

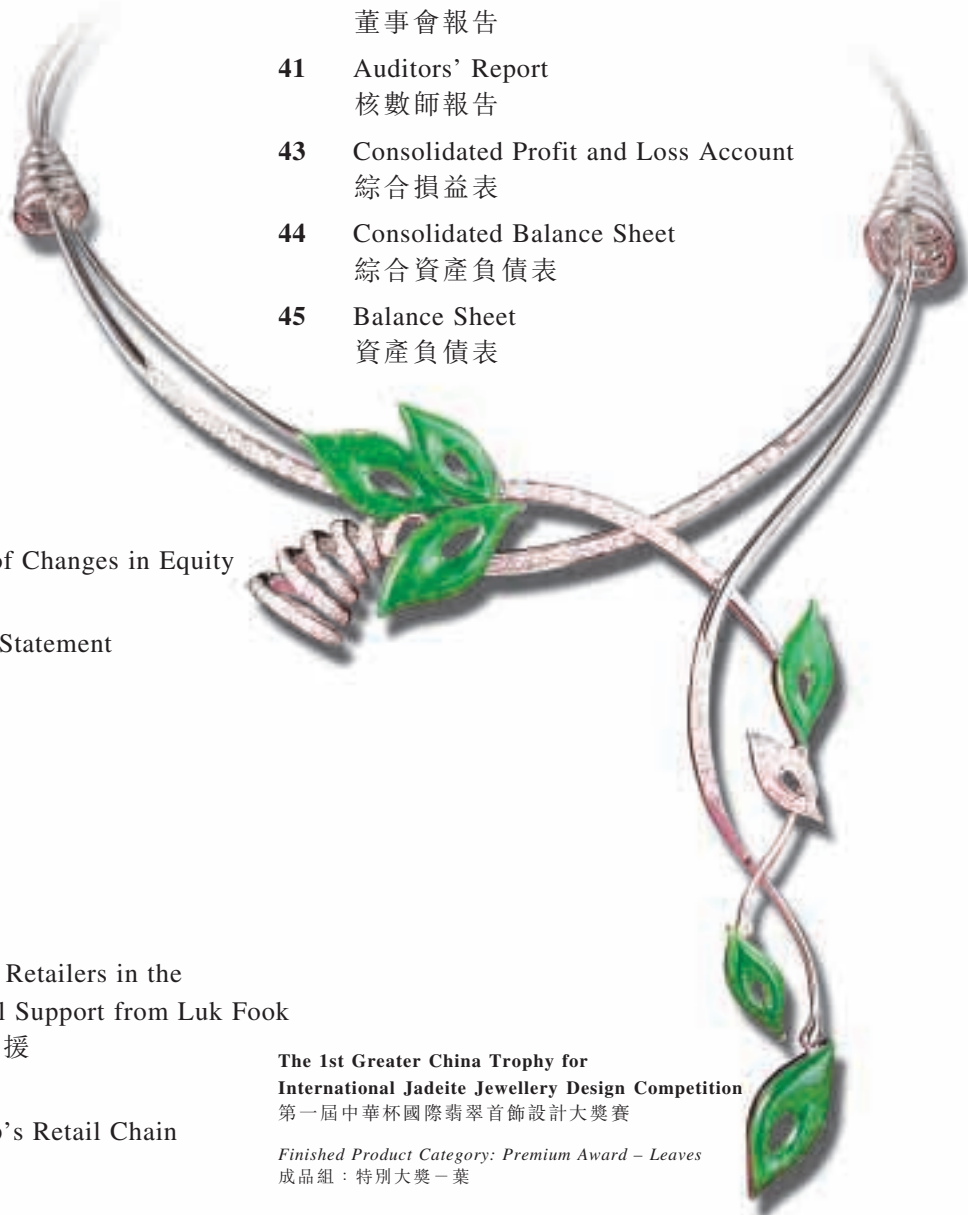
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**The 1st Greater China Trophy for
International Jadeite Jewellery Design Competition**
第一屆中華杯國際翡翠首飾設計大獎賽

Finished Product Category: Premium Award – Leaves
成品組：特別大獎－葉



CORPORATE INFORMATION**公司資料****DIRECTORS**WONG Wai Sheung (*Chairman*)

TSE Moon Chuen

LAW Tim Fuk, Paul

POON Kam Chi

LAU Kwok Sum

WONG Koon Cheung*

CHAN Wai*

LEE Shu Kuan*

YEUNG Po Ling, Pauline*

CHIU Wai Mo**

HUI Chiu Chung**

HUI King Wai*

* *Non-executive directors*** *Independent non-executive directors***COMPANY SECRETARY**

LAW Tim Fuk, Paul

LEGAL ADVISER

Preston Gates Ellis

AUDITOR

PricewaterhouseCoopers

*Certified Public Accountants***REGISTERED OFFICE**

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Hamilton HM 12

Bermuda

董事

黃偉常 (主席)

謝滿全

羅添福

潘錦池

劉國森

黃冠章*

陳偉*

李樹坤*

楊寶玲*

趙偉武**

許照中**

許競威*

* *非執行董事*** *獨立非執行董事***公司秘書**

羅添福

法律顧問

普蓋茨律師事務所

核數師

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Bermuda

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The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

SHARE REGISTRAR

The Bank of Bermuda Limited

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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Both the English and Chinese versions of this Annual Report can be accessed through the internet at:
<http://www.lukfook.com.hk>

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主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

股份過戶登記處

The Bank of Bermuda Limited

香港之股票過戶登記處

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本年報之中英語版皆可於<http://www.lukfook.com.hk>查閱。



Chairman's Statement 主席報告

I am pleased to present the annual report of Luk Fook Holdings (International) Limited (the "Company") and its subsidiaries (collectively known as the "Group") for the year ended 31st March 2003.

FINANCIAL PERFORMANCE

Results

For the year ended 31st March 2003, turnover was HK\$1,461,763,000 representing a 1.2% decrease compared with HK\$1,478,806,000 in the previous year. Profit attributable to shareholders amounted to about HK\$45,783,000 (2002: HK\$64,225,000), representing a decrease of 28.7%. Earnings per share was HK9.7 cents (2002: HK13.8 cents).

本人十分榮幸提呈六福集團(國際)有限公司(「本公司」)及其附屬公司(統稱為「本集團」)截至2003年3月31日止年度之年報。

財政表現

業績

截至2003年3月31日止年度，營業額為1,461,763,000港元，較去年1,478,806,000港元下降1.2%。股東應佔溢利為45,783,000港元(2002年：64,225,000港元)，下降28.7%。每股盈利為9.7港仙(2002年：13.8港仙)。





DIVIDEND

The Directors proposed a final dividend of HK4 cents per share (2002: HK5 cents per share) for the year ended 31st March 2003. Together with the interim dividend of HK2 cents per share already paid, a total of HK6 cents per share were declared for the year ended 31st March 2003 (2002: HK7.5 cents per share).

OPERATION REVIEW

Gold and Jewellery Operation

Business Expansion

At present, the Group has 22 retail outlets under the brand name of Luk Fook and 7 under the brand name of Ice g. in Hong Kong, Macau and Canada. During the year, the Group opened several outlets in Causeway Bay, the Peak Galleria, Diamond Hill and Sheung Shui. The Group has been actively expanding its overseas market and 3 outlets have been established in Macau and Toronto in the year under review.

Innovative Designs

During the year, the Group's designs gained applause in various jewellery design competitions. Details are set out in the "Management Discussion and Analysis" section.

股息

董事會擬就截至2003年3月31日止年度派發末期息每股4港仙(2002年：每股5港仙)，連同已派發的每股2港仙中期股息，截至2003年3月31日止年度所派發的股息共為每股6港仙(2002年：每股7.5港仙)。

業務運作回顧

金飾及珠寶首飾業務

業務擴充

本集團現時在香港、澳門及加拿大共有22間六福分店及7間針對年輕人市場的Ice g. 系列分店。年內，集團於銅鑼灣、山頂廣場、鑽石山及上水開設了分店。另外，集團於年內更積極開拓海外市場，並已於澳門及多倫多開設了3間分店。

新穎設計

過去一年，集團在各項設計大賽中囊括了多個獎項，詳情載於「管理層研討及分析」部份。

CHAIRMAN'S STATEMENT

主席報告



The 5th Buyers' Favorite Jewelry Design Competition
Creative Section: Bronze Award – Matching

第五屆最受買家歡迎首飾設計比賽
自由創作組：季軍 – 襯衣

To suit the needs of different customers, the Group has launched various new products into the market during the year under review, including:

- Gold ornaments with Year of the Ram as the theme. Traditional figures like “三羊啟泰”, “招財進寶” and cute figures like “獻寶金羊”, “富貴財神金羊”, etc;
- Gold jewellery encrusted with pearl and jade especially designed for Mother's Day;
- “Love on Fire” collection with the innovative design of “8 Hearts & 8 Arrows”, including the “Heart of Freedom” pendant for Christmas and 3 ring designs and 2 earrings designs for Valentine's Day. Each “8 Hearts & 8 Arrows” diamond is produced using the “Super Ideal Cut” technique, enabling a pattern comprising 8 arrows and 8 hearts to be shown on the surface and the bottom part of the diamond.

另外，為配合市場需要及顧客的不同口味，本集團亦在回顧年內推出了多款新產品，包括：

- 以羊年為主題，多款以傳統及Q版造型設計的足金擺件，傳統造型有「三羊啟泰」、「招財進寶」，而Q版造型則有「獻寶」金羊及「富貴財神」金羊等；
- 一系列為母親節而設、設計精美的足金鑲珍珠及翡翠首飾；



4th Hong Kong Jewellery Design Competition
Best of Show Award – “Halo”

第四屆香港珠寶設計比賽
大獎 – 銀暈

- 以「八心八箭」美鑽鑲嵌而成的「愛火 Love on Fire」鑽飾系列，包括為聖誕節而設計的愛火「自由的心」吊墜，以及為情人節而設計的三款戒指及兩款耳環。每顆「八心八箭」美鑽均以目前最尖端的切割技術「超理想車工」打磨而成，鑽石的面部及底部均可顯現八個心形圖案及八枝箭形圖案，極具特色。



The 5th Buyers' Favorite Jewelry Design Competition
Earrings Category: Gold Prize - Defoliation

第五屆最受買家歡迎首飾設計比賽
耳環組：冠軍 - 落葉

- The exclusive “HIRU” collection, meaning “the Sun” in Sinhala. “Padparadscha”, gemstones in pinkish orange color from the mines of Sri Lanka are used for the entire collection. Padparadscha gives a sparkling blaze like the Sun, and was thus given the name, HIRU. This new product was also given out as one of the first and second runners-up prizes in the Miss Hong Kong Pageant 2002.

Promotional Activities

- To enhance the corporate profile, the Group has participated in numerous promotional activities during the year. Details are set out in the “Management Discussion and Analysis” section.

PRC Market

The Group provides technical support, product design and staff training services to over 80 jewellery retailers in the PRC and authorizes them to use its brand name, with an aim to raise the Group’s profile in the PRC and better prepare for the opening of the PRC jewellery market. In August 2002, the Group participated in the 1st Guangzhou (Panyu) International Jewellery Fair and was overwhelmingly received, underlining the huge potential of the PRC’s jewellery market.

- 全港獨家推出「HIRU」系列、HIRU為斯里蘭卡文，意曰太陽。整個系列的首飾均採用斯里蘭卡新鑲床的橙粉紅色寶石 Padparadscha 鑲嵌而成。因 Padparadscha 的色澤璀璨艷麗，光彩奪目猶如太陽，因此被命名為 HIRU，更成為 2002 年度香港小姐亞軍及季軍的獎品之一。

推廣活動

- 為提升集團的知名度，於年內本集團積極參與了多項宣傳推廣活動，詳情載於「管理層研討及分析」部份。

中國市場

本集團現為國內超過 80 家珠寶零售商提供技術支援、款式設計、員工培訓等服務，並授權商戶使用品牌，務求令品牌滲透國內市場及提高集團在國內的知名度，為中國珠寶市場全面對外開放作部署。2002 年 8 月，集團參加了首屆廣州（番禺）國際珠寶展，反應熱烈，足見中國珠寶首飾市場的發展潛力。

CHAIRMAN'S STATEMENT

主席報告

With reference to the research report issued by the Hong Kong Trade Development Council in November, jewellery brands in Hong Kong are better recognized than Mainland and international brands in the PRC. The Group also ranked among the first four Hong Kong jewellery brands in the major cities of the PRC.

To further expand the production scale, the Group acquired a piece of land with an area of 350,000 square feet in Panyu for the construction of a large-scale jewellery-refining factory. The construction of the new factory is expected to complete by next year, with a production capacity that are 3 times of the existing one.

Securities Operation

Luk Fook Securities Limited ceased its cooperation with REXCAPITAL Securities Limited (formerly OSK Asia Securities Limited) on 28th February 2003 and has entered into a strategic alliance with UOB Kay Hian (Hong Kong) Limited on 1st March 2003, a renowned finance group in Hong Kong. The new alliance is dedicated to provide customers with securities brokerage services that are more stable, quality-assured and direct.

UOB Kay Hian (Hong Kong) Limited is an exchange participant of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Major services provided by the Company include institutional customer services, personal customer services, corporate customer services and information research services.

Portal Operation

The Group's registered jewellery portal "www.jewellworld.com" or "www.jw28.com" was established to provide an electronic gateway for the global jewellery industry. It serves as a business-to-business trading platform among jewellery manufacturers, wholesalers and retailers around the world, as well as an additional promotion channel for the Group. The Group believes that viewing samples and purchasing jewellery through the Internet would become a trend and thus generate huge business potential.

另外，據香港貿易發展局於11月的調查報告指出，香港品牌的珠寶首飾，在內地的認受性高於內地及國際品牌。而本集團更名列於內地主要城市最受歡迎香港珠寶首飾品牌的首四位。

為進一步拓大生產規模，本集團於番禺購入一幅面積達350,000平方呎的土地，作興建大型珠寶首飾加工廠之用。新廠房預期於明年落成，規模將是現有廠房的三倍。

証券業務

六福証券已於2003年2月28日終止與御泰證券有限公司(前萬信證券有限公司)的合作伙伴關係，並已於2003年3月1日起正式與本港著名金融服務集團大華繼顯(香港)有限公司建立策略性聯盟，繼續為客戶提供更穩健、更優質及更直接的證券買賣服務。

大華繼顯(香港)有限公司為香港聯合交易所(「聯交所」)的參與會員，主要為客戶提供：機構客戶服務、個人客戶服務、公司客戶服務及資訊研究服務。

網站業務

本集團成立及註冊的「珠寶世界」網站(www.jewellworld.com或www.jw28.com)，致力為世界各地的珠寶製造商、批發和零售商提供一個企業對企業的交易平台，亦作為本集團額外的宣傳渠道。本集團相信，此項服務打破時空的界限，讓世界各地的商戶輕易瀏覽貨辦及訂購珠寶，必將成為潮流，發展空間極大。

PROSPECTS

Hong Kong Market

The Hong Kong SAR Government recently implemented a number of measures to boost the tourism industry, with a special focus to attract Mainland visitors to Hong Kong. The Group intends to grasp the invaluable opportunity to enthusiastically develop its retail business. In addition, an increasing number of Mainland visitors came to shop in Hong Kong as a result of the gradual opening of the PRC market and the simplified procedures for applying to visit Hong Kong. All of the aforementioned factors, without mentioning the escalating reputation of the Luk Fook brand in the PRC, contribute to the development of the Group in the long run.

The Group will further promote the Ice g. collection and endeavor to build a brand recognizable to young consumers by offering inexpensive yet high quality jewellery products.

The Group made an announcement on 20th May 2003 regarding the adverse impact of the outbreak of Severe Acute Respiratory Syndrome (“SARS”) since March 2003 on the Group’s operation, as well as on the results of the financial year ending 31st March 2004. In order to minimize the impact, the Group exercised prudent management policy, aggressive operation strategy, and effective cost control measures, and expected that the decrease in turnover will narrow down due to the increase in tourists travelling to Hong Kong.

PRC Market

Signified by the abolishment of import tariffs on diamonds and the commencement of operation of the Shanghai Gold Exchange, the PRC jewellery market is readily opened after PRC’s accession to the World Trade Organization. This has brought forth greater investment and development opportunities for jewellers in Hong Kong. As stated in the research report by the Hong Kong Trade Development Council, jewellery products possess enormous potential in the PRC retail market. With competitive advantages over foreign jewellers in terms of reputation, services and product quality, the Group believes that its business will expand rapidly in the PRC.

前景

香港市場

香港特別行政區政府近期推出多項措施，積極推廣旅遊業，尤其著重吸引內地旅客來港旅遊消費。本集團將把握這個時機，積極發展針對旅客的零售業務。另外，隨著內地逐漸開放，內地遊客來港程序簡化，都吸引內地人士來港購物，加上六福的品牌在國內的知名度日漸提高，相信對本集團業務的長遠發展有極大幫助。

本集團亦會致力發展Ice g.系列的業務，務求為年輕消費者提供價廉而質優的首飾產品，提高本集團在該市場的知名度。

本集團於二零零三年五月二十日刊發公佈，指出非典型肺炎於香港二零零三年三月開始爆發後，影響本集團之業務運作，以及對截至二零零四年三月三十一日止財政年度之業績構成不利之影響。惟本集團推行審慎的管理方針、積極的營運策略，以及有效的成本控制措施，務使影響減至最低，並預期營業額因訪港旅客增加而收窄跌幅。

中國市場

中國入世後，珠寶市場對外開放，政府取消徵收對各類鑽石進口的關稅，上海黃金交易所正式運作，將為香港珠寶商帶來更多投資和發展的機遇。香港貿易發展局發表的研究報告亦顯示，珠寶首飾在內地的零售市場具有很大發展潛力。香港的珠寶首飾品牌相對外地的品牌有一定優勢，本集團確信，集團的聲譽、產品質素及服務水準都具有相當競爭力，國內的業務將迅速發展。

CHAIRMAN'S STATEMENT

主席報告

The Group is currently providing technical support and consultancy services to licensed jewellers in the PRC, with an aim to penetrate into the PRC market, thus paving way for future business development.

Macau Market

With the simplified traveling procedures, Macau has become another famous tourist spot for Mainland visitors. In view of this, the Group will actively promote its business in Macau with its two retail outlets there.

Overseas Market

The Group opened its first overseas retail outlet in Toronto, successfully moving a step forward into the overseas market. In the future, the Group plans to open more retail outlets in Vancouver, New York, Las Vegas and the Southeast Asia, aiming to upgrade the Group to become an international brand.

APPRECIATION

On behalf of the Board of Directors, I would like to express my appreciation to all the staff for their dedication and contribution during the year. I would also like to offer my sincerest gratitude to all our customers, suppliers, business associates and shareholders for their support and advice. With their continuous cooperation and support, the Group will make every endeavor to strive for the best in the coming year.

By Order of the Board
Wong Wai Sheung
Chairman

Hong Kong, 23rd July 2003

本集團目前以技術支援和顧問服務的形式，滲透國內市場，亦透過商標許可使用商積極宣傳，為未來的業務發展打好基礎。

澳門市場

隨著內地旅客出外旅遊程序簡化，除振興了本港的旅遊業外，澳門亦成為遊客主要的遊覽目的地，故本集團將繼續積極經營澳門的兩家分店，以發展當地珠寶零售業務。

海外市場

本集團已成功進軍外地市場，於多倫多開設了第一家分店，並考慮於將來在溫哥華、紐約、拉斯維加斯及東南亞增開分店，逐步令集團提升為國際品牌。

致謝

本人謹藉此機會代表董事會向本集團員工致以萬二分謝意，感激他們對本集團的忠心和熱誠。本人更感激各顧客、供應商、業務友好及股東的支持及意見。為報答各方多年來的通力合作和支持，本集團定必竭盡所能在未來一年做得更好。

承董事會命
 主席
黃偉常

香港，2003年7月23日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層研討及分析

INDUSTRY REVIEW

During the year under review, Hong Kong's economic situation remained stagnant as reflected by the continual deflation and high unemployment rate. The outbreak of SARS in mid-March has further hampered the local retail market with a weakened consumer sentiment and a reduction in the number of tourists coming to Hong Kong. Government statistics showed that retail sales of luxury goods such as jewellery dropped by 15.4% in September 2002 and 16.1% in March 2003 as compared with the same period last year. It is believed that the local jewellery retail market will experience a relatively long recovery period.

However, the State Council of the PRC has passed a policy regarding the relaxation of gold trade restrictions, including the tight control over enterprises on the manufacturing, processing and wholesaling of gold products; and the gold products retail approval system has been lifted. It is believed that this will pose a promising effect on the Group's development in the PRC.

REVIEW OF 2002/2003 BUSINESS STRATEGIES

In the past year, the local retail market remained weak. Revenue generated from Mainland tourists could not offset the shrinking domestic consumption. However, with its prudent business strategies and aggressive development plans, the Group managed to minimize the negative impact.

In addition, the Group's inventory level increased by approximately 16% as compared with that of the previous year. This was mainly due to the increase in the number of outlets during the year and the impact of SARS which influenced the retail industry, and in turn resulted in an increase in inventory level.

On the other hand, the Group's gross profit margin experienced a slight decrease over the previous year. The average gross profit margin in the past few years was about 20%, while that of the previous year was higher than before. Therefore, the change of gross profit margin during the year under review was a reasonable adjustment.

行業回顧

回顧年內，本港經濟環境未見改善，通縮持續，失業率高企，加上2003年3月中爆發的非典型肺炎疫情嚴峻，對本港零售業造成即時打擊，導致本地消費意欲薄弱，來港旅遊人士大幅減少，香港零售市場更見疲弱。政府統計數字顯示，奢侈品如珠寶首飾的零售額，於2002年9月較去年同期下跌15.4%，2003年3月更錄得16.1%之跌幅，相信本港珠寶首飾市況需要一段較長的時間才能恢復。

然而，中國國務院已經批准放寬黃金管制的政策，包括對黃金的生產、加工和批發企業的嚴格限制，取消黃金的零售核准制，相信對於本集團發展中國市場會有正面的影響。

2002/2003商業策略回顧

回顧過去一年，本地零售市況疲弱，內地旅客來港消費所帶來的營業額亦不足以抵銷本地消費萎縮所造成的影響。然而，本集團憑著審慎的經營策略和積極的發展方針，把負面的影響減至最低。

此外，本集團於回顧年內之存貨量較去年同期增加了約16%，主要是由於本集團於年內之分店數目上升，而受非典型肺炎的影響，零售市道疲弱，因此亦令存貨量有所增加。

另一方面，本集團於年內之毛利率較去年稍微下調，過去數年集團之平均值約為20%，而去年之毛利率則較以往之為高，因此回顧年內毛利率之改變屬合理的調整。

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GOLD AND JEWELLERY OPERATION

Innovative Designs

The Group's management is insightful and in touch with customer preferences towards jewellery products, while the Group's quality designers are committed to creative designs that are fashionable yet unique. During the year under review, world-class innovative jewellery collections were launched to the market and were well received. Some of which are ornaments and accessories specially designed for festivals like Christmas, Chinese New Year and Mother's Day.

To enhance corporate profile and to signify the uniqueness of the Group's products, it has entered into cooperation with the Hong Kong Productivity Council to jointly introduce the advanced "Laser Imprint System", engraving logo and the serial number of the certificate on diamonds. The Group has planned to purchase another "Laser Imprint System" that could engrave on gold products in the future, with an aim to add value to the services provided by the Group.

The Group's designs gained applauses in numerous local and overseas design competitions, including:

- "The 1st Greater China Trophy for International Jadeite Jewellery Design Competition"

Finished Product Category

- Premium Award – necklace "Leaves"
- Silver Award – head accessory "Great Pagoda"
- Bronco Award – bracelet "Maze"
- Bronco Award – necklace "Butterfly"
- Bronco Award – earrings "Together"
- Creative Idea Award – necklace "The Green Fairy"
- Creative Idea Award – necklace "Snowflakes"

Drawing Category

- Silver Award – "Break"

金飾及珠寶首飾業務

創新設計

本集團的管理層洞悉潮流，銳意創新，熟悉顧客對珠寶的品味及喜好；優秀的設計師則能夠針對潮流，設計出風格獨特，款式新穎的首飾。回顧年內，一系列革新的世界級產品相繼推出市面，廣受歡迎，如為配合聖誕節、農曆新年及母親節等節日而設計的擺設及配件等。

為提升品牌形象及增添產品的獨特性，本集團去年與香港生產力促進局合作，引入先進的鐳射印記系統，在鑽石刻上商標及鑑定證書編號，使顧客增添信心。集團在未來將購置另一鐳射印記系統應用在金飾上，為顧客提供更多增值服務。

集團的設計更於多個本地及國際設計大賽中屢獲殊榮，包括：

- 「第一屆中華杯國際翡翠首飾設計大獎賽」

成品組

- 「中華杯」特別大獎－頸鏈「葉」
- 銀獎－頭飾「東樓」
- 銅獎－手鐲「迷」
- 銅獎－頸鏈「蝶舞」
- 銅獎－耳環「團聚」
- 最佳創作獎－頸鏈「綠野仙踪」
- 最佳創作獎－頸鏈「風花雪」

繪圖組

- 銀獎－「Break」

- “The 5th Buyers’ Favorite Diamond Jewellery Design Competition”
 - Necklace Section: Gold Award – “Opened Heart”
 - Earrings Section: Gold Award – “Defoliation”
 - Bracelet & Brooch Section: Gold Award – “Cyber”
 - Bracelet & Brooch Section: Silver Award – “Catching Life”
 - Creative Section: Bronze Award – “Matching”
- [第五屆最受買家歡迎首飾設計比賽 2002]
 - 項鍊組：冠軍 – 「打開心扉」
 - 耳環組：冠軍 – 「落葉」
 - 手鐲及胸針組：冠軍 – 「異度」
 - 手鐲及胸針組：亞軍 – 「Catching Life」
 - 自由創作組：季軍 – 「襯衣」
- “The 4th Hong Kong Jewellery Design Competition”
 - Best of Show Award: “Halo”
 - Ring Category: Finalist – “Blossom”
- [第四屆香港珠寶設計比賽]
 - 大獎：[銀暈]
 - 戒指組：優異獎 – 「花姿」
- “Chuk Kam Jewellery Design Competition 2002”
 - “A set in 18K” Category: “花火”, “溫暖”
 - Brooch/Pendant Category: “吸引力”
- [足金首飾設計比賽 2002]
 - 西金套裝組：[花火]、[溫暖]
 - 針墜組：[吸引力]
- “The 4th International South Sea Pearl Jewellery Design Competition”
 - Pendant Category: Bronze Award – “日與夜”
- [第四屆國際南洋珠首飾設計比賽]
 - 吊墜組：銅獎 – 「日與夜」

Brand Building

Branding is undoubtedly important for the long-term development of the Group.

Given the gradual opening of the PRC market, the Group dedicates to promote its trade name of “Luk Fook Jewellery” in the Hong Kong and the PRC markets.

The Group sponsored various public activities during the year, including:

- The Louie Castro concert and the “Elva Live 2002” concert;
- Diamond Crown and some jewellery pieces for the winners of the 2002 Miss Hong Kong Pageant;

品牌建立

品牌的建立對於集團的長遠發展極其重要。

於回顧年內，針對內地逐漸開放的市場，集團銳意提高「六福珠寶」於香港及國內的知名度。

本集團於回顧年內贊助了各種不同的公開活動，包括：

- 贊助賈思樂演唱會及「六福閃耀蕭亞軒演唱會 2002」；
- 贊助 2002 年度香港小姐競選的冠軍后冠及冠亞季軍的名貴鑽飾獎品；

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- Jewellery pieces from Luk Fook and Ice g. collection for TVB Pearl's "Be My Valentine" Contest;
- A gold and diamond plated tennis racket was awarded to the "Most Beloved Player" at the Salem Open 2002; and a number of jewellery pieces were given away to voters.

The Group also organized and participated in numerous promotional activities, including:

- A "六福珠寶閃亮11週年大獎賞" contest was held to celebrate the Group's 11th anniversary. Prizes from sponsorships include a HK\$100,000 worth saloon, diamonds and traveling packages, amounting to HK\$20,000,000. Famous models were present at the award presentation ceremony wearing the winning jewellery pieces;
- Various large-scale road shows including:
 - "生活添'飾'彩" at the Landmark North, Sheung Shui
 - "至愛媽咪靚靚首飾展" at the Cityplaza, Tai Koo Shing
 - "火熱'愛火'迎夏日" at the Sun Chui Shopping Centre, Chai Wan
 - "Panyu International Jewellery Fair" at the Panyu Baiyue Exhibition Center, Panyu
 - "Shenzhen International Jewellery Fair" at the China Hi-Tech Fair Exhibition Center (Shenzhen)
 - "香港國際珠寶鐘錶展覽會" at the Hong Kong Convention And Exhibition Center, Wanchai
 - "六福珠寶閃亮11週年之魅力秋飾展新姿" at the Tuen Mun Town Plaza

- 贊助無線電視明珠台「情濃二月」有獎遊戲獎項，送出六福及Ice g.系列的鑽飾；

- 贊助2002年度沙龍職業網球賽，更舉辦「我最喜愛球員」選舉，得獎者獲贈金鑽網球拍；六福珠寶更送出多項鑽飾予參與投票的人士。

本集團於回顧年內舉辦及參與了多項活動，包括：

- 為慶祝六福集團成立11週年紀念，舉辦有獎遊戲「六福珠寶閃亮11週年大獎賞」活動，獲贊助商送出總值超過港幣20,000,000的禮品，包括頭獎價值超過港幣100,000之名貴房車、多項美鑽大獎及旅遊大獎等。頒獎禮當日，更邀得名模演繹六福珠寶多項得獎首飾作品；
- 舉辦多項大型商場展銷會，包括：
 - 於上水廣場舉辦「生活添“飾”彩」活動
 - 於太古城廣場舉辦「至愛媽咪靚靚首飾展」
 - 於柴灣新翠商場舉辦「火熱“愛火”迎夏日」活動
 - 參與於番禺百越廣場展覽中心的「番禺國際珠寶展覽會」
 - 參與於深圳高交會展覽中心的「深圳國際珠寶展覽會」
 - 參與於灣仔會議展覽中心的「香港國際珠寶鐘錶展覽會」
 - 於屯門市廣場舉辦「六福珠寶閃亮11週年之魅力秋飾展新姿」

- “六福聖誕愛火新感覺” at the New Town Plaza, Shatin;
- The “Hong Kong Mega Sale” organized by the Hong Kong Tourism Board with an aim to boost the Hong Kong tourism industry;
- “The 10th Hong Kong International Jewellery Manufacturers’ Exhibition”, displaying the Group’s award-winning designs at “The 5th Buyers’ Favorite Diamond Jewellery Design Competition”;
- “Hong Kong International Jewellery Show 2003”, showing the Group’s award-winning designs at “The 4th Hong Kong Jewellery Design Competition” and “The 4th International South Sea Pearl Jewellery Design Competition”.
- 於沙田新城市廣場舉辦「六福聖誕愛火新感覺」；
- 參與由香港旅遊發展局所舉辦的「香港新世紀勁買」大抽獎，積極推動香港旅遊業；
- 於「第十屆香港國際珠寶廠商展覽會」中展覽本集團於「第五屆最受買家歡迎首飾設計比賽」的得獎作品；
- 於「香港國際珠寶展2003」中展覽本集團於「第四屆香港珠寶設計比賽」及「第四屆國際南洋珠首飾設計比賽」的得獎作品。

Quality Assurance

“China Gems Laboratory Limited”, the Group’s subsidiary, had tested and issued quality certificates for over 100,000 pieces of jade products. In recent years, the Group has introduced advanced equipments for the testing and issuance of certificates for diamonds and gemstone jewellery. The objective is to ensure that every piece of the Group’s products come with an identification certificate, which could raise the confidence of our customers towards the Group’s products and the market competitiveness.

During the year under review, it has applied to join the gemstone identification and recognition system, as proposed by the Gemmological Association of Hong Kong and the Hong Kong Productivity Council to the Government. It is expected to raise the international recognition of the certificates issued by the laboratory.

Customer Preferences

Customer preferences always come first. The Group believes that only fashionable and customer-driven products could gain market recognition. To cater for the changing customer preferences, the Group has reviewed the proportion of its product mix between gold and gemstone jewellery, from 70%:30% to 56%:44% in 2001/2002.

品質保證

集團的附屬機構，中華珠寶鑑定中心，自成立以來為集團測檢及簽發鑑定證書的玉器至今已超過100,000件。於近年更引入先進的儀器為鑽石及寶石飾物作測檢及簽發證書。目標是為集團每件產品附上鑑定證書，增加顧客對集團產品的信心及提高市場競爭力。

於回顧年內，本中心申請加入由香港寶石學協會及香港生產力促進局向政府建議的寶石鑑定所標識及認證制度。預料當明年落實後，本中心所簽發的證書的國際認受性將更高。

顧客需求

集團極為重視顧客的喜好和口味，認為只有切合潮流和顧客需要的產品才能得到肯定和歡迎。針對消費者口味的轉變，本集團足金和寶石首飾的業務比例，已於2001/2002年度由以往的70%比30%，調整為現時的56%比44%。

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Cost Control

The rental costs represent an insignificant 3.5% of the Group's turnover. The Group continues to obtain favorable rates from landlords this year. Negotiations with other landlords on rental issues are in active progress. Advertising and promotion expenditures represent approximately 1.3% of the turnover.

Securities Operation

The Group believes that securities investments and jewellery trading are both inflation-proof assets that one can invest in. During the year under review, the drying up of securities turnover in financial markets caused considerable pressure to the Group's securities business.

Portal Operation

It is believed that jewellers around the world will use the jewellery portal more frequently to streamline their operation procedures. It undoubtedly represents significant business potential for the Group's jewellery portal.

Liquidity and Financial Resources

The Group's core business is gold and jewellery retailing. As at 31st March 2003, the Group's cash on hand reached approximately HK\$91 million (2002: HK\$136 million). The Group's debt-to-equity ratio at the year-end, being the proportion of total debts of approximately HK\$98 million (2002: HK\$92 million) against total shareholders' equity of approximately HK\$525 million (2002: HK\$511 million), was 18.7% (2002: 18.0%).

The Group's income and expenditure streams are mainly denominated in Hong Kong dollars.

Capital Expenditure

During the year under review, the Group incurred capital expenditures of HK\$20 million, including the costs of furniture, fixture and equipment for several new jewellery retail shops and cost of the piece of land for the new factory in Panyu.

成本控制

本集團的租金成本維持於營業額3.5%的低水平，本年度繼續獲得業主的優惠租約，並積極與業主商討租金問題，成功削減開支。廣告及推廣的支出則佔營業額約1.3%。

證券業務

本集團相信，證券投資和珠寶買賣均屬將資產投資保值的事業。回顧期內，證券交易量減縮，對集團的證券業務構成一定影響。

網站業務

各地的珠寶商為了簡化運作的程序，紛紛利用珠寶網站作為交易平台，相信集團的網站擁有巨大的發展潛力。

流動資金及財務資源

本集團的主要業務是金飾及珠寶零售。於2003年3月31日，本集團的手頭現金約達91,000,000港元(2002年：136,000,000港元)，資本負債比率為18.7%(2002年：18.0%)，此乃按總負債約98,000,000港元(2002年：92,000,000港元)及股東權益總額約525,000,000港元(2002年：511,000,000港元)兩者之比例計算。

本集團的收入與支出主要以港元為計算單位。

資本性開支

回顧年內，本集團錄得為數約20,000,000港元的資本性開支，包括開設數間珠寶零售店的裝修設備成本及於番禺新廠房的土地成本。

Contingent Liabilities

The Group did not have any significant contingent liabilities at 31st March 2003 (2002: nil).

Employment, Training, Development and Remuneration Policy

As at 31st March 2003, the number of staff of the Group in Hong Kong was approximately 636 (2002: 602). Remuneration policies are reviewed and approved by management on a regular basis. Remuneration packages are structured to take into account the comparable level of the market. Bonus and other merit payments are linked to success of the Group and performance of individual employee. The policy is to encourage employees to optimize business performance by providing them with financial incentives.

The Group values harmony and unity within the corporate community. The Group's Annual Spring Dinner was held at the Hong Kong Convention and Exhibition Center on 11th March 2003. During the event, prizes and awards were presented to outstanding branches and award winning designers as a token of appreciation and encouragement.

或然負債

本集團於2003年3月31日並無任何重大或然負債(2002年：無)。

招聘、培訓、發展及薪酬策略

截至2003年3月31日，本集團於香港的員工數目約為636人(2002年：602人)。管理層定期檢討及制定薪酬策略時，會考慮及比較市場上的各種因素。花紅及其他表現獎賞則與集團及個別員工的表現掛鉤。此政策的實行，是為了以酬金獎賞提升員工士氣，務求為顧客提供最優質的服務。

本集團一向重視企業融洽和諧的文化，因此於2003年3月11日，假座香港會議展覽中心的會堂，舉行一年一度的春節聯歡晚會。席間頒發各項獎項給業績突出的分行及於產品設計比賽中得獎的設計師，以示鼓勵。

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 19/F., Sino Centre, 582-592 Nathan Road, Kowloon on 27 August 2003 (Wednesday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2003.
2. To declare the final dividend for the year ended 31st March 2003.
3. To re-elect the retiring directors, to fix the remuneration of Directors and to authorise the Board to appoint additional directors.
4. To re-appoint Auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

茲通告本公司將於2003年8月27日(星期三)上午十一時三十分假座九龍彌敦道582-592號信和中心19樓舉行股東週年大會，藉以處理下列事項：

1. 省覽截至2003年3月31日止年度之經審核綜合賬目，董事會報告及核數師報告。
2. 宣佈派發截至2003年3月31日止年度之末期股息。
3. 重選退任董事，釐定董事酬金，並授權董事會委任額外董事。
4. 續聘核數師，並授權董事會釐定其酬金。
5. 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) 在下文(c)段之規限下，一般性及無條件批准本公司董事會在有關期間(定義見下文(d)段)內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予可能需要行使此等權力之售股建議，協議及購股權；
- (b) 上文(a)段之批准將授權董事會在有關期間內作出或授予須於有關期間終止後行使上述權力之售股建議、協議及購股權；

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any script dividend 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, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (d) for the purposes of this Resolution:
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
- (c) 董事會依據上文(a)段之批准而配發或有條件或無條件同意配發（不論是否依據購股權而配發者）之股本面值總額（不包因配售新股（定義見下文(d)段）或根據任何購股權計劃或當時所採納之類似安排而向本公司及／或其任何附屬公司之行政人員及／或僱員發行本公司之股份或授出可購入本公司股份之權利或根據本公司之公司細則規定之以股代息計劃或類似安排而配發股份，以代替本公司股份之全部或部份股息者除外），不得超過本決議案通過當日本公司已發行股本面值總額之20%，而上文(a)段給予董事會之批准須受相應限制；及
- (d) 就本決議案而言：
- 「有關期間」乃指由本決議案通過之日起至下列三者之較早日期止之期間：
- (i) 本公司下屆股東週年大會結束；
 - (ii) 本公司之公司細則或一切適用法例規定本公司下屆股東週年大會須予召開之期限屆滿；或
 - (iii) 本決議案所授權力被股東於股東大會上通過普通決議案撤銷或修訂；及

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“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the shareholders on the register of shareholders of the Company on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors of the Company 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 applicable to the Company).”

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company 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 this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and

「配售新股」乃指董事會於指定期間內向指定記錄日期當日本公司股東名冊內所列之股東按其當時持股比例提呈售股建議（惟董事會有權就零碎股權或香港以外任何地區之法律或任何認可管制機構或證券交易所之規定所訂之任何限制或責任，而必須或權宜取消若干股東在此方面之權利或作出其他安排）。

6. 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) 在下文(b)段之規限下，一般性及無條件批准本公司董事會在有關期間（定義見下文(c)段）內行使本公司所有權力，依照所有適用法例及／或香港聯合交易所有限公司（「聯交所」）證券上市規則或本公司證券上市所在並獲證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所不時修訂之規定，在聯交所及任何其他證券交易所購回本公司本身之股份；
- (b) 本公司依據上文(a)段而購回之股本面值總額不得超過本公司於本決議提呈當日已發行股本面值總額之10%，而上文(a)段給予董事會之批准須受相應限制；及

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

7. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution:

“**THAT** conditional upon Resolutions Nos 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution No 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

8. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** “六福集團(國際)有限公司” be and is hereby adopted as the Chinese name of the Company for the purpose of registration under Part XI of the Companies Ordinance (Cap. 32) of the Laws of Hong Kong.”

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則或一切適用法例規定本公司下屆股東週年大會須予召開之期限屆滿；或
- (iii) 本決議案所授權力被股東在股東大會上通過普通決議案撤銷或修訂。」

7. 作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案：

「**動議**在第5及第6項決議案獲通過後，將本公司依據上文第6項決議案所述給予董事會之權力而購回之本公司股本中股份數目之面值總額加入本公司董事會依據上文第5項決議案而配發或有條件或無條件同意配發之股本面值總額內，惟本公司所購回股本之面值不得超過本公司於本決議案提呈當日已發行股本面值總額之10%。」

8. 作為特別事項，考慮及酌情通過以下決議案為特別決議案：

「**動議**採用「六福集團(國際)有限公司」為本公司之中文名稱，以根據香港法例第32章公司條例第十一部註冊。」

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9. To transact any other business.

By Order of the Board

Law Tim Fuk, Paul
Company Secretary

Hong Kong, 23rd July 2003

9. 處理任何其他事項。

承董事會命

公司秘書
羅添福

香港，2003年7月23日

REPORT OF THE DIRECTORS

董事會報告

The directors submit their report together with the audited accounts for the year ended 31st March 2003.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in the retailing and wholesaling of gold jewellery and gold ornaments, gem-set jewellery and gemstones, and other accessory items. Over 90% of the Group's revenues and results are derived from activities carried out in Hong Kong.

An analysis of the Group's performance by business segment is set out in note 3 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 43.

The directors have declared an interim dividend of HK2 cents per ordinary share, totalling HK\$9,493,000, which was paid on 15th January 2003.

The directors recommend the payment of a final dividend of HK4 cents per ordinary share, totalling HK\$18,987,000 and payable on 2nd September 2003.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 20 to the accounts.

FIXED ASSETS

The Company did not own any fixed asset during the year. Details of the movements in fixed assets of the Group are set out in note 12 to the accounts.

董事會謹提呈彼等之董事會報告及截至2003年3月31日止年度經審核的賬目。

主要業務及經營分佈之分析

本公司乃一間投資控股公司，其附屬公司主要從事金飾與黃金裝飾品、鑲石首飾與寶石及其他配飾之零售及批發業務。本集團逾90%之收入及業績均源自在香港經營之業務。

本集團按業務分類之業績表現分析載於賬目附註3。

業績及分派

本集團本年度之業績載於第43頁之綜合損益表內。

董事會已宣佈中期股息為每股普通股2港仙，合共9,493,000港元，已於2003年1月15日派發。

董事會現建議派發末期股息每股普通股4港仙，合共18,987,000港元，將於2003年9月2日派發。

儲備

年內本集團及本公司儲備之變動載於賬目附註20。

固定資產

年內本公司並無擁有任何固定資產。年內本集團固定資產之變動詳情載於賬目附註12。

REPORT OF THE DIRECTORS

董事會報告

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 19 to the accounts.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st March 2003, calculated under the Companies Act of Bermuda, amounted to HK\$372,305,000 (2002: HK\$335,298,000).

FIVE YEAR FINANCIAL SUMMARY

The results, assets and liabilities of the Group for each of the last five financial years ended 31st March are as follows:

股本

本公司股本之變動詳情載於賬目附註19。

可供分派儲備

根據百慕達公司法計算，本公司於2003年3月31日之可供分派儲備為372,305,000港元(2002年：335,298,000港元)。

五年財務摘要

本集團截至3月31日止5個個別財政年度之業績、資產及負債如下：

| | | 1999 | 2000 | 2001 | 2002 | 2003 |
|-------------------------------------|--------------|-----------|-----------|-----------|-----------|------------------|
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Results | 業績 | | | | | |
| Turnover | 營業額 | 1,444,713 | 1,711,841 | 1,605,764 | 1,478,806 | 1,461,763 |
| Profit attributable to shareholders | 股東應佔溢利 | 40,680 | 80,371 | 71,305 | 64,225 | 45,783 |
| Assets and liabilities | 資產及負債 | | | | | |
| Total assets | 資產總值 | 482,359 | 540,445 | 571,306 | 606,496 | 627,144 |
| Total liabilities | 負債總額 | 94,955 | 96,737 | 89,180 | 91,867 | 97,956 |
| Shareholders' funds | 股東權益 | 385,060 | 440,055 | 479,559 | 510,680 | 524,720 |

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

DIRECTORS

The directors during the year were:

Executive directors

Mr WONG Wai Sheung

Mr TSE Moon Chuen

Mr LAW Tim Fuk, Paul

Mr POON Kam Chi

Mr LAU Kwok Sum

Non-executive directors

Mr WONG Koon Cheung

Mr CHAN Wai

Mr LEE Shu Kuan

Miss YEUNG Po Ling, Pauline

Mr CHIU Wai Mo *

Mr HUI Chiu Chung *

Mr HUI King Wai

* *Independent non-executive directors*

Messrs POON Kam Chi, LAU Kwok Sum, WONG Koon Cheung and CHAN Wai retire by rotation in accordance with clause 99 of the Company's Bye-law and, being eligible, offer themselves for reelection.

By an ordinary resolution passed at the Annual General Meeting held on 27th August 2002, the Board was authorized to appoint additional directors to these appointed at that meeting up to a maximum of 20 directors.

購入、出售或贖回股份

年內本公司並無贖回其任何股份。年內本公司或其任何附屬公司並無購入或出售任何本公司股份。

董事

於年內之董事如下：

執行董事

黃偉常先生

謝滿全先生

羅添福先生

潘錦池先生

劉國森先生

非執行董事

黃冠章先生

陳偉先生

李樹坤先生

楊寶玲小姐

趙偉武先生*

許照中先生*

許競威先生

* *獨立非執行董事*

根據本公司之公司細則第99條之規定，潘錦池先生、劉國森先生、黃冠章先生及陳偉先生須輪值告退，惟彼等均符合資格，願意膺選連任。

透過於2002年8月27日舉行之股東週年大會上通過之普通決議案，董事會獲授權，委任額外董事至最多20名董事。

REPORT OF THE DIRECTORS

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive directors

Mr WONG Wai Sheung, aged 53, is the founder, Chairman and Chief Executive of the Group. He has over 36 years of experience in the jewellery industry in Hong Kong. He is responsible for the overall strategic planning and management of the Group. He has been an associate director of The Kowloon Gold Silver and Jewel Merchant's Staff Association since November 1993. Mr Wong was invited to act as honorary permanent chairman of Jewellery Traders Industry & Commerce Association since April 2001.

Mr TSE Moon Chuen, aged 53, is the co-founder of the Group. Presently, he is the Director & Deputy General Manager. He has over 31 years of experience in jewellery retailing business and is responsible for the sales operations and administration of the Group's retail shops. He has been a executive committee member of the Diamond Federation of Hong Kong, China Ltd. since 2001. He has also been appointed as the chairman of the Tsuen Wan Festival Lightings Organizing Committee for 5 consecutive years.

Mr LAW Tim Fuk, Paul, aged 50, joined the Group as the Financial Controller and Company Secretary in 1996. Presently, he is a Director and Financial Controller of the Group. He is a member of The Association of Chartered Certified Accountants, the Chartered Institute of Management Accountants, the Hong Kong Society of Accountants and the Institute of Chartered Secretaries and Administrators. Mr Law holds a Bachelor's Degree with honours in Accountancy. He has over 14 years of accounting and auditing experience and over 12 years of experience in commerce. He is responsible for the accounting and finance of the Group.

Mr POON Kam Chi, aged 55, joined the Group as a Branch Manager in 1994. Presently, he is a Director and Operations Director. Mr Poon has over 34 years of experience in the jewellery retailing business in Hong Kong.

Mr LAU Kwok Sum, aged 61, joined the Group as a Branch Manager in 1995. Presently, he is a Director & Zone Manager (Yaumatei & Mongkok). Prior to joining the Group, Mr Lau worked as a regional manager in a listed jewellery company in Hong Kong. Mr Lau has more than 33 years of experience in retailing, purchasing and wholesaling of jewellery products.

董事及高層管理人員之履歷

執行董事

黃偉常先生，53歲，為本集團創辦人、主席兼行政總裁。黃先生具備逾36年香港珠寶業經驗，負責本集團整體企業策劃及行政管理事宜。彼自1993年11月為九龍首飾業文員會之理事長。自2001年4月獲邀出任玉器業工商會永遠名譽會長。

謝滿全先生，53歲，為本集團之共同創辦人。現職為董事兼副總經理。謝先生具備逾31年香港珠寶及金飾零售業經驗，負責本集團零售店之銷售、營運及行政事宜。彼於2001年為香港鑽石總會有限公司之執行會員，彼亦連續五屆被委任為荃灣區節日燈飾籌備委員會主席。

羅添福先生，50歲，1996年加入本集團任職財務總監及公司秘書，現職為董事兼集團財務總監。羅先生為英國特許公認會計師公會、英國特許管理會計師公會、香港會計師公會及特許秘書及行政人員公會之會員。羅先生持有會計系榮譽學士學位，具備逾14年會計及核數經驗及逾12年商業經驗。彼負責本集團會計及財務事宜。

潘錦池先生，55歲，於1994年出任本集團分行經理，現職為董事兼營運總監。彼具備逾34年香港珠寶零售業經驗。

劉國森先生，61歲，於1995年出任本集團分行經理，現職為董事兼區域經理(油旺區)。彼於加入本集團前，曾於香港一間上市珠寶公司任職區域經理。劉先生擁有逾33年零售、採購及批發珠寶產品經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Non-executive directors

Mr WONG Koon Cheung, aged 70, has over 51 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr CHAN Wai, aged 73, has over 56 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr LEE Shu Kuan, aged 76, has over 36 years of experience in property development in Hong Kong. He joined the Group in 1991.

Miss YEUNG Po Ling, Pauline, aged 36, is the co-founder of the Group. Miss Yeung has over 15 years of experience in public relations. Miss Yeung was the winner of Miss Hong Kong and Miss International of Goodwill in 1987. Miss Yeung was also the president of the Wai Yin Club for the year 1995 – 1996.

Mr CHIU Wai Mo, aged 53, has over 36 years of experience in general trading, property investment and management consultancy in Hong Kong and Japan. Mr Chiu holds directorships in a number of companies in Hong Kong and Japan. He joined the Group in 1997.

Mr HUI Chiu Chung, aged 56, joined the Group in 1997 and he is currently Managing Director of UOB Kay Hian (Asia) Limited. Mr Hui has 32 years of experience in the securities and investment industry. Mr Hui had for years been serving as a Council Member and Vice-Chairman of the Stock Exchange. He was also a Director of the Hong Kong Securities Clearing Company Limited. He is at present a member of the Advisory Committee of Hong Kong Securities & Futures Commission, appointed Member of Securities & Futures Appeals Tribunal, member of the Listing Committee of the Stock Exchange of Hong Kong and Committee Member of the Hong Kong Stockbrokers Association. Mr Hui also serves as a non-executive director of several listed companies in Hong Kong.

Mr HUI King Wai, aged 53, is a solicitor practising in Hong Kong and joined the Group in 1999. He was admitted solicitor of the Supreme Court of England and Wales and of the Supreme Court of Hong Kong in 1981 and 1982 respectively.

董事及高層管理人員之履歷 (續)

非執行董事

黃冠章先生，70歲，具備逾51年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

陳偉先生，73歲，具備逾56年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

李樹坤先生，76歲，具備逾36年香港物業發展經驗。彼於1991年加入本集團。

楊寶玲小姐，36歲，為本集團之共同創辦人。楊小姐具備逾15年公關工作經驗。楊小姐為1987年度香港小姐冠軍及國際親善大使。楊小姐亦曾任1995至1996年度慧妍雅集主席。

趙偉武先生，53歲，具備逾36年香港及日本一般貿易、物業投資及管理顧問工作經驗。趙先生出任多間香港及日本公司之董事。彼於1997年加入本集團。

許照中先生，56歲，1997年加入本集團。彼現為大華繼顯(亞洲)有限公司董事總經理，具備32年之證券及投資經驗，多年來曾出任聯交所理事及副主席，亦曾任香港中央結算有限公司董事。許先生現時為香港證券及期貨事務監察委員會諮詢委員會及學術評審委員會委員，證券及期貨事務上訴審裁處委員，香港交易所屬下香港聯合交易所上市委員及香港證券經紀業協會委員會委員。彼亦為香港多間上市公司之獨立非執行董事。

許競威先生，53歲，香港執業律師。彼於1999年加入本集團。許先生分別於1981年及1982年獲英格蘭及威爾斯高等法院及香港高等法院承認為執業律師。

REPORT OF THE DIRECTORS

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior management

Mr AU Kwok Kau, aged 54, is the co-founder and General Manager of the Group since 1991. He is responsible for overall administration of the Group. He has over 31 years of experience in the jewellery industry in Hong Kong. Mr Au is the brother-in-law of Mr Wong Wai Sheung.

Mr CHOI Tai Wing, Ringo, aged 31, joined the Group as Human Resources Manager in 2002. Mr. Choi has over 8 years of human resources experience in servicing industry and is a member of the Institute of Human Resources Management. Prior to joining the Group, Mr. Choi held key human resources positions in several sizable firms and was a consultant in a management consultancy firm. Presently, Mr. Choi is responsible for the overall human resources operations and development of the Group.

Miss CHUNG Vai Ping, Icy, aged 33, is the Product Development Manager of the Group. She joined the Group in 1990 and is responsible for the product development of the Group. She has won the Best of Show Award with her design "Flashing" in the 2nd Hong Kong Jewellery Design Competition.

Mr LEUNG Chi Kong, aged 69, is a Director (Luk Fook (Control)) and Business Consultant of the Group. Mr Leung joined the Group in 1992 and has more than 29 years of experience in purchasing and retailing of gem-set jewellery. Prior to joining the Group, Mr Leung worked as a supervisor in a listed jewellery company in Hong Kong.

Mr LEUNG Tak Fai, aged 40, joined the Group as Internal Audit Manager since 2002. He is a member of the Hong Kong Society of Accountants, the Chartered Association of Certified Accountants and holds a Master Degree in Business Administration. He has over 10 years of internal auditing experience of retailing industry in Hong Kong.

Miss LEUNG Wai Sheung, Garry, aged 35, is the Corporate Affairs Manager of the Group. She holds a Bachelor's Degree in Business Administration and a Master Degree in Business Administration. She joined the Group in 1994 and is responsible for the Group's administration, co-ordination of project development and corporate affairs.

董事及高層管理人員之履歷 (續)

高級管理人員

區國球先生，54歲，自1991年起為本集團之共同創辦人，亦為集團總經理，負責集團整體行政運作。具備逾31年香港珠寶業經驗。區先生為黃偉常先生之妹夫。

蔡大榮先生，31歲，2002年加入本集團出任人力資源經理。蔡先生於服務業具備逾8年的人力資源管理經驗，為香港人力資源學會會員。加入本集團前，於多家企業擔任人力資源要職，並曾任管理公司顧問，彼現負責本集團之人事管理及人才發展事務。

鍾惠冰小姐，33歲，本集團產品拓展經理，1990年加入本集團，負責本集團之產品拓展事宜。鍾小姐設計的作品「煙花」曾贏取第二屆香港珠寶設計比賽大獎。

梁志剛先生，69歲，本集團之控股公司董事兼業務顧問。梁先生於1992年加入本集團，擁有逾29年採購及零售珠寶首飾經驗。彼於加入本集團前，曾於香港一間上市珠寶公司任職主任。

梁德輝，40歲，2002年加入本集團為內部審計經理。梁先生為香港會計師公會及英國特許會計師公會會員，並持有工商管理碩士學位。梁先生具備逾10年零售行業之內部審計經驗。

梁偉霜小姐，35歲，為集團之企業事務經理，彼持有工商管理學士學位及工商管理碩士學位。1994年加入本集團，現負責集團行政，項目發展與企業事務之統籌工作。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior management (cont'd)

Miss LI Wai Ki, Vickie, aged 47, is the Chief Jewellery Designer of the Group. She joined the Group in 1996 and is responsible for product design and development. Miss Li has over 27 years of experience in jewellery design. Prior to joining the Group, she had worked for a listed jewellery company in Hong Kong for 4 years. Miss Li also won several international design awards in recent years, namely:

The 3rd Grand Competition of Taiwan & Hong Kong Jadeite Jewellery Design – Best Creative Award.

The 2nd Tahitian Pearl Trophy Design Competition – Silver Award (Parure Category).

The 4th Buyers' Favourite Diamond Jewelry Design Competition – Silver Award (Jewellery Sets Section) & Award of Merit (Brooch Section).

Chuk Kam Jewellery Design Competition 2002 – “A set in 18K” Winner.

The 1st Greater China Trophy for International Jadeite Jewellery Design Competition

- Premium Award (Finished Product Category)
- Creative Idea Award (Finished Product Category)

The 5th Buyers' Favourite Jewellery Design Competition

- Gold Prize (Necklace Section)

董事及高層管理人員之履歷 (續)

高級管理人員 (續)

李慧姬小姐，47歲，本集團首席珠寶設計師，於1996年加入本集團，負責產品設計及發展。李小姐擁有逾27年珠寶設計經驗。加入本集團前，曾於香港一間上市珠寶公司任職4年。李小姐曾於近年贏取了下列國際性獎項：

第三屆台港翡翠首飾設計大賽－最佳創意獎

第二屆塔希堤珍珠首飾設計比賽－銀獎(首飾套裝組)

第四屆最受買家歡迎鑽石首飾設計比賽－銀獎(套裝組)及優異獎(胸針組)

2002年足金首飾設計比賽－金獎(西金套裝組)

第一屆中華杯國際翡翠首飾設計大獎賽

- 「中華杯」特別大獎(成品組)
- 最佳創作獎(成品組)

第五屆最受買家歡迎首飾設計比賽

- 冠軍(項鍊組)

REPORT OF THE DIRECTORS

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior management (cont'd)

Mr LING Hay Ming, Derek, aged 36, joined the Group in 2001 as the Project Manager of Jewellworld.com Limited, a subsidiary of the Company. He obtained his Master's Degree in Business Administration and Bachelor's Degree in Computer Engineering from Santa Clara University in California, U.S.A. Prior to joining the Group, Mr Ling had over 11 years of business consulting and management experience in U.S.A. and Hong Kong.

Mr TSUI Kin Wah, Tommy, aged 45, is the Chief Gemmologist of the Group. Mr Tsui joined the Group in 1995 and has over 13 years of experience in purchasing and authentication of diamonds. Mr Tsui is an Executive Committee member of the Hong Kong Gemmological Association and a member of Gemmological Association of Great Britain.

Mr WONG Kwing Kwan, aged 52, is Managing Director of Luk Fook Securities Limited and is in-charge of the day-to-day management, execution and development of the securities business. Mr. Wong has about 10 years of experience in the securities broking industry as well as 22 years of managerial experience in retail banking and commercial lending departments of an esteemed international bank. Prior to joining the Group in April 2002, he worked in OSK Asia Securities Limited as a Dealing Director overseeing the operations and business development of its branches.

Mr WONG Wai Tong, aged 42, joined the Group in 1998. Presently, he is the Business Director. He has over 26 years of manufacturing and purchasing experience in jewellery and gold industry. He is responsible for the purchasing of diamonds, gems and K-gold products of the Group. Mr Wong is the brother of Mr Wong Wai Sheung.

Mr WONG Yau Shing, Michael, aged 53, joined the Group as a Sales & Purchasing Manager (Pearl Section) in 2002. He is currently responsible for the pearl purchasing of the Group. Mr. Wong had over 25 years of jewellery export experience both in Asia and US Market.

董事及高層管理人員之履歷 (續)

高級管理人員 (續)

林曦明先生，36歲，於2001年加入本集團，為本公司之附屬公司珠寶世界(香港)有限公司之項目經理。彼於美國加州聖克拉拉大學畢業，持有工商管理碩士學位及電腦工程學士學位。於加入本集團前，林先生在美國及香港具有逾11年商業顧問及管理經驗。

徐建華先生，45歲，為本集團首席寶石鑑定師。徐先生於1995年加入本集團，擁有逾13年採購及鑑定寶石經驗。徐先生為香港寶石學協會之理事，及為英國寶石學協會之會員。

黃焯群先生，52歲，為六福証券有限公司董事總經理，負責六福証券之日常管理、執行及拓展證券業務。黃先生擁有10年的證券服務經驗以及曾任一間知名跨國銀行之分行經理及商業銀行客戶經理共22年。於二零零二年四月加入本集團前，黃先生是萬信証券有限公司之交易商董事，負責監管及拓展該集團之分行業務。

黃偉棠先生，42歲，於1998年加入本集團，現職為業務總監，具備逾26年香港珠寶黃金業製造及採購經驗。黃先生負責監管本集團採購鑽石、寶石及K金產品之事宜，黃先生為黃偉常先生之弟弟。

黃祐成先生，53歲，於2002年加入本集團任職為銷售及採購經理(珍珠部)。現專責替集團進行珍珠採購工作。彼於亞洲及美國市場，擁有超逾25年之珠寶出口經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior management (cont'd)

Mr YEUNG Wai Hing, aged 38, joined the Group as the Finance & Accounting Manager in 2002. Mr. Yeung is a member of Association of Chartered Certified Accountants and the Hong Kong Society of Accountants. Prior to joining the Group, Mr. Yeung has gained over 10 years of finance and accounting experience at a variety of business organizations including listed groups.

PENSION SCHEME

Details of the pension scheme operated by the Group are set out in note 10 to the accounts.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTEREST IN CONTRACTS

Save as disclosed in note 23 to the accounts, no other contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its holding company was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事及高層管理人員之履歷 (續)

高級管理人員 (續)

楊位慶先生，38歲，於2002年加入本集團出任財務及會計經理一職。楊先生為英國特許公認會計師公會及香港會計師公會之會員。於加入本集團前，楊先生具備逾十年於商業機構包括上市集團之財務及會計經驗。

退休金計劃

本集團運作之退休金計劃之詳情載於賬目附註10。

董事服務合約

在即將舉行之股東週年大會上候選連任之董事並無與本公司訂立本公司不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

董事之合約權益

除賬目附註23所披露外，在年末或年內任何時間內，本公司、其附屬公司或其控股公司概無訂立任何其他與本集團業務有關而本公司董事擁有直接或間接之重大權益之重大合約。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTIONS

The related party transaction entered into by the Group during the year ended 31st March 2003 as disclosed in note 23(b) to the accounts does not constitute a connected transaction under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The related party transaction, which also constitute connected transaction under the Listing Rules are set out in note 23(a) to the accounts and disclosed in accordance with Chapter 14 of the Listing Rules as follows:

The connected transaction in respect of the tenancy agreement entered into with Mr Wong Wai Sheung's father, for the lease of a retail shop of the Group was, in the opinion of the directors, entered into on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

管理合約

本年度內，本公司概無訂立與本公司整體業務或任何主要部份之管理及行政有關之任何合約，而年內亦無存在該等合約。

關連交易

截至2003年3月31日止年度，於賬目附註23(b)段中披露之本集團訂立之有關連人士交易。根據香港聯交所證券上市規則（「上市規則」），該等交易並不構成關連交易。

載於賬目附註23(a)之有關連人士交易（即根據上市規則亦構成關連交易）根據上市規則第14章須予披露如下：

就與黃偉常先生之父親訂立有關租賃本集團其中一間零售店舖之租賃協議之關連交易而言，據董事之意見，該租賃協議對本公司股東而言乃按公平合理之一般商業條款訂立。

DIRECTORS' INTEREST IN EQUITY OR DEBT SECURITIES

董事之股本或債務證券權益

At 31st March 2003, the interests of the directors and chief executives in the shares of the Company recorded in the register maintained by the Company under Section 29 of the Securities (Disclosure of Interest) Ordinance or as notified to the Company were as follows:

於2003年3月31日，按本公司根據證券(披露權益)條例(「披露權益條例」)第29條而置存之登記冊所記錄或據本公司所知，各董事及行政總裁在本公司之股份權益如下：

| | | Number of ordinary shares beneficially held 實益持有普通股數目 | | | |
|-----------------------------------|---------------|---|------------------------------------|------------------------------------|------------------------------------|
| | | Personal interests 個人權益 | Family interests 家屬權益 | Corporate interests 法團權益 | Other interests 其他權益 |
| Mr WONG Wai Sheung (note (g)) | 黃偉常先生 (附註(g)) | 1,712,878 | 1,000,000 (note (b)) (附註(b)) | – | 6,623,177 (note (a)) (附註(a)) |
| Mr TSE Moon Chuen (note (g)) | 謝滿全先生 (附註(g)) | 523,344 | 37,781 (note (c)) (附註(c)) | – | – |
| Mr POON Kam Chi | 潘錦池先生 | 74,070 | – | – | – |
| Mr WONG Koon Cheung (note (g)) | 黃冠章先生 (附註(g)) | 2,965,589 | – | – | – |
| Mr CHAN Wai (note (g)) | 陳偉先生 (附註(g)) | 4,299,022 | – | – | – |
| Mr LEE Shu Kuan (note (g)) | 李樹坤先生 (附註(g)) | 5,922,081 | 735,650 (note (e)) (附註(e)) | 2,586,624 (note (d)) (附註(d)) | – |
| Mr HUI Chiu Chung | 許照中先生 | – | 1,000,000 (note (f)) (附註(f)) | – | – |

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTEREST IN EQUITY OR DEBT SECURITIES (cont'd)

Notes:

- (a) Mr Wong Wai Sheung and his family are discretionary beneficiaries of the Wong's family Trust (the "Trust"). The Trust is the beneficial owner of the entire issued share capital of Kwai Kee Cheung Jewellery & Goldsmith Co., Ltd. ("KKC") which is the beneficial owner of 6,623,177 shares of the Company.
- (b) Mr Wong Wai Sheung's spouse, Ms Luk Chui Yee, holds 1,000,000 shares in the Company.
- (c) Mr Tse Moon Chuen's spouse, Ms Fong Anissa King, holds 37,781 shares in the Company.
- (d) Wah Hang Kimon Investments Limited holds 630,624 shares in the Company and Wah Hang Kimon Holdings Limited holds 1,956,000 shares in the Company. In turn, Mr Lee Shu Kuan holds approximately 33.33% and 51% of the entire issued share capital of Wah Hang Kimon Investments Limited and Wah Hang Kimon Holdings Limited respectively.
- (e) Mr Lee Shu Kuan's spouse, Ms Fong Chi Ling, holds 735,650 shares in the Company.
- (f) Mr Hui Chiu Chung's spouse, Ms Shek Milly, holds 1,000,000 shares in the Company.
- (g) Mr Wong Wai Sheung, Mr Tse Moon Chuen, Mr Chan Wai, Mr Lee Shu Kuan and Mr Wong Koon Cheung are also directors, and together with KKC collectively control over one-third of the voting power, of Dragon King Investment Ltd. which holds 13,286,176 shares in the Company.

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Details of the directors' benefits from rights to acquire shares or debentures are set out in the following section regarding the Company's Share Option Scheme.

董事之股本或債務證券權益 (續)

附註：

- (a) 黃偉常先生及其家族為黃氏家族信託（「該信託」）之酌情受益人。該信託為桂記祥珠寶金行有限公司（「桂記祥」）全部已發行股本之實益擁有人。桂記祥實益擁有本公司6,623,177股股份。
- (b) 黃偉常先生之配偶陸翠兒女士持有1,000,000股本公司股份。
- (c) 謝滿全先生之配偶方惠琮女士持有37,781股本公司股份。
- (d) 華亨錦安投資有限公司持有630,624股本公司股份，而Wah Hang Kimon Holdings Limited持有本公司1,956,000股股份。李樹坤先生則持有華亨錦安投資有限公司及Wah Hang Kimon Holdings Limited分別約33.33%及51%之全部已發行股本。
- (e) 李樹坤先生之配偶方志玲女士持有735,650股本公司股份。
- (f) 許照中先生之配偶石美麗女士持有1,000,000股本公司股份。
- (g) 黃偉常先生、謝滿全先生、陳偉先生、李樹坤先生及黃冠章先生亦概為董事，並與桂記祥共同控制Dragon King Investment Ltd. (其持有13,286,176股本公司股份) 超過三分之一投票權。

董事藉購入股份或債券權利之實益

董事藉購入股份或債券權利之實益之詳情載於下文有關本公司購股權計劃一節。

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES (cont'd)

Apart from the above, at no time during the year was the Company, its subsidiaries or its holding company a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that as at 31st March 2003, the Company had been notified of the following substantial shareholders' interests, being 10% or more of the Company's issued share capital.

Name of shareholder 股東名稱

Luk Fook (Control) Limited

Mr Wong Wai Sheung, Mr Tse Moon Chuen, Mr Poon Kam Chi, Mr Lau Kwok Sum, Mr Wong Koon Cheung, Mr Chan Wai, Mr Lee Shu Kuan and Miss Yeung Po Ling, Pauline have interests in Luk Fook (Control) Limited.

These interests are in addition to those disclosed above in respect of the directors and chief executives.

董事藉購入股份或債券權利之實益 (續)

本公司、其附屬公司或其控股公司於年內任何時間概無訂立任何安排，使本公司董事能藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

主要股東

於2003年3月31日，按根據證券披露權益條例第16(1)條而置存之主要股東名冊所示，據本公司所知下列主要股東擁有本公司已發行股本10%或以上。

Number of ordinary shares held 所持普通股數目

231,858,000

黃偉常先生、謝滿全先生、潘錦池先生、劉國森先生、黃冠章先生、陳偉先生、李樹坤先生及楊寶玲小姐均於Luk Fook (Control) Limited持有權益。

有關權益並未包括於上述董事及行政總裁之披露資料內。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

On 17th April 1997, a share option scheme (“the Scheme”) was approved at a Special General Meeting of the Company under which the directors may, at their discretion, grant employees, including any executive directors, of the Company and any of its subsidiaries options to subscribe for shares in the Company subject to the terms and conditions stipulated therein. A summary of the Scheme is as follows:

(1) Purpose

The purpose of the Scheme is to provide an employee incentive compensation plan that is based on corporate performance and is tied to the Company’s share value with the goal of increasing shareholders’ wealth.

(2) Eligible persons

Any employees, including any executive directors, of the Company and any of its subsidiaries.

(3) Number of shares available for issue

At 31st March 2003, the maximum number of shares available for issue is 26,926,000, representing approximately 5.67% of the issued share capital of the Company as at 31st March 2003.

(4) Maximum entitlement of each eligible person

No option shall be granted to an eligible person which would cause, at the date of grant, the aggregate number of shares over which that options is granted, together with the aggregate number of shares the subject of any other options granted to that eligible person under the scheme (whether such options have or have not been exercised at the date of grant) to exceed 25% of the aggregate number of shares already issued and issuable under the scheme.

購股權計劃

1997年4月17日，本公司股東特別大會批准一項購股權計劃（「該計劃」），據此，董事可酌情授予本公司及其任何附屬公司之僱員（包括任何執行董事）購股權，可在該計劃條款及條件之規限下認購本公司股份。該計劃概述如下：

(1) 目的

該計劃旨在提供一個以公司表現為依據之僱員獎賞計劃，該計劃與本公司股份價值息息相關，故可達到增加股東財富之目標。

(2) 合資格人士

本公司及其任何附屬公司任何僱員，包括任何執行董事。

(3) 可發行股份最高數目

於2003年3月31日可供發行之股份最高數目為26,926,000股，相當於本公司於2003年3月31日已發行股本約5.67%。

(4) 每名合資格人士之最高配額

在授出購股權當天，向合資格人士授出之購股權，連同該計劃授予該名合資格人士之任何其他購股權（不論該等購股權於授出日期已行使與否）所涉及之股份總數，不得超過該計劃已發行及可予發行之股份總數之25%。

SHARE OPTION SCHEME (cont'd)

(5) Time of exercise of option

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on the date of grant of an option and expiring at 5:01 p.m. on the business day preceding the tenth anniversary of the date of grant.

(6) Exercise price

The option price per share payable on the exercise of an option:

- (a) granted before 1st September 2001 was determined by the directors as being in no event less than the higher of:
 - (i) the nominal value of the shares; and
 - (ii) 80% of the average of the closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of offer of an option.
- (b) granted on or after 1st September 2001 is determined by the directors, in compliance with the requirements of Chapter 17 of the Listing Rules, as being at least the higher of:
 - (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and
 - (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant.

購股權計劃 (續)

(5) 行使購股權之時間

購股權可由購股權授出日期起至授出日期10週年日前一個營業日下午5時1分止期間任何時間按照該計劃之條款行使。

(6) 行使價

行使購股權時應付之每股購股權價格：

- (a) 於2001年9月1日前授出之購股權，由董事釐定，惟在任何情況均不得低於以下兩者之較高者：
 - (i) 股份之面值；及
 - (ii) 緊接購股權授出日期前5個營業日，在聯交所每日報價表所列股份之平均收市價之80%。
- (b) 於2001年9月1日或之後授出之購股權，由董事釐定，並須符合上市規則第17章之規定，至少是以下兩者之較高者：
 - (i) 授出日期（須為營業日期）聯交所每日報價表所列股份之收市價；及
 - (ii) 緊接授出日期前5個營業日，聯交所每日報價表所列股份之平均收市價。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (cont'd)

(7) Remaining life of the Scheme

The Scheme will remain in force until 16th April 2007.

The following table discloses movements in the Company's share options during the year:

Eligible persons 合資格人士

Executive directors

WONG Wai Sheung
TSE Moon Chuen
LAW Tim Fuk, Paul
POON Kam Chi

執行董事

黃偉常
謝滿全
羅添福
潘錦池

Employees under continuous contracts

持續合約僱員

All the options above were granted on 14th June 2000 and are exercisable at any time during the period from 14th June 2000 to 13th June 2010 at an exercise price of HK\$0.34 per share.

The weighted average closing prices of the shares immediately before the dates on which options were exercised were HK\$0.918 in relation to the options exercised by employees under continuous contract.

During the year, no options were granted, cancelled or lapsed. The share options granted are not recognised in the accounts until they are exercised.

Apart from the share option scheme mentioned above, none of the directors or chief executives (including their spouse and children under 18 years of age) had been granted, or exercised, any rights to subscribe for shares in the Company or any other body corporate.

購股權計劃 (續)

(7) 該計劃之餘下年期

該計劃將仍然生效，直至2007年4月16日。

下表披露本公司購股權於年內之變動：

| | Options held at 1st April 2002 於2002年4月1日 持有之購股權 | Options exercised during the year 年內行使 之購股權 | Options held at 31st March 2003 於2003年3月31日 持有之購股權 |
|---|--|--|--|
| <i>Executive directors</i> | | | |
| WONG Wai Sheung | 7,064,000 | – | 7,064,000 |
| TSE Moon Chuen | 1,761,000 | – | 1,761,000 |
| LAW Tim Fuk, Paul | 1,236,000 | – | 1,236,000 |
| POON Kam Chi | 1,305,000 | – | 1,305,000 |
| <i>Employees under continuous contracts</i> | 10,743,000 | 4,276,000 | 6,467,000 |

以上所有購股權於2000年6月14日授出及可於2000年6月14日至2010年6月13日期間任何時間按每股0.34港元之行使價行使。

對於持續合約僱員行使之購股權，股份於緊接購股權行使日期前之加權平均收市價為0.918港元。

年內，並無購股權授出、註銷或失效。授出之購股權於行使時方會在賬目內確認。

除以上所述購股權計劃外，並無任何董事或行政總裁(包括彼等之配偶及未滿18歲之子女)獲授予或行使可認購本公司或其任何法人團體股份之權利。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group sold less than 30% of its goods to its 5 largest customers and therefore no additional disclosure with regard to major customers is made.

The percentages of purchases for the year attributable to the Group's major suppliers are as follows:

| | |
|---------------------------------|-----------|
| The largest supplier | 最大供應商 |
| Five largest suppliers combined | 五名最大供應商合計 |

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) had interest in the major suppliers noted above.

BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

At 31st March 2003, the Group had no bank loans, overdrafts or other borrowings.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws of Bermuda.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

AUDIT COMMITTEE

Pursuant to the Listing Rules, an audit committee, comprising all independent non-executive directors, was established on 1st April 1999.

主要客戶及供應商

年內，本集團向其五名最大客戶出售之貨品少於30%，因此並無披露主要客戶之附加資料。

年內，本集團主要供應商所佔購貨額之百分比如下：

| | 2003 | 2002 |
|---------------------------------|------|------|
| The largest supplier | 18% | 10% |
| Five largest suppliers combined | 40% | 32% |

各董事、彼等之聯繫人士或任何股東(據董事所知擁有本公司5%以上股本者)概無擁有上述主要供應商之權益。

銀行貸款、透支及其他借貸

於2003年3月31日，本集團並無銀行貸款、透支或其他借貸。

優先購買權

本公司之附例並無載列有關優先購買權之規定，惟百慕達法例對該等權利並無限制。

遵守上市規則之最佳應用守則

本年內，本公司一直遵照上市規則附錄14所載列之最佳應用守則。

審核委員會

為符合上市規則之規定，董事會於1999年4月1日成立一個由獨立非執行董事組成之審核委員會。

REPORT OF THE DIRECTORS

董事會報告

AUDIT COMMITTEE (cont'd)

By reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company on the same date. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

On 22nd July 2002, an audit committee meeting was held to consider matters including the 2001/2002 annual report of the Company, internal controls and the implications of the new accounting standards to the Group's financial reporting in 2002/2003.

On 13th December 2002, an audit committee meeting was held to update on internal control matters and to review financial reporting with the directors in respect of the unaudited interim condensed consolidated accounts for the six months ended 30th September 2002. On 18th March 2003 and 25th March 2003 audit committee meetings were held to discuss an ad hoc report of high level assessment over the IT control environment of the Group. On 22nd July 2003 an audit committee meeting was held to consider the 2002/2003 annual report of the Company.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 21st August 2003 to 27th August 2003, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 20th August 2003.

AUDITORS

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

By order of the Board
Wong Wai Sheung
 Chairman

Hong Kong, 23rd July 2003

審核委員會 (續)

參考香港會計師公會刊發之「成立審核委員會指引」，董事會已於同日制定及採納列明審核委員會權限及職責之職權範圍書。審核委員會之主要職責包括審閱監督財務匯報程序及內部監控。

審核委員會於2002年7月22日，召開一個會議以省覽包括本公司2001/2002年年報、內部監控及新會計實務準則對本集團2002/2003年財務報告之影響等事宜。

審核委員會於2002年12月13日，召開一個會議以更新內部監控事宜及與董事審閱有關2002年9月30日止6個月之未經審核中期簡明綜合賬目之財務報告。審核委員會於2003年3月18日及2003年3月25日召開會議以討論對本集團之資訊科技控制環境進行基本評估之特別報告。於2003年7月22日，審核委員會召開了一個研究集團2002/2003年度之年報的會議。

暫停辦理股份過戶登記

本公司將由2003年8月21日至2003年8月27日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合資格享有末期股息，所有過戶文件連同有關股票最遲須於2003年8月20日下午4時送達本公司在香港之股份過戶登記處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室。

核數師

本賬目已經由羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願意膺聘連任。

承董事會命
 主席
黃偉常

香港，2003年7月23日

AUDITORS' REPORT

核數師報告



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22nd Floor Prince's Building
Central Hong Kong

**TO THE SHAREHOLDERS OF
LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED**
(incorporated in Bermuda with limited liability)

We have audited the accounts on pages 43 to 80 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion 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 examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the Company and of the Group, consistently applied and adequately disclosed.

致六福集團(國際)有限公司
(於百慕達註冊成立之有限公司)
全體股東

本核數師已完成審核第43至第80頁之賬目，該等賬目乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

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

本核數師之責任是根據審核之結果，對該等賬目作出獨立意見，並向股東報告。

意見之基礎

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

AUDITORS' REPORT

核數師報告

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

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the Company and of the Group as at 31st March 2003 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.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23rd July 2003

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

意見

本核數師認為，上述之賬目足以真實兼公平地顯示 貴公司與 貴集團於2003年3月31日結算時之財務狀況，及 貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，2003年7月23日

CONSOLIDATED PROFIT AND LOSS ACCOUNT

綜合損益表

For the year ended 31st March 2003

截至二零零三年三月三十一日止年度

| | | | 2003 | 2002 |
|-------------------------------------|---------|------|--------------------|--------------------|
| | | Note | HK\$'000 | HK\$'000 |
| | | 附註 | 千港元 | 千港元 |
| Turnover | 營業額 | 3 | 1,461,763 | 1,478,806 |
| Cost of sales | 銷售成本 | | <u>(1,157,410)</u> | <u>(1,162,660)</u> |
| Gross profit | 毛利 | | 304,353 | 316,146 |
| Other revenues | 其他收入 | 3 | 13,786 | 12,489 |
| Selling and distribution costs | 銷售及分銷費用 | | <u>(227,331)</u> | <u>(222,158)</u> |
| Administrative expenses | 行政費用 | | <u>(27,786)</u> | <u>(22,613)</u> |
| Other operating expenses | 其他經營費用 | | <u>(5,477)</u> | <u>(5,312)</u> |
| Operating profit | 經營溢利 | 4 | 57,545 | 78,552 |
| Finance costs | 財務費用 | 5 | <u>(25)</u> | <u>(24)</u> |
| Profit before taxation | 除稅前溢利 | | 57,520 | 78,528 |
| Taxation | 稅項 | 6 | <u>(11,408)</u> | <u>(13,901)</u> |
| Profit after taxation | 除稅後溢利 | | 46,112 | 64,627 |
| Minority interests | 少數股東權益 | | <u>(329)</u> | <u>(402)</u> |
| Profit attributable to shareholders | 股東應佔溢利 | 7 | <u>45,783</u> | <u>64,225</u> |
| Dividends | 股息 | 8 | <u>28,480</u> | <u>35,416</u> |
| Earnings per share | 每股盈利 | 9 | | |
| Basic | 基本 | | <u>HK¢9.7 港仙</u> | <u>HK¢13.8 港仙</u> |
| Diluted | 攤薄 | | <u>HK¢9.5 港仙</u> | <u>HK¢13.5 港仙</u> |

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31st March 2003

於二零零三年三月三十一日

| | | Note | 2003 | 2002 |
|---------------------------------------|-----------|------|----------------|----------------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Fixed assets | 固定資產 | 12 | 63,010 | 59,094 |
| Other investments | 其他投資 | 14 | 3,080 | 2,703 |
| Rental deposits paid | 已付租金按金 | | 13,898 | 12,429 |
| Current assets | 流動資產 | | | |
| Inventories | 庫存 | 15 | 433,974 | 372,174 |
| Trade receivables | 貿易應收賬項 | 17 | 10,317 | 13,267 |
| Deposits, prepayments | 按金、預付賬項及 | | | |
| and other receivables | 其他應收賬項 | | 11,793 | 11,287 |
| Bank balances and cash | 銀行結餘及現金 | | 91,072 | 135,542 |
| | | | <u>547,156</u> | <u>532,270</u> |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付賬項 | 18 | 92,154 | 87,049 |
| Taxation payable | 應付稅項 | | 5,802 | 4,818 |
| | | | <u>97,956</u> | <u>91,867</u> |
| Net current assets | 流動資產淨值 | | <u>449,200</u> | <u>440,403</u> |
| Total assets less current liabilities | 總資產減流動負債 | | <u>529,188</u> | <u>514,629</u> |
| Financed by: | 資金來源： | | | |
| Share capital | 股本 | 19 | 47,467 | 47,040 |
| Reserves | 儲備 | 20 | 458,266 | 439,936 |
| Proposed final dividend | 擬派末期股息 | 8 | 18,987 | 23,704 |
| Shareholders' funds | 股東權益 | | 524,720 | 510,680 |
| Minority interests | 少數股東權益 | | 4,468 | 3,949 |
| | | | <u>529,188</u> | <u>514,629</u> |

Wong Wai Sheung
黃偉常
Director
董事

Tse Moon Chuen
謝滿全
Director
董事

BALANCE SHEET

資產負債表

As at 31st March 2003

於二零零三年三月三十一日

| | | Note | 2003 | 2002 |
|---------------------------------------|----------|------|----------------|----------------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Investments in subsidiaries | 附屬公司投資 | 13 | 419,408 | 419,420 |
| Current assets | 流動資產 | | | |
| Amount due from a subsidiary | 應收附屬公司賬項 | 16 | 70,000 | 48,590 |
| Other receivables | 其他應收賬項 | | 5 | – |
| Taxation recoverable | 可收回稅項 | | 28 | – |
| Bank balances and cash | 銀行結餘及現金 | | 549 | 4,412 |
| | | | <u>70,582</u> | <u>53,002</u> |
| Current liabilities | 流動負債 | | | |
| Amounts due to subsidiaries | 應付附屬公司賬項 | 16 | 15,368 | 36,181 |
| Other payables | 其他應付賬項 | | 246 | 284 |
| Taxation payable | 應付稅項 | | – | 42 |
| | | | <u>15,614</u> | <u>36,507</u> |
| Net current assets | 流動資產淨值 | | <u>54,968</u> | <u>16,495</u> |
| Total assets less current liabilities | 總資產減流動負債 | | <u>474,376</u> | <u>435,915</u> |
| Financed by: | 資金來源： | | | |
| Share capital | 股本 | 19 | 47,467 | 47,040 |
| Reserves | 儲備 | 20 | 407,922 | 365,171 |
| Proposed final dividend | 擬派末期股息 | 8 | 18,987 | 23,704 |
| | | | <u>474,376</u> | <u>435,915</u> |

Wong Wai Sheung
黃偉常
Director
董事

Tse Moon Chuen
謝滿全
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31st March 2003

截至二零零三年三月三十一日止年度

| | | | 2003 | 2002 |
|---|---------------|-------------|-----------------|-----------------|
| | | <i>Note</i> | <i>HK\$'000</i> | <i>HK\$'000</i> |
| | | 附註 | 千港元 | 千港元 |
| At the beginning of the year | 年初 | | 510,680 | 479,559 |
| Profit attributable to shareholders for the year | 本年度股東 應佔溢利 | 20 | 45,783 | 64,225 |
| Dividends paid | 已付股息 | 20 | (33,197) | (35,018) |
| Issue of shares | 股份發行 | 19, 20 | 1,454 | 1,914 |
| At the end of the year | 年終 | | 524,720 | 510,680 |

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31st March 2003

截至二零零三年三月三十一日止年度

| | | Note | 2003 | 2002 |
|--|---------------------|-------|----------|----------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Operating activities | 經營活動 | | | |
| Net cash inflow generated from operating activities | 經營活動產生之現金流入淨額 | 21(a) | 14,165 | 120,597 |
| Hong Kong profits tax paid | 已付香港利得稅 | | (10,424) | (23,952) |
| Net cash inflow from operating activities | 經營活動之現金流入淨額 | | 3,741 | 96,645 |
| Investing activities | 投資活動 | | | |
| Purchase of fixed assets | 購置固定資產 | | (20,101) | (23,641) |
| Disposal of fixed assets | 出售固定資產 | | 638 | 377 |
| Purchase of other investments | 購置其他投資 | | (2,000) | (5,287) |
| Disposal of other investments | 出售其他投資 | | 1,623 | 2,917 |
| Interest received | 已收利息 | | 897 | 2,044 |
| Net cash outflow from investing activities | 投資活動之現金流出淨額 | | (18,943) | (23,590) |
| Financing activities | 理財活動 | | | |
| Proceeds from disposal of a subsidiary | 出售一間附屬公司所得款項 | 21(b) | 2,310 | – |
| Proceeds from issue of shares by a subsidiary to minority shareholders | 一間附屬公司向少數股東發行股份所得款項 | | 490 | 980 |
| Issue of ordinary shares | 發行普通股 | | 1,454 | 1,914 |
| Interest on bank overdrafts | 銀行透支之利息 | | (25) | (24) |
| Dividends paid | 已派股息 | | (33,197) | (35,018) |
| Dividends paid to minority shareholders | 已派予少數股東股息 | | (300) | – |
| Net cash outflow from financing activities | 理財活動之現金流出淨額 | | (29,268) | (32,148) |
| (Decrease)/increase in bank balances and cash | 銀行結餘及現金(減少)/增加 | | (44,470) | 40,907 |
| Bank balances and cash at the beginning of the year | 年初之銀行結餘及現金 | | 135,542 | 94,635 |
| Bank balances and cash at the end of the year | 年終之銀行結餘及現金 | | 91,072 | 135,542 |

NOTES TO THE ACCOUNTS

賬目附註

1. BASIS OF PREPARATION

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

In the current year, the Group adopted the following Statements of Standard Accounting Practice (“SSAPs”) issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2002:

| | | |
|-------------------|---|--------------------------------------|
| SSAP 1 (revised) | : | Presentation of financial statements |
| SSAP 11 (revised) | : | Foreign currency translation |
| SSAP 15 (revised) | : | Cash flow statements |
| SSAP 34 | : | Employee benefits |

The accounting policies below have adopted these new and revised standards.

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated accounts are set out below:

(a) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March. Subsidiaries are those entities in which the Company, directly or indirectly, controls more than half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors; or to cast majority of votes at the meetings of the board of directors.

1. 編製基準

賬目乃根據香港普遍採納之會計原則及香港會計師公會頒佈之會計標準編製。賬目乃根據歷史成本常規法編製，並因應若干土地及樓宇之重估價值而作出修訂。

於本年度，本集團採用以下由香港會計師公會頒佈之會計實務準則（「會計實務準則」），該等會計實務準則於2002年1月1日或以後開始之會計期間生效：

| | |
|------------|----------|
| 會計實務準則 | |
| 第1號（經修訂） | : 呈報財務報表 |
| 會計實務準則 | |
| 第11號（經修訂） | : 外幣換算 |
| 會計實務準則 | |
| 第15號（經修訂） | : 現金流量表 |
| 會計實務準則第34號 | : 僱員福利 |

下列會計政策已採用該等新及經修訂準則。

2. 主要會計政策

本公司於編製該等綜合賬目時所採用之主要會計政策如下：

(a) 綜合賬目基準

綜合賬目包括本公司及其附屬公司截至3月31日止之賬目。附屬公司乃本公司直接或間接控制其半數以上投票權、有權控制其財政及營運政策、委任或撤換大多數董事會成員或於董事會上有大多數投票權之公司。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(a) Basis of consolidation (cont'd)

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

The gain or loss on disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account.

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

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

Capital reserve arising on shares exchanged on merger represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the shares issued by the Company as consideration thereof.

2. 主要會計政策 (續)

(a) 綜合賬目基準 (續)

所有集團內公司間之重大交易及結餘已於綜合賬目時對銷。

出售附屬公司之收益或虧損指出售所得收入與本集團所佔其資產淨值之差額，連同之前並未在綜合損益表內支銷或入賬之任何未攤銷商譽或負商譽及已在儲備記賬之商譽／負商譽。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中擁有之權益。

在本公司之資產負債表內，附屬公司之投資以成本值扣除減值虧損準備入賬。本公司將附屬公司之業績按已收及應收股息基準入賬。

合併時交換股份所產生之資本儲備乃指所收購附屬公司股份之面值與本公司所發行以作為代價之股份之面值兩者間之差額。

NOTES TO THE ACCOUNTS

賬目附註

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(b) Property, plant and equipment

Leasehold land and buildings comprise retail shops and other properties such as office premises. Retail shops are stated at cost, less accumulated depreciation and accumulated impairment losses. Other properties are interests in leasehold land and buildings other than retail shops and are stated at valuation, less subsequent accumulated depreciation and accumulated impairment losses. The valuation, being fair value at the date of valuation, is determined by the directors based on independent valuations which are performed every three years. In the intervening years, the directors review the carrying value of the land and buildings and adjustment is made where there has been a material change. Increases in valuation are credited to the revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same property and are thereafter debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited. Upon the disposal of a property, the relevant portion of the realised revaluation reserve in respect of previous valuations is transferred from the revaluation reserve to retained earnings.

Other tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Leasehold land is depreciated on a straight-line basis over the unexpired period of the lease. Leasehold buildings are depreciated on a straight-line basis over the unexpired periods of the leases or their expected useful lives to the Group, whichever is shorter.

2. 主要會計政策 (續)

(b) 物業、機器及設備

租賃土地及樓宇由零售商舖及其他物業(例如辦公室)組成。零售商舖乃按成本值扣除其後累積折舊及累積減值虧損列賬。其他物業乃零售商舖以外租賃土地及樓宇之權益，按估值扣除其後累積折舊及累積減值虧損列賬。估值乃於估值日期之公平價值，由董事根據每隔三年進行一次之獨立估值釐定。於兩次獨立估值期間之年度，董事將審閱土地及樓宇之賬面值，並於出現重大轉變時作出調整。估值增加將計入重估儲備。估值虧損將首先在有關同一項物業之先前所增加之估值中扣除，其後再在經營溢利中扣除。任何隨後出現在估值上之增加，最高按先前所扣除之數額計入經營溢利中。於出售物業時，就先前估值之變現之重估儲備有關部份，將由重估儲備轉撥至保留盈利。

其他有形固定資產以成本值扣除累積折舊及累積減值虧損列賬。

租賃土地以直線法按未屆滿之租約年期折舊。租賃樓宇以直線法按未屆滿之租約年期或按其對本集團之預計可使用年期(以較短者為準)折舊。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(b) Property, plant and equipment (cont'd)

Other tangible fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

| | |
|------------------------|--|
| Leasehold improvements | 20% or over the unexpired lease period, whichever is shorter |
| Furniture and fixtures | 20% |
| Motor vehicles | 20% |
| Plant and machinery | 20% |

Major costs incurred in restoring fixed assets to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their expected useful lives to the Group.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in leasehold land and buildings and other tangible fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained earnings and is shown as a movement in reserves.

2. 主要會計政策 (續)

(b) 物業、機器及設備 (續)

其他有形固定資產之折舊乃將資產成本值按其預計可使用年期以直線法撇銷。主要折舊年率為：

| | |
|--------|---------------------|
| 租賃物業裝修 | 20%或按租約尚餘期間(以較短者為準) |
| 傢俬裝置 | 20% |
| 汽車 | 20% |
| 機器及設備 | 20% |

將固定資產重修至其正常運作狀態之重大支出均在損益表支銷。資產改良成本均資本化，並按其對本集團之預計可使用年期折舊。

於每個結算日，本集團均會考慮內部及外界資料來源，以評核有否任何跡象顯示租賃土地及樓宇及其他有形固定資產有減值虧損。倘出現任何上述跡象，則會估計資產之可收回金額，並在合適情況下確認減值虧損以將資產值降至其可收回金額。該等減值虧損於損益表入賬，惟倘資產以估值列賬，而減值虧損不超過同一資產之重估盈餘，則被視作重估減值。

出售固定資產之收益或虧損指出售所得收入淨額與有關資產賬面價值之差額，並在損益表入賬。有關資產應佔之任何重估儲備結餘轉撥至保留盈利，並列作儲備變動。

NOTES TO THE ACCOUNTS

賬目附註

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(c) Operating leases

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

(d) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary at the date of acquisition. In accordance with SSAP 30, goodwill on acquisitions occurring on or after 1st April 2001 is included in intangible assets and is amortised using the straight-line method over its estimated useful life of not exceeding 20 years.

Goodwill on acquisitions that occurred prior to 1st April 2001 was written off against reserves. The Group has elected the transitional provision 1(a) set out in paragraph 88 of SSAP 30 and goodwill previously written off against reserves has not been restated. However any impairment arising on such goodwill is accounted for in the consolidated profit and loss account.

The gain or loss on disposal of a subsidiary includes the unamortised balance of goodwill relating to the subsidiary disposed of or, for acquisitions prior to 1st April 2001, the related goodwill written off against reserves to the extent it has not previously been realised in the consolidated profit and loss account.

2. 主要會計政策 (續)

(c) 經營租賃

經營租賃指擁有資產之一切回報及風險實質上仍屬於出租公司之租賃。根據經營租賃支付之租金扣除租賃公司所給予之獎勵金後以直線法按租期在損益表支銷。

(d) 商譽

商譽指本集團收購附屬公司之成本超出本集團所佔購入附屬公司於收購日的資產淨值。根據會計實務準則第30號，於2001年4月1日或其後的收購之商譽列入無形資產，並以直線法以不超過20年之預計可使用年期攤銷。

於2001年4月1日前所作收購之商譽已於儲備撇銷。本集團已選擇會計實務準則第30號第88段所載之過渡條文1(a)，並無重列早前於儲備撇銷之商譽。然而，因該商譽而產生之任何減值虧損已計入綜合損益表內。

出售附屬公司之收益或虧損包括與所出售之附屬公司有關商譽之未攤銷結餘，或倘若於2001年4月1日前所作收購則包括已於儲備中撇銷但從未於綜合損益表內變現之有關商譽。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(e) Other investments

Other investments are stated at cost less any provision for impairment losses.

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

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes direct materials and direct labour. In general, costs are assigned to individual items on the first-in, first-out basis. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(g) Provisions

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

2. 主要會計政策 (續)

(e) 其他投資

其他投資按成本值扣除任何減值撥備後列賬。

個別投資之賬面值乃於每年結算日進行複核，以評核其公平價值是否已跌至低於其賬面值。倘某項投資項目出現非屬暫時性質之減值，則該等證券之賬面值將下調至公平價值。減值虧損於損益表確認為開支。倘導致撇減或撇銷之情況或事項不再存在，而且有力證據顯示，新情況或事項將於可見將來持續，則減值虧損將撥回損益表。

(f) 庫存

庫存乃按成本值或可變現淨值兩者之較低者入賬。成本值包括直接材料及工資。一般而言，成本值以先入先出法計算入個別產品內。可變現淨值乃按預計銷售所得款項扣除估計銷售費用計算。

(g) 撥備

本集團由於過往事項而負上現有法律性或推定性責任，而解除責任時有可能消耗資源，並可作出可靠之金額估計時，則會確認撥備。

NOTES TO THE ACCOUNTS

賬目附註

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(h) Contingent liabilities

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

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

(i) Deferred taxation

Deferred taxation is accounted for at the current tax rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future.

(j) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

The balance sheet of subsidiaries expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

2. 主要會計政策 (續)

(h) 或然負債

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

或然負債不會被確認，但會於賬目附註內披露。倘消耗經濟資源發生之機會出現變動，以致可能需要消耗經濟資源，則會確認為一項撥備。

(i) 遞延稅項

遞延稅項乃按預期在可見將來產生因計算稅項之盈利與賬目所列之盈利兩者之時間差異所引起之負債或資產，以現行稅率計算。

(j) 外幣換算

以外幣為本位之交易，均按交易當日之匯率折算。於結算日以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之滙兌差額均計入損益表。

附屬公司以外幣顯示之資產負債表均按結算日之匯率折算，而損益表則按平均匯率折算。滙兌差額作為儲備變動入賬。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(j) Translation of foreign currencies (cont'd)

In prior years, the profit and loss accounts of foreign enterprises were translated at closing rate. This is a change in accounting policy, however, the translation of the profit and loss accounts of foreign enterprises in prior years has not been restated as the effect of this change is not material to the current and prior years.

(k) Revenue recognition

Revenue from the sale of goods, at invoiced value net of sales discounts and returns, is recognised on the transfer of risks and rewards of ownership. This generally coincides with the time when cash is received for retail sales and when the goods are delivered to customers and the title has passed for credit sales.

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

Consultancy fee income and service income in respect of technical support and consultancy services are recognised on an accrual basis and are determined in accordance with the terms of the service agreement.

Commission income in relation to introducing brokerage activities is recorded in the accounts based on trade dates. Accordingly, only those transactions whose trade dates fall within the accounting year have been taken into account.

2. 主要會計政策 (續)

(j) 外幣換算 (續)

在以往年度，海外企業之損益表均以結算日之匯率折算。這構成會計政策之變動，但由於有關變動對本年度及上年度之影響不大，故並無將海外企業在以往年度之損益換算重列。

(k) 收益確認

銷貨收益(按發票值減去銷售折扣及退貨後計算)在擁有權之風險及回報轉移後確認，風險及回報之轉移通常與零售時收取現金以及賒貨銷售時貨品付運予客戶及所有權轉讓同時發生。

利息收入在計及未償還本金額及適用利率後按時間比例確認。

有關提供技術支援及顧問服務之顧問費收入及服務收入按應計基準確認，並根據相關服務協議之條款釐訂。

有關經紀介紹業務之佣金收入乃根據交易日期記錄於賬目內。因此，只有交易日期屬會計年度內之交易始予入賬。

NOTES TO THE ACCOUNTS

賬目附註

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(1) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Profit sharing and bonus plans

Provisions for profit sharing and bonus plans are recognised when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

(iii) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement scheme (the "MPF Scheme") which is registered under the Mandatory Provident Fund Schemes Ordinance in Hong Kong. The assets of the MPF Scheme are held in a separate administered fund. The MPF Scheme is generally funded by payments from employees and by the Group.

The Group's contributions to the MPF Scheme are expensed as incurred and are reduced by the employer's voluntary contribution forfeited from the MPF Scheme by those employees who leave the scheme prior to vesting fully in the contributions.

2. 主要會計政策 (續)

(1) 僱員福利

(i) 僱員休假權利

僱員享有年假之權利於此等權利產生時確認。本集團就截至結算日止僱員提供服務而產生之年假之估計負債作出撥備。

僱員享有病假及分娩假之權利不作確認，直至僱員正式休假為止。

(ii) 利潤分享及花紅計劃

當本集團因為僱員已提供之服務而產生現有法律性或推定性責任，而責任金額能可靠估算時，則將利潤分享及花紅之預計成本確認為負債入賬。

(iii) 退休金責任

本集團設有一項根據香港強制性公積金計劃條例登記註冊之界定供款強制性公積金退休計劃（「強積金計劃」），有關資產乃由一獨立管理基金持有。該強積金計劃通常由僱員及本集團供款。

本集團對該強積金計劃所作供款於發生時作為費用支銷，而員工在全數取得既得利益前退出計劃而被沒收之僱主自願性供款，將會用作扣減供款。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(l) Employee benefits (cont'd)

(iv) Equity compensation benefits

No employee benefit cost or obligation is recognised at the date of grant when the Group grants share options to its employees, including executive directors. When the options are exercised, the proceeds received net of any transaction costs are credited to share capital (nominal value) and share premium.

(m) Related parties

For the purposes of these accounts, a party is considered to be related to the Group if the Group has the ability, directly or indirectly, to control that party or exercise significant influence over that party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

(n) Segment reporting

A segment is a distinguishable component of the Group that is engaged in providing products or services (business segment), or providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

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

2. 主要會計政策 (續)

(l) 僱員福利 (續)

(iv) 權益補償福利

當本集團將購股權授予其僱員(包括執行董事)之時,不會將僱員福利或責任確認。當該等購股權獲行使時,其實收款項扣除任何交易成本之後,將計入股本(面值)及股份溢價。

(m) 有關連人士

就該等賬目而言,倘本集團有能力直接或間接控制該人士或對該人士就作出財務及營運決策行使重大影響力,或為相反情況,或於本集團及該人士受同一控制或同一重大影響時,該等人士被視為與本集團有關連。有關連人士可以為個別人士或其他實體。

(n) 分部呈報

分部指本集團從事提供產品或服務(業務分部)或於特定經濟環境內提供產品或服務(地區分部)(惟須受有別於其他分部所受之風險及回報)之明顯組成部分。

根據本集團之內部財務申報,本集團決定將業務分部呈列為主要呈報方式而地區分部為從屬呈報方式。

NOTES TO THE ACCOUNTS

賬目附註

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(n) Segment reporting (cont'd)

Unallocated costs represent corporate expenses. Segment assets consist primarily of fixed assets, rental deposits paid, inventories, receivables and operating cash, and mainly exclude other investments. Segment liabilities comprise operating liabilities and exclude items such as taxation. Capital expenditure comprises additions to fixed assets, including additions resulting from acquisitions through purchases of subsidiaries.

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

Inter-segment sales are accounted for based on competitive market price charged to third party customers for similar goods and services.

2. 主要會計政策 (續)

(n) 分部呈報 (續)

未分配成本指企業開支。分部資產主要包括固定資產、已付租金按金、庫存、應收賬項及經營現金，主要不包括其他投資。分部負債包括經營負債，並不包括稅項等項目。資本性開支包括購入固定資產的費用，其中包括因收購附屬公司而添置之固定資產。

就地區分部呈報而言，銷售乃按照客戶所在國家而定。資產總值及資本開支乃按資產所在地計算。

分部間之銷售乃按照就類似貨品及服務向第三者客戶收取之具競爭力市價計算。

3. REVENUE, TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in the retailing and wholesaling of gold jewellery and gold ornaments, gem-set jewellery and gemstones, and other accessory items. The Group also provides technical support and consultancy services to certain licensees, and quality control of jewellery products. Revenues recognised during the year are as follows:

| | | 2003 <i>HK\$'000</i> 千港元 | 2002 <i>HK\$'000</i> 千港元 |
|------------------------|-------|--------------------------------|--------------------------------|
| Turnover | 營業額 | | |
| Sale of goods | 銷售貨品 | 1,461,763 | 1,478,806 |
| Other revenues | 其他收入 | | |
| Service income | 服務收入 | 6,478 | 4,507 |
| Consultancy fee income | 顧問費收入 | 3,246 | 4,080 |
| Interest income | 利息收入 | 897 | 2,044 |
| Commission income | 佣金收入 | 1,461 | 927 |
| Others | 其他 | 1,704 | 931 |
| | | <u>13,786</u> | <u>12,489</u> |
| Total revenues | 總收益 | <u>1,475,549</u> | <u>1,491,295</u> |

Primary reporting format – business segments

The Group is organised mainly in Hong Kong into two major business segments:

- Retailing of jewellery
- Manufacturing and wholesaling of jewellery

Other operations of the Group mainly comprise securities broking and investments, and services relating to internet and software development.

3. 收入、營業額及分部資料

本集團主要從事金飾與黃金裝飾品、鑲石首飾及寶石以及其他配飾之零售及批發業務。本集團亦向若干特許商提供技術支援及顧問服務以及首飾產品之品質監控。年內確認之收入如下：

| | | 2003 <i>HK\$'000</i> 千港元 | 2002 <i>HK\$'000</i> 千港元 |
|------------------------|-------|--------------------------------|--------------------------------|
| Turnover | 營業額 | | |
| Sale of goods | 銷售貨品 | 1,461,763 | 1,478,806 |
| Other revenues | 其他收入 | | |
| Service income | 服務收入 | 6,478 | 4,507 |
| Consultancy fee income | 顧問費收入 | 3,246 | 4,080 |
| Interest income | 利息收入 | 897 | 2,044 |
| Commission income | 佣金收入 | 1,461 | 927 |
| Others | 其他 | 1,704 | 931 |
| | | <u>13,786</u> | <u>12,489</u> |
| Total revenues | 總收益 | <u>1,475,549</u> | <u>1,491,295</u> |

主要呈報方式 – 業務分部

本集團主要於香港從事兩個主要業務分部：

- 首飾零售
- 首飾生產及批發

本集團其他業務主要包括證券代理及投資以及有關互聯網及軟件開發之服務。

NOTES TO THE ACCOUNTS

賬目附註

3. REVENUE, TURNOVER AND SEGMENT INFORMATION (cont'd)

3. 收入、營業額及分部資料 (續)

Primary reporting format – business segments (cont'd)

主要呈報方式 – 業務分部 (續)

| | | Retailing | | Manufacturing and wholesaling | | Other operations | | Eliminations | | Group | |
|--|-------------|------------------|------------------|-------------------------------|----------------|------------------|--------------|------------------|------------------|------------------|------------------|
| | | 零售 | | 生產及批發 | | 其他業務 | | 撤銷 | | 本集團 | |
| | | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| Sales to external customers | 對外客戶銷售額 | 1,375,891 | 1,380,983 | 85,872 | 97,800 | - | 23 | - | - | 1,461,763 | 1,478,806 |
| Inter-segment sales | 分部間銷售額 | 3,846 | 2,957 | 301,284 | 265,802 | - | - | (305,130) | (268,759) | - | - |
| Other revenues from external customers | 來自對外客戶之其他收入 | 91 | - | 9,516 | 8,994 | 3,282 | 1,451 | - | - | 12,889 | 10,445 |
| Inter-segment other revenues | 分部間之其他收入 | - | 440 | - | - | 934 | 455 | (934) | (895) | - | - |
| Total | 總額 | 1,379,828 | 1,384,380 | 396,672 | 372,596 | 4,216 | 1,929 | (306,064) | (269,654) | 1,474,652 | 1,489,251 |
| Segment results | 分部業績 | 77,880 | 91,133 | 14,576 | 12,196 | (5,737) | (4,848) | (2,679) | (436) | 84,040 | 98,045 |
| Interest income | 利息收入 | | | | | | | | | 897 | 2,044 |
| Unallocated costs | 未分配成本 | | | | | | | | | (27,392) | (21,537) |
| Operating profit | 經營溢利 | | | | | | | | | 57,545 | 78,552 |
| Finance costs | 財務成本 | | | | | | | | | (25) | (24) |
| Profit before taxation | 除稅前溢利 | | | | | | | | | 57,520 | 78,528 |
| Taxation | 稅項 | | | | | | | | | (11,408) | (13,901) |
| Profit after taxation | 除稅後溢利 | | | | | | | | | 46,112 | 64,627 |
| Minority interests | 少數股東權益 | | | | | | | | | (329) | (402) |
| Profit attributable to shareholders | 股東應佔溢利 | | | | | | | | | 45,783 | 64,225 |

3. REVENUE, TURNOVER AND SEGMENT INFORMATION (cont'd)

3. 收入、營業額及分部資料 (續)

Primary reporting format – business segments (cont'd)

主要呈報方式 – 業務分部 (續)

| | | Retailing | | Manufacturing and wholesaling | | Other operations | | Eliminations | | Group | |
|--|-----------|------------------|-----------|-------------------------------|----------|------------------|----------|-----------------|----------|-----------------|----------|
| | | 零售 | | 生產及批發 | | 其他業務 | | 撤銷 | | 本集團 | |
| | | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| Segment assets | 分部資產 | 458,306 | 414,769 | 170,053 | 153,840 | 15,732 | 18,744 | (78,927) | (71,941) | 565,164 | 515,412 |
| Unallocated assets | 未分配資產 | | | | | | | | | 61,980 | 91,084 |
| Total assets | 總資產 | | | | | | | | | 627,144 | 606,496 |
| Segment liabilities | 分部負債 | (108,826) | (101,098) | (57,142) | (54,092) | (715) | (543) | 78,927 | 71,941 | (87,756) | (83,792) |
| Unallocated liabilities | 未分配負債 | | | | | | | | | (10,200) | (8,075) |
| Total liabilities | 總負債 | | | | | | | | | (97,956) | (91,867) |
| Depreciation | 折舊 | | | | | | | | | | |
| – allocated | – 已分配 | 7,927 | 10,686 | 1,383 | 1,620 | 630 | 706 | – | – | 9,940 | 13,012 |
| – unallocated | – 未分配 | | | | | | | | | 2,954 | 2,397 |
| | | | | | | | | | | 12,894 | 15,409 |
| Capital expenditure | 資本開支 | | | | | | | | | | |
| – allocated | – 已分配 | 8,200 | 6,503 | 6,267 | 3,165 | 155 | 422 | – | – | 14,622 | 10,090 |
| – unallocated | – 未分配 | | | | | | | | | 5,479 | 13,551 |
| | | | | | | | | | | 20,101 | 23,641 |
| Deficit on revaluation of land and buildings | 土地及樓宇重估虧絀 | | | | | | | | | | |
| – allocated | – 已分配 | 42 | 323 | – | – | – | – | – | – | 42 | 323 |
| – unallocated | – 未分配 | | | | | | | | | 1,884 | 357 |
| | | | | | | | | | | 1,926 | 680 |

NOTES TO THE ACCOUNTS

賬目附註

3. REVENUE, TURNOVER AND SEGMENT INFORMATION (cont'd)

Secondary reporting format – geographical segments

No geographical analysis is presented as over 90% of the Group's revenue, results and assets are derived from activities in Hong Kong during the two years ended 31st March 2002 and 2003.

4. OPERATING PROFIT

Operating profit is stated after crediting and charging the following:

3. 收入、營業額及分部資料 (續)

從屬呈報方式 – 地區分部

由於截至2002年及2003年3月31日止兩個年度本集團逾90%之收益、業績及資產均來自香港之業務，故並無呈列按地區分部之分析。

4. 經營溢利

經營溢利已計入及扣除下列項目：

| | | 2003 HK\$'000 千港元 | 2002 HK\$'000 千港元 |
|---|----------------------------|-------------------------|-------------------------|
| <i>Crediting</i> | 計入 | | |
| Write-back of impairment loss on other investments | 撥回其他投資 減值虧損 | – | 1,006 |
| Net exchange gains | 滙兌收益淨額 | – | 759 |
| Reversal of provision for long service payments included in staff costs | 包括在員工成本項下之 長期服務金撥備之撥回 | – | 361 |
| Write-back of provision for slow-moving inventories | 撥回滯銷存貨撥備 | 2,637 | – |
| | | 2,637 | – |
| <i>Charging</i> | 扣除 | | |
| Cost of inventories sold | 已售存貨成本 | 1,160,047 | 1,159,746 |
| Depreciation of fixed assets | 固定資產折舊 | 12,894 | 15,409 |
| Deficit on revaluation of land and buildings | 土地及樓宇重估虧絀 | 1,926 | 680 |
| Loss on disposal of fixed assets | 出售固定資產之虧損 | 727 | 176 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇經營 租賃之租金 | 51,238 | 50,360 |
| Auditors' remuneration | 核數師酬金 | 1,572 | 1,470 |
| Staff costs (including directors' emoluments) | 員工成本 (包括董事酬金) | 117,954 | 113,050 |
| Retirement benefit costs included in staff costs (note 10) | 計於員工成本項下之 退休福利成本 (附註10) | 3,559 | 5,004 |
| Provision for slow-moving inventories | 滯銷存貨撥備 | – | 1,575 |
| Write-off of slow-moving inventories | 滯銷存貨撇銷 | – | 1,339 |
| Net loss on disposal of other investments | 出售其他投資之虧損淨額 | – | 1,555 |
| Provision for impairment loss on other investments | 其他投資減值撥備 | – | 900 |
| | | – | 900 |

5. FINANCE COSTS

Interest on bank overdrafts 銀行透支利息

6. TAXATION

The amount of taxation charged to the consolidated profit and loss account represents:

Hong Kong profits tax 香港利得稅
Over provision in prior years 往年度超額準備

Hong Kong profits tax has been provided at the rate of 16% (2002: 16%) on the estimated assessable profit for the year.

There was no material unprovided deferred taxation for the year.

7. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of HK\$70,204,000 (2002: HK\$12,439,000).

5. 財務費用

| 2003 | 2002 |
|-----------------|-----------------|
| <i>HK\$'000</i> | <i>HK\$'000</i> |
| 千港元 | 千港元 |

| | |
|-----------|-----------|
| <u>25</u> | <u>24</u> |
|-----------|-----------|

6. 稅項

在綜合損益表內支銷之稅項如下：

| 2003 | 2002 |
|-----------------|-----------------|
| <i>HK\$'000</i> | <i>HK\$'000</i> |
| 千港元 | 千港元 |

| | |
|---------------|--------------|
| <u>12,155</u> | 14,603 |
| <u>(747)</u> | <u>(702)</u> |

| | |
|---------------|---------------|
| <u>11,408</u> | <u>13,901</u> |
|---------------|---------------|

香港利得稅乃按照本年度估計應課稅溢利按稅率16% (2002年：16%) 提撥準備。

本年度無重大未經撥備遞延稅項。

7. 股東應佔溢利

在本公司賬目內所處理之股東應佔溢利為70,204,000港元 (2002年：12,439,000港元)。

NOTES TO THE ACCOUNTS

賬目附註

8. DIVIDENDS

8. 股息

| | | 2003 <i>HK\$'000</i> 千港元 | 2002 <i>HK\$'000</i> 千港元 |
|--|---|--------------------------------|--------------------------------|
| 2001/2002 final, paid, of HK\$0.05 (2000/2001 final: HK\$0.05) per ordinary share | 已付2001/2002年度末期股息 每股普通股0.05港元 (2000/2001年度 末期股息：0.05港元) | 23,704 | 23,306 |
| 2002/2003 interim, paid, of HK\$0.02 (2001/2002 interim: HK\$0.025) per ordinary share | 已付2002/2003年度中期股息 每股普通股0.02港元 (2001/2002年度 中期股息：0.025港元) | 9,493 | 11,712 |
| 2002/2003 final, proposed on 23rd July 2003, of HK\$0.04 (2001/2002 final: HK\$0.05) per ordinary share (<i>note</i>) | 於2003年7月23日擬派2002/2003年 度末期股息每股普通股0.04港元 (2001/2002年度末期股息： 0.05港元) (<i>附註</i>) | 18,987 | 23,704 |
| | | 28,480 | 35,416 |

Note: At a meeting held on 23rd July 2003, the directors declared a final dividend of HK\$0.04 per ordinary share. This proposed dividend is not reflected as a dividend payable in these accounts, but will be reflected as an appropriation of retained earnings for the year ending 31st March 2004.

附註： 於2003年7月23日召開之會議上，董事建議分派末期股息每股普通股0.04港元。此項擬派股息並無於本賬目中列為應付股息，但將於截至2004年3月31日止年度列作保留盈利分派。

9. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of HK\$45,783,000 (2002: HK\$64,225,000) and the weighted average number of 473,815,212 (2002: 466,661,716) ordinary shares in issue during the year.

The calculation of diluted earnings per share is based on the Group's profit attributable to shareholders of HK\$45,783,000 (2002: HK\$64,225,000) and the weighted average number of 484,350,454 (2002: 475,495,555) ordinary shares in issue during the year after adjusting for the effects of all potential dilutive ordinary shares deemed to be issued at no consideration if all outstanding share options granted under the share option scheme of the Company had been exercised.

10. RETIREMENT BENEFIT COSTS

All statutory contributions under MPF Scheme are immediately fully vested on the employees.

During the year, the Group's contributions to the retirement scheme are as follows:

| | | | |
|---|---------------------|---------|-------|
| Gross contributions | 供款總額 | 5,020 | 5,033 |
| Forfeited contributions used by the Group to reduce the existing level of contributions | 本集團用以扣減現有供款水平之被沒收供款 | (1,461) | (29) |
| Net contributions charged to consolidated profit and loss account | 年內於綜合損益表中支銷之供款淨額 | 3,559 | 5,004 |

At 31st March 2003, there was no unutilised forfeited contributions (2002: HK\$974,000).

9. 每股盈利

每股基本盈利乃根據年內之本集團股東應佔溢利45,783,000港元(2002年: 64,225,000港元)及年內已發行普通股之加權平均數473,815,212股(2002年: 466,661,716股)計算。

每股攤薄盈利乃根據本集團之股東應佔溢利45,783,000港元(2002年: 64,225,000港元)及年內所有受潛在攤薄普通股之影響作出調整後(假設因所有根據本公司購股權計劃授出之尚未行使購股權已被行使後,以不收取代價方式下已發行之普通股股份)之已發行普通股之加權平均數484,350,454股(2002年: 475,495,555股)計算。

10. 退休福利成本

根據強積金計劃所作出之所有法定供款將即時全數歸於僱員所有。

年內,本集團向退休計劃之供款如下:

| | 2003 HK\$'000 千港元 | 2002 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| | 5,020 | 5,033 |
| | (1,461) | (29) |
| | <u>3,559</u> | <u>5,004</u> |

於2003年3月31日,沒有尚未動用之被沒收供款(2002年: 974,000港元)。

NOTES TO THE ACCOUNTS

賬目附註

11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

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

| | |
|---|---------------------|
| Fees | 袍金 |
| Basic salaries, housing allowances, other allowances and benefits in kind | 基本薪金、房屋津貼、其他津貼及實物利益 |
| Performance/discretionary bonuses | 按表現／酌情發放之花紅 |
| Directors' pensions | 董事退休金 |
| Benefit from exercise of share options | 行使購股權所得利益 |

Directors' fees disclosed above include HK\$220,000 (2002: HK\$220,000) paid to the independent non-executive directors.

11. 董事及高級管理人員酬金

(a) 董事酬金

年內向本公司董事支付之酬金總額如下：

| 2003 | 2002 |
|-----------------|-----------------|
| <i>HK\$'000</i> | <i>HK\$'000</i> |
| 千港元 | 千港元 |
| 825 | 825 |
| 8,476 | 7,903 |
| 1,329 | 1,856 |
| 261 | 260 |
| — | 357 |
| 10,891 | 11,201 |

以上所披露之董事袍金包括支付給獨立非執行董事之220,000港元(2002年：220,000港元)。

11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (cont'd)

(a) Directors' emoluments (cont'd)

The emoluments of the directors fell within the following bands:

| | |
|-----------------|-------------------|
| Nil零 | – HK\$1,000,000港元 |
| HK\$1,000,001港元 | – HK\$1,500,000港元 |
| HK\$5,000,001港元 | – HK\$5,500,000港元 |
| HK\$5,500,001港元 | – HK\$6,000,000港元 |

No directors waived their emoluments in respect of the years ended 31st March 2002 and 2003.

(b) Five highest paid individuals

Among the five highest paid individuals, four (2002: four) of them are directors of the Company and the details of their remuneration have been disclosed in the preceding paragraph. The amounts of the remaining highest paid individual whose emoluments, which fell within the emolument band of HK\$1,500,001 to HK\$2,000,000 (2002: HK\$1,500,001 to HK\$2,000,000), are as follows:

| | | 2003 | 2002 |
|---|------------------------|--------------|--------------|
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Basic salaries, housing allowances, other allowances and benefits in kind | 基本薪金、房屋津貼 其他津貼及實物利益 | 1,308 | 1,325 |
| Performance/discretionary bonus | 按表現／酌情發放之花紅 | 300 | 420 |
| Pensions | 退休金 | 49 | 48 |
| | | <u>1,657</u> | <u>1,793</u> |

11. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

介乎下列酬金組別之董事人數如下：

| | Number of directors 董事人數 | |
|-----------------|-----------------------------|-----------|
| | 2003 | 2002 |
| Nil零 | 8 | 7 |
| HK\$1,000,001港元 | 3 | 4 |
| HK\$5,000,001港元 | – | 1 |
| HK\$5,500,001港元 | 1 | – |
| | <u>12</u> | <u>12</u> |

截至2002年及2003年3月31日止年度，並無董事放棄收取酬金。

(b) 五位最高薪酬人士

本年度本公司5位最高薪酬人士包括4位(2002年：4位)本公司董事，其酬金詳情已載於上文，其餘1名最高薪人士之酬金介乎1,500,001港元至2,000,000港元之間(2002年：1,500,001港元至2,000,000港元)，現分析如下：

NOTES TO THE ACCOUNTS

賬目附註

12. FIXED ASSETS

12. 固定資產

| Group | 集團 | Leasehold land and buildings | | Leasehold improvements | Furniture and fixtures | Motor vehicles | Plant and machinery | Total |
|-----------------------------|-------------|------------------------------|------------------|------------------------|------------------------|----------------|---------------------|----------|
| | | Retail shops | Other properties | | | | | |
| | | 零售商舖 | 其他物業 | 物業裝修 | 傢俬裝置 | 汽車 | 機器及設備 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Cost or valuation | 成本或估值 | | | | | | | |
| At 1st April 2002 | 於2002年4月1日 | 28,292 | 13,887 | 44,353 | 19,098 | 2,402 | 3,506 | 111,538 |
| Additions | 添置 | – | 5,735 | 8,527 | 4,639 | 993 | 207 | 20,101 |
| Revaluation adjustment | 重估調整 | – | (2,427) | – | – | – | – | (2,427) |
| Transfer between categories | 各類資產之間轉撥 | – | – | 123 | (123) | – | – | – |
| Disposals | 出售 | – | – | (1,755) | (1,307) | (1,606) | (117) | (4,785) |
| At 31st March 2003 | 於2003年3月31日 | 28,292 | 17,195 | 51,248 | 22,307 | 1,789 | 3,596 | 124,427 |
| Accumulated depreciation | 累積折舊 | | | | | | | |
| At 1st April 2002 | 於2002年4月1日 | 1,698 | 223 | 34,148 | 13,424 | 953 | 1,998 | 52,444 |
| Charge for the year | 本年度折舊 | 566 | 392 | 8,078 | 2,948 | 358 | 552 | 12,894 |
| Revaluation adjustment | 重估調整 | – | (501) | – | – | – | – | (501) |
| Transfer between categories | 各類資產之間轉撥 | – | – | 63 | (63) | – | – | – |
| Disposals | 出售 | – | – | (1,739) | (1,007) | (565) | (109) | (3,420) |
| At 31st March 2003 | 於2003年3月31日 | 2,264 | 114 | 40,550 | 15,302 | 746 | 2,441 | 61,417 |
| Net book value | 賬面淨值 | | | | | | | |
| At 31st March 2003 | 於2003年3月31日 | 26,028 | 17,081 | 10,698 | 7,005 | 1,043 | 1,155 | 63,010 |
| At 31st March 2002 | 於2002年3月31日 | 26,594 | 13,664 | 10,205 | 5,674 | 1,449 | 1,508 | 59,094 |

The analysis of the cost or valuation of the above assets is as follows: 上述資產之成本或估值分析如下:

| | | | | | | | | |
|----------------------------------|--------------|--------|--------|--------|--------|-------|-------|---------|
| At 31st March 2003 | 於2003年3月31日 | | | | | | | |
| At cost | 成本值 | 28,292 | – | 51,248 | 22,307 | 1,789 | 3,596 | 107,232 |
| At professional valuation – 2003 | 專業估值 – 2003年 | – | 11,460 | – | – | – | – | 11,460 |
| At directors' valuation – 2003 | 董事估值 – 2003年 | – | 5,735 | – | – | – | – | 5,735 |
| | | 28,292 | 17,195 | 51,248 | 22,307 | 1,789 | 3,596 | 124,427 |
| At 31st March 2002 | 於2002年3月31日 | | | | | | | |
| At cost | 成本值 | 28,292 | – | 44,353 | 19,098 | 2,402 | 3,506 | 97,651 |
| At professional valuation – 2002 | 專業估值 – 2002年 | – | 2,700 | – | – | – | – | 2,700 |
| At directors' valuation – 2002 | 董事估值 – 2002年 | – | 11,187 | – | – | – | – | 11,187 |
| | | 28,292 | 13,887 | 44,353 | 19,098 | 2,402 | 3,506 | 111,538 |

12. FIXED ASSETS (cont'd)

Net book value of leasehold land and buildings comprises:

| | | Group 集團 | | | |
|---------------------------|--------|--|--|--|--|
| | | 2003 | | 2002 | |
| | | Retail shops 零售商鋪 HK\$'000 千港元 | Other properties 其他物業 HK\$'000 千港元 | Retail shops 零售商鋪 HK\$'000 千港元 | Other properties 其他物業 HK\$'000 千港元 |
| Leasehold properties held | 在香港持有 | | | | |
| in Hong Kong under | 之租賃物業 | | | | |
| – long leases | – 長期租約 | 26,028 | 8,130 | 26,594 | 10,865 |
| – medium term leases | – 中期租約 | – | 2,030 | – | 1,300 |
| | | <u>26,028</u> | <u>10,160</u> | <u>26,594</u> | <u>12,165</u> |
| Leasehold properties held | 在海外持有 | | | | |
| overseas under | 之租賃物業 | | | | |
| – long leases | – 長期租約 | – | 1,301 | – | – |
| – medium term leases | – 中期租約 | – | 5,620 | – | 1,499 |
| | | <u>–</u> | <u>6,921</u> | <u>–</u> | <u>1,499</u> |
| | | <u>26,028</u> | <u>17,081</u> | <u>26,594</u> | <u>13,664</u> |

Certain other properties were revalued on 31st March 2003 on the basis of open market value by FPD Savills (HK) Limited, an independent professional valuer.

The directors of the Company have reviewed the carrying value of the remaining other properties at 31st March 2003 and are of the opinion that the fair value is not materially different from the carrying amount.

The carrying amount of these revalued other properties would have been HK\$17,081,000 (2002: HK\$13,664,000) had they been stated at cost less accumulated depreciation and accumulated impairment losses.

12. 固定資產 (續)

租賃土地及樓宇之賬面淨值分別為：

| | | Group 集團 | | | |
|---------------------------|--------|--|--|--|--|
| | | 2003 | | 2002 | |
| | | Retail shops 零售商鋪 HK\$'000 千港元 | Other properties 其他物業 HK\$'000 千港元 | Retail shops 零售商鋪 HK\$'000 千港元 | Other properties 其他物業 HK\$'000 千港元 |
| Leasehold properties held | 在香港持有 | | | | |
| in Hong Kong under | 之租賃物業 | | | | |
| – long leases | – 長期租約 | 26,028 | 8,130 | 26,594 | 10,865 |
| – medium term leases | – 中期租約 | – | 2,030 | – | 1,300 |
| | | <u>26,028</u> | <u>10,160</u> | <u>26,594</u> | <u>12,165</u> |
| Leasehold properties held | 在海外持有 | | | | |
| overseas under | 之租賃物業 | | | | |
| – long leases | – 長期租約 | – | 1,301 | – | – |
| – medium term leases | – 中期租約 | – | 5,620 | – | 1,499 |
| | | <u>–</u> | <u>6,921</u> | <u>–</u> | <u>1,499</u> |
| | | <u>26,028</u> | <u>17,081</u> | <u>26,594</u> | <u>13,664</u> |

若干其他物業已於2003年3月31日由獨立專業估值師第一太平戴維斯按公開市值重估。

本公司之董事已於2003年3月31日審閱剩餘其他物業之賬面值，並認為公平值與賬面值無重大差異。

假若其他物業以成本值扣除累積折舊及累積減值虧損列賬，則其賬面值應為17,081,000港元(2002年：13,664,000港元)。

NOTES TO THE ACCOUNTS

賬目附註

13. INVESTMENTS IN SUBSIDIARIES

Unlisted investments, at cost 非上市投資，按成本值
Loans to subsidiaries 向附屬公司之貸款

13. 附屬公司投資

| | | Company 公司 | |
|--|--|----------------|----------------|
| | | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | 298,887 | 298,887 |
| | | 120,521 | 120,533 |
| | | 419,408 | 419,420 |

Particulars of the principal subsidiaries are set out on pages 81 to 83.

主要附屬公司之詳情載於第81至第83頁。

Loans to subsidiaries are unsecured, interest-free and not repayable within the next twelve months.

向附屬公司之貸款為無抵押、免息及毋須於未來12個月內償還。

14. OTHER INVESTMENTS

Unlisted investments, at cost 非上市投資，按成本值
Less: Provision for impairment losses 減：減值虧損撥備

14. 其他投資

| | | Group 集團 | |
|--|--|--------------|--------------|
| | | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | 3,080 | 1,980 |
| | | — | (900) |
| | | 3,080 | 1,080 |
| | | — | 1,623 |
| | | 3,080 | 2,703 |
| | | — | 1,623 |

Shares listed in Hong Kong, at cost 於香港上市之股份，按成本值

Market value of listed shares 上市股份市值

15. INVENTORIES

At 31st March 2003, the carrying amount of inventories that are carried at net realisable value amounted to HK\$5,493,000 (2002: HK\$4,992,000).

16. AMOUNTS DUE FROM/TO SUBSIDIARIES

The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.

17. TRADE RECEIVABLES

The majority of the Group's sales are on cash basis. Credit sales are mainly for the Group's wholesale customers with terms of 30 to 90 days.

The ageing analysis of trade receivables is as follows:

| | |
|---------------|---------|
| 0 – 30 days | 0至30日 |
| 31 – 60 days | 31至60日 |
| 61 – 90 days | 61至90日 |
| 91 – 120 days | 91至120日 |
| Over 120 days | 超過120日 |

15. 庫存

於2003年3月31日，以可變現淨值列賬之庫存之賬面值為5,493,000港元(2002年：4,992,000港元)。

16. 應收／應付附屬公司賬項

應收／應付附屬公司賬項為無抵押、免息及須於提出要求時即時償還。

17. 貿易應收賬項

本集團大部份銷售均以現金進行。賒售主要為本集團之批發客戶而設，而信貸期為30至90日。

貿易應收賬項之賬齡分析如下：

| | | Group 集團 | |
|--|--|---------------|---------------|
| | | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | 10,209 | 12,756 |
| | | 85 | 475 |
| | | 8 | 34 |
| | | – | – |
| | | 15 | 2 |
| | | <u>10,317</u> | <u>13,267</u> |

NOTES TO THE ACCOUNTS

賬目附註

18. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables and their ageing analysis is as follows:

| | | Group 集團 | |
|---------------|---------|-------------|----------|
| | | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| 0 – 30 days | 0至30日 | 36,662 | 36,180 |
| 31 – 60 days | 31至60日 | 14,074 | 12,261 |
| 61 – 90 days | 61至90日 | 4,539 | 3,933 |
| 91 – 120 days | 91至120日 | 3,989 | 941 |
| Over 120 days | 超過120日 | 39 | 296 |
| | | 59,303 | 53,611 |

19. SHARE CAPITAL

19. 股本

| | | 2003 | | 2002 | |
|--------------------------|-----------|---------------|----------|---------------|----------|
| | | No. of shares | HK\$'000 | No. of shares | HK\$'000 |
| | | 股份數目 | 千港元 | 股份數目 | 千港元 |
| Authorised: | 法定股本： | | | | |
| Ordinary shares | 每股面值0.1港元 | | | | |
| of HK\$0.1 each | 之普通股 | 800,000,000 | 80,000 | 800,000,000 | 80,000 |
| Issued and fully paid: | 已發行及繳足股本： | | | | |
| Ordinary shares | 每股面值0.1港元 | | | | |
| of HK\$0.1 each | 之普通股 | | | | |
| At the beginning of | 年初 | 470,398,850 | 47,040 | 464,771,850 | 46,477 |
| the year | | | | | |
| Exercise of share option | 行使購股權 | 4,276,000 | 427 | 5,627,000 | 563 |
| At the end of the year | 年終 | 474,674,850 | 47,467 | 470,398,850 | 47,040 |

計入貿易及其他應付賬項之貿易應付賬項之賬齡分析如下：

19. SHARE CAPITAL (cont'd)

The Company has a share option scheme under which the directors may, at their discretion, grant employees, including any executive directors, of the Company and/or any of its subsidiaries, options to subscribe for shares in the Company, subject to the terms and conditions stipulated in the share option scheme.

During the year, no such options were granted.

Options to subscribe for 4,276,000 ordinary shares in the Company were exercised at a price of HK\$0.34 per share during the year. The premium on the issue of the shares of HK\$1,027,000 was credited to the share premium account.

At 31st March 2003, there were 17,833,000 share options outstanding which are exercisable at HK\$0.34 per share at any time prior to 13th June 2010.

20. RESERVES

- (a) The reserves of the Group and Company as at 31st March 2003 are analysed as follows:

| | | Group | | Company | |
|-------------------------------------|-----------------|----------|----------|----------|----------|
| | | 集團 | 公司 | 集團 | 公司 |
| | | 2003 | 2002 | 2003 | 2002 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Reserves | 儲備 | 458,266 | 439,936 | 407,922 | 365,171 |
| Proposed final dividend (note 8) | 擬派末期股息 (附註8) | 18,987 | 23,704 | 18,987 | 23,704 |
| Total reserves | 總儲備 | 477,253 | 463,640 | 426,909 | 388,875 |

19. 股本 (續)

本公司設有一項購股權計劃，據此董事可根據購股權計劃所訂條款及條件，酌情向本公司及／或其任何附屬公司之僱員 (包括任何執行董事) 授出可認購本公司股份之購股權。

年內，概無授出該等購股權。

年內，可認購本公司4,276,000股普通股之購股權已按每股0.34港元之價格行使。發行股份之溢價1,027,000港元已計入股份溢價賬。

於2003年3月31日，共有17,833,000份未行使購股權，可於2010年6月13日前任何時間按每股0.34港元之價格行使。

20. 儲備

- (a) 本集團及本公司於2003年3月31日之儲備現分析如下：

NOTES TO THE ACCOUNTS

賬目附註

20. RESERVES (cont'd)

(b) Group

| | | Share premium 股份溢價 HK\$'000 千港元 | Capital reserve 資本儲備 HK\$'000 千港元 | Retained earnings 保留盈利 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------------------------|---|---|---|--------------------------------|
| At 1st April 2001 | 於2001年4月1日 | 52,226 | 135,713 | 245,143 | 433,082 |
| Exercise of share options | 行使購股權 | 1,351 | – | – | 1,351 |
| Profit attributable to shareholders | 股東應佔溢利 | – | – | 64,225 | 64,225 |
| 2000/2001 final dividend paid (note 8) | 2000/2001年度已付 末期股息 (附註8) | – | – | (23,306) | (23,306) |
| 2001/2002 interim dividend paid (note 8) | 2001/2002年度已付 中期股息 (附註8) | – | – | (11,712) | (11,712) |
| | | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31st March 2002 | 於2002年3月31日 | 53,577 | 135,713 | 274,350 | 463,640 |
| At 1st April 2002 | 於2002年4月1日 | 53,577 | 135,713 | 274,350 | 463,640 |
| Exercise of share options (note 19) | 行使購股權 (附註19) | 1,027 | – | – | 1,027 |
| Profit attributable to shareholders | 股東應佔溢利 | – | – | 45,783 | 45,783 |
| 2001/2002 final dividend paid (note 8) | 2001/2002年度已付 末期股息 (附註8) | – | – | (23,704) | (23,704) |
| 2002/2003 interim dividend paid (note 8) | 2002/2003年度已付 中期股息 (附註8) | – | – | (9,493) | (9,493) |
| | | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31st March 2003 | 於2003年3月31日 | 54,604 | 135,713 | 286,936 | 477,253 |

20. 儲備 (續)

(b) 集團

20. RESERVES (cont'd)

20. 儲備 (續)

(c) Company

(c) 公司

| | | Share premium 股份溢價 HK\$'000 千港元 | Contributed surplus 實繳盈餘 HK\$'000 千港元 | Retained earnings 保留盈利 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------|---|---|---|--------------------------------|
| At 1st April 2001 | 於2001年4月1日 | 52,226 | 298,687 | 59,190 | 410,103 |
| Exercise of share options | 行使購股權 | 1,351 | – | – | 1,351 |
| Profit for the year | 本年度溢利 | – | – | 12,439 | 12,439 |
| 2000/2001 final dividend paid (note 8) | 2000/2001年度已付 末期股息 (附註8) | – | – | (23,306) | (23,306) |
| 2001/2002 interim dividend paid (note 8) | 2001/2002年度已付 中期股息 (附註8) | – | – | (11,712) | (11,712) |
| | | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31st March 2002 | 於2002年3月31日 | 53,577 | 298,687 | 36,611 | 388,875 |
| | | <hr/> | <hr/> | <hr/> | <hr/> |
| At 1st April 2002 | 於2002年4月1日 | 53,577 | 298,687 | 36,611 | 388,875 |
| Exercise of share options (note 19) | 行使購股權 (附註19) | 1,027 | – | – | 1,027 |
| Profit for the year | 本年度溢利 | – | – | 70,204 | 70,204 |
| 2001/2002 final dividend paid (note 8) | 2001/2002年度已付 末期股息 (附註8) | – | – | (23,704) | (23,704) |
| 2002/2003 interim dividend paid (note 8) | 2002/2003年度已付 中期股息 (附註8) | – | – | (9,493) | (9,493) |
| | | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31st March 2003 | 於2003年3月31日 | 54,604 | 298,687 | 73,618 | 426,909 |
| | | <hr/> | <hr/> | <hr/> | <hr/> |

NOTES TO THE ACCOUNTS

賬目附註

20. RESERVES (cont'd)

- (d) The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company in exchange for all the issued ordinary shares of Luk Fook Investment (B.V.I.) Limited and the value of net assets of the underlying subsidiaries acquired by the Company as at 17th April 1997. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders, provided that the Company would, after the payment of dividends out of the contributed surplus, be able to pay its liabilities as they become due; or the realisable value of the Company's assets would thereby not be less than the aggregate of its liabilities, its issued share capital and its share premium. At the group level, the contributed surplus is reclassified into its component of reserves of the underlying subsidiaries.
- (e) At 31st March 2003, goodwill written off against the Group's capital reserves as a result of the acquisition of subsidiaries prior to 1st April 2001 amounted to HK\$4,147,000 (2002: HK\$4,147,000).

20. 儲備 (續)

- (d) 本公司之實繳盈餘指本公司為交換Luk Fook Investment (B.V.I.) Limited全部已發行普通股而所發行之股份面值與於1997年4月17日本公司所收購之有關附屬公司資產淨值兩者之差額。根據百慕達1981年公司法(經修訂)，實繳盈餘可派發予各股東，惟本公司從實繳盈餘派付股息後，必須能於負債到期時清償債務或於作出宣派後，本公司資產之可變現淨值將不會少於其債務、已發行股本及其股份溢價賬之總和。於集團賬內，此實繳盈餘經重新分類為各有關附屬公司之各項儲備中。
- (e) 於2003年3月31日，因本集團於2001年4月1日前收購附屬公司而對本集團資本儲備撇銷之商譽達4,147,000港元(2002年：4,147,000港元)。

21. NOTES TO CONSOLIDATED CASH FLOW STATEMENT

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

| | | 2003 HK\$'000 千港元 | 2002 HK\$'000 千港元 |
|--|---------------------------|-------------------------|-------------------------|
| Profit before taxation | 除稅前溢利 | 57,520 | 78,528 |
| Depreciation | 折舊 | 12,894 | 15,409 |
| Deficit on revaluation of land and buildings | 重估土地及樓宇虧絀 | 1,926 | 680 |
| Provision for impairment loss on other investments | 其他投資減值撥備 | - | 900 |
| Write-back of impairment loss on investment securities | 其他投資證券減值虧損撥回 | - | (1,006) |
| Loss on disposal of fixed assets | 出售固定資產之虧損 | 727 | 176 |
| Net loss on disposal of other investments | 出售其他投資之淨虧損 | - | 1,555 |
| Interest paid | 已付利息 | 25 | 24 |
| Interest income | 利息收入 | (897) | (2,044) |
| Operating profit before working capital changes | 營運資金變動前之經營溢利 | 72,195 | 94,222 |
| Increase in rental deposits paid | 已付租金按金增加 | (1,469) | (49) |
| (Increase)/decrease in inventories | 庫存之(增加)/減少 | (61,800) | 19,423 |
| Decrease/(increase) in trade and other receivables, deposits and prepayments | 貿易及其他應收賬項、按金、預付賬項之減少/(增加) | 134 | (5,737) |
| Increase in trade and other payables | 貿易及其他應付賬項之增加 | 5,105 | 12,738 |
| Net cash inflow generated from operating activities | 經營活動產生之現金流入淨額 | <u>14,165</u> | <u>120,597</u> |

21. 綜合現金流量表附註

(a) 除稅前溢利與經營活動之現金流入淨額之對賬表

| | 2003 HK\$'000 千港元 | 2002 HK\$'000 千港元 |
|---------------------------|-------------------------|-------------------------|
| 除稅前溢利 | 57,520 | 78,528 |
| 折舊 | 12,894 | 15,409 |
| 重估土地及樓宇虧絀 | 1,926 | 680 |
| 其他投資減值撥備 | - | 900 |
| 其他投資證券減值虧損撥回 | - | (1,006) |
| 出售固定資產之虧損 | 727 | 176 |
| 出售其他投資之淨虧損 | - | 1,555 |
| 已付利息 | 25 | 24 |
| 利息收入 | (897) | (2,044) |
| 營運資金變動前之經營溢利 | 72,195 | 94,222 |
| 已付租金按金增加 | (1,469) | (49) |
| 庫存之(增加)/減少 | (61,800) | 19,423 |
| 貿易及其他應收賬項、按金、預付賬項之減少/(增加) | 134 | (5,737) |
| 貿易及其他應付賬項之增加 | 5,105 | 12,738 |
| 經營活動產生之現金流入淨額 | <u>14,165</u> | <u>120,597</u> |

NOTES TO THE ACCOUNTS

賬目附註

21. NOTES TO CONSOLIDATED CASH FLOW STATEMENT (cont'd)

(b) Disposal of a subsidiary

| | |
|---------------------|--------|
| Net assets disposed | 已出售淨資產 |
| Other receivables | 其他應收賬項 |
| Satisfied by cash | 以現金支付 |

During the year, the Group disposed of its 100% interest in Freeview International Limited. Prior to the disposal, operating loss of HK\$98,000 (2002: HK\$480,000) has been taken up by the Group for the year.

22. COMMITMENTS

(a) Capital commitments

| | |
|---|-------------------|
| Contracted but not provided for property, plant and equipment | 已訂約但未作出撥備物業、機器及設備 |
| Authorised but not contracted for property, plant and equipment | 已批准但未訂約物業、機器及設備 |

21. 綜合現金流量表附註 (續)

(b) 出售一間附屬公司

| 2003 | 2002 |
|----------|----------|
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| 2,310 | — |
| 2,310 | — |

年內，本集團已出售於Freeview International Limited之100%權益。於出售前，本集團年內已承擔98,000港元(2002年：480,000港元)之經營虧損。

22. 承擔

(a) 資本承擔

| Group | |
|----------|----------|
| 集團 | |
| 2003 | 2002 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| 2,751 | 1,893 |
| 2,380 | 1,739 |

22. COMMITMENTS (cont'd)

(b) Commitments under operating leases

At 31st March 2003, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

| | |
|--|---------|
| Not later than one year | 第一年內 |
| Later than one year and not later than five years | 第二至第五年內 |

- (c) At 31st March 2003, the Company did not have any material capital and financial commitments (2002: Nil).

23. RELATED PARTY TRANSACTIONS

- (a) A subsidiary of the Company entered into a tenancy agreement with Mr WONG Kwai Sang, Mr WONG Wai Sheung's father, for the lease of a retail shop of the Group for a period of 1 year (2002: 2 years), expiring on 31st December 2003. During the year, rental payable to Mr WONG Kwai Sang amounted to HK\$1,980,000 (2002: HK\$2,160,000).

22. 承擔 (續)

(b) 經營租賃承擔

於2003年3月31日，本集團就土地及樓宇根據不可撤銷之經營租賃而於未來支付之最低租賃付款總額如下：

| | | Group | |
|--|---------|---------------------------|--------------------|
| | | 集團 | |
| | | 2003 | 2002 |
| | | <i>HK\$'000</i> | <i>HK\$'000</i> |
| | | 千港元 | 千港元 |
| Not later than one year | 第一年內 | 46,449 | 35,746 |
| Later than one year and not later than five years | 第二至第五年內 | 43,860 | 15,363 |
| | | <hr/> 90,309 <hr/> | <hr/> 51,109 <hr/> |

- (c) 於2003年3月31日，本公司並無任何重大資本及財務承擔 (2002年：無)。

23. 有關連人士之交易

- (a) 本公司之一間附屬公司與黃偉常先生之父親黃桂生先生訂立租賃協議，將物業租予本集團作零售商舖用途，租期為一年 (2002年：兩年)。該租約將於2003年12月31日屆滿。年內，應向黃桂生先生支付之租金為1,980,000港元 (2002年：2,160,000港元)。

NOTES TO THE ACCOUNTS

賬目附註

23. RELATED PARTY TRANSACTIONS (cont'd)

- (b) A subsidiary of the Company entered into a service contract ("Service Contract") with Miss YEUNG Po Ling, Pauline and Topone Investments Limited ("Topone") for a period of 1 year expiring on 31st March 2003. Pursuant to the Services Contract, Topone agreed to make available Miss Yeung's exclusive services for the promotion of the products and services of the Group in consideration of an annual fee of HK\$460,000 (2002: HK\$460,000).

Both Mr WONG Wai Sheung and Miss YEUNG Po Ling, Pauline are directors of the Company and have beneficial interests in the Company. Miss YEUNG Po Ling, Pauline also holds beneficial interests in Topone.

24. ULTIMATE HOLDING COMPANY

The directors regard Luk Fook (Control) Limited, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

25. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 23rd July 2003.

23. 有關連人士之交易 (續)

- (b) 本公司之一間附屬公司已與楊寶玲小姐及泰一投資有限公司(「泰一」)訂立服務合約(「服務合約」)，該服務合約為期1年，已於2003年3月31日屆滿。根據該服務合約，泰一已同意楊小姐提供獨家服務，以推廣本集團產品及服務，代價為每年460,000港元(2002年：460,000港元)。

黃偉常先生及楊寶玲小姐均為本公司董事，並於本公司擁有實益權益。楊寶玲小姐亦於泰一持有實益權益。

24. 最終控股公司

董事認為本公司之最終控股公司為在英屬維京群島註冊成立之Luk Fook (Control) Limited。

25. 賬目通過

本年度賬目已於2003年7月23日由董事會通過。

GROUP STRUCTURE

集團架構

As at 31st March 2003

於二零零三年三月三十一日

At 31st March 2003, the Company had the following principal subsidiaries:

於2003年3月31日，本公司之主要附屬公司如下：

| | Place of incorporation/ establishment 註冊／成立地點 | Particulars of issued share capital/ registered capital 已發行股本／註冊資本詳情 | Percentage of attributable interest held by the Company 本公司應佔權益百分比 | | Principal activities 主要業務 |
|--|--|---|---|------|--|
| | | | 2003 | 2002 | |
| | | | | | |
| Interests held directly: 直接持有權益： | | | | | |
| Luk Fook Investment (B.V.I.) Limited | British Virgin Islands 英屬維京群島 | HK\$2 2港元 | 100 | 100 | Investment holding 投資控股 |
| Interests held indirectly: 間接持有權益： | | | | | |
| China Gems Laboratory Limited 中華珠寶鑑定中心有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Authentication of gemstones 寶石鑑證 |
| Great Cyber Investment Limited 浩維投資有限公司 | Hong Kong 香港 | HK\$100 100港元 | 100 | 100 | Property holding 持有物業 |
| Ice Collection (International) Limited 冰姿(國際)有限公司 | Hong Kong 香港 | HK\$100 100港元 | 100 | 100 | Retailing of gold and jewellery 珠寶金飾零售業務 |
| Jewellworld.com Limited | British Virgin Islands 英屬維京群島 | HK\$8,000,000 8,000,000港元 | 51 | 51 | Investment holding, provision of software development and services relating to internet 投資控股、軟件開發及從事互聯網相關服務 |
| Jewellworld.com Limited 珠寶世界(香港)有限公司 | Hong Kong 香港 | HK\$100 100港元 | 51 | 51 | Investment holding, provision of software development and services relating to internet 投資控股、提供軟件開發及互聯網相關服務 |

GROUP STRUCTURE

集團架構

As at 31st March 2003

於二零零三年三月三十一日

| | Place of incorporation/ establishment 註冊／成立地點 | Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本詳情 | Percentage of attributable interest held by the Company 本公司應佔 權益百分比 | | Principal activities 主要業務 |
|--|--|--|--|------|---|
| | | | 2003 | 2002 | |
| | | | | | |
| Luk Fook Bullions Dealers Limited 六福金號有限公司 | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | 100 | 100 | Gold bullion trading 黃金買賣 |
| Luk Fook Holdings Company Limited 六福集團有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Provision of management services to group companies and wholesale distribution of gold and jewellery 提供管理服務予集團公司及 批發分銷珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (HK) Company Limited 六福珠寶金行(香港)有限公司 | Hong Kong 香港 | HK\$100 100港元 | 100 | 100 | Retailing of gold and jewellery 珠寶金飾零售業務 |
| *Luk Fook Jewellery & Goldsmith (Macao) Company Limited 六福珠寶金行(澳門)有限公司 | Macau 澳門 | MOP 1,000,000 1,000,000澳門元 | 100 | – | Retailing of gold and jewellery 珠寶金飾零售業務 |
| Luk Fook Jewellery & Goldsmith (Canada) Limited | Canada 加拿大 | CA\$100 100加拿大元 | 100 | – | Retailing of gold and jewellery 珠寶金飾零售業務 |
| Luk Fook Securities Limited 六福証券有限公司 | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | 100 | 100 | Introducing broker on securities trading 介紹證券買賣之經紀 |
| Max Forum Development Limited 溢富發展有限公司 | Hong Kong 香港 | HK\$100 100港元 | 100 | 100 | Property holding 持有物業 |
| Maxigood Enterprises Limited 萬利佳企業有限公司 | Hong Kong 香港 | HK\$3,000,000 3,000,000港元 | 93.3 | 93.3 | Manufacturing and wholesale distribution of jewellery 製造及批發分銷珠寶 |

| | Place of incorporation/ establishment 註冊／成立地點 | Particulars of issued share capital/ registered capital 已發行股本／註冊資本詳情 | Percentage of attributable interest held by the Company 本公司應佔權益百分比 | | Principal activities 主要業務 |
|--|--|---|---|------|---|
| | | | 2003 | 2002 | |
| Union Advertising & Production Company Limited 聯藝廣告製作有限公司 | Hong Kong 香港 | HK\$100 100港元 | 70 | – | Provision of design services for window display 提供櫥窗裝飾設計服務 |
| +*六福金珠寶(深圳)有限公司 | People's Republic of China 中華人民共和國 | HK\$2,000,000 2,000,000港元 | 100 | 100 | Provision of consultancy services in the design of gold and jewellery products in the People's Republic of China 於中華人民共和國提供珠寶金飾產品設計之諮詢服務 |
| +*廣州利盈首飾有限公司 | People's Republic of China 中華人民共和國 | HK\$12,000,000 12,000,000港元 | 100 | – | Property Holding 持有物業 |
| +*致富略網域科技(深圳)有限公司 | People's Republic of China 中華人民共和國 | HK\$1,000,000 1,000,000港元 | 51 | 51 | Software development and provision of consultancy services in the People's Republic of China 於中華人民共和國提供開發軟件及顧問服務 |

* The subsidiaries were established as a wholly foreign-owned enterprise in the People's Republic of China.

+ 該等附屬公司於中華人民共和國成立為全外資擁有企業。

The subsidiaries have a financial year end date of 31st December in compliance with the respective local regulations.

該等附屬公司之財政年度年結日為12月31日，符合各地之規則。

Unless otherwise stated, all the above companies operate principally in Hong Kong.

除另有列明外，上述所有公司均主要在香港經營業務。

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

上表所列之本公司附屬公司乃董事認為對本年度業績有重大影響或構成本集團淨資產之主要部份。董事認為提供其他附屬公司之詳情會令此等資料過於冗長。

BUSINESS STRUCTURE**業務架構**

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

六福集團(國際)有限公司

| Manufacture & Wholesale | 製造及批發 | |
|---|---|-----------------|
| Luk Fook Holdings Company Limited 六福集團有限公司 | Maxigood Enterprises Limited 萬利佳企業有限公司 | |
| Luk Fook Bullions Dealers Limited 六福金號有限公司 | Luk Fook Jewellery Manufacturing (Panyu) Company Limited 六福珠寶首飾(番禺)有限公司 | |
| PRC Business | 中國業務 | |
| 六福金珠寶(深圳)有限公司 | Luk Fook Jewellery & Goldsmith (China) Company Limited 六福珠寶金行(中國)有限公司 | |
| Retail | 零售 | |
| Luk Fook Jewellery & Goldsmith (HK) Company Limited 六福珠寶金行(香港)有限公司 | Ice Collection (International) Limited 冰姿(國際)有限公司 | |
| Luk Fook Jewellery & Goldsmith (Canada) Limited | | |
| Securities Dealing | 證券業務 | |
| Luk Fook Securities Limited 六福証券有限公司 | | |
| Finance | 財務 | |
| Luk Fook Finance Limited 六福財務有限公司 | | |
| Authentication | 鑑證 | |
| China Gems Laboratory Limited 中華珠寶鑑定中心有限公司 | | |
| Portal Business | 網站業務 | |
| Jewellworld.com Limited | Jewellworld.com Limited 珠寶世界(香港)有限公司 | 致富略網域科技(深圳)有限公司 |

DISTRIBUTION OF JEWELLERY RETAILERS IN THE PRC RECEIVING TECHNICAL SUPPORT FROM LUK FOOK

六福於國內提供技術支援之珠寶零售商分佈圖



DISTRIBUTION OF THE GROUP'S RETAIL CHAIN

本集團之零售店分佈

HONG KONG

1. G1, G/F, Max Share Centre, 367 King's Road, North Point, H.K.
香港北角英皇道367號上潤中心G1地舖
2. G/F, 281 King's Road, North Point, H.K.
香港北角英皇道281號地下
3. G/F, Ming Yuen Centre, 400-404 King's Road, North Point, H.K.
香港北角英皇道400-404號明苑中心地下
4. Shop C, G/F, 479 Hennessy Road, Causeway Bay, H.K.
香港銅鑼灣軒尼詩道479號地下C舖
5. G/F, 311 Nathan Road, Kln.
九龍彌敦道311號地下
6. G/F, 687-689 Nathan Road, Mongkok, Kln.
九龍旺角彌敦道687-689號地下
7. G1-G2, G/F, Sun Hing Building, 603-609 Nathan Road, Kln.
九龍旺角彌敦道603-609號新興大廈G1-G2地舖
8. Shop B, G/F, Rex House, 648 Nathan Road, Mongkok, Kln.
九龍旺角彌敦道648號皇上皇大廈地下B舖
9. A-C, G/F, 53 Fung Tak Road, Fung Wong New Village,
Wong Tai Sin Kln.
九龍黃大仙鳳凰新村鳳德道53號A-C地下
10. G/F, 77-79 Mut Wah Street, Kwun Tong, Kln.
九龍觀塘物華街77-79號地下
11. Shop F4, Telford Plaza, Phase 1, Kowloon Bay, Kln.
九龍九龍灣德福廣場第1期F4舖
12. G/F, Shop 6, Emperor Plaza 1, 55 Chung On Street,
Tsuen Wan, N.T.
新界荃灣翠安街55號英皇娛樂廣場地下6號舖
13. G/F, 98 Chung On Street, Tsuen Wan, N.T.
新界荃灣翠安街98號地下
14. Shop 323A, L3, Phase 1, New Town Plaza, Shatin, N.T.
新界沙田新城市廣場第1期323A號舖
15. Shop 6 & 7A, Level 3, Shatin Plaza, N.T.
新界沙田廣場購物中心6-7A舖
16. Shop 1141, L1, Tuen Mun Town Plaza, Tuen Mun, N.T.
新界屯門屯門市廣場第1期1層1141號舖
17. Shop 19, Level One, The Peak Galleria, 118 Peak Rd. HK.
香港山頂道118號山頂廣場1樓19號舖
18. Shop No. 235-237, Level 2, No. 39 Lung Sum Avenue,
Landmark North, Sheung Shui, N.T.
新界上水龍琛路39號上水廣場2樓235-237號舖

MACAU

1. Largo Da Torre De Macau, s/n, Centro De Convenções da Torre
de Macau, cava, loja 16
澳門觀光塔前地澳門旅遊塔會展娛樂中心16號舖
2. Shop 107, G/F, New Century Hotel, Av Padre Tomas Pereira
No. 889, Taipa, Macau
澳門氹仔徐日昇寅公馬路889號新世紀酒店地下107舖

CANADA

1. Shop No. 163, First Markham Place, 3255 Highway 7 East,
Markham, Greater Toronto, Ontario, L3R 3P9, Canada
加拿大安大略省多倫多區萬錦市7號幹線東3255萬錦廣場
163號舖
2. Unit 1010, Aberdeen Centre, 4151 Hazelbridge Way, Richmond,
British Columbia, V6X 3L7, Canada (to be opened in Nov 2003)
加拿大卑詩省烈治文哈茲橋路4151號時代坊1010舖
(於2003年11月份開業)

ICE g.

1. Shop 59, Upper G/F, Olympian City 2, 18 Hoi Ting Rd.,
West Kln. Kln
九龍西九龍海庭道18號奧海城二期地下59號舖
2. Shop 160, Level 1, Plaza Hollywood, Diamond Hill, Kln.
九龍鑽石山荷里活廣場一樓160號
3. Shop No. 1085, Level 1, Tuen Mun Town Plaza,
1 Tuen Shing St., Tuen Mun, N.T.
新界屯門屯盛街1號屯門市廣場第1期1層1085號舖
4. Shop E, G/F, Yau Shing Comm. Ctr., 51 Sai Yeung Choi St.,
Mongkok, Kln.
九龍旺角西洋菜街51號友誠商業中心地下E舖
5. Shop 189, 2/F, Tsuen Kam Ctr., 338 Castle Peak Rd.,
Tsuen Wan, N.T.
新界荃灣青山公路338號荃錦中心2樓189號舖
6. Shop No. 267, Level 2, No. 39 Lung Sum Avenue, Landmark
North, Sheung Shui, N.T.
新界上水龍琛路39號上水廣場2樓267號舖
7. Shop B211, Basement 2, Times Square, Causeway Bay, H.K.
香港銅鑼灣勿地臣街1號時代廣場地庫B211舖



LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

六福集團(國際)有限公司

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網址: <http://www.lukfook.com.hk> 電郵: group@lukfook.com.hk

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Web Site: <http://www.lukfook.com.hk> Email: group@lukfook.com.hk