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Corporate Information 公司資料

Directors 董事

Poon Bun Chak (Chairman and Managing Director)	潘彬澤 (主席兼董事總經理)
Poon Kai Chak	潘佳澤
Poon Kei Chak	潘機澤
Poon Kwan Chak	潘鈞澤
Ting Kit Chung	丁傑忠
Au Son Yiu*	區燦耀*
Cheng Shu Wing*	鄭樹榮*

* Independent Non-executive Directors * 獨立非執行董事

Company Secretary 公司秘書

Chan Chi Hon 陳志漢

Registered Office 註冊辦事處

Clarendon House,
Church Street,
Hamilton HM11,
Bermuda.

Head Office and Principal Place of Business 總辦事處及主要營業地點

16th Floor, Metroplaza, Tower II,
223 Hing Fong Road,
Kwai Chung, New Territories,
Hong Kong.

Principal Registrar and Transfer Office 主要股份登記及過戶處

Butterfield Corporate Services Limited
Rosebank Centre,
14 Bermudiana Road,
Pembroke,
Bermuda.

**Hong Kong Branch Registrar and
Transfer Office**

Tengis Limited
4/F., Hutchison House,
10 Harcourt Road, Central,
Hong Kong.

香港股份登記及過戶分處

登捷時有限公司
香港中環
夏慤道10號
和記大廈4樓

Auditors

Ernst & Young
Certified Public Accountants

核數師

安永會計師事務所
執業會計師

Legal Advisors

Jennifer Cheung & Co.
Wilkinson & Grist

法律顧問

張美霞律師行
高露雲律師行

Principal Bankers

Bank of America (Asia) Ltd.
Bank of China (Hong Kong) Ltd.
BNP Paribas
Citibank, N.A.
Hongkong Bank
Hang Seng Bank
Mizuho Corporate Bank, Ltd.

主要往來銀行

美國亞洲銀行
中國銀行(香港)有限公司
法國巴黎銀行
花旗銀行
匯豐銀行
恒生銀行
瑞穗實業銀行

Websites

<http://www.texwinca.com/>
<http://www.irasia.com/listco/hk/texwinca/>

網址

<http://www.texwinca.com/>
<http://www.irasia.com/listco/hk/texwinca/>

Financial and Operational Highlights 財務與業務摘要

(Amounts expressed in HK\$ Million, unless specified) (以港幣百萬元單位，除非特別註明)		Notes 附註	2002	2001 (Restated) (經修訂)	2000 (Restated) (經修訂)	1999 (Restated) (經修訂)	1998 (Restated) (經修訂)
Turnover	營業額		4,720	4,309	3,093	2,725	2,812
Net profit from ordinary activities attributable to shareholders	股東應佔經常 業務溢利淨額		530	464	302	191	258
Shareholders' equity	股東資金		2,025	1,686	1,387	1,155	1,027
Total assets	資產總值		2,794	2,540	2,034	1,867	2,010
Total liabilities to equity ratio	總負債與資本比率		0.4	0.5	0.5	0.6	1.0
Bank borrowings to equity ratio	銀行借貸與 資本比率		—	—	0.1	0.3	0.5
Current ratio	流動比率		2.3	1.9	1.9	1.9	1.9
Receivables turnover on sales (days)	應收帳 之周轉期(日)		26	34	43	32	54
Inventory turnover on sales (days)	銷售存貨 之周轉期(日)		41	53	53	55	64
Net assets per share (HK cents)	每股資產淨值 (港幣仙)	1	153	132.4	108.5	90.3	80.3
Return on total assets (%)	總資產回報率(%)		19.0	18.3	14.8	10.2	12.9
Return on sales (%)	銷售回報率(%)		11.2	10.8	9.8	7.0	9.2
Interest cover (times)	利息比率(倍數)	2	103	86	15	5	5
EBITDA	未計利息、稅項、 折舊及攤銷 費用前溢利	5	743	653	455	359	406
EBITDA on sales (%)	未計利息、稅項、 折舊及攤銷費用 前溢利回報率(%)		15.7	15.2	14.7	13.2	14.4

Financial and Operational Highlights 財務與業務摘要 (continued 續)

(Amounts expressed in HK\$ Million, unless specified) (以港幣百萬元單位，除非特別註明)		Notes 附註	2002	2001 (Restated) (經修訂)	2000 (Restated) (經修訂)	1999 (Restated) (經修訂)	1998 (Restated) (經修訂)
Earnings per share (HK cents)	每股盈利 (港幣仙)	1, 3	41.5	36.3	23.6	14.9	20.1
Dividends per share (HK cents)	每股股息 (港幣仙)	1	20.0	15.0	9.0	5.0	4.5
Dividend yield (%)	股息回報率 (%)	1, 4	4.5	7.1	9.9	8.6	3.8
Number of issued shares (million)	已發行股份 (百萬)	1	1,324	1,273	1,281	1,279	1,280
Number of employees	僱員人數						
The People's Republic of China	中華人民共和國						
Hong Kong	香港		444	496	404	394	408
Taiwan	台灣		564	462	132	145	152
Elsewhere	其他地方		10,372	9,151	5,788	4,967	5,587
Singapore	新加坡		122	—	—	—	—
Total	總數		11,502	10,109	6,324	5,506	6,147

Notes:

- The net asset value per share, earnings per share, dividends per share, dividend yield and number of issued shares for prior years have been adjusted to reflect the subdivision of shares of HK\$0.10 each into two shares of HK\$0.05 each on 25 September 1997.
- Interest cover was calculated by dividing the profit before interest and tax by the interest payables.
- Number of shares was on weighted average basis.
- Dividend yield was calculated by dividing the dividends per share by the closing market price per share as at the respective balance sheet date.
- EBITDA is the earnings before interest, tax, depreciation and amortisation expenses.
- All figures used were as at the respective balance sheet date, unless specified.

附註：

- 以往年度每股資產淨值、每股盈利、每股股息、股息回報率及已發行股份已經調整，以反映一九九七年九月二十五日每股面值港幣0.10元股份分拆為兩股每股面值港幣0.05元股份。
- 利息比率之計算為稅及利息前之溢利與應付利息之比率。
- 股份數目按加權平均基準計算。
- 股息回報率之計算為每股股息與本公司於有關結算日每股收市價之比率。
- 未計利息、稅項、折舊及攤銷費用前溢利。
- 除特別註明外，所有數字概為於結算日之數字。

Chairman's Statement 主席報告書

The Group's results for the year reached a new high with net profit attributable to shareholders at HK\$530 million, an increase of 14% compared to last year.

The global economic condition was not favourable during the year. Product prices plummeted after the US September 11 incident, suppressing profits for the fabric and garment manufacturing businesses. Fortunately prices for raw materials also came down. With strict cost control measures, we were able to maintain the profit margin. Anticipating the current deflation to persist, growth in profit margin will have to come from further cost cuts and the economy of scale in production.

The production capacity of our fabric and garment manufacturing businesses has continued to expand. As retailers gradually centralize the source of their purchases, we believe that our market share will continue to increase. After the abolishment of the quota system after 2004, we trust that our retail customers will depend more heavily on our supply.

Although weather conditions had adversely affected our retail business in the first half-year, satisfactory improvement was seen in the second half-year. Mainland China remains the focus of our development, and we will maintain our multi-brand strategy there. After six years' development, our retail business is now on a solid foundation, a breakthrough in its performance is anticipated.

本年度業績再創新高。股東應佔溢利淨額達5億3千萬港元，較去年上升14%。

期內全球經濟環境並不理想。美國911事件後曾令貨品價格急速下滑，使紡織及製衣業務利潤受壓。尤幸原料價格亦向下調，加上成本受控，邊際利潤仍可保持。本人相信通縮情況仍將持續，本集團務必壓制成本及加強生產效益以改善邊際利潤。

針織布及製衣之生產力仍不斷地在擴展中。由於零售客戶採購方式越趨集中，相信本集團之市場佔有率將不斷提高。二零零四年後全球成衣配額制度取消後，相信零售客戶將更倚賴本集團之供應。

零售業務上半年曾受天氣影響，但下半年已有良好之改善。中國大陸仍為發展重心，仍將用多品牌策略在此擴張。經過六年之發展，零售業務已有良好之根基，可期待業績有更突破之表現。

Chairman's Statement **主席報告書** *(continued 續)*

I believe business prospects for the group remains bright, and I am confident that the results for the coming year will reach yet another high. The management and I would like to take this opportunity to thank our shareholders and business partners for their support, and our colleagues for their hard work.

Poon Bun Chak

Chairman

Hong Kong, 19 July 2002

本人認為本集團業務前景良好，對來年業績能再創新高充滿信心。本人藉此代表管理層衷心感謝股東及業務伙伴之支持，以及同事們之努力貢獻。

主席

潘彬澤

香港，二零零二年七月十九日

Business Review

The Group's turnover for this year was HK\$4,720 million, a 10% increase compared to last year. Net profit from ordinary activities attributable to shareholders was HK\$530 million, an increase of 14% over last year. Gross profit margin increased by 3% from last year. The Board has recommended a final dividend of HK12 cents (2001: HK9 cents) per share. Including interim dividend, total dividend per share will be HK20 cents, an increase of 33% over last year's HK15 cents.

Turnover for the fabric business increased slightly by 4% to HK\$2,688 million. This represented 57% of the total turnover. During the year, 19% of its sales was to the associate garment manufacturing business. Product prices had fallen sharply following the US September 11 incident, consequently our profit margin was affected. Prices eventually stabilised in March this year. To counter the situation, the Management strove to control costs and to increase productivity. From February this year, our new 700,000 sq.ft. factory in Dongguan has commenced production. Although production had been affected for a short period due to the relocation of equipment, since then capacity has been increased significantly. The Group's manufacturing activities are still concentrated in Ma Chong, Dongguan. The factory measures about 6 million sq.ft., and employs about 7,000 workers.

業務回顧

本集團本年度之營業額為47億2千萬港元，較去年增長10%。股東應佔經常業務溢利淨額為5億3千萬港元，較去年上升14%。邊際毛利與去年比較增加3%。董事會建議派發末期股息每股港幣12仙（二零零一年：港幣9仙）。連同中期股息，每股股息總額為港幣20仙，較去年之港幣15仙增加33%。

針織布業務營業額為26億8千8百萬港元，微增4%，佔總營業額57%。期內售予聯營之製衣業務佔銷售額19%。美國911事件後貨價曾急促下調令邊際利潤受壓，至本年三月才穩定下來。於此期間，管理層嚴控成本開支，亦加強生產力以爭取效益。本年二月，在東莞新一期面積約70萬平方呎之廠房開始投產。期間因生產設施重新調配短暫影響了生產力，但產量卻大為提高。生產廠房仍集中於東莞麻涌，現佔地約6百萬平方呎，僱用員工約7,000人。

Management Discussion and Analysis 管理層之論述及分析 (continued 續)

Sales for the retail business was HK\$1,994 million, a rise of 19%, and represented 42% of total turnover. Our focus for development remained to be Mainland China. At the year end, there were 831 retail outlets in Mainland China, about 40% of them were self-owned. In order to cater to a broader spectrum of customers, we have maintained our multi-brand strategy in this market. Already well known in China, 'Baleno' remains our major brandname. Our other brandnames, 'S&K', 'I.P. Zone', 'Bambini', 'Baleno Attitude' and 'ebase' have all found their own niches, and cater to different types of customers. At the year end, the development in Mainland China, Hong Kong, Taiwan and Singapore was as below:

零售業務銷售額為19億9千4百萬港元，上升19%，佔總營業額42%。中國大陸仍為發展之重心。於本年度完結時，在中國大陸共有831個銷售點，其中約40%為自營店。於此地仍用多牌子策略，以爭取多層面之顧客。BALENO 仍為主力牌子，已取得極佳之知名度，其他牌子 S&K、I.P. Zone、Bambini、Baleno Attitude 及 ebase 均有不同定位，以迎合不同之顧客。於本年度完結時，中國大陸、香港、台灣及新加坡之發展情況茲列如下：

Mainland China

中國大陸

		2002	2001	2000	1999	1998
Net sales (HK\$ million)	銷售淨額(百萬港元)	1,359	1,199	783	557	522
Net sales increase in percentage	銷售淨額之增加百分率	13%	53%	41%	7%	281%
Retail floor area (sq.ft.)*#	零售樓面面積(平方呎)* #	274,280	204,296	119,502	85,084	92,340
Number of sales associates*	售貨員數目*	3,741	2,732	1,487	1,291	1,155
Number of outlets*	門市數目*	831	637	377	232	193

Management Discussion and Analysis 管理層之論述及分析 (continued 續)

Hong Kong

香港

		2002	2001	2000	1999	1998
Net sales (HK\$ million)	銷售淨額 (百萬港元)	310	295	179	159	166
Net sales increase/(decrease) in percentage	銷售淨額之增加/ (減少) 百分率	5%	65%	13%	(4%)	181%
Retail floor area (sq.ft.)*#	零售樓面面積 (平方呎) * #	33,627	33,684	23,748	16,448	13,306
Number of sales associates*	售貨員數目*	212	251	142	124	117
Number of outlets*	門市數目*	37	39	21	18	19

Taiwan

台灣

		2002	2001	2000	1999	1998
Net sales (HK\$ million)	銷售淨額 (百萬港元)	282	188	69	80	64
Net sales increase/(decrease) in percentage	銷售淨額之增加/ (減少) 百分率	50%	172%	(14%)	25%	0
Retail floor area (sq.ft.)*#	零售樓面面積 (平方呎) *#	106,321	82,979	23,273	26,060	27,409
Number of sales associates*	售貨員數目*	469	365	98	105	120
Number of outlets*	門市數目*	114	96	39	39	37

Singapore

新加坡

		2002	2001	2000	1999	1998
Net sales (HK\$ million)	銷售淨額 (百萬港元)	43	—	—	—	—
Retail floor area (sq.ft.)*#	零售樓面面積 (平方呎) *#	11,107	—	—	—	—
Number of sales associates*	售貨員數目*	112	—	—	—	—
Number of outlets*	門市數目*	15	—	—	—	—

* As at 31 March
For Self-managed Stores

* 於3月31日
自營店

Profit contributed by our associated garment manufacturing business was HK\$62 million, an increase of 10%. During the period, about 87% of the fabric used was supplied within the group. Sales to the retail business was about 16% of its sales. Products prices were also temporarily affected by the US September 11 incident, hence affecting profit margin. As quotas were not required for exports from Vietnam to the US, our Vietnam factory supplied mainly to American brandnames, while our factory in China serviced mostly Asian brandnames. At the year end, production area in Mainland China and Vietnam totalled roughly 1.1 million sq.ft. and employed about 13,000 workers.

聯營製衣業務本年度之盈利貢獻為6千2百萬港元，增加10%。期間約87%之布料由集團針織布業務供應。而本集團之零售業務則佔其銷貨額約16%。美國911事件後貨價受壓，邊際利潤因而受到短暫之影響。由於越南出口至美國之成衣並無配額限制，越南廠房顧客以美國品牌為主，中國廠房則以亞洲品牌為主。於本年度完結時，中國及越南廠房共佔生產面積約110萬平方呎，共僱用工人約13,000人。

FINANCIAL CONDITION

財務狀況

Liquidity & Financial Resources

流動現金及財務資源

Liquidity of the Group remained sound. The net cash inflow from operating activities reached a record of HK\$778 million for the year (2001: HK\$567 million). As at 31 March 2002, improvement was achieved in the following liquidity indicators:

本集團之流動現金仍處於良好水平。經營所得現金流入淨額達創新高之7億7千8百萬港元（二零零一年：5億6千7百萬港元）。於2002年3月31日，下列流動現金指標均有改善：

- (a) the cash and cash equivalents was HK\$557 million (2001: HK\$355 million);
- (b) the total liabilities to shareholders' equity ratio and the current ratio at the year end were 0.4 (2001: 0.5) and 2.3 (2001: 1.9) respectively;
- (c) the interest coverage ratio for the year was 103 times, compared with 86 times of 2001.

- (a) 現金及現金等同結餘為5億5千7百萬港元（二零零一年：3億5千5百萬港元）；
- (b) 總負債與股東資金比率及流動比率分別為0.4（二零零一年：0.5）及2.3（二零零一年：1.9）；
- (c) 利息比率於本年為103倍，而二零零一年則為86倍。

As the cash inflow from operating activities remained strong during the year, funds required for daily operation and capital expenditure were mainly financed by internal cash flows.

The Group remained prudent in managing its financial resources. At the year end, the unutilised banking facilities were HK\$775 million (2001: HK\$803 million). The Group's contingent liabilities were HK\$100 million (2001: HK\$112 million), which were mainly related to discounted export bills.

Foreign Exchange and Interest Rate Risks

During the year, the revenue and procurement of the Group were mainly denominated in US dollar, HK dollar and Renminbi. The Group had entered into forward foreign exchange contracts and other financial instruments to reduce foreign exchange risks.

At 31 March, 2002, the only outstanding HKD bank borrowing of HK\$59 million with maturity in April 2005 was of HIBOR based loan. Since the US economic recovery remains unclear, so drastic increase in interest rate is not expected.

Pledge of Assets

At the year end, total assets of HK\$2 million (2001: HK\$79 million) were pledged for the arrangement of credit facilities.

期內由於經營所得現金流入強勁，日常經營支出及資本開支主要均由內部現金支付。

本集團於處理財務資源仍趨審慎，於本年度完結時未運用之銀行信貸額為7億7千5百萬港元（二零零一年：8億3百萬港元）。本集團之或有負債為1億港元（二零零一年：1億1千2百萬港元），其主要為出口票據貼現。

匯兌及利率風險

營運收入及貨款支出以美元、港元及人民幣為主。於本年度，本集團曾訂立外匯期貨合約及其他財務工具以減低匯兌風險。

於二零零二年三月三十一日，將於二零零五年四月到期之唯一銀行長期港元貸款5千9百萬港元其利率以香港銀行同業拆息為基礎。由於美國經濟復甦並不明朗，因而並不預期有利率急升之風險。

資產的抵押

於年結日，共有2百萬港元（二零零一年：7千9百萬港元）資產已抵押予銀行用作融資的安排。

HUMAN RESOURCES

As at 31 March 2002, the Group had about 11,500 (2001: 10,100) employees in The PRC and Singapore. The remuneration of the employees was largely based on industry practice and the performance of individual employee.

OUTLOOK

The Management remains optimistic about all the businesses of the Group.

The Group is one of the largest suppliers of knitted fabric in the world. As brandname retailers have tightened their requirements when choosing suppliers, a large proportion of their orders have gone to the more established manufacturers. Unable to meet the demand for fast delivery, the smaller suppliers are gradually being crowded out. When the quota system for garments is abolished after the year 2004, more orders will further be centralised with the larger suppliers. We believe that our market share will increase continuously, so we expect to expand our productivity by 15% to 20% each year. To cope with our expansion, 2.5 million sq.ft. of land will be added to our existing 6 million sq.ft. in Dongguan shortly. As there is still ample space available for expansion adjacent to our factory site, there is no plan for development in other places. The new eco-friendly coal-fired generator system will be completed in September this year, we expect fuel costs to be significantly reduced when this is in use.

人力資源

於二零零二年三月三十一日，本集團於中國及新加坡共有僱員約11,500人(二零零一年：10,100人)。員工薪酬之厘定主要基於行業之情況及員工個人之表現。

展望

管理層認為本集團各項業務均有極佳之前景。

本集團為全球最大針織布供應商之一。由於零售品牌對供應商選擇日益嚴格，採購漸集中於具規模之供應商。加上近年交貨期日短，更令小規模之供應商備受壓力。二零零四年後全球成衣配額取消後，零售商之採購將更形集中。管理層相信本集團之市場佔有率將不斷提升，已準備未來每年增加生產力15%至20%。為應付擴展之需要，東莞現有之約600萬平方呎廠房將於短期內再增大250萬平方呎。由於現有廠址毗鄰仍有龐大空地以供發展，故暫無計劃於其他地方擴建廠房。全新以煤發電之環保系統將於本年九月左右完成，預計使用後可大量節省燃油費用。

Same as for the knitted fabric business, the market share of the garment manufacturing business is expected to be on the rise. After the abolishment of the quota system, we foresee business from global retailers to rise significantly. For the coming year, we expect to increase productivity by 25%.

The focus of the retail business will continue to be Mainland China. Development in other parts of Asia will depend on their respective economic conditions. Our major brandname 'Baleno' has become very well known in Mainland China. In the coming year we will put more effort into developing 'S&K' which is targeted at younger customers. Compared with 'Baleno', 'S&K' is a less familiar brand. In the coming year we plan to promote 'S&K' in a new light, and we expect to open 100 to 150 new retail outlets solely for this brand. For the other brands, 'Baleno', 'I.P. Zone', 'Baleno Attitude', 'Bambini' and 'ebase', steady development is planned for the coming year. As the retail business has established itself firmly in the market, we expect its performance to grow steadily in the future.

The Management has made comprehensive development plans for the future, and has progressed accordingly. No major obstacles or difficulties ahead are foreseen, hence we are confident about the results for the coming year.

一如針織布業務，製衣業務之市場佔有率亦將不斷提升。成衣配額制度取消後，零售商之訂單預計將進一步增多。展望來年，生產力將增大約25%。

零售業務來年仍以中國大陸為發展重心。其他亞洲地方之發展將視乎當地經濟情況而定。主力品牌 Baleno 在中國大陸已有良好之知名度，來年將會重點發展 S&K。S&K 以年青時尚顧客為對象，與 Baleno 比較，S&K 現在稍欠知名度。來年會將 S&K 重新推廣包裝，預計可開新店 100 至 150 間。其餘品牌 Baleno、I.P. Zone、Baleno Attitude、Bambini 及 ebase 亦將各有穩定之發展。零售業務已有良好之根基，預期其未來之業績表現將更趨穩定。

管理層對未來之業務發展已制訂極週詳之計劃，並積極全力進行。管理層並不察覺於未來發展中有任何嚴重之困難及阻礙，對來年之業績亦充滿信心。

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Members of Texwinca Holdings Limited (the "Company") will be held at Grand Royal Club, Level 6, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong on Tuesday, 27 August 2002 at 11:45 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2002;
2. To declare a final dividend;
3. To elect Directors and to authorise the Board of Directors to fix Directors' remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix Auditors' remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) subject to and conditional upon (i) the Bermuda Monetary Authority granting its permission for the grant and issue of options under the share option scheme of the Company (the "New Share Option Scheme"), a copy of which marked "A" is produced to the meeting and for the purposes of identification signed by the Chairman

茲通告德永佳集團有限公司(「本公司」)謹訂於二零零二年八月二十七日星期二上午十一時四十五分正假座香港新界葵涌興芳路223號新都會廣場第二座6樓帝豪會舉行股東週年大會，討論下列事項：

- 一、省覽截至二零零二年三月三十一日止年度之經審核綜合財務報表及董事會報告與核數師報告；
- 二、宣佈派發末期股息；
- 三、選舉董事及授權董事會釐定董事之酬金；
- 四、委聘核數師並授權董事會釐定其酬金；
- 五、作為特別事項，考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

「動議：

- (a) 待(i)百慕達金融管理局批准根據本公司之購股權計劃(「新購股權計劃」)(其註明「A」記號之副本已提呈本大會並由大會主席簽署以資識別)而授出及發行購股權；及(ii)香港聯合交易所

thereof; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the

限公司(「聯交所」)上市委員會批准就行使根據新購股權計劃所授予之購股權而予以發行之股份上市及買賣後，批准及採納新購股權計劃，並授權本公司之董事會採取一切必需或適當之行動及訂立一切必需或適當之交易、安排及協議，使新購股權計劃得以全面生效，其中包括(惟不限於)：

- (i) 執行新購股權計劃，據此向新購股權計劃規定之合資格參與者授出購股權，以認購本公司之股份；
- (ii) 不時對新購股權計劃作出改動及／或修訂，惟此等改動及／或修訂須按照新購股權計劃內有關作出改動及／或修訂之條文進行；
- (iii) 不時發行及配發按新購股權計劃授出之購股權獲行使而須發行之相關數目之本公司股份，惟可於所有

options under the New Share Option Scheme provided always that the total number of shares subject to the New Share Option Scheme, when aggregated with any shares subject to any other share option schemes, shall not exceed 10% of the relevant class of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of shares which may be issued upon exercise of all outstanding options granted under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the issued share capital of the Company from time to time;

- (iv) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and

根據新購股權計劃及任何其他購股權計劃授出之購股權予以行使時發行的股份總數，合計不得超過於本決議案獲通過之日本公司已發行的有關類別股份之10%，惟本公司可於股東大會上尋求股東批准更新新購股權計劃規定之10%上限。而可於新購股權計劃及本公司之任何其他購股權計劃所有已授出但未獲行使之購股權予以行使時發行的股份數目總額，不得超過本公司不時已發行的有關類別股份之30%；

- (iv) 於適當時候向聯交所及本公司當時已發行股份上市所在之任何其他證券交易所申請批准於其後不時按新購股權計劃授出之購股權獲行使而發行及配發之任何股份上市及買賣；及

(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”;

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(v) 倘若認為合適，同意有關機構對新購股權計劃所規定或施加之條件、修訂及／或改動。」；

六、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 在本決議案(b)段之規限下，無條件授予董事會一般性權力，在符合適用法例之情況下，於有關期間（定義見下文）行使本公司一切權力，以購回其股份；
- (b) 根據上文(a)段之批准所購回之本公司股份面值總額，須不超過於本決議案獲通過當日本公司之已發行股本面值總額之10%，而上述批准亦須受此數額限制；及

Notice of Annual General Meeting 股東週年大會通告 (continued 續)

(c) for the purpose of this resolution, "Relevant Period" means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.";

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as

(c) 就本決議案而言，「有關期間」乃指由本決議案獲通過之日起至下列任何一項最早發生之日期之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及
- (iii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日。」；

七、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 無條件授予董事會一般性權力，於有關期間（定義見下文）行使本公司之一切權力，以配發、發行及處理本公司之額外股份，並可訂立或授予或需在有關期間（定義見下文）內或結束後配發、發行或處理股份之售股建議、協議及優先認股

defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total nominal amount of additional shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

權；惟除根據(i)配售新股(指本公司向於指定記錄日期之股東按其當時持股比例提出售股建議(惟董事會可就零碎股份或由於任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之限制或責任，作出認為必須或權宜之豁免或其他安排))或(ii)當時所採納之任何購股權計劃或類似安排，向本公司及／或其任何附屬公司之行政人員及／或僱員及／或根據該計劃之任何合資格承受人授出或發行股份或可認購本公司股份之權利或(iii)依照本公司細則實行之任何以股代息計劃或類似安排，以配發股份代替本公司股份之全部或部份股息外，所配發、發行、處理或同意有條件或無條件配發、發行或處理之額外股份面值總額，須不超過於本決議案獲通過當日本公司已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

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(b) for the purpose of this resolution, "Relevant Period" means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held."; and

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT the general mandate granted to the Directors of the Company pursuant to resolution no.7 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the

(b) 就本決議案而言，「有關期間」乃指由本決議案獲通過之日起至下列任何一項最早發生之日期之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本決議案授出之權力經由本公司股東在股東大會通過普通決議案予以撤銷或修訂之日；及
- (iii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日。」；及

八、作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議擴大根據上文第七項決議案授予本公司董事會於當時可行使本公司之權力以配發股份及訂立或授予或需行使該項權力之售股建議、協議及購股權之一般性權力至包括自本公司董事會根據上文第六項決議案所獲授予行使本公司權力以購回

Notice of Annual General Meeting 股東週年大會通告 (continued 續)

Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no.6, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board

Chan Chi Hon

Secretary

Hong Kong, 19 July 2002

Notes:

- (a) The Register of Members of the Company will be closed from Tuesday, 20 August 2002 to Tuesday, 27 August 2002 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2002 and for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration not later than 4:00 p.m. on Monday, 19 August 2002.

本公司股份之一般性權力以來所購回之本公司股份面值總額；惟該數額須不超過於本決議案獲通過當日本公司已發行股本面值總額之10%。」。

承董事會命

秘書

陳志漢

香港，二零零二年七月十九日

附註：

- (a) 本公司將由二零零二年八月二十日星期二至二零零二年八月二十七日星期二（首尾兩日包括在內）暫停辦理股份過戶登記手續，期間將不會進行任何本公司股份之過戶登記。如欲符合獲派截至二零零二年三月三十一日止年度之擬派末期股息及出席股東週年大會之資格，所有本公司股份過戶文件連同有關股票，必須於二零零二年八月十九日星期一下午四時前送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，辦理股份過戶登記手續。

Notice of Annual General Meeting 股東週年大會通告 *(continued 續)*

- (b) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjournment thereof.
- (b) 凡有權出席股東週年大會及於會上投票之本公司股東，均有權委任一位或以上人士為其代表，代其出席及投票。受委任人士毋須為本公司之股東。倘超過一名人士獲委任，則委任書上須註明每位受委任人士所代表之有關股份數目與類別。
- (c) 代表委任表格及經簽署之授權書或其他授權文件(如有)，或經簽署證明之授權書或授權文件副本，最遲須於大會(或其續會)指定舉行時間前48小時送達本公司在香港的股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓，方為有效。

Report of the Directors 董事會報告

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2002.

Principal Activities

The Group's principal activities during the year consisted of the production, dyeing and sale of knitted fabric and yarn, the retailing and distribution of casual apparel and accessory, the provision of franchise services, the provision of repair and maintenance services for motors and generators, and trading of generators. There were no significant changes in the nature of the Group's principal activities during the year.

The principal activity of the Company is investment holding.

Segment Information

An analysis of the Group's turnover and contribution to results by principal activity and geographical area of operations for the year ended 31 March 2002 is set out in note 4 to the financial statements.

Results and Dividends

The Group's profit for the year ended 31 March 2002 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 45 to 124.

董事會謹此呈奉本公司與本集團截至二零零二年三月三十一日止年度之年報及經審核財務報表，敬祈省覽。

主要業務

本年度本集團之主要業務包括針織布及棉紗之產銷及整染、便服及飾物之銷售、提供特許經營服務、提供汽車及發電機之維修及保養服務及銷售發電機。本集團之業務性質在本年度並無重大轉變。

本公司之主要業務為投資控股。

分類資料

截至二零零二年三月三十一日止年度，本集團按主要業務及地域劃分之營業額及業績貢獻分析列載於財務報表附註4。

業績與股息

本集團於截至二零零二年三月三十一日止年度之溢利及本公司與本集團截至該日期之業務狀況列載於第45至124頁之財務報表。

Results and Dividends (continued)

An interim dividend of HK8.0 cents per ordinary share was paid on 8 February 2002. The directors recommend the payment of a final dividend of HK12.0 cents per ordinary share in respect of the year, to shareholders on the register of members on 27 August 2002. This recommendation has been incorporated in the financial statements as an allocation of retained profits within capital and reserves in the balance sheet. Further details of this accounting treatment are set out in note 11 to the financial statements.

Summary Financial Information

A summary of the published results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below. The amounts for each year in the five year summary have been adjusted for the effects of the retrospective changes in accounting policy affecting dividends as detailed in note 2 to the financial statements.

業績與股息 (續)

中期股息每股港幣8.0仙已於二零零二年二月八日派發。董事會茲建議派發本年度末期股息每股港幣12.0仙予二零零二年八月二十七日名列股東名冊之股東，是項建議股息已列入本財務報表，亦即於資產負債表的資本及儲備賬中撥出保留溢利，詳細會計處理已載於財務報表附註11。

財務資料概要

下表為本集團於過往五個財政年度之已公佈業績、資產、負債與少數股東權益之概述，乃摘自己公佈之經審核財務報表及按需要重新分類。由於有追溯影響之會計政策——股息之轉變，過往五年之每年金額已被修訂，詳細已載於財務報表附註2。

Summary Financial Information (continued)

財務資料概要 (續)

RESULTS

業績

		Year ended 31 March				
		截至三月三十一日止年度				
		2002	2001	2000	1999	1998
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
TURNOVER	營業額	4,720,333	4,309,436	3,092,784	2,725,293	2,811,580
PROFIT FROM OPERATING ACTIVITIES	經常業務溢利	531,418	480,475	320,881	248,956	315,194
Share of profit of an associate	應佔聯營公司溢利	62,157	56,299	30,685	12,382	6,823
Finance costs	財務費用	(5,770)	(6,229)	(22,963)	(51,327)	(62,037)
PROFIT BEFORE TAX	除稅前溢利	587,805	530,545	328,603	210,011	259,980
Tax	稅項	(29,501)	(59,089)	(27,011)	(19,414)	(25,804)
PROFIT BEFORE MINORITY INTERESTS	未計少數股東權益前溢利	558,304	471,456	301,592	190,597	234,176
Minority interests	少數股東權益	(28,197)	(7,568)	—	—	24,259
NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS	股東應佔經常業務溢利淨額	530,107	463,888	301,592	190,597	258,435

Summary Financial Information (continued)

財務資料概要 (續)

**ASSETS, LIABILITIES
AND MINORITY
INTERESTS**

資產、負債與
少數股東權益

		As at 31 March 於三月三十一日				
		2002	2001	2000	1999	1998
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(Restated)	(Restated)	(Restated)	(Restated)
			(經修訂)	(經修訂)	(經修訂)	(經修訂)
TOTAL ASSETS	資產總值	2,793,575	2,540,375	2,034,191	1,867,367	2,009,612
TOTAL LIABILITIES	負債總值	(731,945)	(846,071)	(646,669)	(714,876)	(985,222)
MINORITY INTERESTS	少數股東權益	(36,971)	(8,046)	(478)	2,522	2,600
		2,024,659	1,686,258	1,387,044	1,155,013	1,026,990

Fixed Assets and Investment Properties

Details of movements in the fixed assets and investment properties of the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

Share Capital and Share Options

Details of movements in the share capital and share options of the Company during the year, together with the reasons therefor, are set out in note 26 to the financial statements.

固定資產及投資物業

本集團於本年度之固定資產及投資物業變動情況分別列載於財務報表附註13及14。

股本及購股權

本公司於年內股本及購股權變動之詳情及有關原因列載於財務報表附註26。

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Purchase, Redemption or Sale of Listed Securities of the Company

During the year, the Company repurchased certain of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 26 to the financial statements.

Except as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 27 to the financial statements.

Distributable Reserves

At 31 March 2002, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$584,752,000. In addition, the Company's share premium account, in the amount of HK\$331,168,000, may be distributed in the form of fully paid-up bonus shares.

優先認購權

本公司之細則及百慕達之法例概無要求本公司須按現有股東持股比例出售新股的優先認購權條文。

購入、贖回或出售本公司上市證券

於本年內，本公司曾於香港聯合交易所有限公司（「聯交所」）購回部份本公司股份，該等股份亦隨即被註銷。該等交易明細已載於財務報表附註26。

除以上披露外，本公司及任何附屬公司於年內概無購入、贖回或出售任何本公司之上市證券。

儲備

本公司及本集團於本年度之儲備變動詳情列載於財務表附註27。

可供分派儲備

於二零零二年三月三十一日，本公司可供作現金及／或實物分派之儲備為港幣584,752,000元。此外，本公司股本溢價賬港幣331,168,000元亦可以繳足紅股方式予以分派。

Major Customers and Suppliers

In the year under review, both purchases and sales from/to the five largest suppliers and customers accounted for less than 30% of the total purchases and sales for the year, respectively.

Directors

The directors of the Company during the year were:

Executive Directors

Poon Bun Chak (*Chairman and Managing Director*)
Poon Kai Chak
Poon Kei Chak
Poon Kwan Chak
Ting Kit Chung

Independent Non-executive Directors

Au Son Yiu
Cheng Shu Wing

In accordance with the Company's bye-laws, all existing directors will retire and, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

主要客戶及供應商

於本審核年度，五大供應商／客戶佔本年度總採購額／銷售額均不足30%。

董事

本年內本公司董事如下：

執行董事

潘彬澤 (*主席兼董事總經理*)
潘佳澤
潘機澤
潘鈞澤
丁傑忠

獨立非執行董事

區燊耀
鄭樹榮

根據本公司細則，所有現任董事將於即將舉行之股東週年大會上退任，惟彼等符合資格並願膺選連任。

Directors' Service Contracts

The service contracts entered into between the Company and each of the following directors may be terminable by either party by giving not less than three months' written notice or compensation in lieu:

Poon Bun Chak
Poon Kai Chak
Poon Kei Chak
Poon Kwan Chak
Ting Kit Chung

Save as disclosed above, no director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Contracts

No director had a material interest in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year.

董事服務合約

本公司與下列各位董事簽訂之服務合約要求雙方於終止服務合約時，其中一方須給予不少於三個月之書面通知或代通知補償。

潘彬澤
潘佳澤
潘機澤
潘鈞澤
丁傑忠

除上文所披露者外，本公司與建議在即將舉行之股東週年大會上重選連任之董事一概無簽訂本公司於一年內不作補償（法定賠償除外）則不可終止之服務合約。

董事合約權益

各董事於年內概無在本公司、其控股公司或附屬公司所簽訂之任何重大合約中佔有重大權益。

Biographical Details of Directors and Senior Management

Executive Directors

Mr. Poon Bun Chak, aged 54, is the chairman and managing director overseeing the planning and development of the Group. He founded the Group in 1975 and has more than 27 years' experience in the textile field.

Mr. Poon Kai Chak, aged 52, is a younger brother of Mr. Poon Bun Chak. He joined the Group in 1980 and has more than 22 years' experience in the industry. He is responsible for the knitting operation of the Group.

Mr. Poon Kei Chak, aged 50, is a younger brother of Mr. Poon Bun Chak. He joined the Group on its establishment in 1975 and has more than 27 years' experience in the field. He looks after the dyeing operation and assists in the overall management of the Group.

Mr. Poon Kwan Chak, aged 56, is the elder brother of Mr. Poon Bun Chak. He joined the Group in 1976 and has more than 26 years' related experience. He is responsible for the Group's merchandising and sales management.

Mr. Ting Kit Chung, aged 46, is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from the University of Hong Kong.

董事及高級管理人員履歷

執行董事

潘彬澤先生，五十四歲，主席兼董事總經理，負責監督本集團之規劃及發展。彼於一九七五年創辦本集團，擁有逾二十七年紡織業經驗。

潘佳澤先生，五十二歲，潘彬澤先生之胞弟。彼於一九八零年加入本集團，擁有逾二十二年本行業經驗，負責管理本集團織布業務。

潘機澤先生，五十歲，潘彬澤先生之胞弟。彼於一九七五年本集團創立時加入本集團，擁有逾二十七年紡織業經驗，負責管理整染業務及協助管理本集團一般業務。

潘鈞澤先生，五十六歲，潘彬澤先生之胞兄。彼於一九七六年加入本集團，擁有逾二十六年有關業務經驗，負責管理本集團採購及銷售業務。

丁傑忠先生，四十六歲，負責本集團行政及財務管理。彼於一九九一年加入本集團，擁有逾十年銀行業經驗。彼持有香港大學文學士學位。

Biographical Details of Directors and Senior Management (continued)

Independent Non-executive Directors

Mr. Au Son Yiu, aged 57, has extensive experience in the securities industry. He is a dealing director of Realink Securities Limited, a director of China Point Stock Brokers Limited and I & P Securities Limited, a consultant to Dao Heng Securities Limited, and a non-executive director for several public companies listed on the Stock Exchange. In addition, he is a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994).

Mr. Cheng Shu Wing, aged 52, is a director of Worldvest Capital Limited. He holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong and has more than 26 years' experience in the banking and securities industries in Hong Kong.

Senior Management

Mr. Chan Min, Samuel, aged 47, is a director of the Group's retail operation. He holds a master's degree in business administration from the Northwestern University and Hong Kong University of Science and Technology. He is a member of the British Computer Society. Prior to joining the Group in 1996, Mr. Chan had over 13 years' experience in retail operation and MIS management.

董事及高級管理人員履歷 (續)

獨立非執行董事

區燦耀先生，五十七歲，有豐富證券業經驗。彼為匯訊數碼證券有限公司之交易董事，亦為中方證券有限公司、慶昌證券有限公司之董事及道亨證券有限公司之顧問，並擔任若干在聯交所上市之公眾公司非執行董事。此外，彼為香港中央結算有限公司前任副主席（一九九二年至一九九四年）與聯交所前任理事（一九八八年至一九九四年）。

鄭樹榮先生，五十二歲，寶盛融資有限公司董事，彼持有香港中文大學工商管理學士學位。有逾二十六年香港銀行業及證券業經驗。

高級管理人員

陳勉先生，四十七歲，本集團零售業務之董事。彼持有美國西北大學及香港科技大學合作的工商管理碩士學位。彼為英國電腦學會會員。於一九九六年加入本集團前，陳先生曾從事零售業之業務及資訊科技管理超過十三年。

Biographical Details of Directors and Senior Management (continued)

Senior Management (continued)

Mr. Chan Chi Hon, aged 40, joined the Group in 1997 and is the Group's financial controller and company secretary. Mr. Chan holds a master's degree in commerce from the University of New South Wales, Australia, and is a fellow member of the Hong Kong Society of Accountants and a certified practising accountant of the CPA Australia. He has more than 15 years' experience in auditing and accounting.

Mr. Chau Kuen Kai, aged 44, is a factory manager of the knitting operation of the Group. He joined the Group in 1979 and has more than 22 years' experience in the knitting industry.

Mr. Fung Wai Lun, Daniel, aged 45, is a director of the Group's retail operation. Before joining the Group in 1996, Mr. Fung had more than 20 years' experience in the retailing industry.

Mr. Hon Siu Kit, aged 42, is an associate director of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1993 and has more than 24 years' experience in the textile industry.

Ms. Leung Mei Yin, aged 37, is an associate director of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. She joined the Group in 1990 and has more than 16 years' experience in the textile industry.

董事及高級管理人員履歷 (續)

高級管理人員 (續)

陳志漢先生，四十歲，本集團財務總監兼公司秘書。彼於一九九七年加入本集團。彼持有澳洲新南威爾斯大學商科碩士學位，並為香港會計師公會資深會員及澳洲會計師公會會員，具有超過十五年的核數與會計經驗。

周權佳先生，四十四歲，本集團針織業務工廠經理。彼於一九七九年加入本集團，擁有超過二十二年針織業經驗。

封偉倫先生，四十五歲，本集團零售業務董事。於一九九六年加入本集團之前，已具有超過二十年零售業經驗。

韓少傑先生，四十二歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事。彼於一九九三年加入本集團，擁有超過二十四年紡織業經驗。

梁美賢小姐，三十七歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事。彼於一九九零年加入本集團，擁有超過十六年紡織業經驗。

Biographical Details of Directors and Senior Management (continued)

Senior Management (continued)

Mr. Ling Man, aged 49, is a factory manager of the yarn dyeing operation of the Group. He joined the Group in 1998 and has more than 26 years' experience in the dyeing and finishing industry.

Mr. Liu Ying Che, aged 37, is a factory manager of the fabric dyeing operation of the Group. He joined the Group in 1989 and has more than 18 years' experience in the dyeing and finishing industry.

Mr. Ting Kit Hung, aged 50, is the director and chief executive of the Group's motor and generator services operation in The People's Republic of China ("The PRC"). Mr. Ting is an associate member of the Institute of Motor Industry, the Chartered Institute of Transport and the British Institute of Management. He also holds a Master of Business Administration degree from the University of East Asia, Macau. He joined the Group in 1995 and has more than 32 years' experience in the motor industry. He is the elder brother of Mr. Ting Kit Chung.

Mr. Wong Tung Yiu, aged 47, is an associate director and the general manager of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1994 and has more than 28 years' experience in the textile industry.

董事及高級管理人員履歷 (續)

高級管理人員 (續)

凌文先生，四十九歲，本集團染紗業務部工廠經理。於一九九八年加入本集團，擁有超過二十六年整染業經驗。

廖英智先生，三十七歲，本集團染布業務工廠經理。彼於一九八九年加入本集團，擁有超過十八年整染業經驗。

丁傑雄先生，五十歲，本集團在中國汽車及發電機維修部董事兼行政總裁。彼為英國汽車工業學會、英國特許運輸學會及英國管理學會會員，亦擁有澳門東亞大學工商管理碩士學位。彼於一九九五年加入本集團，擁有逾三十二年汽車維修業經驗。彼為丁傑忠先生之長兄。

王東耀先生，四十七歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事兼總經理。彼於一九九四年加入本集團，擁有超過二十八年紡織業經驗。

Directors' Interests in Share Capital

At 31 March 2002, the interests of the directors and their associates in the share capital of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), were as follows:

董事之股本權益

二零零二年三月三十一日，根據證券(公開權益)條例(「公開權益條例」)第29條規定而由本公司置存之股東名冊所記錄各董事及其聯繫人等所擁有之本公司及各聯營公司之股本權益如下：

Name of director	董事姓名		Number of shares of the Company held and nature of interest			Total 合計
			Personal 個人	Family 家族	Corporate 公司	
Poon Bun Chak	潘彬澤	Note 附註	29,720,000	168,800,104	571,200,000	769,720,104
Poon Kai Chak	潘佳澤		7,802,800	—	—	7,802,800
Poon Kei Chak	潘機澤		21,477,200	—	—	21,477,200
Poon Kwan Chak	潘鈞澤		6,442,800	—	—	6,442,800
Ting Kit Chung	丁傑忠		1,600,000	—	—	1,600,000
Au Son Yiu	區燊耀		500,000	—	—	500,000
Cheng Shu Wing	鄭樹榮		300,000	—	—	300,000
			67,842,800	168,800,104	571,200,000	807,842,904

Note: 168,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection Inc. as the trustee for The Evergreen Trust, a discretionary trust, the objects of which include the family members of Mr. Poon Bun Chak. These shares are held as family interests under the SDI Ordinance.

571,200,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 87.51% equity interest, and are held as corporate interests under the SDI Ordinance. A 12.4% interest in Giant Wizard Corporation is owned by Messrs. Poon Kai Chak, Poon Kei Chak and Poon Kwan Chak.

附註：168,800,104股股份由 Farrow Star Limited 持有，而 Perfection Inc. 則以 The Evergreen Trust 之信託人身份完全擁有 Farrow Star Limited，該全權信託之受益人包括潘彬澤先生之家族成員。根據公開權益條例，該等股份屬於以家族權益持有。

571,200,000股股份由 Farrow Star Limited 擁有 87.51% 股本權益之 Giant Wizard Corporation 擁有，根據公開權益條例，屬於以公司權益持有。Giant Wizard Corporation 之 12.4% 權益由潘佳澤先生、潘機澤先生及潘鈞澤先生擁有。

Directors' Interests in Share Capital

(continued)

Save as disclosed above, none of the directors, or their respective spouse or children under 18 years of age or any of the chief executives or their associates, had any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations, as defined in the SDI Ordinance.

Directors' Rights to Acquire Shares

Apart from the share option scheme as detailed below under the heading "Share option scheme" and in note 26 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事之股本權益 (續)

除上文所披露者外，本公司各董事或任何董事或主要行政人員之配偶或十八歲以下之子女或其聯繫人等概無以個人、家族、公司或其他權益方式擁有本公司或任何聯營公司(定義見公開權益條例)之股本權益。

董事之購股權利

除在標題「購股權計劃」下及財務報表附註26所述之購股權計劃外，於本年度任何時間內，本公司或各附屬公司概無訂立任何安排致使本公司董事或其配偶或十八歲以下之子女可藉收購本公司或任何其法人團體之股份或債券而獲益。

Substantial Shareholders

At 31 March 2002, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Name 名稱	Number of shares of the Company held 持有本公司 股份數目	Percentage of issued share capital as at 31 March 2002 在二零零二年 三月三十一日 佔已發行股本之百分率
The Capital Group Companies, Inc.	140,854,000	10.64%

Save as disclosed above, no person, other than Mr. Poon Bun Chak, whose interests are set out in the section "Directors' Interests in Share Capital" above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

Connected Transactions

As at 31 March 2002, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$228,484,000 to Baleno Kingdom Limited, a non wholly-owned subsidiary of the Company, at prime rate minus 1.25% per annum. The advances are unsecured and have no fixed terms of repayment. The principal purpose of these advances is to finance the operations of the non wholly-owned subsidiary.

主要股東

於二零零二年三月三十一日，以下股東擁有本公司已發行股份之10%或以上權益，已根據公開權益條例第16(1)條規定記載於主要股東登記冊內：

除以上披露外，只有潘彬澤先生(其權益已載於「董事之股本權益」段中)按公開權益條例第16(1)條已登記於主要股東登記冊。

關連交易

於二零零二年三月三十一日，本公司之全資附屬公司永佳染廠有限公司向本公司非全資擁有附屬公司班尼路有限公司提供港幣228,484,000元貸款，年利息為最優惠利息減1.25%，有關貸款並無抵押及無固定還款期，貸款主要作為該非全資附屬公司之營運資金。

Share Option Scheme

The Company operated a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations. Eligible participants of the Scheme included the Company's directors, including independent non-executive directors, and other employees of the Group. The maximum number of unexercised share options permitted to be granted under the Scheme was an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time.

As at 31 March 2002, the number of share issuable under the share options granted under the Scheme was 200,000, which represented approximately 0.02% of the Company's shares in issue as at that date. No eligible person would be granted share options for such number of shares which in aggregate would exceed 25% of the total number of shares for which share options might be granted under the Scheme.

The offer of a grant of share options might be accepted within 21 days from the date of the offer with no consideration being payable by the grantee. The exercise period of the share options granted was determinable by the directors but not more than 10 years from the date of grant.

The exercise price of the share options was determined at the higher of (i) the nominal value of the shares or (ii) 80% of the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant.

購股權計劃

本公司之購股權計劃(「該計劃」)主要目的是向符合資格及曾對集團作出貢獻的參與者給與鼓勵及獎勵。該計劃符合資格參與者包括本公司董事(包括獨立非執行董事)及集團其他僱員。該計劃允許之最多可授與之未行使購股權為相等於本公司任何時間之10%已發行股份。

於二零零二年三月三十一日,該計劃已授與購股權可認購之股份數目為200,000股,即等於約0.02%本公司當日之已發行股份數目。該計劃並不允許授與單一符合資格人士超過25%該計劃下之購股權。

購股權之被授與人必須於頒授日的21日內決定是否接受有關購股權。購股權之行使限期由董事會決定,但最長不超過頒授日起計之十年。

購股權行使價為:(i)股份之名義價值;或(ii)頒授日前5個交易日本公司股份於聯交所收市價格之平均價的80%;以較高者為準。

Share Option Scheme (continued)

購股權計劃 (續)

The Scheme became effective on 15 July 1992 for a period of 10 years and expired on 14 July 2002.

該計劃於一九九二年七月十五日生效，為期十年，於二零零二年七月十四日到期。

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

於年內，未行使之購股權明細如下：

Name or category of participant 參與者名稱或類別	Date of grant of share options 購股權頒授日期	Exercise price of share options after subdivision of shares* 股份分拆後購股權行使價格* HK\$ 港幣	Number of share options 購股權數目			Exercise period of share options 購股權行使期限	Price of Company's share at exercise date of share options** 本公司股份於購股權行使日價格** HK\$ 港幣
			At 1 April 2001 於二零零一年四月一日	Exercised during the year 年內已行使	At 31 March 2002 於二零零二年三月三十一日		
Directors 董事							
Poon Bun Chak 潘彬澤	28 May 1996 一九九六年五月二十八日	0.885	15,000,000	(15,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	4.275
	26 February 1998 一九九八年二月二十六日	0.720	14,000,000	(14,000,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.275
			29,000,000	(29,000,000)	—		
Poon Kai Chak 潘佳澤	26 February 1998 一九九八年二月二十六日	0.720	8,300,000	(8,300,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.007
Poon Kei Chak 潘機澤	28 May 1996 一九九六年五月二十八日	0.885	2,000,000	(2,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	4.275
	26 February 1998 一九九八年二月二十六日	0.720	8,600,000	(8,600,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.275
			10,600,000	(10,600,000)	—		

Share Option Scheme (continued)

購股權計劃 (續)

Name or category of participant 參與者名稱或類別	Date of grant of share options 購股權頒授日期	Exercise price of share options after subdivision of shares* 股份分拆後購股權行使價格* HK\$ 港幣	Number of share options 購股權數目			Exercise period of share options 購股權行使期限	Price of Company's share at exercise date of share options** 本公司股份於購股權行使日價格** HK\$ 港幣
			At 1 April 2001 於二零零一年四月一日	Exercised during the year 年內已行使	At 31 March 2002 於二零零二年三月三十一日		
Poon Kwan Chak 潘鈞澤	26 February 1998 一九九八年二月二十六日	0.720	3,300,000	(3,300,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	3.549
Ting Kit Chung 丁傑忠	28 May 1996 一九九六年五月二十八日	0.885	3,000,000	(3,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	3.078
	26 February 1998 一九九八年二月二十六日	0.720	3,100,000	(3,100,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	2.050
			6,100,000	(6,100,000)	—		
Other employees 其他僱員							
In aggregate 合共	26 February 1998 一九九八年二月二十六日	0.720	500,000	(300,000)	200,000***	1 July 1998 to 27 May 2002 一九九八年七月一日至二零零二年五月二十七日	3.950
			57,800,000	(57,600,000)	200,000		

* The number of options and exercise price per share have been adjusted to reflect the subdivision of each Company's share of HK\$0.10 into two shares of HK\$0.05 each, pursuant to the ordinary resolution passed by a special general meeting on 25 September 1997.

** The price of the Company's shares disclosed as at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all the exercises of options within the disclosure category.

*** These outstanding share options lapsed on 27 May 2002 subsequent to the balance sheet date.

* 購股權數目及每股行使價已被調整以反映一九九七年九月二十五日於特別股東會通過之普通決議關於本公司每股面值港幣0.10元股份分拆為兩股每股面值港幣0.05元之股份。

** 購股權行使日本公司股份價格為所有相同披露類別中所有購股權相對之股份加權平均股價。

*** 結算日後，於二零零二年五月二十七日，所有未行使購股權皆失效。

Share Option Scheme (continued)

Summary details of the Company's share option scheme are also set out in note 26 to the financial statements.

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for the cost thereof. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled/lapsed prior to their exercise date are deleted from the register of outstanding options.

Code of Best Practice

In the opinion of the directors, the Company complied with the Code of Best Practice (the "Code"), as set out in Appendix 14 of the Listing Rules of the Stock Exchange, throughout the accounting period covered by the annual report.

購股權計劃 (續)

本公司購股權計劃之匯總明細載於財務報表附註26。

本公司或本集團資產負債表皆無記錄已授予之購股權的財務影響直至有關購股權已被行使，同時損益表或資產負債表均無記錄有關購股權之成本。於購股權被行使時，所產生之股份使本公司股本相應增加股份相對之面值，而行使價超於股本面值的部份則反映於股本溢價賬中。未行使之購股權賬冊則按行使日前已被取銷或失效之購股權刪除。

最佳應用守則

董事會認為，本公司於本年報所述之會計期間均遵守根據聯交所《證券上市規則》附錄十四指引所載之《最佳應用守則》。

Audit Committee

Pursuant to the Code, the Company established an Audit Committee (the "Committee") on 15 March 1999. The members of the Committee comprise the two independent non-executive directors of the Group, Mr. Au Son Yiu and Mr. Cheng Shu Wing.

The terms of reference and duties have been laid down as a guideline for the Committee. The principal duties of the Committee include the review and supervision of the financial reporting process and internal controls. During the year, the Committee held two meetings to review the internal controls and annual results and provide recommendations to the board of directors.

Auditors

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

Poon Bun Chak

Chairman

Hong Kong, 19 July 2002

審核委員會

本公司遵照《最佳應用守則》，於一九九九年三月十五日成立審核委員會（「委員會」），其成員包括本公司之兩位獨立非執行董事，分別為區燦耀先生及鄭樹榮先生。

委員會備有明確之條文及職責細則作指引。委員會之主要職責包括審核本公司之財務報告及內部監控制度。於本年度內，已進行過兩次會議，審核公司之內部監控制度及年度財務報告，並向董事會提交意見。

核數師

安永會計師事務所任滿告退，惟本公司將於應屆股東週年大會上提呈續聘該核數師之決議案。

承董事會命

主席

潘彬澤

香港，二零零二年七月十九日



To the members

Texwinca Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 45 to 124 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 financial statements which give a true and fair view. In preparing financial statements 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 statements and to report our opinion to you.

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 an examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

致德永佳集團有限公司

(在百慕達註冊成立之有限公司)

列位股東

本核數師已根據香港審核標準，審核列載於本年報第45頁至124頁之財務報表。

董事及核數師之責任

貴公司董事須負責編製真實及公平之財務報表。在編製該等財務報表時，董事必須選擇並貫徹採用合適之會計政策。本核數師之責任乃根據審核工作之結果，對該等財務報表作出獨立意見，並向 貴股東報告。

意見基礎

本核數師乃根據香港會計師公會頒佈之審核準則進行審核。審核包括以抽查方式，審查財務報表所載數額及披露之有關證據，亦包括評估董事於編製財務報表期間提供之重要估計及判斷、所採用之會計政策是否適合 貴公司及 貴集團之狀況，是否貫徹使用及詳盡披露。

Basis of Opinion (continued)

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 financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2002 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

Hong Kong, 19 July 2002

意見基礎 (續)

本核數師在策劃及進行審核工作時，務求取得一切認為需要之資料及解釋，作為充份之證據，以合理地保證財務報表內並無重大之錯誤陳述。本核數師在作出意見時，亦評估財務報表內所載資料整體上是否足夠。本核數師相信審核工作已為本核數師之意見提供合理基礎。

意見

依本核數師意見，上述財務報表足以真實及公平地顯示 貴公司及 貴集團於二零零二年三月三十一日之財務狀況及 貴集團截至該日止年度內之溢利及現金流量，並根據香港公司條例有關資料披露之規定適當地編製。

執業會計師

安永會計師事務所

香港，二零零二年七月十九日

Consolidated Profit and Loss Account 綜合損益表

Year ended 31 March 2002

截至二零零二年三月三十一日止年度

		Notes	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
		附註		
TURNOVER	營業額	5	4,720,333	4,309,436
Cost of sales	銷售成本		(3,244,939)	(3,091,540)
Gross profit	毛利		1,475,394	1,217,896
Other revenue and gains	其他收入及收益	5	29,686	29,581
Selling and distribution costs	銷售及分銷費用		(656,710)	(483,880)
Administrative expenses	行政費用		(311,711)	(274,491)
Other operating expenses	其他營運費用		(5,241)	(8,631)
PROFIT FROM OPERATING ACTIVITIES	經常業務溢利	6	531,418	480,475
Share of profit of an associate	應佔聯營公司溢利		62,157	56,299
Finance costs	財務費用	8	(5,770)	(6,229)
PROFIT BEFORE TAX	除稅前溢利		587,805	530,545
Tax	稅項	9	(29,501)	(59,089)
PROFIT BEFORE MINORITY INTERESTS	未計少數股東 權益前溢利		558,304	471,456
Minority interests	少數股東權益		(28,197)	(7,568)
NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS	股東應佔經常業務 溢利淨額	10, 27	530,107	463,888
DIVIDENDS	股息	11		
Interim	中期		101,812	76,422
Proposed final	擬派末期		158,838	114,903
			260,650	191,325
EARNINGS PER SHARE (HK cents)	每股盈利 (港幣仙)	12		
Basic	基本		41.5	36.3
Diluted	攤薄後		40.3	35.7

Consolidated Statement of Recognised Gains and Losses 已確認收益虧損綜合計算表

Year ended 31 March 2002

截至二零零二年三月三十一日止年度

		2002	2001
	Notes	HK\$'000	HK\$'000
	附註	港幣千元	港幣千元
Exchange differences on translation of the financial statements of foreign entities	27	(2,720)	(456)
Net losses not recognised in the profit and loss account		(2,720)	(456)
Net profit from ordinary activities attributable to shareholders		530,107	463,888
Total recognised gains and losses		527,387	463,432

Consolidated Balance Sheet 綜合資產負債表

31 March 2002

二零零二年三月三十一日

			2002	2001
		Notes	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元 (Restated) (經修訂)
NON-CURRENT ASSETS				
非流動資產				
Fixed assets	固定資產	13	851,470	777,500
Investment properties	投資物業	14	29,260	29,600
Construction in progress	在建工程	15	124,971	9,605
Trademarks	商標	16	41,478	44,211
Interest in an associate	於聯營公司之權益	17	126,897	97,701
Rental deposits	租金按金		65,905	40,638
			1,239,981	999,255
CURRENT ASSETS				
流動資產				
Inventories	存貨	19	528,013	629,185
Trade and bills receivables	應收賬款及應收票據	20	334,921	401,660
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款		134,068	155,494
Cash and cash equivalents	現金及現金等價物	21	556,592	354,781
			1,553,594	1,541,120
CURRENT LIABILITIES				
流動負債				
Due to an associate	應付聯營公司	18	21,945	7,730
Trade and bills payables	應付賬款及應付票據	22	437,942	524,025
Other payables and accrued liabilities	其他應付及應計負債		147,368	162,660
Tax payable	應付稅項		37,506	77,591
Interest-bearing bank borrowings	附息銀行貸款	23	19,455	34,472
			664,216	806,478
NET CURRENT ASSETS	流動資產淨額		889,378	734,642

Consolidated Balance Sheet 綜合資產負債表 (continued 續)

31 March 2002

二零零二年三月三十一日

			2002	2001
		Notes	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元 (Restated) (經修訂)
TOTAL ASSETS LESS	總資產減流動負債			
CURRENT LIABILITIES			2,129,359	1,733,897
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank loans	附息銀行貸款	24	39,538	15,114
Deferred tax	遞延稅項	25	28,191	24,479
			67,729	39,593
MINORITY INTERESTS	少數股東權益		36,971	8,046
			2,024,659	1,686,258
CAPITAL AND RESERVES	股本及儲備			
Issued capital	已發行股本	26	66,183	63,662
Reserves	儲備	27	1,799,638	1,507,693
Proposed final dividend reserve	擬派末期股息儲備	11	158,838	114,903
			2,024,659	1,686,258

Poon Bun Chak
Director

Ting Kit Chung
Director

董事
潘彬澤

董事
丁傑忠

Consolidated Cash Flow Statement 綜合現金流量表

Year ended 31 March 2002

截至二零零二年三月三十一日止年度

		Notes	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
		附註		
NET CASH INFLOW FROM OPERATING ACTIVITIES	經營所得現金 流入淨額	29(a)	778,364	566,697
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	投資回報 及融資費用			
Interest received	已收利息		8,917	10,151
Interest paid	已付利息		(5,770)	(6,210)
Interest element of finance lease rental payments	融資租約 租金利息		—	(19)
Dividends paid	已付股息		(216,715)	(153,037)
Dividends received from an associate	收聯營公司股息		32,000	25,000
Net cash outflow from returns on investments and servicing of finance	投資回報及融資 費用現金流出淨額		(181,568)	(124,115)
TAX	稅項			
Hong Kong and The PRC taxes paid	已付香港及 中國之稅項		(64,913)	(25,258)
Net taxes paid	已付稅項淨額		(64,913)	(25,258)
INVESTING ACTIVITIES	投資活動			
Purchases of fixed assets	購置固定資產		(228,602)	(189,220)
Additions to trademarks	商標支出		(171)	(149)
Additions to construction in progress	在建工程支出		(115,360)	(10,790)
Proceeds from disposal of fixed assets	出售固定資產收入		2,103	1,854
Increase in long term rental deposits	長期租約按金增加		(25,267)	(20,432)
Net cash outflow from investing activities	投資活動現金 流出淨額		(367,297)	(218,737)

Consolidated Cash Flow Statement 綜合現金流量表 (continued 續)

Year ended 31 March 2002

截至二零零二年三月三十一日止年度

	Notes 附註	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
NET CASH INFLOW BEFORE FINANCING ACTIVITIES		164,586	198,587
FINANCING ACTIVITIES			
Issue of new shares on exercise of share options	購股權行使 所發售新股	44,772	1,966
Payments on repurchase of own shares	購回公司股份支出	(17,043)	(13,147)
New bank loans	新銀行貸款	70,163	48,497
Repayment of bank loans	償還銀行貸款	(62,383)	(85,068)
Capital element of finance lease rental payments	融資租約租金之 資本部份	—	(1,848)
Net cash inflow/(outflow) from financing activities	融資活動之現金 流入／(流出)淨額	35,509	(49,600)
INCREASE IN CASH AND CASH EQUIVALENTS		200,095	148,987
Cash and cash equivalents at beginning of year	年初之現金及 現金等價物	354,562	205,495
Foreign exchange adjustments	外匯調整	89	80
CASH AND CASH EQUIVALENTS AT END OF YEAR		554,746	354,562
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	現金及銀行結存	103,749	102,698
Non-pledged time deposits with original maturity of less than three months when acquired	到期日少於3個月 之無抵押 定期存款	452,843	252,083
Less: Bank overdrafts	減：銀行透支	(397)	(219)
Trust receipt loans	信託收據貸款	(1,449)	—
		554,746	354,562

Company Balance Sheet 公司資產負債表

31 March 2002

二零零二年三月三十一日

			2002	2001
		Notes	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元 (Restated) (經修訂)
NON-CURRENT ASSETS 非流動資產				
Interest in subsidiaries	於附屬公司之權益	28	723,412	795,750
CURRENT ASSETS 流動資產				
Prepayments and other receivables	預付款及其他應收賬款		286	989
Dividend receivable	應收股息		261,000	115,000
Cash and cash equivalents	現金及現金等價物	21	30	424
			261,316	116,413
CURRENT LIABILITIES 流動負債				
Accrued liabilities	應計負債		1,003	492
Tax payable	應付稅項		35	—
			1,038	492
NET CURRENT ASSETS 流動資產淨額				
			260,278	115,921
CAPITAL AND RESERVES 股本及儲備				
Issued capital	已發行股本	26	66,183	63,662
Reserves	儲備	27	758,669	733,106
Proposed final dividend reserve	擬派末期股息儲備	11	158,838	114,903
			983,690	911,671

Poon Bun Chak
Director

Ting Kit Chung
Director

董事
潘彬澤

董事
丁傑忠

Notes to Financial Statements 財務報表附註

31 March 2002

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1. CORPORATE INFORMATION

The registered office of Texwinca Holdings Limited is situated at Clarendon House, Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the following principal activities:

- Production, dyeing and sale of knitted fabric
- Production, dyeing and sale of yarn
- Retail and distribution of casual apparel and accessory
- Provision of franchise services
- Provision of repair and maintenance services for motors and generators, and trading of generators

In the opinion of the directors, the ultimate holding company is Farrow Star Limited, which is incorporated in the British Virgin Islands.

1. 公司資料

德永佳集團有限公司註冊辦事處為 Clarendon House, Church Street, Hamilton HM11, Bermuda。

於本年度，集團主要經營以下業務：

- 針織布之產銷及整染
- 棉紗之產銷及整染
- 便服及飾物之零售及分銷
- 特許經營服務
- 汽車及發電機之維修保養及發電機銷售

按董事之意見，最終控股公司為於英屬處女群島成立之 Farrow Star Limited。

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”)

The following recently-issued and revised SSAPs and related Interpretations are effective for the first time for the current year’s financial statements:

- SSAP 9 (Revised): “Events after the balance sheet date”
- SSAP 14 (Revised): “Leases”
- SSAP 18 (Revised): “Revenue”
- SSAP 26: “Segment reporting”
- SSAP 28: “Provisions, contingent liabilities and contingent assets”
- SSAP 29: “Intangible assets”
- SSAP 30: “Business combinations”
- SSAP 31: “Impairment of assets”
- SSAP 32: “Consolidated financial statements and accounting for investments in subsidiaries”
- Interpretation 12: “Business combinations — Subsequent adjustment of fair values and goodwill initially reported”
- Interpretation 13: “Goodwill — continuing requirements for goodwill and negative goodwill previously eliminated against/credited to reserves”

2. 新訂及經修訂之會計實務準則之影響

本年度首次生效以用於編製財務報表之新訂及經修訂之會計實務準則及有關詮釋如下：

- 會計實務準則第九號（經修訂）：「結算日後事項」
- 會計實務準則第十四號（經修訂）：「租賃」
- 會計實務準則第十八號（經修訂）：「收入」
- 會計實務準則第廿六號：「分類報告」
- 會計實務準則第廿八號：「準備、或有負債及或有資產」
- 會計實務準則第廿九號：「無形資產」
- 會計實務準則第三十號：「業務合併」
- 會計實務準則第三十一號：「資產減值」
- 會計實務準則第三十二號：「綜合財務報表及投資於附屬公司的會計處理」
- 詮釋第十二號：「業務合併 — 最初呈報之公平價值及商譽之其後調整」
- 詮釋第十三號：「商譽 — 有關於前期已計入儲備的商譽及負商譽之持續要求」

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group's accounting policies and on the amounts disclosed in these financial statements of adopting these SSAPs and Interpretations are summarised as follows:

SSAP 9 (Revised) prescribes which type of events occurring after the balance sheet date require adjustment to the financial statements, and which require disclosure, but no adjustment. Its principal impact on these financial statements is that the proposed final dividend which is not declared and approved until after the balance sheet date, is no longer recognised as a liability at the balance sheet date, but is disclosed as an allocation of retained profits on a separate line within the capital and reserves section of the balance sheet. The prior year adjustment arising from the adoption of this SSAP is detailed in note 11 to the financial statements.

2. 新訂及經修訂之會計實務準則之影響 (續)

此等會計實務準則及相關詮釋規定了新訂會計核算及披露方式。該等對財務報表有重大影響之會計實務準則及詮釋並對本集團之會計政策及在此財務報告中披露之數額有重大影響概述如下：

會計實務準則第9號(經修訂)分別訂明有關須對財務報表作調整以及只須予披露而毋須作調整之結算日後事項之類別。該準則對本財務報表之主要影響為，於結算日後始予宣派及批准之擬派末期股息，將不再列賬為結算日之負債，唯會成為資產負債表中股本及儲備項下之獨立分項，披露為一項保留盈利之分配。因採納此項新會計實務準則須作出往年調整，詳見財務報表附註11。

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 14 (Revised) prescribes the basis for lessor and lessee accounting for finance and operating leases, and the required disclosures in respect thereof. The revised SSAP requirements have not had a material effect on the amounts previously recorded in the financial statements, and therefore no prior year adjustment has been required. The disclosure changes under this SSAP have resulted in changes to the detailed information disclosed for operating leases, which are further detailed in note 31 to the financial statements.

SSAP 18 (Revised) prescribes the recognition of revenue and was revised as a consequence of the revision to SSAP 9 described above. Proposed final dividends from subsidiaries that are declared and approved by the subsidiaries after the balance sheet date are no longer recognised in the Company's own financial statements for the year. This revised SSAP has not had a major impact on these financial statements.

2. 新訂及經修訂之會計實務準則之影響 (續)

會計實務準則第14號(經修訂)訂明融資及經營租約之出租人及承租人之會計方法基準，連同有關披露規定。經修訂之會計實務準則規定對以往記錄於財務報表之數額並無重大影響，故毋須作出過往年度調整。此香港會計實務準則項下披露方法之變動導致經營租約之詳細披露資料有所改變，詳見財務報表附註31。

會計實務準則第18號(經修訂)訂明收益確認方法，並因上述會計實務準則第9號之修訂而須作出相應修訂。附屬公司於結算日後宣派及批准之擬派末期股息，將不再於本公司本年度財務報表中確認。此項經修訂會計實務準則對於本財務報表並無重大影響。

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 26 prescribes the principles to be applied for reporting financial information by segment. It requires that management assesses whether the Group's predominant risks or returns are based on business segments or geographical segments and determines one of these bases to be the primary segment information reporting format, with the other as the secondary segment information reporting format. The impact of this SSAP is the inclusion of significant additional segment reporting disclosures which are set out in note 4 to the financial statements.

SSAP 28 prescribes the recognition criteria and measurement bases to apply to provisions, contingent liabilities and contingent assets, together with the required disclosures in respect thereof. This SSAP has not had a major impact on these financial statements.

2. 新訂及經修訂之會計實務準則之影響 (續)

會計實務準則第26號訂明分類報告財務資料所應用之原則。該準則要求管理層作出評估，決定本集團之主要風險或回報是基於業務分類，還是基於地區分類，並將其中一種定為主要分類資料申報方式，另一種定為次要分類資料申報方式。該會計實務準則之影響在於需加入重大額外分類資料申報披露內容，詳見財務報表附註4。

會計實務準則第28號訂明適用於撥備、或有負債及或有資產之確認標準及量度基準，連同有關披露規定。此項會計實務準則對本財務報表並無重大影響。

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 29 prescribes the recognition and measurement criteria for intangible assets, together with the disclosure requirements. The adoption of this SSAP has resulted in no change to the previously adopted accounting treatment for intangible assets and the additional disclosures that it requires have not been significant for these financial statements. The impact of this SSAP is the change in estimated useful lives of intangible assets from 30 years to 20 years and the effect of such change in an accounting estimate is detailed in note 3 to the financial statements.

SSAP 30 prescribes the accounting treatment for business combinations, including the determination of the date of acquisition, the method for determining the fair values of the assets and liabilities acquired, and the treatment of goodwill or negative goodwill arising on acquisition. This SSAP requires the disclosure of goodwill and negative goodwill in the non-current assets section of the consolidated balance sheet. It requires that goodwill is amortised to the consolidated profit and loss account over its estimated useful life. Negative goodwill is recognised in the profit and loss account depending on the circumstances from which it arose, as further described in the accounting policy for negative goodwill disclosed in note 3 to the financial statements. Interpretation 13 prescribes the application of SSAP 30 to goodwill arising from acquisitions in previous years which remains eliminated against consolidated reserves. The adoption of the SSAP and Interpretation 13 has not resulted in a prior year adjustment. The required new disclosures were included in notes 17 and 27 to the financial statements.

2. 新訂及經修訂之會計實務準則之影響 (續)

會計實務準則第29號訂明無形資產之確認及量度準則，連同有關之披露規定。採納此項會計實務準則並無導致過往就無形資產所採納之會計處理方式有所改變，而額外之披露規定對本財務報表而言亦並不重大。此項會計實務準則之影響，是無形資產之估計可使用年期由30年改為20年，而該項轉變之影響詳載於財務報表附註3。

會計實務準則第30號訂明企業合併之會計處理方式，包括釐定收購日期、所購入資產與負債公平價值之釐定方法，以及收購時所產生商譽及負商譽之處理方式。該會計實務準則規定，商譽及負商譽須撥歸綜合資產負債表中非流動資產項下披露。該準則規定，商譽須按其估計可用年期於綜合損益賬內計算攤銷。負商譽則視乎導致其產生之情況於損益賬內確認入賬（進一步詳情見財務報表附註3有關負商譽之會計政策）。詮釋13訂明會計實務準則第30號對過往年度收購所產生商譽之應用，有關商譽乃持續於綜合儲備撇銷。採納該項會計實務準則及詮釋13並無導致作出過往年度調整。有關之新額外披露規定載列於財務報表附註17及27。

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2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 31 prescribes the recognition and measurement criteria for impairments of assets. The SSAP is required to be applied prospectively and therefore, has had no effect on amounts previously reported in prior year financial statements.

SSAP 32 prescribes the accounting treatment and disclosures for the preparation and presentation of consolidated financial statements, and has had no significant impact on the preparation of these financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the remeasurement of certain fixed assets and investment properties, as further explained below.

2. 新訂及經修訂之會計實務準則之影響 (續)

會計實務準則第31號訂明資產減值之確認及量度準則。該會計實務準則乃是用於將來賬目，故對往年財務報表已申報之金額概不構成影響。

會計實務準則第32號訂明編製及呈示綜合財務報表之會計方法或披露規定，對該等財務報表之編製方法概不構成重大影響。

3. 主要會計政策摘要

會計基準

財務報表乃根據會計實務準則、香港公認會計準則及香港公司法有關資料披露之規定而編撰。除部份固定資產及投資物業重新釐定價值，財務報表乃按原始成本法編撰，有關詳細資料載於下文。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2002. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Subsidiaries

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

Interest in subsidiaries are stated at cost less any impairment losses.

Associates

An associate is a company, not being a subsidiary, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

3. 主要會計政策摘要 (續)

綜合基準

綜合財務報表包括本公司及各附屬公司截至二零零二年三月三十一日止年度之財務報表。於本年度內收購或出售之附屬公司之業績分別由其實際收購日期起或截至出售日期止綜合計算。所有本集團內部重大交易及結餘均於綜合時對消。

附屬公司

附屬公司乃本公司直接或間接地控制其財務及營運政策，藉以從其業務得益之公司。

於附屬公司權益按原值入賬，撇減任何減值損失。

聯營公司

聯營公司乃附屬公司以外，本集團長期持有其實質擁有投票權不少於20%及本集團之地位足以對其發揮相當影響力之公司。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Goodwill

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

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life. In the case of associates, any unamortised goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

3. 主要會計政策摘要 (續)

聯營公司 (續)

本集團應佔聯營公司收購日後之業績及儲備，已分別列入綜合損益表及綜合儲備內，而本集團於聯營公司權益則按本集團應佔之資產淨值按權益法計算減去減值損失，列入綜合資產負債表內。

商譽

收購附屬公司及聯營公司所產生之商譽指收購成本超逾本集團所佔於收購日期所收購之可識別資產與負債之公平價值之數。

收購所產生之商譽乃於綜合資產負債表中以資產確認，並按其估計可用年期作直線攤銷。如屬聯營公司，任何未經攤銷之商譽乃包括在其賬面金額之內，而非在綜合資產負債表中作獨立識別資產。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

In prior years, goodwill arising on the acquisition of an associate was eliminated against consolidated reserves in the year of acquisition. The Group has adopted the transitional provision of SSAP 30 that permits goodwill on acquisitions which occurred prior to 1 April 2001, to remain eliminated against consolidated reserves. Goodwill on subsequent acquisitions is treated according to the new accounting policy above.

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

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

3. 主要會計政策摘要 (續)

商譽 (續)

在過往年度，收購聯營公司所產生之商譽乃於收購年度之綜合儲備撇銷，本集團已採納會計實務準則第30號之過渡性條款，有關條款准許在二零零一年四月一日之前發生之收購所產生之商譽，維持在綜合儲備撇銷，其後收購所產生之商譽乃根據上文所述之新會計政策處理。

出售附屬公司或聯營公司時，出售損益乃參照出售當日資產淨值計算，包括仍未攤銷商譽或任何有關儲備(如適用)之應佔金額。凡先前於收購當時於綜合儲備撇銷之任何應佔商譽乃予撥回並列入出售損益之計算當中。

商譽之賬面額，包括維持在綜合儲備撇銷之商譽，乃作每年審閱，並會視乎情況需要作減值撇減。先前已確認之商譽減值虧損不予撥回，除非有關減值虧損乃因性質特殊且預期不會再度發生之特定外界事件所引致，而其後發生之外界事件亦扭轉該事件之影響。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill

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

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

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

3. 主要會計政策摘要 (續)

負商譽

收購附屬公司及聯營公司所產生負商譽指本集團所佔於收購日期所收購之可識別資產與負債之公平價值超逾收購成本之數。

倘若負商譽乃與本集團收購計劃中已識別及能可靠衡量之預期未來虧損及開支有關，惟並非指截至收購日期之可識別負債，該部份之負商譽乃於確認未來虧損及開支時於綜合損益賬確認為收入。

負商譽並非與截至收購日期之可識別預期未來虧損及開支有關，乃於可識別之已購入須作出折舊／攤銷之資產之餘下平均使用年期內，有系統地於綜合損益賬確認入賬。凡超逾所購入之非貨幣資產之公平價值之負商譽乃即時確認為收入。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill (continued)

In the case of associates, any negative goodwill not yet recognised in the profit and loss account is included in the carrying amount thereof, rather than as a separately identified item on the consolidated balance sheet.

In prior years, negative goodwill arising on the acquisition of a subsidiary was credited to the consolidated reserves in the year of acquisition. The Group has adopted the transitional provision of SSAP 30 that permits negative goodwill on acquisitions which occurred prior to 1 April 2001, to remain credited to the consolidated reserves. Negative goodwill on subsequent acquisitions is treated according to the new accounting policy above.

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

3. 主要會計政策摘要 (續)

負商譽 (續)

收購聯營公司所產生並未於損益賬確認入賬之負商譽，乃計入該聯營公司之賬面值中，而非在綜合資產負債表中獨立呈列為一識別項目。

在過往年度，收購附屬公司所產生之負商譽乃計入收購年度之綜合儲備，本集團已採納會計實務準則第30號之過渡性條款，有關條款准許在二零零一年四月一日之前發生之收購所產生之負商譽，維持計入綜合儲備，其後收購所產生之負商譽乃根據上文所述之新會計政策處理。

出售附屬公司或聯營公司時，出售損益乃參照出售當日資產淨值計算，包括仍未於綜合損益賬確認之負商譽或任何有關儲備(如適用)之應佔金額。任何過往於收購時計入綜合儲備之應佔負商譽均予撥回及於計算出售盈虧時包括在內。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets

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

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

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years.

3. 主要會計政策摘要 (續)

資產減值

於各結算日進行評估，以決定是否有任何顯示任何資產出現減值，或有任何顯示往年度已確認之減值虧損不再存在或已減少。倘有任何該等顯示存在，該資產之可收回值須予以評估。資產之可收回值定為資產之使用價值與銷售淨值之較高者。

減值虧損僅於資產賬面值超出其可收回值時予以確認。減值虧損於其產生之期間在損益賬內扣除，惟當該資產以重估值為其賬面值時，減值虧損則按重估資產之有關會計政策入賬。

僅於資產之估計可收回值出現變動時，過往已確認之減值虧損方予以撥回，然而，倘往年度該資產並無已確認之減值虧損，則撥回金額不得超過資產扣除任何折舊／攤銷之賬面值。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets (continued)

A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Fixed assets and depreciation

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

3. 主要會計政策摘要 (續)

資產減值 (續)

撥回之減值虧損於其產生之期間計入損益賬內，惟當該資產以重估值為其賬面值時，減值虧損則按重估資產之有關會計政策入賬。

固定資產及折舊

除投資物業及在建工程外，固定資產均按原值或估值減累計折舊入賬。資產之成本包括資產之購買價及將資產達至運作狀況及地點及作計劃用途之任何直接應計成本。固定資產投入運作後之開支(如維修及保養之費用)，一般在產生期間於損益賬中扣除。當明顯證明上述開支已致使預期日後因使用該固定資產而取得之經濟利益增加，則該開支會作資本化，列為該固定資產之增加成本。

Notes to Financial Statements 財務報表附註 *(continued 續)*

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Fixed assets and depreciation *(continued)*

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

Leasehold land	Over the remaining lease terms
Buildings	25 years or over the terms of the lease, if shorter
Leasehold improvements	Over the terms of the lease
Plant and machinery	10 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 years
Yacht	5 years

The gain or loss on disposal or retirement of a fixed asset recognised in the profit and loss account is the difference between the net sales proceeds and the carrying amount of the relevant asset. On disposal or retirement of a revalued asset, the attributable revaluation surplus not previously dealt with in retained profits is transferred directly to retained profits.

3. 主要會計政策摘要 *(續)*

固定資產及折舊 *(續)*

折舊之計算方法乃按個別資產之估計可使用年期以直線法撇銷其原值或估值。估計可使用期如下：

租賃土地	按餘下之租約年期
樓宇	25年或租約年期 (倘為較短者)
租賃樓宇裝修	按租約年期
廠房設備及機械	10年
傢俬、裝置及辦公室設備	5年
汽車	5年
遊艇	5年

於損益表中入賬關於固定資產在出售或棄用時之收益或虧損，乃出售所得款項淨額與有關資產結存值之差額。於出售或棄用已重估之資產時，原先無撥入保留溢利之應佔重估增值均直接撥入保留溢利。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Construction in progress

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction. Construction in progress is reclassified to the appropriate category of fixed assets when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties are not depreciated and are stated at their open market values on the basis of an annual professional valuation performed at the end of each financial year. Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged.

3. 主要會計政策摘要 (續)

在建工程

在建工程指一座在建樓宇，其乃按成本值減任何減值虧損列賬，且不予折舊。成本為直接建築成本。於落成後及可供使用時，在建工程已重新分類為適當類別的固定資產。

投資物業

投資物業乃已完成建築及發展工程並擬長期持有作投資用途之土地及樓宇權益，任何租金收入乃按市場價格釐定。此等物業不予折舊，並於每年年結按專業估值基準以其公開市值入賬。投資物業價值之變動將計入投資物業重估儲備。如儲備總額不足以抵銷減值，則差額會於損益賬內扣除，之後任何估值溢價也直接反映於損益表中，直至完全抵補以往反映於損益表的不足額為止。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties (continued)

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

Trademarks

Trademarks are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on a straight-line basis to write off the cost of each trademark over its estimated useful life of 20 years.

In prior years, amortisation for each trademark was calculated over its estimated useful life of 30 years. The Group has adopted the transitional provision of SSAP 29 that permits no restatement of the carrying amounts of the intangible assets for any difference between the accumulated amortisation in prior years and that calculated under SSAP 29 based on revised 20 years of useful life and the brought forward carrying amounts of the trademarks should be amortised over its remaining useful life as determined under SSAP 29 upon adoption of this SSAP. This change in an accounting estimate resulted in an increase in an amortisation charge of trademarks for the year by HK\$1,147,000.

3. 主要會計政策摘要 (續)

投資物業 (續)

投資物業於出售時，過往估值變現列入投資物業重估儲備賬內之部份須列入損益賬內計算。

商標

商標乃成本值減累積攤銷及任何減損列賬。攤銷以直線法進行，按估計可使用年期20年撇銷每項商標成本。

於往年度，每項商標按照估計可使用年期30年計算攤銷。本集團已經採用會計實務準則第29號的過渡性條款，即就往年度累計攤銷及根據會計實務準則第29號以經修訂的估計可使用年期20年計算所得的累計攤銷差異，毋須重新呈列無形資產的帳面值。於採納本會計實務準則後商標之承前賬面值須按會計實務準則第29號釐定之餘下可使用年期攤銷。該項會計估計數字變動引致現年度商標攤銷開支增加達港幣1,147,000元。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases

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

Inventories

Inventories are stated at the lower of cost and net realisable value. For fabric and yarn, cost is determined on a weighted average basis and for work in progress and finished goods, cost comprises direct materials, direct labour and an appropriate proportion of overheads. For casual apparel and accessories, cost is determined on a weighted average basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less further costs expected to be incurred to completion and disposal or to make the sale.

3. 主要會計政策摘要 (續)

經營租賃

凡出租人實際上仍保留資產擁有權之絕大部分收益及風險之租賃，均以經營租賃入賬。倘本集團為出租人，本集團按經營租賃之資產列作非流動資產及該等經營租賃之應收租金乃按租賃年期，以直線法計入損益賬。倘本集團為承租人，則按經營租賃應付之租金按租賃年期以直線法在損益賬中扣除。

存貨

貨物乃按原值或可變現淨值二者之較低者入賬。布和紗方面，成本乃按加權平均法計算。半成品與成品之成本包括直接材料、直接工資及適當比例之間接費用。另外有關便服及飾物成本則以加權平均法計算，並包括所有購進費用及其他將貨物送達至目前地點及保持狀況之成本。可變現淨值乃根據預算銷售價減去於完成及出售所需之成本計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Trade receivables

Trade receivables, which generally have credit terms of 90 days, are recognised and carried at original invoice amount less an allowance for any amounts deemed uncollectible by the directors. A provision for doubtful debt is estimated when the collection of the full amount is deemed no longer probable. Bad debts and provisions for doubtful debts are charged to the profit and loss account as incurred.

Deferred tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

Cash equivalents

For the purpose of the consolidated cash flow statement, cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired, less advances from banks repayable within three months from the date of the advance. For the purpose of balance sheets classification, cash equivalents represent assets similar in nature to cash, which are not restricted as to use.

3. 主要會計政策摘要 (續)

應收賬款

應收賬款一般賬期為90天，入賬乃按發票原本金額減去董事認為不能收回之數準備。呆賬撥備乃按估計之不可能收回全數撥備，並按有關壞賬及呆賬產生時間反映於財務損益賬中。

遞延稅項

遞延稅項乃採用負債法就所有重大時差於可見將來可能引起之負債而提撥準備。除非遞延稅項資產肯定會出現，否則不予確認。

現金等價物

對於綜合現金流量表，現金等價物即年期短而變現能力高之投資(可隨時兌換為已知金額之現金及投資期在三個月內)，減去須於三個月內(由提供墊款之日起計)償還之銀行墊款。對於資產負債表分類，現金等價物為與現金本質相同及其運用不受限制之資產。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

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

3. 主要會計政策摘要 (續)

收益確認

倘本集團可能獲得經濟利益及當收益可按下列基準作可靠計算時，則收益確認入賬：

- (a) 如銷售貨品，則當擁有權之重大風險及收益轉移至買方，惟本集團並不對所出售貨品保持與擁有權有關之管理層參與，亦無實際控制該等貨品；
- (b) 如提供服務，則當該等服務提供時；
- (c) 租金收入，按照租約之條款；
- (d) 特許經營收入，按特許經營協議之合約規定付款期；
- (e) 利息收入，以本金及應計利率按時間比例計算；及
- (f) 股息，則當確定股東收取款項之權利時。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

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

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

In previous years, the Company recognised its proposed final dividend to shareholders, which was declared and approved after the balance sheet date, as a liability in its balance sheet. The revised accounting treatment for dividends resulting from the adoption of SSAP 9 (Revised) has given rise to prior year adjustments in both the Group's and the Company's financial statements, further details of which are included in note 11 to the financial statements.

3. 主要會計政策摘要 (續)

股息

董事建議派付之末期股息於資產負債表之資本及儲備項下重新分類，列作保留溢利之獨立分配，直至股東於股東週年大會批准派付該等股息。倘該等股息獲股東批准，並予以宣派，則確認為負債入賬。

中期股息由本公司同時建議及宣派，因本公司之組織章程大綱及細則及章程授權董事宣派中期股息之權利。故此，中期股息於建議派付及宣派時隨即確認為負債。

往年度，本公司在資產負債表，就向股東建議派發之末期股息（結算日後獲宣派及批准之股息），確認為負債。就採納會計實務準則第9號（經修訂）而產生之股息所作之經修訂會計處理方法，引致本集團及本公司財務報表須作往年調整，有關詳情載於財務報表附註11。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all of its employees in Hong Kong. The Scheme has operated since 1 December 2000. Contributions are made based on a percentage of the employees' relevant income as defined in the MPF Ordinance and are charged to the profit and loss account as they become payable in accordance with the rules of the Scheme. The assets of the Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the Scheme.

Foreign currencies

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

3. 主要會計政策摘要 (續)

退休福利計劃

本集團按強制性公積金計劃條例(「公積金條例」)為香港僱員提供固定供款退休福利計劃(「有關計劃」)。有關計劃於二零零零年十二月一日生效，供款按僱員有關收入(註釋於公積金條例)之某一百分比計算，有關供款按有關計劃規則於到期付款時反映於財務損益賬中。有關計劃之資產寄存於獨立管理之基金中，與集團資產分開。本集團僱主之供款於按有關計劃供款時，已完全屬於僱員擁有。

外幣

外幣交易按個別交易日之適用匯率計算。於結算日，以外幣結算之貨幣資產及負債均按該日之適用匯率換算。匯兌差額均列入損益表。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

On consolidation, the financial statements of subsidiaries denominated in foreign currencies are translated into Hong Kong dollars at the applicable rates of exchange ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

Related parties

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

4. SEGMENT INFORMATION

SSAP 26 was adopted during the year, as detailed in note 2 to the financial statements. Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

3. 主要會計政策摘要 (續)

外幣 (續)

於綜合時，以外幣結算之附屬公司財務報表均按結算日之適用匯率換算為港元。匯兌差價列入外匯變動儲備。

關連人士

關連人士乃指其中一方能直接或間接控制另外一方，或能對另一方之財務或運作決策施予重大之影響。有關人士亦將被視為關連，如該等人士是受到共同的控制或重大影響。關連人士可以是個人或公司。

4. 分類資料

於本年度，本集團已採納會計實務準則第26條，詳情載於財務報表附註2。分類資料乃按兩種分類方式呈列：(i)主要分類呈報方式乃按業務分類；及(ii)次要分類呈報方式乃按地域分類。

Notes to Financial Statements 財務報表附註 *(continued 續)*

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4. SEGMENT INFORMATION *(continued)*

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

- (a) the production, dyeing and sale of knitted fabric and yarn segment;
- (b) the casual apparel and accessory retailing and distribution segment; and
- (c) the corporate and other segment comprises the motor and generator repair and maintenance and trading segment and the franchise services segment.

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the markets, and assets are attributed to the segments based on the location of the assets.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 分類資料 *(續)*

本集團之營運業務劃分乃按其業務性質、產品及服務分類。集團每一個業務分類代表該策略性業務之產品及服務之風險回報與其他業務不同，業務分類之匯總明細如下：

- (a) 針織布及棉紗之產銷及整染分類；
- (b) 便服及飾物零售及分銷分類；及
- (c) 公司及其他分類主要包含汽車及發電機之維修保養及銷售分類和特許經營分類。

集團地域分類之決定，乃按收入及業績之來源市場地域分類，而資產則按資產之所在地分類。

內部分類銷售及轉撥交易之售價乃參照售予第三者之現市場價格。

Notes to Financial Statements 財務報表附註 (continued 續)

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4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(a) Business segments

The following table presents revenue and profit information for the Group's business segments:

(a) 業務分類

下表為本集團業務分類之收入及溢利資料：

Group		集團									
		Production, dyeing and sale of knitted fabric and yarn 針織布及棉紗之產銷及整染		Casual apparel and accessory retailing and distribution 便服及飾物零售及分銷		Corporate and other 公司及其他		Eliminations 對銷		Consolidated 綜合	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Segment revenue:	分類收入：										
Sales to external customers	售予集團外客戶	2,688,219	2,592,600	1,994,386	1,682,424	37,728	34,412	—	—	4,720,333	4,309,436
Intersegment sales	內部分類銷售	—	—	—	—	3,300	3,718	(3,300)	(3,718)	—	—
Other revenue	其他收入	11,383	12,853	9,491	6,669	1,065	28	(1,170)	(120)	20,769	19,430
Total	合計	2,699,602	2,605,453	2,003,877	1,689,093	42,093	38,158	(4,470)	(3,838)	4,741,102	4,328,866
Segment results	分類業績	438,812	378,771	75,373	88,992	9,002	3,958	(686)	(1,397)	522,501	470,324
Interest income	利息收入										
Profit from operating activities	經常業務溢利										
Share of profit of an associate	應佔聯營公司溢利										
Finance costs	財務費用										
Profit before tax	除稅前溢利										
Tax	稅項										
Profit before minority interests	未計少數股東權益前溢利										
Minority interests	少數股東權益										
Net profit from ordinary activities attributable to shareholders	股東應佔經常業務溢利淨額										

Notes to Financial Statements 財務報表附註 (continued 續)

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4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(a) Business segments (continued)

(a) 業務分類 (續)

The following table presents certain asset, liability and expenditure information for the Group's business segments:

下表為本集團業務分類之部份資產、負債及開支資料：

Group

集團

		Production, dyeing and sale of knitted fabric and yarn 針織布及棉紗之產銷及整染		Casual apparel and accessory retailing and distribution 便服及飾物零售及分銷		Corporate and other 公司及其他		Eliminations 對銷		Consolidated 綜合	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Segment assets	分類資產	1,924,910	2,028,409	587,145	521,150	83,451	96,902	(381,671)	(455,870)	2,213,835	2,190,591
Interests in an associate	於聯營公司之權益	—	—	—	—	—	—	—	—	126,897	97,701
Unallocated assets	未分配資產	—	—	—	—	—	—	—	—	452,843	252,083
Total assets	總資產	1,924,910	2,028,409	587,145	521,150	83,451	96,902	(381,671)	(455,870)	2,793,575	2,540,375
Segment liabilities	分類負債	406,490	506,468	501,584	546,328	109,440	122,185	(381,671)	(455,870)	635,843	719,111
Unallocated liabilities	未分配負債	—	—	—	—	—	—	—	—	96,102	126,960
Total liabilities	總負債	406,490	506,468	501,584	546,328	109,440	122,185	(381,671)	(455,870)	731,945	846,071
Other segment information:	其他分類資料：										
Depreciation and amortisation	折舊及攤銷	87,993	74,428	55,720	36,581	5,841	5,358	—	—	149,554	116,367
Other non-cash expenses	其他非現金支出	1,678	2,468	4,702	516	(1)	—	(1,147)	(1,796)	5,232	1,188
Capital expenditure	資本開支	268,813	106,470	75,145	93,500	4	40	—	—	343,962	200,010

Notes to Financial Statements 財務報表附註 (continued 續)

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4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(b) Geographical segments

(b) 地方分類

The following table presents revenue, profit and certain asset and expenditure information for the Group's geographical segments:

下表為本集團地域分類之收入、溢利、部份資產及開支資料：

Group	集團													
	USA 美國		Mainland China 中國大陸		Japan 日本		Hong Kong 香港		Corporate and other 公司與其他		Eliminations 對銷		Consolidated 綜合	
	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue: 分類收入：														
Sales to external customers 售予集團外客戶	1,313,845	1,346,038	1,527,756	1,355,690	747,566	588,096	581,098	528,586	550,068	491,026	—	—	4,720,333	4,309,436
Segment results 分類業績	214,466	196,652	151,326	144,860	122,029	85,919	26,883	14,862	8,483	29,428	(686)	(1,397)	522,501	470,324
Other segment information: 其他分類資料：														
Segment assets 分類資產	—	—	2,251,956	2,171,022	—	—	2,126,367	2,263,427	744,831	457,450	(2,329,579)	(2,351,524)	2,793,575	2,540,375
Capital expenditure 資本開支	—	—	293,210	143,623	—	—	12,238	24,878	38,514	31,509	—	—	343,962	200,010

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

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5. TURNOVER, REVENUE AND GAINS

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

An analysis of the Group's turnover, other revenue and gains is as follows:

5. 營業額、收入及收益

營業額指銷貨及所提供服務之發票淨值但分別扣除退貨額及貿易折扣與集團內部交易。

本集團之營業額、收入及收益分析如下：

		Group 集團	
		2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Turnover:	營業額：		
Sales of goods	銷售貨品	4,673,868	4,267,925
Rendering of services	提供服務	29,016	31,886
Franchise income	特許經營收入	17,449	9,625
		4,720,333	4,309,436
Other revenue and gains:	其他收入及收益：		
Interest income	利息收入	8,917	10,151
Gross rental income	總租金收入	3,949	4,284
Sundry income	雜項收入	16,820	15,146
		29,686	29,581
Total revenue	總收入	4,750,019	4,339,017

Notes to Financial Statements 財務報表附註 (continued 續)

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6. PROFIT FROM OPERATING ACTIVITIES

6. 經常業務溢利

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

本集團經營溢利已扣除／(加上)下列各項：

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cost of inventories sold	已售之貨物成本	3,244,939	3,091,540
Depreciation	折舊	146,650	114,619
Amortisation of trademarks	商標攤銷	2,904	1,748
Staff costs, including directors' remuneration (note 7):	員工成本包括 董事酬金(附註7)：		
Wages, salaries and other allowances	人工、薪金及 其他津貼	390,115	320,588
Retirement benefits contributions	退休福利 供款	3,640	1,308
Minimum lease payments under operating leases:	經營租賃下之最低 租金：		
Land and buildings	土地及樓宇	355,395	248,411
Plant and machinery	廠房及機器	9,430	2,310
Auditors' remuneration	核數師酬金	1,345	1,386
Provision for doubtful debts	呆賬撥備	460	931
Loss on disposal of fixed assets	出售固定資產虧損	4,432	107
Deficit on revaluation of investment properties	投資物業 重估減值	340	150
Exchange losses, net	匯兌虧損，淨額	3,703	3,700
Net rental income	租金收入淨額	(3,839)	(4,255)

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

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7. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

Directors' remuneration disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance is as follows:

7. 董事酬金及最高薪酬五位僱員

按《證券上市規則》及公司法第161條，董事酬金之披露如下：

		Group	
		集團	
		2002	2001
		HK\$'000	<i>HK\$'000</i>
		港幣千元	港幣千元
Fees:	袍金：		
Executive directors	執行董事	50	50
Independent non-executive directors	獨立非執行董事	350	330
Other emoluments:	其他酬金：		
Executive directors:	執行董事：		
Basic salaries, housing, allowances and benefits in kind	基本薪金、房屋及津貼與實物利益	25,106	23,099
Bonuses	花紅	34,829	31,459
Retirement benefits contributions	退休福利	60	20
		60,395	54,958

Directors' remuneration includes quarters' expenses in connection with residences provided to directors.

董事酬金包括就提供董事住所所支付的住屋費用。

Notes to Financial Statements 財務報表附註 *(continued 續)*

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7. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

(continued)

The number of directors, including independent non-executive directors, whose remuneration fell within the bands set out below, is as follows:

7. 董事酬金及最高薪酬五位僱員 (續)

按下列酬金級別劃分之董事(包括獨立非執行董事)人數如下：

		Number of directors 董事人數	
		2002	2001
Nil – HK\$1,000,000	零至港幣1,000,000元	2	2
HK\$4,000,001 – HK\$4,500,000	港幣4,000,001元 – 港幣4,500,000元	—	1
HK\$5,500,001 – HK\$6,000,000	港幣5,500,001元 – 港幣6,000,000元	1	1
HK\$6,000,001 – HK\$6,500,000	港幣6,000,001元 – 港幣6,500,000元	1	—
HK\$8,000,001 – HK\$8,500,000	港幣8,000,001元 – 港幣8,500,000元	1	1
HK\$10,500,001 – HK\$11,000,000	港幣10,500,001元 – 港幣11,000,000元	—	1
HK\$12,000,001 – HK\$12,500,000	港幣12,000,001元 – 港幣12,500,000元	1	—
HK\$25,500,001 – HK\$26,000,000	港幣25,500,001元 – 港幣26,000,000元	—	1
HK\$27,500,001 – HK\$28,000,000	港幣27,500,001元 – 港幣28,000,000元	1	—
		7	7

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

於年內，並無董事放棄或同意放棄任何酬金的安排。

The five highest paid individuals employed by the Group during the year were all directors, detailed of whose remuneration are set out above.

於年內，集團最高薪酬5位人士全為董事，其薪酬明細已呈列如上。

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

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8. FINANCE COSTS

8. 財務費用

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on bank loans	銀行貸款利息	5,770	6,210
Interest on finance leases	融資性租約利息	—	19
		5,770	6,229

9. TAX

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits in respect of subsidiaries operating overseas have been calculated at the rates of tax prevailing in the respective tax jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

9. 稅項

香港利得稅乃根據年內源於香港之估計應課稅溢利，按適用之稅率16%（二零零一年：16%）撥備。海外附屬公司之稅項則依據現時當地法例、解釋及推行，並按有關司法權區之現行稅率計算。

Notes to Financial Statements 財務報表附註 (continued 續)

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9. TAX (continued)

9. 稅項 (續)

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Group:	集團：		
Hong Kong and The PRC taxes:	香港及中國稅項：		
Current year provision	本年度準備	37,629	50,392
Under/(Over) provision in prior years	往年度不足／ (超額)準備	(12,801)	30
Deferred tax (note 25)	遞延稅項(附註25)	3,712	7,710
		28,540	58,132
Share of tax attributable to an associate	應佔聯營公司稅項	961	957
Tax charge for the year	本年內稅項	29,501	59,089

10. NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS

The net profit from ordinary activities attributable to shareholders for the year ended 31 March 2002 dealt with in the financial statements of the Company, was HK\$261,005,000 (2001: HK\$191,466,000).

10. 股東應佔經常業務溢利淨額

於二零零二年三月三十一日止年度，列入本公司之財務報表內之股東應佔溢利淨額為港幣261,005,000元(二零零一年：港幣191,466,000元)。

Notes to Financial Statements 財務報表附註 (continued 續)

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11. DIVIDENDS

11. 股息

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interim of HK8.0 cents	中期股息每股港幣8.0仙		
(2001: HK6.0 cents) per share	(二零零一年：每股港幣6.0仙)	101,812	76,422
Proposed final of HK12.0 cents	擬派發末期股息每股港幣12.0仙		
(2001: HK9.0 cents) per share	(二零零一年：每股港幣9.0仙)	158,838	114,903
		260,650	191,325

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming Annual General Meeting.

During the year, the Group adopted the revised SSAP 9 "Events after the balance sheet date", as detailed in note 2 to the financial statements. To comply with this revised SSAP, a prior year adjustment has been made to reclassify the proposed final dividend for the year ended 31 March 2001 of HK\$114,903,000, which was recognised as a current liability at the prior year end, to the proposed final dividend reserve account within the capital and reserves section of the balance sheet. The result of this has been to reduce both the Group's and the Company's current liabilities and increase the proposed final dividend reserve as at 31 March 2001, by HK\$114,903,000.

本年度擬派發之末期股息須待本公司股東於即將來臨週年股東會通過。

於本年度，集團已採納經修訂會計實務準則第九號「結算日後之事項」（明細載於財務報表附註2）。為符合經修訂之會計實務準則，於往年度確認為流動負債的二零零一年三月三十一日止年度擬派末期股息港幣114,903,000元須重新呈列，即於資產負債表的股本及儲備賬中撥出作為擬派末期股息儲備賬。以上調整使二零零一年三月三十一日之本集團及本公司原先呈報之流動負債減少港幣114,903,000元，及增加擬派末期股息儲備相同數額。

Notes to Financial Statements 財務報表附註 *(continued 續)*

31 March 2002

二零零二年三月三十一日

11. DIVIDENDS *(continued)*

The effect of this change in accounting policy as at 31 March 2002, is that the current year's proposed final dividend of HK\$158,838,000 has been included in the proposed final dividend reserve account within the capital and reserves section of the balance sheet at that date, whereas in previous years it would have been recognised as a current liability at the balance sheet date.

12. EARNINGS PER SHARE

The basic and diluted earnings per share for the year ended 31 March 2002 have been calculated as follows:

(a) Basic earnings per share

The calculation of basic earnings per share was based on the net profit from ordinary activities attributable to shareholders for the year of HK\$530,107,000 (2001: HK\$463,888,000) and the weighted average number of 1,278,145,271 (2001: 1,276,235,068) shares in issue during the year.

11. 股息 (續)

以上會計政策調整，使本年度擬派末期股息港幣158,838,000元於結算日在資本及儲備賬中撥作擬派末期股息儲備，但往年處理方法，則將之確認為結算日之流動負債。

12. 每股盈利

截至二零零二年三月三十一日止年度之基本每股盈利及攤薄後之每股盈利的計算為：

(a) 基本每股盈利

基本每股盈利乃按本年度之股東應佔經常業務溢利淨額港幣530,107,000元(二零零一年：港幣463,888,000元)及已發行股份之加權平均數1,278,145,271股(二零零一年：1,276,235,068股)計算。

Notes to Financial Statements 財務報表附註 (continued 續)

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二零零二年三月三十一日

12. EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share for the year was based on the net profit from ordinary activities attributable to shareholders for the year of HK\$530,107,000 (2001: HK\$463,888,000) and the weighted average number of 1,314,826,580 (2001: 1,300,471,734) shares in issue, as adjusted to reflect the effects of all potential dilutive shares during the year.

A reconciliation of the weighted average number of shares used in the calculation of basic earnings per share and diluted earnings per share is as follows:

12. 每股盈利 (續)

(b) 攤薄後之每股盈利

攤薄後之每股盈利乃按本年度之股東應佔經常業務溢利淨額港幣530,107,000元(二零零一年：港幣463,888,000元)及已發行股份之加權平均數1,314,826,580股(二零零一年：1,300,471,734股)計算，加上就所有具攤薄潛力之股份之影響作出調整計算。

以下為用作計算基本每股盈利及攤薄後之每股盈利之加權平均股數調節表：

		Number of shares 股份數目	
		2002	2001
Weighted average number of shares in issue during the year used in calculation of basic earnings per share	用作計算每股基本盈利之已發行股份加權平均股數	1,278,145,271	1,276,235,068
Weighted average number of shares deemed to be issued for no consideration on deemed exercise of all share options outstanding during the year	假設所有於年內未行使購股權皆已行使而被視作以無償發行之股份加權平均股數	36,681,309	24,236,666
Weighted average number of shares used in calculation of diluted earnings per share	用作計算攤薄後每股盈利之加權平均股數	1,314,826,580	1,300,471,734

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

13. FIXED ASSETS

13. 固定資產

Group	集團						
	Leasehold land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Yacht	Total
	租賃土地 及樓宇	租賃 樓宇裝修	廠房設備 及機械	傢俬、 裝置及 辦公室設備	汽車	遊艇	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost or valuation:							
成本或估值：							
At beginning of year							
年初	408,862	150,982	693,080	89,890	48,393	4,791	1,395,998
Additions							
添置	2,590	56,897	144,659	18,217	6,239	—	228,602
Disposals							
出售	—	(8,449)	(3,135)	(3,368)	(201)	—	(15,153)
Foreign exchange adjustments							
外匯調整	111	(1,769)	19	7	(75)	—	(1,707)
At 31 March 2002							
於二零零二年三月三十一日	411,563	197,661	834,623	104,746	54,356	4,791	1,607,740
Accumulated depreciation:							
累計折舊：							
At beginning of year							
年初	89,176	78,780	345,809	62,290	39,159	3,284	618,498
Provided during the year							
本年準備	14,909	46,256	68,495	11,883	5,096	11	146,650
Disposals							
出售	—	(4,182)	(2,290)	(2,061)	(85)	—	(8,618)
Foreign exchange adjustments							
外匯調整	25	(579)	6	298	(10)	—	(260)
At 31 March 2002							
於二零零二年三月三十一日	104,110	120,275	412,020	72,410	44,160	3,295	756,270
Net book value:							
賬面淨值：							
At 31 March 2002							
於二零零二年三月三十一日	307,453	77,386	422,603	32,336	10,196	1,496	851,470
At 31 March 2001							
於二零零一年三月三十一日	319,686	72,202	347,271	27,600	9,234	1,507	777,500

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

13. FIXED ASSETS (continued)

An analysis of the leasehold land and buildings at 31 March 2002 is as follows:

13. 固定資產 (續)

於二零零二年三月三十一日之租賃土地及樓宇分析如下：

		1992		
		professional	Cost	Total
		valuation	Cost	Total
		專業估值	成本值	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Medium term leasehold land and buildings situated in Hong Kong	位於香港之中期租賃土地及樓宇	27,769	116,724	144,493
Medium term leasehold land and buildings situated outside Hong Kong	位於香港以外之中期租賃土地及樓宇	—	267,070	267,070
		27,769	383,794	411,563

All of the other fixed assets are stated at cost less accumulated depreciation.

所有其他固定資產均按成本減累計折舊列賬。

Notes to Financial Statements 財務報表附註 *(continued 續)*

31 March 2002

二零零二年三月三十一日

13. FIXED ASSETS *(continued)*

Certain medium term leasehold land and buildings were revalued in 1992. The Group has adopted the transitional provisions of SSAP No. 17 "Property, Plant and Equipment", issued in 1995 and revised in 2001, of not making further regular revaluations by class of those assets stated at revalued amounts based on revaluations which were reflected in the previous financial statements. Had such leasehold land and buildings been carried at cost less accumulated depreciation, their carrying amounts would have been stated at approximately HK\$13,713,000 (2001: HK\$14,350,000).

As at 31 March 2002, certain motor vehicles (2001: certain leasehold properties situated in and outside Hong Kong, plant and machinery and motor vehicles) were pledged to the Group's bankers to secure the Group's banking facilities (notes 24).

13. 固定資產 (續)

部份中期租賃土地及樓宇曾於一九九二年進行重估。本集團採用於一九九五年發出及二零零一年修訂之會計實務準則第17號「物業、廠房及設備」之過渡性規定，不再對已於過往財務報表以重估值入賬之分類資產進行定期重估。倘該等土地及樓宇按成本減累計折舊列賬，其賬面金額應約為港幣13,713,000元（二零零一年：港幣14,350,000元）。

於二零零二年三月三十一日，部份汽車（二零零一年：部份租賃物業位於香港或以外、部份廠房機器和汽車）已抵押予集團往來銀行作集團銀行信貸之用（附註24）。

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

14. INVESTMENT PROPERTIES

14. 投資物業

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At beginning of year	年初	29,600	29,750
Revaluation deficit charged to profit and loss account	於損益賬中扣除之重估減值	(340)	(150)
At balance sheet date	於結算日	29,260	29,600

The investment properties are all situated in Hong Kong and held under medium term leases. At 31 March 2002, the investment properties were revalued on an open market, existing use basis by Chung, Chan & Associates, Chartered Surveyors, independent professional valuers. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31 to the financial statements.

Certain investment properties were transferred from leasehold land and buildings in Hong Kong at their 1992 professional valuation. The related revaluation reserve of HK\$7,238,000, which has been reclassified from the asset revaluation reserve to the investment property revaluation reserve, was frozen upon the transfer and will be released directly to retained profits upon the disposal of the related investment properties (note 27).

投資物業全部位於香港，並按中期租約持有。於二零零二年三月三十一日，投資物業曾由獨立專業評估師、特許測量師 Chung, Chan & Associates, Chartered Surveyors 按公開市場現有用途基準進行重估。此投資物業乃以經營租約租予第三者，詳細資料載於財務報表附註31。

若干投資物業已按一九九二年專業估值從香港租賃土地及樓宇轉撥。自資產重估儲備撥往投資物業重估儲備港幣7,238,000元，已於轉撥時凍結，並將於出售有關投資物業(附註27)時直接撥往保留溢利。

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

14. INVESTMENT PROPERTIES (continued)

The gross rental income earned from the investment properties during the year amounted to HK\$3,949,000 (2001: HK\$4,284,000).

At 31 March 2001, certain investment properties were pledged to the Group's bankers to secure the Group's bank borrowings (note 24).

14. 投資物業 (續)

年內源於自投資物業之總租金收入為港幣3,949,000元(二零零一年：港幣4,284,000元)。

於二零零一年三月三十一日，若干投資物業已抵押予本集團之往來銀行作為本集團銀行借款之擔保(附註24)。

15. CONSTRUCTION IN PROGRESS

15. 在建工程

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At beginning of year	年初	9,605	4,615
Additions	添置	115,360	10,790
Transfer to fixed assets	撥往固定資產	—	(5,808)
Foreign exchange adjustments	外匯調整	6	8
At balance sheet date	於結算日	124,971	9,605

Construction in progress represents costs incurred for the development and building of factories in Dongguan, Guangdong Province, The PRC and is stated at cost, which comprises all development expenditure and other direct costs attributable to the construction.

在建工程代表在中華人民共和國廣東省東莞市發展及興建廠房所需之成本，按成本值入賬，並包括所有發展開銷及建築工程之應佔其他直接成本。

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

16. TRADEMARKS

16. 商標

		Group 集團 HK\$'000 港幣千元
Cost:	成本：	
At beginning of year	年初	52,040
Additions	添置	171
At 31 March 2002	於二零零二年三月三十一日	52,211
Accumulated amortisation:	累計攤銷：	
At beginning of year	年初	7,829
Amortised during the year	本年度內攤銷	2,904
At 31 March 2002	於二零零二年三月三十一日	10,733
Net book value:	賬面淨值：	
At 31 March 2002	於二零零二年三月三十一日	41,478
At 31 March 2001	於二零零一年三月三十一日	44,211

17. INTEREST IN AN ASSOCIATE

17. 於聯營公司之權益

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Share of net assets	應佔資產淨值	126,897	97,701

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

17. INTEREST IN AN ASSOCIATE (continued)

As detailed in note 3 to the financial statements, the Group has adopted the transitional provision of SSAP 30 which permits goodwill in respect of the acquisition of the associate of HK\$110,648,000, which occurred prior to 1 April 2001, to remain eliminated against consolidated reserves (note 27).

Particulars of the associate are as follows:

17. 於聯營公司之權益 (續)

按財務報表附註3，本集團已採納會計實務準則第三十號之過渡性條文，該條文容許於二零零一年四月一日前收購聯營公司產生之商譽港幣110,648,000元之維持沖銷於綜合儲備中(附註27)。

聯營公司之資料如下：

Name 名稱	Business structure 商業架構	Place of incorporation/ operations 註冊成立及 營業地點	Percentage of equity interest attributable to the Group 本集團應佔權益 百份比		Principal activities 主要業務
			2002	2001	
Megawell Industrial Limited	Corporate 公司	Hong Kong/ The PRC 香港／中國	50%	50%	Manufacturing of garments 成衣生產

Notes to Financial Statements 財務報表附註 *(continued 續)*

31 March 2002

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17. INTEREST IN AN ASSOCIATE *(continued)*

A summary of the financial information of Megawell Industrial Limited, based on its audited financial statements for the year ended 31 March 2002, is as follows:

		2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Extracted from balance sheet:	摘自資產負債表：		
Fixed assets	固定資產	79,615	63,759
Current assets	流動資產	266,131	231,492
Current liabilities	流動負債	125,257	129,761
Non-current liabilities	非流動負債	—	202
Extracted from profit and loss account:	摘自損益表：		
Turnover	營業額	1,025,638	736,933
Profit before tax	除稅前溢利	125,123	113,988

18. DUE TO AN ASSOCIATE

The amount due to the associate is unsecured, interest-bearing on overdue balance at prime rate plus 4% (2001: prime rate plus 4%) per annum and repayable on agreed credit terms.

During the year, the associate did not have overdue balances with the Group (2001: Nil).

17. 於聯營公司之權益 (續)

以下為 Megawell Industrial Limited 截至二零零二年三月三十一日止年度經審核財務報表的簡略財務資料：

18. 應付聯營公司

應付聯營公司欠款乃無抵押，逾期年利息為最優惠利率加四厘（二零零一年：最優惠利率加四厘），及按協定還款期還款。

於本年度內，聯營公司並無欠集團逾期款項（二零零一年：無）。

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

19. INVENTORIES

19. 存貨

		Group 集團	
		2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Raw materials	原料	231,983	327,286
Work in progress	在製品	24,769	59,480
Finished goods	製成品	271,261	242,419
		528,013	629,185

As at 31 March 2002, no inventories were stated at net realisable value (2001: Nil).

於二零零二年三月三十一日，沒有存貨以變現淨值入賬(二零零一年：無)。

20. TRADE AND BILLS RECEIVABLES

20. 應收賬款及應收票據

		Group 集團	
		2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Trade receivables	應收賬款	330,434	400,130
Less: Provision for doubtful debts	減：呆賬撥備	(4,816)	(5,089)
		325,618	395,041
Bills receivable	應收票據	9,303	6,619
		334,921	401,660

Notes to Financial Statements 財務報表附註 *(continued 續)*

31 March 2002

二零零二年三月三十一日

20. TRADE AND BILLS RECEIVABLES

(continued)

The trading terms with customers are largely on credit. Invoices are normally payable within 90 days of issue, except for certain well-established customers, where the terms are extended up to 120 days, subject to the approval of directors. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. Overdue balances are regularly reviewed by directors.

An aged analysis of trade receivables as at the balance sheet date, based on invoice date and net of provisions, is as follows:

20. 應收賬款及應收票據 (續)

本公司與客戶交易一般有賬期。除部份基礎良好客戶獲董事批予賬期達120天外，其餘基本按發票發出日90天內到期付款。本集團對應收款有一套嚴謹監察制度，以減少借貸風險，並且董事亦會定期審閱逾期賬款跟進情況。

於年結日，按發票日期扣除撥備之應收賬款之賬齡分析如下：

		Group 集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Within 90 days	90日內	323,207	378,305
Over 90 days	90日以上	2,411	16,736
		325,618	395,041

Notes to Financial Statements 財務報表附註 (continued 續)

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二零零二年三月三十一日

20. TRADE AND BILLS RECEIVABLES

(continued)

An aged analysis of bills receivable as at the balance sheet date is as follows:

		Group 集團	
		2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Within 90 days	90日內	8,601	5,592
Over 90 days	90日以上	702	1,027
		9,303	6,619

20. 應收賬款及應收票據 (續)

於年結日，應收票據之賬齡分析如下：

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		Group 集團		Company 公司	
		2002	2001	2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元	港幣千元	港幣千元
Cash and bank balances	現金及銀行結存	103,749	102,698	30	424
Time deposits	定期儲蓄	452,843	252,083	—	—
		556,592	354,781	30	424

Notes to Financial Statements 財務報表附註 (continued 續)

31 March 2002

二零零二年三月三十一日

22. TRADE AND BILLS PAYABLES

22. 應付賬款及應付票據

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Trade payables	應付賬款	389,229	464,725
Bills payable	應付票據	48,713	59,300
		437,942	524,025

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

於年結日，按發票日期之應付賬款之賬齡分析如下：

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 90 days	90日內	360,917	444,772
Over 90 days	90日以上	28,312	19,953
		389,229	464,725

At 31 March 2002, all bills payable were aged within 90 days (2001: 90 days).

於二零零二年三月三十一日，所有應付票據賬齡也是90日內（二零零一年：90日內）。

Notes to Financial Statements 財務報表附註 (continued 續)

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二零零二年三月三十一日

23. INTEREST-BEARING BANK BORROWINGS

23. 附息銀行貸款

		Group		
		集團		
			2002	2001
		<i>Notes</i>	HK\$'000	<i>HK\$'000</i>
		<i>附註</i>	港幣千元	<i>港幣千元</i>
Bank overdrafts, unsecured	銀行透支、無抵押	24	397	219
Trust receipt loans, unsecured	信託收據貸款、 無抵押	24	1,449	—
Current portion of bank loans	銀行貸款之短期部份	24	17,609	34,253
		24	19,455	34,472

Notes to Financial Statements 財務報表附註 (continued 續)

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24. INTEREST-BEARING BANK LOANS AND OVERDRAFTS

24. 附息銀行貸款及透支

		Group 集團	
		2002 HK\$'000 港幣千元	2001 HK\$'000 港幣千元
Bank overdrafts, unsecured	銀行透支、無抵押	397	219
Trust receipt loans, unsecured	信託收據貸款、無抵押	1,449	—
Bank loans:	銀行貸款：		
Secured	有抵押	272	21,097
Unsecured	無抵押	56,875	28,270
		57,147	49,367
		58,993	49,586
Bank overdrafts repayable within one year or on demand	銀行透支於一年內償還或按要求	397	219
Trust receipt loans repayable within one year	信託收據貸款於一年內償還	1,449	—
Short term bank loans repayable within one year	短期銀行貸款須於一年內償還	—	28,270
Long term bank loans repayable:	長期銀行貸款須於下列期間清還：		
Within one year	於一年內	17,609	5,983
In the second year	第二年	17,557	2,933
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	21,953	8,609
Beyond five years	第五年後	28	3,572
		57,147	21,097
Total interest-bearing bank loans and overdrafts	附息銀行貸款及透支合計	58,993	49,586
Less: Portion classified as current liabilities (note 23)	減：於一年內到期流動負債內之部份 (附註23)	(19,455)	(34,472)
Long term portion	長期部份	39,538	15,114

Notes to Financial Statements 財務報表附註 (continued 續)

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24. INTEREST-BEARING BANK LOANS AND OVERDRAFTS (continued)

Certain bank loans are secured by pledges of certain motor vehicles (note 13) (2001: certain leasehold land and buildings, investment properties, plant and machinery and motor vehicles) of the Group. At 31 March, 2001, certain banking facilities were secured by pledges of certain leasehold land and buildings (note 13) and had not been utilised by the Group.

25. DEFERRED TAX

Balance at beginning of year	年初結餘
Charge for the year (note 9)	本年度支出 (附註9)
At balance sheet date	於結算日

The provision for deferred tax, calculated at 16% (2001:16%), relates to timing differences arising from accelerated depreciation allowances.

There are no significant potential deferred tax liabilities for which provision has not been made (2001: Nil).

24. 附息銀行貸款及透支 (續)

部份銀行貸款乃以集團部份汽車(附註13)(二零零一年:以部份租賃土地及樓宇、投資物業、廠房設備及機器和汽車)作抵押。部份銀行融資額度乃以部份租賃土地及樓宇(附註13)作抵押,而集團於二零零一年三月三十一日並未使用有關額度。

25. 遞延稅項

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Balance at beginning of year	年初結餘	24,479	16,769
Charge for the year (note 9)	本年度支出 (附註9)	3,712	7,710
At balance sheet date	於結算日	28,191	24,479

遞延稅項準備以16%計算(二零零一年:16%)乃就按加速折舊免稅額引起之時差而提撥準備。

本年內並無未作撥備之重大遞延稅務負債(二零零一年:無)。

Notes to Financial Statements 財務報表附註 (continued 續)

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25. DEFERRED TAX (continued)

The revaluations of the Group's properties do not constitute timing differences and, consequently, the amount of potential deferred tax thereon has not been quantified.

25. 遞延稅項 (續)

重估本集團之物業並不構成時差，因此不必計算可能由此產生之遞延稅項。

26. SHARE CAPITAL

26. 股本

Shares

股份

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Authorised:	法定：		
2,000,000,000 shares of HK\$0.05 each	2,000,000,000股每股面值港幣0.05元	100,000	100,000
Issued and fully paid:	已發行及繳足：		
1,323,648,104 (2001: 1,273,236,104)	1,323,648,104		
shares of HK\$0.05 each	(二零零一年：1,273,236,104) 股 每股面值港幣0.05元	66,183	63,662

A summary of the movements of the Company's share capital during the year is as follows:

於本年度內，本公司股本之變動簡略如下：

		HK\$'000	Number of
		港幣千元	Shares
			股份數量
At 1 April 2001	於二零零一年四月一日	63,662	1,273,236,104
Repurchases of shares	股份之回購	(359)	(7,188,000)
Exercise of share options	購股權之行使	2,880	57,600,000
At 31 March 2002	於二零零二年三月三十一日	66,183	1,323,648,104

Notes to Financial Statements 財務報表附註 (continued 續)

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26. SHARE CAPITAL (continued)

26. 股本 (續)

During the year, the Company repurchased a number of its own shares on the Stock Exchange, as follows:

於本年度內，本公司於聯交所購回下列本公司股份：

Repurchase month	購回月份	Number of shares repurchased 購回股份數量	Consideration 付出之金額 <i>HK\$'000</i> 港幣千元	Price per share 每股價格	
				Highest 最高 <i>HK\$</i> 港元	Lowest 最低 <i>HK\$</i> 港元
April 2001	二零零一年四月	534,000	1,046	2.000	1.930
May 2001	二零零一年五月	100,000	237	2.375	2.375
September 2001	二零零一年九月	4,542,000	10,860	2.625	2.150
October 2001	二零零一年十月	2,012,000	4,820	2.425	2.350
		7,188,000	16,963		
Add: Brokerage and commission charges	加：經紀費及佣金		80		
Total cash paid	現金支付總額		17,043		

The directors believe that the repurchases are in the best interests of the Company and its shareholders and will lead to an enhancement of the earnings per share of the Group.

董事會認為購回符合本公司及各股東之利益，同時上述購回使本集團每股盈利有所增加。

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26. SHARE CAPITAL (continued)

Share option scheme

The Company operates a share option scheme (the "Scheme"), further details of which are set out under the heading "Share option scheme" in the Report of the Directors on pages 38 to 41.

At the beginning of the year, there were 57,800,000 share options outstanding under the Scheme, which entitled the holders to subscribe for shares of the Company during the exercise periods as set out under the heading "Share option scheme" in the Report of the Directors on pages 38 to 41.

During the year, 20,000,000 and 37,600,000 share options were exercised at the exercise prices of HK\$0.885 and HK\$0.720 per share respectively. The total cash received amounted to HK\$44,772,000, of which HK\$41,892,000 was credited to the share premium account.

At 31 March 2002, 200,000 share options with an exercise price of HK\$0.720 per share remained outstanding. Subsequent to the balance sheet date, these outstanding share options lapsed on 27 May 2002.

26. 股本 (續)

購股權計劃

本公司購股權計劃(「該計劃」)細則已載於第38至第41頁董事會報告之「購股權計劃」分段中。

於本年初，該計劃有57,800,000股購股權尚未被行使，該等購股權賦與持有人於行使期內認購本公司股份，有關資料已載於第38至第41頁董事會報告之「購股權計劃」分段中。

於本年內，20,000,000股及37,600,000股購股權已分別按每股港幣0.885元及港幣0.720元行使，已收之總現金港幣44,772,000元中的港幣41,892,000元已反映於股本溢價賬的貸方。

於二零零二年三月三十一日，200,000股購股權按行使價每股港幣0.720元仍未被行使。在結算日後，該等未行使購股權在二零零二年五月二十七日失效。

Notes to Financial Statements 財務報表附註 (continued 續)

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27. RESERVES

27. 儲備

Group		集團								
		Share premium account	Capital redemption reserve	Contributed surplus	Goodwill on acquisition	Exchange fluctuation reserve	Investment property revaluation reserve	Asset revaluation reserve	Retained profits	Total
		股本溢價賬	股本贖回儲備	實繳盈餘	商譽儲備	外匯變動儲備	投資物業重估儲備	重估儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2000	於二零零零年四月一日	316,772	722	3,986	(110,603)	(9,904)	7,238	7,840	1,030,347	1,246,398
Transfer on repurchase of own shares	購回股份而轉撥	(12,641)	506	—	—	—	—	—	(506)	(12,641)
Exercise of share options	行使購股權	1,829	—	—	—	—	—	—	—	1,829
Net profit for the year	本年度溢利淨額	—	—	—	—	—	—	—	463,888	463,888
Interim 2001 dividend	2001年中期股息	—	—	—	—	—	—	—	(76,422)	(76,422)
Proposed final 2001 dividend	2001年末期擬派股息	—	—	—	—	—	—	—	(114,903)	(114,903)
Foreign exchange adjustments	外匯調整	—	—	—	—	(456)	—	—	—	(456)
At 31 March 2001 and at 1 April, 2001	於二零零一年三月三十一日及二零零一年四月一日	305,960	1,228	3,986	(110,603)	(10,360)	7,238	7,840	1,302,404	1,507,693
Transfer on repurchase of own shares	購回股份而轉撥	(16,684)	359	—	—	—	—	—	(359)	(16,684)
Exercise of share options	行使購股權	41,892	—	—	—	—	—	—	—	41,892
Net profit for the year	本年度溢利淨額	—	—	—	—	—	—	—	530,107	530,107
Interim 2002 dividend	2002年中期股息	—	—	—	—	—	—	—	(101,812)	(101,812)
Proposed final 2002 dividend	2002年末期擬派股息	—	—	—	—	—	—	—	(158,838)	(158,838)
Foreign exchange adjustments	外匯調整	—	—	—	—	(2,720)	—	—	—	(2,720)
At 31 March 2002	於二零零二年三月三十一日	331,168	1,587	3,986	(110,603)	(13,080)	7,238	7,840	1,571,502	1,799,638
Reserves retained by:	儲備源自:									
Company and subsidiaries	本公司及附屬公司	331,168	1,587	3,986	(110,603)	(13,080)	7,238	7,840	1,483,957	1,712,093
Associate	聯營公司	—	—	—	—	—	—	—	87,545	87,545
31 March 2002	於二零零二年三月三十一日	331,168	1,587	3,986	(110,603)	(13,080)	7,238	7,840	1,571,502	1,799,638
Company and subsidiaries	本公司及附屬公司	305,960	1,228	3,986	(110,603)	(10,360)	7,238	7,840	1,244,055	1,449,344
Associate	聯營公司	—	—	—	—	—	—	—	58,349	58,349
31 March 2001	於二零零一年三月三十一日	305,960	1,228	3,986	(110,603)	(10,360)	7,238	7,840	1,302,404	1,507,693

Notes to Financial Statements 財務報表附註 *(continued 續)*

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27. RESERVES *(continued)*

Group *(continued)*

As detailed in note 3 to the financial statements, the Group has adopted the transitional provision of SSAP 30 which permits goodwill and negative goodwill in respect of acquisitions which occurred prior to 1 April 2001, to remain eliminated against or credited, respectively, to the consolidated reserves. The amounts of goodwill and negative goodwill remaining in the consolidated reserves, arising from the acquisitions of an associate and a subsidiary in prior years, were HK\$110,648,000 and HK\$45,000, respectively, as at 1 April 2001 and 31 March 2002. The amount of goodwill is stated at cost.

The Group' contributed surplus derives from the difference between the nominal value of the share capital issued by the Company and the then nominal value of the share capital of the subsidiaries acquired at the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares.

27. 儲備 (續)

集團 (續)

載於財務報表附註3已列明，本集團已按會計實務準則第三十號之過渡性條文，即容許於二零零一年四月一日前收購所產生的商譽及負商譽保留沖銷於合併儲備中。於二零零一年四月一日及二零零二年三月三十一日，從往年度收購聯營或附屬公司產生之商譽及負商譽保留於綜合儲備中分別為港幣110,648,000元及港幣45,000元，商譽乃按成本入賬。

因應本公司在上市前的重組，本集團之實繳盈餘，即本公司已發行股本之面值，與所收購附屬公司於收購日期之股本面值之差額。

Notes to Financial Statements 財務報表附註 *(continued 續)*

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27. RESERVES *(continued)*

27. 儲備 (續)

Company		公司				
		Share premium account	Capital redemption reserve	Contributed surplus	Retained profits	Total
		股本溢價賬	股本贖回儲備	實繳盈餘	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2000	於二零零零年四月一日	316,772	722	48,708	377,575	743,777
Transfer on repurchase of own shares	購回股份而轉撥	(12,641)	506	—	(506)	(12,641)
Exercise of share options	行使購股權	1,829	—	—	—	1,829
Net profit for the year	本年度溢利淨額	—	—	—	191,466	191,466
Interim 2001 dividend	2001年中期股息	—	—	—	(76,422)	(76,422)
Proposed final 2001 dividend	2001年擬發末期股息	—	—	—	(114,903)	(114,903)
At 31 March 2001 and at 1 April 2001	於二零零一年三月三十一日及二零零一年四月一日	305,960	1,228	48,708	377,210	733,106
Transfer on repurchase of own shares	購回股份而轉撥	(16,684)	359	—	(359)	(16,684)
Exercise of share options	行使購股權	41,892	—	—	—	41,892
Net profit for the year	本年度溢利淨額	—	—	—	261,005	261,005
Interim 2002 dividend	2002年中期股息	—	—	—	(101,812)	(101,812)
Proposed final 2002 dividend	2002年擬派末期股息	—	—	—	(158,838)	(158,838)
At 31 March 2002	於二零零二年三月三十一日	331,168	1,587	48,708	377,206	758,669

Notes to Financial Statements 財務報表附註 (continued 續)

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27. RESERVES (continued)

Company (continued)

The Company's contributed surplus represents the difference between the nominal value of the share capital issued by the Company and the then combined net assets of the subsidiaries acquired on the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares. Under the Companies Act 1981 of Bermuda (as amended), a distribution may be made out of the contributed surplus under certain circumstances.

27. 儲備 (續)

公司 (續)

因應本公司市前的重組，本公司之實繳盈餘，即本公司已發行股本之面值，與所收購附屬公司於收購日之合併資產淨值之差額。根據百慕達一九八一年公司法(經修訂)，可於若干情況下可派發實繳盈餘。

28. INTEREST IN SUBSIDIARIES

28. 於附屬公司權益

		Company	
		公司	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unlisted shares, at cost	非上市股份，成本值	48,908	48,908
Due from subsidiaries	應收附屬公司賬款	1,941,722	1,232,096
Due to subsidiaries	應付附屬公司賬款	(1,267,218)	(485,254)
		723,412	795,750

The amount due from/to subsidiaries are unsecured, interest-free and not repayable within one year.

本公司與附屬公司之往來應收／應付款，乃無抵押、無利息及無須於一年內償還。

Notes to Financial Statements 財務報表附註 (continued 續)

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28. INTEREST IN SUBSIDIARIES (continued)

All subsidiaries, other than Trustland Inc., are indirectly held by the Company. The particulars of the Company's principal subsidiaries are as follows:

28. 投資於附屬公司權益 (續)

除 Trustland Inc. 外，所有附屬公司均由本公司間接持有。本公司之附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary/ paid up capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Group 本集團應佔股權 之百分比	Principal activities 主要業務
Trustland Inc.	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$18,000 18,000美元	100%	Investment holding 投資控股
Nice Dyeing Factory Limited 永佳染廠有限公司	Hong Kong 香港	Ordinary HK\$1,000 Non-voting deferred HK\$3,125,000 普通股本港幣1,000元 無投票權遞延股本 港幣3,125,000元	100%	Sale of finished knitted fabric, raw and dyed yarn 銷售針織布、 胚紗及色紗
Texwinca Enterprises (China) Limited	British Virgin Islands/ The PRC	US\$1	100%	Investment holding and provision of subcontracting services
德永佳(中國)發展 有限公司	英屬處女群島/中國	1美元		投資控股及 提供加工服務

Notes to Financial Statements 財務報表附註 (continued 續)

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28. INTEREST IN SUBSIDIARIES (continued)

28. 投資於附屬公司權益 (續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary/ paid up capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Group 本集團應佔股權 之百分比	Principal activities 主要業務
Dongguan Texwinca Textile & Garment Limited*	The PRC	HK\$878,115,007	97.6%	Production, dyeing and sale of knitted fabric and yarn 針織布及棉紗 之產銷及整染
東莞德永佳紡織製衣 有限公司*	中國	港幣878,115,007元		
Texwinca Enterprises Limited	Hong Kong	HK\$2	100%	Provision of management services 提供管理服務
德永佳實業有限公司	香港	港幣2元		
Win Ready Industrial Limited	Hong Kong	Ordinary HK\$10 Non-voting deferred HK\$2	100%	Property holding 持有物業
永備實業有限公司	香港	普通股本港幣10元 無投票權遞延股本 港幣2元		
Winlife Trading Limited	Hong Kong	HK\$15,903,100	100%	Property holding 持有物業
永生行有限公司	香港	港幣15,903,100元		
Baleno Holdings Limited	British Virgin Islands	US\$1	54%	Investment holding 投資控股
班尼路集團有限公司	英屬處女群島	1美元		

Notes to Financial Statements 財務報表附註 (continued 續)

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28. INTEREST IN SUBSIDIARIES (continued)

28. 投資於附屬公司權益 (續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary/ paid up capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Group 本集團應佔股權 之百分比	Principal activities 主要業務
Baleno Kingdom Limited	Hong Kong	HK\$10,000	54%	Retail and distribution of casual apparel and accessory
班尼路有限公司	香港	港幣10,000元		便服及飾物 零售及分銷
Guangzhou Friendship Baleno Company Limited	The PRC	HK\$4,680,000	54%	Retail and distribution of casual apparel and accessory
廣州友誼班尼路服飾 有限公司	中國	港幣4,680,000元		便服及飾物 零售及分銷
Shanghai Haiwen Baleno Garment Company Limited	The PRC	US\$210,000	51.4%	Retail and distribution of casual apparel and accessory
上海海文班尼路服飾 有限公司	中國	210,000美元		便服及飾物 零售及分銷
Beijing Xingyu Baleno Garment & Decoration Company Limited	The PRC	US\$500,000	54%	Retail and distribution of casual apparel and accessory
北京興宇班尼路服裝服飾 有限公司	中國	500,000美元		便服及飾物 零售及分銷

Notes to Financial Statements 財務報表附註 *(continued 續)*

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28. INTEREST IN SUBSIDIARIES *(continued)*

28. 投資於附屬公司權益 *(續)*

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary/ paid up capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Group 本集團應佔股權 之百分比	Principal activities 主要業務
Chongqing Dasheng Baleno Company Limited	The PRC	HK\$3,880,000	54%	Retail and distribution of casual apparel and accessory
重慶大生班尼路服飾 有限公司	中國	港幣3,880,000元		便服及飾物 零售及分銷
Silver Kingdom Limited	British Virgin Islands/Taiwan	US\$1	54%	Retail and distribution of casual apparel and accessory
銀鯨有限公司	英屬處女群島/台灣	1美元		便服及飾物 零售及分銷
Bigpoint Limited	British Virgin Islands/ Hong Kong	US\$1	100%	Holding of trademarks and provision of franchise services
大班有限公司	英屬處女群島/香港	1美元		持有商標及 提供商標服務
Highrich Corporation	British Virgin Islands/ The PRC	US\$1	54%	Provision of management services and sub-licensing of trademarks
大富有限公司	英屬處女群島/中國	1美元		提供管理服務 及代理版權服務

Notes to Financial Statements 財務報表附註 (continued 續)

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28. INTEREST IN SUBSIDIARIES (continued)

28. 投資於附屬公司權益 (續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary/ paid up capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Group 本集團應佔股權 之百分比	Principal activities 主要業務
Winca Trading Limited	British Virgin Islands/ Hong Kong	US\$1	100%	Provision of repair and maintenance services of generators and trading of generators
永佳貿易有限公司	英屬處女群島/香港	1美元		提供發電機之 維修及銷售
Winca (Dongguan) Motor Service Limited**	The PRC	HK\$28,460,000	100%	Provision of repair and maintenance services of motors
永佳(東莞)汽車維修 股務有限公司**	中國	港幣28,460,000元		提供汽車之維修

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

上表僅列出本公司之主要附屬公司，董事認為彼等對本集團之業績構成主要影響或組成本集團淨資產之主要部份。董事認為詳列附屬公司會令篇幅過於冗長。

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28. INTEREST IN SUBSIDIARIES (continued)

- * Dongguan Texwinca Textile & Garment Limited ("DGT") was formed as a co-operative joint venture in The PRC under a joint venture agreement with a term of 50 years with effect from 28 July 1992. This agreement is subject to renewal by mutual consent of the then joint venture partners upon expiry. Pursuant to a revised agreement between the Group and the other joint venture partners dated 28 July 1993, the entire operations of DGT became subject to the management and control of the Group and all profits and losses arising from DGT's operations became wholly attributable to the Group. In return, the Group has agreed to pay an annual fee to the other joint venture partners which is reflected as an operating expense of the Group.

On 29 April 2001, Dongguan Texwinca Knitting Limited ("DTKL"), which had been formed as a co-operative joint venture in The PRC with the entire operations subject to the management and control of the Group that all profits and losses arising from DTKL's operations had been attributable to the Group, was merged into DGT under The PRC regulations. The registered capital of DGT became HK\$898,500,000 after the merger. The paid-up capital thereof as at 31 March 2002 was HK\$878,115,007.

- ** Winca (Dongguan) Motor Service Limited was formed as a wholly foreign-owned enterprise with a term of 50 years in The PRC with effect from 26 July 1994. The paid-up capital as at 31 March 2002 was HK\$28,460,000.

28. 投資於附屬公司權益 (續)

- * 東莞德永佳紡織製衣有限公司(「紡織公司」)根據一項合營協議，以共同合作方式在中華人民共和國(「中國」)成立，合營期由一九九二年七月二十八日起計五十年。該項協議在合約期滿可由合營各方同意續期。根據本集團與其他合營方在一九九三年七月二十八日訂立之修訂協議，紡織公司之一切業務由本集團全權管理及控制，而其業務所產生之盈虧全部撥歸本集團或由本集團承擔。本集團則同意向其他合營方支付年費，年費將作集團之經營開支。

東莞德永佳針織有限公司(「針織公司」)成立於中國的合作企業，其管理及控制及一切盈利虧損全歸集團擁有。於二零零一年四月二十九日，針織公司與紡織公司按中國法規合併。合併後，紡織公司續存，其註冊資本為港幣898,500,000元。於二零零二年三月三十一日，實繳資本為港幣878,115,007元。

- ** 永佳(東莞)汽車維修服務有限公司以外商獨資企業方式在中國成立，經營期由一九九四年七月二十六日起計五十年。已繳股本於二零零二年三月三十一日為港幣28,460,000元。

Notes to Financial Statements 財務報表附註 (continued 續)

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

29. 綜合現金流量表附註

(a) Reconciliation of profit from operating activities to net cash inflow from operating activities

(a) 經營溢利與經營所得現金流入淨額之調節表

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit from operating activities	經營溢利	531,418	480,475
Interest income	利息收入	(8,917)	(10,151)
Depreciation	折舊	146,650	114,619
Amortisation of trademarks	商標攤銷	2,904	1,748
Loss on disposal of fixed assets	出售固定資產虧損	4,432	107
Deficit on revaluation of investment properties	投資物業重估減值	340	150
Decrease/(increase) in inventories	存貨減少／(增加)	101,172	(183,537)
Decrease/(increase) in trade and bills receivables	應收賬款及應收票據減少／(增加)	66,739	(39,387)
Decrease/(increase) in prepayments, deposits and other receivables	預付賬款、訂金及其他應收款項減少／(增加)	21,426	(55,240)
Increase in an amount due to an associate	聯營公司往來賬款增加	14,215	38,804
Increase/(decrease) in trade and bills payables	應付賬款及應付票據增加／(減少)	(86,083)	167,844
Increase/(decrease) in other payables and accrued liabilities	其他應付及應計負債增加／(減少)	(15,292)	51,729
Foreign exchange adjustments	外匯調整	(640)	(464)
Net cash inflow from operating activities	經營所得現金流入淨額	778,364	566,697

Notes to Financial Statements 財務報表附註 (continued 續)

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

29. 綜合現金流量表附註 (續)

(b) Analysis of changes in financing during the years

(b) 本年及上年度融資狀況變動分析

		Issued capital (including share premium account) 股本 (包括股本溢價賬) HK\$'000 港幣千元	Loans and finance lease obligations 貸款及融資 租賃債務 HK\$'000 港幣千元	Minority interests 少數 股東權益 HK\$'000 港幣千元
Balance at 1 April 2000	於二零零零年 四月一日之結存	380,803	87,786	478
Net cash outflow from financing	源自融資活動之 現金流出淨額	(11,181)	(38,419)	—
Share of profit	應佔溢利	—	—	7,568
Balance at 31 March 2001 and at 1 April 2001	於二零零一年 三月三十一日及 二零零一年 四月一日之結存	369,622	49,367	8,046
Net cash inflow from financing	源自融資活動之 現金流入淨額	27,729	7,780	—
Share of profit	應佔溢利	—	—	28,197
Share of exchange fluctuation reserve	應佔外匯變動儲備	—	—	728
Balance at 31 March 2002	於二零零二年 三月三十一日 之結存	397,351	57,147	36,971

Notes to Financial Statements 財務報表附註 (continued 續)

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30. CONTINGENT LIABILITIES

30. 或有負債

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Guarantees of banking facilities granted to an associate	為聯營公司銀行信貸所作之擔保	14,000	14,000
Export bills discounted with recourse	有追索權之出口票據貼現	86,219	97,942

As at 31 March 2002, irrevocable and unconditional guarantees aggregating HK\$1,133 million (2001: HK\$1,091 million) have been given by the Company in respect of certain subsidiaries' and an associate's bank facilities and borrowings, aggregating HK\$58,324,000 (2001: HK\$50,204,000).

於二零零二年三月三十一日，本公司就若干附屬公司及一聯營公司之銀行信貸及借款，作出不可撤回及無條件之擔保共港幣1,133百萬元（二零零一年：港幣1,091百萬元）。於結算日，有關附屬公司及聯營公司共用去銀行信貸港幣58,324,000元（二零零一年：港幣50,204,000元）。

31. OPERATING LEASE ARRANGEMENTS

31. 經營租賃安排

(a) As Lessor

(a) 作為出租人

The Group leases its investment properties (note 14) under operating lease arrangements, with leases negotiated for terms ranging from two to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

本集團根據經營租賃安排租用旗下投資物業（附註14），議定租期由兩年至三年不等。租賃條款一般要求租戶支付保證定金及規定可根據當時市況定期調整租金。

Notes to Financial Statements 財務報表附註 *(continued 續)*

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二零零二年三月三十一日

31. OPERATING LEASE ARRANGEMENTS

(continued)

(a) As Lessor *(continued)*

At 31 March 2002, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	於一年內	3,765	2,738
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	3,831	298
		7,596	3,036

(b) As lessee

The Group leases certain of its land for factories, retail stores, plant and machinery, and staff and director's quarters under operating lease arrangements. Such leases are negotiated for terms not more than 50 years.

31. 經營租賃安排 (續)

(a) 作為出租人 (續)

於二零零二年三月三十一日，本集團根據與租戶訂立之不可撤銷經營租賃未來最低應收租金總額到期情況如下：

(b) 作為承租人

本集團根據經營租賃安排租用若干旗下土地用作工廠、零售商店、廠房設備及機器，以及員工及董事宿舍。該等租約議定租期不超過五十年。

Notes to Financial Statements 財務報表附註 (continued 續)

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31. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee *(continued)*

At 31 March 2002, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group	
		集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
			<i>(Restated)</i>
			<i>(經修訂)</i>
Within one year	於一年內	323,797	292,599
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	490,476	503,196
After five years	第五年後	143,818	165,916
		958,091	961,711

31. 經營租賃安排 (續)

(b) 作為承租人 (續)

於二零零二年三月三十一日，本集團根據與租戶訂立之不可撤銷經營租賃未來最低應付租金總額到期情況如下：

Notes to Financial Statements 財務報表附註 *(continued 續)*

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31. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee *(continued)*

SSAP 14 (Revised), which was adopted during the year, requires lessors under operating leases to disclose the total future minimum operating lease receivable under non-cancellable operating leases, as detailed in note (a) above. This disclosure was not previously required. SSAP 14 (Revised) also requires lessees under operating leases to disclose the total future minimum operating lease payments, rather than only the payments to be made during the next year as was previously required. Accordingly, the prior year comparative amounts for operating leases as lessee in note (b) above, have been restated to accord with the current year's presentation.

31. 經營租賃安排 (續)

(b) 作為承租人 (續)

於年內採納之會計實務準則第14號(經修訂)規定經營租賃的出租人須披露根據不可撤銷經營租賃之未來最低可收經營租金總額(如上文附註(a)所詳述)。該項披露以往並無需要。會計實務準則第14號(經修訂)亦規定經營租賃的承租人披露未來最低經營租金付款總額,而非僅為以前規定的下一年度付款額。因此,作為經營租賃承租人的上年度可比較數額(上文附註(b))已重列藉以符合現年度的呈列方式。

Notes to Financial Statements 財務報表附註 (continued 續)

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32. CAPITAL COMMITMENTS

Commitments for capital expenditure at the balance sheet date were as follows:

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
In respect of fixed assets, contracted for	已就固定資產訂約	116,891	43,131
In respect of investment in subsidiaries in The PRC, contracted for	已就於中華人民共和國 投資於附屬公司之訂約	388,613	65,323
		505,504	108,454

32. 資本承擔

於結算日，資本支出承擔如下：

33. RELATED PARTY TRANSACTIONS

(a) During the year, the Group had the following transactions with its associate:

		Group 集團	
		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Sales to Megawell Industrial Limited ("Megawell")	銷售予 Megawell Industrial Limited (「Megawell」)	513,972	332,905
Purchases from Megawell	向 Megawell 採購	162,987	139,683

33. 關連人士交易

(a) 本年度，本集團曾與其聯營公司進行下列交易：

Notes to Financial Statements 財務報表附註 *(continued 續)*

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33. RELATED PARTY TRANSACTIONS

(continued)

(a) During the year, the Group had the following transactions with its associate: *(continued)*

Notes:

- (i) The sales to Megawell, the associate, were made according to the prices and conditions offered to the major customers of the Group.
- (ii) The directors consider that the purchases from Megawell were made according to the prices and conditions similar to those offered to other customers of the associate.

In addition, the Company and the Group have provided certain guarantees of banking facilities granted to the associate, as detailed in note 30 to the financial statements.

- (b) As at 31 March 2002, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$228,484,000 (2001: HK\$297,291,000) to Baleno Kingdom Limited, a non wholly-owned subsidiary, at prime rate minus 1.25% (2001: prime rate minus 1.25%) per annum. The advances are unsecured and have no fixed terms of repayment. The principal purpose of these advances is to finance the operations of the non wholly-owned subsidiary.

33. 關連人士交易 (續)

(a) 本年度，本集團曾與其聯營公司進行下列交易：(續)

附註：

- (i) 向聯營公司 Megawell 銷售乃根據向本集團主要客戶提供之價格及條件進行。
- (ii) 董事認為向 Megawell 採購之價格及條件，與聯營公司向其客戶所提供之價格及條件相若。

此外，公司及集團作出若干銀行信貸擔保予聯營公司，詳細載於財務報表附註30。

- (b) 於二零零二年三月三十一日，本公司之全資擁有附屬公司永佳染廠有限公司向本公司之非全資擁有附屬公司班尼路有限公司提供之未償還貸款為港幣228,484,000元(二零零一年：港幣297,291,000元)，年利息為最優惠利率減1.25%(二零零一年：最優惠利率減1.25%)，有關貸款並無抵押及無協定之還款期，主要用作此非全資附屬公司的營運資金。

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34. COMPARATIVE AMOUNTS

As further explained in note 2 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments (note 11) have been made and certain comparative amounts have been reclassified to conform with the current year's presentation.

35. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 19 July 2002.

34. 比較金額

按財務報表附註2解釋，由於本年度採納新及經修訂的會計實務準則，部份數字及結餘的會計處理及呈列方式已修訂以符合新的要求。因此，部份往年度調整(附註11)及部份比較金額已重新分類以符合本年之呈列。

35. 財務報表之核准

本財務報表已於二零零二年七月十九日由董事會核准。