PROSPECTS AND GENERAL OUTLOOK

The Group entered the new financial year with a strong order position. The sales in the first quarter of the new fiscal year were higher than the sales in the same quarter a year earlier. However, the management believes that 2004 will be a very challenging year. Due to geopolitical uncertainties, oil prices continue to be at very high levels leading to substantial increases for raw materials prices. Furthermore, the volatility of the foreign exchange markets adds additional uncertainties to our business as a large portion of the Group's sales in the UK market are denominated in sterling. Our gross profit margins may be affected if the sterling depreciates against the U.S. dollar. We are concerned by the rapid rise in the cost of electricity in China as well as the ongoing supply shortage. We are also concerned by increasing wages due to a shortage of labour in Southern China. Moreover, there is an increasing pressure from the U.S. that the renminbi be revalued. As the Group's manufacturing facilities are all in the PRC, such revaluation may significantly increase our production cost structures.

DIVIDENDS

At the forthcoming Annual General Meeting to be held on 17 September 2004, the Directors will recommend a final dividend of HK3 cents per share (2003: HK2 cents). Together with the interim dividend of HK1.5 cents (2003: HK1 cent), the dividend for the year of HK4.5 cents (2003: HK3 cents) would represent an annual return of 10% on the Company's average share price of HK45 cents in the year ended 31 March 2004.

The total final dividend will amount to HK\$18,418,000 and is calculated based on the total number of shares in issue as at 14 July 2004, being the latest practicable date prior to the announcement of the results. Dividend will be payable on 30 September 2004 to shareholders registered in the Register of Members on 17 September 2004.

REGISTER OF MEMBERS

The Register of Members will be closed on 16 and 17 September 2004. Shareholders should ensure that all transfers accompanied by relevant share certificates are lodged with the Company's Registrars, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 15 September 2004 in order that they may receive their dividend entitlement.

NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of shareholders together with the 2004 Annual Report will be despatched to shareholders of the Company shortly.

EMPLOYEES

At 31 March 2004, the number of employees of the Group was approximately 195 in Hong Kong, 4,944 in the People's Republic of China and 108 in Europe. The Group ensures that its employee's remuneration packages are competitive. Employees are rewarded based on their performance and experience and the prevailing industry practice. Total staff costs for the year amounted to HK\$177,361,000 (2003: HK\$163,715,000).

PURCHASE, SALES OR REDEMPTION OF SHARES IN THE COMPANY

During the year, the Company repurchased a total of 2,745,000 of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), all of which were then cancelled. The premium paid on repurchase was charged against share premium in accordance with the Companies Act 1981 of Bermuda (as amended). Details of the shares repurchased are as follows:

Month of repurchase	Number of shares	Price per share		Aggregate price <i>HK\$</i>
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>	
April 2003	575,000	0.260	0.245	145,000
May 2003	470,000	0.290	0.260	126,000
June 2003	400,000	0.385	0.385	155,000
December 2003	1,300,000	0.490	0.490	639,000
	<u>2,745,000</u>			<u>1,065,000</u>

AUDIT COMMITTEE

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

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Main Board Listing Rules").

PUBLICATION OF DETAILED ANNUAL RESULTS ON THE STOCK EXCHANGE'S WEBSITE

All the information of the annual results of the Group for the year ended 31 March 2004 required by paragraphs 45(1) to 45(3) of Appendix 16 of the Main Board Listing Rules will be published on the Stock Exchange's website in due course.

By Order of the Board
George Bloch
Chairman

Hong Kong, 15 July 2004

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at the Chater Room I, Function Room Level (B1), The Ritz-Carlton Hotel Hong Kong, 3 Connaught Road Central, Hong Kong on Friday, 17 September 2004 at 3:45 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004.
2. To re-elect Directors.
3. To appoint Auditors and to authorize the Board of Directors to fix their remuneration.
4. To declare a final dividend.

By Order of the Board
Thong Yeung Sum, Michael
Secretary

Hong Kong, 15 July 2004

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him at the meeting. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be deposited at the principal office of the Company in Hong Kong at 3110, 31/F., Tower Two, Lippo Centre, 89 Queensway, Hong Kong together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding of the meeting or any adjournment thereof.

As at the date hereof, the Board of Directors of the Company comprises Mr. George Bloch, Dr. Cheung Tsang-kay, Stan PhD, Hon LLD, Hon DBA, JP, Mr. Chang Dong-Song, Mr. Robert Dorfman and Mr. Thong Yeung-Sum, Michael FCCA, AHKSA as executive Directors and Mr. Denis Campbell Bray CMG, CVO, JP and Mr. Tsao Kwang-Yung, Peter CBE, CPM as independent non-executive Directors.

* *For identification only*