

# Saisai

*making life beautiful*

Annual Report 2003/2004



## New Face of Sa Sa - a "Cool" Retail Image 莎莎全新店舖形象 - “酷”



Named "The Cool Store" of the Year 2004 in Singapore, Sa Sa's new image store was officially launched in February 2004 in Hong Kong. As part of its efforts to continuously enhance the shopping experience for customers, Sa Sa's latest trend-setting, contemporary store design provides a more spacious and comfortable shopping environment and allows cosmetic brands to project their image better.

莎莎化粧品專門店憑著全新的店舖形象，於二零零四年在新加坡被選為「最“酷”商店」。為令顧客獲得更佳購物享受，莎莎化粧品專門店於二零零四年二月正式推出全新形象。新店舖設計充滿時尚氣息，為顧客提供寬敞舒適的購物環境，更可讓各化粧品品牌充分展示其獨特形象。

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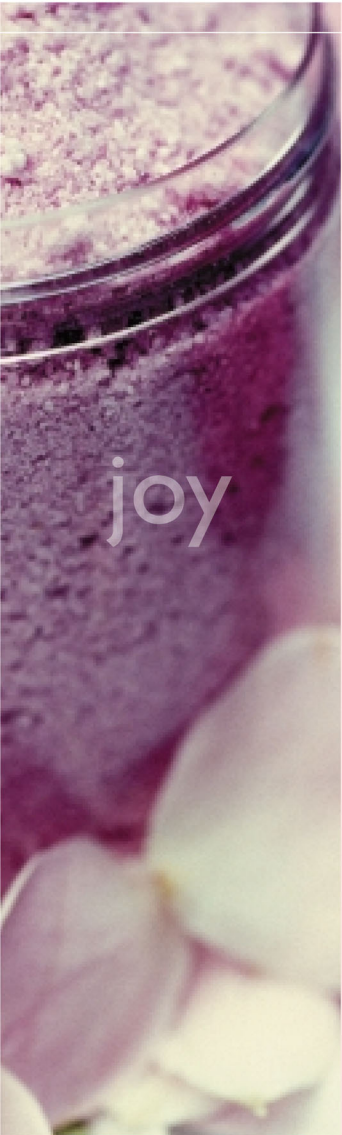
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# Corporate Profile

## 公司簡介



Sa Sa International Holdings Limited ("Sa Sa" or "the Group") is a leading cosmetic retailing and beauty services group in Asia. Listed on The Stock Exchange of Hong Kong Limited (the Stock Exchange) in 1997 (Stock Code: 178), the Sa Sa Group employs over 1,800 staff in six markets across the region, covering Hong Kong, Singapore, Malaysia, Taiwan, Thailand and Macau. Its vision is to become the dominant cosmetics retailing and beauty services group in Asia.

Established in 1978, Sa Sa has grown from a 40 sq. ft. retail space to become today's regional "beauty" enterprise. Its legendary brand strength in Asia is built on innovative cosmetics retailing at best value in one-stop stores filled with top international brands. The strength of the Sa Sa brand is reflected in the increasing number of awards the Group has gained both in Hong Kong and internationally.

Sa Sa has differentiated itself through the creation of an integrated "beauty" platform, which covers three distinct business areas:

莎莎國際控股有限公司（「莎莎」或「集團」）為亞洲區內具領導地位的化粧品零售及美容服務集團。莎莎於一九九七年在香港聯合交易所有限公司（聯交所）上市（股份代號：178），在亞洲區內六個主要市場包括香港、新加坡、馬來西亞、台灣、泰國及澳門僱用逾一千八百名員工。集團的目標是成為亞洲化粧品零售及美容服務業的翹楚。

莎莎於一九七八年成立，從最初面積僅四十平方呎的零售櫃位，發展成為現時業務遍及亞洲各地的美容產品零售及服務企業。莎莎品牌在亞洲享負盛名，乃基於其掌握創新的化粧品零售技巧，通過一站式分店銷售種類繁多的國際名牌產品，為顧客提供最物超所值的服務。集團近年在香港及海外屢獲殊榮，足證莎莎聲譽日隆。

莎莎透過旗下三項主要業務，全面向以「美」為主的業務方向發展，並奠定了其獨特的市場地位：





**Retail** - The Group sells over 400 brands, covering 15,000 skin care, fragrances, make-up and hair care products, including private labels and exclusive products. Its retail network currently comprises an extensive regional network of over 60 **Sa Sa Cosmetics** stores, as well as a **La Colline** specialty store and an **Elizabeth Arden** counter. The international, Hong Kong and Korean sites of our e-commerce platform, **Sasa.com**, offer round-the-clock on-line shopping services along with comprehensive product and corporate information.

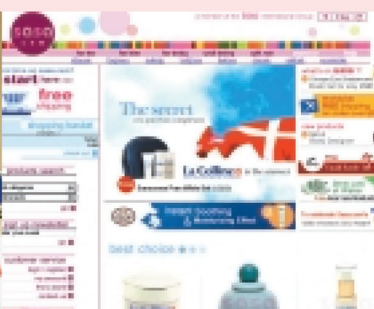
**Brand Management** - In addition to selling its private-label products, the Group also operates as the sole agent for many international cosmetic brands in Asia. Sa Sa has been appointed by a leading global prestige brand, Elizabeth Arden, as its sole agent in Hong Kong and Macau since October 2002. The Group currently handles over 50 exclusive major brands, including brand-management and distribution. This business accounts for over 27% of Sa Sa's total retail turnover.

**Beauty Services** - The Group operates a regional network of nine **Phillip Wain** health and beauty ladies' clubs in Hong Kong, Malaysia, Singapore and Thailand for a select membership of premium customers. The two **Sa Sa Beauty+** beauty and slimming centres in Hong Kong now offer comprehensive, quality and value-for-money beauty services for Sa Sa's loyal customers including over 100,000 loyal VIP card members.

**零售業務** - 集團銷售逾四百個品牌，包括超過一萬五千種護膚品、香水、化粧品和頭髮護理用品，以及集團專有品牌和獨家代理產品。集團亞洲區零售網絡包括逾六十間莎莎化粧品專門店、La Colline專門店，以及伊莉莎伯雅頓專櫃。集團電子商貿平台 **Sasa.com** 現設有國際、香港及韓國網站，提供全日二十四小時網上零售服務，及豐富的產品和集團資訊。

**品牌管理業務** - 除銷售專有品牌產品外，集團亦為多個國際化粧品品牌的亞洲區獨家代理商。莎莎自二零零二年十月起獲國際知名化粧品品牌伊莉莎伯雅頓委任為香港及澳門區的獨家代理。集團現獨家代理逾五十個主要品牌，負責其品牌管理、推廣及分銷工作。此項業務佔莎莎總零售營業額超過百分之二十七。

**美容服務** - 集團在香港、馬來西亞、新加坡及泰國共經營九間菲力偉女子健美中心，為尊貴會員提供卓越服務。香港兩間 **Sa Sa Beauty+** 美容及纖體中心現為莎莎的貴賓顧客包括其逾十萬位VIP會員，提供優質超值的美容服務。



# Corporate Information

## 公司簡介



### Broad of Directors

#### Executive Directors

Mr. KWOK, Siu Ming, Simon  
Mrs. KWOK LAW, Kwai Chun, Eleanor  
Mr. LOOK, Guy

#### Non-executive Director

Mrs. LEE LOOK, Ngan Kwan, Christina

#### Independent Non-executive Directors

Professor CHAN, Yuk Shee, J.P.  
Dr. LEUNG, Kwok Fai, Thomas, J.P.  
Ms. TAM, Wai Chu, Maria, GBS, J.P.  
- appointed on 24th June 2004

#### Company Secretary

Ms. HO, Sze Nga, Maggie

#### Head Office

14th Floor, Block B, MP Industrial Centre  
18 Ka Yip Street, Chai Wan  
Hong Kong

#### Registered Office

P.O. Box 309GT  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

#### Auditors

PricewaterhouseCoopers  
Certified Public Accountants

### 董事會成員

#### 執行董事

郭少明先生  
郭羅桂珍女士  
陸楷先生

#### 非執行董事

利陸雁群女士

#### 獨立非執行董事

陳玉樹教授，太平紳士  
梁國輝博士，太平紳士  
譚惠珠小姐，金紫荊星章，太平紳士  
- 於二零零四年六月二十四日獲委任

#### 公司秘書

何詩雅小姐

#### 總辦事處

香港  
柴灣嘉業街18號  
明報工業中心B座14樓

#### 註冊辦事處

P.O. Box 309GT  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands

#### 核數師

羅兵咸永道會計師事務所  
執業會計師

### Principal Share Registrar and Transfer Office

Bank of Butterfield International  
(Cayman) Ltd.  
P.O. Box 705  
Butterfield House  
68, Fort Street  
George Town  
Grand Cayman  
Cayman Islands

### Hong Kong Branch Share Registrar and Transfer Office

Abacus Share Registrars Limited  
G/F, Bank of East Asia  
Harbour View Centre  
56 Gloucester Road, Wanchai  
Hong Kong

### Principal Bankers

Citibank, N.A.  
The Development Bank of Singapore Limited  
The Hongkong and Shanghai Banking  
Corporation Limited  
Standard Chartered Bank

### Stock Code

The Stock Exchange of Hong Kong Limited : 178  
Bloomberg : 178 HK  
Reuters : 178.HK

### Investor Relations

E-mail address: [ir@sasa.com](mailto:ir@sasa.com)

### Website

[www.sasa.com](http://www.sasa.com)

### 主要股份過戶及登記處

Bank of Butterfield International  
(Cayman) Ltd.  
P. O. Box 705  
Butterfield House  
68, Fort Street  
George Town  
Grand Cayman  
Cayman Islands

### 香港股份過戶及登記處

雅柏勤證券登記有限公司  
香港  
灣仔告士打道56號  
東亞銀行港灣中心地下

### 主要往來銀行

花旗銀行  
新加坡發展銀行有限公司  
香港上海匯豐銀行有限公司  
渣打銀行

### 股份代號

香港聯合交易所有限公司 : 178  
彭博資訊 : 178 HK  
路透社 : 178.HK

### 投資者關係

電郵地址 : [ir@sasa.com](mailto:ir@sasa.com)

### 網站

[www.sasa.com](http://www.sasa.com)

# Awards and Recognition

聲譽日隆 · 屢獲殊榮

## Excellent Service and Integrity 優質服務及誠信



- The excellence of Sa Sa's service was recognized when the award for the Specialty Store category of the "Service and Courtesy Award 2003" administered by Hong Kong Retail Management Association went to a Sa Sa beauty consultant. 在香港零售管理協會舉辦的「二零零三年傑出服務獎」· 莎莎的美容顧問在專門店組別取得獎項，足證莎莎服務質素傲視同儕。



# 廣州日報

Guangzhou Daily

- Received "The Hong Kong Merchants of Integrity Award 2003/04" in the personal care and cosmetics category from one of the most popular dailies in the PRC, Guangzhou Daily. 莎莎榮獲中國最暢銷報章之一廣州日報選為「二零零三 / 零四年度香港優質誠信商號」(個人護理及化粧品組別)。

## Brand Recognition 品牌榮譽



- World-renowned internet company Yahoo gave Sa Sa its "Yahoo! Emotive Brand Award 2003-04" - health and fitness category. 全球知名的互聯網公司雅虎Yahoo向莎莎頒授「Yahoo!感情品牌二零零三 / 零四」獎項(健康及健美組別)。



- Sa Sa was identified as the most popular retail outlet in Hong Kong for PRC tourists by an international financial institution, CLSA, in its survey published in December 2003. Sa Sa continued to be ranked as the most popular cosmetic retailer for PRC tourists in its survey published in May 2004.



根據國際金融機構里昂證券於二零零三年十二月進行的調查，莎莎為最受中國旅客歡迎的香港零售店。在其二零零四年五月的同類調查，莎莎繼續成為最受中國旅客歡迎的化粧品專門店。

- Sa Sa was the only cosmetics chain store named "Superbrand" 2002-03 in Hong Kong and repeated this success again in 2004. 莎莎繼於二零零二 / 零三年度成為唯一榮獲香港「超級品牌」的化粧品連鎖專門店，於二零零四年更續獲此項殊榮。



## Phillip Wain

FITNESS AND BEAUTY

- Phillip Wain became a "Superbrand" in Hong Kong in 2004. 菲力偉於二零零四年躋身香港「超級品牌」之列。

The "Superbrands" award, granted by an independent overseas organization, is based on a detailed consumer research and various selection criteria such as market dominance and acceptance, goodwill and customer loyalty. 「超級品牌」乃由一家外國獨立機構，根據詳細市場調查及品牌的市場地位和接受程度、商譽及顧客忠誠度等因素評審而頒發。





## Best Website / Store 最佳網站 / 店鋪



- Sasa.com was awarded the 2003 "e-Korea & CEO Award" - "Specialized Cosmetics Shopping Site" by Good Day, one of South Korea's most popular newspapers.

Sasa.com 榮獲南韓主要報章 Good Day 頒發二零零三年「e-Korea & CEO 大賞」(化粧品網上專門店組別)。



- Sa Sa Cosmetics store, with its trend-setting new store image, was named "The Cool Store" for 2004 by 8 Days magazine, one of the most popular magazines in Singapore.

莎莎化粧品專門店憑著全新的店鋪形象，於二零零四年獲新加坡最暢銷雜誌之一「8 Days」選為「最“酷”商店」。

## Regional Recognition 區內榮譽

- Sa Sa ranked number 9 of the Top 10 retailers in Hong Kong (the only cosmetics specialty store) in the "Retail Asia-Pacific Top 500" ranked by KPMG and Retail Asia magazine in 2004.

在畢馬域會計師行及 Retail Asia 雜誌於二零零四年聯合編制的「亞太區首五百家零售商」中，莎莎在香港區排名第九，並是唯一名列香港十大零售商的化粧品連鎖專門店。



**SUISSE PROGRAMME**

**La Colline**  
Swiss Riviera Beauty Treatment

- Sa Sa's two exclusive brands, Suisse Programme and La Colline, were awarded "Luxury Superbrand" titles in both Hong Kong and Mainland China.

集團的獨家品牌 Suisse Programme 及 La Colline 獲頒授為中港兩地「豪華超級品牌」。

"Luxury Superbrands", selected by an independent panel of celebrities, are granted to the most prestigious brands dedicated to exceptionally high quality. 「豪華超級品牌」是由社會知名人士組成的獨立委員會甄選，並頒發予擁有最佳品質的尊貴品牌。

## Milestones

### 大事年表

# 1978



Founders, Simon and Eleanor Kwok, start the cosmetic retailing business from a 40-square-foot "Sa Sa" counter in Hong Kong. 創辦人郭少明先生及郭羅桂珍女士二人在香港一個四十平方呎的「莎莎」化粧品櫃位開展化粧品零售業務。

# 1990

Opening of the first Sa Sa Cosmetics store in Causeway Bay, Hong Kong. 於香港銅鑼灣開設首間莎莎化粧品店。

# 1992

Opening of the first branch store in Tsimshatsui, Kowloon, Hong Kong. 於香港九龍尖沙咀區增設首間分店。

# 1997

Opening of the first store in Taiwan. 台灣首間店舖開業。

Total number of shops increase to 11 in Hong Kong. 莎莎香港店舖數目增至十一間。

Sa Sa listed on The Stock Exchange of Hong Kong Limited in June with an over-subscription rate of more than 500 times. 莎莎於六月在香港聯合交易所有限公司上市，股份獲超額認購逾五百倍。

Opening of the first store in Singapore. 新加坡首間店舖開業。

Opening of the first store in Macau. 澳門首間店舖開業。



# 1998

Opening of the first store in Malaysia. 馬來西亞首間店舖開業。

# 2000

Opening of La Colline specialty store offers customers premium beauty products and services, and demonstrates the Group's diverse brand-management capabilities.

開設La Colline專門店，為顧客提供尊貴的美容產品及服務，展示集團超卓的品牌管理實力。



Acquires a major stake in Phillip Wain, a leader in premium ladies' beauty and health clubs in Asia. This marks the Group's first step into the Beauty Services arena.

莎莎成為菲力偉女子健美中心的最大股東，正式開展集團的美容業務。菲力偉為亞洲區居領導地位的尊貴女子美容及健美會所。

Opening of the Group's 50th retailing outlet in Asia. 開設亞洲地區第五十間店舖。

Launch of Sasa.com offers customers round-the-clock on-line shopping of beauty products.

Sasa.com網站啟用，讓顧客可隨時在網上選購美容產品。



# 한글



## 2001

- Launch of Korean language site at Sasa.com strengthens the Group's penetration of the Korean market, one of the biggest e-commerce markets in Asia.

推出Sasa.com韓文版網站，進一步開拓亞洲最大電子商貿市場之一的南韓市場。

## 2002

- Appointed as sole agent for "Elizabeth Arden" in Hong Kong and Macau.

莎莎獲委任為伊莉莎伯雅頓香港及澳門市場的獨家代理商。



 Elizabeth Arden

- Opening of Sa Sa Beauty+ in Hong Kong offers one-stop cosmetics, beauty and slimming services to Sa Sa's loyal customers, and enhances Sa Sa's brand image.

Sa Sa Beauty+ 美容中心在香港成立，為莎莎的忠實顧客提供「一站式」化粧品、美容及纖體服務，提升莎莎的品牌形象。



## 2003



- 25th anniversary of the Sa Sa International Group.  
莎莎國際集團二十五週年銀禧誌慶。

- Becomes a 100% stakeholder in Phillip Wain.  
成為菲力偉的全資股東。

- Opening of the second Sa Sa Beauty+ in Hong Kong.  
Sa Sa Beauty+ 香港第二間分店開業。



## 2004

- Official launch of a new image store featuring a contemporary and upbeat design, which provides a pleasant shopping environment and strengthens its "Cosmetic Retail Specialist" image. It is part of our continuous efforts and commitment to providing an enjoyable shopping experience for customers.

莎莎化粧品店正式推出全新店舖形象，新設計時尚簡約，不單提供寬敞舒適的購物環境，更加強莎莎的「化粧品零售專家」形象。新設計使顧客獲得更佳購物享受，體現了莎莎一貫「以客為尊」的經營理念。

- Opening of Inspire for Men by Phillip Wain broadens Phillip's Wain's customer base to include male customers.  
菲力偉開設Inspire for Men by Phillip Wain，將服務拓展至男士層面。

# Financial and Operations Highlights

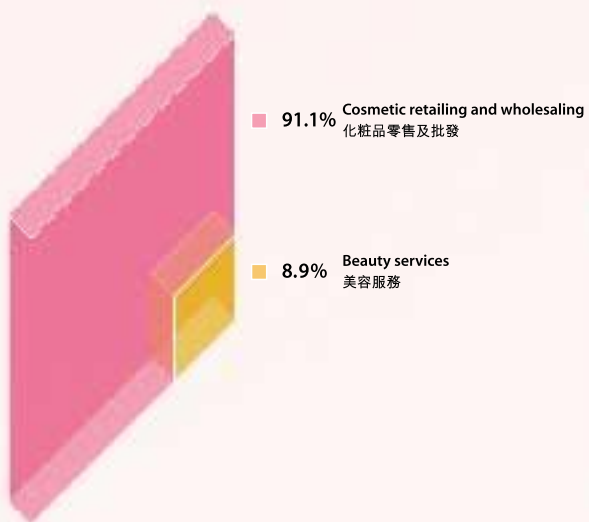
## 財務及業務摘要

### Turnover 營業額

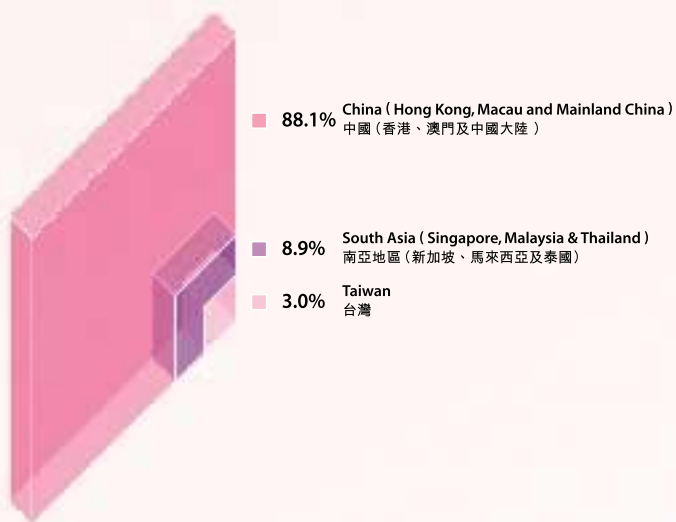


Year 年度	1997/98	1998/99	1999/00	2000/01	2001/02	2002/03	2003/04
HK\$ million 百萬港元	1,249.3	1,268.2	1,316.6	1,439.4	1,537.4	1,641.4	<b>1,883.3</b>

### Turnover by Business 營業額按業務分佈



### Turnover by Region 營業額按地域分佈



**Total 合共 : HK\$1,883.3 million 百萬港元**

## Financial Summary 財務撮要

	2003/04	2002/03
Turnover (HK\$ million) 營業額 (百萬港元)	<b>1,883.3</b>	1,641.4
Operating profit (HK\$ million) 經營溢利 (百萬港元)	<b>185.0</b>	108.6
Profit attributable to shareholders (HK\$ million) 股東應佔溢利 (百萬港元)	<b>151.1</b>	68.2
Total annual dividend per share (HK cents) 全年每股股息 (港仙)	<b>12.0*</b>	6.0**
Earnings per share (HK cents) - diluted 每股盈利 - 攤薄 (港仙)	<b>11.8</b>	5.3
Net cash & bank balances plus held-to-maturity securities (HK\$ million) 淨現金及銀行結餘以及持至到期日之證券 (百萬港元)	<b>740.1</b>	721.5
Inventory turnover (days) 存貨周期 (天)	<b>90</b>	89

\* Include 5.0 HK cents special dividend  
包括特別股息5.0港仙

\*\* Include 1.0 HK cent special dividend  
包括特別股息1.0港仙

## Sa Sa International Group's Business Network in Asia 莎莎國際集團的亞洲業務網絡



No. of Retail Outlets 零售點數目	Sa Sa Stores 莎莎 化粧品店	Image Store / Counter 形象店 / 專櫃
Hong Kong & Macau 香港及澳門	41	2
Taiwan 台灣	3	-
Singapore 新加坡	9	-
Malaysia 馬來西亞	10	-
No. of Beauty Services Facilities 美容中心 / 會所數目	Clubs 會所	Centres 中心
Hong Kong & Macau 香港及澳門	3	2
Singapore 新加坡	2	-
Malaysia 馬來西亞	2	-
Thailand 泰國	2	-

As of 31st March 2004

# Colour Cosmetics





Chairman & CEO, **Simon Kwok**  
主席及行政總裁郭少明

The retail industry is a very challenging one. Its strength or otherwise is an almost immediate indicator of the performance of the wider economy. The fiscal year 2004 was highly eventful for Hong Kong's retailers, particularly for the Sa Sa Group. Against a background of negative and positive factors, we turned in a robust business performance and ended the year with a significant roll call of industry and consumer awards. In addition to the interim dividend paid of 2.0 HK cents and a special dividend of 1.0 HK cent per share, the Board of Directors ("The Board") proposes to offer a final dividend of 5.0 HK cents and a special dividend of 4.0 HK cents per share, making a total of 12.0 HK cents per share for the fiscal year. We remain confident that our strategic business plan, our high level of motivation and our emphasis on rapid responsiveness will result in further improved profitability and greater returns for our stakeholders in the coming years.

The SARS outbreak caused a slump in activity that Asia's retail industry has perhaps never before experienced. Due to its ingrained adaptability, the Group managed to reduce the impact of SARS to the bare minimum by adopting various measures such as adjustments in the merchandise mix and prudent cost reductions. The marked increase of PRC tourists that followed on the more relaxed travel policy helped the local economy and retail market to recover very quickly, providing substantial business opportunities for various sectors, including cosmetic retailing. In order to capture the growth potential inherent in the growing PRC tourist market and the improvement in overall consumer spending in Asia, the Group added seven new stores across the region from July 2003

零售業向來充滿挑戰，其興旺與否幾乎是反映整體經濟表現的寒暑表。二零零四財政年度對香港零售業可謂帶來非常特別的體驗，莎莎集團尤其如是。面對不同負面及正面因素，年內集團業務仍表現理想，更榮膺多項行業及顧客服務獎項。除已派發中期息每股二港仙及特別股息每股一港仙外，董事會建議派發末期息每股五港仙及特別股息每股四港仙，全年合共派發股息每股十二港仙。集團深信，憑藉週詳的策略性業務計劃、高度的積極性和迅速的應變能力，未來的盈利能力定可進一步提升，為股東締造更優厚的回報。

非典型肺炎肆虐一度令亞洲零售業陷入前所未有的低潮。有賴超卓的應變能力，集團迅速推行調整貨品組合和審慎削減成本等多項措施，將非典型肺炎的衝擊減至最低。內地放寬旅遊政策後，訪港內地旅客顯著增加，有助本港經濟及零售市道迅速回升，為各行各業帶來不少商機，化粧品零售業亦不例外。為了把握日益壯大的內地旅客市場的增長潛力以及亞洲區整體消費回升的機會，集團已由二零零三年七月起在區內增設七間新店舖。香港及星馬營

# Chairman's Statement

## 主席獻辭



onwards. Turnover in Hong Kong, Singapore and Malaysia increased by 18.7% and 23.8%, and therefore our market share in Hong Kong, Singapore and Malaysia improved. The broad economic rebound and various measures stimulated by the new market situation, such as adjustment in purchasing and product development strategies and upgrading operational systems, enabled the Group to achieve healthy turnover growth as well as satisfactory same store growth in Hong Kong, Singapore and Malaysia.

We look to the future confident that we can realize our vision to be the dominant cosmetic retailing and beauty services group in Asia. During the year, in order to provide an even stronger base and momentum for long-term growth, strenuous efforts were made to build up the Group's resources, to further extend our robust network in the region and to enhance our capabilities for successful pursuit of our strategic direction.

Looking forward, the Group has a number of dynamic growth strategies in place.

Firstly, we are positioning ourselves as a Beauty Specialist and reinforcing our core retail business with the profile of Sa Sa as a cosmetics specialty store. We believe such clear positioning will increase our competitiveness and that by becoming an all-round beauty partner of our customers we will encourage customer loyalty. We have launched a fresh new store image, and we have supported this with the provision of more comprehensive beauty products and services to our customers. Both men and women are becoming increasingly conscious about their health and appearance. We believe we can develop our existing customer base and expand it further by providing extra value-added beauty

業額年內分別上升百分之十八點七及百分之二十三點八，並增加莎莎在兩地的市場佔有率。區內整體經濟回升及新市場形勢所促成的多項措施，例如調整採購及產品開發策略以及提升營運系統等等，都令集團的營業額達致穩健增長，而香港及星馬市場的相同店舖營業額亦錄得滿意升幅。

集團對未來發展充滿信心，銳意成為亞洲地區首要化粧品零售及美容服務集團。年內集團努力凝聚資源，進一步拓展區內的龐大網絡及提升集團的實力，以朝著策略所訂方向發展，為長遠增長提供更雄厚基礎和動力。

展望未來，集團已制訂多項策略以達致蓬勃增長。

首先，集團以「化粧品及美容專家」作為定位，加強核心零售業務，突出莎莎作為「化粧品專門店」的形象。我們深信，定位清晰可提升集團的競爭力，而作為能夠完全照顧顧客全面美容需要的夥伴，可令集團更受顧客擁戴。集團已為店舖換上新形象，並為集團顧客提供更周全的美容產品及服務，以收相輔相成之效。現時不論男女均對健康及儀容日益重視，集團深信透過提供額外增值的美容服務，定可加強及進一步擴大現有客戶基礎。朝著這項策





services. Reflecting this approach and our optimism about the future growth of cosmetic retailing, we opened a second Sa Sa Beauty+ facial and slimming beauty salon during the year and we are preparing to open a new flagship store in Causeway Bay, the prime shopping area in Hong Kong. This will be the largest cosmetic specialty store in Hong Kong and will undoubtedly support the Group's image as a Beauty Specialist.

Secondly, we are strengthening our brand management business. The launch of a new store image is enhancing our relationships with our suppliers and increasing our competitiveness in securing more exclusive brands. Dynamic marketing initiatives are already leading to a significant increase of house brand products and we continue to showcase our capabilities in brand management. These have included building stronger brand awareness for Elizabeth Arden and achieving a substantial improvement in the brand's sales performance. We will further hone our brand management skills to bring our exclusive brands to new market heights while considering forming partnership with other brands to strengthen our brand portfolio.

Thirdly, we are increasing market share in our developed markets and expanding into new markets. In tandem with the recovery of the Hong Kong economy, further growth in our core retail business in Hong Kong is promised with new tourist attractions in both Hong Kong and Macau and an ongoing relaxation of the travel policy for PRC tourists to visit Hong Kong. The Group is confident that it can gain further market share in Hong Kong and Macau by expansion of local retail network, further adjustment in product mix, strengthening of marketing efforts and enhancing the service quality.

略式方針，集團於年內開設第二間Sa Sa Beauty+美容及纖體中心，並準備於香港黃金購物地帶銅鑼灣區開設新旗艦店，該店將為香港最具規模的化粧品專門店，體現集團對化粧品零售的未來增長充滿信心，進一步突顯集團作為「化粧品及美容專家」的形象。

第二，集團正加強發展旗下的品牌管理業務。店舖採用新形象不單可加強與供應商的關係，更可提高爭取更多獨家經銷品牌的競爭力。集團積極的市場推廣活動使專有及獨家品牌產品的銷量大大增加，反映集團品牌管理能力超卓。其中包括使伊利莎伯雅頓的品牌知名度提高及令其銷量大為提升。集團將進一步加強品牌管理，令專有及獨家代理品牌在市場上迭創佳績，並考慮與其他品牌結盟以加強產品組合。

第三，集團正積極提高在現有市場上的佔有率，並同時拓展新市場。隨著香港經濟復甦，港澳地區將有更多招徠旅客的因素，加上中國當局持續放寬內地旅客來港政策，香港核心零售業務勢將錄得進一步增長。通過擴展港澳的零售網絡、進一步調整貨品組合、加強市場推廣及提升服務質素等，莎莎深信可繼續拓展本地的市場佔有率。



# Chairman's Statement

## 主席獻辭

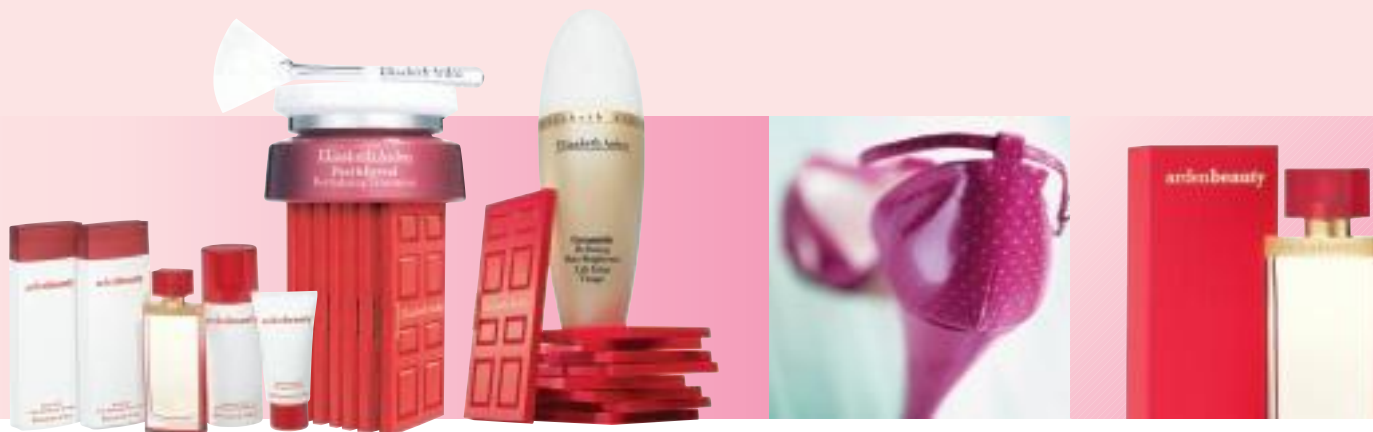
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The Group has also rolled out an aggressive plan to increase market share in overseas markets where so far we are only a minor player. We see significant opportunities to build a stronger presence in Singapore, Malaysia and Taiwan. Once the groundwork has been completed and adjustments made, we believe that Sa Sa will be in a position to capitalize on the first encouraging results in these markets. A similar drive underpins our improvements to Sasa.com. We are determined to leverage our e-commerce platform as a cost-effective and dynamic way to expand our business and diversify our customer base to new markets, including countries beyond Asia. At the same time, we continue to make preparations for entry into the enormously promising PRC cosmetics market, where Sa Sa is already a strong brand name.

To achieve this growth and to deliver good value to our shareholders, Sa Sa is more than ever committed to improving customer services, promoting effective and efficient operations, and developing productive relationships with our suppliers. By enhancing our store capacity and upgrading our IT and Point of Sales systems we are already providing better service to our customers and we have laid the groundwork for the implementation of more sophisticated management systems to enhance data analysis and management efficiency. In terms of management resources, we have further strengthened our highly experienced retail management with the appointment of a new Chief Operating Officer and a new head of Taiwan operations.

集團已制訂積極進取的計劃，以提高莎莎在海外市場的佔有率，迄今莎莎在海外市場上規模尚小。集團將積極把握機會，務求拓展星馬及台灣市場的業務規模。一俟完成基礎工作及所需的調節，相信莎莎即能夠在此等市場的初步成績基礎上繼續發展。集團亦不斷開拓Sasa.com網上購物業務，借助該電子商貿平台以具備成本效益及動力的方式拓展業務，將客戶基礎拓展至包括亞洲以外地區在內的新市場。與此同時，集團繼續為進軍潛力龐大的中國內地化粧品市場而進行籌備工作，而莎莎品牌在內地更早已家喻戶曉。

為了達致上述增長，並為股東締造優厚回報，莎莎更銳意提升顧客服務，提高營運效益及效率，與供應商建立緊密關係。透過加強店舖銷售能力和提升資訊科技及銷售點系統，集團已為顧客提供更完善服務，並為採用更先進管理系統作好準備，加強數據分析及管理效率。在管理資源方面，集團已新增委任首席營運總監，並就台灣業務委任新主管，進一步加強集團經驗豐富的零售業務管理層。



With this highly motivated team in place, we have established a firm foundation for the future growth of the Group. Given that the Group is in a very healthy cash position together with strong and positive operating cash flow, the board anticipates that, subject to the cash requirement for further development of the Group, the Company can maintain 100% pay out of its after tax earnings so long as the present mode of operation continues as it is. This policy may from time to time be subject to the board's review when any new relevant factors will be taken into account.

I would like to thank all our employees for their years of support and commitment to realizing Sa Sa's goal to become the dominant cosmetic retailing and beauty services group in Asia. I would also like to thank our shareholders for their continued confidence in the Group and for participating in our vision of the future. I know I speak for everyone in the Sa Sa Group when I say that we are determined to see that confidence rewarded with increased shareholder value in the years to come.



Simon Kwok

郭少明

Chairman and Chief Executive Officer

主席及行政總裁

Hong Kong, 28th June 2004

香港，二零零四年六月二十八日

有賴高度積極的員工，集團已為日後增長建立穩固基礎。由於本集團擁有充裕的現金以及穩健的營運現金盈餘，董事會預算按現行的營運模式，在不影響集團對未來發展的資金需求下，本公司將可保持派發百分之百之稅後盈利作為股息，但董事會將不時考慮新的相關因素而對有關政策作出檢討。

本人謹此感謝各位員工多年來努力不懈，致力實踐莎莎成為亞洲首要的化粧品零售及美容服務集團的目標，並感謝各位股東對集團的信賴及支持集團未來發展的目標。本人及集團上下定必繼續全力以赴，提升股東回報，以答謝股東對集團的信任，並為莎莎開創更光輝未來。



# Fragrances



For the year ended 31st March 2004, the Group's consolidated turnover amounted to HK\$1,883.3 million, representing an increase of 14.7% from HK\$1,641.4 million in the previous fiscal year. On a comparable basis ("Comparable Basis") the consolidated turnover represents a 17.3% increase after Ebeca business is excluded from the turnover for last fiscal year. The Group disposed of Ebeca in March 2003. The Group's consolidated profit attributable to shareholders showed a further significant improvement and rose to HK\$151.1 million from HK\$68.2 million, an increase of 121.4%.

A number of factors contributed to this satisfactory performance. Our retail business in the Hong Kong market registered strong growth from the second quarter of the fiscal year onwards, stimulated by the relaxing of travel restrictions for PRC tourists visiting Hong Kong. There was a marked improvement in the performance of our beauty services business, and we continued to implement a policy of prudent and effective cost control measures.

Highlights of the Group's achievements for the year ended 31st March 2004 are:

- Group turnover increased by 17.3% to HK\$1,883.3 million on a Comparable Basis
- The Group's retail and wholesale business recorded turnover of HK\$1,716.1 million, representing a 17.9% increase on a Comparable Basis
- Sa Sa's retail and wholesale business in Hong Kong and Macau registered an 18.7% increase for the full year, and a year-on-year 29.3% increase for the second half of the fiscal year
- Sa Sa's retail and wholesale turnover increased by 23.8% for the Singapore and Malaysia markets
- The Group recorded a significant improvement in the performance of our beauty services
- Profit attributable to shareholders rose by 121.4%, from HK\$68.2 million to HK\$151.1 million
- Diluted earnings per share increased by 122.6%, from 5.3 HK cents to 11.8 HK cents

截至二零零四年三月三十一日止年度，集團的綜合營業額為十八億八千三百三十萬港元，較上一財政年度的十六億四千一百四十萬港元上升百分之十四點七。若以不將依貝佳業務計入去年同期營業額的相若基準（「相若基準」）計算，綜合營業額的增長則為百分之十七點三。依貝佳已於二零零三年三月出售。集團的股東應佔綜合溢利進一步大幅上升，由六千八百二十萬港元激增至一億五千一百一十萬港元，上升百分之二十一點四。

表現理想有賴數項因素。由本財政年度第二季起，香港零售業務受到中國放寬旅客來港政策刺激而錄得蓬勃增長。集團的美容服務業務表現大為改善，而集團亦持續採取穩健有效的成本控制措施。

集團截至二零零四年三月三十一日止年度的業績摘要如下：

- 集團營業額上升百分之十七點三，增至十八億八千三百三十萬港元（以相若基準計算）
- 集團零售及批發業務營業額增至十七億一千六百一十萬港元，增長百分之十七點九（以相若基準計算）
- 莎莎港澳地區的零售及批發業務營業額全年增長百分之十八點七，本財政年度下半年亦較去年同期增長百分之二十九點三
- 莎莎星馬市場的零售及批發業務營業額上升百分之二十三點八
- 集團美容服務業務表現大為提升
- 股東應佔溢利由六千八百二十萬港元增至一億五千一百一十萬港元，上升百分之二十一點四
- 每股攤薄盈利上升百分之二十二點六，由五點三港仙增至十一點八港仙



### Retail and Wholesale Business

During the fiscal year 2003/04, the Group's retail and wholesale business saw growth in turnover of 17.9% on a Comparable Basis, reaching HK\$1,716.1 million. Turnover growth for the second half of the year was a significant 28.4%. However, the gross profit margin of our retail and wholesale business was adversely affected due to changes in our product mix during the period of the SARS outbreak and due to the appreciation of the Euro, which affected the cost of our purchases. In terms of profitability, the increase in turnover more than offset the decrease in gross profit margin, thus leading to a positive growth in net profit.

Our inventory turnover days were 90 days for the year ended 31st March 2004. We also officially launched our new store image in Hong Kong in February 2004. The trendy, contemporary store design provides a more spacious and comfortable shopping environment. It allows cosmetics brands to project their image better, broadens the customer base to younger customers, and generally enhances the shopping experience. As of 31st March 2004, there were 15 new image stores in the region. Other stores will be converted gradually to the new look.

In December 2003, the Group appointed a new Chief Operating Officer to strengthen the management of our retail and wholesale business.

### Hong Kong and Macau

With the ongoing relaxation of travel policy restrictions for PRC tourists visiting Hong Kong, the economic and retail environment has shown a marked improvement. Although business in the first quarter of the fiscal year was affected by the SARS outbreak, Sa Sa's core retail business in Hong Kong and Macau still managed to achieve a good performance. Turnover in Hong Kong and Macau increased by 18.7% to HK\$1,532.4 million for the year ended 31st March 2004, with a year-on-year increase of 29.3% for the second half of the fiscal year.

### 零售及批發業務

於二零零三 / 零四財政年度，以相若基準計算，集團的零售及批發業務營業額達十七億一千六百一十萬港元，增加百分之十七點九，下半年的營業額與去年同期比較更大幅增長百分之二十八點四。然而，由於非典型肺炎爆發導致期內貨品組合有所改變，加上歐元升值影響集團的採購成本，集團的零售及批發業務毛利率因而受壓。就盈利能力而言，營業額增長足以抵消毛利率下降的影響有餘，使去年純利錄得正面增長。

截至二零零四年三月三十一日，集團的存貨週轉期為九十天。集團的全新店舖形象亦於二零零四年二月正式在香港揭幕。新店舖設計充滿時尚氣息，為顧客提供寬敞舒適的購物環境，更可讓各化粧品品牌充分展示其獨特形象，並將顧客基礎擴展至較年輕階層，及令顧客獲得更佳購物享受。於二零零四年三月三十一日，港澳地區的新形象店舖共有十五間，其他店舖亦會陸續換上新裝。

集團於二零零三年十二月新增委任首席營運總監，以進一步加強集團的零售及批發業務管理。

### 香港及澳門

香港經濟及零售業環境隨著中國持續放寬旅客來港政策而顯著改善。本財政年度第一季的業務雖曾受到非典型肺炎肆虐影響，莎莎在港澳地區的核心零售業務表現依然不俗。截至二零零四年三月三十一日止財政年度港澳地區營業額增至十五億三千二百四十萬港元，上升百分之十八點七，財政年度下半年與去年同期比較則上升百分之二十九點三。



Increased spending by both PRC tourists and local consumers contributed to this healthy performance. Growth was recorded in both the average value per transaction (increased 4.0% to HK\$207) and the total number of transactions (increased 14.2% to 7.1 million). Sa Sa opened seven new stores during the year. As of 31st March 2004, there are 41 Sa Sa stores, plus one La Colline specialty store and one Elizabeth Arden counter.

### Singapore and Malaysia

Turnover increased by a significant 23.8% to reach HK\$105.3 million for the Singapore and Malaysian markets.

As a result of the adoption of a more aggressive strategy to increase market share, strategic measures were taken such as adjustment in the merchandise mix, increased marketing promotions, store expansions, closure of some stores and relocation of stores to higher traffic and better quality locations. The costs associated with store relocation and adjustment in merchandise mix temporarily affected our performance; therefore, a small loss was recorded.

As of 31st March 2004, the number of stores in Singapore remained at nine (due to strategic adjustment in the retail network, three new stores opened while three stores closed during the year) and increased to ten for Malaysia with two new stores opened during the year.

### Taiwan

Turnover in the Group's Taiwan business decreased during the year by 15.4% as a result of the slow recovery after the SARS outbreak and the temporary closure of one store for relocation. Nevertheless, our operations in this market still managed to break even. A third store was re-opened in July 2003 as the only beauty products tenant in a Japanese Department store in Hsinchu. As a

如此穩健表現實有賴內地旅客及本港顧客消費上升。每宗交易平均金額及總交易次數均錄得增長，前者上升百分之四增至二百零七港元，後者則上升百分之十四點二，增至七百一十萬宗。年內莎莎共增設七間新店舖。於二零零四年三月三十一日，集團共有四十一間莎莎化粧品店舖，另有一間La Colline專門店及一個伊莉莎伯雅頓專櫃。

### 新加坡及馬來西亞

年內星馬市場營業額增加百分之二十三點八，達一億零五百三十萬港元。

期內集團採取較進取策略以增加市場佔有率，包括調整貨品組合、加強市場推廣、擴充店舖、結束部份店舖，並將店舖遷往人流較旺盛及質素較佳的地點等。店舖搬遷及調整貨品組合所涉及的開支令業務表現暫時受到影響，因而錄得輕微虧損。

於二零零四年三月三十一日，新加坡方面的店舖數目維持在九間（由於集團對零售網絡作出策略性調節，年內開設三間店舖，並有三間店舖結業），馬來西亞方面的店舖數目則因年內開設兩間店舖而增至十間。

### 台灣

受到非典型肺炎爆發後復甦步伐緩慢及一間店舖因搬遷而暫時休業影響，年內台灣業務營業額下降百分之十五點四。雖然如此，該市場的業務仍能達到收支平衡。第三間店舖已於二零零三年七月份重新開業，乃新竹市一間日資百貨公司內唯一售賣美容產品的租戶。集團已於二零零三年





sign of our confidence in the potential for future growth and our commitment to the market, the Group appointed a new head for the country team in October 2003.

### E-commerce - Sasa.com

Turnover for Sasa.com amounted to HK\$21.2 million, representing an increase of 69.1% over the corresponding period of last fiscal year. The performance of Sasa.com was substantially improved through such measures as strategic marketing activities, adjustments in the product mix, expansion of the product range and introduction of cost-effective delivery arrangements.

Leveraging on the strong brand name and goodwill of Sa Sa, Sasa.com has built a diverse customer base. Apart from the major markets of the USA, South Korea and Hong Kong, we also have customers from other parts of the world such as Europe and Australasia, totalling over 45 countries. This in turn has helped us to enhance Sa Sa's brand name worldwide. The registered members for Sasa.com increased from approximately 50,000 to approximately 90,000, while active customers for the International web site recorded an increase of over 300%. The number of orders for the International site increased by 260%.

In terms of regional recognition, Sasa.com was awarded the 2003 "e-Korea & CEO Award" in the category of Specialised Cosmetics Shopping Site. This prize was given by Good Day newspaper, one of South Korea's most popular newspapers with a daily circulation

十月委任台灣地區的新主管，足證集團對未來增長潛力充滿信心並決意繼續發展該市場。

### 電子商貿 — Sasa.com

Sasa.com於年內的營業額為二千一百二十萬港元，較去年同期增加百分之六十九點一。透過各種策略性市場推廣活動、調整貨品組合、增加貨品種類及引進成本效益較佳的付運安排等措施，Sasa.com的表現大為提升。

憑藉莎莎實力雄厚的品牌知名度和優良商譽，Sasa.com已建立廣泛的客戶基礎。除美國、南韓及香港三個主要市場外，Sasa.com的客戶亦遍及歐洲和澳紐等逾四十五個國家；這更有助進一步加強莎莎品牌在全球的知名度。年內Sasa.com的登記會員由大約五萬名增至約九萬名，而該國際性網站的常客則增加逾百分之三百，訂單則增加百分之二百六十。

Sasa.com備受區內消費者認同，榮獲南韓報章Good Day頒授二零零三年「e-Korea & CEO大賞」（化粧品網上專門店組別）。Good Day乃南韓最暢銷報章之一，每日發

### Turnover Breakdown of Sa Sa's Retail and Wholesale 莎莎零售及批發營業額按產品類別分佈

Private-label and exclusively distributed products  
專有品牌及獨家分銷產品

27.1%

**Total 合共：**  
**HK\$1,716.1M 百萬港元**





of 800,000 copies. Winning this award shows that Sasa.com has an established foothold in the Korean cosmetics market. Indeed, Sasa.com has already become one of South Korea's most favoured on-line cosmetics shopping sites.

### Brand Management

Sa Sa's sales of private-label and exclusively distributed products increased by 18.2% and contributed 27.1% to the Group's total retail and wholesale sales for the year ended 31st March 2004. New brands secured for our exclusive distributorship included such fragrances as Feraud and Cabotine. Our reputation for brand management capabilities was further enhanced when Suisse Programme, a private label, and La Colline, an exclusive brand, were awarded the title of "Luxury Superbrand" in Hong Kong and Mainland China alongside other world-renowned international brands. Elizabeth Arden, a brand that Sa Sa carries as sole agent in Hong Kong and Macau, achieved impressive sales performance during the year.

Overall, we continue to place a special emphasis on our brand management business. During the year, we further developed close working relationships with our vendors, giving them market feedback on pricing and competition, introducing new products and product launch activities, boosting the awareness of our exclusive brands, and executing joint promotions with other distribution channels including department stores.

行量多達八十萬份。此項殊榮充分顯示 Sasa.com 已在南韓化粧品市場上建立穩固基礎，並已成為南韓其中一個最受歡迎的化粧品購物網站。

### 品牌管理

截至二零零四年三月三十一日止年度，莎莎的專有品牌及獨家經銷貨品銷售額增加百份之十八點二，並佔集團零售及批發總營業額百份之二十七點一。年內取得獨家經銷權的新品牌包括Feraud及Cabotine等香水。集團的專有品牌Suisse Programme及獨家經銷品牌La Colline獲頒授為中港兩地「豪華超級品牌」，與其他舉世知名的國際品牌分庭抗禮，足證集團的品牌管理能力更為雄厚。由莎莎擔任港澳總代理的國際品牌伊利莎伯雅頓年內銷售額亦表現驕人。

整體而言，集團會繼續重點發展品牌管理業務。年內集團進一步與供應商建立緊密合作關係，向其反映市場對訂價及競爭的意見，引進新產品及舉行產品發佈活動，提高獨家銷售品牌的知名度，並與百貨公司等其他銷售渠道同步舉辦促銷活動。

### "What are Sa Sa's main strengths?"

We have built a great brand that everyone knows, and we have an unmatched range of products for our huge, loyal and region-wide customer base. Our relationship with our vendors is excellent, our sales professionals give quality service, and we have a long-established network of more than 60 retail outlets in prime Asian locations, along with an attractive on-line presence.

In addition, we have extensive industry experience and a clear business focus on beauty, supported by well thought-out corporate strategies, a robust balance sheet and a strong management team.

### 莎莎的優勢在哪裡？

莎莎品牌家喻戶曉，產品種類繁多，更有區內龐大而忠實的顧客基礎作支持。我們與各地供應商享有良好的合作關係，專業售貨員服務出色；我們並擁有龐大的亞洲區銷售網絡，在亞洲各主要地區設有逾六十間零售店，以及卓越的電子商務網站。

此外，我們還具有豐富的業內經驗，明確的業務方向，周全的企業策略，穩健的財務表現及經驗豐富的管理層。

Q&A





### Beauty Services

Despite the impact of SARS, turnover for beauty services was HK\$ 167.2 million, an increase of 11.8%, on a Comparable Basis. This was mainly due to the improved performance of Phillip Wain beauty and health clubs and the opening of a second Sa Sa Beauty+ beauty and slimming centre.

### Phillip Wain

Phillip Wain offers premium beauty and health ladies' clubs that cater for the discerning customer. During the year ended 31st March 2004, Phillip Wain's performance significantly improved due to enhanced service standards based on strengthened staff training, as well as to an improved cost structure that included rental reductions. We introduced new treatments and facilities, such as photo-facial treatments, and other exclusive beauty equipments and treatments by renowned brands such as Dibi Body and Olos from Italy, and Alessandro from Germany. Phillip Wain was also the first in Asia to launch "Huber" equipment, an avant-garde interactive game-exercise device. These new and exclusive products and treatments helped to drive the growth of our business. In addition, we strengthened Phillip Wain's marketing promotions, including the launch of a new TV commercial and the appointment of an additional new image woman, to increase market awareness.

### Sa Sa Beauty +

The establishment of Sa Sa Beauty+ is intended primarily to complement our retail business development, providing all-round cosmetics and beauty services to Sa Sa customers. During the year the second new store of Sa Sa Beauty+ was opened in Kowloon, thereby extending our beauty services and enhancing the competitiveness of our retail offering. We introduced a number of new beauty treatments and facilities including photo-facial, as well as exclusive treatments and equipment such as La Colline Eye Ology and Slim Tech treatments. We also broadened the customer base to male customers by providing facial treatments and photo-facial treatments specifically for men.

### 美容服務

儘管受到非典型肺炎爆發影響，美容服務的營業額仍達一億六千七百二十萬港元，增加百分之十一點八（以相若基準計算），主要是由於菲力偉健美會所業務表現大幅改善及集團增設第二間Sa Sa Beauty+美容及纖體中心所致。

### 菲力偉

菲力偉為品味高尚的女士提供尊貴的美容及健身會所服務。於截至二零零四年三月三十一日止年度，透過加強員工培訓以提升服務水準，再配合改善成本架構，包括成功調低租金等，使菲力偉的表現大為改善。集團引進嶄新的光子螢肌護理等療程及設施，以及意大利的Dibi Body及Olos和德國的Alessandro等著名品牌的獨家美容護理設備及產品。菲力偉更在亞洲率先引入採用嶄新互動遊戲概念的Huber智能運動儀器。此等獨家產品及療程有助推動集團業務的增長。此外，集團亦加強了菲力偉的市場推廣，包括推出全新電視廣告及委任新形象大使以加強品牌認知度。

### Sa Sa Beauty +

設立Sa Sa Beauty+ 的目的主要是與集團零售業務的發展相輔相成，為莎莎顧客提供全面的化粧品及美容服務。年內集團於九龍區開設第二間Sa Sa Beauty+ 美容中心，藉此擴展旗下美容服務及提升零售業務的競爭力。中心引進嶄新的光子螢肌護理及La Colline Eye Ology及Slim Tech等多項獨家美容護理療程及設備，並提供專為男士而設的面部護理及光子螢肌療程，將顧客基礎拓展至男士。



The time lag between opening the second Sa Sa Beauty+ and building its customer base had some effect on the overall performance of our Beauty Services, but we continue to regard Sa Sa Beauty+ as a further opportunity for cross-selling our retail products.

### Strong Brand Recognition of "Sa Sa"

The Sa Sa brand is gaining increasing recognition in the region. Sa Sa ranked number 9 of the Top 10 retailers in Hong Kong (the only cosmetics specialty store) in the Retail Asia-Pacific Top 500 ranked by KPMG and Retail Asia magazine in 2004. The excellence of our service was recognized when the award for the Specialty Store category of the "Service and Courtesy Award 2003" administered by Hong Kong Retail Management Association went to a Sa Sa employee. World-renowned Internet company Yahoo gave Sa Sa its "Yahoo! Emotive Brand Award 2003-04" - health and fitness category. Sa Sa store, with its trend-setting new store image, was named as "The Cool Store" for the Year 2004 by 8 Days magazine, one of the most popular magazines in Singapore. Sa Sa was the only cosmetics chain store named "Superbrand" for 2002-03 in Hong Kong and we repeated our success again in 2004. Phillip Wain also became a "Superbrand" in Hong Kong in 2004.

Sa Sa's rapid progress towards becoming a household name in Mainland China was marked in November 2003 when a survey conducted by an international financial institution, CLSA, identified Sa Sa as the most popular retail outlet in Hong Kong for PRC tourists. Its similar survey in May 2004 continued to name Sa Sa as the most popular cosmetics specialty store for PRC tourists. The Guangzhou Daily, one of the most popular dailies in the PRC, also awarded the Group "The Hong Kong Merchants of Integrity Award 2003/04" in the personal care and cosmetics category.

由於第二間Sa Sa Beauty+ 美容中心開業至建立相當的顧客基礎這過程需時，令集團美容服務的整體表現受到影響，然而集團認為Sa Sa Beauty+ 提供聯合推廣商機，有助拓展零售貨品銷售。

### 「莎莎」品牌聲譽日隆

「莎莎」品牌在區內日益廣受認同。在畢馬域會計師行及Retail Asia雜誌於二零零四年聯合編制的亞太區首五百家零售商中，莎莎在香港區排名第九，並是唯一名列香港十大零售商的化粧品連鎖專門店。此外，在香港零售管理協會舉辦的「二零零三年傑出服務獎」，莎莎的美容顧問在專門店組別取得獎項，足證莎莎服務質素傲視同儕。另外，全球知名的互聯網公司雅虎亦向莎莎頒授「二零零三 / 零四年度Yahoo!感情品牌」獎項（健康及健美組別）。莎莎更憑著全新的店舖形象，被新加坡最暢銷雜誌之一8 Days選為二零零四年「最“酷”商店」。此外，莎莎繼於二零零二 / 零三年度成為唯一榮獲香港「超級品牌」的化粧品連鎖專門店，於二零零四年更續獲此項殊榮。菲力偉亦於二零零四年躋身香港「超級品牌」之列。

莎莎在中國內地迅速發展為家喻戶曉的品牌，根據國際金融機構里昂證券於二零零三年十二月進行的調查，莎莎乃最受中國旅客歡迎的香港零售店，而在其二零零四年五月的同類調查，莎莎繼續成為最受中國旅客歡迎的化粧品專門店。國內最暢銷日報之一廣州日報亦向集團頒授「香港優質誠信商號二零零三 / 零四」獎項（個人護理及化粧品組別）。





### Outlook

Sa Sa remains deeply committed to its vision for the future: to be the dominant cosmetic retailing and beauty services group in Asia. Looking forward, our approach to achieving this goal is based on the following strategic imperatives.

#### 1. Cosmetic Retail Specialist

Firstly, we aim to strengthen the market positioning of our retail business so that we are seen as a Cosmetic Retail Specialist. Our strategies include the provision of increasingly professional services, strengthening the retail brand recognition of Sa Sa and the overall awareness of our exclusive cosmetic brands in both existing and new markets, gradually converting existing stores to our new and appealing "younger customer" store format, and projecting a clear quality image and reputation for reliability to our customers. As part of this drive, a new TV commercial to promote our updated retail image was launched in May 2004. The Group has also committed to sponsor the Miss Hong Kong Pageant 2004 and Sa Sa stores will be the pageant's official cosmetics specialty store while Sa Sa Beauty+ will act as the official beauty salon.

#### 2. Strong Brand Management

Secondly, Sa Sa aims to strengthen brand management by continuing to introduce a wide variety of brands, promoting continuous improvement of our product mix to support growth, developing closer relationships with our suppliers and further expanding our exclusive distributorship business. We will devote more resources towards the marketing of exclusive brands in order to boost their image and attract and retain more customers. With the assistance of our upgraded operational systems, we can provide our suppliers with more market and sales analysis and therefore more understanding of the market. This will inevitably result in more effective pricing, as well as a better product and marketing mix, subsequently increasing brand awareness and sales. Our new

### 展望

莎莎對未來發展所訂定下的目標非常明確——銳意成為亞洲地區首要的化粧品零售及美容服務集團。展望未來，集團將會採取下列策略措施，務求達致此目標。

#### 1. 化粧品零售專家

首先，集團銳意加強零售業務的市場定位，成為顧客心目中的化粧品零售專家。集團的策略包括提供日益專業化的服務，加強莎莎的零售品牌知名度以及獨家代理品牌在現有市場及新市場上的整體知名度，逐步將現有店舖換上更吸引年輕顧客的嶄新形象，以及向顧客展示品質至上、穩健可靠的形象。為此，集團亦於二零零四年五月推出全新電視廣告片，推廣旗下零售店舖的全新形象。此外，集團贊助二零零四年香港小姐競選活動，莎莎化粧品店更成為大會指定化粧品專門店，Sa Sa Beauty+則成為大會指定美容護理服務。

#### 2. 優越的品牌管理

第二，莎莎將繼續引進不同種類的品牌，改進貨品組合以促進增長，與供應商建立更緊密關係及進一步拓展獨家經銷業務，藉此加強品牌管理。集團會投入更多資源以加強獨家代理品牌的市場推廣，以提升品牌的形象，招徠及吸引更多顧客。在營運系統提升的協助下，集團能夠向供應商提供更全面的市場和銷售分析，助他們更深入了解市場，因而在訂價方面更為有效，貨品組合與市場推廣亦更為完善，令品牌知名度和銷量獲得提升。新店舖設計概念有助突出個別品牌的形象，有助集團



2004年度香港小姐競選  
大會指定專用化粧品專門店  
大會指定專用美容護膚服務



store design will help individual brand images to stand out, thereby enhancing the Group's capability to secure more exclusive brands. The Group may also consider acquiring an international brand with a complementary brand positioning and distribution network to strengthen our brand portfolio and forming partnership with other brands to develop the Asian market together.

### 3. Operational Management and Customer Service

Another of our priorities for the future is the strengthening of our existing operation management systems, including the introduction of a business intelligence system, and an upgrading of the POS system and Customer Relations Management system. Our objective is to improve data analysis as well as operational efficiency and effectiveness, thereby increasing the sales and profitability of stores and e-commerce. We aim to further improve the level of our customer service through more robust operational systems, enhanced training of sales staff and upgraded service monitoring systems.

爭取更多獨家代理品牌。集團並考慮收購品牌定位及分銷網絡對集團有互補作用的國際品牌，藉以加強集團的品牌組合，並與其他品牌結盟，聯合發展亞洲市場。

### 3. 營運管理及顧客服務

另一項重點是加強集團現有的營運管理系統，包括引進營商資訊系統，並提升銷售點系統及顧客關係管理系統。集團的目標是改進數據分析、營運效率及效益，從而加強店舖及電子商貿的銷售和盈利能力。集團會透過採用更精密的營運系統、更完善的員工培訓和更嚴謹的服務監察系統，進一步提升顧客服務水平。

"How does Sa Sa manage to sell quality products at such competitive prices?"

Sa Sa applies its global sourcing and purchasing capabilities to obtaining the best value products, buying in bulk to increase its bargaining power. A further factor is our excellent long-term relationships with vendors. While we pride ourselves on our ability to offer generous discounts, we also take exceptional care to ensure that everything we sell is genuine and in tip-top condition.

莎莎為什麼能以這樣相宜的價錢，出售如此優質的產品？

莎莎憑藉環球採購專長，得以精選最物有所值的產品，並透過大量購貨而提高議價能力；而我們與供應商保持長期良好關係也是箇中關鍵。我們的優勢不僅是為顧客提供豐厚的折扣優惠，更竭盡所能確保所售的商品皆是正貨，品質上乘。

Q&A





#### 4. Beauty Services

Sa Sa's overall vision is that of a Beauty Specialist serving the all-round beauty needs of our customers by offering comprehensive beauty products and services. To realize this vision, we will continue to strengthen the operational management of our beauty services in order to enhance the level of service as well as business performance. We will introduce more exclusive treatments and equipment to increase our competitiveness, and we will broaden the customer base of Phillip Wain to include male customers.

#### 5. Geographical Expansion

The Group's application for a wholly owned retail license in the PRC (allowed under CEPA rules) is in progress. Such a license will give Sa Sa much greater flexibility in entering the China market. We are now making all the necessary preparatory arrangements and planning for the establishment of future operations in China. Our aim is to foster close working relations with our suppliers in the PRC and to offer alternative channels to department stores, which are now the only distribution channel for most cosmetic brands. As a specialist alternative, Sa Sa has more flexibility in the choice of store locations because of our smaller store size requirements. In the long term, we expect to provide better sales network coverage than any of our competitors. As a first step, we intend to open one or two directly managed prototype stores in major cities of the PRC in 2004.

#### 6. Further Market Share

Finally, we are focusing on gaining further market share in all existing markets.

#### Hong Kong

Hong Kong is a major beneficiary of the burgeoning Chinese consumer market. The relaxed travel policy for PRC tourists visiting Hong Kong will be further extended in 2004. In addition to the residents of Guangdong province, Shanghai and Beijing, the inhabitants from nine cities of three provinces, Jiangsu, Zhejiang

#### 4. 美容業務

莎莎的整體目標是成為化粧品及美容專家，提供全面的美容產品及服務，迎合顧客各方面的美容需要。為達成此項目標，集團會不斷加強美容護理業務的營運管理，務求提升服務水平及業務表現。集團會引進更多獨家療程及設備以加強競爭力，並會擴大菲力偉的顧客基礎至男士層面。

#### 5. 地域拓展

集團正依據「更緊密經貿安排」所定而申請在中國經營全資零售業務的營業執照。這牌照將可使莎莎在進軍內地市場方面採取更靈活方針。集團現正就日後於國內營業而進行一切所需籌備安排及規劃。集團的目標是與國內供應商建立密切的關係，並提供百貨公司以外的渠道（對大部份化粧品品牌而言，目前百貨公司乃唯一銷售渠道）。作為化粧品專門店，莎莎在店鋪地點選擇方面享有更高靈活性，原因是所需店鋪面積較小。長遠而言，預計集團的銷售網絡覆蓋範圍比任何競爭對手更為廣泛。集團擬於二零零四年內在國內主要城市開設一至兩間直接管理的試點店鋪，作為進軍國內市場的起步。

#### 6. 增加市場佔有率

此外，集團並著眼於增加在各現有市場的佔有率。

#### 香港

香港乃中國消費市場日益壯大的主要受惠者。放寬內地旅客來港政策的範疇將於二零零四年進一步擴大。由二零零四年七月一日起，除廣東省、上海及北京居民外，



and Fujian (altogether a population of 43 million people), will be allowed to travel to Hong Kong from 1st July 2004. In total, 150 million PRC residents will enjoy easier access to Hong Kong under the "Individual Visit Scheme". According to the Hong Kong Tourism Board (HKTB), over eight million PRC tourists have visited Hong Kong since the inception of the "Individual Visit Scheme" policy in July 2003. The HKTB expects PRC tourists to exceed 20 million for the whole of the year 2004.

The projected benefits for retail stores such as Sa Sa are not only in terms of higher numbers. The independent PRC travelers now allowed to enter Hong Kong tend to have higher spending power than group travelers. The acceptance of RMB-denominated credit and debit cards in Hong Kong since 18th January 2004 is also helping to stimulate PRC tourist consumption. The appearance of several more tourist attractions on the horizon over the coming years, including Disneyland, the ASEAN Games, and new casinos in Macau will undoubtedly attract yet more visitors to Hong Kong.

In order to tap this rapidly expanding tourist market, particularly from the PRC, Sa Sa already has 21 stores located in high tourist traffic areas and will continue to open more stores and increase the store size of selected existing stores. We will open two more new stores in tourist areas, one in Mongkok and the other in Causeway Bay, by December 2004. The store in Causeway Bay, with a retail floor area of approximately 5,000 sq. ft., will become the Group's flagship store and the largest cosmetics specialty store in Hong Kong. With the addition of these new stores and the planned expansion of some existing stores, our total retail area in Hong Kong will increase at least 14% by December 2004. We aim to further adjust our product mix to appeal to tourists' needs and to launch effective marketing campaigns and promotions to attract tourists. The Mandarin training of our sales staff and the quality of our customer service will be further enhanced.

江蘇、浙江、福建三省九市（總人口達四千三百萬）的居民亦可來港旅遊。屆時，因「自由行」政策而可獲准來港的內地居民將合共多達一億五千萬。據香港旅遊發展局資料顯示，自二零零三年七月實施「自由行」政策至二零零四年六月，訪港內地旅客已超過八百萬人次。旅遊發展局預計二零零四年全年的內地訪港旅客人數將逾二千萬人次。

對莎莎等零售店而言，上述政策預計帶來的裨益並不限於顧客數目的增長。現時以個人身份來港的內地旅客的消費力一般較團體旅客為高。香港自二零零四年一月十八日起接納人民幣信用卡及扣賬卡，亦有助刺激內地旅客消費。未來數年，隨著區內新增更多旅遊點及大型活動包括迪士尼樂園、東亞運動會及澳門新賭場等，相信將可吸引更多旅客來港。

為了迎合此迅速增長的旅客（特別是中國內地旅客）市場需要，莎莎不單已在旅客眾多的地區設有二十一間店舖，並會增設更多店舖和擴充部份現有店舖的面積。集團將於二零零四年年底前在旅遊區增設兩間新店，一間位於旺角，另一間則在銅鑼灣。銅鑼灣分店面積超過五千平方呎，將成為集團的旗艦店，亦是香港最大化粧品專門店。增設此等新店及擴充部份現有店舖面積的計劃完成後，集團於二零零四年十二月在香港的總零售面積將最少增加百分之十四。集團並將進一步調整貨品組合以迎合旅客需要，並推出具效益的市場推廣和促銷活動以吸引旅客。集團更進一步加強銷售人員的普通話培訓和提升顧客服務質素。



# Operations Review

## 業務回顧



### Singapore & Malaysia

Sa Sa's objective in Singapore and Malaysia is to increase market share. We aim to convert more existing stores to the new look to broaden our customer base and strengthen our retail image. We will expand the product range, introduce more exclusive brands, enhance the merchandise mix and bolster our marketing and promotion efforts. We will also continue to adjust the existing store sizes and locations and to build closer relationships with our suppliers.

### Taiwan

In Taiwan, we are moving in the same direction. We will focus on strengthening our market positioning and boosting Sa Sa's brand image as well as introducing our new store design, strengthening the product mix and working closer with suppliers. As part of our expansion of the retail network, Sa Sa opened a fourth store in May 2004 in Tao Yuan.

### Sasa.com

The Group will continue to increase awareness of Sasa.com and to strengthen marketing in order to further increase penetration in overseas markets and broaden the customer base. Going forward, we will upgrade the operating platform so that it is able to absorb a higher volume of orders, provide greater flexibility and capabilities to cater for a wider variety of customers' preferences and needs. This in turn will enhance customer loyalty and improve sales. In addition, we aim to improve the user-friendliness of the site in order to make the on-line shopping experience more enjoyable.

### Employees

As at 31 March 2004, the Group had a total of 1,825 employees. Staff costs for the period under review were HK\$299.5 million. To ensure that the Group is able to attract and retain staff with good performance, remuneration packages are reviewed on a regular basis and performance bonus and share options are offered to

### 新加坡及馬來西亞

莎莎在星馬地區的目標是提高市場佔有率。集團旗下更多現有店舖將會採用嶄新店舖設計，藉以擴大客戶基礎和提升莎莎的形象。集團將擴大貨品種類，引進更多獨家代理品牌，加強貨品組合以至市場推廣及促銷活動。集團會繼續調整改善現有店舖面積及地點，並與供應商建立更緊密的關係。

### 台灣

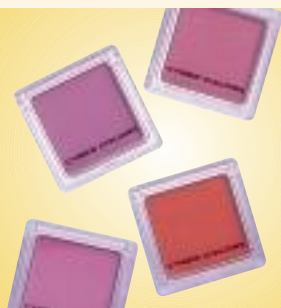
台灣方面亦朝著相同的目標發展。集團將專注於加強莎莎在台灣市場定位，提升莎莎的品牌形象，同時採用嶄新店舖設計，加強貨品組合，與供應商更緊密合作。為拓展零售網絡，莎莎已於二零零四年五月份在桃園開設第四間店舖。

### Sasa.com

集團將不斷提高Sasa.com的知名度和加強推廣，務求提升網站在海外市場的滲透率和擴闊客戶基礎。展望未來，集團將提升網站的運作平台，冀能吸納更多訂單，以便更靈活和迅速迎合不同顧客的喜好和需要，使莎莎更受顧客擁戴和提高銷售額。此外，集團銳意改善網站，使其更方便易用，讓顧客享受更稱心滿意的網上購物服務。

### 員工

於二零零四年三月三十一日，集團共聘有一千八百二十五名員工，期內的員工成本為二億九千九百五十萬港元。為確保莎莎能夠吸引及挽留表現優秀的員工，集團會定期檢討員工薪酬及福利，並會向所有合





qualified employees. Staff development initiatives were implemented during the year through in-house training programmes and the provision of financial subsidies for external training courses.

資格員工授出表現花紅及購股權。在員工發展方面，集團亦於年內舉辦多項內部培訓課程及資助員工報讀其他外間培訓課程。



## "How can Sa Sa achieve such a high standard of customer service?"

## 為什麼莎莎能提供優質的客戶服務？

### • By Creating a Strong Training Team

Our training team is specialized in different training programs. These include product knowledge (with different trainers specialized in skin care, fragrance, make-up products and beauty treatments); skin analysis; make-up training; Mandarin speaking; selling skills; supervisory skills; customer service skills and general management skills.

### • Intensive Training

A new beauty consultant receives more than 150 training hours before she becomes a qualified beauty consultant (BC). We also provide continuous training to existing BCs to update their skills and knowledge in all the above categories. Good training is vital for cosmetics retailing because it improves sales and service, enhances the corporate image, professionalism of staff, and the sense of belonging of our employees.

### • Knowledge of the Market and Customer

The cosmetic retailing industry changes very rapidly, always catching up with new trends and the evolving needs of customers. Therefore, our staff need to be updated frequently. In addition, our sales staff act as personal consultants to customers for their beauty needs. They require an in-depth knowledge of both products and customer requirements in order to provide tailor-made beauty advice.

### • Building Loyalty

We aim at providing a service to customers, not only at selling products. Our mission is to convert more and more buyers of our products and services into loyal customers. We therefore monitor our services very closely and strengthen our service-oriented culture through various internal programmes and through participation in external monitoring schemes such as mystery shoppers programmes.

### • Gaining Recognition

Sa Sa stores as well as La Colline specialty store have been awarded the "Quality Tourism Services" certificate by the Hong Kong Tourism Board. This scheme honours tourism service providers judged to have achieved excellent quality in the areas of environment, products, processes, people and systems.

### • 優秀的培訓隊伍

莎莎的培訓隊伍涵蓋專才，負責各方面的培訓課程：包括產品知識（護膚品、香水、化粧品及美容護理等均由不同專業培訓人員負責）；皮膚分析、化粧品技巧、普通話會話、銷售技巧、管理下屬技巧、客戶服務、以及一般管理知識等等。

### • 培訓嚴謹

在莎莎剛入職的銷售員工，必須接受一百五十小時以上的培訓才可成為正式的美容顧問。而在職的美容顧問也須經常接受培訓，以提升她們各方面的技巧及知識。良好的培訓對化粧品零售業尤為重要，不僅有助改善銷售及服務表現，更可提升企業形象，提高員工專業水平及培養員工對公司的歸屬感。

### • 了解市場及顧客的需要

化粧品零售業瞬息萬變，除了要緊貼潮流外，亦要迎合顧客各式各樣的需要。因此集團的員工必須擁有最新有關的知識及才能。莎莎旗下的專業售貨員都是顧客的私人美容顧問，因此對每樣貨品都必須非常熟悉，明瞭顧客的需要，從而提供最切合個人需要的美容建議。

### • 建立穩健客戶基礎

我們致力為顧客提供完善的服務，不會單以售賣貨品為目的。莎莎的經營理念是令更多使用莎莎產品及服務的客人成為我們的忠實顧客。因此，我們一直密切監察我們的服務水平，並通過各種內部培訓及參與外間的服務監察計劃，例如「神秘顧客」計劃等，積極鞏固以服務為本的企業文化及提升服務水平。

### • 贏取業界認同

莎莎化粧品及La Colline專門店皆榮獲香港旅遊發展局頒發「優質旅遊服務」認證，標誌著我們作為旅遊服務業的成員，在環境、產品、工作流程、人才及系統方面皆表現卓越。

## Q&A



# Skin Care



### Capital Resources and Liquidity

As at 31st March 2004, the Group's total shareholders' funds were HK\$849.6 million including reserves of HK\$720.3 million. The Group continued to maintain a strong financial position with cash and bank balances plus held-to-maturity securities in aggregate of HK\$740.1 million (please see table below). The Group's working capital was HK\$817.0 million. Based on the Group's steady cash inflow from operations and coupled with its existing cash and bank facilities, the Group has adequate financial resources to fund its future expansion.

### 資本及流動資金

截至二零零四年三月三十一日止，集團股東權益為八億四千九百六十萬港元，其中包括七億二千零三十萬港元之儲備金。集團繼續維持穩健財務狀況，現金及銀行結存加上持至到期日之證券累積達七億四千零一十萬港元（請參閱下表），集團營運資金為八億一千七百萬港元。基於集團有穩定的經營業務現金注入，加上現時手持之現金及銀行信貸，集團掌握充裕財務資源以應付未來發展。

		31st March 2004 HK\$'000 二零零四年三月三十一日 港幣千元	31st March 2003 HK\$'000 二零零三年三月三十一日 港幣千元
Held-to-maturity securities	持至到期日之證券	35,181	70,544
Cash and bank balances	現金及銀行結存	704,954	650,913
<b>Total</b>	<b>總額</b>	<b>740,135</b>	<b>721,457</b>

As at 31st March 2004, the Group's held-to-maturity securities were composed of corporate bonds and bank notes with maturity dates falling within two years. This is in line with the Group's policy to invest in investment grade securities with maturity periods of less than two years. When compared with short-term deposit interest rates, the Group was able to achieve a higher yield based on its investment strategy.

於二零零四年三月三十一日，本集團持至到期日之證券由兩年內到期之公司債券及銀行票據組成，此與本集團投資於兩年內到期之投資級別證券的政策相符。若跟短期存款息率比較，本集團基於其投資策略，成功取得較高回報。

During the year, the majority of the Group's cash and bank balances were in U.S. dollars and were deposited in leading banks.

於年內，集團大部份現金及銀行結存均為美元，並存放於數間大銀行。

# Financial Review

## 財務概況



### Financial Position

Total funds employed (comprising shareholders' funds only) for the year ended 31st March 2004 were HK\$849.6 million, which represented a 11.7% increase over the total funds employed of HK\$760.3 million for the year ended 31st March 2003.

The gearing ratio, defined as the ratio of total loans less cash and bank balances to total assets, was nil as at 31st March 2004 and 31st March 2003.

### Treasury Policies

It is the Group's treasury management policy not to engage in any highly leveraged or speculative derivative products. In this respect, the Group continued to adopt a conservative approach to financial risk management with no significant borrowing during the year. Most of the assets, receipts and payments of the Group are either in Hong Kong or U.S. dollars. However, the Group will monitor its foreign exchange position and, when appropriate, the Group will hedge its non U.S. dollar foreign exchange exposure by way of forward foreign exchange contracts. As at 31st March 2004, the Group had HK\$65.9 million outstanding forward foreign exchange contracts committed for payment in foreign currencies in the coming year.

### 財務狀況

截至二零零四年三月三十一日之運用資金總額（等同股東權益）為八億四千九百六十萬港元，較二零零三年三月三十一日之七億六千零三十萬港元運用資金總額上升百分之十一點七。

集團於二零零四年三月三十一日及二零零三年三月三十一日之槓桿比率均為零。槓桿比率為總負債減去現金及存款後與總資產之比例。

### 庫務政策

集團的理財政策是不參與高風險之投資或投機性的衍生工具。年內，集團於財務風險管理方面繼續維持審慎態度，並無重大借貸。集團大部份資產、收款及付款均為港元或美元。惟集團會審視其外幣狀況，並於適當時候，以遠期外匯合約對沖其非美元外幣風險。於二零零四年三月三十一日，本集團未履行之遠期外匯合約為六千五百九十萬港元，此等合約將用作未來一年之外幣付款。





### Charge on Group Assets

At 31st March 2004, no Group asset was under charge to a financial institution.

### Contingent Liabilities

The Group had no contingent liabilities as at 31st March 2004.

### 集團資產之抵押

於二零零四年三月三十一日，集團並無資產於財務機構作抵押。

### 或然負債

集團於二零零四年三月三十一日並無或然負債。



# Hair Care



# Biographical Details of Directors and Senior Management

## 董事及高級管理人員簡介



Vice-Chairman, Eleanor Kwok  
副主席 郭羅桂珍

Chief Operating Officer, Wilson Chu  
首席營運總監 朱斌

Chairman & CEO, Simon Kwok  
主席及行政總裁 郭少明

CFO & Executive Director, Guy Look  
首席財務總監及執行董事 陸楷

### Executive Directors

**Mr. KWOK, Siu Ming, Simon\***, Chairman and Chief Executive Officer

Aged 51. Mr. Kwok together with his wife, Eleanor, has run Sa Sa's operations since the early days and successfully listed the company on The Stock Exchange in June 1997 with the share offering more than 500 times oversubscribed. Over the past 26 years, Mr. Kwok transformed the company from one outlet in 1978 to a regional network of operations with over 60 retail outlets and 11 beauty centres in six major Asian markets, successfully carving out the important market niche that the Group now occupies. He is the Chairman of the Executive Committee for the Group. Mr. Kwok is currently the Honorary President of the Cosmetic & Perfumery Association of Hong Kong and Trustee of New Asia College, The Chinese University of Hong Kong.

**Mrs. KWOK, Law Kwai Chun, Eleanor\*\***, Vice-Chairman

Aged 50. A founder of the Group. Mrs. Kwok has more than 30 years experience in the sales and marketing of beauty products. With extensive professional knowledge and many years of experience in cosmetic retailing, she pioneered the unique operational concept of open-shelf display of products, offering customers the convenience of choosing and sampling from a wide range of products to make shopping a more enjoyable experience. Mrs. Kwok plays a leading role in the marketing, operations, human resources, staff training functions of the Group as well as the development of the beauty services business. Mrs. Kwok is actively involved in charity activities.

### 執行董事

主席及行政總裁，郭少明先生\*

五十一歲。郭氏於集團創立初期與太太羅桂珍共同經營莎莎，並於一九九七年六月成功將集團在香港聯交所上市，股份認購率超過五百倍。過去二十六年，莎莎在郭氏的領導下，由一個化粧品零售櫃位，發展至今天的亞洲零售網絡，於六個主要亞洲市場設有超過六十間零售店及十一間美容中心，使集團在化粧品零售及美容服務市場上穩佔重要席位。郭氏為集團的行政委員會主席；並為香港化粧品同業協會榮譽主席及香港中文大學新亞書院校董。

副主席，郭羅桂珍女士\*\*

五十歲。集團創辦人。郭太累積逾三十年營銷及推廣化妝品的經驗，資歷深厚。憑著廣泛的專業知識及多年化粧品零售經驗，郭太首創開放式產品陳列概念，方便客戶隨意挑選琳琅滿目的貨品，締造更寫意的購物體驗。郭太主導集團市場推廣、營運管理、人力資源及員工培訓，並領導集團美容業務的發展。郭太更積極參與公益事務，回饋社會。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員簡介

### Mr. LOOK, Guy\*, Chief Financial Officer and Executive Director

Aged 48. Joined Sa Sa as Chief Financial Officer (CFO) in March 2002 and was appointed Executive Director in September 2002. Prior to joining Sa Sa, Mr. Look was the CFO and an Executive Director of Tom.com Limited. Mr. Look has over 20 years of experience in local and overseas financial and general management, and was a Deputy Managing Director of ONFEM Holdings Limited; a Director and the Chief Executive Officer of Tung Wing Steel Holdings Limited (renamed Shougang Concord International Enterprises Co Ltd) and a Director of Santai Manufacturing Limited (renamed Shougang Concord Technology Holdings Ltd); all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He holds a Bachelor's degree in Commerce from the University of Birmingham, England and is an associate member of the Institute of Chartered Accountants in England and Wales, and an associate member of the Hong Kong Society of Accountants. Mr. Look is nephew of Mrs. Christina Lee Look Ngan Kwan.

### Non-Executive Directors

#### Professor CHAN, Yuk Shee#, J.P., Independent Non-Executive Director

Aged 50. Appointed as an Independent Non-Executive Director and Chairman of the Audit Committee of the Group since November 1999. Professor Chan is currently the Vice President for Academic Affairs as well as Professor of Finance at the Hong Kong University of Science and Technology (HKUST). Previously, he was the Founding Dean of the HKUST Business School from 1993 to 2000. He obtained a Ph.D. in Finance, as well as an MBA and MA in Economics from the University of California at Berkeley. He is a member of the American Finance Association, Asian Finance Association and Hong Kong Securities Institute.

# Member of the Audit Committee

^ Member of the Compensation Committee

\* Member of the Executive Committee

### 首席財務總監及執行董事，陸楷先生\*

四十八歲。二零零二年三月起出任莎莎之首席財務總監，並於二零零二年九月獲委任為執行董事。在出任現職之前，陸氏為Tom.com公司之財務總監兼執行董事。他擁有逾二十年於本港及海外之財務及管理工作经验，亦曾擔任東方有色集團有限公司副董事總經理、東榮鋼鐵集團有限公司（已改名為首長國際企業有限公司）之董事兼行政總裁及三泰製造有限公司（已改名為首長科技集團有限公司）之董事，全部均在聯交所主板上市。陸氏持有英國伯明翰大學頒發之商科學士學位，並為英國及威爾斯特許會計師公會會員及香港會計師公會會員。陸先生為利陸雁群女士之姪。

### 非執行董事

#### 獨立非執行董事，陳玉樹教授#，太平紳士

五十歲。一九九九年十一月起出任集團獨立非執行董事兼審核委員會主席，現為香港科技大學學術副校長及財務系教授。在出任現職之前，陳教授曾於一九九三年至二零零零年間擔任科大商學院第一任院長。陳教授於加州柏克萊大學取得財務學哲學博士、工商管理碩士及經濟學碩士學位，亦是美國財務學會、亞洲金融學會及香港證券學院之會員。

# 審核委員會成員

^ 薪酬委員會成員

\* 行政委員會成員



**Dr. LEUNG, Kwok Fai, Thomas<sup>#A</sup>, J.P., Independent Non-Executive Director**

Aged 55. Appointed as an Independent Non-Executive Director of the Group in January 2000 and is now the Chairman of the Compensation Committee for the Group. Dr. Leung has over 22 years' experience in management consultancy and is an expert in the design and implementation of leading edge human resources policies. Dr. Leung holds a Ph.D. in Business Administration from the University of Illinois. He is very active in public service and was formerly Chief Executive - Asia for Hay Group, one of the world's leading management consultancies.

**Ms. TAM, Wai Chu, Maria<sup>#</sup>, GBS, J.P., Independent Non-Executive Director**

Aged 58. Appointed as an Independent Non-Executive Director of the Group in June 2004. Ms. Tam was educated at London University. She qualified as a barrister-at-law at Gray's Inn, London, and practised in Hong Kong. She was a member of the Preparatory Committee for the Hong Kong Special Administrative Region (P.R.C.) and Hong Kong Affairs Advisor (P.R.C.). She is a board member of Airport Authority Hong Kong and the Urban Renewal Authority, and a member of the Policy Committee of the Independent Commission Against Corruption. She is a deputy to the National People's Congress of The People's Republic of China and a member of the Hong Kong Basic Law Committee. She is also a member of various community services.

**Mrs. LEE, Look Ngan Kwan, Christina<sup>^</sup>, Non-Executive Director**

Aged 80. Appointed as an Independent Non-Executive Director of the Group in May 1997 and re-designated as Non-Executive Director in June 2004. Mrs. Lee is the widow of the founder of Television Broadcasts Limited, Mr. Lee Hsiao-Wo. Mrs. Lee has been a director of Television Broadcasts Limited since 1981 and is actively involved in Caritas, Hong Kong, a local charitable organization. Mrs. Lee is the aunt of Mr. Guy Look.

**獨立非執行董事，梁國輝博士<sup>#A</sup>，  
太平紳士**

五十五歲。二零零零年一月起獲委任為本集團獨立非執行董事，現為集團的薪酬委員會主席。梁博士擁有逾二十二年管理顧問工作經驗，擅長設計及推行新穎出色的人力資源政策。梁氏於美國伊利諾大學取得工商管理博士學位。梁博士身任多項公職，並曾任世界著名管理顧問公司Hay Group亞洲區行政總裁。

**獨立非執行董事，譚惠珠小姐<sup>#</sup>，  
金紫荊星章，太平紳士**

五十八歲。於二零零四年六月獲委任為本集團獨立非執行董事。譚小姐畢業於倫敦大學，於倫敦Gray's Inn獲得大律師資格，並曾於香港執業。譚氏曾為中國香港特別行政區籌備委員會委員及中國香港事務顧問。現為香港機場管理局及市區重建局董事會成員及廉政公署貪污問題諮詢委員會委員。譚小姐亦為中華人民共和國全國人民代表大會代表及香港特別行政區基本法委員會委員。譚小姐同時為多個社會服務團體之委員。

**非執行董事，利陸雁群女士<sup>^</sup>**

八十歲。一九九七年五月起出任本集團獨立非執行董事，於二零零四年六月起調任為非執行董事。利夫人是電視廣播有限公司創辦人利孝和先生之遺孀，一九八一年起出任電視廣播有限公司董事。利夫人積極參與本地慈善團體香港明愛舉辦之慈善活動。利夫人為陸楷先生之姑母。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員簡介

### Senior Management

#### Mr. CHU, Bun, Wilson, Chief Operating Officer

Aged 48. Appointed as the Chief Operating Officer (COO) of the Group in December 2003. Mr. Chu is responsible for overseeing the entire cosmetics retail business of the Group in the Hong Kong and PRC markets. Mr. Chu has over 20 years of management experience in Hong Kong and Canada. Before joining Sa Sa, Mr. Chu was the Chief Operating Officer of SUNDAY Communications Limited, the President of adMart Limited, the Managing Director of The Body Shop's Hong Kong and Macau operations, an Executive Director of Giordano International Limited and Director/COO of Tiger Enterprises Limited (Giordano's joint venture in China). Mr. Chu holds a Bachelor's degree in Economics from the University of Western Ontario, Canada and an MBA from the York University, Canada. He is a member of the Hong Kong Society of Accountants and the Canadian Institute of Chartered Accountants.

#### Ms. LI, Ping Yee, Louisa, Senior Vice President, Beauty Services

Aged 47. Appointed as Senior Vice President of Beauty Services for the Group in July 2002. Ms. Li is responsible for the management and development of the Group's Beauty Services business throughout the region, including Phillip Wain and Sa Sa Beauty+. Ms. Li has over 20 years of experience in beauty, slimming and hair care services, including three years managing cosmetic brands at L'Oréal Group, and the last five years as Operations Director for an international chain of beauty and slimming centres in Asia. Ms. Li graduated in business studies from York University, Canada.

### 高級管理人員

#### 首席營運總監，朱斌先生

四十八歲。於二零零三年十二月獲委任為集團之首席營運總監，負責集團之香港及中國市場整體化粧品零售業務。朱氏於香港及加拿大兩地擁有逾二十年管理經驗。在加盟莎莎前，他為SUNDAY Communications Limited營運總裁，亦曾擔任蘋果速銷有限公司總裁、The Body Shop董事總經理 - 香港及澳門、佐丹奴國際有限公司執行董事及虎威有限公司（佐丹奴於國內之聯營公司）之董事 / 營運總裁。朱氏持有加拿大University of Western Ontario之經濟學士及約克大學之工商管理碩士學位，並為香港會計師公會及加拿大會計師公會會員。

#### 美容業務高級副總裁，李冰儀小姐

四十七歲。二零零二年七月起出任集團美容業務的高級副總裁，負責集團美容業務，包括菲力偉及Sa Sa Beauty+ 的營運和發展。李氏擁有逾二十年豐富的美容、纖體及頭髮護理服務工作經驗，其中三年曾於L'Oréal Group管理旗下的化粧品品牌。加盟莎莎前，李氏於一家國際連鎖經營的美容及纖體中心任職亞洲區營運總監達五年。李氏畢業於加拿大約克大學，主修商科。

**Mr. CHAN, Cheuk Kai, Chris, Vice President, Information Technology**

Aged 44. Joined Sa Sa as Vice President of Information Technology in September 1999. Previously, Mr. Chan worked in Vanda Computer & Equipment Co Ltd from which he gained cutting-edge knowledge providing consultancy services for clients of various industries including garments, toys, electronics manufacturing and airfreight. Prior to this, he worked as MIS Director of Giordano Group and was responsible for systems development and setting up computer sites in Hong Kong and the PRC. He also served ESPRIT De Corp (Far East) Ltd, Fang Brothers Knitting Ltd and Carlingford Life & General Assurance. Mr. Chan has an NCC Certificate in Systems Analysis and Design certified by the National Computer Centre of the UK.

**Ms. HO, Sze Nga, Maggie, Legal Counsel and Company Secretary**

Aged 30. Joined Sa Sa as Legal Counsel and Company Secretary in January 2004. Ms. Ho is responsible for providing legal advice and support to the Group's business and commercial activities. Prior to joining Sa Sa, Ms. Ho was the legal counsel for a group of listed companies and the company secretary of Dong Fang Gas Holdings Limited (renamed Pacific Century Premium Developments Limited), whose shares are also listed on the Main Board of The Stock Exchange of Hong Kong Limited. She is experienced in handling a wide range of corporate and commercial transactions and related company secretarial matters. Ms. Ho was admitted as a solicitor of the High Court of Hong Kong and Supreme Court of England and Wales.

**Ms. HUANG, Yueh Pao, Sheena, Financial Controller / Acting General Manager of Taiwan**

Aged 42. Joined Sa Sa in October 2003 as Financial Controller / Acting General Manager of Taiwan, overseeing the entire Sa Sa operation in Taiwan. Ms. Huang has over 15 years' experience in finance and accounting, including 10 years in Esprit Retail (Taiwan) Ltd / Red Earth (Taiwan) Ltd, responsible for accounting, finance, office administration and IT functions. She obtained a Bachelor's degree of Business Administration in Accounting from Fu Jen Catholic University in Taiwan.

**資訊科技副總裁，陳焯楷先生**

四十四歲。一九九九年九月起加入莎莎出任資訊科技副總裁。在此之前，陳氏任職中聯電腦（國際）有限公司，為各行各業的客戶提供顧問服務，當中包括成衣、玩具、電子生產及空運業，累積了不少寶貴的專業知識。加入該公司以前，陳氏曾於佐丹奴集團任職資訊部總監，負責在香港及中國大陸推行系統開發及設立電腦中心，此外亦曾任職ESPRIT de Corp (Far East) Ltd、Fang Brothers Knitting Ltd及Carlingford Life & General Assurance公司。陳氏取得英國National Computer Centre之系統分析及設計的NCC證書。

**法律顧問及公司秘書，何詩雅小姐**

三十歲。二零零四年一月起出任集團之法律顧問及公司秘書。何小姐主要為集團的業務及商業活動提供法律意見及支援。在加入莎莎以前，何小姐為東方燃氣集團有限公司（已改名為盈科大衍地產發展有限公司）之公司秘書及其有關上市公司之法律顧問。何小姐在處理本港及海外不同企業及商業交易以至公司秘書事務均擁有豐富經驗。何小姐為香港高等法院和英格蘭及威爾斯最高法院之註冊律師。

**台灣區財務總監 / 代總經理，黃月寶小姐**

四十二歲。於二零零三年十月加盟莎莎出任台灣區財務總監 / 代總經理，負責台灣整體業務。黃氏擁有超過十五年財務及會計經驗，其中十年曾任職Esprit Retail (Taiwan) Ltd / Red Earth (Taiwan) Ltd之財務總監，並負責主管會計、財務、辦公室行政及資訊科技部門。黃氏取得台灣天主教輔仁大學工商管理學士學位，主修會計學。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員簡介

### Ms. LAM, Pik To, Betty, Vice President, Sa Sa dot Com

Aged 32. Joined Sa Sa dot Com as Director in August 2002 and has been appointed as Vice President since May 2004, bringing with her over nine years of experience in business and strategic planning as well as in e-business project implementation, marketing and advertising. Prior to joining Sa Sa, Ms. Lam was director of corporate development for a B2B trade information provider; a project manager at an international internet consultancy; and a senior consultant at a multinational business consulting firm. Ms. Lam holds an MBA degree from the University of Oxford and a Bachelor's degree in Business Administration from the Chinese University of Hong Kong.

### Mr. LAW, Kin Ming, Peter, Vice President, Category Management & Product Development

Aged 48. Joined the Group in January 1996. Mr. Law has more than 20 years' experience in the field of sales and marketing, nine of which were in senior management positions. Mr. Law oversees the Group's category management and product development function. He is also responsible for the Group's acquisition of exclusive distribution rights of international brands and the development of private-label products brands. He holds a Bachelor's degree in Arts majoring in Communications Studies from the University of Windsor, Ontario, Canada. He obtained a Bachelor's degree in Commerce in 1981. Mr. Law is Mrs. Eleanor Kwok's brother.

### Mrs. LEUNG, Barbara, Vice President, Marketing

Aged 49. Joined Sa Sa as Vice President of Marketing in September 2003. Mrs. Leung is responsible for the overall marketing function for the retail business in Hong Kong, including formulation of marketing strategies and plans, implementation of marketing programs such as the customer loyalty program, advertising and promotion etc. Before joining the Company, she was the Managing Director of ActMedia Hong Kong Ltd, which is Hong Kong's largest provider of in-store mass media products and services. Prior to that, she was the Executive Partner of Euro RSCG Partnership, an advertising agency in Hong Kong, serving key regional and local clients. Mrs. Leung holds a Bachelor of Arts degree from the University of Toronto.

### Sa Sa dot com 副總裁，林碧桃小姐

三十二歲。二零零二年八月起加盟莎莎，出任Sa Sa dot Com總監，其後於二零零四年五月獲委任為副總裁。林氏擁有超過九年商業策略計劃、電子商務項目管理，以及市場推廣及廣告經驗。林氏加盟莎莎以前曾任商業貿易資訊供應商之企業發展總監、國際性互聯網顧問公司之項目經理，亦曾任跨國企業諮詢公司之資深顧問。林氏持有香港中文大學工商管理學士及英國牛津大學工商管理碩士學位。

### 產品類別管理及發展副總裁，羅建明先生

四十八歲。一九九六年一月起加入集團出任產品類別管理及發展副總裁。羅氏擁有逾二十年銷售及市場推廣工作經驗，其中九年歷任高級管理層職位。羅氏負責集團品牌管理及產品發展工作，並負責為集團爭取國際品牌獨家分銷權及開發專有品牌產品。羅氏畢業於加拿大安大略省 University of Windsor，獲傳理系學士學位。其後彼於一九八一年繼續深造，修讀商業學士學位。羅先生乃郭羅桂珍女士之弟。

### 市場推廣副總裁，梁姚嘉寶女士

四十九歲。二零零三年九月出任市場推廣副總裁一職，負責公司所有有關市場推廣事宜，包括制訂推廣策略與計劃，以及籌辦宣傳活動，例如忠實客戶獎勵計劃、廣告宣傳等，在出任現職以前，梁氏為全港最大的店內媒體產品與服務供應商 ActMedia Hong Kong Ltd 的董事總經理。此外亦曾任香港 Euro RSCG Partnership 廣告公司執行合夥人，專責服務香港及亞洲區內主要客戶。梁氏持有多倫多大學文學士學位。

**Ms. LOI, Wei Sin, Corina, Vice President, General Manager of Malaysia**

Aged 44. Joined Sa Sa in October 1997 and was appointed Vice President - General Manager of Malaysia in January 2001. Ms. Loi was a crucial member of the start-up team for Malaysian operations. Ms. Loi has over 21 years of marketing and retail experience ranging from health food products to high fashion. Prior to joining Sa Sa, she was with Dickson Trading (Malaysia).

**Ms. ONG, Maggie, Vice President, General Manager of Singapore**

Aged 32. Joined Sa Sa in March 2003 as Director of Sales & Operations, and was appointed Vice President, General Manager of Singapore in September 2003. In this position, Ms. Ong oversees Sa Sa's operations in Singapore. Ms. Ong was formerly Chief Operating Officer at Lee Wah Essentials Pte Ltd / NC Essentials Pte Ltd, a Singapore-based beauty retailing chain, where she was part of the pioneer team in the company's growth and expansion plan. Her experience spans a broad spectrum of business, including merchandising, strategic retail management, operations, sales and marketing and others. Ms. Ong holds a Graduate Diploma in Marketing from the Chartered Institute of Marketing and an MBA degree from Monash Mt Eliza Business School in Australia.

**Mr. SNG, Patrick, Vice President & Regional Head - Singapore, Malaysia & Taiwan**

Aged 39. Joined Sa Sa in March 2003 as Vice President and Regional Head. Mr. Sng's current portfolio includes Singapore, Malaysia and Taiwan. In addition to providing strategic direction and leadership, he also oversees and is involved in the strategic management of these three countries. Prior to joining Sa Sa, he was the Chief Executive Officer of Leewah Essentials Pte Ltd / NC Essentials Pte Ltd, a Singapore-based retail chain of beauty specialty stores. Mr. Sng possesses more than 15 years of senior management experience and his key areas of focus include strategic management, marketing and business development. He holds an MBA degree from Monash Mt Eliza Business School in Australia.

**副總裁及馬來西亞總經理，雷慧馨小姐**

四十四歲。一九九七年十月加入莎莎，並於二零零一年一月獲委任為集團副總裁及馬來西亞總經理。雷氏為集團開發馬來西亞市場的主要成員。她在健康食品以至高級時裝的市務及零售工作擁有逾二十一年經驗。加入莎莎前，她曾於迪生貿易（馬來西亞）工作。

**副總裁及新加坡總經理，王美琪小姐**

三十二歲。於二零零三年三月加盟莎莎出任營運總監，其後於二零零三年九月獲委任為副總裁及新加坡總經理，負責掌管莎莎在新加坡的業務。王氏曾於新加坡美容零售連鎖集團Lee Wah Essentials Pte Ltd / NC Essentials Pte Ltd 出任營運總裁，並為領導該公司擴展計劃的主要成員。王氏累積豐富的商業營運經驗，包括採購、策略性零售管理、業務營運、銷售與市場推廣等。王氏持有英國特許市務學會的市場推廣深造文憑，以及澳洲Monash Mt Eliza商學院工商管理碩士學位。

**副總裁及星馬台地區主管，孫利平先生**

三十九歲。二零零三年三月加入莎莎，現任副總裁及新加坡、馬來西亞及台灣地區主管，除領導策略及思想方向外，亦參與及監督三地的策略管理工作。加盟莎莎前，為新加坡美容產品連鎖專門店Leewah Essentials Pte Ltd / NC Essentials Pte Ltd的行政總裁。此外亦曾在多家公司擔任高級管理層職位逾十五年，累積豐富的策略管理、市場推廣及業務發展經驗。孫氏並擁有澳洲Monash Mt Eliza商學院工商管理碩士學位。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員簡介

### Ms. WONG, Sau Han, Carmen, Vice President, Human Resources

Aged 44. Joined Sa Sa in December 2001 as the Vice President of Human Resources. Ms. Wong has over 21 years of professional experience in human resources management, of which the past 12 years were in the retail industry. Prior to joining Sa Sa, Ms. Wong was the Human Resources Director for Hong Kong and PRC operations for Le Saunda Holdings Limited, a listed shoes retailer and manufacturer, for nearly ten years. She obtained her Masters degree in Human Resources Management from Salford University in the UK.

### Mr. WONG, Tai Chung, Kenneth, Vice President, Finance & Accounting

Aged 41. Joined Sa Sa as Vice President of Finance & Accounting in June 2001. Mr. Wong is a fellow member of Chartered Institute of Management Accountants and an associate member of Hong Kong Society of Accountants. Prior to Sa Sa, he held various senior positions in BAA Group, OneResource Group, Dairy Farm Group and A.S. Watson Group. He has over 18 years solid finance and accounting experience in various industries and extensive experience and knowledge in mergers and acquisition, divestment, shared service management, supply chain management and setting up joint ventures in Asia, Australasia and Europe. Mr. Wong received his MBA from the University of Hull, UK.

### 人力資源副總裁，黃秀嫻小姐

四十四歲。二零零一年十二月起加入莎莎，出任集團人力資源副總裁。黃氏在人力資源管理方面擁有超過二十一年之專業經驗，其中十二年任職零售行業。在加入莎莎以前，她曾擔任經營鞋類製造及零售的上市公司利信達集團有限公司人力資源總監，負責香港及中國業務的人力資源管理工作達十年。黃氏持有英國Salford University人力資源管理碩士學位。

### 財務及會計副總裁，黃大聰先生

四十一歲。於二零零一年六月出任財務及會計副總裁，黃氏為特許管理會計師公會資深會員及香港會計師公會會員。加入莎莎以前，他曾於聚英匯、宏智、牛奶公司及屈臣氏出任財務要職，積累了逾十八年會計及財務經驗，對合併收購、分拆業務、共享服務管理及供應鏈管理方面具備豐富經驗和知識；亦曾協助企業在亞洲、澳大利亞及歐洲創建合資和投資公司。黃氏持有英國University of Hull的工商管理碩士學位。

# Report of the Directors

## 董事會報告

The directors have pleasure in presenting their report together with the audited accounts of the Company and the Group for the year ended 31st March 2004.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the retailing and wholesaling of a wide range of brands of cosmetic products and the provision of beauty and health club services.

An analysis of the Group's turnover and profit before taxation for the year by principal activities and geographical areas of operation is set out in note 3 to the accounts.

### RESULTS AND APPROPRIATIONS

The results for the year are set out in the consolidated profit and loss account on page 61.

An interim dividend of 2.0 HK cents (2003: 1.0 HK cent) and a special dividend of 1.0 HK cent (2003: 1.0 HK cent) per share were paid on 30th December 2003. The directors recommend the payment of a final dividend of 5.0 HK cents (2003: 4.0 HK cents) and a special dividend of 4.0 HK cents (2003: nil) per share. Total dividends paid and declared for the year ended 31st March 2004 amounted to HK\$155,507,000.

董事會欣然提呈本公司與本集團截至二零零四年三月三十一日止年度之報告及經審核賬目。

### 主要業務及按地區分析業務

本公司主要業務為投資控股，其附屬公司主要從事多種名牌化粧品之零售和批發與及提供美容和健美中心服務。

本集團本年度按主要業務及經營地區劃分之營業額及除稅前溢利之分析載於賬目附註3。

### 業績及溢利分配

本集團本年度之業績載於第61頁綜合損益賬內。

本公司已於二零零三年十二月三十日派發中期股息每股2.0港仙(二零零三年:1.0港仙)及特別股息每股1.0港仙(二零零三年:1.0港仙)。董事會現建議派發末期股息每股5.0港仙(二零零三年:4.0港仙)及特別股息每股4.0港仙(二零零三年:無)。截至二零零四年三月三十一日止年度已派及擬派股息合共155,507,000港元。

# Report of the Directors (continued)

## 董事會報告 (續)

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out as follows:

### 財務摘要

本集團過去五個財政年度之業績、資產及負債摘要如下：

		2004 HK\$'000 千港元	2003 (Restated) (重新列示) HK\$'000 千港元	2002 (Restated) (重新列示) HK\$'000 千港元	2001 (Restated) (重新列示) HK\$'000 千港元	2000 (Restated) (重新列示) HK\$'000 千港元
Turnover	營業額	1,883,334	1,641,385	1,537,411	1,439,369	1,316,614
Operating profit	經營溢利	184,964	108,635	39,469	98,538	79,202
Profit/(loss) before taxation	除稅前溢利／(虧損)	185,162	92,787	(64,196) <note 2> <附註2>	(74,410) <note 3> <附註3>	79,012
Taxation	稅項	(34,087)	(33,478)	(4,699)	(5,846)	(8,888)
Minority interests	少數股東權益	–	8,913	2,673	(2,095)	–
Profit/(loss) attributable to shareholders	股東應佔溢利／(虧損)	151,075	68,222	(66,222)	(82,351)	70,124
Total assets	資產總值	1,217,121	1,116,383	1,110,006	1,185,819	1,232,569
Total liabilities	負債總值	(367,537)	(356,107)	(297,057)	(263,435)	(103,365)
Minority interests	少數股東權益	–	–	(6,379)	32,181	–
Net assets	資產淨值	849,584	760,276	806,570	954,565	1,129,204

#### Notes:

- Figures have been restated in years from 2000 to 2003 following the adoption of SSAP 12 (revised) "Income Taxes".
- The difference between operating profit and loss before taxation mainly represented by restructuring cost of several subsidiaries, store closure costs and deficit on revaluation of leasehold land and buildings.
- The difference between operating profit and loss before taxation mainly represented by impairment of goodwill.

#### 附註：

- 採納會計準則第12號「所得稅」(經修訂)後，二零零零年至二零零三年之數字已重列。
- 經營溢利及除稅前虧損之差額，主要為數間附屬公司之業務重組成本、店舖關閉費用及租賃土地及樓宇之重估貶值。
- 經營溢利及除稅前虧損之差額，主要為商譽減值。



### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate percentage of sales and purchases attributable to the Group's five largest customers and suppliers respectively are less than 30% of the total sales and purchases for the year.

### RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in note 21 to the accounts.

### FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in note 12 to the accounts.

### SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 20 to the accounts.

### SHARE OPTIONS

#### (I) Share Option Schemes

The Company adopted a share option scheme on 22nd May 1997 (the "1997 Share Option Scheme"), a summary of which was disclosed in the annual report of the Company for the year ended 31st March 2002. In view of the changes of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which govern the operation of share option schemes, the Company adopted a new share option scheme on 29th August 2002 (the "2002 Share Option Scheme") and the operation of the 1997 Share Option Scheme was terminated on the same day (such that no further options could be offered under the 1997 Share Option Scheme but the provisions of the 1997 Share Option Scheme continued to govern options granted under that scheme up to and including 28th August 2002). Summary of the 2002 Share Option Scheme and the details of share options granted under the 1997 Share Option Scheme and the 2002 Share Option Scheme and their movements during the year are set out in note 20 to the accounts.

### 主要客戶及供應商

本集團五大客戶及供應商年內之銷售總額及採購總額分別佔本集團銷售總額及採購總額少於30%。

### 儲備

本集團及本公司儲備於年內之變動詳情載列於賬目附註21。

### 固定資產

本集團固定資產於年內之變動詳情載列於賬目附註12。

### 股本

本公司股本於年內之變動詳情載列於賬目附註20。

### 購股權

#### (I) 購股權計劃

本公司於一九九七年五月二十二日採納一項購股權計劃(「一九九七年購股權計劃」)，有關摘要已於本公司截至二零零二年三月三十一日止年度之年報內披露。鑑於監管購股權計劃運作的香港聯合交易所有限公司證券上市規則(「上市規則」)第十七章有所修訂，本公司於二零零二年八月二十九日採納一項新購股權計劃(「二零零二年購股權計劃」)，而一九九七年購股權計劃的運作則於同日終止(故再無購股權可根據一九九七年購股權計劃予以授出，惟一九九七年購股權計劃的條文繼續對截至並包括二零零二年八月二十八日已授出的購股權具有約束力)。二零零二年購股權計劃之摘要與及根據一九九七年購股權計劃及二零零二年購股權計劃授出之購股權詳情及於年內之變動載列於賬目附註20。

### SHARE OPTIONS (continued)

#### (II) Share Options under an ex-director's Service Agreement

The Company has granted to Mr. KING, Roger ("Mr. KING"), an ex-director of the Company, share options in accordance with the terms set out in a service agreement entered between the Company and Mr. KING on 2nd August 1999 (the "Service Agreement") which was approved by the shareholders of the Company at an extraordinary general meeting held on 14th September 1999. The details of share options granted under the Service Agreement and their movements during the year are also set out in note 20 to the accounts.

The financial impact of options granted will not be recorded in the Group's accounts until such time when the options are exercised. Upon the exercise of the 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 shares will be recorded by the Company in the share premium account. Options which have lapsed prior to their exercise date will be deleted from the outstanding options.

The directors do not consider it appropriate to state the value of the options granted during the year as a number of variables which are crucial for the calculation of the value of the options have not been determined. The directors believe that any calculation of the value of the options based on a great number of speculative assumptions would not be meaningful and would be misleading.

#### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and there are no restrictions against such rights under the laws in the Cayman Islands.

#### PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

#### SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31st March 2004 are set out in note 25 to the accounts.

### 購股權 (續)

#### (II) 一位前董事服務協議之購股權

本公司根據於一九九九年八月二日與本公司一名前董事金樂琦先生(「金先生」)簽訂一份服務協議(「服務協議」)之條款,授予金先生一批購股權,該服務協議於一九九九年九月十四日經本公司股東特別大會通過。本公司根據服務協議授出之購股權詳情及其於年內之變動亦載列於賬目附註20。

已授出的購股權直至行使前,其財務影響將不會列於本集團的賬目內。該等購股權被行使後,本公司將會把因此而發行的股份按其面值列為額外股本,而每股行使價較股份面值高出的金額則將列入股份溢價賬內。於行使日期前失效的購股權將在尚未行使的購股權中刪除。

由於計算有關購股權價值的各項重要因素尚未決定,故董事認為就本年度內計算購股權價值並不恰當,而根據各項揣測假設作出的任何估值均無意義,且可能引起誤導。

#### 優先購買權

本公司組織章程並無有關優先購買權之任何規定,而開曼群島法例亦無有關該權利之任何限制。

#### 購回、出售或贖回股份

本公司及其任何附屬公司於年內概無購回、出售或贖回本公司任何上市證券。

#### 附屬公司

本公司於二零零四年三月三十一日之主要附屬公司詳情載於賬目附註25。

# Report of the Directors (continued)

## 董事會報告 (續)

### BANK LOANS AND OVERDRAFTS

As at 31st March 2004, the Group has no bank loans nor overdrafts.

### 銀行貸款及透支

於二零零四年三月三十一日，本集團並無銀行貸款及透支。

### CAPITALISED INTERESTS

No interest was capitalised by the Group during the year.

### 利息資本化

本集團於年內並無將利息資本化。

### DISTRIBUTABLE RESERVES

As at 31st March 2004, the reserves of the Company available for distribution amounted to HK\$552,499,000.

### 可分派儲備

於二零零四年三月三十一日，本公司可供分派之儲備達552,499,000港元。

### DONATIONS

The Group made donations during the year totalling HK\$668,000.

### 捐款

本集團於年內作出的捐款共為668,000港元。

### DIRECTORS AND SERVICE CONTRACTS

The directors who held office during the year and up to the date of this report were:-

### 董事及服務合約

年內及截至本報告簽發日期止擔任董事職務之人士如下：—

#### Executive Directors

Mr. KWOK, Siu Ming, Simon

Mrs. KWOK LAW, Kwai Chun, Eleanor

Mr. LOOK, Guy

#### 執行董事

郭少明先生

郭羅桂珍女士

陸楷先生

#### Non-Executive Director

Mrs. LEE LOOK, Ngan Kwan, Christina

- re-designated from an independent non-executive director to a non-executive director for a term of three years commencing 24th June 2004

#### 非執行董事

利陸雁群女士

- 由獨立非執行董事調任為非執行董事，任期三年，自二零零四年六月二十四日起生效

### DIRECTORS AND SERVICE CONTRACTS (continued)

#### Independent Non-Executive Directors

Professor CHAN, Yuk Shee, J.P.

- term of directorship extended for a further term of three years commencing 1st November 2002

Dr. LEUNG, Kwok Fai, Thomas, J.P.

- term of directorship extended for a further term of three years commencing 1st January 2003

Ms. TAM, Wai Chu, Maria, GBS, J.P.

- appointed for a term of three years commencing 24th June 2004

In accordance with Article 99 of the Company's Articles of Association, Ms. TAM, Wai Chu, Maria, will retire from office at the forthcoming annual general meeting and, being eligible, offer herself for re-election.

In accordance with Article 116 of the Company's Articles of Association, Mrs. LEE LOOK, Ngan Kwan, Christina and Dr. LEUNG, Kwok Fai, Thomas will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

#### CONTRACTS OF SIGNIFICANCE

No contracts of significance between the Group and its controlling shareholders or its subsidiaries and in which any director of the Company is or was materially interested, either directly or indirectly, subsisting during or at the end of the year.

### 董事及服務合約 (續)

#### 獨立非執行董事

陳玉樹教授·太平紳士

- 董事任期由二零零二年十一月一日起計延長三年

梁國輝博士·太平紳士

- 董事任期由二零零三年一月一日起計延長三年

譚惠珠小姐·金紫荊星章·太平紳士

- 於二零零四年六月二十四日獲委任·任期三年

根據本公司組織章程第99條之規定·譚惠珠小姐會於即將舉行之股東週年大會上退任·惟譚小姐有資格並願膺選連任。

根據本公司組織章程第116條之規定·利陸雁群女士及梁國輝博士會於即將舉行之股東週年大會上輪換退任·利陸雁群女士及梁國輝博士有資格並願膺選連任。

除上文所披露者外·擬於即將舉行之股東週年大會上候選連任之董事並無擁有與本公司訂立本公司不可於一年內沒有賠償(法定賠償除外)而終止其服務之合約。

#### 重要合約

本年度內或年結時·本集團·其控股股東或附屬公司概無簽訂本公司任何董事直接或間接擁有重大權益之重要合約。

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31st March 2004, the interests or short positions of the directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

**董事於股份、相關股份及債券之權益及淡倉**

於二零零四年三月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券條例」）第XV部）擁有根據證券條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的股份、相關股份及債券之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

**(I) Long position in shares of the Company**

**(I) 擁有公司股份之好倉**

Name of director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目
Mr. KWOK, Siu Ming, Simon 郭少明先生	Corporate Interests (Note) 公司權益 (附註)	898,506,400
	Personal Interests 個人權益	20,364,000
Mrs. KWOK LAW, Kwai Chun, Eleanor 郭羅桂珍女士	Corporate Interests (Note) 公司權益 (附註)	898,506,400
Mrs. LEE LOOK, Ngan Kwan, Christina 利陸雁群女士	Personal Interests 個人權益	1,148,000
Professor CHAN, Yuk Shee 陳玉樹教授	Personal Interests 個人權益	1,000,000

Note: These shares are held as to 696,780,000 shares by Sunrise Height Incorporated and as to 201,726,400 shares by Green Ravine Limited. Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor.

附註：該等股份其中696,780,000股由Sunrise Height Incorporated持有而201,726,400股由Green Ravine Limited持有。郭少明先生及郭羅桂珍女士各持有Sunrise Height Incorporated及Green Ravine Limited 50%權益。

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

#### (II) Long position of shares in associated corporations

Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor are each taken to be interested in all the issued non-voting deferred shares of Sa Sa Cosmetic Company Limited, Sa Sa Investment Limited, Matford Trading Limited and Base Sun Investment Limited, all wholly-owned subsidiaries of the Company. Mrs. KWOK LAW, Kwai Chun, Eleanor is also taken to be interested in all the issued non-voting deferred shares of Vance Trading Limited, a wholly-owned subsidiary of the Company.

Save as disclosed above, no directors or chief executive have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to be have under such provisions), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under note 20 to the accounts, at no time during the year ended 31st March 2004 was the Company, its holding company or its subsidiaries a party to any arrangements which enabled the directors of the Company (including their spouses or children under 18 years of age), to acquire benefits by means of acquisition of shares in or debenture of the Company or any other body corporate.

### 董事於股份、相關股份及債券之權益及淡倉 (續)

#### (II) 擁有相聯法團股份之好倉

郭少明先生及郭羅桂珍女士分別被視為擁有莎莎化粧品有限公司、莎莎投資有限公司、美福貿易有限公司及鵬日投資有限公司之全部已發行無投票權遞延股份之權益，前述公司均為本公司全資附屬公司。郭羅桂珍女士亦被視為擁有本公司全資附屬公司榮森貿易有限公司全部已發行無投票權遞延股份之權益。

除上文所披露者外，各董事及主要行政人員概無在本公司或其相聯法團（定義見證券條例第XV部）擁有根據證券條例第XV部第7及第8分部須知會本公司及聯交所的股份、相關股份及債券之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

### 董事購買股份或債券權利之利益

除於賬目附註20所披露者外，本公司、其控股公司或其附屬公司於年內任何時間概無參與訂立任何協議，令本公司之董事（包括彼等之配偶或十八歲以下之子女）可藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far as is known to any director or chief executive of the Company, as at 31st March 2004, shareholders who had interests or short positions in the shares or underlying shares of the Company which would have to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions), or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO were as follows:

### Long position of substantial shareholders in the shares of the Company

Name 股東名稱	Number of ordinary shares beneficially held 實益持有之普通股數目
Sunrise Height Incorporated	696,780,000 (Note) (附註)
Green Ravine Limited	201,726,400 (Note) (附註)

Note: Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor.

Save as disclosed above, the Company has not been notified by any person (other than the directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would have to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions), or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO.

## 根據證券條例所披露之股東權益及淡倉

就本公司董事或主要行政人員所知，於二零零四年三月三十一日，擁有根據證券條例第XV部第2及第3分部須向本公司及聯交所披露的股份或相關股份之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第336條須置存之登記冊內的權益或淡倉之股東如下：

### 主要股東擁有本公司股份之好倉

附註：郭少明先生及郭羅桂珍女士各擁有Sunrise Height Incorporated及Green Ravine Limited 50%股權。

除上文所披露者外，本公司並無知悉任何人士擁有根據證券條例第XV部第2及第3分部須向本公司及聯交所披露的股份或相關股份（除本公司董事或主要行政人員外）之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第336條須置存之登記冊內的權益或淡倉。

### CONNECTED TRANSACTIONS

During the year, connected transactions as defined by the Listing Rules entered into by the Group were as follows:—

#### (I) Sa Sa Cosmetic Company Limited and Ebeca Cosmetic (Holding) Limited

As disclosed in the interim report 2003/2004 and pursuant to sales and purchases in their ordinary course of business and on normal commercial terms during the year ended 31st March 2003 between Sa Sa Cosmetic Company Limited ("Sa Sa Cosmetic"), a wholly owned subsidiary of the Company, and Ebeca Cosmetic (Holding) Limited ("Ebeca"), an indirect non-wholly owned subsidiaries of the Company, the entire interest of which was disposed of by the Company on 28th March 2003, Ebeca owed Sa Sa Cosmetic HK\$412,000 as at 28th March 2003.

It had been agreed between Ebeca and Sa Sa Cosmetic that Ebeca would repay HK\$206,000 to Sa Sa Cosmetic by cash and the remaining HK\$206,000 would be settled by an equivalent sum of products of Ebeca on or before 30th November 2003. During the year, HK\$206,000 was settled by cash by Ebeca in May 2003 and HK\$56,000 and HK\$150,000 equivalent sum of products were delivered to Sa Sa Cosmetic in June 2003 and October 2003 respectively.

According to the Stock Exchange, although the Company disposed of its interest in Sa Sa (China) Holdings Limited, which indirectly held Ebeca, on 28th March 2003, any transactions between the Group and Ebeca for the 12 month period from 28th March 2003 was still considered as connected transactions pursuant to Rule 14A.11 of the Listing Rules.

### 關連交易

於年內，本集團曾進行以下屬於上市規則所界定之關連交易的交易：—

#### (I) 莎莎化粧品有限公司與依貝佳化粧品集團有限公司

按二零零三／二零零四年中期業績報告之披露及根據莎莎化粧品有限公司（「莎莎化粧品」）在日常業務過程中按一般商業條款與依貝佳化粧品集團有限公司（「依貝佳」）之貨品銷售交易，依貝佳於二零零三年三月二十八日欠付莎莎化粧品412,000港元。莎莎化粧品為本公司之全資附屬公司，而依貝佳在二零零三年三月二十八日本公司出售其股份前，乃本公司之間接非全資附屬公司。

按莎莎化粧品及依貝佳之協定，依貝佳將以現金206,000港元作部分還款而206,000港元之餘額則以相同價值之貨品於二零零三年十一月三十日前償還。於年內，依貝佳在二零零三年五月償還現金206,000港元，另分別在二零零三年六月及十月將價值56,000港元及150,000港元之貨品送交莎莎化粧品。

根據聯交所指示，按上市規則第14A.11條規定，雖然本公司已於二零零三年三月二十八日出售間接持有依貝佳之莎莎（中國）控股有限公司之股權，惟本集團與依貝佳於二零零三年三月二十八日起計十二個月內之任何交易仍被視為關連交易。



### CONNECTED TRANSACTIONS (continued)

#### (II) Service Agreement of an ex-director

On 2nd August 1999, the Company entered into the Service Agreement to appoint Mr. KING, as the president and chief executive officer of the Company. At the same time, Mr. KING, who had previously been an independent non-executive director of the Company, was appointed as an executive director of the Company. The services of Mr. KING under the Service Agreement were completed on 10th May 2002.

Pursuant to the Service Agreement, a total of 9,000,000 new shares in the Company would be issued to Mr. KING over a period of three years as his remuneration and he would also be granted options to subscribe for shares (the "Share Options") in the Company in accordance with the terms set out in the Service Agreement. The issue of new shares and Share Options to Mr. KING constituted a connected transaction for the purpose of Chapter 14A of the Listing Rules which was approved by shareholders of the Company at an extraordinary general meeting held on 14th September 1999.

During the year, a total of 18,500,000 ordinary shares of the Company were issued to Mr. KING pursuant to his exercise of Share Options.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### 關連交易 (續)

#### (II) 一名前董事之服務協議

本公司於一九九九年八月二日與金先生簽訂服務協議委任金先生為本公司之總裁兼行政總裁。金先生原為本公司之獨立非執行董事，後獲委任為本公司之執行董事。金先生已於二零零二年五月十日按服務協議完成其服務。

根據服務協議，本公司須於三年內發行新股份共9,000,000股予金先生作為報酬，及按服務協議所載之條款，金先生可獲授予購股權以認購本公司股份（「購股權」）。根據上市規則第14A章，發行新股及授予購股權予金先生構成一項關連交易。該交易已於本公司一九九九年九月十四日召開之股東特別大會中獲股東批准。

於年內，本公司按金先生行使之購股權發行共18,500,000股股份予金先生。

### 管理合約

本公司於年內並無簽訂或存有管理本公司整體或其中重要部份業務的合約。

### CORPORATE GOVERNANCE

#### (I) BOARD COMMITTEES

##### *Audit Committee*

In compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules (the "Code of Best Practice"), the Company has established an Audit Committee in 1999. The committee comprises three independent non-executive directors, Professor CHAN, Yuk Shee who is the chairman of the committee, Dr. LEUNG, Kwok Fai, Thomas and Ms. TAM, Wai Chu, Maria. The committee has adopted the terms of reference governing its authority and duties.

The Audit Committee reviews the systems of internal controls throughout the Group, the completeness and accuracy of its accounts and liaises on behalf of the Board with external auditors and the Group's internal auditors. The committee members have met with management, external and internal auditors and reviewed the internal and external audit reports and the interim and annual accounts of the Group.

##### *Compensation Committee*

The Compensation Committee reviews the compensation and benefits schemes, including the share option and incentive schemes, for staff of the Group and advises on any issues relating to human resources management and policy formulation of the Group from time to time. The present members of the committee are Dr. LEUNG, Kwok Fai, Thomas, who acts as the chairman, Mrs. LEE LOOK, Ngan Kwan, Christina and Mrs. KWOK LAW, Kwai Chun, Eleanor.

##### *Executive Committee*

The Executive Committee exercises the powers, authorities and discretions of the Board in so far as they are concerned with the management and day to day operation of the Company in accordance with such policies and directions as the Board may from time to time determine. The present members of the committee are Mr. KWOK, Siu Ming, Simon, who acts as the chairman, Mrs. KWOK LAW, Kwai Chun, Eleanor and Mr. LOOK, Guy.

### 企業管治

#### (I) 董事委員會

##### 審核委員會

根據聯交所上市規則附錄十四最佳應用守則（「應用守則」）之規定，本公司已於一九九九年成立了審核委員會。該委員會由三名獨立非執行董事組成，成員為陳玉樹教授（委員會主席）、梁國輝博士及譚惠珠小姐。該委員會並已制訂職權範圍書，列明審核委員會成員之職務及責任。

審核委員會審閱本集團的整體內部監控機制及其賬目的完整性和準確性，並代表董事會與外聘核數師和本集團的內部核數師聯繫。審核委員會定期與管理層、外聘核數師和內部核數師開會，並審閱內部核數師與外聘核數師的報告及本集團的中期與末期賬目。

##### 薪酬委員會

薪酬委員會不時檢討本集團員工的薪酬和福利制度（包括購股權和獎勵計劃）及就本集團人力資源的管理及制定政策事宜不時提供意見。該委員會現時成員為梁國輝博士（委員會主席）、利陸雁群女士及郭羅桂珍女士。

##### 行政委員會

根據董事會不時釐訂的有關政策及指示，行政委員會可就涉及本公司的管理及日常運作的事宜行使董事會權力、權限及酌情權。該委員會現時成員為郭少明先生（委員會主席）、郭羅桂珍女士及陸楷先生。

**CORPORATE GOVERNANCE** (continued)

**(II) INVESTOR RELATIONS**

The Group commits itself to fostering a good and long-term relationship through open and prompt communication with shareholders and investors. Various communication channels are therefore established. Apart from the annual general meeting where shareholders can raise their comments on the Group's performance with directors, press and analysts conferences are held at least twice a year subsequent to the interim and final results announcements. At these our management team explains the Group's business performance and future direction. The Company also avails itself of opportunities to communicate its strategies to investors and the public through active participation at investors conferences, regular meetings with fund managers and potential investors, as well as press interviews and timely press releases. During the year, the Group participated in various road shows and conferences summarized as follows:

企業管治 (續)

**(II) 投資者關係**

集團致力與股東及投資者建立良好而長遠的關係，通過設立多種溝通渠道，與股東及投資者作迅速及坦誠的溝通。除在股東週年大會上股東可向董事提出有關集團表現的意見外，集團亦每年最少於公佈中期及末期業績後舉行兩次記者招待會及分析員研討會，由管理層講解集團的業績及未來發展方向。此外集團亦透過積極參與投資者會議，定期與基金經理及潛在投資者會面，接受報章訪問及發出新聞稿向投資者及公眾闡釋業務策略。年內，集團曾參與以下巡迴推介及會議：

Date 日期	Event 活動	Organizer 主辦機構	Location 地點
March 2004 二零零四年三月	Asian Investment Conference 亞洲投資會議	CSFB 瑞士信貸第一波士頓	Hong Kong 香港
February 2004 二零零四年二月	Road show 巡迴推介	JP Morgan 摩根大通證券	Singapore 新加坡
February 2004 二零零四年二月	Investors luncheon 投資者午餐會	Deutsche Bank 德意志銀行	Hong Kong 香港
February 2004 二零零四年二月	Investors luncheon 投資者午餐會	UBS 瑞銀證券亞洲	Hong Kong 香港
February 2004 二零零四年二月	CLSA Corporate Day 里昂證券企業推介	CLSA 里昂證券	Hong Kong 香港
December 2003 二零零三年十二月	Investors breakfast meeting 投資者早餐會	HSBC 匯豐證券	Hong Kong 香港
October 2003 二零零三年十月	Citigroup Smith Barney Corporate Day 花旗環球金融亞洲投資者研討會	Citigroup Smith Barney 花旗環球金融亞洲	Hong Kong & Singapore 香港及新加坡
September 2003 二零零三年九月	Deutsche Bank Corporate Day 德意志銀行企業推介	Deutsche Bank 德意志銀行	Hong Kong 香港
August 2003 二零零三年八月	Investors luncheon 投資者午餐會	CLSA 里昂證券	Hong Kong 香港
August 2003 二零零三年八月	Road show 巡迴推介	HSBC 匯豐證券	Singapore 新加坡

# Report of the Directors (continued)

## 董事會報告 (續)

### CODE OF BEST PRACTICE

In the opinion of the directors, the Company has complied with the Code of Best Practice throughout the year, except that one of the independent non-executive directors is not appointed for a specific term as recommended under paragraph 7 of Appendix 14 of the Listing Rules but is subject to retirement by rotation at the annual general meeting in accordance with the Articles of Association of the Company. This independent non-executive director has been re-designated as a non-executive director for a term of three years commencing 24th June 2004.

### AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By order of the Board

**Kwok Siu Ming, Simon**

*Chairman and Chief Executive Officer*

Hong Kong, 28th June 2004

### 最佳應用守則

董事會認為本公司於年內一直遵守應用守則，惟並無根據上市規則附錄十四第7段建議，於委任一名獨立非執行董事時訂明其在任期限，而根據本公司之公司組織章程規定，本公司之獨立非執行董事須於每年股東週年大會上輪值退任。此名獨立非執行董事現已調任為非執行董事，由二零零四年六月二十四日起生效，為期三年。

### 核數師

本賬目已由羅兵咸永道會計師事務所審核，該核數師任滿告退，惟符合資格並願意應聘連任。

承董事會命

*主席及行政總裁*

**郭少明**

香港，二零零四年六月二十八日

# Auditors' Report

## 核數師報告



羅兵咸永道會計師事務所

AUDITORS' REPORT TO THE SHAREHOLDERS OF

### SA SA INTERNATIONAL HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

We have audited the accounts on pages 61 to 132 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

#### Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of accounts which give a true and fair view. In preparing accounts which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

核數師報告

### 莎莎國際控股有限公司

(於開曼群島註冊成立之有限公司)

本核數師已完成審核第61頁至第132頁之賬目，該等賬目乃按照香港普遍採納之會計原則編製。

#### 董事及核數師各自之責任

編製真實兼公平之賬目乃 貴公司董事之責任。在編製該等真實兼公平之賬目時，董事必須採用適當之會計政策，並且貫徹應用該等會計政策。

本核數師之責任是根據審核之結果，對該等賬目作出獨立意見，並僅向整體股東報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負責或承擔任何責任。

#### 意見之基礎

本核數師已按照香港會計師公會所頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與賬目所載數額及披露事項有關之憑證，亦包括評審董事於編製賬目時所作之重大估計和判斷，所採用之會計政策是否適合 貴公司與 貴集團之具體情況，及有否貫徹應用並足夠披露該等會計政策。

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需之資料及解釋為目標，以便獲得充分憑證，就該等賬目是否存有重大錯誤陳述，作出合理之確定。在作出意見時，本核數師亦已評估該等賬目所載之資料在整體上是否足夠。本核數師相信我們之審核工作已為下列意見提供合理之基礎。

# Auditors' Report (continued)

## 核數師報告 (續)

### Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company and of the Group as at 31st March 2004 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### PricewaterhouseCoopers

*Certified Public Accountants*

Hong Kong, 28th June 2004

### 意見

本核數師認為，上述之賬目足以真實兼公平地顯示 貴公司與 貴集團於二零零四年三月三十一日結算時之財務狀況，及 貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

### 羅兵咸永道會計師事務所

香港執業會計師

香港，二零零四年六月二十八日

# Consolidated Profit and Loss Account

## 綜合損益表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

		Note 附註	2004 HK\$'000 港幣千元	Restated 重新列示 2003 HK\$'000 港幣千元
Turnover	營業額	3	1,883,334	1,641,385
Cost of sales	銷售成本		(1,079,020)	(912,110)
Gross profit	毛利		804,314	729,275
Other revenues	其他收益	3	23,268	24,620
Staff costs	員工成本	11	(299,492)	(292,902)
Depreciation and amortisation	折舊及攤銷		(32,907)	(44,468)
Other operating expenses	其他經營費用		(310,219)	(307,890)
Operating profit	經營溢利	4	184,964	108,635
Finance costs	財務費用	5	(2)	(237)
Loss on disposal of subsidiaries	出售附屬公司虧損		-	(11,800)
Surplus/(deficit) on revaluation of an investment property	投資物業之重估盈餘/ (貶值)	12(b)	200	(123)
Impairment of goodwill	商譽減值		-	(3,688)
Profit before taxation	除稅前溢利		185,162	92,787
Taxation	稅項	6(a)	(34,087)	(33,478)
Profit after taxation	除稅後溢利		151,075	59,309
Minority interests	少數股東權益		-	8,913
Profit attributable to shareholders	股東應佔溢利	7	151,075	68,222
Dividends	股息	8	155,507	76,001
Earnings per share	每股盈利	9		
Basic	基本		11.9 cents 仙	5.3 cents 仙
Diluted	攤薄		11.8 cents 仙	5.3 cents 仙

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31st March 2004 於二零零四年三月三十一日

		Note 附註	2004 HK\$'000 港幣千元	Restated 重新列示 2003 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	12	98,347	89,306
Investment securities	投資證券	14	1,070	37,723
Deferred tax assets	遞延稅項資產	15	19,275	18,124
			118,692	145,153
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		262,152	215,880
Trade receivables	應收賬款	16	15,653	13,134
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		78,920	55,081
Tax recoverable	預繳稅項		1,569	2,331
Investment securities	投資證券	14	35,181	33,891
Cash and bank balances	現金及銀行結存		704,954	650,913
			1,098,429	971,230
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	17	72,587	89,314
Other payables and accrued charges	其他應付款項及應計費用		93,323	80,991
Taxation payable	應付稅項		32,153	32,102
Current portion of receipts in advance	預收款項之流動負債部份	18	83,415	76,134
			281,478	278,541
<b>Net current assets</b>	<b>淨流動資產</b>		<b>816,951</b>	<b>692,689</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>935,643</b>	<b>837,842</b>



# Consolidated Balance Sheet (continued)

## 綜合資產負債表 (續)

As at 31st March 2004 於二零零四年三月三十一日

		Note 附註	2004 HK\$'000 港幣千元	Restated 重新列示 2003 HK\$'000 港幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Receipts in advance	預收款項	18	75,018	72,888
Retirement benefits obligations	退休福利承擔	19	8,954	3,840
Deferred tax liabilities	遞延稅項負債	15	2,087	838
			86,059	77,566
<b>Net assets</b>	<b>淨資產</b>		<b>849,584</b>	<b>760,276</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>			
<b>Share capital</b>	<b>股本</b>	20	129,306	126,668
<b>Reserves</b>	<b>儲備</b>	21	603,237	582,941
<b>Proposed dividends</b>	<b>擬派股息</b>	21	117,041	50,667
<b>Shareholders' funds</b>	<b>股東權益</b>		<b>849,584</b>	<b>760,276</b>

On behalf of the Board 代表董事會

**Kwok Siu Ming, Simon** 郭少明  
Director 董事

**Kwok Law Kwai Chun, Eleanor** 郭羅桂珍  
Director 董事

# Balance Sheet

## 資產負債表

As at 31st March 2004 於二零零四年三月三十一日

		Note 附註	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Subsidiaries	附屬公司	13	229,681	482,383
Investment securities	投資證券	14	950	37,603
			230,631	519,986
<b>Current assets</b>	<b>流動資產</b>			
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		3,772	4,062
Investment securities	投資證券	14	35,181	33,891
Cash and bank balances	現金及銀行結存		424,210	434,103
			463,163	472,056
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accrued charges	其他應付款項及應計費用		206	395
<b>Net current assets</b>	<b>淨流動資產</b>		462,957	471,661
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		693,588	991,647
<b>Capital and reserves</b>	<b>股本及儲備</b>			
<b>Share capital</b>	<b>股本</b>	20	129,306	126,668
<b>Reserves</b>	<b>儲備</b>	21	447,241	814,312
<b>Proposed dividends</b>	<b>擬派股息</b>	21	117,041	50,667
<b>Shareholders' funds</b>	<b>股東權益</b>		693,588	991,647

On behalf of the Board 代表董事會

**Kwok Siu Ming, Simon** 郭少明

Director 董事

**Kwok Law Kwai Chun, Eleanor** 郭羅桂珍

Director 董事

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

	Note 附註	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
<b>Operating activities</b>	<b>經營業務</b>		
Cash generated from operations	經營業務產生之現金 22(a)	144,694	209,617
Hong Kong profit tax paid	已繳香港利得稅	(28,686)	(10,029)
Overseas tax paid	已繳海外稅項	(3,786)	(3,667)
<b>Net cash flows from operating activities</b>	<b>經營業務之現金流量淨額</b>	<b>112,222</b>	<b>195,921</b>
<b>Investing activities</b>	<b>投資業務</b>		
Purchase of property, plant and equipment	購買物業、機器及設備	(42,518)	(33,243)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備收入	88	365
Increase interests in subsidiaries	增加附屬公司權益	-	(3,688)
Refund of consideration paid for prior year's acquisition of subsidiaries	上年度收購附屬公司已繳代價之退款	-	7,117
Purchase of investment securities	購買投資證券	-	(70,544)
Redemption of investment securities	贖回投資證券	35,363	-
Decrease/(increase) in cash and bank balances over three months to maturity	三個月後到期之現金及銀行結存減少/(增加)	168,623	(380,620)
Disposal of subsidiaries (net of cash and cash equivalents)	出售附屬公司(扣除現金及現金等值項目)	-	2,172
Interest received	收取利息	12,084	12,325
<b>Net cash flows from/(used in) investing activities</b>	<b>投資業務之現金流入/(所用之現金)淨額</b>	<b>173,640</b>	<b>(466,116)</b>

# Consolidated Cash Flow Statement (continued)

## 綜合現金流量表 (續)

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

	Note 附註	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
<b>Financing activities</b>	<b>融資業務</b>		
	22(b)		
Proceeds from exercise of share options	行使購股權收益	28,564	–
Repurchase of own shares	購回本身股份	–	(39,521)
Repayment of bank loans	償還銀行借貸	–	(156)
Repayment of capital element of finance leases	償還融資租約之資本部份	–	(30)
Interest paid	繳付利息	(2)	(236)
Interest element of finance leases	繳付融資租約之利息部份	–	(1)
Dividends paid	派發股息	(89,141)	(76,066)
<b>Net cash used in financing activities</b>	<b>融資業務所用淨現金</b>	<b>(60,579)</b>	<b>(116,010)</b>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值項目 增加/(減少)</b>	<b>225,283</b>	<b>(386,205)</b>
<b>Cash and cash equivalents at 1st April</b>	<b>於四月一日之現金及現金 等值項目</b>	<b>270,293</b>	<b>656,119</b>
Effect of foreign exchange rate changes	匯率變動之影響	(2,619)	379
<b>Cash and cash equivalents at 31st March</b>	<b>於三月三十一日現金及現金 等值項目</b>	<b>492,957</b>	<b>270,293</b>
<b>Reconciliation of cash and cash equivalents in respect of cash and bank balances</b>	<b>現金及現金等值項目與現金 及銀行結存之對賬</b>		
Cash and bank balances	現金及銀行結存	704,954	650,913
Cash and bank balances over three months to maturity	三個月後到期之現金及 銀行結存	(211,997)	(380,620)
Cash and cash equivalents	現金及現金等值項目	492,957	270,293

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

		2004 HK\$'000 港幣千元	Restated 重新列示 2003 HK\$'000 港幣千元
Total equity as at 1st April as previously reported	於四月一日之權益總額·如前呈報	742,990	792,178
Effect of adopting SSAP 12 (note 2(j))	採納會計準則第12條之影響 (附註2(j))	17,286	14,391
Total equity as at 1st April as restated	於四月一日之權益總額·經重列	760,276	806,569
Exchange differences not recognised in the profit and loss account	未於損益表中確認之匯兌差額	(1,190)	955
Issue of shares	發行股份	-	117
Repurchase of own shares	購回本身股份	-	(39,521)
Exercise of share options	行使購股權	28,564	-
Profit for the year	本年度溢利	151,075	68,222
Dividends	股息		
Final dividend	末期股息	(50,675)	(50,732)
Interim dividend	中期股息	(25,644)	(12,667)
Special dividend	特別股息	(12,822)	(12,667)
Total equity as at 31st March	於三月三十一日權益總額	849,584	760,276

# Notes to the Accounts

## 賬目附註

### 1. Basis of preparation

The accounts have been prepared under the historical cost convention as modified by the revaluation of leasehold land and buildings and investment properties, in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA").

In the current year, the Group has changed its accounting policy for deferred taxation following the adoption of the Statement of Standard Accounting Practice ("SSAP") 12 (revised) "Income Taxes" issued by the HKSA which becomes effective for accounting periods commencing on or after 1st January 2003. The effect of adopting this revised accounting standard is set out in note 2(j) below.

### 2. Principal accounting policies

#### (a) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March.

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors; or to cast majority of votes at the meetings of the board of directors.

All significant intercompany transactions and the balances within the Group are eliminated on consolidation.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective dates of acquisition or up to the effective dates of disposal. The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill taken to reserve which was not previously charged or recognised in the consolidated profit and loss account.

### 1. 編製基準

本賬目乃按照歷史成本常規編製，惟就租賃土地及樓宇及投資物業之重估而予以修訂。賬目並依據香港普遍採納之會計原則及香港會計師公會頒佈之會計準則編製。

於本年度，本集團於採納由香港會計師公會頒佈之會計準則第12號「所得稅」（經修訂）後，已更改遞延稅項之會計政策，該會計準則於二零零三年一月一日或以後開始之會計期間生效。採納此經修訂之會計準則之影響於附註2(j)內載列。

### 2. 主要會計政策

#### (a) 綜合基準

綜合賬目包括本公司及其附屬公司截至三月三十一日止之賬目。

附屬公司指本公司直接或間接控制過半數投票權；有權控制財政及營運決策；委任或撤換董事會大多數成員；或在董事會會議上有大多數投票權之公司。

所有集團內公司間之重大交易及結餘已於綜合賬目時對銷。

本年度內收購或售出之附屬公司業績由其收購生效日期起或截至售出生效日期止計算在綜合損益表內。出售附屬公司之溢利或虧損指出售收益與本集團所佔淨資產（連同未於綜合損益表扣除或確認之任何未攤銷商譽或負商譽）兩者之差額。

### 2. Principal accounting policies (continued)

#### (a) Basis of consolidation (continued)

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the Company's balance sheet, the investment in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

#### (b) Revenue recognition

Revenue from the sale of goods is recognised on the transfer of ownership, which generally coincides with the time of cash receipt for retail sale or the time of delivery for wholesale sale.

Revenue from beauty and health club represents membership fee and service fee income in connection with the provision of physical fitness and beauty treatment service. Membership fees are recognised immediately in the month in which payment is received. Service fees received in advance are taken to the receipts in advance account and are recognised on a systematic basis in accordance with service usage over a maximum period of five years.

Rental income is recognised on a time proportion basis.

Interest income is recognised on a time proportion basis, taking into account the principals outstanding and interest rates applicable.

### 2. 主要會計政策 (續)

#### (a) 綜合基準 (續)

少數股東權益指集團以外股東在附屬公司內應佔營運業績及資產淨值之權益。

於本公司資產負債表內，附屬公司之投資按成本值扣除減值虧損準備列賬。附屬公司之業績在本公司賬內是以已收及應收股息計算。

#### (b) 收益確認

銷售貨品之收益於擁有權移交時確認（如屬零售，通常為收取現金之時；如屬批發銷售，通常為付運之時）。

美容及健美中心之收益指與提供健身及美容服務相關之會員費及服務費。會員費於收取付款的月份即時確認，而預收之服務費則在預收款項賬目中入賬和按服務提用最多於五年內作規律性確認。

租金收入按時間比例基準確認。

利息收入按時間比例基準確認，並計入尚餘本金額及適用之利率。

### 2. Principal accounting policies (continued)

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

##### (i) Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties are valued annually by independent valuers. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the investment properties revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited.

Upon the disposal of an investment property, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the investment properties revaluation reserve to the profit and loss account.

##### (ii) Leasehold land and buildings

Leasehold land and buildings are stated at valuation, being fair value at the date of revaluation, less subsequent accumulated depreciation and impairment losses. Fair value is the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction, and is determined on the basis of existing use.

### 2. 主要會計政策 (續)

#### (c) 物業、機器及設備

##### (i) 投資物業

投資物業乃在土地及樓宇中所佔之權益，而該等土地及樓宇之建築工程及發展經已完成，因其具有投資價值而持有，任何租金收入均按公平原則磋商。

投資物業皆由獨立估值師每年估值一次。估值是以個別物業之公開市值為計算基準，而土地及樓宇並不分開估值。估值會用於年度賬目內。重估之增值撥入投資物業重估儲備，減值則首先以整個組合為基準與先前之增值對銷，然後從經營溢利中扣除。其後任何增值將撥入經營溢利，惟最高以先前扣減之金額為限。

在出售投資物業時，重估儲備中與先前估值有關之已變現部份，將從投資物業重估儲備轉撥至損益表。

##### (ii) 租賃土地及樓宇

租賃土地及樓宇按估值（即重估日期之公平價值）減其後之累計折舊及減值虧損列賬。公平價值指在知情自願人士之公平交易中，某項資產可換取之金額，該價值按資產現時用途釐定。



## 2. Principal accounting policies (continued)

## (c) Property, plant and equipment (continued)

## (ii) Leasehold land and buildings (continued)

It is the Group's policy to review the fair value of leasehold land and buildings based on independent professional valuations every three years. If the fair value is in excess of the carrying amount of the relevant asset, the surplus is credited to the revaluation reserve to the extent that it is not covered by deficits arising on prior valuations of that asset which have been previously charged to the profit and loss account. If the fair value is less than the carrying amount of the relevant asset, the deficit is charged to the profit and loss account to the extent that it is not covered by surpluses arising on prior valuations of that same asset which have been previously credited to the revaluation reserve.

## (iii) Asset under construction

Asset under construction is carried at cost which includes development expenditure incurred and interest and other direct costs attributable to the development of plant and equipment less any accumulated losses. No depreciation was provided for asset under construction. Upon completion, the associated costs are transferred to property, plant and equipment.

## (iv) Depreciation of leasehold land

Leasehold land is depreciated to write off its cost less accumulated impairment losses or valuation over the unexpired period of the lease on a straight-line basis.

## (v) Depreciation of leasehold buildings and leasehold improvements

Leasehold buildings and leasehold improvements are depreciated to write off their cost less accumulated impairment losses or valuation on the straight-line basis over the unexpired periods of the leases or their estimated useful lives of the Group whichever is shorter. The principal annual rates used for this purpose are:

Leasehold buildings	5%
Leasehold improvements	15% – 33.3%

## 2. 主要會計政策 (續)

## (c) 物業、機器及設備 (續)

## (ii) 租賃土地及樓宇 (續)

按照本集團政策，本集團會每三年尋求獨立專業估值，檢討租賃土地及樓宇之公平價值。倘某項資產之公平價值高於其賬面值，而該資產於先前估值時所產生且原先已於損益表中扣除之虧損不足以彌補該盈餘，則有關盈餘將列入重估儲備內。倘某項資產之公平價值低於其賬面值，而該資產於先前估值所產生且原先已列入重估儲備之盈餘不足以彌補虧損，則有關虧損將於損益表中扣除。

## (iii) 在建資產

在建資產以成本值列賬，包括發展及其他因發展該機器及設備產生之直接支出扣除累計減值虧損。在建資產不作折舊準備。完成後，有關成本即轉撥為物業、機器及設備。

## (iv) 租賃土地之折舊

租賃土地之折舊乃按租約所餘年期以直線法撇銷其原值減累積減值虧損或估值。

## (v) 租賃樓宇及租賃物業裝修之折舊

租賃樓宇及租賃物業裝修之折舊乃按租約所餘年期或其對本集團之估計可使用年期（取其較短者）撇銷其原值減累積減值虧損或估值。為此所採用之主要年率為：

租賃樓宇	5%
租賃物業裝修	15% – 33.3%

## 2. Principal accounting policies (continued)

## (c) Property, plant and equipment (continued)

## (vi) Other property, plant and equipment

Other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Other property, plant and equipment are depreciated at rates sufficient to write off their cost less accumulated impairment losses on the straight-line basis over their estimated useful lives to the Group. The principal annual rates used for this purpose are:

Equipment, furniture and fixtures	15% – 33.3%
Motor vehicles and vessel	20% – 25%

## (vii) Impairment of property, plant and equipment

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in leasehold land and buildings, leasehold improvements and other property, plant and equipment are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

## (viii) Gain or loss on disposal of property, plant and equipment

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

## (ix) Cost of restoring and improving property, plant and equipment

Major costs incurred in restoring property, plant and equipment to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their estimated useful lives to the Group.

## 2. 主要會計政策 (續)

## (c) 物業、機器及設備 (續)

## (vi) 其他物業、機器及設備

其他物業、機器及設備按成本值減去累計折舊及減值虧損列賬。其他物業、機器及設備之折舊乃將資產成本值減去累積減值虧損按其於本集團之預計可使用年期以直線法撇銷。為此所採用之主要折舊年率為：

設備、傢俬及裝置	15% – 33.3%
汽車及汽船	20% – 25%

## (vii) 物業、機器及設備之減值

在每年結算日，租賃土地及樓宇、租賃物業裝修及其他物業、機器及設備內之資產皆透過集團內部及外界所獲得的資訊，評核該等資產有否耗蝕。如有跡象顯示該等資產出現耗蝕，則估算其可收回價值，並在合適情況下將減值虧損入賬，以將資產減至其可收回價值。此等減值虧損於損益表內確認。

## (viii) 出售物業、機器及設備之損益

出售一項物業、機器及設備之損益乃出售所得款項淨額與有關資產面值之差額，並於損益表內確認。

## (ix) 修復及改良物業、機器及設備之費用

修復物業、機器及設備至正常運作狀況所產生之主要費用於損益表內扣除。改良資產所產生之費用則資本化及按其對本集團之預計可使用年期作出折舊。

### 2. Principal accounting policies (continued)

#### (d) Assets under leases

##### (i) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the inception of the leases at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on the capital balances outstanding. The corresponding rental obligations, net of finance charges, are included in long-term liabilities. The finance charges are charged to the profit and loss account over the lease periods.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives or the lease periods.

##### (ii) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

#### (e) Intangible assets

##### (i) Trademarks

Expenses incurred by the Group in respect of registering the Group's trademarks in various locations are capitalised and amortised, using the straight-line method, over periods not exceeding three years starting from the date of commencement of operations.

##### (ii) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset, is assessed and written down immediately to its recoverable amount.

### 2. 主要會計政策 (續)

#### (d) 租賃資產

##### (i) 融資租約

融資租約是指將擁有資產之風險及回報基本上全部轉讓予集團之租賃。融資租約在開始時按租賃資產之公平值或最低租賃付款之現值(以較低者為準)撥充資本。每期租金均分配為資本及財務費用,以穩定資本結欠額。相應租約承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益表中支銷。

以融資租約持有之資產按估計可使用年期或租約期(取較短者)計算折舊。

##### (ii) 經營租約

經營租約是指擁有資產之風險及回報基本上全部由出租公司保留之租賃。根據經營租約作出之付款在扣除自出租公司收取之任何獎勵金後,於租賃期內以直線法在損益表中支銷。

#### (e) 無形資產

##### (i) 商標

本集團就各地註冊其商標產生之開支資本化及以直線法由開業日期起不超過三年之期內攤銷。

##### (ii) 無形資產減值

如有跡象顯示出現減值,則無形資產之賬面值,均需評估及即時減至可收回價值。

### 2. Principal accounting policies (continued)

#### (f) Investment securities

##### (i) Held-to-maturity securities

Held-to-maturity securities are stated in the balance sheet at cost plus/less any discount/premium amortised to date. The discount or premium is amortised over the period to maturity and included as interest income/expense in the profit and loss account.

The carrying amounts of individual held-to-maturity securities or holdings of the same securities are reviewed at the balance sheet date in order to assess the credit risk and whether the carrying amounts are expected to be recovered. Provisions are made when carrying amounts are not expected to be recovered and are recognised in the profit and loss account as an expense immediately.

##### (ii) Other investments

Other investments representing the Group's interest in club debentures, are stated at cost less any provision for impairment loss.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such investments will be reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to the profit and loss account when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

### 2. 主要會計政策 (續)

#### (f) 投資證券

##### (i) 持至到期日之證券

持至到期日之證券在資產負債表內按成本值加/減任何截至該日止已攤銷之折讓/溢價列賬。折讓或溢價按截至到期日止之期間攤銷，並在損益表中列作利息收入/支出項目。

個別持至到期日之證券或所持同類證券之賬面值均於結算日檢討，以評估有關之信貸風險及其賬面值能否收回。倘若預期賬面值無法收回，則作出撥備，並即時在損益表列作開支。

##### (ii) 其他投資

其他投資指本集團持有之會籍債券，按成本值減任何減值虧損撥備入賬。

個別投資之賬面值於每年結算日均予以檢討，以評估其公平價值是否已跌至低於賬面值。假如下跌並非暫時性，則有關投資之賬面值將削減至其公平價值。減值虧損在損益表中列作開支。當引致撤減或撤銷之情況及事件不再存在，而有可信證據顯示新的情況和事件會於可預見將來持續，則將此項減值虧損撥回損益表。

### 2. Principal accounting policies (continued)

#### (g) Inventories

Inventories comprise merchandise and are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. In general, costs are assigned to individual items on the weighted average basis. Net realisable value is the price at which inventories can be sold in the normal course of business after allowing for the costs of realisation.

#### (h) Trade and other receivables

Provision is made against trade and other receivables to the extent that they are considered to be doubtful. Trade and other receivables in the balance sheet are stated net of such provision.

#### (i) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment and bank overdrafts.

#### (j) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### 2. 主要會計政策 (續)

#### (g) 存貨

存貨指商品，按成本值及可變現淨值（取較低者）入賬。

成本值指存貨之發票原值。一般而言，成本值按加權平均基準分攤至個別項目。可變現淨值為存貨在扣除變現成本後在一般業務程序中可出售之價格。

#### (h) 應收賬款及其他應收款項

對收回應收賬款及其他應收款項存疑時將作撥備。資產負債表之應收賬款及其他應收款項乃在扣除該等撥備後入賬。

#### (i) 現金及現金等值項目

現金及現金等值項目按成本在資產負債表內列賬。在現金流量表中，現金及現金等值項目包括庫存現金、銀行通知存款、三個月內到期之現金投資及銀行透支。

#### (j) 遞延稅項

遞延稅項採用負債法就資產及負債之稅基與它們在財務報表之賬面值兩者之暫時差異作全數撥備。遞延稅項採用在結算日前已頒佈或實質頒佈之稅率釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之暫時差異抵銷而確認。

**2. Principal accounting policies (continued)****(j) Deferred taxation (continued)**

In prior years, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively so that the comparatives presented have been restated to conform to the changed policy.

As disclosed in note 21 to the accounts, opening reserves at 1st April 2002 and 2003 have been increased by HK\$14,391,000 and HK\$17,286,000 respectively, which represent the unprovided net deferred tax assets. This change has resulted in an increase in deferred tax assets and deferred tax liabilities at 31st March 2003 by HK\$18,124,000 and HK\$838,000 respectively.

**(k) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

**(l) Translation of foreign currencies**

Transactions in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising therefrom are dealt with in the profit and loss account.

The accounts of subsidiaries expressed in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences arising in these cases are dealt with as a movement in exchange fluctuation reserve.

**2. 主要會計政策 (續)****(j) 遞延稅項 (續)**

往年度，遞延稅項乃因應就課稅而計算之溢利與賬目所示之溢利兩者之時間差，根據預期於可預見將來支付或可收回之負債及資產而按現行稅率計算。採納此經修訂之會計準則第12號構成會計政策之變動，並已追溯應用，故比較數字已重列以符合經修訂之政策。

如賬目中附註21所披露，二零零二年及二零零三年四月一日之期初儲備已分別增加14,391,000港元及17,286,000港元，為未撥備遞延稅項資產淨額。是項調整導致二零零三年三月三十一日之遞延稅項資產及遞延稅項負債分別增加18,124,000港元及838,000港元。

**(k) 撥備**

當集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立撥備。

**(l) 外幣換算**

外幣交易按交易日之匯率換算為港元。以外幣結算之貨幣資產及負債按資產負債表結算日之匯率換算為港元列賬。由此產生之匯兌差額計入損益表內。

附屬公司之外幣賬目按資產負債表結算日之匯率換算為港元，而損益表則按平均匯率換算。由此產生之匯兌差額列作外匯波動儲備之變動。

2. Principal accounting policies (continued)

(m) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave is recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Retirement benefits obligations

The Group operates a number of defined benefits and defined contribution retirement plans, the assets of which are generally held in separate trustee-administered funds. The retirement plans are generally funded by payments from employees and by the relevant Group companies.

The Group contributes to defined contribution retirement plans which are available to all qualified employees. Contributions to the schemes by the Group and employees are calculated at a percentage of employees' salaries or a fixed sum for each employee where appropriate.

The Group's contributions to the defined contribution retirement plans are expensed as incurred and are reduced by contributions forfeited to those employees who leave the scheme prior to vesting fully in the contributions, where appropriate.

2. 主要會計政策 (續)

(m) 僱員福利

(i) 僱員應享假期

僱員在年假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休福利承擔

集團營運多項界定福利及界定供款退休計劃，計劃之資產一般由獨立管理之基金持有。退休計劃一般由員工與相關集團公司供款。

集團向界定供款退休計劃供款，所有合資格的員工均可參與。集團與員工之供款按員工薪金之百分比或定額（如適合）計算。

集團向界定供款退休計劃作出之供款在發生時以費用支銷，而員工在取得全數既得利益前退出計劃而被沒收之僱主供款將會用作扣減此供款（如適用）。

## 2. Principal accounting policies (continued)

## (m) Employee benefits (continued)

## (ii) Retirement benefits obligations (continued)

For defined benefits retirement plan, retirement costs are assessed using the projected unit credit method: the cost is charged to the profit and loss account so as to spread the regular cost over the service lives of employees in accordance with the advice of the actuaries who carry out a full valuation of the plans each year. The retirement obligation is measured as the present value of the estimated future cash outflows using interest rates of government securities which have terms to maturity approximating the terms of the related liability. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

The Group's contributions to defined benefits retirement plan is charged to the profit and loss account in the period to which the contributions relate.

## (iii) Long service payment liabilities

The Group's net obligation in respect of long services amounts payable on cessation of employment in certain circumstances under the employment law of the respective countries in which the Group operates is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The long service payment liabilities are assessed using the projected unit credit method. The cost of providing the long service payment liabilities is charged to the profit and loss account so as to spread the costs over the service lives of employees in accordance with the advice of the actuaries.

## 2. 主要會計政策 (續)

## (m) 僱員福利 (續)

## (ii) 退休福利承擔 (續)

就界定福利退休計劃而言，退休成本採用預計單位貸記法評估。根據精算師就計劃每年進行的全面估值的建議，提供退休金之成本在損益表扣除，令成本有規律地分攤至僱員服務年期。退休責任按估計未來現金流出量之現值，利用與相關負債條款類似之政府債券之息率計算。精算盈虧乃按僱員平均尚餘服務年期確認。過往之服務成本乃按平均年期以直線法支銷，直至僱員享有該等福利為止。

集團向界定福利退休計劃之供款於供款相關期內在損益表支銷。

## (iii) 長期服務金負債

本集團根據營運國家之僱傭條例在若干情況下就終止僱用應付之長期服務金之負擔淨額，為僱員於本期及前期提供服務賺取之回報之未來利益金額。

長期服務金負債乃以預計單位貸記法評估。長期服務金負債之成本乃於損益表扣除，以使成本按精算師之建議於僱員服務年期內攤銷。



## 2. Principal accounting policies (continued)

## (m) Employee benefits (continued)

## (iii) Long service payment liabilities (continued)

The long service payment liabilities are discounted to determine the present value and reduced by entitlement accrued under the Group's defined contribution plan that is attributable to contributions made by the Group. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

## (iv) Equity compensation benefits

Share options are granted to some directors, senior executives and employees. The options are granted at the market price of the shares on the date of the grant and are exercisable at that price. No compensation cost is recognised. When the options are exercised, the proceeds received net of any transaction costs are credited to share capital (nominal value) and share premium.

## (n) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

Segment assets consist primarily of property, plant and equipment, inventories, receivables and operating cash, and exclude investment securities, deferred tax assets and tax recoverable. Segment liabilities comprise operating liabilities and exclude deferred tax liabilities and taxation payable. Capital expenditure comprises additions to property, plant and equipment.

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are based on where the assets are located.

## 2. 主要會計政策 (續)

## (m) 僱員福利 (續)

## (iii) 長期服務金負債 (續)

長期服務金負債會予以折讓以確定其現值，並扣減本集團於界定供款計劃就本集團所作供款所佔應得部份。精算盈虧乃按僱員平均尚餘服務年期確認。過往之服務成本乃按平均年期以直線法支銷，直至僱員享有該等福利為止。

## (iv) 權益補償福利

本集團向部份董事、高級職員及員工授出購股權。該等購股權按授出日期股份之市價授出並按該價格行使。補償成本不作確認。購股權被行使時，所得款項扣除任何交易成本後撥作股本（面值）及股份溢價。

## (n) 分部報告

按照本集團之內部財務報告，本集團已決定將業務分部資料作為主要分部報告，而地區分佈資料則作為從屬分部報告呈列。

分部資產主要包括物業、機器及設備、存貨、應收賬款及經營現金，不包括之項目為投資證券、遞延稅項資產及預繳稅項。分部負債指經營負債，不包括之項目為遞延稅項負債及應付稅項。資本性開支包括購入物業、機器及設備的費用。

至於地區分部報告，銷售額乃按照客戶所在國家計算。總資產及資本性開支按資產所在地計算。

### 2. Principal accounting policies (continued)

#### (o) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group and of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group and of the Company.

A contingent asset is not recognised but is disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset will be recognised.

### 2. 主要會計政策 (續)

#### (o) 或然負債及或然資產

或然負債指因已發生的事件而可能引起之責任，此責任需就某一宗或多宗事件會否發生才能確認，而本集團及本公司並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此負債將被確立為撥備。

或然資產指因已發生的事件而可能產生之資產，此資產需就某一宗或多宗事件會否發生才能確認，而本集團及本公司並不能完全控制這些未來事件會否實現。

或然資產不會被確認，但會於可能收到經濟效益時在賬目附註中披露。若實質確定有收到經濟效益時，此效益才被確立為資產。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 3. Revenues, turnover and segment information

The Group is principally engaged in the retailing and wholesaling of a wide range of brand name cosmetic products and the provision of beauty and health club services. Revenues recognised during the year are as follows:

### 3. 收益、營業額及分類資料

本集團主要業務為從事多種品牌化粧品之零售及批發，及提供美容及健美中心服務。年內確認之收益如下：

		<b>Group</b> <b>本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>		
Retail and wholesale	零售及批發	1,716,077	1,485,124
Beauty and health club services	美容及健美中心服務	167,257	156,261
		<b>1,883,334</b>	1,641,385
<b>Other revenues</b>	<b>其他收益</b>		
Interest income	利息收入	12,353	14,481
Slide display rental income	幻燈片陳列租金收入	9,456	9,195
Rental income	租金收入	489	339
Sundry income	雜項收入	970	605
		<b>23,268</b>	24,620
		<b>1,906,602</b>	1,666,005

## 3. Revenues, turnover and segment information (continued)

## (a) Primary reporting format – business segments

## 3. 收益、營業額及分類資料 (續)

## (a) 主要分部報告 – 業務分部資料

		Retail and wholesale 零售及批發 HK\$'000 港幣千元	Beauty and health club services 美容及健美 中心服務 HK\$'000 港幣千元	Inter-segment elimination 分部相互 對銷 HK\$'000 港幣千元	2004 Total 總額 HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	1,716,077	167,257	–	1,883,334
<b>Results</b>	<b>業績</b>				
Segment results	分部業績	173,710	(1,099)	–	172,611
Interest income	利息收入	13,048	27	(722)	12,353
Interest expenses	利息支出	–	(724)	722	(2)
Surplus on revaluation of an investment property	投資物業之 重估盈餘	200	–	–	200
Profit/(loss) before taxation	除稅前溢利/(虧損)	186,958	(1,796)	–	185,162
Taxation	稅項				(34,087)
Profit after taxation	除稅後溢利				151,075
Minority interests	少數股東權益				–
Profit attributable to shareholders	股東應佔溢利				151,075
<b>Segment assets</b>	<b>分部資產</b>	1,082,853	77,173		1,160,026
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				57,095
<b>Total assets</b>	<b>資產總額</b>				1,217,121
<b>Segment liabilities</b>	<b>分部負債</b>	150,682	182,615		333,297
<b>Unallocated corporate liabilities</b>	<b>未分配集團負債</b>				34,240
<b>Total liabilities</b>	<b>負債總額</b>				367,537
<b>Net assets</b>	<b>資產淨值</b>				849,584
<b>Other information</b>	<b>其他資料</b>				
Capital expenditure	資本性開支	33,417	9,101		42,518
Depreciation and amortisation charges	折舊及攤銷費用	22,866	10,041		32,907
Reversal of provision for doubtful debts	撥回呆賬撥備	(717)	(50)		(767)
Provision for slow moving inventories	滯銷存貨撥備	9,683	37		9,720
Write-off of property, plant and equipment	物業、機器及 設備撇賬	1,468	–		1,468

# Notes to the Accounts (continued)

賬目附註 (續)

## 3. Revenues, turnover and segment information (continued)

### (a) Primary reporting format – business segments (continued)

		Retail and wholesale 零售及批發 HK\$'000 港幣千元	Beauty and health club services 美容及健美 中心服務 HK\$'000 港幣千元	Inter-segment elimination 分部相互 對銷 HK\$'000 港幣千元	Restated 重新列示 2003 Total 總額 HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	1,485,124	156,261	–	1,641,385
<b>Results</b>	<b>業績</b>				
Segment results	分部業績	119,715	(25,561)	–	94,154
Interest income	利息收入	13,174	1,602	(295)	14,481
Interest expenses	利息支出	(221)	(311)	295	(237)
Loss on disposal of subsidiaries	出售附屬公司虧損	(5,900)	(5,900)	–	(11,800)
Deficit on revaluation of an investment property	投資物業之重估貶值	(123)	–	–	(123)
Impairment of goodwill	商譽減值	–	(3,688)	–	(3,688)
Profit/(loss) before taxation	除稅前溢利/(虧損)	126,645	(33,858)	–	92,787
Taxation	稅項				(33,478)
Profit after taxation	除稅後溢利				59,309
Minority interests	少數股東權益				8,913
Profit attributable to shareholders	股東應佔溢利				68,222
<b>Segment assets</b>	<b>分部資產</b>	962,348	61,966		1,024,314
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				92,069
<b>Total assets</b>	<b>資產總額</b>				1,116,383
<b>Segment liabilities</b>	<b>分部負債</b>	144,601	178,566		323,167
<b>Unallocated corporate liabilities</b>	<b>未分配集團負債</b>				32,940
<b>Total liabilities</b>	<b>負債總額</b>				356,107
<b>Net assets</b>	<b>資產淨值</b>				760,276
<b>Other information</b>	<b>其他資料</b>				
Capital expenditure	資本性開支	18,799	14,444		33,243
Depreciation and amortisation charges	折舊及攤銷費用	32,102	12,366		44,468
Provision for doubtful debts	呆賬撥備	717	1,913		2,630
Provision for slow moving inventories	滯銷存貨撥備	13,107	684		13,791
Write-off of property, plant and equipment	物業、機器及設備撇賬	1,992	74		2,066

## 3. 收益、營業額及分類資料 (續)

### (a) 主要分部報告 – 業務分部資料 (續)

## 3. Revenues, turnover and segment information (continued)

## (b) Secondary reporting format – geographical segments

The Group operates in China, Taiwan and South Asia. China comprises Hong Kong, Macau and Mainland China. South Asia comprises Thailand, Malaysia and Singapore.

## 3. 收益、營業額及分類資料 (續)

## (b) 從屬分部報告 – 地區分部資料

集團於中國、台灣及南亞地區經營業務。中國包括香港、澳門及中國大陸。南亞地區包括泰國、馬來西亞及新加坡。

		China 中國 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	South Asia 南亞地區 HK\$'000 港幣千元	2004 Total 總額 HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	1,658,276	57,234	167,824	1,883,334
<b>Results</b>	<b>業績</b>				
Segment results	分部業績	174,953	466	(2,808)	172,611
Interest income	利息收入	11,365	23	965	12,353
Interest expenses	利息支出	-	-	(2)	(2)
Surplus on revaluation of an investment property	投資物業之重估盈餘	200	-	-	200
Profit/(loss) before taxation	除稅前溢利/(虧損)	186,518	489	(1,845)	185,162
<b>Segment assets</b>	<b>分部資產</b>	1,026,006	25,826	108,194	1,160,026
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				57,095
<b>Total assets</b>	<b>資產總額</b>				1,217,121
<b>Capital expenditure</b>	<b>資本性開支</b>	32,687	1,751	8,080	42,518

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 3. Revenues, turnover and segment information (continued)

#### (b) Secondary reporting format – geographical segments (continued)

### 3. 收益、營業額及分類資料 (續)

#### (b) 從屬分部報告 – 地區分部資料 (續)

		China 中國 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	South Asia 南亞地區 HK\$'000 港幣千元	Restated 重新列示 2003 Total 總額 HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	1,427,920	67,662	145,803	1,641,385
<b>Results</b>	<b>業績</b>				
Segment results	分部業績	96,808	1,994	(4,648)	94,154
Interest income	利息收入	13,254	51	1,176	14,481
Interest expenses	利息支出	(221)	–	(16)	(237)
Loss on disposal of subsidiaries	出售附屬公司虧損	(11,800)	–	–	(11,800)
Deficit on revaluation of an investment property	投資物業之重估貶值	(123)	–	–	(123)
Impairment of goodwill	商譽減值	(1,229)	–	(2,459)	(3,688)
Profit/(loss) before taxation	除稅前溢利/(虧損)	96,689	2,045	(5,947)	92,787
<b>Segment assets</b>	<b>分部資產</b>	884,964	25,227	114,123	1,024,314
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				92,069
<b>Total assets</b>	<b>資產總額</b>				1,116,383
<b>Capital expenditure</b>	<b>資本性開支</b>	23,382	51	9,810	33,243

## 4. Operating profit

## 4. 經營溢利

		<b>Group 本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
<b>Operating profit is stated after crediting and charging the following:</b>	經營溢利已計入及扣除下列項目:		
<b>Crediting</b>	計入		
Gain on disposal of property, plant and equipment	出售物業、機器及設備溢利	61	219
Net exchange gains	匯兌收益淨額	821	-
Reversal of provision for doubtful debts	撥回呆賬撥備	767	-
<b>Charging</b>	扣除		
Amortisation of intangible assets	無形資產攤銷	-	1,586
Auditors' remuneration	核數師酬金	1,856	1,924
Depreciation on property, plant and equipment	物業、機器及設備折舊	32,907	42,882
Net exchange losses	匯兌虧損淨額	-	571
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金	163,096	166,762
Provision for doubtful debts	呆賬撥備	-	2,630
Provision for slow moving inventories	滯銷存貨撥備	9,720	13,791
Write-off of property, plant and equipment	物業、機器及設備撇賬	1,468	2,066



## Notes to the Accounts (continued)

## 賬目附註 (續)

## 5. Finance costs

## 5. 財務費用

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Interest on bank overdrafts	銀行透支之利息	2	18
Interest on bank loans not wholly repayable within five years	全數不需於五年內償還銀行借貸之利息	-	218
Interest on finance leases	融資租約之利息	-	1
		2	237

## 6. Taxation

Hong Kong profits tax has been provided at the rate of 17.5% (2003: 16%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

- (a) The amount of taxation charged to the consolidated profit and loss account represents:

## 6. 稅項

香港利得稅乃按照本年度估計應課稅溢利以稅率 17.5% (二零零三年: 16%) 提撥準備。海外溢利之稅款則按照本年度估計應課稅溢利以集團經營業務地區之現行稅率計算。

- (a) 在綜合損益表內扣除之稅項支出如下:

		Group 本集團	
		2004 HK\$'000 港幣千元	Restated 重新列示 2003 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
Current	本年度	26,572	21,570
Under provision in previous years	往年撥備不足	1,417	12,675
Overseas taxation	海外稅項		
Current	本年度	5,938	4,605
Over provision in previous years	往年超額撥備	(596)	(2,220)
Deferred taxation relating to origination and reversal of temporary differences	遞延稅項暫時差異的產生及撥回	605	(2,520)
Deferred taxation resulting from decrease/(increase) in tax rates	稅率減低/(提高) 產生之遞延稅項	151	(632)
		34,087	33,478

## 6. Taxation (continued)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

## 6. 稅項 (續)

本集團有關除稅前溢利之稅項與假若採用香港之稅率而計算之理論稅額之差額如下：

		<b>Group 本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Profit before taxation	除稅前溢利	185,162	92,787
Calculated at a taxation rate of 17.5% (2003: 16%)	按稅率17.5% (二零零三年: 16%) 計算之稅項	32,403	14,845
Effect of different taxation rates in other countries	其他國家不同稅率之影響	(27)	163
Income not subject to taxation	無須課稅之收入	(2,520)	(3,565)
Expenses not deductible for taxation purposes	不可扣稅之支出	3,173	6,359
Utilisation of previously unrecognised tax losses	使用早前未有確認之稅損	(264)	(25)
Unrecognised tax losses of current year	本年度未確認之稅損	1,131	6,116
Under provision in previous years	往年撥備不足	821	10,455
Adjustment of deferred tax	遞延稅項調整	(781)	(238)
Increase in opening net deferred tax assets resulting from decrease/(increase) in tax rates	稅率減低/(提高)產生之期初 遞延稅資產淨額之增加	151	(632)
Taxation charge	稅項支出	34,087	33,478

(b) The Hong Kong Inland Revenue Department has been undertaking a review of the tax position of certain offshore businesses of the Group and the results are pending. Nevertheless, possible tax liabilities are provided in these accounts.

(b) 香港稅務局正在審閱本集團某些境外業務之稅務狀況，結果仍待決。雖然如此，此等賬目已就可能導致之稅項作出撥備。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 7. Profit attributable to shareholders

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of loss of HK\$237,482,000 (2003: HK\$78,853,000).

### 7. 股東應佔溢利

計入本公司賬目之股東應佔溢利為237,482,000港元虧損(二零零三年:78,853,000港元)。

### 8. Dividends

### 8. 股息

		<b>Company</b> 本公司	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Interim, paid – 2.0 HK cents (2003: 1.0 HK cent) per share	已派中期股息—每股2.0港仙 (二零零三年:1.0港仙)	<b>25,644</b>	12,667
Special, paid – 1.0 HK cent (2003: 1.0 HK cent) per share	已派特別股息—每股1.0港仙 (二零零三年:1.0港仙)	<b>12,822</b>	12,667
Final, proposed – 5.0 HK cents (2003: 4.0 HK cents) per share	擬派末期股息—每股5.0港仙 (二零零三年:4.0港仙)	<b>65,023</b>	50,667
Special, proposed – 4.0 HK cents (2003: Nil) per share	擬派特別股息—每股4.0港仙 (二零零三年:無)	<b>52,018</b>	–
		<b>155,507</b>	76,001

At a meeting held on 28th June 2004, the directors declared a final dividend of 5.0 HK cents and a special dividend of 4.0 HK cents per share. These proposed dividends are not reflected as a dividend payables in these accounts, but will be reflected as an appropriation of distributable reserve for the year ending 31st March 2005.

於二零零四年六月二十八日舉行之會議上，董事宣佈派發末期股息每股5.0港仙及特別股息每股4.0港仙。此等擬派股息並無於本賬目中列作應付股息，惟將於截至二零零五年三月三十一日止年度列作可分派儲備之分配。

### 9. Earnings per share

- (a) The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of HK\$151,075,000 (2003: HK\$68,222,000 (as restated)).
- (b) The basic earnings per share is based on the weighted average of 1,274,390,339 (2003: 1,278,133,366) shares in issue during the year.
- (c) The diluted earnings per share is based on the weighted average of 1,274,390,339 (2003: 1,278,133,366) shares in issue during the year plus the weighted average of 7,815,567 (2003: 4,231) shares deemed to be issued if all outstanding share options granted under the share option scheme of the Company had been exercised.

### 9. 每股盈利

- (a) 每股之基本盈利乃根據本集團股東應佔溢利151,075,000港元(二零零三年:68,222,000港元(經重列))計算。
- (b) 每股之基本盈利乃按於本年度已發行股份之加權平均數1,274,390,339(二零零三年:1,278,133,366)股計算。
- (c) 每股之攤薄盈利乃按於本年度已發行股份之加權平均數1,274,390,339(二零零三年:1,278,133,366)·加上假設根據本公司購股權計劃授出之所有未行使購股權皆已行使而發行之股份之加權平均數7,815,567(二零零三年:4,231)股計算。

## 10. Directors' and senior management's emoluments

## (a) Directors' emoluments

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

## 10. 董事及高級管理人員之酬金

## (a) 董事酬金

於本年付予本公司董事酬金總額如下：

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Fees (note (i))	袍金 (附註(i))	718	783
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及 實物利益	8,405	8,522
Retirement benefits costs	退休福利成本	385	440
		<b>9,508</b>	9,745
Gains on exercise of share options (note (ii) and (iii))	行使購股權溢利 (附註(ii)及(iii))	<b>3,880</b>	-

## Notes:

- (i) Directors' fees of HK\$718,000 (2003: HK\$783,000) were paid to independent non-executive directors.
- (ii) During the year, two independent non-executive directors exercised 2,000,000 share options, granted pursuant to the 2002 Share Option Scheme. The gains related to the exercise of the options amounted to HK\$3,880,000 (2003: Nil).
- (iii) During the year, no option was granted to the directors under the 1997 Share Option Scheme and the 2002 Share Option Scheme (2003: 16,116,000 shares).

## 附註:

- (i) 付予獨立非執行董事之袍金總額為718,000港元(二零零三年: 783,000港元)。
- (ii) 年內, 二位獨立非執行董事按二零零二年購股權計劃行使2,000,000購股權。行使此購股權溢利為3,880,000港元(二零零三年: 無)。
- (iii) 年內, 並沒有根據一九九七年購股權計劃及二零零二年購股權計劃授出購股權(二零零三年: 16,116,000股)。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 10. Directors' and senior management's emoluments (continued)

#### (a) Directors' emoluments (continued)

The emoluments of the directors fell within the following bands:

Emoluments bands 酬金範圍	Number of directors 董事人數	
	2004	2003
HK\$Nil – HK\$1,000,000	1	5
HK\$2,000,001 – HK\$2,500,000	2	1
HK\$2,500,001 – HK\$3,000,000	2	1
HK\$3,000,001 – HK\$3,500,000	1	1
	6	8

No compensation for loss of office has been paid to the directors for the years ended 31st March 2004 and 2003.

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year were also directors (2003: three) whose emoluments are reflected in the analysis presented above.

### 11. Staff costs (excluding directors' emoluments)

### 10. 董事及高級管理人員之酬金 (續)

#### (a) 董事酬金 (續)

介乎下列酬金範圍之董事人數如下:

Emoluments bands 酬金範圍	Number of directors 董事人數	
	2004	2003
HK\$Nil – HK\$1,000,000	1	5
HK\$2,000,001 – HK\$2,500,000	2	1
HK\$2,500,001 – HK\$3,000,000	2	1
HK\$3,000,001 – HK\$3,500,000	1	1
	6	8

於二零零三年及二零零四年三月三十一日止年度內，並無給予董事離任補償。

#### (b) 五位最高薪人士

本集團最高薪酬之五位人士均為董事(二零零三年:三位)。彼等之酬金已載於上文分析。

### 11. 員工成本 (不包括董事酬金)

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Wages and salaries	工資及薪酬	285,205	270,251
(Reversal of)/provision for unutilised annual leave	未用年假(撥回)/撥備	(4,373)	9,946
Retirement benefits costs (note 19(b))	退休福利成本(附註19(b))	18,660	12,705
		299,492	292,902

## Notes to the Accounts (continued)

## 賬目附註 (續)

## 12. Property, plant and equipment – Group

## 12. 物業、機器及設備 – 本集團

		Investment property 投資物業 HK\$'000 港幣千元	Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 港幣千元	Equipment, furniture and fixtures 設備、傢俬 及裝置 HK\$'000 港幣千元	Asset under construction 在建資產 HK\$'000 港幣千元	Motor vehicles and vessel 汽車及汽船 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Cost or valuation</b>	<b>原值或估值</b>							
At 1st April 2003	於二零零三年四月一日	3,700	26,510	175,371	106,770	–	11,758	324,109
Exchange adjustments	匯兌調整	–	–	1,890	1,155	–	21	3,066
Additions	添置	–	–	27,365	12,720	2,433	–	42,518
Reclassification	重新分類	–	–	662	(662)	–	–	–
Revaluation	重估	200	–	–	–	–	–	200
Write-off	撇賬	–	–	(7,892)	(4,977)	–	–	(12,869)
Disposals	出售	–	–	–	(436)	–	(514)	(950)
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>3,900</b>	<b>26,510</b>	<b>197,396</b>	<b>114,570</b>	<b>2,433</b>	<b>11,265</b>	<b>356,074</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 1st April 2003	於二零零三年四月一日	–	1,249	138,310	87,008	–	8,236	234,803
Exchange adjustments	匯兌調整	–	–	1,441	878	–	22	2,341
Charge for the year	本年度折舊	–	1,253	19,252	11,158	–	1,244	32,907
Reclassification	重新分類	–	–	648	(648)	–	–	–
Revaluation	重估	–	–	–	–	–	–	–
Write-off	撇賬	–	–	(6,617)	(4,784)	–	–	(11,401)
Disposals	出售	–	–	–	(409)	–	(514)	(923)
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>–</b>	<b>2,502</b>	<b>153,034</b>	<b>93,203</b>	<b>–</b>	<b>8,988</b>	<b>257,727</b>
<b>Net book value</b>	<b>賬面淨值</b>							
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>3,900</b>	<b>24,008</b>	<b>44,362</b>	<b>21,367</b>	<b>2,433</b>	<b>2,277</b>	<b>98,347</b>
At 31st March 2003	於二零零三年三月三十一日	3,700	25,261	37,061	19,762	–	3,522	89,306

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 12. Property, plant and equipment – Group (continued)

Analysis of the cost or valuation of the above assets is as follows:

### 12. 物業、機器及設備—本集團 (續)

以上資產按原值或估值分析如下：

		Investment property 投資物業 HK\$'000 港幣千元	Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 港幣千元	Equipment, furniture and fixtures 設備、傢俬 及裝置 HK\$'000 港幣千元	Asset under construction 在建資產 HK\$'000 港幣千元	Motor vehicles and vessel 汽車及汽船 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 31st March 2004	於二零零四年三月三十一日							
At cost	按原值	-	-	197,396	114,570	2,433	11,265	325,664
At valuation	按估值	3,900	26,510	-	-	-	-	30,410
		3,900	26,510	197,396	114,570	2,433	11,265	356,074
At 31st March 2003	於二零零三年三月三十一日							
At cost	按原值	-	-	175,371	106,770	-	11,758	293,899
At valuation	按估值	3,700	26,510	-	-	-	-	30,210
		3,700	26,510	175,371	106,770	-	11,758	324,109

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 12. Property, plant and equipment – Group (continued)

- (a) The Group's investment property and leasehold land and buildings are situated in Hong Kong and held under medium term leases between 10 to 50 years.
- (b) The investment property was revalued on the basis of its open market value at 31st March 2004 by DTZ Debenham Tie Leung Limited, an independent firm of chartered surveyors. The surplus arising on revaluation of investment property amounted to HK\$200,000 is credited to the consolidated profit and loss account.
- (c) The Group's leasehold land and buildings were revalued on the basis of their open market value at 31st March 2002 by DTZ Debenham Tie Leung Limited.
- (d) The carrying amount of leasehold land and buildings would have been HK\$55,419,000 (2003: HK\$58,065,000) had they been stated at cost less accumulated depreciation.

### 12. 物業、機器及設備 – 本集團 (續)

- (a) 本集團位於香港之投資物業、租賃土地及樓宇乃按10至50年中期租約持有。
- (b) 投資物業經由獨立專業估值師戴德梁行按於二零零四年三月三十一日之公開市值基準重估。該投資物業重估之盈餘為200,000港元，已於綜合損益表中記賬。
- (c) 本集團之租賃土地及樓宇經由戴德梁行按於二零零二年三月三十一日之公開市值基準重估。
- (d) 倘租賃土地及樓宇按原值減累計折舊列賬，其賬面值將為55,419,000港元（二零零三年：58,065,000港元）。

### 13. Subsidiaries

### 13. 附屬公司

		<b>Company</b> 本公司	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份·按成本值	1	390
Amounts due from subsidiaries (note (b))	應收附屬公司之款項(附註(b))	724,910	487,990
Provision for impairment of amounts due from subsidiaries	應收附屬公司之款項之減值撥備	(493,682)	-
Amounts due to subsidiaries (note (b))	應付附屬公司之款項(附註(b))	(1,548)	(5,997)
		<b>229,681</b>	<b>482,383</b>

- (a) Details of the Company's principal subsidiaries are set out in note 25 to the accounts.
- (b) The amounts due from/(to) subsidiaries are interest-free and have no fixed repayment term.

- (a) 本公司之主要附屬公司詳情載列於賬目附註25。
- (b) 應收／(應付)附屬公司之款項為免息及無特定還款期。



## Notes to the Accounts (continued)

## 賬目附註 (續)

## 14. Investment securities

## 14. 投資證券

Group  
本集團

		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Held-to-maturity securities	持至到期日之證券		
Listed in overseas	海外上市	31,651	63,864
Unlisted	非上市	3,530	6,680
		<b>35,181</b>	70,544
Other investments, at cost	其他投資·按成本值	1,070	1,070
		<b>36,251</b>	71,614
Less: Current portion of held-to-maturity securities	減: 持至到期日之證券的流動部份	(35,181)	(33,891)
		<b>1,070</b>	37,723
Quoted market value of listed held-to-maturity securities as at 31st March	持至到期日之上市證券於三月三十一日之市值	<b>31,786</b>	64,244

Company  
本公司

		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Held-to-maturity securities	持至到期日之證券		
Listed in overseas	海外上市	31,651	63,864
Unlisted	非上市	3,530	6,680
		<b>35,181</b>	70,544
Other investments, at cost	其他投資·按成本值	950	950
		<b>36,131</b>	71,494
Less: Current portion of held-to-maturity securities	減: 持至到期日之證券的流動部份	(35,181)	(33,891)
		<b>950</b>	37,603
Quoted market value of listed held-to-maturity securities as at 31st March	持至到期日之上市證券於三月三十一日之市值	<b>31,786</b>	64,244

## 15. Deferred taxation

Deferred taxation are calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2003: 16%).

The movement in the net deferred tax assets account is as follows:

		2004 HK\$'000 港幣千元	Group 本集團 2003 HK\$'000 港幣千元
At 1st April	於四月一日	17,286	13,998
Exchange adjustments	匯兌調整	658	136
Deferred taxation (charged)/credited to profit and loss account	在損益表(扣除)/記賬	(756)	3,152
At 31st March	於三月三十一日	17,188	17,286

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of HK\$95,091,000 (2003: HK\$88,030,000) to carry forward against future taxable income. These tax losses of HK\$44,245,000 (2003: HK\$42,756,000) will expire within 5 years from 31st March 2004. The remaining tax losses have no expiry date.

## 15. 遞延稅項

遞延稅項採用負債法就短暫時差按主要稅率17.5% (二零零三年: 16%) 作全數撥備。

淨遞延稅項資產之變動如下:

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅損作確認。本集團有未確認稅損95,091,000港元(二零零三年: 88,030,000港元)可結轉以抵銷未來應課收入。其中44,245,000港元之稅損(二零零三年: 42,756,000港元)將由二零零四年三月三十一日開始之五年內屆滿。其他剩餘稅損並無期限。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 15. Deferred taxation (continued)

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax assets 遞延稅項資產		Decelerated tax depreciation 減速稅項折舊		Provisions 撥備		Tax losses 稅損		Others 其他		Total 總計	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
At 1st April	於四月一日	6,926	5,892	5,099	2,954	2,210	2,240	5,040	4,778	19,275	15,864
Exchange adjustments	匯兌調整	18	15	155	33	68	43	455	45	696	136
(Charged)/credited to profit and loss account	在損益表(扣除)/記賬	(420)	1,019	533	2,112	(941)	(73)	247	217	(581)	3,275
At 31st March	於三月三十一日	6,524	6,926	5,787	5,099	1,337	2,210	5,742	5,040	19,390	19,275

Deferred tax liabilities 遞延稅項負債		Accelerated tax depreciation 加速稅項折舊		Others 其他		Total 總計	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元	2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
At 1st April	於四月一日	1,152	1,182	837	684	1,989	1,866
Exchange adjustments	匯兌調整	38	-	-	-	38	-
Charged/(credited) to profit and loss account	在損益表扣除/(記賬)	3	(30)	172	153	175	123
At 31st March	於三月三十一日	1,193	1,152	1,009	837	2,202	1,989

### 15. 遞延稅項 (續)

年內遞延稅項資產及負債之變動(與同一徵稅地區之結餘抵銷前)如下:

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 15. Deferred taxation (continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Deferred tax assets	遞延稅項資產	19,275	18,124
Deferred tax liabilities	遞延稅項負債	(2,087)	(838)
		<b>17,188</b>	<b>17,286</b>

### 16. Trade receivables

Majority of the Group's turnover are cash or credit card sales. The ageing analysis of trade receivables is as follows:

### 15. 遞延稅項 (續)

當有法定權利可將現有稅項資產與現有稅務負債抵銷，而遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列賬：

### 16. 應收賬款

本集團之營業額主要為現金及信用卡銷售。應收賬款之賬齡分析如下：

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Within 1 month	1個月內	13,802	11,472
1 – 3 months	1-3個月	1,528	1,168
Over 3 months	超過3個月	323	494
		<b>15,653</b>	<b>13,134</b>

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 17. Trade and bills payables

The ageing analysis of trade and bills payables is as follows:

		<b>Group 本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Within 1 month	1個月內	27,809	37,230
1 – 3 months	1-3個月	44,370	51,702
Over 3 months	超過3個月	408	382
		<b>72,587</b>	<b>89,314</b>

### 17. 應付賬款及票據

應付賬款及票據之賬齡分析如下:

### 18. Receipts in advance

		<b>Group 本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Total receipts in advance	預收款項總額	158,433	149,022
Less: Estimated amounts to be recognised as income within 12 months	減: 預計於十二個月內確認之收入	(83,415)	(76,134)
Estimated amounts to be recognised as income after 12 months	預計十二個月後確認之收入	75,018	72,888

### 18. 預收款項

## 19. Retirement benefits obligations

## (a) Retirement benefits obligations

		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Retirement benefits obligations on	退休福利承擔		
– defined benefits plan (note (b)(ii))	– 界定福利計劃 (附註(b)(ii))	278	141
– long service payments (note (b)(iii))	– 長期服務金 (附註(b)(iii))	8,676	3,699
		8,954	3,840

## 19. 退休福利承擔

## (a) 退休福利承擔

Group  
本集團

## (b) Retirement benefits costs

		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Retirement benefits costs (note 11)	退休福利成本 (附註11)		
Defined contribution plans (note(i))	界定供款計劃 (附註(i))	12,572	12,276
Defined benefits plan (note (ii))	界定福利計劃 (附註(ii))	301	331
		12,873	12,607
Long service payments (note (iii))	長期服務金 (附註(iii))	5,787	98
		18,660	12,705
Gross employer's contributions	僱主供款總額	13,597	12,945
Less: Forfeited contributions utilised to reduce employer's contributions for the year	減: 被沒收之供款用以減低 僱主本年度之供款額	(724)	(338)
Net employer's contributions charged to the consolidated profit and loss account	於綜合損益表內扣除之僱主 供款淨額	12,873	12,607

## (b) 退休福利成本

Group  
本集團

## 19. Retirement benefits obligations (continued)

## (b) Retirement benefits costs (continued)

Notes:

- (i) Prior to 1st December 2000, certain subsidiaries of the Group in Hong Kong operated a defined contribution retirement benefit plan (the "Retirement Scheme") for the employees in Hong Kong. In December 2000, the Retirement Scheme has been suspended and replaced by the Mandatory Provident Fund Scheme (the "MPF Scheme") mentioned below. The assets of the Retirement Scheme are separately controlled and administered by independent trustees. Employees who contributed to the Retirement Scheme are entitled to the retirement benefits under this Retirement Scheme as well as the MPF Scheme.

From 1st December 2000, the Group Companies in Hong Kong elected to contribute to the MPF Scheme. The MPF Scheme is a defined contribution retirement benefit plan administered by independent trustees. Under the MPF Scheme, both the employer and employees are required to contribute 5% of the employee's monthly salaries (capped at HK\$20,000). The employee can choose to contribute at a rate specified in the rules of the MPF Scheme whereby the employer's contribution is equal to the employee's contribution. Contributions from the employer equivalent to the contribution as specified at the rules of the MPF Scheme are 100% vested as soon as they are paid to the relevant MPF Scheme but all benefits derived from the mandatory contributions must be preserved until the employee reaches the retirement age of 65 subject to a few exceptions. As to the employer's contribution in excess of the portion vested in the MPF Scheme the employees are entitled to 100% of it after 10 years of completed service or at a reduced scale after completion of three to nine years' service. The forfeited contributions are to be used to reduce the employer's contribution.

The defined contribution plans for staff of the Group in other countries follow the local statutory requirements of the respective countries.

- (ii) A branch of a wholly-owned subsidiary of the Company in Taiwan participates in a central defined benefit retirement plan ("the Retirement Plan") providing benefits to all employees in accordance with the Labor Standards Law (as amended) in Taiwan. The Group has an obligation to ensure that there are sufficient funds in the Retirement Plan to pay the benefits earned. The branch currently contributes at 2% of the total salaries as determined and approved by the relevant government authorities. The assets of the Retirement Plan are invested by the Central Trust of China.

The latest actuarial valuation was prepared as at 31st March 2004 by Watson Wyatt Company Limited, a qualified actuary, using the projected unit credit method.

## 19. 退休福利承擔 (續)

## (b) 退休福利成本 (續)

附註:

- (i) 於二零零零年十二月一日以前，本集團為某些香港附屬公司之香港僱員推行界定供款退休福利計劃（「該退休計劃」）。於二零零零年十二月，該退休計劃已暫停和被下列陳述之強制性公積金供款（「強積金計劃」）替代。該退休計劃之資產由獨立信託人控制和管理。僱員於該退休計劃供款可同時享有此退休計劃及強積金計劃之退休福利。

由二零零零年十二月一日起，本集團於香港選擇供款予（「強積金計劃」）。強積金計劃為一項界定供款退休福利計劃及由獨立信託人管理。在強積金計劃下，僱主及僱員均需按僱員月薪（以二萬港元為上限）百分之五作出供款。僱員亦可選擇以強積金計劃下指定之比率供款，而僱主之供款與僱員相同。僱主按強積金計劃投入規定供款後，其中強制性供款產生之所有權益，全數必須保留至僱員到達六十五歲退休年齡之時，但若干情況除外。僱員於服務滿十年後可獲得僱主為強積金額外供款之全數，而服務滿三至九年，則以遞減比例計算。被沒收之供款將用作減低僱主供款。

本集團於其他國家為僱員設立之界定供款計劃遵照當地之法例規定。

- (ii) 本公司旗下一全資附屬公司之台灣分行按照台灣之勞動基準法（經修訂），參與中央界定利益退休計劃（「退休計劃」），為所有僱員提供退休金福利。本集團有責任確保退休計劃有足夠資金支付員工之退休金。目前該分行按僱員薪金總額之百分之二作出退休金供款，此百分比經相關之政府機構釐定及批准。退休計劃之資產由中央信託局進行投資。

最新之精算估值於二零零四年三月三十一日由合資格的精算師華信惠悅顧問有限公司採用預計單位貸記法估值。

## 19. Retirement benefits obligations (continued)

## (b) Retirement benefits costs (continued)

The amounts recognised in the consolidated balance sheet are determined as follows:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Present value of funded obligations	注資承擔現值	1,240	1,261
Fair value of plan assets	計劃資產之公平價值	(1,343)	(1,120)
		(103)	141
Unrecognised actuarial gains	未確認精算收益	381	-
Liability in the balance sheet (note (a))	資產負債表內之負債 (附註(a))	278	141

The amounts recognised in the consolidated profit and loss account were as follows:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Current service cost	現有服務成本	299	321
Interest cost	利息成本	49	36
Expected return on plan assets	計劃資產之預期回報	(47)	(26)
Total included in staff cost	合計 (計入員工成本)	301	331

## 19. 退休福利承擔 (續)

## (b) 退休福利成本 (續)

於綜合資產負債表確認之款項按以下方式釐定：

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Present value of funded obligations	注資承擔現值	1,240	1,261
Fair value of plan assets	計劃資產之公平價值	(1,343)	(1,120)
		(103)	141
Unrecognised actuarial gains	未確認精算收益	381	-
Liability in the balance sheet (note (a))	資產負債表內之負債 (附註(a))	278	141

於綜合損益表確認之款項如下：

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Current service cost	現有服務成本	299	321
Interest cost	利息成本	49	36
Expected return on plan assets	計劃資產之預期回報	(47)	(26)
Total included in staff cost	合計 (計入員工成本)	301	331



# Notes to the Accounts (continued)

## 賬目附註 (續)

### 19. Retirement benefits obligations (continued)

#### (b) Retirement benefits costs (continued)

Movement in the defined benefits retirement plan obligations recognised in the consolidated balance sheet is as follows:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
At 1st April	於四月一日	141	-
Exchange adjustments	匯兌調整	11	-
Total expense	開支總額	301	331
Contributions paid	已付供款	(175)	(190)
<hr/>			
At 31st March	於三月三十一日	278	141

The principal actuarial assumptions used are as follows:

		2004 %	2003 %
Discount rate	折讓率	3.25	3.75
Expected rate of return on plan assets	計劃資產之預期回報率	3.25	3.75
Expected rate of future salary increases	未來薪酬之預期增加比率	3.00	4.00

- (iii) The Group's provision for long service payments are provided based on the actuarial valuation as at 31st March 2004 prepared by Watson Wyatt Company Limited, a qualified actuary, using the projected unit credit method.

The amounts recognised in the consolidated balance sheet are determined as follows:

		Group 本集團
		2004 HK\$'000 港幣千元
Present value of funded obligations	注資承擔現值	7,449
Unrecognised actuarial gains	未確認精算收益	1,227
<hr/>		
Liability in balance sheet (note (a))	資產負債表內之負債 (附註(a))	8,676

### 19. 退休福利承擔 (續)

#### (b) 退休福利成本 (續)

在綜合資產負債表確認之界定福利退休計劃承擔之變動如下:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
At 1st April	於四月一日	141	-
Exchange adjustments	匯兌調整	11	-
Total expense	開支總額	301	331
Contributions paid	已付供款	(175)	(190)
<hr/>			
At 31st March	於三月三十一日	278	141

所採用之主要精算假設如下:

		2004 %	2003 %
Discount rate	折讓率	3.25	3.75
Expected rate of return on plan assets	計劃資產之預期回報率	3.25	3.75
Expected rate of future salary increases	未來薪酬之預期增加比率	3.00	4.00

- (iii) 本集團之長期服務金負債乃由獨立精算師華信惠悅顧問有限公司於二零零四年三月三十一日以預計單位貸記法進行之精算估值作撥備。

於綜合資產負債表確認之款項按以下方式釐定:

		Group 本集團
		2004 HK\$'000 港幣千元
Present value of funded obligations	注資承擔現值	7,449
Unrecognised actuarial gains	未確認精算收益	1,227
<hr/>		
Liability in balance sheet (note (a))	資產負債表內之負債 (附註(a))	8,676

## 19. Retirement benefits obligations (continued)

## (b) Retirement benefits costs (continued)

The amounts recognised in the consolidated profit and loss account were as follows:

		Group 本集團
		2004 HK\$'000 港幣千元
Current service cost	現有服務成本	202
Interest cost	利息成本	335
Amortisation of transitional liability	過度期之負債攤銷	5,250
Total included in staff cost		5,787

Movement in the provision for long service payment obligations recognised in the consolidated balance sheet is as follows:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
At 1st April	於四月一日	3,699	4,697
Exchange adjustments	匯兌調整	63	-
Total expense	開支總額	5,787	98
Contributions paid	已付供款	(873)	(1,096)
At 31st March		8,676	3,699

The principal actuarial assumptions used are as follows:

		Group 本集團	
		2004 %	2003 %
Discount rate	折讓率	3.25	4.00
Expected rate of future salary increases	未來薪酬之預期增加比率	2.00 – 3.00	3.00

## 19. 退休福利承擔 (續)

## (b) 退休福利成本 (續)

於綜合損益表確認之款項如下：

在綜合資產負債表確認之長期服務金承擔之撥備如下：

所採用之主要精算假設如下：

## 20. Share capital

## 20. 股本

		<b>Authorised shares of HK\$0.1 each</b> 法定每股面值0.1港元之股份	
	Note 附註	No. of shares 股份數目	HK\$'000 港幣千元
At 31st March 2003 and 2004	於二零零三年及二零零四年 三月三十一日	8,000,000,000	800,000
		<b>Issued and fully paid shares of HK\$0.1 each</b> 已發行及繳足 每股面值0.1港元之股份	
		No. of shares 股份數目	HK\$'000 港幣千元
At 1st April 2002	於二零零二年四月一日	1,318,332,500	131,833
Issue of shares	發行股份 (a)	1,166,672	117
Purchase of shares	購回股份 (b)	(52,820,000)	(5,282)
At 31st March 2003 and 1st April 2003	於二零零三年三月三十一日 及二零零三年四月一日	1,266,679,172	126,668
Issue of shares upon exercise of share options	按行使購股權而發行之股份 (c)	26,385,000	2,638
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>1,293,064,172</b>	<b>129,306</b>

**(a) Issue of shares**

During the year ended 31st March 2003, a total of 1,166,672 shares were issued at par in lieu of cash remuneration to an ex-director (the "Ex-director") pursuant to the terms of the service agreement of the Ex-director dated 2nd August 1999 (the "Service Agreement").

**(b) Purchase of shares**

During the year ended 31st March 2003, the Company purchased 52,820,000 of its own shares in the open market through The Stock Exchange of Hong Kong Limited, all of which have been duly cancelled. The total purchase price of the shares was HK\$39,520,743 with the maximum and minimum prices paid for each share being HK\$0.80 and HK\$0.55 respectively.

**(a) 發行股份**

於截至二零零三年三月三十一日止年度內，本公司根據於一九九九年八月二日與一名前董事（「前董事」）簽訂之服務協議（「服務協議」）條款以面值發行共1,166,672股股份予該前董事以代替現金酬金。

**(b) 購回股份**

於截至二零零三年三月三十一日止年度內，本公司透過香港聯合交易所有限公司於公開市場購回52,820,000股本身股份，該等股份已全部註銷。回購該等股份之總代價為39,520,743港元，最高價及最低價分別為每股0.80港元及0.55港元。

## 20. Share capital (continued)

## (c) Issue of shares upon exercise of share options

During the year, a total of 26,385,000 shares were issued to certain staff members and to the Ex-director pursuant to the exercise of share options under the 1997 Share Option Scheme, 2002 Share Option Scheme and the terms of the Service Agreement respectively. The proceeds from exercise of share options during the year amounted to HK\$28,564,000, of which share premium totalling HK\$25,926,000 was recognized and taken to the share premium account (note 21(a) and (b)).

## (d) Share options

The movements in the number of share options granted, exercised and lapsed pursuant to the 1997 Share Option Scheme, the 2002 Share Option Scheme and the Service Agreement during the year are as follows:—

## 20. 股本 (續)

## (c) 按行使購股權而發行之股份

於年內，本公司分別根據一九九七年購股權計劃、二零零二年購股權計劃及服務協議而行使之購股權發行共26,385,000股股份予若干僱員及前董事。該等因行使購股權而發行之股份總值28,564,000港元，而25,926,000港元已撥入股本溢價戶口之內（附註21(a)及(b)）。

## (d) 購股權

於年內，根據一九九七年購股權計劃、二零零二年購股權計劃及服務協議條款授出、行使及失效之購股權數目變動如下：—

Number of share options  
購股權數目

		1997 Share Option Scheme 一九九七年 購股權計劃 note (i) 附註(i)	2002 Share Option Scheme 二零零二年 購股權計劃 note (ii) 附註(ii)	Service Agreement with Ex-director 與前董事 之服務協議 note (iii) 附註(iii)
As at 1st April 2003	於二零零三年四月一日	26,070,520	7,500,000	27,513,587
Add: Share options granted during the year	加：於年內授出之購股權	—	91,129,000	—
Less: Share options exercised during the year	減：於年內行使之購股權	(5,885,000)	(2,000,000)	(18,500,000)
Less: Share options lapsed during the year	減：於年內失效之購股權	(1,160,000)	(4,945,000)	—
<b>As at 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>19,025,520</b>	<b>91,684,000</b>	<b>9,013,587</b>

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (i) 1997 Share Option Scheme

Details of the share options which were granted to the eligible employees under the 1997 Share Option Scheme and remained outstanding as at 31st March 2004 are as follows:-

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (i) 一九九七年購股權計劃

本公司根據一九九七年購股權計劃授出購股權予本公司合資格僱員，而於二零零四年三月三十一日尚未行使之購股權詳情如下：-

	Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Director</b>									
<b>董事</b>									
Mr. LOOK, Guy 陸楷先生	24th April 2002 二零零二年四月二十四日	HK\$0.80 0.80港元	24th April 2003 to 23rd April 2012 二零零三年四月二十四日至 二零一二年四月二十三日	1 year 一年	4,000,000	-	-	-	4,000,000
	24th April 2002 二零零二年四月二十四日	HK\$0.80 0.80港元	24th April 2004 to 23rd April 2012 二零零四年四月二十四日至 二零一二年四月二十三日	2 years 二年	5,000,000	-	-	-	5,000,000
	24th April 2002 二零零二年四月二十四日	HK\$0.80 0.80港元	24th April 2005 to 23rd April 2012 二零零五年四月二十四日至 二零一二年四月二十三日	3 years 三年	4,116,285	-	-	-	4,116,285
<b>Employees Under</b>									
<b>Continuous</b>									
<b>Employment Contract</b>									
<b>連續性合約僱員</b>									
	9th September 1997 一九九七年九月九日	HK\$2.01 2.01港元	9th September 1997 to 8th September 2007 一九九七年九月九日至 二零零七年九月八日	-	1,808,000	-	-	(418,000)	1,390,000
	9th September 1997 一九九七年九月九日	HK\$2.01 2.01港元	9th September 1998 to 8th September 2007 一九九八年九月九日至 二零零七年九月八日	1 year 一年	1,808,000	-	-	(418,000)	1,390,000
	9th September 1997 一九九七年九月九日	HK\$1.90 1.90港元	9th September 1998 to 8th September 2007 一九九八年九月九日至 二零零七年九月八日	1 year 一年	7,098,000	-	(4,608,000) note (1) 附註(1)	(324,000)	2,166,000

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (i) 1997 Share Option Scheme (continued)

	Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Employees Under</b>	14th June 2000	HK\$0.96	14th June 2003 to	3 years	229,000	-	(229,000)	-	-
<b>Continuous</b>	二零零零年六月十四日	0.96港元	13th June 2010	三年			note (2)		
<b>Employment Contract</b>			二零零三年六月十四日至				附註(2)		
<b>連續性合約僱員</b>			二零零一年六月十三日						
	21st June 2000	HK\$0.93	21st June 2001 to	1 year	374,000	-	(374,000)	-	-
	二零零零年六月二十一日	0.93港元	20th June 2010	一年			note (3)		
			二零零一年六月二十一日				附註(3)		
			至二零零零年六月二十日						
	21st June 2000	HK\$0.93	21st June 2002 to	2 years	374,000	-	(374,000)	-	-
	二零零零年六月二十一日	0.93港元	20th June 2010	二年			note (4)		
			二零零二年六月二十一日至				附註(4)		
			二零零零年六月二十日						
	4th June 2001	HK\$0.68	4th June 2002 to	1 year	196,078	-	(196,078)	-	-
	二零零一年六月四日	0.68港元	3rd June 2011	一年			note (5)		
			二零零二年六月四日至				附註(5)		
			二零零一年六月三日						
	4th June 2001	HK\$0.68	4th June 2003 to	2 years	196,078	-	(103,922)	-	92,156
	二零零一年六月四日	0.68港元	3rd June 2011	二年			note (6)		
			二零零三年六月四日至				附註(6)		
			二零零一年六月三日						
	4th June 2001	HK\$0.68	4th June 2004 to	3 years	196,079	-	-	-	196,079
	二零零一年六月四日	0.68港元	3rd June 2011	三年					
			二零零四年六月四日至						
			二零零一年六月三日						
	24th April 2002	HK\$0.80	24th April 2005 to	3 years	675,000	-	-	-	675,000
	二零零二年四月二十四日	0.80港元	23rd April 2012	三年					
			二零零五年四月二十四日至						
			二零零二年四月二十三日						
					26,070,520	-	(5,885,000)	(1,160,000)	19,025,520

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (i) 一九九七年購股權計劃 (續)

## 20. Share capital (continued)

## (d) Share options (continued)

## (i) 1997 Share Option Scheme (continued)

Notes:

- (1) During the year, 4,608,000 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$2.72.
- (2) During the year, 229,000 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$1.96.
- (3) During the year, 374,000 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$2.47.
- (4) During the year, 374,000 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The closing price of the shares immediately before the date on which the options were exercised was HK\$2.68.
- (5) During the year, 196,078 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The closing price of the shares immediately before the date on which the options were exercised was HK\$0.95.
- (6) During the year, 103,922 share options were exercised in accordance with the terms of the 1997 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$2.95.

## 20. 股本 (續)

## (d) 購股權 (續)

## (i) 一九九七年購股權計劃 (續)

附註:

- (1) 於年內，按一九九七年購股權計劃而行使之購股權為4,608,000股。有關股份在緊接購股權行使日期之前的加權平均收市價為2.72港元。
- (2) 於年內，按一九九七年購股權計劃而行使之購股權為229,000股。有關股份在緊接購股權行使日期之前的加權平均收市價為1.96港元。
- (3) 於年內，按一九九七年購股權計劃而行使之購股權為374,000股。有關股份在緊接購股權行使日期之前的加權平均收市價為2.47港元。
- (4) 於年內，按一九九七年購股權計劃而行使之購股權為374,000股。有關股份在緊接購股權行使日期之前的收市價為2.68港元。
- (5) 於年內，按一九九七年購股權計劃而行使之購股權為196,078股。有關股份在緊接購股權行使日期之前的收市價為0.95港元。
- (6) 於年內，按一九九七年購股權計劃而行使之購股權為103,922股。有關股份在緊接購股權行使日期之前的加權平均收市價為2.95港元。

## 20. Share capital (continued)

## (d) Share options (continued)

## (ii) 2002 Share Option Scheme

A summary of the 2002 Share Option Scheme is set out below:-

## (a) Purpose

To provide Participants (as defined below) with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

## (b) Participants

Any directors (including executive, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group whom the board of directors or a duly authorised committee thereof (the "Board") considers, in its sole discretion, have contributed to the Group.

## (c) Total number of shares available for issue

- (i) The maximum number of shares in respect of which options may be granted under the 2002 Share Option Scheme shall not (when aggregated with any shares subject to any other share option scheme(s) of the Company) exceed 126,830,117 being 10% of the issued share capital of the Company on 29th August 2002, the date on which the 2002 Share Option Scheme was adopted (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the 2002 Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (ii) The Scheme Mandate Limit may be renewed at any time subject to prior shareholders' approval but in any event shall not exceed 10% of the issued share capital of the Company as at the date of approval of the renewal of the Scheme Mandate Limit. Options previously granted under the 2002 Share Option Scheme or any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

## 20. 股本 (續)

## (d) 購股權 (續)

## (ii) 二零零二年購股權計劃

二零零二年購股權計劃摘要詳列如下:-

## (a) 目的

旨在為參與者 (定義見下文) 提供機會購入本公司之專有權益, 及鼓勵參與者為本公司及其股東之整體利益致力提高本公司及其股份之價值。

## (b) 參與者

本集團任何董事 (包括執行董事、非執行董事及獨立非執行董事) 及本集團之僱員, 及董事會或獲其恰當授權的委員會 (「董事會」) 酌情認為曾經為本集團作出貢獻之任何顧問、諮詢人員、分銷商、承包商、供應商、代理商、客戶、業務夥伴、合營夥伴、促銷人員及服務供應商等。

## (c) 可予發行之股份總數

- (i) 根據二零零二年購股權計劃所授購股權涉及之股份數目上限 (在與本公司任何其他購股權計劃涉及之任何股份合併計算時) 不得超過本公司採納購股權計劃之日期即二零零二年八月二十九日已發行股本面值之10% (「計劃授權限額」), 即126,830,117股。在計算計劃授權限額時, 根據二零零二年購股權計劃之條款失效之購股權將不予計算。
- (ii) 計劃授權限額可在事先獲股東批准之情況下隨時予以更新, 惟無論如何不得超過本公司於批准更新計劃授權限額當日已發行股本之10%。在計算更新後之計劃授權限額時, 以往根據二零零二年購股權計劃或任何其他購股權計劃所授予之購股權 (包括尚未行使、已註銷、根據有關條款經已失效或已行使之購股權) 將不予計算。



## 20. Share capital (continued)

## (d) Share options (continued)

## (ii) 2002 Share Option Scheme (continued)

## (c) Total number of shares available for issue (continued)

(iii) The maximum number of shares in respect of which options may be granted to grantees under the 2002 Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

(iv) As at 28th June 2004, the total number of shares available for issue under the 2002 Share Option Scheme was 96,005,597 shares, which represented 7.38% of the total issued share capital of the Company at that date.

## (d) Maximum entitlement of each Participant

The maximum number of shares in respect of which options may be granted under the 2002 Share Option Scheme to a specifically identified single grantee shall not (when aggregated with any shares subject to any other share option scheme(s) of the Company) in any 12-month period exceed 1% of the shares of the Company in issue (the "Individual Limit").

The Company may grant options beyond the Individual Limit to a Participant if (i) the Company has first sent a circular to shareholders containing the identity of the Participant in question, the number and terms of the options granted and to be granted and other relevant information as required under the Listing Rules; and (ii) separate shareholder's approval has been obtained.

## (e) Option Period

The period within which the shares must be taken up under an option shall be notified by the Board to each grantee at the time of making an offer which shall not expire later than 10 years from the date of grant of the relevant option.

## (f) Minimum period for which an option must be held before it can be exercised

The minimum period, if any, for which an option must be held before it can be exercised shall be determined by the Board in its absolute discretion. The 2002 Share Option Scheme itself does not specify any minimum holding period.

## 20. 股本 (續)

## (d) 購股權 (續)

## (ii) 二零零二年購股權計劃 (續)

## (c) 可予發行之股份總數 (續)

(iii) 根據二零零二年購股權計劃及本公司其他購股權計劃所授購股權涉及之股份數目上限不得超過本公司不時已發行股本面值之30%。

(iv) 於二零零四年六月二十八日，根據二零零二年購股權計劃可予發行的股份總數為96,005,597股，佔本公司當時已發行股本7.38%。

## (d) 各參與者之限額

於任何12個月期間內根據二零零二年購股權計劃授予單一特定承授人之購股權所涉及之股份數目上限（在與本公司任何其他購股權計劃涉及之股份合併計算時），不得超過本公司不時發行之股份的1%（「個別限額」）。

本公司可在(i)本公司已先行向股東寄發一份通函，列載有關參與者之身份，即將授予及以往曾授予該參與者之購股權數目及條款，及上市規則所規定之其他有關資料；及(ii)已獲得股東另行批准的情況下，隨時向參與者授予超出個別限額之購股權。

## (e) 購股權行使期限

購股權涉及之股份必須接納的期間由董事會在呈要約時通知每位承授人，有關期限自授予日期起計不得超過10年。

## (f) 行使購股權前必須持有之最低期限

行使購股權前必須持有之最低期限（如有）乃由董事會酌情決定，購股權計劃本身並不設立任何最低持有期限。

20. Share capital (continued)

(d) Share options (continued)

(ii) 2002 Share Option Scheme (continued)

(g) Consideration on acceptance of the option

HK\$1.00 is required to be paid by the grantee to the Company on acceptance of the option offer. An offer must be accepted within 30 days from the date on which the letter containing the offer is delivered to the Participant.

(h) Basis of determining the subscription price

The subscription price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:-

- (i) the closing price of the shares of the Company as stated in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant;
- (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

20. 股本 (續)

(d) 購股權 (續)

(ii) 二零零二年購股權計劃 (續)

(g) 接納購股權須付款項

承授人接納購股權要約時須向本公司支付1港元。購股權必須於載有購股權要約之函件送達參與者之日期起計三十日內被接納。

(h) 購股價之釐定基準

購股價乃由董事會酌情決定，惟不得低於以下各項中之較高款額：—

- (i) 本公司股份於授予日期之收市價（以香港聯合交易所有限公司（「聯交所」）發出之每日成交報價表所載為準）；
- (ii) 股份於授予日期之前五個營業日之平均收市價（以聯交所發出之每日成交報價表所載為準）；及
- (iii) 股份之面值。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (ii) 2002 Share Option Scheme (continued)

###### (i) Remaining life of the 2002 Share Option Scheme

The 2002 Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption and will expire on 29th August 2012.

Details of the share options which were granted to the eligible Participants under the 2002 Share Option Scheme and remained outstanding as at 31st March 2004 are as follows:—

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (ii) 二零零二年購股權計劃 (續)

###### (i) 二零零二年購股權計劃之餘下年期

二零零二年購股權計劃由採納日期起計十年內有效，並將於二零一二年八月二十九日失效。

本公司根據二零零二年購股權計劃授出購股權予合資格參與者，而於二零零四年三月三十一日尚未行使之購股權詳情如下：—

	Date of grant 授出日期	Subscription price per share 每股股份認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options outstanding as at 31st March 2004
					於二零零三年四月一日未獲行使之購股權	於年內授出之購股權	於年內已獲行使之購股權	於年內失效之購股權	於二零零四年三月三十一日未獲行使之購股權
<b>Director</b>									
<b>董事</b>									
Professor CHAN, Yuk Shee 陳玉樹教授	16th December 2002 二零零二年十二月十六日	HK\$0.76 0.76港元	16th December 2003 to 15th December 2012 二零零三年十二月十六日至二零零二年十二月十五日	1 year 一年	1,000,000	—	(1,000,000) note (1) 附註(1)	—	—
Mrs. LEE LOOK, Ngan Kwan, Christina 利陸雁群女士	16th December 2002 二零零二年十二月十六日	HK\$0.76 0.76港元	16th December 2003 to 15th December 2012 二零零三年十二月十六日至二零零二年十二月十五日	1 year 一年	1,000,000	—	(1,000,000) note (2) 附註(2)	—	—
Dr. LEUNG, Kwok Fai, Thomas 梁國輝博士	16th December 2002 二零零二年十二月十六日	HK\$0.76 0.76港元	16th December 2003 to 15th December 2012 二零零三年十二月十六日至二零零二年十二月十五日	1 year 一年	1,000,000	—	—	—	1,000,000
<b>Employees Under Continuous Employment Contract</b> <b>連續性合約僱員</b>	6th January 2003 二零零三年一月六日	HK\$0.77 0.77港元	6th January 2005 to 5th January 2013 二零零五年一月六日至二零零三年一月五日	2 years 二年	500,000	—	—	—	500,000
	7th March 2003 二零零三年三月七日	HK\$0.91 0.91港元	5th March 2004 to 6th March 2013 二零零四年三月五日至二零零三年三月六日	1 year from date of employment 僱用日期起計一年	1,333,334	—	—	—	1,333,334

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (ii) 2002 Share Option Scheme (continued)

	Date of grant 授出日期	Subscription price 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Employees Under</b>	7th March 2003	HK\$0.91	note (3)	note (3)	1,000,000	-	-	-	1,000,000
<b>Continuous</b>	二零零三年三月七日	0.91港元	附註(3)	附註(3)					
<b>Employment Contract</b>									
<b>連續性合約僱員</b>	7th March 2003	HK\$0.91	note (3)	note (3)	1,000,000	-	-	-	1,000,000
	二零零三年三月七日	0.91港元	附註(3)	附註(3)					
	7th March 2003	HK\$0.91	note (4)	note (4)	333,333	-	-	-	333,333
	二零零三年三月七日	0.91港元	附註(4)	附註(4)					
	7th March 2003	HK\$0.91	note (4)	note (4)	333,333	-	-	-	333,333
	二零零三年三月七日	0.91港元	附註(4)	附註(4)					
	1st September 2003	HK\$1.81	1st September 2004 to 31st August 2013	1 year	-	133,334	-	-	133,334
	二零零三年九月一日	1.81港元	二零零四年九月一日至 二零一三年八月三十一日	一年		note (5) 附註(5)			
	1st September 2003	HK\$1.81	note (6)	note (6)	-	133,333	-	-	133,333
	二零零三年九月一日	1.81港元	附註(6)	附註(6)		note (5) 附註(5)			
	1st September 2003	HK\$1.81	note (6)	note (6)	-	133,333	-	-	133,333
	二零零三年九月一日	1.81港元	附註(6)	附註(6)		note (5) 附註(5)			
	2nd October 2003	HK\$1.88	2nd October 2004 to 1st October 2013	1 year	-	333,334	-	-	333,334
	二零零三年十月二日	1.88港元	二零零四年十月二日至 二零一三年十月一日	一年		note (7) 附註(7)			
	2nd October 2003	HK\$1.88	note (8)	note (8)	-	333,333	-	-	333,333
	二零零三年十月二日	1.88港元	附註(8)	附註(8)		note (7) 附註(7)			
	2nd October 2003	HK\$1.88	note (8)	note (8)	-	333,333	-	-	333,333
	二零零三年十月二日	1.88港元	附註(8)	附註(8)		note (7) 附註(7)			

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (ii) 二零零二年購股權計劃 (續)

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (ii) 2002 Share Option Scheme (continued)

	Date of grant 授出日期	Subscription price 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Employees Under</b>	30th October 2003	HK\$1.68	30th October 2004 to	1 year	-	333,334	-	-	333,334
<b>Continuous</b>	二零零三年十月三十日	1.68港元	29th October 2013	一年	-	note (9)	-	-	-
<b>Employment Contract</b>			二零零四年十月三十日至			附註(9)			
<b>連續性合約僱員</b>			二零零三年十月二十九日						
	30th October 2003	HK\$1.68	note (10)	note (10)	-	333,333	-	-	333,333
	二零零三年十月三十日	1.68港元	附註(10)	附註(10)	-	note (9)	-	-	note (9)
						附註(9)			
	30th October 2003	HK\$1.68	note (10)	note (10)	-	333,333	-	-	333,333
	二零零三年十月三十日	1.68港元	附註(10)	附註(10)	-	note (9)	-	-	附註(9)
						附註(9)			
	30th October 2003	HK\$1.68	30th October 2004 to	1 year	-	13,497,667	-	(543,667)	12,954,000
	二零零三年十月三十日	1.68港元	29th October 2013	一年	-	notes (9) & (11)	-	-	附註(9)及(11)
			二零零四年十月三十日至			附註(9)及(11)			
			二零零三年十月二十九日						
	30th October 2003	HK\$1.68	30th October 2005 to	2 years	-	13,497,667	-	(543,667)	12,954,000
	二零零三年十月三十日	1.68港元	29th October 2013	二年	-	notes (9) & (11)	-	-	附註(9)及(11)
			二零零五年十月三十日至			附註(9)及(11)			
			二零零三年十月二十九日						
	30th October 2003	HK\$1.68	30th October 2006 to	3 years	-	13,497,666	-	(543,666)	12,954,000
	二零零三年十月三十日	1.68港元	29th October 2013	三年	-	notes (9) & (11)	-	-	附註(9)及(11)
			二零零六年十月三十日至			附註(9)及(11)			
			二零零三年十月二十九日						
	30th October 2003	HK\$1.68	30th October 2006 to	3 years	-	13,550,000	-	(1,104,667)	12,445,333
	二零零三年十月三十日	1.68港元	29th October 2013	三年	-	note (9)	-	-	附註(9)
			二零零六年十月三十日至			附註(9)			
			二零零三年十月二十九日						
	30th October 2003	HK\$1.68	note (12)	note (12)	-	13,550,000	-	(1,104,667)	12,445,333
	二零零三年十月三十日	1.68港元	附註(12)	附註(12)	-	note (9)	-	-	附註(9)
						附註(9)			
	30th October 2003	HK\$1.68	note (12)	note (12)	-	13,550,000	-	(1,104,666)	12,445,334
	二零零三年十月三十日	1.68港元	附註(12)	附註(12)	-	note (9)	-	-	附註(9)
						附註(9)			

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (ii) 二零零二年購股權計劃 (續)

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (ii) 2002 Share Option Scheme (continued)

	Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Employees Under</b>	4th December 2003	HK\$1.90	1st December 2004 to	1 year	-	1,000,000	-	-	1,000,000
<b>Continuous</b>	二零零三年十二月四日	1.90港元	3rd December 2013	from date of		note (13)			
<b>Employment Contract</b>			二零零四年十二月一日至	employment		附註(13)			
<b>連續性合約僱員</b>			二零零三年十二月三日	僱用日期 起計一年					
	4th December 2003	HK\$1.90	1st December 2005 to	2 years	-	1,000,000	-	-	1,000,000
	二零零三年十二月四日	1.90港元	3rd December 2013	from date of		note (13)			
			二零零五年十二月一日至	employment		附註(13)			
			二零零三年十二月三日	僱用日期 起計二年					
	4th December 2003	HK\$1.90	1st December 2006 to	3 years	-	1,000,000	-	-	1,000,000
	二零零三年十二月四日	1.90港元	3rd December 2013	from date of		note (13)			
			二零零六年十二月一日至	employment		附註(13)			
			二零零三年十二月三日	僱用日期 起計三年					
	4th December 2003	HK\$1.90	note (14)	note (14)	-	1,000,000	-	-	1,000,000
	二零零三年十二月四日	1.90港元	附註(14)	附註(14)		note (13)			
						附註(13)			
	4th December 2003	HK\$1.90	note (14)	note (14)	-	1,000,000	-	-	1,000,000
	二零零三年十二月四日	1.90港元	附註(14)	附註(14)		note (13)			
						附註(13)			
	2nd January 2004	HK\$2.25	2nd January 2005 to	1 year	-	500,000	-	-	500,000
	二零零四年一月二日	2.25港元	1st January 2014	一年		note (15)			
			二零零五年一月二日至			附註(15)			
			二零零四年一月一日						
	20th January 2004	HK\$2.80	20th January 2007 to	3 years	-	66,666	-	-	66,666
	二零零四年一月二十日	2.80港元	19th January 2014	三年		note (16)			
			二零零七年一月二十日至			附註(16)			
			二零零四年一月十九日						
	20th January 2004	HK\$2.80	note (17)	note (17)	-	66,667	-	-	66,667
	二零零四年一月二十日	2.80港元	附註(17)	附註(17)		note (16)			
						附註(16)			

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (ii) 二零零二年購股權計劃 (續)

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 20. Share capital (continued)

#### (d) Share options (continued)

##### (ii) 2002 Share Option Scheme (continued)

	Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	Options outstanding as at 1st April 2003 於二零零三年 四月一日 未獲行使之 購股權	Options granted during the year 於年內 授出之 購股權	Options exercised during the year 於年內 已獲行使之 購股權	Options lapsed during the year 於年內 失效之 購股權	Options outstanding as at 31st March 2004 於二零零四年 三月三十一日 未獲行使之 購股權
<b>Employees Under</b>	20th January 2004	HK\$2.80	note (17)	note (17)	-	66,667	-	-	66,667
<b>Continuous</b>	二零零四年一月二十日	2.80港元	附註(17)	附註(17)		note (16)			
<b>Employment Contract</b>						附註(16)			
<b>連續性合約僱員</b>									
	1st March 2004	HK\$2.85	14th January 2007 to 28th February 2014	3 years from date of employment 僱用日期 起計三年	-	183,333	-	-	183,333
	二零零四年三月一日	2.85港元	二零零七年一月十四日至 二零一四年二月二十八日			note (18) 附註(18)			
	1st March 2004	HK\$2.85	note (19)	note (19)	-	183,333	-	-	183,333
	二零零四年三月一日	2.85港元	附註(19)	附註(19)		note (18) 附註(18)			
	1st March 2004	HK\$2.85	note (19)	note (19)	-	183,334	-	-	183,334
	二零零四年三月一日	2.85港元	附註(19)	附註(19)		note (18) 附註(18)			
	2nd March 2004	HK\$2.78	2nd March 2004 to 1st March 2014	-	-	336,000	-	-	336,000
	二零零四年三月二日	2.78港元	二零零四年三月二日至 二零一四年三月一日			note (20) 附註(20)			
	3rd March 2004	HK\$2.78	5th July 2007 to 2nd March 2014	3 years from 5th July 2004	-	333,333	-	-	333,333
	二零零四年三月三日	2.78港元	二零零七年七月五日至 二零一四年三月二日	二零零四年 七月五日 起計三年		note (21) 附註(21)			
	3rd March 2004	HK\$2.78	note (22)	note (22)	-	333,333	-	-	333,333
	二零零四年三月三日	2.78港元	附註(22)	附註(22)		note (21) 附註(21)			
	3rd March 2004	HK\$2.78	note (22)	note (22)	-	333,334	-	-	333,334
	二零零四年三月三日	2.78港元	附註(22)	附註(22)		note (21) 附註(21)			
					7,500,000	91,129,000	(2,000,000)	(4,945,000)	91,684,000

### 20. 股本 (續)

#### (d) 購股權 (續)

##### (ii) 二零零二年購股權計劃 (續)

## 20. Share capital (continued)

## (d) Share options (continued)

## (ii) 2002 Share Option Scheme (continued)

Notes:

- (1) The closing price of the shares immediately before the date on which the options were exercised was HK\$2.65.
- (2) The closing price of the shares immediately before the date on which the options were exercised was HK\$2.75.
- (3) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 6th March 2013.
- (4) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 6th March 2013.
- (5) The closing price of the shares immediately before the date on which the options were granted was HK\$1.60.
- (6) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 31st August 2013.
- (7) The closing price of the shares immediately before the date on which the options were granted was HK\$1.87.
- (8) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 1st October 2013.
- (9) The closing price of the shares immediately before the date on which the options were granted was HK\$1.74.
- (10) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 29th October 2013.
- (11) On 30th October 2003, the Company granted share options to employees who had completed a minimum of 5 years of employment with the Group as at 30th September 2003 to subscribe for shares at an exercise price of HK\$1.68 per share in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the business of the Group.

## 20. 股本 (續)

## (d) 購股權 (續)

## (ii) 二零零二年購股權計劃 (續)

附註:

- (1) 有關股份在緊接購股權行使日期之前的收市價為2.65港元。
- (2) 有關股份在緊接購股權行使日期之前的收市價為2.75港元。
- (3) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年三月六日行使。
- (4) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年三月六日行使。
- (5) 授出購股權前一天股份之收市價為1.60港元。
- (6) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年八月三十一日行使。
- (7) 授出購股權前一天股份之收市價為1.87港元。
- (8) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年十月一日行使。
- (9) 授出購股權前一天股份之收市價為1.74港元。
- (10) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年十月二十九日行使。
- (11) 本公司於二零零三年十月三十日授出購股權予於截至二零零三年九月三十日止服務本集團不少於五年之僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻和鼓勵及推動該等僱員對集團業務長線發展繼續作出貢獻，其行使價為每股1.68港元。



## 20. Share capital (continued)

## (d) Share options (continued)

## (ii) 2002 Share Option Scheme (continued)

Notes: (continued)

- (12) On 30th October 2003, the Company granted share options to employees of the Company who are of managerial level or above to subscribe for shares at an exercise price of HK\$1.68 per share in order to encourage and motivate them to continue to contribute to the success of the business of the Group. The exercise of the share options is subject to certain performance targets that must be reached by the employees.
- (13) The closing price of the shares immediately before the date on which the options were granted was HK\$1.89.
- (14) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 3rd December 2013.
- (15) The closing price of the shares immediately before the date on which the options were granted was HK\$2.18.
- (16) The closing price of the shares immediately before the date on which the options were granted was HK\$2.48.
- (17) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 19th January 2014.
- (18) The closing price of the shares immediately before the date on which the options were granted was HK\$2.70.
- (19) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 28th February 2014.
- (20) The closing price of the shares immediately before the date on which the options were granted was HK\$2.85.
- (21) The closing price of the shares immediately before the date on which the options were granted was HK\$2.78.
- (22) The exercise of the share options is subject to certain performance targets that must be reached by the employee. The share options shall be exercised by the employee not later than 2nd March 2014.

## 20. 股本 (續)

## (d) 購股權 (續)

## (ii) 二零零二年購股權計劃 (續)

附註: (續)

- (12) 本公司於二零零三年十月三十日授出購股權予經理級或以上之僱員，以鼓勵及推動該等僱員對集團業務長線發展繼續作出貢獻，其行使價為每股1.68港元。該等僱員必須達到若干表現指標才符合資格行使購股權。
- (13) 授出購股權前一天股份之收市價為1.89港元。
- (14) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一三年十二月三日行使。
- (15) 授出購股權前一天股份之收市價為2.18港元。
- (16) 授出購股權前一天股份之收市價為2.48港元。
- (17) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年一月十九日行使。
- (18) 授出購股權前一天股份之收市價為2.70港元。
- (19) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年二月二十八日行使。
- (20) 授出購股權前一天股份之收市價為2.85港元。
- (21) 授出購股權前一天股份之收市價為2.78港元。
- (22) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年三月二日行使。

## 20. Share capital (continued)

## (d) Share options (continued)

## (iii) Share Options under the Ex-director's Service Agreement

The Company has granted to Mr. KING, Roger ("Mr. KING"), the Ex-director of the Company, share options in accordance with the terms set out in the Service Agreement entered between the Company and Mr. KING on 2nd August 1999 which was approved by the shareholders of the Company at an extraordinary general meeting held on 14th September 1999. The details of the share options which were granted to Mr. KING and remained outstanding as at 31st March 2004 are as follows:-

Date of grant 授出日期	Subscription price per share 每股股份認購價	Closing price per share immediately before the date of grant 授出購股權前一天之股份收市價	Exercisable period 行使期	Vesting period 行使前持有期	Options outstanding as at 1st April 2003 於二零零三年四月一日未獲行使之購股權	Options granted during the year 於年內授出之購股權	Options exercised during the year 於年內已獲行使之購股權	Options lapsed during the year 於年內失效之購股權	Options outstanding as at 31st March 2004 於二零零四年三月三十一日未獲行使之購股權
14th September 1999 to 9th May 2002 note (1)	HK\$0.928 0.928港元	HK\$0.64 to HK\$0.80 0.64港元至0.80港元	14th September 1999 to 2nd February 2007	-	27,513,587	-	18,500,000 note (2)	-	9,013,587
一九九九年九月十四日至二零零二年五月九日 附註(1)			一九九九年九月十四日至二零零七年二月二日				附註(2)		

Notes:

- (1) Due to the large number of monthly grants of options under the Service Agreement, the dates of grant are shown in a summarised manner.
- (2) During the year, 18,500,000 share options were exercised in accordance with the terms of the Service Agreement. The weighted average closing price of the shares immediately before the dates on which the options were exercised is HK\$2.00.

## 20. 股本 (續)

## (d) 購股權 (續)

## (iii) 前董事服務協議之購股權

本公司於一九九九年八月二日與本公司前董事金樂琦先生(「金先生」)簽訂一份服務協議，該協議於一九九九年九月十四日經本公司股東特別大會通過。根據服務協議的條款，本公司授出一批購股權予金先生，而於二零零四年三月三十一日尚未行使之購股權詳情如下：-

附註：

- (1) 由於根據服務協議每月授出的購股權為數眾多，故授出日期以摘要列出。
- (2) 於年內，根據服務協議而行使之購股權為18,500,000股。有關股份在緊接購股權行使日期之前的加權平均收市價為2.00港元。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 21. Reserves

#### (a) Group

### 21. 儲備

#### (a) 本集團

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外匯波動 儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2002	於二零零二年四月一日					
– as previously reported	– 如前呈報	725,360	6,501	(25,163)	(46,353)	660,345
– effect of adopting SSAP 12 (note 2(j))	– 採納會計準則第12條 之影響 (附註2(j))	–	–	–	14,391	14,391
At 1st April 2002, as restated	於二零零二年四月一日· 經重列	725,360	6,501	(25,163)	(31,962)	674,736
Repurchase of own shares	購回本身股份	(34,239)	5,282	–	(5,282)	(34,239)
Exchange differences	匯兌差額	–	–	955	–	955
Profit for the year	本年度溢利	–	–	–	68,222	68,222
2001/2002 Final dividend paid	二零零一/二零零二年度 已派末期股息	–	–	–	(50,732)	(50,732)
2002/2003 Interim dividend paid	二零零二/二零零三年度 已派中期股息	(12,667)	–	–	–	(12,667)
2002/2003 Special dividend paid	二零零二/二零零三年度 已派特別股息	(12,667)	–	–	–	(12,667)
At 31st March 2003	於二零零三年 三月三十一日	665,787	11,783	(24,208)	(19,754)	633,608
Representing:	組成如下:					
Reserves	儲備					582,941
Proposed dividend	擬派股息					50,667
At 31st March 2003	於二零零三年 三月三十一日					633,608

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 21. Reserves (continued)

#### (a) Group (continued)

### 21. 儲備 (續)

#### (a) 本集團 (續)

		Share premium HK\$'000 港幣千元	Capital redemption reserve HK\$'000 港幣千元	Exchange fluctuation reserve HK\$'000 港幣千元	(Accumulated losses)/ retained earnings (累計虧損)/ 滾存溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2003	於二零零三年四月一日					
– as previously reported	– 如前呈報	665,787	11,783	(24,344)	(36,904)	616,322
– effect of adopting SSAP 12 (note 2(j))	– 採納會計準則第12條 之影響 (附註2(j))	–	–	136	17,150	17,286
At 1st April 2003, as restated	於二零零三年四月一日， 經重列	665,787	11,783	(24,208)	(19,754)	633,608
Exercise of share options (note 20(c))	行使購股權 (附註20(c))	25,926	–	–	–	25,926
Exchange differences	匯兌差額	–	–	(1,190)	–	(1,190)
Profit for the year	本年度溢利	–	–	–	151,075	151,075
2002/2003 Final dividend paid	二零零二/二零零三年度 已派末期股息	–	–	–	(50,675)	(50,675)
2003/2004 Interim dividend paid	二零零三/二零零四年度 已派中期股息	(25,644)	–	–	–	(25,644)
2003/2004 Special dividend paid	二零零三/二零零四年度 已派特別股息	(12,822)	–	–	–	(12,822)
<b>At 31st March 2004</b>	<b>於二零零四年 三月三十一日</b>	<b>653,247</b>	<b>11,783</b>	<b>(25,398)</b>	<b>80,646</b>	<b>720,278</b>
Representing:	組成如下:					
Reserves	儲備					603,237
Proposed dividends	擬派股息					117,041
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>					<b>720,278</b>

## Notes to the Accounts (continued)

## 賬目附註 (續)

## 21. Reserves (continued)

## (b) Company

## 21. 儲備 (續)

## (b) 本公司

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Retained earnings/ (accumulated losses) 滾存溢利/ (累計虧損) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2002	於二零零二年四月一日	977,849	6,501	69,787	1,054,137
Repurchase of own shares	購回本身股份	(34,239)	5,282	(5,282)	(34,239)
Loss for the year	本年度虧損	–	–	(78,853)	(78,853)
2001/2002 Final dividend paid	二零零一/二零零二年度 已派末期股息	–	–	(50,732)	(50,732)
2002/2003 Interim dividend paid	二零零二/二零零三年度 已派中期股息	(12,667)	–	–	(12,667)
2002/2003 Special dividend paid	二零零二/二零零三年度 已派特別股息	(12,667)	–	–	(12,667)
At 31st March 2003	於二零零三年三月三十一日	918,276	11,783	(65,080)	864,979
Representing:	組成如下:				
Reserves	儲備				814,312
Proposed dividend	擬派股息				50,667
At 31st March 2003	於二零零三年三月三十一日				864,979

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 21. Reserves (continued)

#### (b) Company (continued)

### 21. 儲備 (續)

#### (b) 本公司 (續)

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 2003	於二零零三年四月一日	918,276	11,783	(65,080)	864,979
Exercise of share options (note 20(c))	行使購股權 (附註20(c))	25,926	-	-	25,926
Loss for the year	本年度虧損	-	-	(237,482)	(237,482)
2002/2003 Final dividend paid	二零零二/二零零三年度 已派末期股息	-	-	(50,675)	(50,675)
2003/2004 Interim dividend paid	二零零三/二零零四年度 已派中期股息	(25,644)	-	-	(25,644)
2003/2004 Special dividend paid	二零零三/二零零四年度 已派特別股息	(12,822)	-	-	(12,822)
Transfer	轉撥	(252,489)	-	252,489	-
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>653,247</b>	<b>11,783</b>	<b>(100,748)</b>	<b>564,282</b>
Representing:	組成如下:				
Reserves	儲備				447,241
Proposed dividends	擬派股息				117,041
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>				<b>564,282</b>

#### Notes:

- (i) In previous year, an amount of HK\$252,489,000, representing capital surplus arising from the Group reorganisation in preparation for the listing of the Company in 1997, was included in the share premium account. In the current year, it has been decided to apply this amount to eliminate part of the accumulated losses.
- (ii) The Company had a distributable reserve of approximately HK\$552,499,000 (2003: HK\$853,196,000) at 31st March 2004.

#### 附註:

- (i) 往年度, 為籌備本公司於一九九七年上市而進行之集團重組, 所產生之資本盈餘為252,489,000港元, 並已列入股份溢價賬, 於本年度, 此資本盈餘已用作抵銷部份累計虧損。
- (ii) 本公司於二零零四年三月三十一日可分派儲備約552,499,000港元 (二零零三年: 853,196,000港元)。

## 22. Consolidated cash flow statement

## (a) Reconciliation of profit before taxation to cash generated from operations

## 22. 綜合現金流量表

## (a) 除稅前溢利與經營業務所產生之現金對賬

		<b>Group</b> <b>本集團</b>	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Profit before taxation	除稅前溢利	185,162	92,787
Amortisation of intangible assets	無形資產攤銷	-	1,586
Depreciation on property, plant and equipment	物業、機器及設備折舊	32,907	42,882
Gain on disposal of property, plant and equipment	出售物業、機器及設備溢利	(61)	(219)
Write-off of property, plant and equipment	物業、機器及設備撇賬	1,468	2,066
Interest income	利息收入	(12,353)	(14,481)
Interest on bank loans and overdrafts	銀行借貸及透支利息	2	236
Interest element of finance leases	融資租約利息部份	-	1
Loss on disposal of subsidiaries	出售附屬公司虧損	-	11,800
(Surplus)/deficit on revaluation of an investment property	投資物業之重估(盈餘)/貶值	(200)	123
Impairment of goodwill	商譽減值	-	3,688
Shares granted to a director in lieu of cash remuneration	授予一董事以代替現金酬金之股份	-	117
Operating profit before changes in working capital	經營資金轉變前之經營溢利	206,925	140,586
Increase in inventories	存貨增加	(46,272)	(1,444)
(Increase)/decrease in trade receivables, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項之(增加)/減少	(26,089)	11,774
(Decrease)/increase in trade payable, bills payable, other payables and accrued charges	應付賬款、票據、其他應付款項及應計費用之(減少)/增加	(4,395)	48,130
Increase in receipts in advance	預收款項增加	9,411	11,428
Increase/(decrease) in retirement benefits obligations	退休福利承擔增加/(減少)	5,114	(857)
Cash generated from operations	經營業務產生之現金	144,694	209,617

## 22. Consolidated cash flow statement (continued)

## (b) Analysis of changes in financing during the year

## 22. 綜合現金流量表 (續)

## (b) 年內融資變動分析

		Group 本集團			
		Share capital (including share premium) 股本 (包括 股份溢價) HK\$'000 港幣千元	Minority interests 少數股東權益 HK\$'000 港幣千元	Bank loans 銀行借貸 HK\$'000 港幣千元	Obligations under finance leases 融資租約承擔 HK\$'000 港幣千元
At 1st April 2002	於二零零二年四月一日	857,193	6,379	3,533	30
Issue of shares, net of expenses	發行股份扣除費用後淨額	117	-	-	-
Repurchase of shares	購回股份	(39,521)	-	-	-
Minority interests' share of losses	少數股東應佔虧損	-	(8,913)	-	-
Repayments	還款	-	-	(156)	(30)
Disposal of subsidiaries	出售附屬公司	-	2,534	(3,377)	-
2002/2003 Interim dividend paid	二零零二/二零零三年 已派中期股息	(12,667)	-	-	-
2002/2003 Special dividend paid	二零零二/二零零三年 已派特別股息	(12,667)	-	-	-
At 31st March 2003	於二零零三年三月三十一日	792,455	-	-	-
Proceeds from exercise of share options	行使購股權收益	28,564	-	-	-
2003/2004 Interim dividend paid	二零零三/二零零四年 已派中期股息	(25,644)	-	-	-
2003/2004 Special dividend paid	二零零三/二零零四年 已派特別股息	(12,822)	-	-	-
<b>At 31st March 2004</b>	<b>於二零零四年三月三十一日</b>	<b>782,553</b>	<b>-</b>	<b>-</b>	<b>-</b>



## 23. Commitments

## (a) Capital commitments in respect of acquisition of property, plant and equipment

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Contracted but not provided for	已簽約但未作出撥備	6,714	417

## (b) Commitments under operating leases

As at 31st March 2004, the Group had total future aggregate minimum lease payments under non-cancellable operating leases as follows:

		Group 本集團	
		2004 HK\$'000 港幣千元	2003 HK\$'000 港幣千元
Land and buildings	土地及樓宇		
Within one year	一年內	131,196	138,767
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)	139,972	106,361
		271,168	245,128

## (c) Foreign currency contracts

The Group and the Company had entered into agreements for forward purchases of foreign currencies in the ordinary course of business. As at 31st March 2004, the total outstanding foreign exchange contracts purchased with banks amounted to HK\$65,937,000 (2003: HK\$32,031,000) for the Group and HK\$45,835,000 (2003: HK\$16,394,000) for the Company.

## 24. Ultimate holding company

The directors regard, Sunrise Height Incorporated, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

## 23. 承擔

## (a) 購買物業、機器及設備之資本承擔

## (b) 經營租約承擔

於二零零四年三月三十一日，本集團根據不可撤銷之經營租賃而須於未來支付之最低租賃付款總額如下：

## (c) 外幣合約

本集團及本公司就其日常業務所需，簽訂了購買遠期外幣合約。於二零零四年三月三十一日，本集團及本公司向銀行購買而未行使之外匯合約總餘額分別為65,937,000港元（二零零三年：32,031,000港元）及45,835,000港元（二零零三年：16,394,000港元）。

## 24. 最終控股公司

董事認為Sunrise Height Incorporated（於英屬處女群島註冊成立之公司）為最終控股公司。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 25. Principal subsidiaries

The following is a list of the principal subsidiaries at 31st March 2004:

### 25. 主要附屬公司

以下是於二零零四年三月三十一日主要附屬公司名單：

Name 名稱	Place of incorporation 註冊地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及營業地點 (如與註冊地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Alibaster Management Limited	British Virgin Islands 英屬處女群島	Trading and retailing of cosmetic and skin care products in Taiwan 於台灣買賣及零售化粧品 及護膚品	Ordinary US\$6,880,000 普通股 6,880,000美元	100%
Base Sun Investment Limited 鵬日投資有限公司	Hong Kong 香港	Property holding 持有物業	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
Cyber Colors Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Docile Company Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Gig Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Hong Kong Sa Sa (M) Sdn. Bhd.	Malaysia 馬來西亞	Trading and retailing of cosmetic and skin care products 買賣及零售化粧品及護膚品	Ordinary RM20,000,000 普通股 20,000,000馬幣	100%
Lea Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 25. Principal subsidiaries (continued)

### 25. 主要附屬公司 (續)

Name 名稱	Place of incorporation 註冊地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及營業地點 (如與註冊地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Matford Trading Limited 美福貿易有限公司	Hong Kong 香港	Property holding 持有物業	Ordinary HK\$100 Deferred HK\$6 普通股100港元 遞延股6港元	100%
Sa Sa Beauty Plus (Light Therapy) Company Limited	Hong Kong 香港	Provision of beauty services 提供美容服務	Ordinary HK\$2 普通股2港元	100%
Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司	Hong Kong 香港	Trading and retailing of cosmetic and skin care products 買賣及零售化粧品及護膚品	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
# Sa Sa Cosmetic Co. (S) Pte Limited	Singapore 新加坡	Trading and retailing of cosmetic and skin care products 買賣及零售化粧品及護膚品	Ordinary S\$19,500,000 普通股 19,500,000 新加坡元	100%
Sa Sa dot Com Limited	Hong Kong 香港	E-commerce 網上商貿	Ordinary HK\$1,000,000 普通股 1,000,000港元	100%

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 25. Principal subsidiaries (continued)

### 25. 主要附屬公司 (續)

Name 名稱	Place of incorporation 註冊地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及營業地點 (如與註冊地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Sa Sa Investment Limited 莎莎投資有限公司	Hong Kong 香港	Property holding 持有物業	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
Sa Sa Overseas Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Sa Sa Property Limited 莎莎地產有限公司	Hong Kong 香港	Property holding 持有物業	Ordinary HK\$100 普通股100港元	100%
Swiss Balance Limited	British Virgin Islands 英屬處女群島	Holding of club debentures 持有會籍債券	Ordinary US\$1 普通股1美元	100%
Suisse Programme Limited	Gibraltar 直布羅陀	Holding of trademarks 持有商標	Ordinary Gibraltar £100 普通股 100直布羅陀鎊	100%
Vance Trading Limited 榮森貿易有限公司	Hong Kong 香港	Property holding 持有物業	Ordinary HK\$400,100 Deferred HK\$1,600,000 普通股 400,100港元 遞延股 1,600,000港元	100%

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 25. Principal subsidiaries (continued)

### 25. 主要附屬公司 (續)

Name 名稱	Place of incorporation 註冊地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及營業地點 (如與註冊地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
# Lisbeth Enterprises Limited	Hong Kong 香港	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary HK\$120,000 普通股 120,000港元	100%
# Phillip Wain International (Singapore) Pte Limited	Singapore 新加坡	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary S\$100,000 普通股 100,000新加坡元	100%
# Phillip Wain (M) Sdn. Bhd.	Malaysia 馬來西亞	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary RM300,000 普通股 300,000馬幣	100%
# Phillip Wain (Thailand) Limited	Thailand 泰國	Provision of beauty and health club services 提供美容及健美中心服務	Ordinary Baht1,960,000 8.5% Preferred Baht160,000 5% Preferred Baht1,880,000 普通股 1,960,000泰銖 8.5%優先股 160,000泰銖 5%優先股 1,880,000泰銖	100%

# Subsidiaries not audited by PricewaterhouseCoopers. The aggregate turnover and total assets of subsidiaries not audited by PricewaterhouseCoopers represent approximately 11% and 13% of the Group's aggregate turnover and total assets respectively.

# 並非由羅兵咸永道會計師事務所審核之附屬公司。該等並非由羅兵咸永道會計師事務所審核之附屬公司之營業總額及總資產分別約佔本集團營業總額和總資產11%及13%。

# Notes to the Accounts (continued)

## 賬目附註 (續)

### 25. Principal subsidiaries (continued)

The above table includes 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.

### 26. Approval of Accounts

The accounts were approved by the board of directors on 28th June 2004.

### 25. 主要附屬公司 (續)

根據董事之意見，上列乃主要影響本年度之業績或構成本集團主要資產淨值之附屬公司，詳列其他附屬公司之資料將令致篇幅過長。

### 26. 賬目之批准

董事局已於二零零四年六月二十八日批准本賬目。

# Notice of Annual General Meeting

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sa Sa International Holdings Limited ("Company") will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 26th August 2004 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March 2004.
2. To consider and declare a final dividend and a special dividend for the year ended 31st March 2004.
3. To re-elect the retiring directors and to authorise the board of directors ("Board") to fix the directors' remuneration.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:-

### ORDINARY RESOLUTIONS

5. **"THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each ("Share") in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), pursuant to clause 7.2 of the share option scheme adopted by the Company on 29th August 2002 ("Scheme"), approval be and is hereby generally and unconditionally granted for "refreshing" the 10 per cent. limit under the Scheme provided that (i) the total number of Shares which may be issued upon exercise of options to be granted to (and subject to acceptance by) a Participant (as defined in the Scheme) on or after the date of the approval of the shareholders of the Company ("Shareholders") ("Refreshment Date"), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshment Date, must not exceed 10 per cent. of the number of issued Shares as at the Refreshment Date ("Refreshed Scheme Mandate Limit"); and (ii) options granted to (and subject to acceptance

**茲通告** 莎莎國際控股有限公司（「本公司」）謹訂於二零零四年八月二十六日（星期四）上午十一時假座香港金鐘道88號太古廣場港麗酒店7樓漆咸廳舉行股東週年大會，藉以處理下列事項：—

1. 省覽截至二零零四年三月三十一日止年度之經審核綜合財務報表，以及董事會報告與核數師報告。
2. 考慮及宣派截至二零零四年三月三十一日止年度之末期股息及特別股息。
3. 重選退任董事並授權董事會釐定董事之酬金。
4. 續聘核數師並授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為本公司普通決議案：—

### 普通決議案

5. **「動議**待香港聯合交易所有限公司（「聯交所」）上市委員會批准因行使根據更新計劃限額（定義見下文）而可能授出之購股權而將予發行之本公司股本中每股面值0.10港元股份上市及買賣後，根據本公司於二零零二年八月二十九日採納之購股權計劃（「該計劃」）第7.2條，謹按該計劃一般及無條件地批准「更新」10%限額（「更新計劃限額」），惟(i)因行使於本公司股東（「股東」）批准之日（「更新日期」）或其後授予參與人士（定義見該計劃）之購股權（並由參與人士接納），連同根據本公司所有其他購股權計劃於更新日期或其後授出之所有購股權獲行使而可能發行之股份數目，不得超過於更新日期已發行股份數目之10%；及(ii)於更新日期前根據該計劃或本公司任何其他購股權計劃授予參與人士之購股權（包括根據該計劃或本公司其他計劃尚未行使、已註銷、已失效或已行使之購股權）

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

by) a Participant prior to the Refreshment Date under the Scheme or any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any director of the Company ("Director") be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit."

### 6. "THAT:-

- (A) subject to paragraph 6(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 6(A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 6(A) and (B), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any options granted under the share option schemes adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed,

將不會計入更新計劃限額內，並謹此授權本公司任何一位董事（「董事」）進行有關事宜及簽立有關文件令更新計劃限額生效。」

### 6. 「動議：—

- (A) 在下文6(C)段之規限下，一般及無條件地批准董事於有關期間（定義見下文）行使本公司之一切權力，以配發、發行及處理本公司股本中之未發行股份，並作出或授予可能需要行使該項權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；
- (B) 根據上文6(A)段之批准董事有權於有關期間內作出或授予可能須於有關期間屆滿後行使該等權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；
- (C) 董事根據6(A)及(B)段批准配發或有條件或無條件地同意配發（不論是否根據購股權或以其他形式配發）之股本面值總額，除(i)根據配售新股（定義見下文）；(ii)根據本公司所採納之購股權計劃而授出之任何購股權；(iii)本公司可予發行之認股權證所附認購權而配發股份；(iv)根據本公司組織章程細則按任何以股代息計劃或類似安排發行股份以代替全部或部分股息；及(v)在上文(ii)或(iii)所述授予任何購股權、認購權或發行其他證券之日期後，在根據上述購股權、認股權證或其他證券而行使有關權利時，可認購本公司股份之價格，及/或可認購本公司股份之數目出現任何調



# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

(D) for the purposes of this resolution:-

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

整，而該項調整乃遵照該等購股權、認購權或其他證券之條款或彼等預定之步驟而作出者外，不得超過於本決議案通過時本公司已發行股本總面值之20%；及

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。

「配售新股」指董事於指定期間內向於指定記錄日期名列股東名冊之股份持有人按彼等當時持有該等股份之比例提呈配售股份（惟董事可就零碎配額或經考慮任何有關司法權區法例規定之任何限制或責任或任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權利或另作安排）。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

### 7. "THAT:-

- (A) subject to paragraph 7(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all applicable laws and/or requirement of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") or any other stock exchange from time to time, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph 7(A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 7(A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and

### 7. 「動議：—

- (A) 受下文7(C)段之限制，一般及無條件地批准董事於有關期間(定義見下文)內，行使本公司之一切權力，於聯交所或本公司證券可能上市並獲證券及期貨事務監察委員會及聯交所認可之其他交易所購回本公司資本中已發行股份，及本公司董事將按照所有不時更改之適用法例及/或香港聯合交易所證券上市規則(「上市規則」)行使本公司一切權力購回該等證券；
- (B) 第7(A)段之批准為賦予董事之任何其他授權以外所附加者，其授權董事代表本公司於有關期間促使本公司按董事釐定的價格購回其股份；
- (C) 本公司根據7(A)段之批准，於有關期間購回或有條件或無條件地同意購回之股本面值總額不得超過本公司於此決議案通過時已發行股本面值總額10%；及

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(D) for the purposes of this resolution:-

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

8. **“THAT** conditional upon the passing of the ordinary resolutions numbered 6 and 7 in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the resolution numbered 6 set out in this notice of meeting.”

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。」

8. **「動議**待召開本大會之通告所載第6項及第7項普通決議案獲通過後，本公司根據及按照上述第7項決議案購回之本公司股本中股份之面值總額須一併計入董事根據及按照召開本大會之通告所載第6項決議案配發或有條件或無條件地同意配發之本公司股本面值總額內。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as special resolution of the Company:—

### SPECIAL RESOLUTION

9. **“THAT** the existing Articles of Association of the Company (“Articles of Association”) be and are hereby amended in the following manner:—

(A) By deleting the definitions of “Associates”, “recognised clearing house”, “subsidiary and holding company” and “writing/printing” in Article 2 and replacing them with the following new definitions:

**“Associates** “Associates”, in relation to any Director, shall have the meaning assigned to it by the Listing Rules from time to time;

**recognised clearing house** “recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

**subsidiary and holding company** “subsidiary” and “holding company” shall have the meanings attributed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules;

作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為本公司特別決議案：—

### 特別決議案

9. **「動議**本公司現時之公司組織章程細則作出以下修訂：—

(A) 刪除章程細則第2條內「聯繫人士」、「認可結算所」、「附屬公司及控股公司」及「書面/印刷」之釋義，並以下列新釋義取代：

**「聯繫人士** 「聯繫人士」就任何董事而言，具有上市規則不時賦予之涵義；

**認可結算所** 「認可結算所」乃指香港法例第571章證券及期貨條例附表1第I部及於當時有效之任何修訂條文或重新制定之條文，並包括就此而綜合或被替代之每項其他法例；

**附屬公司及控股公司** 「附屬公司」及「控股公司」具公司條例對此等詞彙所賦予之涵義，但對「附屬公司」一詞之詮釋則依循上市規則內「附屬公司」之定義；

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

### writing/printing

“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;”

(B) By inserting the following new definitions in Article 2:

### “the Company’s Website

“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;

### electronic

“electronic” shall have the meaning given to it in the Electronic Transactions Law 2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

### Electronic Signature

“Electronic Signature” means an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”

### 書面／印刷

「書面」或「印刷」指包括書寫、印刷、平版印刷、照相印刷、打字、或任何代表文字或數字之非短暫顯示方式，而僅就本公司向股東或有權收取通知之其他人士發出通知而言，亦應包括以電子媒體置存之記錄，有關記錄須為清楚可見並可供日後參考之用；」

(B) 於章程細則第2條加入以下新釋義：

### 「本公司網站

「本公司網站」指已通知本公司股東之本公司網站，其網址或域名；

### 電子

「電子」乃指開曼群島二零零零年電子交易法及於當時有效之任何修訂條文或重新制定之條文，並包括就此而綜合或被替代之每項其他法例；

### 電子簽署

「電子簽署」乃指附帶於電子通訊或與其邏輯相關連之電子符號或程序，並已由有意簽署電子通訊之人士所簽立或採納；」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(C) By deleting Article 15(c) and replacing it with the following:

"15(c) The register may, on 14 days' notice being given by advertisement published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed."

(D) By deleting Article 28 and replacing it with the following:

"28 In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided."

(C) 刪除章程細則第15(c)條，並以下文取代：

「15(c) 在報章以廣告方式發出十四日之通告，或根據上市規則規定發出通告之電子通訊後，可暫停辦理全部或任何類別股份之股份過戶登記手續，其時間及限期可由董事會決定，惟在任何年度內，暫停辦理股份過戶登記手續之期間不得超過三十日（或本公司股東以普通決議案決定之較長期間，惟該期間在任何一年均不得超過六十日）。本公司須於收到要求時向要求在根據本章程細則之規定而暫停辦理股份過戶登記手續之期間內查閱股東名冊或其中任何部分之人士發出公司秘書簽署之證明書表明暫停辦理股份過戶登記手續之期間及所依據之權力。」

(D) 刪除章程細則第28條，並以下文取代：

「28 除根據章程細則第26條發出通告外，獲委任接收催繳款項之人士及指定繳款時間及地點之通告可藉在報章刊登通告而進行，或在上市規則另有規限下，按本章程細則規定以本公司可送達通告之方法以電子方式由本公司發送電子通訊。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(E) By deleting Article 44 and replacing it with the following:

"44 The registration of transfers may, on 14 days' notice being given by advertisement published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year)."

(F) By deleting Article 76 and replacing it with the following:

"76 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business."

(E) 刪除章程細則第44條，並以下文取代：

[44 在報章以廣告方式發出十四日之通告，或根據上市規則本公司按細則規定發出通告之電子通訊後，可暫停辦理全部或任何類別股份之股份過戶登記手續，其時間及限期可由董事會決定，惟在任何年度內，停止辦理股份過戶登記手續之期間不得超過三十日（或本公司股東以普通決議案決定之較長期間，惟該期間在任何一年均不得超過六十日）。]

(F) 刪除章程細則第76條，並以下文取代：

[76 就股東大會之法定人數而言，兩位親身出席之本公司股東或其委任代表（如股東為公司，則指其正式授權之代表）為會議之法定人數。惟倘本公司只有一位股東，則法定人數為親身出席之股東或其委任代表。除非在開始處理事項時已經具備所需之法定人數，否則不得在任何股東大會上辦理任何事項（委任主席除外）。]

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(G) By deleting Article 77 and replacing it with the following:

"77 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called."

(H) By deleting Article 80 and replacing it with the following:

"80 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:-

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

(G) 刪除章程細則第77條，並以下文取代：

「77 倘若大會乃應股東要求召開，而在大會指定舉行時間15分鐘內仍未齊集法定人數，有關會議將予解散，但在其他情況下則會押後至下一個星期之同日舉行，會議時間及地點將由主席決定；倘若在續會上在大會指定舉行時間15分鐘內仍未能齊集法定人數，親身或由代表（如股東為公司，則由其正式授權代表）出席之股東將構成法定人數並可以辦理會議事務。」

(H) 刪除章程細則第80條，並以下文取代：

「80 於任何股東大會上，任何提呈大會表決之決議案須以舉手方式表決，除非在宣佈以舉手方式表決結果之前或當時或於撤回任何其他以投票方式表決之需求時，出現正式要求進行投票表決或上市規則規定須進行投票表決。以下人士可要求投票表決：—

- (a) 大會主席；或
- (b) 最少五名親身出席或委派代表出席並有權投票之股東；或
- (c) 一名或多名親身（或若股東為公司，則其正式授權代表）或委派代表出席，並代表全體有權出席大會及於會上投票之股東之投票權總額不少於十分之一之股東；或



# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution."

- (l) By deleting Article 81 and replacing it with the following:

"81 (a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.

- (b) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded."

- (d) 一名或以上親身(或若股東為公司,則其正式授權代表)或委派代表出席之股東,而彼或彼等須持有獲賦予權利出席大會及於會上投票之股份,而該等股份之實繳股款總額不少於全部獲賦予該項權利之股份實繳股款總額十分之一。

除非規定或有要求進行投票表決,且(如屬後者)並無撤回投票表決需求,否則由主席宣佈決議案以舉手方式表決獲通過或一致同意通過或獲特定大多數贊成或否決,而已記入本公司載有本公司會議程序記錄之簿冊,即屬最終憑證,而毋須提出贊成或反對決議案之票數比例記錄作為證明。]

- (l) 刪除章程細則第81條,並以下文取代:

[81 (a) 倘如上文所述規定或有要求進行投票表決,則須在章程細則第82條之規限下,於規定或有要求進行投票表決之大會或續會日期起計30日內,按主席指示之該等形式(包括使用選票或投票表格或投票單),於彼指示之時間及地點進行。本公司毋須就並非即時進行之投票表決發出通告。投票結果須被視作規定或有要求進行投票表決之大會決議案。獲主席同意後,投票表決之要求可於提出投票表決要求之大會結束或進行投票表決前(以較早者為準)任何時間撤回。

- (b) 投票表決之要求不得阻礙大會繼續處理要求進行投票表決事項以外之其他事項。]

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(J) By deleting Article 83 and replacing it with the following:

“83 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.”

(K) By re-numbering Article 85 as Article 85(a) and adding the following as the new Article 85(b) immediately after Article 85(a):

“85(b) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(L) By deleting Articles 107(c)(i)-(v) and replacing them with the following:

“107(c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

(i) the giving of any security or indemnity either:

(aa) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(J) 刪除章程細則第83條，並以下文取代：

「83 倘票數相同，不論以舉手或票選方式表決，大會主席有權於以舉手方式投票表決或提出投票表決之要求或規定之大會上投第二票或決定票。」

(K) 重編章程細則第85條為章程細則第85(a)條，並於緊隨章程細則第85(a)條後加入新章程細則第85(b)條：

「85(b) 倘任何股東須根據上市規則放棄就任何特定決議案投票，或遭限制僅可就任何特定決議案投贊成票或反對票，則任何由該名股東或其代表作出而有違有關規定或限制之投票將不予點算。」

(L) 刪除章程細則第107(c)(i)至(v)條，並以下文取代：

「107(c) 董事不得就有關彼或彼任何聯繫人士擁有任何重大權益之任何合約或安排或任何其他建議之任何董事會決議案投票，亦不得計入法定人數內，如彼已投票，則不得計算其投票（亦不得計入有關決議案之法定人數內），惟本限制不適用於下列任何事項：

(i) 就以下各項提供任何抵押或彌償保證：

(aa) 董事或彼之聯繫人士應本公司或其任何附屬公司之要求或以本公司或其任何附屬公司之利益借出款項或產生或承擔責任；

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-
- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Associates may benefit;
- (bb) 董事或彼之任何聯繫人士本身已個別或共同根據一項擔保或彌償保證承擔全部或部分責任或提供抵押之本公司或其任何附屬公司有關第三方之債項或責任;
- (ii) 有關提呈發售本公司或本公司可能發起或擁有權益之任何其他公司股份或債權證或其他證券以供認購或購買之任何建議, 而董事或彼之任何聯繫人士因現時或將參與提呈發售的包銷或分包銷而有利益關係;
- (iii) 與董事僅以高級人員或行政人員或股東身分而直接或間接擁有權益或董事或彼之任何聯繫人士於該公司股份擁有實益權益之任何其他公司有關於任何建議, 惟董事及彼之任何聯繫人士擁有該公司(或彼或彼之任何聯繫人士之權益透過其衍生之任何第三方公司)任何類別已發行股份或投票權之實益權益合共不得超過5%或以上;
- (iv) 有關本公司或其任何附屬公司僱員利益之任何建議或安排, 包括:-
- (aa) 任何有關採納、修訂或實施董事或彼之任何聯繫人士可據此獲益之任何僱員股份計劃或任何股份獎勵計劃或購股權計劃;

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(v) any contract or arrangement in which the Director or any of his Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."

(M) By deleting Article 107(e) and replacing it with the following:

"107(e) A company shall be deemed to be a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more if and so long as (but only if and so long as) he and/or any of his Associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his Associates as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his Associates is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his Associates is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right."

(bb) 採納、修訂或實施與董事、彼之聯繫人士及本公司或其任何附屬公司僱員有關之退休金或公積金或退休、身故或殘疾福利計劃，而該等計劃並無給予董事或彼之任何聯繫人士任何與該等計劃或基金有關類別人士所未獲賦予之特權或利益；及

(v) 董事或彼之任何聯繫人士僅因於本公司股份或債權證或其他證券擁有權益而與其他本公司股份或債權證或其他證券持有人以相同方式擁有權益的任何合約或安排。]

(M) 刪除章程細則第107(e)條，並以下文取代：

[107(e) 只要 (惟僅為只要) 董事及/或其聯繫人士直接或間接持有股份，或實益擁有該公司 (或彼或彼之任何聯繫人士藉此衍生權益之第三方公司) 任何類別股本之已發行股份，或擁有該公司任何類別股份投票權5%或以上權益，該公司將被視作由董事及/或其聯繫人士擁有5%或以上權益。就本段而言，不包括任何董事或其任何聯繫人士作為被動或保管信託人持有而彼等並無實益權益之股份，任何組成信託而董事或其任何聯繫人士之權益屬剩餘或復歸權益且只要若干其他人士有權收取收入之股份，及任何組成法定單位信託計劃而董事或其任何聯繫人士僅擁有單位持有人之權益之股份，以及任何並無附有股東大會投票權，且股息及股本回報限制繁多之股份。]

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(N) By deleting Article 107(f) and replacing it with the following:

“107(f) Where a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more is materially interested in a transaction, then that Director and/or any of his Associates shall also be deemed materially interested in such transaction.”

(O) By inserting the following as new Article 107(g):

“107(g) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or any of his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director or any of his Associates shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting or any of his Associates, such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his Associates as known to such Chairman has not been fairly disclosed to the Board.

For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or any of his Associates shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”

(N) 刪除章程細則第107(f)條，並以下文取代：

「107(f) 倘一間公司於一項交易中擁有重大權益，而一名董事及/或其任何聯繫人士於該公司中合共擁有5%或以上之重大權益，則該董事及/或其任何聯繫人士亦將被視為於該項交易中擁有重大權益。」

(O) 加入下文作為新章程細則第107(g) 條：

「107(g) 如於任何董事會會議就有關董事（會議主席除外）或其任何聯繫人士權益之重大程度產生疑問，或任何董事（主席除外）之投票權應否計入法定人數，而該問題未能透過自願同意放棄投票或不計入法定人數而獲解決，則該問題須提呈會議主席，而彼就該董事或其任何聯繫人士所作決定須為最終定論（倘據該董事所知該董事或其任何聯繫人士之權益性質或程度並未向董事會適當披露之情況除外）。倘上述任何問題乃關乎會議主席或其任何聯繫人士，則該問題須由董事會決議案決定（就此而言主席不計入法定人數及不得投票），該決議案須為最終定論（倘據主席所知主席或其任何聯繫人士之權益性質或程度並未向董事會適當披露之情況除外）。」

就本段而言，如與替任董事有關，其委任人或其任何聯繫人士之權益將被視作替任董事之權益，而替任董事之其他權益將不受影響。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(P) By deleting Article 112(c)(i) and replacing it with the following:

"112(c)(i) make a loan to a Director or his Associates or a director of any holding company of the Company;"

(Q) By deleting Article 120 and replacing it with the following:

"120 No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been given to the Company for a period of at least seven days which shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days before the date of such general meeting."

(R) By deleting the words "special resolution" in the first line in Article 122 and replacing it with the words "ordinary resolution".

(S) By deleting Article 133 and replacing it with the following:

"133 A resolution in writing signed by each and every one of the Directors or their respective alternates pursuant to Article 100(c) or members of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board or any committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors or members of any committee of Directors."

(P) 刪除章程細則第112(c)(i)條，並以下文取代：

「112(c)(i) 借貸予董事或彼之聯繫人士或本公司任何控股公司之董事；」

(Q) 刪除章程細則第120條，並以下文取代：

「120 除退任董事外，任何人士若非獲董事會推薦參選，均不具資格在股東大會上獲選為董事，除非有股東發出書面通知推薦參選，並表明提名有關人士參選之意向。該股東本身須具正式資格（而非將獲提名之人士），可出席就該通知而舉行之會議並於會上投票，而獲提名之人士亦須簽署一份書面通知，表示彼願意參選。該兩份通知送交本公司之最短期間為七天，而該段送交通知期間由不早於有關進行該項選舉之股東大會通告寄發翌日開始，及不遲於該股東大會舉行日期前七天結束。」

(R) 刪除章程細則第122條第1行「特別決議案」一詞，並以「普通決議案」一詞取代。

(S) 刪除章程細則第133條，並以下文取代：

「133 每名董事或彼等各自根據章程細則第100(c)條委派之替任董事或任何根據章程細則第128條成立之董事委員會成員書面簽署之決議案為有效力，猶如該決議案已於正式召開並舉行之董事會或董事委員會會議獲通過。該決議案可載於多份格式類似之文件，每份由一名或以上董事或替任董事或董事委員會成員簽署。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(T) By inserting the following new clause at the end of Article 158:

"158 Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim."

(U) By deleting Article 167(a) and replacing it with the following:

"167(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any facsimile number, electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders."

(T) 於章程細則第158條結尾加入以下新條款：

「158 儘管本章程細則有任何規定，董事可在適用法律允許之情況下授權銷毀本章程細則所載文件及任何其他有關股份登記之文件。該等文件為已製成微縮菲林或由本公司以電子方式儲存，或由股份過戶登記處代表本公司儲存，惟本章程細則只適用以真誠銷毀文件，且本公司沒有收到明確通知，指該等文件與索償有關而須予保存。」

(U) 刪除章程細則第167(a)條，並以下文取代：

「167(a) 除有關章程細則另有規定外，本公司可以專人送交或以預付郵資方式按登記冊所示該名股東之登記地址，向任何股東發出任何通告或文件，而董事會亦可以上述方式向任何股東發出任何通告，或以上市規則與所有適用法例或規例所准許之電子方式按有關股東向本公司提供之任何傳真號碼、電子號碼或地址或網站傳送或於本公司網站刊載，惟本公司須事先取得有關股東明確正面書面確認，收取或以該等電子方式向彼作出或發出通告及文件獲取，或（如為通告）以廣告形式於報章刊登。倘屬股份聯名持有人，所有通告將送交當時名列股東名冊首位之持有人，而以此方式發出通告視為已充分向所有聯名持有人發出論。」

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(V) By deleting Article 168 and replacing it with the following:

"168 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong."

(W) By inserting the following new clause at the end of Article 169:

"169 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws of regulations."

(V) 刪除章程細則第168條，並以下文取代：

「168 股東有權按香港境內任何地址獲發通告。未有就收取或獲提供本公司以電子方式向彼作出或發出通告及文件向本公司發出明確正面書面確認，而登記地址位於香港境外的任何股東可就發出通告，書面通知本公司彼之香港地址，而有關地址則視作其登記地址論。倘通告已於過戶登記處展示及保留二十四小時，則視作並無香港登記地址之股東已收取該通告論。有關通告於首次以此方式展示翌日視作該股東收取該通告之日，惟在不影響有關章程細則其他條文之情況下，本章程細則第168條並無禁止本公司向登記地址位於香港境外之任何股東寄發本公司任何通告或其他文件，或授權本公司不寄發有關通告及文件。」

(W) 於章程細則第169條結尾加入以下新條款：

「169 本文所述以電子方式發出之通告，應視作於有關通告成功傳送翌日或上市規則或任何適用法例或規例可能訂明之較後時間已發出及送交論。」



# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

(X) By deleting Article 173 and replacing it with the following:

“173 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.”

By Order of the Board

**Ho Sze Nga, Maggie**

*Company Secretary*

Hong Kong, 13th July 2004

Notes:

1. The register of members of the Company will be closed from 23rd August 2004 to 26th August 2004, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share and transfer office, Abacus Share Registrars 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 20th August 2004.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead.
3. The enclosed form of proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's branch share and transfer office, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(X) 刪除章程細則第173條，並以下文取代：

「173 本公司所發出通知之任何簽署必須以書面或傳真印刷或（如適用）電子簽署作出。」

承董事會命

公司秘書

**何詩雅**

香港，二零零四年七月十三日

附註：

1. 本公司將於二零零四年八月二十三日至二零零四年八月二十六日期間（首尾兩天包括在內）暫停辦理股份過戶登記手續。股東最遲須於二零零四年八月二十日下午四時將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處雅柏勤證券登記有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下），辦理登記手續。
2. 凡有權出席本公司股東大會及於會上投票之股東可委任其他人士（須為個人）代其出席大會並於會上投票。進行不記名投票時，股東或受委代表均可投票。受委代表毋須為本公司股東。股東可委任一名或以上之代表代其出席大會。
3. 隨年報附奉之委任代表表格連同（倘董事會要求）經簽署之授權書或其他授權文件（如有）或經公證人簽署核實之授權書或授權文件副本，最遲須於大會或委任代表表格所指定人士擬於會上投票之任何續會指定舉行時間48小時前或倘不記名投票於大會或續會日期後進行，則於進行不記名投票之指定時間不少於48小時前送達本公司之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，否則委任代表之表格將視作無效。惟倘委任人透過電報、電訊或傳真確認已向本公司發出正式簽署之委任代表文據，則大會主席可酌情指示視委任代表文據已正式呈交。交回代表委任文據後，股東仍可親自出席股東週年大會或進行不記名投票，於該等情況下，代表委任文據將視作已被撤回。

# Notice of Annual General Meeting (continued)

## 股東週年大會通告 (續)

4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
  5. The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. 如屬任何股份之聯名登記持有人，則任何一位聯名登記持有人均可親身或委派代表就其股份於任何大會上投票，猶如彼等為唯一有權就有關股份投票者。惟倘超過一名聯名持有人親身或委派代表出席大會，則僅限於排名首位或排名較高（或視情況而定）之持有人方有權就有關聯名股份投票。就此而言，排名次序乃按聯名股東就有關聯名持有股份於股東名冊之排名先後釐訂。
  5. 隨年報附奉之代表委任表格須由委任人或以書面正式授權之人士簽署；或倘委任人為公司，則須加印公司印章或由獲正式授權之人員、授權代表或其他正式獲授權人士簽署。