

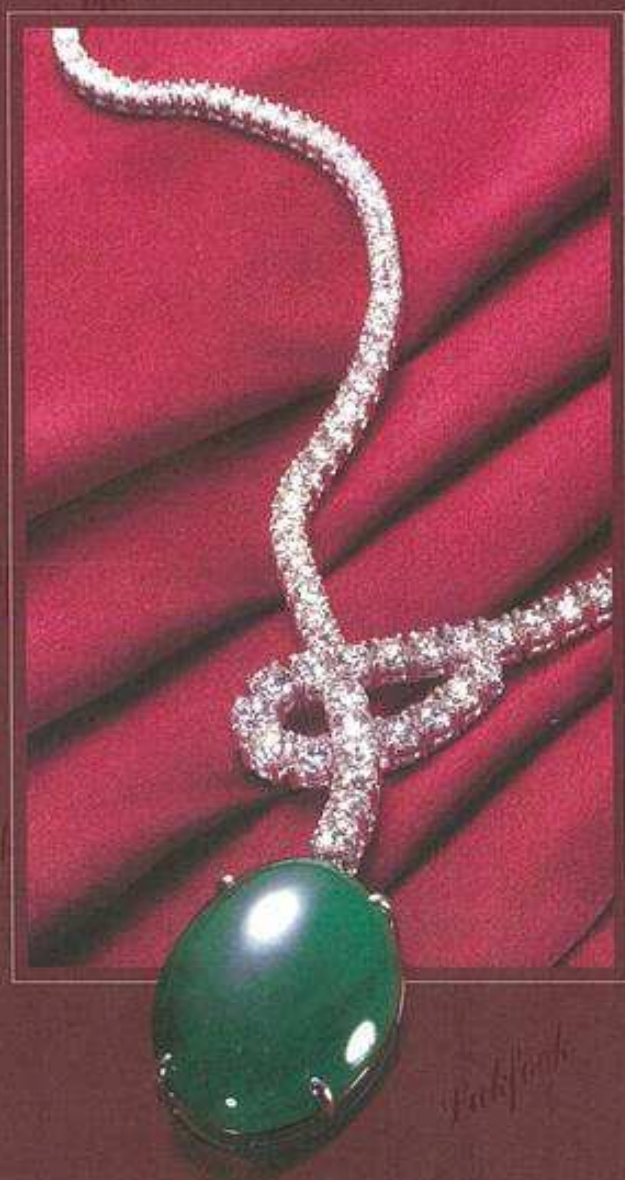


LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

六福集團(國際)有限公司

(Incorporated in Bermuda with limited liability)

(有限公司註冊在百慕大之有限公司)



ANNUAL REPORT 1998

一九九八年度年報



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CORPORATE INFORMATION 公司資料

DIRECTORS

WONG Wai-Sheung (Chairman)
TSE Moon Chuen
LAW Tim Fuk, Paul
POON Kam Chi
HO Siu Hai
LAU Kwok Sum
WONG Koon Cheung*
CHAN Wai*
LEE Shu Kuan*
YEUNG Po Ling, Pauline*
CHIU Wai Mo**
HUI Chiu Chung**

- * Non-executive directors
- ** Independent non-executive directors

COMPANY SECRETARY

LAW Tim Fuk, Paul

LEGAL ADVISERS

Victor Chu & Co.

AUDITORS

Coopers & Lybrand

REGISTERED OFFICE

Cedar House
41 Cedar Venue
Hamilton HM 12
Bermuda

董事

黃偉常 (主席)
謝滿全
羅添福
潘錦池
何紹海
劉國森
黃冠章*
陳偉*
李樹坤*
楊寶玲*
趙偉武**
許照中**

- * 非執行董事
- ** 獨立非執行董事

公司秘書

羅添福

法律顧問

諸立力律師行

核數師

永道會計師事務所

註冊辦事處

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41 Cedar Venue
Hamilton HM 12
Bermuda



CORPORATE INFORMATION 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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信和中心
21 樓
電郵：lukfook.com.hk

PRINCIPAL BANKERS

Hang Seng Bank Limited
Nanyang Commercial Bank, Limited
Dao Heng Bank Limited
Belgian Bank
Rabo Bank

主要往來銀行

恆生銀行有限公司
南洋商業銀行有限公司
道亨銀行有限公司
華比銀行
荷蘭合作銀行

SHARE REGISTRAR

The Bank of Bermuda Limited

股份過戶登記處

The Bank of Bermuda Limited

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Central Registration Hong Kong limited
Rooms 1712-1716
17th floor
Hopewell Centre
183 Queen's Road East
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香港之股票過戶登記處

香港中央證券登記有限公司
香港
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INVESTOR RELATIONS CONSULTANT

JOVIAN Financial Communications Limited
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投資者關係顧問

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The English version of this Annual Report can be accessed through the Internet at :
<http://www.irasia.com/listco/hk/lukfook>.

本年報之英語版可於 <http://www.irasia.com/listco/hk/lukfook> 下載。



CHAIRMAN'S STATEMENT 主席報告



Wong Wai Sheung, the Chairman. 集團主席黃偉棠

approximately HK\$1,738 million as compared with from retail operations, with only about 2% from wholesale operations. In view of the economic downturn and high interest rate, it has repaid all the bank loans. We believe that our Group is one of the few retailers safeguarded with such a strong and solid financial position.

本人十分榮幸代表六福集團(國際)有限公司(「本公司」)連同其附屬公司統稱為(「本集團」)提呈本集團截至1998年3月31日止年度之年報。

本公司於1991年成立，並於1997年5月於香港聯合交易所上市。本集團主要在香港從事金飾與黃金裝飾品、鑽石首飾寶石及其他配飾之零售及批發業務。我們的營業宗旨包括為顧客提供優質而價錢合理的產品，未來數年的目標是拓大香港的市場佔有率及抓緊時機開拓中國市場。

業績概要

截至1998年3月31日止，本集團股東應佔溢利約為78,028,000港元，較去年的62,318,000港元增加25%。本年的營業額約為1,738,000,000港元，較去年的1,507,000,000港元增加15%。本集團的主要銷售來自零售業務，只有約2%來自批發業務。有見於本港經濟低迷，利率高企，本集團已償還所有銀行貸款。我們深信本集團是少數現階段財務狀況強大而穩健的零售商之一。

On behalf of the Board of Directors, it is my pleasure to present the annual report of Luk Fook Holdings (International) Limited (the "Company"), together with its subsidiaries, (collectively referred to as the "Group") for the year ended 31 March 1998.

Established in 1991 and listed on the Hong Kong Stock Exchange in May 1997, the Group continues to be principally engaged in the retailing and wholesaling of a variety of gold jewellery, gold ornaments, gem-set jewellery, gemstones and other accessory items in Hong Kong. Our missions include the provision of premium quality products to our customers at reasonable prices. Our objectives for the coming years are to increase our market share in Hong Kong and to seize opportunities for penetrating into the market in the People's Republic of China (the "PRC").

Financial Results

The Group recorded, for the year ended 31 March 1998, profit attributable to shareholders increased by 25% to approximately HK\$78 million as compared with HK\$62 million for the previous year. Turnover increased by 15% to last year's HK\$1,507 million. Turnover was primarily derived





CHAIRMAN'S STATEMENT 主席報告

Dividends

The Board has recommended the payment of a final dividend of 5 HK cents per share. With an interim dividend of 3 HK cents per share, it gives a total dividend of 8 HK cents per share for the year ended 31 March 1998.

Highlights of 1997/98

- Established two new retail outlets in September and November 1997, increasing the number of retail outlets to 14.
- Won a Quality Service Award in the Diamond Month 1997 co-organized by the DeBeers Diamond Promotion Centre and The Diamond Importers Association Ltd.
- Won bracelet category design awards in 98 Hong Kong Chuk Kam Jewellery Design Competition organized by Hong Kong Jewellers' & Goldsmiths' Association.
- Carried out stand-alone road shows like "六福與你「金」心情未了 - Gold", "金鑽雙輝喜迎春", "香港珠光寶氣婚紗展" and "六福金鑽「髮」光芒" in large shopping malls.
- Acted as sole gold jewellery sponsor for Miss Hong Kong Pageant 1998. It further boosted our image and reputation in Hong Kong, the PRC and neighbour countries where Chinese resides.
- Acted as the sole distributor of Garfield gold products in Hong Kong.
- Acquired membership of The Chinese Gold & Silver Exchange Society.
- Registered a new trademark "Lukfook" in Hong Kong with effect from April 1998, which helps to build a new image catering for young customers.
- Registered the trademark "六福" in the PRC which lasts for 20 years, paving the path for its exploration in the PRC market.
- Uploaded the in-house designed webpage onto the internet starting from May 1998.
- Expanded the production facility for K Gold products.



Lukfook new shop 六福新店

股息

董事會建議派發末期股息每股 5 港仙。連同每股 3 港仙之中期股息，截至 1998 年 3 月 31 日止年度，本公司合共派發每股 8 港仙股息。



K Gold production line K 金產品生產線

一九九七/九八年年度業務摘要

- 本集團於 1997 年 9 月及 11 月分別開設兩間新零售店，增加零售店之數目至 14 間。
- 榮獲由戴比爾斯鑽石推廣中心及香港鑽石入口商會合辦的鑽石推廣月比賽之優質服務獎。
- 榮獲香港珠玉石器金銀首飾業商會主辦的 98 香港足金首飾設計比賽之手鐲組獎項。
- 在大型商場舉辦各式宣傳活動，如「六福與你「金」心情未了 - Gold」、「金鑽雙輝喜迎春」、「香港珠光寶氣婚紗展」及「六福金鑽「髮」光芒」。
- 擔任 1998 年度香港小姐競選之珠寶金飾獨家贊助商，進一步提高本集團在香港、中國及華人聚居的鄰近國家之知名度。
- 擔任加菲貓足金製品之香港指定分銷商。
- 獲得香港金銀業貿易場之會籍。
- 在香港註冊「Lukfook」新商標，1998 年 4 月起生效，建立以年輕顧客為主的新形象。
- 在中國註冊「六福」商標，為期 20 年，為進軍中國市場鋪路。
- 將內部設計之國際網頁上網，1998 年 5 月起生效。
- 擴展 K 金產品的生產設備。



CHAIRMAN'S STATEMENT 主席報告

Prospects

Hong Kong

Apart from keen competitions in-built in the Hong Kong jewellery industry, the Group will face more critical years because of the Asian financial turmoil. The local economy is undergoing a hard time that we have never faced since the 1970s. Hong Kong is facing a slumping retail market, it is likely for us to experience economic decline in coming years.

As the slack economy continues, the Group's first priority is to survive in business. But to survive better and prepare for the economic recovery, the Group will continue to further expand the market share through our extensive and effective promotion campaigns together with proven cost control measures and management supervision system. We aim at maximizing sales per square feet for existing sales floor. Therefore, we will streamline our operations and consolidate our existing 14 retail shops.

From July 1998 onward, the quota for tourists from the PRC to Hong Kong has been increased by 30%. Most of the PRC Chinese hold a traditional view on gold as a durable and valuable product. They frequently purchase gold-related products when they visit Hong Kong because of superior product design and reliable reputation of Hong Kong gold jewellery retailers. Consequently, we expect their demand for gold jewellery will grow steadily in future.

The gold price reached a 12-year-low level in July 1997 and a 18-year-low level in December 1997. This drop allowed gold jewellery retailers to have a new lustre of business as more demand for gold products was generated which could offset the impact of decline in tourist arrivals.

We believe that the present and anticipated sluggish market sentiments pose threats as well as opportunities to us because it is a critical period of putting business management onto test and it is a phase of survival of fitness. In the long run, the Group will seek opportunities to expand into the PRC as the Group foresees the unlimited upward potential in the gold jewellery markets there.

展望

香港

受亞洲金融風暴影響，本集團除要面對香港珠寶業行內一向激烈的競爭外，還須迎接未來的關鍵時期。本地經濟正陷於一個自70年代以來前所未見的艱難時期。香港現正面對疲弱的零售市場，本集團預期將面臨未來數年的經濟不景氣。

由於經濟持續低迷，本集團的首要目標是在本業中生存。但為了經營得更出色，並為經濟復甦來臨時作好準備，本集團將透過大規模的宣傳活動，配以有效的成本控制措施及有效的監管制度，繼續進一步拓展市場佔有率。我們旨在爭取現有店舖每呎零售面積的最大零售效益。因此，我們將精簡業務運作及整固現有的14間零售店的業務。

由1998年7月起，中國大陸來港的遊客限額已增加30%。大多數的內地人均對黃金持有傳統的觀念，相信黃金乃恆久而珍貴的物件；加上香港珠寶業行一直皆冠以商品設計款式精巧新穎及信譽可靠的美譽，因此他們每每赴港均會購買黃金產品。我們預計其對黃金首飾的需求將會穩步上升。

黃金價格於1997年7月跌至12年來的新低點，及至12月更跌至18年來金價的新低點。黃金價低刺激黃金產品銷量，並抵銷遊客下調的影響，為金飾零售業帶來機會。

我們相信現時的及預料的市場不景氣對我們造成威脅，同時也造就契機，此乃考驗管理層及適者生存的關鍵時刻。長遠來說，有見於內地黃金首飾市場有無限潛力，本集團將抓緊時機拓展內地黃金首飾零售業務的市場。



CHAIRMAN'S STATEMENT 主席報告

The PRC

In recent years, the PRC market is filled with positive sentiments as its economy has greatly improved. However, the gold jewellery market in the PRC is still in an infant stage and has not yet been opened to foreign investors. According to The Chinese Gold & Silver Exchange Society of Hong Kong, an average of about 6,000 residents share one gold jewellery shop in Hong Kong whereas about 150,000 residents share one gold jewellery shop in the PRC. Hence great opportunities are available to gold jewellery retailers once the PRC opens its gold market.

With the "六福" trademark registered in the PRC, the Group accelerates its preparation for entering the gold jewellery market there by means of increasing brandname exposure.

In order to increase its coverage, the Group will place advertisements on electronic media, magazines, and signboards in the PRC. Through participating in related jewellery shows organized by PRC organizations and being one of the merchants accepting Great Wall Cards issued by The Bank of China, the Group expects LUK FOOK's brandname to be instilled in the mindset of PRC Chinese.

The Group will consider opportunities to establish its presence in the PRC after carefully reviewing the regulatory and business related matters. We are always prudent in new business development and financial management but cautiously aggressive in expanding market share.



Registration of "六福" trademark in the PRC
在中國已註冊「六福」商標

中國

近年來中國的經濟情況大為改善，內地市場充斥著一片樂觀向好的氣氛；可是，中國的黃金市場仍在萌芽階段，尚未開放予外國投資者。根據香港金銀業貿易場的數據顯示，香港平均每約6,000名居民就擁有一間金飾珠寶店，而中國則約每150,000名居民才擁有一間。因此，當中國開放黃金市場時，金飾零售商將有龐大的發展時機。

本集團在中國註冊了「六福」商標，本集團將透過品牌的曝光，為加速發展中國金飾市場作好充分的準備。

藉著在中國的電子媒介、雜誌及指示牌上刊登廣告，透過參加由中國有關當局舉辦的珠寶展覽會及作為其中一家接受中國銀行發出的長城咭之商戶，以加深六福的品牌植根在內地居民腦海的印象。

本集團會在詳細考慮有關法制及商業的層面後，才會在中國拓展業務。我們對新發展項目及財務管理一向抱審慎態度，但在業務拓展方面卻審慎地進取，旨在增加市場佔有率。



CHAIRMAN'S STATEMENT 主席報告



Board of Directors and Senior Management
董事會及高級管理層

Conclusion

For the year under review, the Group has achieved satisfactory results. Apart from expressing my appreciation to my colleagues in the Board and all employees of the Group for their contribution and loyal service in the past year, I would like to call up all my colleagues to work hand in hand with me to overcome the difficult years ahead and welcome the spring to return.

On behalf of the Board
Wong Wai Sheung
Chairman

Hong Kong, 10 August 1998

結語

回顧本年度之業績，表現令人滿意。本人除向各董事會同寅致謝外，還有要讚揚本集團員工過去一年的忠誠服務及貢獻。最後，我希望呼籲所有同僚與我攜手克服艱難的未來，並準備迎接嚴冬後的春天。

董事會代表
主席
黃偉常

香港，1998年8月10日



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Jewellery Industry

The jewellery industry has become one of the major industries in Hong Kong. Since the Asian financial turmoil happened in late 1997, Hong Kong experienced an economic downturn resulting in a high unemployment rate and low consumption level. It is inevitable for gold jewellery retailers to have a looming growth in the coming years.

We have come up with the following business strategies with a hope that we not only can survive but survive better in business.

Strategies to Increase Market Share

The objective is to further expand the market share during this critical period of survival of fitness. Apart from committing to the mission of providing premium quality products to our customers at reasonable prices, we will focus on the following aspects:

■ New Products

The Group will continue to offer more innovative and attractive products to customers. We believe that fashionable and creative styles of products are one of the essential factors to our success.

Subsequent to the year ended 31 March 1998, the Group has been appointed as the sole distributor of Garfield gold products in Hong Kong. In view of the popularity of Garfield in Hong Kong, the Group believes that it could bring out Garfield gold products hit in Hong Kong.

In order to make our products more comprehensive, the Group also developed new trendy unisex product lines to cater for younger customers.

珠寶首飾業

珠寶首飾業已成為香港主要工業之一，自1997年年底亞洲金融風暴發生以來，香港經濟放緩，以致失業率高企及消費水平降低。金飾珠寶零售商來年的增長亦難免呈下調之勢。

我們制定以下的業務策略，使本集團能安然渡過嚴冬外，還養精蓄銳昂迎春天的降臨。

增加市場佔有率

此策略的目標是在這適者生存的關鍵時期進一步擴展集團的市場佔有率。除了堅守我們為顧客提供優質而價格合理的產品原則外，本集團還會將焦點放在以下各方面：

■ 新產品

本集團將繼續為顧客提供更多富創意和受歡迎的產品，本集團相信銷售時髦而具創意的產品乃本集團成功的其中一個主要因素。

自1998年3月31日後，本集團已獲委任為加菲貓足金產品的香港指定分銷商，有見於加菲貓在香港甚受歡迎，本集團相信能在香港掀起加菲貓足金首飾熱潮。

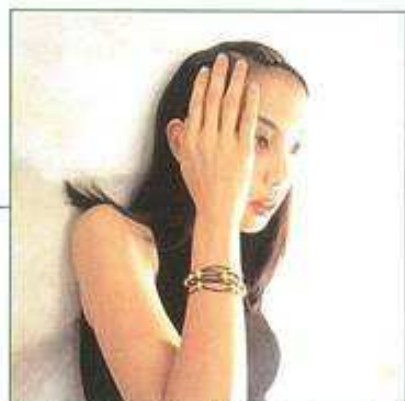
為使我們的產品款式更齊備，本集團也拓展了一批款式新穎的中性產品系列，以迎合年輕顧客群。



Department Heads 部門主管



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析



Product with award in The 1998 Hong Kong Chuk Kam Jewellery Design Competition.
1998 年度足金珠寶設計比賽得獎作品

Once again, our design team was proved successful. One of our designers was awarded by the Hong Kong Jewellers' & Goldsmiths' Association for her bracelet category design in the 98 Hong Kong Chuk Kam Jewellery Design Competition.

Marketing

In order to strengthen our market position in Hong Kong and increase LUK FOOK's reputation in the PRC and territories where Chinese people reside, the Group has been aggressively promoting LUK FOOK's tradename and its associated image in the past six years.

The brand awareness and loyalty to LUK FOOK trademarks are cultivated through various cost effective means which include the following:

a) Ambassadors

The Group's ambassadors have helped to reinforce a solid LUK FOOK tradename in Hong Kong and the PRC since its establishment. As they are also shareholders of the Group, the long-term relationship can provide a consistent image whenever they are present in the Group's marketing events. Their consistent and uniform exposure has successfully established brand association between them and LUK FOOK.



Design Department 設計部



本集團的產品設計部再度奪標，設計部的其中一名設計師榮獲香港珠石玉器金銀首飾業商會主辦的98香港足金首飾設計比賽之手鐲組獎項。

市場推廣

為強化本集團在香港的市場地位及增加六福在中國及華人聚居地的知名度，本集團在過往六年努力不懈地推廣六福的品牌及其聯繫形象。

顧客對六福品牌的認知和忠誠乃透過以下各種具成本效益的方法培養的：

a) 親善大使

自本集團成立以來，本集團的親善大使協助六福在香港和內地增強良好信譽。由於其亦為本集團之股東，故此每當出席本集團的市場推廣活動時，可長期地為本集團樹立一個貫徹而鮮明的形象。其長期而一致的形象成功地加強六福品牌及其聯繫效應。

Bracelet category prize in the 1998 Hong Kong Chuk Kam Jewellery Design Competition
1998 年度香港足金首飾設計比賽手鐲組獎項



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

b) Road show

The Group frequently organizes stand-alone road shows to promote its corporate image as well as to boost up sales of gold jewellery on site. The road shows include catwalk by top models wearing LUK FOOK's new products and sales booth on site displaying LUK FOOK's products. This has been proved successful in promoting inventory turnover, overall sales, corporate image and bargaining power with existing or new landlords. Through road shows in new districts where our retail outlets are not nearby, the Group can gather information like spending power and buying pattern of the customers there. This enables the Group to prepare more accurate business plans for establishing retail shops in those areas.

For the year under review, our road shows included "六福與你「金」心情未了 - Gold" in September 1997, "金鑽雙輝喜迎春" in February 1997, "香港珠光寶氣婚紗展" in November 1997 and "六福金鑽「髮」光芒" in March 1998.

For the coming years, the Group will continue to organize road shows more frequently. In July 1998, it organized the Garfield Jewellery Show "Garfield's 25th Birthday Party" in Dragon Plaza of Western Kowloon in order to boost up sales of Garfield gold products.

Apart from organizing its own road shows, it also participates in grand jewellery exhibitions in Hong Kong arranged by organizations like Trade Development Council and in international jewellery events like Hong Kong Jewellery & Watch Fair. The Group believes that these marketing activities will help to enhance our corporate image and keep the customers informed of our products.



Roadshow 「六福金鑽「髮」光芒」巡迴展覽

b) 巡迴展覽

本集團經常舉辦巡迴展覽以推廣公司形象及促銷珠寶金飾。巡迴展覽形式多樣化，其中包括由超級模特兒配戴六福的新產品示範表演和在會場設立攤位展銷六福產品。巡迴展覽成效顯著，不單加速存貨週轉，提高銷量，宣傳公司形象和增強與現時或新業主的租金磋商能力。此外，透過在鄰近罕有六福蹤跡的新地區舉行巡迴展覽，本集團冀能搜集當地居民的購買能力和消費模式的資料，有助其於未來設點作好準備。

回顧年內，本集團舉辦的巡迴展覽包括於1997年9月舉辦的「六福與你「金」心情未了」，於1997年2月舉辦的「金鑽雙輝喜迎春」，於1997年11月舉辦的「香港珠光寶氣婚紗展」及於1998年3月舉辦的「六福金鑽「髮」光芒」。

本集團於來年將繼續舉辦更頻密的巡迴展覽，在1998年7月，為增加加菲貓足金產品的銷量，本集團於西九龍中心舉辦了「加菲貓25歲生日派對」。

除了舉辦巡迴展覽外，本集團亦參與香港貿易發展局等機構舉辦的大型珠寶展和珠寶業內國際性活動如香港珠寶鐘錶展覽會。本集團相信此等活動將有助鞏固本集團的公司形象及顧客對本集團產品的認知。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析



Sponsor Miss Hong Kong Pageant in 1998
贊助 1998 年度香港小姐競選

c) Sponsorship

The Group sponsors various public events and television programs to increase its exposure. For the year under review, the Group sponsored The Brilliant Wedding and Jewellery Expo, Greater Toronto Chinese Beauty Pageant in Canada and Campbell Soup Lucky Draw. Moreover, it sponsored the Miss Asia Pageant in the last few years and Miss Hong Kong Pageant in 1998. For the years ahead, it will continue to adopt this type of cost-effective ways to promote its image and reputation.

d) Advertisement

LUK FOOK utilizes media advertisements like television, radio, magazines, trade journal and newspapers to promote its image and invite customer patronage. It also sets up billboards in locations like mass transit railway station and shopping malls to reach both loyal and prospective customers.

e) VIP Card

In order to enlarge the regular customer base, the promotion of LUK FOOK VIP Card in May 1997 increased the number of VIP card holders to over 3,000. The VIP cardholders can enjoy special privileges whenever they purchase LUK FOOK's products. In addition, they always get first-hand information on our new products or private sales. It encourages existing customers to revisit our shops and make purchases.

c) 贊助活動

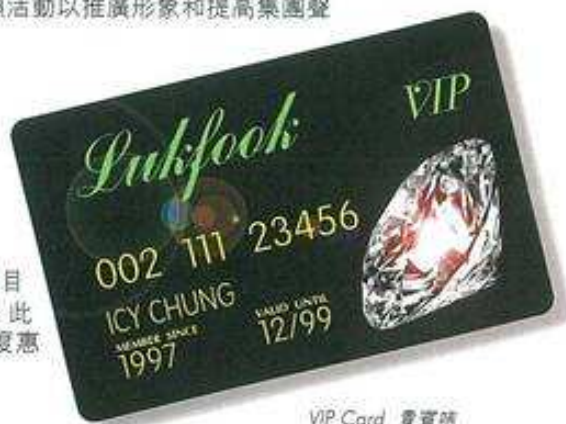
本集團贊助各種公眾活動和電視節目以增加集團之曝光率。在本年度，集團贊助了香港珠寶寶氣婚紗展，加拿大大多市華裔小姐競選及金寶湯幸運大抽獎。此外，本集團在過往數年亦贊助亞洲小姐競選，並於1998年贊助香港小姐競選，甚具成本效益，因此本集團在來年將繼續贊助該類活動以推廣形象和提高了集團聲譽。

d) 廣告宣傳活動

六福善用傳媒廣告，如在電視、電台、雜誌、貿易刊物和報章推廣形象及招徠顧客，也在地鐵站和商場等地方設立廣告板以向忠誠及具潛質的顧客進行推廣。

e) 貴賓咭

六福於1997年5月推出貴賓咭為擴大客源，現時貴賓咭持有人數目已增加到超過3,000，貴賓咭持有人購買六福產品均可享有特惠。此外，其可經常優先得到本集團新產品推廣資料，藉以鼓勵顧客再度惠顧。



VIP Card 貴賓咭



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

f) Webpage

In view of the rapid growth of technology globally, the Group has uploaded its in-house designed webpage onto the internet starting from May 1998. The webpage development signifies a step forward to gain exposure not only in Hong Kong but also overseas. It is our strategy of going beyond Hong Kong for customers and the Group believes that every internet navigator is our prospective customer.

g) Shop Display

Attractive shop display can always catch the attention of shoppers in the street. The Group regularly hires professional designer to set up attractive shop displays to attract more customers.



Webpage for the group launched in May 1998

於1998年5月上載集團網頁
web site: <http://www.lukfook.com.hk>



Quality Service Award in
the Diamond Month 1997
1997 鑽石推廣月比賽之優
質服務獎

Management and Supervision

The Group has adopted the TeleEye Pro remote video monitoring system to perform multi-site monitoring and keep track of daily operations in all of the 14 retail shops.

In addition, the Group sets feasible monthly sales targets as well as inventory limits for each retail shop in order to monitor its achievements of our corporate objectives. The Group also requires each branch manager to submit a daily report on sales performance and other useful management information to the head office.

f) 網頁

鑒於全球資訊科技的快速發展，本集團已於1998年5月上載由集團內部設計的網頁至國際互聯網絡。網頁的發展意味着六福跨出香港，向海外市場邁進。本集團相信每一位互聯網的用戶均為本集團的潛在顧客。

g) 店鋪陳列

具吸引力的店鋪陳列經常可吸引街上購物者的注意。為吸引更多顧客光臨，本集團定期聘用專業設計師統籌店鋪陳列，使之更具吸引力。

管理層的監督

本集團安裝了一套遙遠視像監察系統，可即時監察集團全部店鋪的日常運作。

此外，本集團為每間分店訂立可行的每月銷售目標和存貨上限，以促使各分行達到本集團之目標。本集團要求各分店經理向總部提交每日銷售表和其他有用的營運資料報告。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

■ Sales Force Training

In order to equip its sales staff with the ability to provide quality customer service, the Group regularly organizes effective training programme for them. The programme includes customer service, product knowledge, customer psychology, leadership skills and professional conducts and is geared to the corporate objectives of enhancing professionalism and corporate image.

■ Customer Mix

The Group has tried to broaden the customer mix by providing more newly designed products. Its long-term strategy is to cater for customers from all walks of life. In view of the increasing affluence and purchasing power of young people, it registered a new trademark of "Lukfook" in Hong Kong with effect from April 1998 to facilitate for the marketing of new products targeted at young customers. The Group believes that the new trademark can help to position itself in the trendy and fashionable direction meeting the tastes of the young generation.

■ Quality Control

In order to well-position LUK FOOK in the market, stringent quality control measures have been implemented to ensure that the products are of the right quality. The Group owns a laboratory which is operated by certified professional gemologists for authenticating various types of gemstones. The ability of the Group to authenticate the quality of gemstones represents an attraction to the customers and the Group is working towards the goal of issuing certificates for most of the gemstones it sells.

■ 營業員培訓

本集團為售貨員定期舉辦有效的培訓講座，以提高其顧客服務質素，培訓範圍包括顧客服務、產品知識、顧客心理、領袖技能和專業操守，務求提升本集團售貨員的專業水平和公司形象。

■ 擴大顧客類別

本集團通過提供更多新設計的產品，以擴大顧客組別，其長遠目標為迎合所有顧客。有見於年青人的消費力不斷提高，集團由1998年4月起在香港註冊一新商標「Lukfook」，以拓展年青顧客的市場。本集團相信新商標可幫助六福建立一個符合年青市場時尚、新穎的市場定位。

■ 品質控制

本集團嚴格執行品質控制措施，以確保產品符合認可質素，使六福的市場地位更鞏固。本集團設有一珠寶鑑定室，由註冊的專業珠寶鑑定師鑑定所有寶石玉器。本集團鑑定珠寶和簽發證書之專業能力對顧客具有相當吸引力，本集團正朝著給大部份所銷售的寶石簽發證書的目標邁進。



Sale force training seminar 營業員培訓講座



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Strategies to Increase Profit Margin

With a view to increasing the profit margin, the Group has implemented the following policies:

■ Cost Management

Through analyzing the cost structure, the Group has formulated effective cost control measures which includes the following:

a) Rent Control

All 14 retail shops operated by the Group are rented and the total rental expenses represented about 2.6% of the Group's turnover for the past two years. Anticipating the economic downturn, we have negotiated with the landlords to reduce rent. The Group has successfully reduced the total rental expenses of 7 shops by over HK\$1 million for the financial year 1998/99 and more negotiations of rental cut are underway.

b) Wage Control

The sales team is paid with a sales commission under an incentive scheme. Their remuneration is therefore positively correlated with the shop's sales performance.

c) Inventory Control

The Group has installed a management information system in the head office and adopted computerized point of sales system at 14 retail shops which allows the management to obtain real-time information on each shop's inventory level, transaction volume and inventory movement. This enables the Group to exercise effective inventory control. The Group only maintains a minimum base inventory of gold which is replenished on a daily basis in order to limit the Group's exposure to gold prices fluctuations.

■ 增加邊際利潤的策略

本集團執行以下策略以增加邊際利潤：

■ 成本管理

透過分析成本結構，本集團制定一系列成本控制措施，其中包括：

a) 租金控制

本集團旗下14所分店均為租用，在過去兩年租金約佔集團營業額的2.6%。有見於經濟低迷，本集團已向業主要求減租，其中的7間鋪位已獲減租，為1998/99年財政年度的租金支出節省超過100萬港元，現在其他鋪位的減租商議仍在進行中。

b) 薪金控制

售貨員可在提高員工積極性的獎勵計劃中獲銷售佣金，其薪酬與該店的銷售成績掛勾。

c) 存貨控制

本集團在總部安裝一套資訊管理系統，並在14間分店採取銷售點資料電腦化系統，讓管理層可即時獲悉各分店的存貨水平、銷售量和存貨運轉的資料，提高存貨控制之效率。此外，本集團會維持最低而充足之黃金存貨量，並每日補充存貨，以減低金價波動對集團的影響。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析



Casting production of gold product
足金電鑄製品生產

d) Promotion Cost Control

The Group's advertising and promotion merely cost less than 1% of the total sales. Its promotion effort has proved to be cost-effective and accordingly the Group will continue to maintain similar promotion budget for the coming year.

e) Purchasing Cost Control

The Group sources its products from over 200 suppliers in Hong Kong. Its bargaining power with suppliers is strong due to its high sales volume and good reputation. It also issues a license to each supplier which is renewable upon satisfactory service each year in order to maintain the standard. As the Group's products are mostly purchased in Hong Kong dollars, the Group's exposure to foreign exchange risk is minimal.

■ New Products

Successful launch of new products can promote sales and enhance profit margins. Therefore, the Group will continue to introduce more fashionable and creative products like Garfield gold items into the market.

■ Prudent Financial Management

In view of the economic downturn and high interest rates, the Group has repaid all bank loans to minimize interest expenses. The Group will follow this prudent financial management policy to ride over the economic decline in Hong Kong.

d) 推廣成本控制

本集團的廣告宣傳和推廣成本只佔少於營業額1%，推廣成效顯著。由於本集團對整體市場推廣的成績感滿意，本集團於來年將繼續維持相若的推廣預算。

e) 生產成本控制

本集團擁有超過200名香港供應商，基於銷量高和信譽好，本集團與供應商的磋商能力非常高。為確保供應商供貨良好，本集團每年續發許可證予供應商。由於本集團大部份的產品以港元結算，外匯風險甚低。

■ 新產品

本集團深知一件新產品多能以溢價出售，邊際利潤較高。因此，本集團將繼續向市場推出時興而具創意的產品(如加菲貓足金產品)。

■ 審慎財務管理

鑒於經濟低迷和利息高企，本集團已償還所有銀行貸款，以將利息支出減至最低。本集團將繼續依循這套審慎財務管理政策，以渡過香港的經濟不景氣時期。



Garfield gold items 加菲貓足金產品

GARFIELD ©1978 PA5W
A Licensing Programme of RM

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 21/F., Sino Centre, 582-592 Nathan Road, Kowloon on 14 September 1998 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 1998.
- (2) To declare the final dividend for the year ended 31 March 1998.
- (3) To ratify the appointment of certain Directors, 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 or warrants or similar rights to subscribe for any shares in 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;

茲通告本公司將於1998年9月14日上午11時假座香港九龍彌敦道582-592號信和中心21樓舉行股東週年大會，藉以處理下列事項：

- (1) 省覽截至1998年3月31日止年度之經審核綜合財政報告，董事會報告及核數師報告。
- (2) 宣佈派發截至1998年3月31日止年度之末期股息
- (3) 確認數位董事的委任，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或可認購本公司任何股份之認股權證或類似權利，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；

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or great offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (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 pursuant to the exercise of the subscription rights attaching to any warrants or any scrip 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;
- (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) 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因任何認股權證所附認購權獲行使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至下列3者之較早日期止之期間：
- (i) 本公司下屆股東週年大會結束；

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股東週年大會通告

- (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

“Right Issue” means an offer of shares open for a period fixed by the Directors 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 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).”

- (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 and warrants 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

- (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

「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結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

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股東週年大會通告

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 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 maximum number of warrants that may be repurchased pursuant to paragraph (a) above shall not exceed 10% of the total amount of warrants in issue on the date of this Resolution, and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

- (c) 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

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及認股權證；

- (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%，而依據上文(a)段而可購回認股權證之數目則最多不得超過本公司於本決議案提呈當日已發行認股權證總額之10%，而上文(a)段給予董事會之批准須受相應限制；及

- (c) 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3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

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

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

(7) 作為特別事項，考慮並酌情通過（無論有否修訂）下列決議案為普通決議案：

“**THAT** conditional upon Resolution 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 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.”

「**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) To transact any other business.

(8) 處理任何其他事項。

By Order of the Board
Law Tim Fuk, Paul
Company Secretary

承董事會命
公司秘書
羅添福

Hong Kong, 10 August 1998

香港，1998年8月10日

REPORT OF THE DIRECTORS

董事會報告

The directors present herewith their report and the accounts of the Company and of the Group for the year ended 31 March 1998.

Group reorganisation

The Company was incorporated in Bermuda as an exempted company on 3 September 1996. Pursuant to a reorganisation scheme intended to rationalise the group structure in preparation for the listing of the Company's shares and warrants on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), a share exchange took place in April 1997 whereby the Company became the holding company of the subsidiaries set out on pages 78 to 82.

The shares and warrants of the Company were listed on the Stock Exchange on 6 May 1997.

Accounts

The results of the Group for the year are set out in the consolidated profit and loss account on page 42.

The states of affairs of the Group and of the Company as at 31 March 1998 are set out in the balance sheets on pages 43 and 44 respectively.

The cash flows of the Group during the year are set out in the statement on pages 45 and 46.

董事會謹提呈彼等之董事會報告及本公司與本集團截至1998年3月31日止年度之賬目。

集團重組

本公司乃於1996年9月3日在百慕達註冊成立為獲豁免公司。依據一項擬整頓集團結構以便本公司股份及認股權證於香港聯合交易所有限公司（「聯交所」）上市之重組計劃，本集團曾於1997年4月進行股份交換，而本公司因此成為第78至82頁所列附屬公司之控股公司。

本公司之股份及認股權證乃於1997年5月6日在聯交所上市。

賬目

本集團本年度之業績載於第42頁之綜合損益賬。

本集團及本公司於1998年3月31日之財政狀況分別載於第43及44頁之資產負債表。

本集團於年內之現金流量情況載於第45及46頁之報表。

REPORT OF THE DIRECTORS

董事會報告

Principal activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the retailing and wholesaling of gold jewellery and gold ornaments, gem-set jewellery and gemstones, and other accessory items. All the Group's turnover and results are derived from activities carried out in Hong Kong.

An analysis of the Group's turnover and contribution to operating profit before taxation by activity is as follows:—

主要業務

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、鑽石首飾與寶石及其他配飾之零售及批發業務。本集團所有營業額及業績均源自在香港經營之業務。

本集團按業務分析之營業額及所佔除稅前經營溢利如下：

| | | Turnover 營業額 HK\$'000 千港元 | Contribution to operating profit before taxation 所佔除稅前 經營溢利 HK\$'000 千港元 |
|--------------------|--------|------------------------------------|-----------------------------------------------------------------------------------------------|
| Retailing | 零售 | 1,701,028 | 84,694 |
| Wholesaling | 批發 | 37,214 | 2,019 |
| | | <hr/> | <hr/> |
| | | 1,738,242 | 86,713 |
| Exceptional item * | 特殊項目 * | — | 9,710 |
| | | <hr/> | <hr/> |
| | | 1,738,242 | 96,423 |
| | | <hr/> <hr/> | <hr/> <hr/> |

* Details of the exceptional item are set out in note 5(b) to the accounts.

* 特殊項目之詳情列載於賬目附註的5(b)。

Analysis of the Group's performance

An analysis of the Group's performance is included in the Chairman's Statement on pages 4 to 8.

本集團業績表現之分析

本集團業績表現之分析載於第4至8頁之主席報告內。

REPORT OF THE DIRECTORS

董事會報告

Major customers and suppliers

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

| | | 1998 % | 1997 % |
|-----------------------------------|-------------|-----------|-----------|
| Purchases | 購貨額 | | |
| — the largest supplier | — 最大供應商 | 20 | 16 |
| — five largest suppliers combined | — 五名最大供應商合計 | 43 | 38 |

The percentage of turnover attributable to the Group's five largest customers is less than 30% of total turnover during the year and therefore no additional disclosure with regard to major customers is made.

No directors, their associates or shareholders (who to the knowledge of the directors own more than 5% of the Company's share capital) were interested at any time in the year in the above major suppliers.

Dividends

The directors have declared or now recommend the following dividends in respect of the year ended 31 March 1998:—

| | | HK\$'000 千港元 |
|----------------------------------------------------------|-------------------------------|-----------------|
| Ordinary dividends | 普通股息 | |
| Interim — HK\$0.03 per share, paid on 15 January 1998 | 中期股息 — 每股3港仙 於1998年1月15日派發 | 13,680 |
| Proposed final — HK\$0.05 per share | 建議之末期股息 — 每股5港仙 | 22,800 |
| | | <hr/> |
| | | 36,480 |
| | | <hr/> |

主要客戶及供應商

本集團主要供應商所佔購貨額之百分比如下：

本集團5名最大客戶所佔之營業額佔本年度本集團之總營業額不足30%，故並無披露主要客戶之其他資料。

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）概無於年內任何時間擁有上述主要供應商之權益。

股息

董事會已宣佈或現建議派發截至1998年3月31日止年度之股息如下：

REPORT OF THE DIRECTORS

董事會報告

Proceeds of new issue of shares

Upon the listing on the Stock Exchange on 6 May 1997, approximately HK\$95 million of net proceeds were raised, which were applied as follows:—

- approximately HK\$40 million was used to set up two retail shops in Hong Kong;
- approximately HK\$2 million was applied to expand and set up new manufacturing facilities in Hong Kong;
- approximately HK\$20 million was used to repay a bank loan; and
- the balance of approximately HK\$33 million was placed in fixed deposits with banks.

The amounts expended are in line with those stated in the Company's prospectus dated 22 April 1997.

Reserves

The amounts and particulars of material transfers to and from reserves of the Company and the Group during the year are set out in note 18 on pages 71 to 72.

Fixed assets

The movements in fixed assets during the year are set out in note 11 on page 64.

Issue of shares, share options and warrants

The movements in share capital, share options and warrants outstanding of the Company during the year and up to the date of this report are set out in notes 15 to 17 on pages 67 to 70.

新發行股票之收益

本集團於1997年5月6日在聯交所上市，為公司帶來約95,000,000港元之淨收入的應用如下：

- 約40,000,000港元作開設兩所零售店之用；
- 約2,000,000港元作為擴張新製造設施之用；
- 約20,000,000港元用作償還銀行貸款之用；及
- 結存約33,000,000港元之款項已存進銀行作定期存款。

支出款額與本公司於1997年4月22日列載之招股書中預算一致。

儲備

本公司及本集團年內轉撥往或轉撥自儲備之巨額款項之款額及詳情載於第71至72頁附註18。

固定資產

年內本集團固定資產之變動載於第64頁附註11。

發行股份、購股權及認股權證

本公司於期內及截至本年報刊發之日已發行之股本、購股權及認股權證之變動分別載於第67至70頁附註15至17。

REPORT OF THE DIRECTORS

董事會報告

Subsidiaries

Details of the Company's subsidiaries, the acquisition of which was completed on 17 April 1997, are set out on pages 78 and 82.

Directors

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

Executive directors

Mr WONG Wai Sheung

Mr TSE Moon Chuen

Mr LAW Tim Fuk, Paul

Mr POON Kam Chi

Mr HO Siu Hoi

Mr LAU Kwok Sum#

附屬公司

本公司之附屬公司乃於1997年4月17日完成收購，該等附屬公司之詳情載於第78至82頁。

董事

於期內及截至本報告刊發之日在任之董事如下：

執行董事

黃偉常先生

謝滿全先生

羅添福先生

潘錦池先生

何紹海先生

劉國森先生#

REPORT OF THE DIRECTORS

董事會報告

Non-executive directors

Mr WONG Koon Cheung#

Mr CHAN Wai#

Mr LEE Shu Kuan#

Ms YEUNG Po Ling, Pauline#

Mr CHIU Wai Mo #*

— reappointed 1 February 1998 for one year.

Mr HUI Chiu Chung #*

— reappointed 1 February 1998 for one year.

These directors were appointed by the Board of Directors on 1 February 1997. According to Bye-law 102(B) of the Company's bye-laws, such appointments were ended on the Company's last annual general meeting. It is proposed that their appointments since the last annual general meeting up to the forthcoming annual general meeting be ratified, confirmed and approved by shareholders.

* Messrs CHIU Wai Mo and HUI Chiu Chung are the independent non-executive directors.

Messrs LAU Kwok Sum, WONG Koon Cheung, CHAN Wai and LEE Shu Kuan retire by rotation in accordance with Bye-law 99 of the Company's bye-laws and, being eligible, offer themselves for re-election.

非執行董事

黃冠章先生#

陳偉先生#

李樹坤先生#

楊寶玲女士#

趙偉武先生#*

於1998年2月1日獲連任，任期一年

許照中先生#*

於1998年2月1日獲連任，任期一年

該等董事皆由董事會於1997年2月1日委任。根據本公司之公司細則第102(B)條之規定，是次委任已於本公司去年股東週年大會完結。現提議彼等之委任自去年股東週年大會至即將舉行之股東週年大會經股東批准，確定及同意。

* 趙偉武先生及許照中先生乃獨立非執行董事。

根據本公司之公司細則第99條之規定，劉國森、黃冠章、陳偉及李樹坤諸位先生須輪值告退，惟彼等均符合資格，願意應選連任。

REPORT OF THE DIRECTORS

董事會報告

Directors' and senior management's biographical information

Executive directors

Mr WONG Wai Sheung, aged 47, is the co-founder and chairman of the Group. He has over 31 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 TSE Moon Chuen, aged 48, is the co-founder of the Group. He has over 26 years of experience in jewellery retailing business and is responsible for the sales, operations and administration of the Group's retail shops.

Mr LAW Tim Fuk, Paul, aged 45, joined the Group as its financial controller and company secretary in 1996. He is a member of the Chartered Association of Certified Accountants, the Institute of Chartered Management Accountants, the Hong Kong Society of Accountants and the Institute of Chartered Secretaries and Administrators. He has over 13 years of accounting and auditing experience and over 7 years of experience in commerce. He is responsible for the accounting and finance of the Group.

Mr POON Kam Chi, aged 50, joined the Group as a branch manager in 1994. Mr Poon has over 30 years of experience in the jewellery retailing business in Hong Kong. Prior to joining the Group, Mr Poon was a branch manager of one of the leading jewellery retailers in Hong Kong for over 8 years.

Mr HO Siu Hoi, aged 63, joined the Group as a branch manager in 1994. Prior to joining the Group, Mr Ho worked as a manager in a jewellery company in Hong Kong. He has more than 46 years of experience in purchasing, retailing and wholesaling of jewellery and gold products.

董事及高層管理人員之履歷

執行董事

黃偉常先生，47歲，本集團共同創辦人兼主席。黃先生具備逾31年香港珠寶業經驗，負責本集團整體政策計劃及管理事宜。彼自1993年11月起即為九龍金銀玉器首飾業商會之理事長。

謝滿全先生，48歲，本集團共同創辦人。謝先生具備逾26年香港珠寶及金飾業經驗，負責本集團零售店之銷售、營運及行政事宜。

羅添福先生，45歲，1996年加入本集團任職財務總監及公司秘書。羅先生為英國公認會計師公會、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，具備逾13年會計及核數經驗及逾7年商業經驗。彼負責本集團會計及財務事宜。

潘錦池先生，50歲，於1994年出任本集團分行經理，具備逾30年香港珠寶零售業經驗。加入本集團前，潘先生曾任香港一間主要珠寶零售商分行經理逾8年。彼負責本集團之人力資源事宜。

何紹海先生，63歲，於1994年出任本集團分行經理。彼於加入本集團前，曾於香港一間珠寶公司任職經理。彼擁有逾46年採購、零售及批發珠寶及黃金產品經驗。

REPORT OF THE DIRECTORS

董事會報告

Mr LAU Kwok Sum, aged 56, joined the Group as a branch manager in 1995. Prior to joining the Group, Mr Lau worked as an area manager in a listed jewellery company in Hong Kong. Mr Lau has more than 28 years of experience in retailing, purchasing and wholesaling of jewellery products.

Non-executive directors

Mr WONG Koon Cheung, aged 65, has over 46 years of experience in retailing and manufacturing of jewellery in Hong Kong.

Mr CHAN Wai, aged 68, has over 51 years of experience in retailing and manufacturing of jewellery in Hong Kong.

Mr LEE Shu Kuan, aged 71, has over 31 years of experience in property development in Hong Kong.

Ms YEUNG Po Ling, Pauline, aged 31, has over 10 years of experience in public relations. Ms Yeung was the winner of Miss Hong Kong and Miss International of Goodwill in 1987. Ms Yeung was also the president of the Wai Yin Club for the year 1995 - 1996.

Mr CHIU Wai Mo, aged 48, has over 31 years of experience in general trading, property investment and management consultancy in Hong Kong and Japan. Mr Chiu has been serving as a director of Sogo Hong Kong Company Limited since 1984 and holds a position of non-executive director of another local listed company. Mr Chiu also holds directorships in a number of companies in Hong Kong and Japan.

Mr HUI Chiu Chung, Stephen, aged 51, is the group managing director of OSK Asia Holdings Limited and the second vice chairman of The Stock Exchange of Hong Kong Limited, a director of Hong Kong Securities Clearing Company Ltd., a member of Advisory Committee of Hong Kong Securities & Futures Commission, a committee member of Hong Kong Stockbrokers Association, with over 27 years of experience in the securities and investment industry and is at present holding directorships in a number of publicly listed companies.

劉國森先生，56歲，於1995年出任本集團分行經理。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28年零售、採購及批發珠寶產品經驗。

非執行董事

黃冠章先生，65歲，具備逾46年香港零售及製造珠寶業經驗。

陳偉先生，68歲，具備逾51年香港零售及製造珠寶業經驗。

李樹坤先生，71歲，具備逾31年香港物業發展經驗。

楊寶玲女士，31歲，具備逾10年公關工作經驗。楊女士為1987年度香港小姐冠軍及國際親善大使。楊女士亦曾任1995年至1996年度慧妍雅集主席。

趙偉武先生，48歲，具備逾31年香港及日本一般貿易、物業投資及管理顧問工作經驗。趙先生自1984年起出任崇光香港百貨有限公司之董事，現為另一間本港上市公司之非執行董事，並出任多間香港及日本公司之董事。

許照中先生，51歲，為萬信集團董事總經理，現任香港聯合交易所第二副主席，香港中央結算有限公司董事，證券及期貨事務監察委員會諮詢委員會委員及香港證券經紀業協會委員會委員。具備27年之證券及投資經驗，現時為多間公眾上市公司之董事。

REPORT OF THE DIRECTORS

董事會報告

Senior management

Mr AU Kwok Kau, aged 49, is the co-founder and general manager of the Group. He has over 26 years of experience in the jewellery industry in Hong Kong. Mr AU is the brother-in-law of Mr WONG Wai Sheung.

Ms LEUNG Wai Sheung, Garry, aged 30, is the board secretary of the Group. She joined the Group in 1994 and is responsible for the co-ordination of project development and corporate affairs. Ms Leung also assists in company secretarial matters, property investment and rental matters of the Group.

Mr LUK Kwong Fat, Samuel, aged 42, joined the Group as the business development manager in 1996 and is in charge of the Group's management information system department. Mr Luk has over 16 years of experience in marketing. Mr LUK is a brother-in-law of Mr WONG Wai Sheung.

Ms CHUNG Vai Ping, Icy, aged 28, is the marketing manager of the Group. She joined the Group in 1990 and is responsible for the marketing and public relation matters of the Group.

Mr CHAN Pak Hing, Henry, aged 47, is the accounting manager of the Group. Mr Chan joined the Group in 1996. Mr Chan has over 11 years of experience in budget analysis, banking finance and internal audit function.

Mr TSUI Kin Wah, Tommy, aged 40, is the gemologist and the gemstone purchaser of the Group. Mr Tsui joined the Group in 1995 and has over 8 years of experience in purchasing and authentication of diamonds. Mr Tsui has been a member of the Hong Kong Gemological Association since 1979 and he was a non-executive member of the Hong Kong Gemological Association between 1991-1993. Mr Tsui is presently a member of the Gemological Association of Great Britain.

高級管理人員

區國球先生，49歲，本集團之共同創辦人，亦為集團總經理，具備逾26年香港珠寶業經驗。區先生為黃偉常先生之妹夫。

梁偉霜女士，30歲，本集團董事會秘書，1994年加入本集團，專責項目發展與公司事務之協調及統籌工作。彼亦協助公司秘書之職務、集團物業投資及租務事宜。

陸廣發先生，42歲，1996年加入本集團為業務拓展經理，並負責管理電腦部門，具備逾16年市場推廣經驗。陸先生為黃偉常先生之妻舅。

鍾惠冰女士，28歲，本集團市場推廣經理，1990年加入本集團，負責本集團之市場推廣及公共關係。

陳伯興先生，47歲，本集團會計經理，1996年加入本集團，具備逾11年預算分析、銀行財務及內部核數之經驗。

徐建華先生，40歲，寶石鑑定師，為本集團寶石買手。徐先生於1995年加入本集團，擁有逾8年採購及鑑定寶石經驗。徐先生自1979年起成為香港寶石學協會之會員，並於1991至1993年間為該協會之執行理事。徐先生現為英國寶石學協會之會員。

REPORT OF THE DIRECTORS

董事會報告

Mr LEUNG Cheung Wai, aged 60, joined the Group as a business consultant in 1992. Mr Leung has over 21 years of experience in sales and administration in the jewellery industry in Hong Kong. He is responsible for supervising the Group's sales teams and the general management of the Group's retail shops.

Mr LEUNG Chi Kong, aged 64, is a branch manager of the Group. Prior to joining the Group, Mr Leung worked as a supervisor in a listed jewellery company in Hong Kong. Mr Leung joined the Group in 1992 and has more than 24 years of experience in purchasing and retailing of gem-set jewellery.

Ms LEE Ping Ping, Cindy, aged 45, is a branch manager of the Group. Ms Lee joined the Group in 1992 and has over 9 years of experience in jewellery retailing business.

Ms LEE Wai Kee, Vickie, aged 42, is the senior product designer of the Group. She joined the Group in 1996 and is responsible for product design and development. Ms Lee has over 21 years of experience in jewellery design. Prior to joining the Group, she has worked for a listed jewellery company in Hong Kong for 4 years.

梁祥偉先生，60歲，1992年加入本集團為業務顧問，具備逾21年香港珠寶營業銷售及行政經驗。梁先生負責監管本集團銷售部及本集團零售店一般管理事宜。

梁志剛先生，64歲，本集團分行經理。彼於加入本集團前，曾於香港一間上市珠寶公司任職主任。梁先生於1992年加入本集團，擁有逾24年採購及零售珠寶首飾經驗。

李萍萍女士，45歲，本集團分行經理。李女士於1992年加入本集團，擁有逾9年首飾零售業經驗。

李慧姬女士，42歲，本集團高級產品設計師，於1996年加入本集團，負責產品設計及發展。李女士擁有逾21年珠寶設計經驗。加入本集團之前，曾於香港一間上市珠寶公司任職4年。

REPORT OF THE DIRECTORS

董事會報告

Service contracts

Messrs WONG Wai Sheung and TSE Moon Chuen have each entered into a service contract with the Company for a term of three years commencing from 1 March 1997 until 29 February 2000, which is terminable at any time on three months' notice by either party thereafter. Each of Messrs LAW Tim Fuk, Paul, POON Kam Chi, HO Siu Hoi and LAU Kwok Sum has also entered into a service contract with the Company which is terminable at any time on three months' notice by either party.

Apart from the above, there is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any directors proposed for re-election at the forthcoming annual general meeting.

Pension scheme arrangements

The Group operates a defined contribution pension scheme for its employees. The scheme assets are held under a provident fund managed by an independent administrator. Under the scheme, the employees are required to contribute 5% of their monthly salaries, while the employer's contributions are calculated at 5% of the monthly salaries. The employees are entitled to 100% of the employer's contributions after 10 years of completed service, or at a reduced scale after completion of 3 to 9 years of service. Forfeited contributions are used to reduce the employer's contributions.

服務合約

黃偉常先生及謝滿全先生分別與本公司訂立為期3年之服務合約，由1997年3月1日起至2000年2月29日止。此合約其後可隨時由其中一方給予不少於3個月之通知而終止。羅添福先生、潘錦池先生、何紹海先生及劉國森先生亦已分別與本公司訂立服務合約，該合約可隨時由其中一方發出3個月通知而終止。

除上述者外，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。

退休金計劃安排

本集團為其僱員設立定額供款退休金計劃，該計劃之資產由獨立管理人所管理之公積金持有。根據該計劃，僱員須作出供款，款額以其每月薪金5%計算，而僱主則須向僱員作出彼等每月薪金5%之供款。僱員服務滿10年後可得到僱主之全部供款，而服務3至9年後則可以遞減基準取得供款。放棄之供款乃用作減低僱主之供款。

REPORT OF THE DIRECTORS

董事會報告

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

本集團在年內對上述計劃之供款如下：

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|-----------------------------------------------------------------------------------------|------------------------|-------------------------|-------------------------|
| Gross contributions | 總供款 | 2,323 | 1,339 |
| Forfeited contributions used by the Group to reduce the existing level of contributions | 放棄供款乃用作減低本集團之供款 | <u>(131)</u> | <u>(90)</u> |
| Net contributions charged to profit and loss account for the year | 本年度經扣除放棄供款並已撥入損益賬處理之供款 | <u>2,192</u> | <u>1,249</u> |

As at 31 March 1998, there was HK\$374,000 (1997: HK\$185,000) unutilised forfeited contribution.

截至1998年3月31日，結算共374,000港元(1997年：185,000港元)未經使用之放棄供款。

Directors' interests in contracts

董事之合約權益

Save as disclosed in note 26 on pages 77, 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 any director had a material interest, subsisted at the end of the year or at any time during the year.

除第77頁附註26所披露者外，於年終或年內任何時間內，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重大權益之重大合約。

REPORT OF THE DIRECTORS

董事會報告

Directors' interests in equity or debt securities

As at 31 March 1998, the directors, chief executives and their associates had the following interests in the share capital and warrants of the Company or any of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) which require notification pursuant to Section 28 of the SDI Ordinance (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule to the SDI Ordinance) or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") or as recorded in the register maintained pursuant to Section 29 of the SDI Ordinance:

董事之股本證券或債務證券權益

於1998年3月31日，各董事、行政要員及彼等之聯繫人士在本公司或其任何聯繫公司(定義見證券(公開權益)條例(「公開權益條例」))之股本及認股權證中所擁有而須根據公開權益條例第28條作出公佈之權益(包括按公開權益條例第31條或附表第一部彼等被當作或視作持有者)或按上市公司董事證券交易模範守則(「模範守則」)而須知會本公司及聯交所又或根據公開權益條例第29條之規定而須記入該條所指之登記冊內之權益如下：

| | Number of ordinary shares beneficially held 實益持有普通股數目 | | | Number of warrants beneficially held 實益持有認股權證數目 | | |
|------------------------------------|-------------------------------------------------------------|-------------------------------|-------------------------------------|-------------------------------------------------------|---------------------------------|------------------------------------|
| | Personal interest 個人權益 | Corporate interest 公司權益 | Other interest 其他權益 | Personal interest 個人權益 | Corporate interest 公司權益 | Other interest 其他權益 |
| Mr WONG Wai Sheung 黃偉常先生 | 327,028 | — | 13,546,786 (note (a)) (附註(a)) | 65,406 | — | 2,775,357 (note (a)) (附註(a)) |
| Mr TSE Moon Chuen 謝滿全先生 | 1,046,608 | — | — | 209,322 | — | — |
| Mr POON Kam Chi 潘錦池先生 | 88,884 | — | — | 17,777 | — | — |
| Mr LAU Kwok Sum 劉國森先生 | 35,294 | — | — | 7,059 | — | — |
| Mr WONG Koon Cheung 黃冠章先生 | 1,961,811 | — | — | 392,362 | — | — |
| Mr CHAN Wai 陳偉先生 | 3,269,232 | — | — | 653,846 | — | — |
| Mr LEE Shu Kuan 李樹坤先生 | 3,786,297 | 211,201 (note b) (附註b) | — | 757,259 | 42,240 (note (b)) (附註(b)) | — |
| Ms YEUNG Po Ling, Pauline 楊寶玲女士 | 1,139,363 | — | — | 227,873 | — | — |

REPORT OF THE DIRECTORS

董事會報告

Notes:

- (a) Mr WONG Wai Sheung's interest includes those of him and his family as discretionary beneficiaries under 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 Company Limited which is the beneficial owner of 13,546,786 shares and 2,775,357 warrants of the Company.
- (b) Wah Hang Kimon Investments Limited holds 211,201 shares and 42,240 warrants of the Company. In turn, Mr LEE Shu Kuan holds approximately 33.3% of the entire issued share capital of Wah Hang Kimon Investments Limited.

Directors' benefits from rights to acquire shares or debentures

On 17 April 1997, a share option 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/or any of its subsidiaries options to subscribe for shares of the Company subject to the terms and conditions stipulated therein. As at the date of this report, no option has been granted under this scheme.

Save as disclosed, at no time during the year was the Company, its subsidiaries or its holding company a party to any arrangements to enable the directors and chief executives of the Company to acquire shares in or debentures of the Company or any other body corporate.

No rights to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been exercised by, any directors and chief executives of the Company during the year and as at 31 March 1998.

附註：

- (a) 黃偉常先生之權益包括其本人及其家族作為黃氏家族信託之酌情受益人而擁有之權益，而黃氏家族信託為桂記祥珠寶金行有限公司全部已發行股本之實益擁有人。桂記祥珠寶金行有限公司實益擁有本公司股份13,546,786股及認股權證2,775,357份。
- (b) 華亨錦安投資有限公司持有211,201股股份及42,240份認股權證，而李樹坤先生則持有該公司約33.3%之全部已發行股本。

董事收購股份或債券之權利

於1997年4月17日，本公司之股東特別大會通過採納購股權計劃；據此，董事可酌情向本公司及／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；惟須受該計劃所訂條款及條件規限。截至本報告刊發之日為止，本公司並未根據此計劃授出任何購股權。

除已披露者外，本公司、其附屬公司或其控股公司於期內任何時間均無訂立任何安排，令本公司董事及行政要員可藉購入本公司或任何其他法人團體之股份或債券而獲益。

於期內及1998年3月31日，本公司概無向任何董事及行政要員授出可認購本公司股本證券或債務證券之權利，而該等人士亦概無行使有關權利。

REPORT OF THE DIRECTORS

董事會報告

Substantial shareholders' interests in the share capital of the Company

As at 31 March 1998, those persons or corporations having an interest in 10% or more of the issued share capital of the Company as recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance were as follows:

Name of shareholders 股東名稱

Luk Fook (Control) Limited
六福(控股)有限公司

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 Ms YEUNG Po Ling, Pauline have interests in Luk Fook (Control) Limited.

Save for the shares referred to above, no other person is recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having an interest in 10% or more of the issued share capital of the Company.

Analysis of bank loans, overdrafts and other borrowings

As at 31 March 1998, the Group's bank overdrafts of HK\$739,000 are repayable on demand or within one year.

主要股東於本公司股本中之權益

於1998年3月31日，根據本公司按公開權益條例第16(1)條規定所設置之主要股東名冊所載，擁有本公司已發行股本10%或以上權益之人士或公司如下：

Number of shares held 持股數目

277,458,000

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六福(控股)有限公司持有權益。

除上文所述股份外，根據本公司按公開權益條例第16(1)條規定設置之主要股東名冊所載，其他人士並無擁有佔本公司已發行股本10%或以上之權益。

銀行貸款、透支及其他借貸之分析

本集團於截至1998年3月31日之739,000港元銀行透支，將於有需要時或1年內償還。

REPORT OF THE DIRECTORS

董事會報告

Results, assets and liabilities

The results, assets and liabilities of the Group for the last five financial years are as follows:

| | | 1994 | 1995 | 1996 | 1997 | 1998 |
|------------------------------------|--------|----------------|----------------|------------------|------------------|------------------|
| | | 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 |
| Turnover | 營業額 | <u>433,119</u> | <u>849,245</u> | <u>1,063,253</u> | <u>1,507,382</u> | <u>1,738,242</u> |
| Profit attributable to the members | 股東應佔溢利 | <u>23,404</u> | <u>41,799</u> | <u>46,494</u> | <u>62,318</u> | <u>78,028</u> |
| Total assets | 資產總值 | 119,587 | 207,089 | 357,115 | 392,438 | 465,333 |
| Total liabilities | 負債總額 | <u>38,635</u> | <u>59,190</u> | <u>194,103</u> | <u>176,007</u> | <u>111,833</u> |
| Net assets | 資產淨值 | <u>80,952</u> | <u>147,899</u> | <u>163,012</u> | <u>216,431</u> | <u>353,500</u> |

The results, assets and liabilities of the Group for each of four years ended 31 March 1997 have been prepared on a combined basis as if the group structure, at the time when the corporate reorganisation scheme as referred to in note 1 to the accounts was completed, had been in existence throughout the years concerned.

The results, assets and liabilities of the Group for the year ended 31 March 1998 have been prepared on the basis set out in note 2(a)(i) to the accounts.

業績、資產及負債

本集團過去5個財政年度之備考合併業績、資產及負債如下：

本集團於截至1997年3月31日止4個年度之備考合併業績、資產及負債乃按照於賬目附註1所述集團重組計劃完成時之集團架構於有關年度一直存在而按合併基準編製。

本集團於截至1998年3月31日止年度之業績、資產及負債乃按照賬目附註2(a)(i)編製。

REPORT OF THE DIRECTORS

董事會報告

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

The shares and warrants of the Company were listed on the Stock Exchange on 6 May 1997 and the directors are pleased to confirm that throughout the period ended 31 March 1998, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange.

Purchase, sale and redemption of the Company's listed securities

The shares and warrants of the Company were listed on the Stock Exchange on 6 May 1997. During the period ended 31 March 1998, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

Connected transactions

Details of connected transactions conducted by the Group are set out in note 26 on page 77. In respect of the tenancy agreement entered into with Mr WONG Wai Sheung's father, the independent non-executive directors of the Company, Messrs CHIU Wai Mo and HUI Chiu Chung, have confirmed that the transaction had been conducted in the ordinary and usual course of the Group's business and in accordance with the terms of the tenancy agreement, and the tenancy agreement was entered into on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

優先購買權

本公司之公司細則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

本公司之股份及認股權證乃於1997年5月6日在聯交所上市。董事謹此確定，本公司於截至1998年3月31日止期間內一直遵照上市規則附錄14所載列之最佳應用守則。

購入、出售或贖回本公司上市證券

本公司之股份及認股權證乃於1997年5月6日在聯交所上市。於截至1998年3月31日止期間內，本公司或其任何附屬公司並無購入、出售或贖回任何本公司之上市證券。

關連交易

有關本集團所進行關連交易之詳情載於第77頁附註26。就與黃偉常先生父親訂立之租賃協議而言，本公司之獨立非執行董事趙偉武先生及許照中先生已確認該項交易乃於本集團之日常業務過程中根據該協議之條款進行，該租賃協議乃按對本公司股東乃屬公平合理之一般商業條款訂立。

REPORT OF THE DIRECTORS

董事會報告

Year 2000

During the year, the Group completed an overall study on the impact of the millennium bug on the Group's operations. In addition, a thorough assessment of the Group's computer software and hardware is under progress. The Group believes that the millennium bug will not induce deep impact on the computer system and internal operations. The progress will be disclosed in the coming interim report.

Auditors

During the year, Eric Ng & Co. resigned as joint auditors and Coopers & Lybrand have remained as the auditors of the Group.

A resolution to reappoint the retiring auditors, Coopers & Lybrand, will be put at the annual general meeting.

On behalf of the Board
Wong Wai Sheung
Chairman

Hong Kong, 10 August 1998

公元2000年

本集團已完成有關「千年蟲」電腦程式問題對本集團所帶來之影響全面的研究。此外，本集團正就電腦軟件及進行詳細評估。本集團相信「千年蟲」電腦程式問題將不會在本集團之電腦系統及內部營運上帶來深遠影響。上述之工作進度將於即將來臨之中期業績報告上公佈。

核數師

伍國偉會計師事務所於本年度退任本集團聯合核數師之職，永道會計師事務所繼續擔任本集團的核數師。

本公司將於股東週年大會上提呈決議案續聘退任核數師永道會計師事務所為核數師。

董事會代表
主席
黃偉常

香港，1998年8月10日

REPORT OF THE AUDITORS

核數師報告

Coopers
& Lybrand

永道會計師事務所

To the members of
Luk Fook Holdings (International) Limited
(Incorporated in Bermuda with limited liability)

We have audited the accounts set out on pages 42 to 82 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 the Group, consistently applied and adequately disclosed.

致六福集團(國際)有限公司
各股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核刊於第42至82頁按照香港公認會計原則編製的賬目。

董事及核數師各自之責任

貴公司董事須編製真實與公平的賬目。在編製該等賬目時，董事必須貫徹採用合適的會計政策。

我們的責任是根據我們審核工作的結果，對該等賬目作出獨立意見，並向股東報告。

意見的基礎

我們是按照香港會計師公會頒佈的核數準則實行審核工作。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，亦包括評估董事於編製該等賬目時所作的重大估計和判斷、所釐定的會計政策是否適合貴公司及貴集團的具體情況，及有否貫徹運用並足夠披露該等會計政策。

REPORT OF THE AUDITORS

核數師報告

Basis of opinion (Cont'd)

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 the Group at 31 March 1998 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Coopers & Lybrand
Certified Public Accountants

Hong Kong, 10 August 1998

意見的基礎(續)

我們在策劃和進行審核工作時，均以取得一切我們認為必需的資料及解釋為目標，使我們能獲得充份的憑證，就該等賬目是否存有重要錯誤陳述，作合理的確定。在作出意見時，我們亦已衡量該等賬目所載資料在整體上是否足夠。我們相信，我們的審核工作已為下列意見建立合理的基礎。

意見

我們認為，上述的賬目均真實與公平地反映 貴公司及 貴集團於1998年3月31日的財政狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照香港公司條例的披露規定適當編製。

永道會計師事務所
執業會計師

香港，1998年8月10日

CONSOLIDATED PROFIT AND LOSS ACCOUNT

綜合損益賬

YEAR ENDED 31 MARCH 1998

截至1998年3月31日止年度

| | | Note | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|---------------------------------------------|------------|-------|-------------------------|-------------------------|
| | | 附註 | | |
| Turnover | 營業額 | 3 | <u>1,738,242</u> | <u>1,507,382</u> |
| Operating profit before taxation | 除稅前經營溢利 | | | |
| Operating profit excluding exceptional item | 除特殊項目之經營溢利 | 5(a) | 86,713 | 77,367 |
| Exceptional item | 特殊項目 | 5(b) | <u>9,710</u> | — |
| | | | 96,423 | 77,367 |
| Taxation | 稅項 | 6(a) | <u>18,066</u> | <u>14,528</u> |
| Profit after taxation | 除稅後溢利 | | 78,357 | 62,839 |
| Minority interests | 少數股東權益 | | <u>329</u> | <u>521</u> |
| Profit attributable to the members | 股東應佔溢利 | 18 | <u>78,028</u> | <u>62,318</u> |
| Earnings per share | 每股盈利 | | | |
| — Basic | — 基本 | 10(a) | 17.5 cents | 18.2 cents |
| — Fully diluted | — 全面攤薄 | 10(b) | 15.7 cents | N/A |
| — Adjusted | — 經調整 | 10(c) | 15.4 cents | 18.2 cents |
| — Adjusted fully diluted | — 經調整全面攤薄 | 10(d) | 13.9 cents | N/A |

The notes on pages 47 to 82 form an integral part of these accounts.

Auditors' report — pages 40 and 41

第47至82頁之附註乃本賬目之一部份。

核數師報告載於第40及41頁。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

31 MARCH 1998

1998年3月31日

| | | Note | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|------------------------------|-------------|------|-------------------------|-------------------------|
| Employment of capital | 資金運用 | | | |
| Fixed assets | 固定資產 | 11 | 22,709 | 22,440 |
| Current assets | 流動資產 | 13 | 442,624 | 369,998 |
| Deduct: | 減： | | | |
| Current liabilities | 流動負債 | 14 | 106,924 | 170,216 |
| Net current assets | 流動資產淨值 | | 335,700 | 199,782 |
| | | | <u>358,409</u> | <u>222,222</u> |
| Capital employed | 資金用途 | | | |
| Share capital | 股本 | 15 | 45,600 | — |
| Reserves | 儲備 | 18 | 307,900 | 216,431 |
| Total capital and reserves | 股東及儲備總額 | | 353,500 | 216,431 |
| Minority interests | 少數股東權益 | | 3,140 | 1,912 |
| Non-current liabilities | 非流動負債 | 19 | 1,769 | 3,879 |
| | | | <u>358,409</u> | <u>222,222</u> |

Approved by the Board of Directors on 10 August 1998

此等賬目經由董事會於1998年8月10日批准

On behalf of the Board

董事會代表

Wong Wai Sheung

Director

董事

黃偉常

Tse Moon Chuen

Director

董事

謝滿全

The notes on pages 47 to 82 form an integral part of these accounts.

第47至82頁之附註乃本賬目之一部份。

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BALANCE SHEET

資產負債表

31 MARCH 1998

1998年3月31日

| | | Note 附註 | 1998 HK\$'000 千港元 |
|------------------------------|-------------|------------|-------------------------|
| Employment of capital | 資金運用 | | |
| Investments in subsidiaries | 附屬公司權益 | 12 | 378,187 |
| Current assets | 流動資產 | 13 | 43,752 |
| Deduct: | 減： | | |
| Current liabilities | 流動負債 | 14 | 22,917 |
| Net current assets | 流動資產淨額 | | 20,835 |
| | | | <u>399,022</u> |
| Capital employed | 資金用途 | | |
| Share capital | 股本 | 15 | 45,600 |
| Reserves | 儲備 | 18 | 353,422 |
| Total capital and reserves | 股份及儲備總額 | | <u>399,022</u> |

Approved by the Board of Directors on 10 August 1998

此等賬目經由董事會於1998年8月10日批准

On behalf of the Board

董事會代表

Wong Wai Sheung
Director

董事
黃偉常

Tse Moon Chuen
Director

董事
謝滿全

The notes on pages 47 to 82 form an integral part of these accounts.

第47至82頁之附註乃本賬目之一部份。

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CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

YEAR ENDED 31 MARCH 1998

截至1998年3月31日止年度

| | | Note | 1998 | 1997 |
|------------------------------------------------------------------------------|------------------------|------|----------|----------|
| | | 附註 | HKS'000 | HKS'000 |
| | | | 千港元 | 千港元 |
| Net cash inflow/(outflow) from operating activities | 經營業務現金流入／(流出)淨額 | 21 | 21,262 | (8,368) |
| Returns on investments and servicing of finance | 投資回報及融資費用 | | | |
| Interest received | 已收利息 | | 4,422 | 344 |
| Interest on bank and other loans paid | 已付銀行及其他貸款之利息 | | (3,739) | (7,992) |
| Interest element of finance leases paid | 融資租約之利息部份 | | (64) | (50) |
| Dividends paid | 已派股息 | | (33,680) | (41,502) |
| Dividends paid to minority shareholders | 已派少數股東股息 | | (300) | — |
| Net cash outflow from returns on investments and servicing of finance | 投資回報及融資費用流出現金淨額 | | (33,361) | (49,200) |
| Taxation | 稅項 | | | |
| Hong Kong profits tax paid | 已繳香港利得稅 | | (19,467) | (9,142) |
| Investing activities | 投資活動 | | | |
| Purchase of fixed assets | 購置固定資產 | | (9,384) | (10,487) |
| Proceeds from disposal of fixed assets | 出售固定資產所得款項 | | — | 367 |
| Net cash outflow from investing activities | 投資活動流出現金淨額 | | (9,384) | (10,120) |
| Net cash outflow before financing | 融資前現金流出現金淨額 | | (40,950) | (76,830) |

The notes on pages 47 to 82 form an integral part of these accounts.

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第47至82頁之附註乃本賬目之一部份。

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CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

YEAR ENDED 31 MARCH 1998

截至1998年3月31日止年度

| | | Note | 1998 | 1997 |
|------------------------------------------------------------------------|------------------|------|----------------------|----------------------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Financing | 融資 | | | |
| Proceeds from issue of shares | 發行股份所得款項 | | 114,000 | — |
| Proceeds from issue of shares by a subsidiary to minority shareholders | 附屬公司發給少數股東股份所得款項 | | 1,199 | — |
| New issue and listing expenses | 發行新股及上市支出 | | (18,479) | — |
| Interest received on new issue of shares | 新發行股份之利息 | | 9,710 | — |
| Proceeds from issue of shares by subsidiaries prior to reorganisation | 附屬公司於重組前發行股份所得款項 | | — | 52,307 |
| Bank loans raised | 借入銀行貸款 | | 22,250 | 36,230 |
| Repayment of bank loans | 償還銀行貸款 | | (59,494) | (191) |
| Payment of capital element of finance leases | 支付融資租約本金部份 | | (232) | (232) |
| Net cash inflow from financing | 融資流入現金淨額 | 22 | <u>68,954</u> | <u>88,114</u> |
| Increase in cash and cash equivalents | 現金及現金等值增加 | | 28,004 | 11,284 |
| Cash and cash equivalents brought forward | 現金及現金等值承前 | | <u>31,842</u> | <u>20,558</u> |
| Cash and cash equivalents carried forward | 現金及現金等值結轉 | 23 | <u><u>59,846</u></u> | <u><u>31,842</u></u> |

The notes on pages 47 to 82 form an integral part of these accounts.

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第47至82頁之附註乃本賬目之一部份。

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

1. Group reorganisation

The Company was incorporated in Bermuda under the Companies Act 1981 of Bermuda (as amended) as an exempted company on 3 September 1996. The Company remained inactive until 17 April 1997.

Pursuant to a reorganisation scheme intended to rationalise the group structure in preparation for the listing of the Company's shares and warrants on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of the subsidiaries set out on pages 78 to 82 on 17 April 1997. The Company was successfully listed on the Stock Exchange on 6 May 1997.

1. 集團重組

本公司乃於1996年9月3日根據百慕達1981年公司法(經修訂)而於百慕達註冊成立為獲豁免公司。本公司於截至1997年4月17日止期間內並無業務。

依據一項擬整頓集團結構以便本公司股份及認股權證於香港聯合交易所有限公司(「聯交所」)上市之重組計劃,本公司乃於1997年4月17日成為第78至82頁所列附屬公司之控股公司。本公司於1997年5月6日在聯交所成立上市。

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies

The accounts have been prepared in accordance with generally accepted accounting principles in Hong Kong and with accounting standards issued by the Hong Kong Society of Accountants.

(a) Basis of consolidation

(i) The reorganisation scheme referred to in note 1 above has been reflected in the accounts by regarding the Group, which comprises the Company and its subsidiaries, as a continuing entity. Accordingly, the group accounts have been prepared on the basis of merger accounting as if the group structure had been in existence throughout the accounting periods presented. In the opinion of the directors, the group accounts prepared on the above basis present more fairly the results and the state of affairs of the Group as a whole.

(ii) The group accounts comprise the consolidation of the accounts of the Company and all its subsidiaries as at 31 March 1998 and of the results for the year then ended. All significant transactions between and among the Company and its subsidiaries are eliminated on consolidation.

2. 主要會計政策

本賬目乃按香港公認會計原則及香港會計師頒佈之會計準則而編製。

(a) 綜合基準

(i) 上文附註1所述重組計劃已於本集團之賬目內獲得反映，本集團包括本公司及其附屬公司，而本賬目乃將本集團視為作延續實體，故此，集團賬目乃假設集團架構於呈列期間一直存在而以合併會計基準編製。董事會認為，根據上述基準編製之集團賬目更能公平呈列本集團之整體業績及財政狀況。

(ii) 集團賬目包括本公司及其於1998年3月31日之所有附屬公司之綜合賬目以及截至該日止年度之業績，本公司與其附屬公司間之所有重大交易均已於綜合賬目時撇除。

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies (Cont'd)

(a) Basis of consolidation (Cont'd)

- (iii) Subsidiaries are companies in which the Company, directly or indirectly, controls more than half of the voting power or issued share capital or controls the composition of their board of directors.
- (iv) The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective dates of acquisition or up to the effective dates of disposal. The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Company's share of its net assets together with any goodwill or capital reserve which was not previously charged or recognised in the profit and loss account. The Company's interests in subsidiaries are stated at cost less any provision made to the extent that the directors consider significant permanent diminution in value has taken place.
- (v) Minority interests represent the interests of outside members in the operating results and net assets of subsidiaries.

2. 主要會計政策(續)

(a) 綜合基準(續)

- (iii) 附屬公司乃指本公司直接或間接持有其超過半數投票權或已發行股本又或控制其董事會之組成之公司。
- (iv) 本年度內所收購或出售附屬公司之業績分別由其收購生效日期起計或截至其出售生效日期為止計算在綜合損益賬內。出售附屬公司之盈虧乃指出售所得款項及本集團所佔其資產淨值連同之前並無損益賬扣除或計入損益賬之商譽或資本儲備兩者間之差額。本公司附屬公司之權益乃按原值列賬，倘董事認為已出現重大永久減值，則減去永久減值準備。
- (v) 少數股東權益指外界股東所佔附屬公司經營業績及淨資產之權益。

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核數師報告載於第40及41頁

NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies (Cont'd)

(a) Basis of consolidation (Cont'd)

- (vi) 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.

(b) Revenue recognition

- (i) Revenue in respect of goods sold is recognised on the basis of goods sold and delivered and at invoiced value net of sales discounts and returns.
- (ii) Interest income is recognised on a time proportion basis.

(c) Taxation

The charge for taxation is based on the result for the year as adjusted for items which are non-assessable or disallowable. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the accounts. The deferred tax effect of timing differences, computed under the liability method, is recognised in the accounts to the extent it is probable a liability or an asset will crystallise in the foreseeable future.

2. 主要會計政策(續)

(a) 綜合基準(續)

- (vi) 於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。

(b) 收益確認

- (i) 售出貨品之收益在貨品售出及運送予客戶後按發票值減去銷售折扣及退貨而確認。
- (ii) 利息收入按時間比例基準入賬。

(c) 稅項

稅項支出乃根據年內之業績而計算，並經就毋須課稅或不獲寬減之項目作出調整。若干收入及支出項目因在稅務上及賬目上計入不同年度而引致時差，如時差在稅項上之影響有可能在可見將來確定為負債或資產，則在賬目中採用負債法作出準備。

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies (Cont'd)

(d) Fixed assets

(i) Leasehold land and buildings

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

It is the group policy to review regularly the fair value of leasehold land and buildings on an individual basis. If it is considered appropriate, independent professional valuations are obtained. If the fair value is in excess of the carrying amount, the surplus is credited to the revaluation reserve to the extent that it is not covered by deficits arising on prior valuations which have been previously charged to the profit and loss account. If the fair value is less than the carrying amount, the deficit is charged to the profit and loss account to the extent that it is not covered by surpluses arising on prior valuations which have been previously credited to the revaluation reserve.

2. 主要會計政策(續)

(d) 固定資產

(i) 租賃土地及樓宇

租賃土地及樓宇乃按估值(即重估當日之公平價值)減其後累積折舊或攤銷列賬。公平價值乃指某項資產在具備有關認識及自願購買人士按公平原則進行交易中可換取之款額,乃按現行使用基準釐定。

本集團之政策乃定期檢討個別租賃土地及樓宇之公平價值。如屬適當,更會取得獨立專業估值,倘公平價值超出賬面值,而有關盈餘超過之前因以往估值所產生而從損益賬扣除之虧損,則將超出之盈餘記入重估儲備,倘公平價值低於賬面值,而有關虧損又超出之前因以往估值所產生而計入重估儲備之盈餘,則將不足之數從損益賬扣除。

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies (Cont'd)

(d) Fixed assets (Cont'd)

(ii) Amortisation of leasehold land

Amortisation of leasehold land is calculated to write off its valuation over the unexpired period of the lease.

(iii) Depreciation of leasehold buildings

Depreciation of leasehold buildings is calculated to write off their valuation on the straight line basis over the unexpired periods of the leases or their expected useful lives to the Group whichever is shorter.

(iv) Other fixed assets

Other fixed assets are stated at cost less accumulated depreciation. Depreciation of other fixed assets is calculated to write off their cost on the straight line basis over their expected useful lives to the Group. The principal annual rates used for this purpose are:

| | |
|----------------------------------|-------------------------------------------------------------------------------------|
| Leasehold improvements 租賃物業裝修 | 20% or over the unexpired lease period whichever is shorter 20%或按租約尚餘之時間(以較短者為準) |
| Furniture and fixtures 傢具及裝置 | 20% |
| Motor vehicles 汽車 | 20% |
| Plant and machinery 廠房設備及機器 | 20% |

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2. 主要會計政策(續)

(d) 固定資產(續)

(ii) 租賃土地之攤銷

租賃土地之攤銷乃按租約尚餘之時間撇減其估值。

(iii) 租賃樓宇之折舊

租賃樓宇之折舊乃就有關租約尚餘時間或其對本集團之預計使用年期(以較短者為準)撇減其估值。

(iv) 其他固定資產

其他固定資產乃按成本值減去累積折舊列賬。其他固定資產之折舊乃將資產成本按其對本集團之預計使用期限以直線法撇銷。所採用之主要折舊年率如下：

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NOTES TO THE ACCOUNTS

賬目附註

31 MARCH 1998

1998年3月31日

2. Principal accounting policies (Cont'd)

(d) Fixed assets (Cont'd)

(v) Leased assets

Where assets are acquired through finance leases under which substantially all the risks and rewards of ownership, other than legal title, are transferred to the Group, the assets are treated as if they had been purchased. An amount equivalent to the cost is recorded as a fixed asset. The corresponding lease commitments are shown as obligations under finance leases. Payments to the lessor are treated as consisting of capital and interest elements. The interest element is charged to the profit and loss account using actuarial basis. Assets held under finance leases are depreciated over the shorter of their estimated useful lives or lease periods as in (iv) above. All other leases and rental contracts are accounted for as operating leases and the rental payments are charged to the profit and loss account over the life of the lease.

2. 主要會計政策(續)

(d) 固定資產(續)

(v) 租賃資產

凡透過融資租約購入之資產，而其擁有權之絕大部份風險及回報權益(法定所有權除外)撥歸本集團，則該等資產視作已予購入。其相等於購入成本之款額列為固定資產，而相對應之租賃承擔則列為融資租約承擔。對出租人所支付之款項被視作包括資本及利息成份，此等利息乃以精算法在損益賬內扣除。根據融資租約持有之資產按上文(iv)所述以其預計使用年期或尚餘租約期間(以較短者為準)計算折舊。所有其他租約及租賃合約均列為經營租約，租金則按租約年期於損益賬中扣除。

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賬目附註

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2. Principal accounting policies (Cont'd)

(e) 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 the price at which inventories can be sold in the normal course of business after allowing for the costs of realisation.

(f) Translation of foreign currencies

Foreign currency transactions are translated into Hong Kong dollars during the year at the rates of exchange ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are incorporated into the accounts by translating foreign currencies into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising are included in operating results.

2. 主要會計政策(續)

(e) 存貨

存貨按成本值及可變現淨值兩者中之較低者入賬。

成本包括直接材料及直接勞工。一般而言，成本按先入先出法計算入個別產品內。

可變現淨值乃存貨於日常業務情況下之售價扣除變賣費用。

(f) 外幣換算

外幣交易乃於年內按交易日期之匯率換算為港元。以外幣計算之貨幣資產及負債在按結算日之匯率換算為港元。上述換算政策引致之滙兌差額計入經營業績內。

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3. Turnover — Group

Turnover comprises sales at invoiced value to customers outside the Group less sales discounts and returns.

4. Revenue

The amounts of each significant category of revenue recognised during the year are as follows:

3. 營業額—本集團

營業額指售出貨品予本集團以外客戶經扣除銷售折扣及退貨後之發票值。

4. 收益

於年內入賬之各類主要收入款額如下：

| | | Group 本集團 | |
|--------------------------------|---------|--------------|-----------|
| | | 1998 | 1997 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Revenue from the sale of goods | 出售貨品之收益 | 1,738,242 | 1,507,382 |
| Interest income | 利息收入 | 14,132 | 344 |

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5. Operating profit before taxation

5. 除稅前經營溢利

| | | Group 本集團 | |
|------------------------------------------------------------------------|---------------------|--------------|----------|
| | | 1998 | 1997 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| (a) The operating profit before taxation is stated after charging: | (a) 除稅前經營溢利已扣除下列各項： | | |
| Auditors' remuneration | 核數師酬金 | 1,085 | 786 |
| Depreciation of owned fixed assets | 自置固定資產折舊 | 8,760 | 5,919 |
| Depreciation of fixed assets held under finance leases | 根據融資租約所持有之固定資產折舊 | 232 | 231 |
| Interest on bank loans and overdrafts | 銀行貸款及透支利息 | | |
| — wholly repayable within five years | — 須於五年內全數償還 | 3,739 | 2,136 |
| — not wholly repayable within five years | — 非於五年內全數償還 | — | 206 |
| Interest on loans from | 欠下列人士／公司款項之利息 | | |
| — Directors | — 董事 | — | 1,151 |
| — Shareholders | — 股東 | — | 2,292 |
| — Related company | — 有關連公司 | — | 143 |
| — Others | — 其他 | — | 2,064 |
| Interest element of finance leases | 融資租約之利息部份 | 64 | 50 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇經營租約租金 | 47,218 | 38,645 |
| Loss on disposal of fixed assets | 出售固定資產之虧損 | 123 | — |
| and after crediting: | 已計入下列各項： | | |
| Bank interest income excluding exceptional item as stated in note 5(b) | 於附註5(b)除特殊項目之銀行利息收入 | 4,422 | 344 |
| Net exchange gain | 匯兌收益淨額 | 576 | 415 |

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5. Operating profit before taxation (Cont'd)

(b) Exceptional item

The exceptional item of HK\$9,710,000 (1997: Nil) represents interest income earned from funds received from application for new shares of the Company in May 1997.

6. Taxation

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

5. 除稅前經營溢利(續)

(b) 特殊項目

特殊項目之9,710,000港元(1997年:無)指本公司於1997年5月從認購新股所得資金的利息收入。

6. 稅項

- (a) 綜合損益賬內之稅項指:

| | | Group 本集團 | |
|-----------------------|-------|-------------------------|-------------------------|
| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
| Hong Kong profits tax | 香港利得稅 | | |
| — current year | — 本年度 | 17,875 | 16,001 |
| — previous years | — 上年度 | (187) | (1,951) |
| — deferred | — 遞延 | 378 | 478 |
| | | 18,066 | 14,528 |

Hong Kong profits tax represents the amount provided at the rate of 16.5% (1997: 16.5%) on the estimated assessable profit for the year.

香港利得稅乃以本年度之估計應課稅溢利按稅率16.5%(1997年:16.5%)計算。

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6. Taxation (Cont'd)

- (b) Tax recoverable in the Company's balance sheet represents the amount of provisional tax paid less the amount of profits tax provided for the year.
- (c) Taxation in the consolidated balance sheet represents provision for Hong Kong profits tax for the current and previous years less the amount of provisional tax paid.
- (d) Deferred taxation represents full provision of the tax effect of timing differences arising from accelerated depreciation allowances of fixed assets.

7. Profit attributable to the members

Included in the profit attributable to the members of the Group of HK\$78,028,000 (1997: HK\$62,318,000) is HK\$41,094,000 (1997: Nil), including dividends from a subsidiary of HK\$32,500,000 (1997: Nil), which is dealt with in the Company's own accounts.

6. 稅項(續)

- (b) 本公司資產負債表內之可收回稅項指所需繳付之暫繳稅除去本年度利得稅之總額。
- (c) 綜合資產負債表內之稅項指本年度及以往之香港利得稅估計應課稅減已繳暫繳稅。
- (d) 遞延稅項指就固定資產之加速折舊免稅額而產生之時差稅務影響悉數作出之準備。

7. 股東應佔溢利

本集團股東應佔溢利78,028,000港元(1997年: 62,318,000港元)中, 溢利41,094,000港元(1997年: 無)當中包括來自附屬公司32,500,000港元(1997年: 無)之股息已於本公司賬目內處理。

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8. Directors' and senior management's emoluments

(a) The aggregate amounts of the directors' emoluments, disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance, are as follows:

| | |
|-------------------------------------------------------|----------------|
| Directors' fees | 董事袍金 |
| Basic salaries, allowances and other benefits in kind | 基本薪酬、津貼及其他實物福利 |
| Bonus | 花紅 |
| Directors' pensions | 董事退休金 |

Directors' fees include HK\$200,000 (1997: HK\$17,000) payable to independent non-executive directors.

The number of directors whose emoluments fell within the following bands are as follows:

| |
|-----------------------|
| HK\$ 港元 |
| 0 - 1,000,000 |
| 1,000,001 - 1,500,000 |
| 1,500,001 - 2,000,000 |

8. 董事及高層管理人員之酬金

(a) 根據香港公司條例第161條而披露之董事酬金總額如下：

| Group 本集團 | |
|-------------------------|-------------------------|
| 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
| 700 | 58 |
| 4,798 | 1,413 |
| 2,572 | 391 |
| 153 | 39 |
| <u>8,223</u> | <u>1,901</u> |

董事袍金包括支付予獨立非執行董事之200,000港元(1997年：17,000港元)。

酬金屬下列各組別之董事人數如下：

| Number of directors 董事人數 | |
|-----------------------------|-----------|
| 1998 | 1997 |
| 8 | 12 |
| 2 | — |
| 2 | — |
| <u>12</u> | <u>12</u> |

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8. Directors' and senior management's emoluments (Cont'd)

No directors waived their emoluments in respect of the years ended 31 March 1997 and 1998.

- (b) Among the five highest paid individuals, four (1997: two) of them are directors of the Company and the details of their remuneration have been disclosed in the preceding paragraph. The aggregate amounts of the remaining one (1997: three) highest paid individual whose emoluments have not been disclosed in directors' emoluments note above are as follows:

| | |
|-------------------------------------------------------|----------------|
| Basic salaries, allowances and other benefits in kind | 基本薪酬、津貼及其他實物福利 |
| Bonus | 花紅 |
| Pension contributions | 退休金供款 |

The emoluments of the remaining one (1997: three) highest paid individual fell within the emolument band of HK\$1,500,001 to HK\$2,000,000 (1997: Nil to HK\$1,000,000).

8. 董事及高層管理人員之酬金 (續)

截至1997年及1998年3月31日止之年度內，並無董事放棄其酬金。

- (b) 5位最高薪職員之中，4位(1997年：2位)乃本公司董事，彼等之酬金詳情已於前段披露，其餘1名(1997年：3位)最高薪職員之酬金，並未於上文董事酬金附註中披露，詳情如下：

| Group 本集團 | |
|-------------------------|-------------------------|
| 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
| 950 | 1,707 |
| 700 | 213 |
| 29 | 51 |
| <u>1,679</u> | <u>1,971</u> |

其餘1名(1997年：3名)最高薪職員之酬金介乎1,500,001港元至2,000,000港元之間(1997年：0至1,000,000港元)。

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9. Dividends

9. 股息

| | | Group | | Company |
|----------------------------------|---------------|---------------|---------------|---------------|
| | | 本集團 | | 本公司 |
| | | 1998 | 1997 | 1998 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Ordinary | 普通 | | | |
| Interim — HK\$0.03 | 中期股息 | | | |
| (1997: Nil) per share | — 於1998年1月15日 | | | |
| paid on 15 January 1998 | 派發之每股3港仙 | | | |
| | (1997年: 無) | 13,680 | — | 13,680 |
| Proposed final — HK\$0.05 | 建議末期股息 | | | |
| (1997: Nil) per share | — 每股5港仙 | | | |
| | (1997年: 無) | 22,800 | — | 22,800 |
| Dividends paid by subsidiaries | 本公司之附屬公司 | | | |
| to their then shareholders prior | 於附註1所述 | | | |
| to the reorganisation referred | 重組前向其當時 | | | |
| to in note 1 | 之股東派發之股息 | | | |
| — Interim | — 中期 | — | 24,139 | — |
| — Special | — 特別 | — | 37,363 | — |
| | | <u>36,480</u> | <u>61,502</u> | <u>36,480</u> |

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10. Earnings per share — Group

- (a) The calculation of basic earnings per share is based on the consolidated profit attributable to the members of HK\$78,028,000 (1997: HK\$62,318,000) and on the weighted average number of 445,068,827 (1997: 342,000,000) shares in issue during the year. In determining the weighted average number of shares in issue, the 2,000,000 shares issued before the capitalisation issue and the capitalisation issue of 340,000,000 shares as referred to in note 15(b)(ii), (iv) and (vi) were deemed to have been in issue on 1 April 1996.
- (b) Immediately following the new issue of shares for public offer, the Company issued warrants conferring rights to subscribe for shares in the Company between 6 May 1997 and 31 May 1999 on the basis of one warrant for every five shares in the Company then held. Each of the warrants entitles the registered holders to subscribe for new shares of HK\$0.1 each in the Company at an initial subscription price of HK\$1.2 each, subject to adjustment. As at 31 March 1998, 400 warrants were exercised and 91,199,600 warrants remained outstanding. The fully diluted earnings per share is calculated based on the consolidated adjusted profit attributable to the members of HK\$82,820,000 on the assumption that all outstanding warrants as at 31 March 1998 had been exercised on the date of issue and that the proceeds of subscription had been placed on Hong Kong dollar fixed deposit with a leading bank earning interest (net of tax) of 4.8% per annum and on 527,523,288 weighted average ordinary shares issued and issuable.

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10. 每股盈利 — 本集團

- (a) 每股基本盈利乃根據綜合股東應佔溢利78,028,000港元(1997年: 62,318,000港元)及期內已發行股份之加權平均數445,068,827股(1997年: 342,000,000股)計算。於釐定已發行股份之加權平均數時, 資本化前發行的2,000,000股及資本化股票發行的340,000,000股已假設自1996年4月1日起已發行, 詳情已列載於附註15(b)(ii), (iv)及(vi)。
- (b) 緊隨公開招售新股後, 本公司隨即發行認股權證, 基準為當時每持有本公司股份5股可獲發認股權證一份; 該等認股權證附有權利, 可於1997年5月6日至1999年5月31日期間認購本公司股份。每份認股權證之登記持有人有權按每股1.2港元之初步認購價(可予調整)認購本公司每股面值0.1港元之新股份。截至1998年3月31日止, 400份認股權證已被行使, 91,199,600份認股權證則已發行而並未被行使。全面攤薄後之每股盈利乃根據經過調整之綜合股東應佔溢利82,820,000港元(乃假設所有認股權證於發出日已即時行使及將所得之認購股份資金以除稅後之年息4.8%存於主要銀行作港元定期存款以收取利息), 以及按加權平均法計算已發行及將予發行股份為527,523,288股計算。

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10. Earnings per share — Group (Cont'd)

(c) The directors consider that the additional disclosure of adjusted earnings per share excluding exceptional item provides further meaningful information. The consolidated profit excluding exceptional item is calculated by subtracting the exceptional profit of approximately HK\$9,710,000 (1997: Nil) from the consolidated profit attributable to the members of HK\$78,028,000 (1997: HK\$62,318,000). Adjusted earnings per share is based on the consolidated adjusted profit of HK\$68,318,000 (1997: HK\$62,318,000) and on the weighted average number of 445,068,827 (1997: 342,000,000) shares in issue during the year.

(d) The adjusted fully diluted earnings per share is calculated based on the consolidated adjusted profit of HK\$73,110,000 on the assumption that all outstanding warrants as at 31 March 1998 had been exercised on the date of issue and that the proceeds of subscription had been placed on Hong Kong dollar fixed deposit with a leading bank earning interest (net of tax) of 4.8% per annum and on 527,523,288 weighted average ordinary shares issued and issuable.

10. 每股盈利 — 本集團(續)

(c) 董事會認為額外披露經調整之每股盈利可提供更多有意義的資料，本集團之除特殊項目溢利乃由綜合股東應佔溢利78,028,000港元(1997年：62,318,000港元)減去特殊項目溢利9,710,000港元(1997年：無)。經調整之每股盈利乃根據經過調整之溢利68,318,000港元(1997年：62,318,000港元)及期內已發行股份之加權平均數445,068,827股(1997年：342,000,000股)計算。

(d) 經調整全面攤薄之每股盈利乃根據經過調整之綜合股東應佔溢利73,110,000港元(乃假設所有認股權證於發出日已獲即時行使及將所得之認購股份資金以除稅後之年息4.8%存於主要銀行作港元定期存款以收取利息)，以及按加權平均法計算已發行及將予發行股份為527,523,288股計算。

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11. Fixed assets 固定資產

| | | Group 本集團 | | | | | |
|-------------------------------------------|-----------------------------------|-----------------------|--------------------------------|------------------------------|-------------------|------------------------|---------------|
| | | Land and buildings | Leasehold improve- ments | Furniture and fixtures | Motor vehicles | Plant and machinery | Total |
| | | 土地及樓宇 | 租賃 物業裝修 | 傢具及 裝置 | 汽車 | 廠房設備 及機器 | 總額 |
| | | 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 |
| Cost or valuation | 成本或估值 | | | | | | |
| Brought forward | 承前 | 3,950 | 22,109 | 12,781 | 1,158 | 1,705 | 41,703 |
| Additions | 增添 | — | 4,955 | 3,016 | — | 1,413 | 9,384 |
| Disposals | 出售 | — | — | (156) | — | — | (156) |
| | | <u>3,950</u> | <u>27,064</u> | <u>15,641</u> | <u>1,158</u> | <u>3,118</u> | <u>50,931</u> |
| Carried forward as follows: | 結轉 如下: | | | | | | |
| At cost | 按成本值 | — | 27,064 | 15,641 | 1,158 | 3,118 | 46,981 |
| At professional valuation | 按專業 估值 | 3,950 | — | — | — | — | 3,950 |
| | | <u>3,950</u> | <u>27,064</u> | <u>15,641</u> | <u>1,158</u> | <u>3,118</u> | <u>50,931</u> |
| Aggregate depreciation | 累積折舊 | | | | | | |
| Brought forward | 承前 | 19 | 12,736 | 5,129 | 463 | 916 | 19,263 |
| Charge for the year | 本年度折舊 | 79 | 5,012 | 3,127 | 232 | 542 | 8,992 |
| Disposals | 出售 | — | — | (33) | — | — | (33) |
| | | <u>98</u> | <u>17,748</u> | <u>8,223</u> | <u>695</u> | <u>1,458</u> | <u>28,222</u> |
| Net book value as at 31 March 1998 | 於1998年 3月31日 之賬面淨值 | <u>3,852</u> | <u>9,316</u> | <u>7,418</u> | <u>463</u> | <u>1,660</u> | <u>22,709</u> |
| Net book value as at 31 March 1997 | 於1997年 3月31日 之賬面淨值 | <u>3,931</u> | <u>9,373</u> | <u>7,652</u> | <u>695</u> | <u>789</u> | <u>22,440</u> |

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11. Fixed assets (Cont'd)

- (a) Land and buildings are situated in Hong Kong and held under long leases except for a property with carrying value of HK\$2,156,000 which is held under medium term lease. These land and buildings were revalued by C.Y. Leung & Company Limited, independent professional valuers, on the open market value basis on 31 January 1997. The carrying amount of these land and buildings that would be included in the accounts if these land and buildings were carried at cost less depreciation is HK\$3,562,000 (1997: HK\$3,635,000) for the Group.
- (b) The aggregate net book values of fixed assets held under finance leases as at 31 March 1998 are HK\$463,000 (1997: HK\$695,000).

12. Investments in subsidiaries

Unlisted shares, at cost
Loans to subsidiaries

非上市股份，按成本計算
應收附屬公司之貸款

11. 固定資產(續)

- (a) 土地及樓宇均位於香港並按長期租約形式持有。當中，只有一賬面市值2,156,000港元之物業是按中期租約形式持有。此等土地及樓宇已於1997年1月31日由獨立專業估值師梁振英測量師行按公開市值重估。倘此等土地及樓宇乃按原值減折舊列入本集團之賬目，則其列入賬目之賬面值為3,562,000港元(1997年：3,635,000港元)。
- (b) 於1998年3月31日按融資租約持有之固定資產之賬面淨值總額為463,000港元(1997年：695,000港元)。

12. 附屬公司權益

Company
本公司
1998
HK\$'000
千港元

298,887

79,300

378,187

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12. Investments in subsidiaries (Cont'd)

Details of subsidiaries are set out on pages 78 to 82.

Loans to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

13. Current assets

| | |
|---------------------------------------------|----------------|
| Inventories | 存貨 |
| Due from a subsidiary | 附屬公司之欠款 |
| Accounts receivable | 應收賬款 |
| Deposits, prepayments and other receivables | 按金、預付款項及其他應收賬款 |
| Tax recoverable (note 6(b)) | 可收回稅項(附註6(b)) |
| Cash and bank balances | 現金及銀行結存 |

12. 附屬公司權益(續)

附屬公司之詳情載於78至82頁內。

附屬公司的貸款並無抵押，免息及無固定還款期。

13. 流動資產

| | Group 本集團 | | Company 本公司 |
|--|-------------------------|-------------------------|-------------------------|
| | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 | 1998 HK\$'000 千港元 |
| | 349,776 | 310,258 | — |
| | — | — | 32,500 |
| | 1,242 | 3,283 | — |
| | 31,021 | 18,218 | 1 |
| | — | — | 93 |
| | 60,585 | 38,239 | 11,158 |
| | <u>442,624</u> | <u>369,998</u> | <u>43,752</u> |

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14. Current liabilities

14. 流動負債

| | | Group | | Company |
|--------------------------------------------|--------------|----------------|----------------|---------------|
| | | 1998 | 1997 | 1998 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Due to ultimate holding company | 欠最終控股公司款項 | — | 12,250 | — |
| Accounts payable and accrued charges | 應付賬款及應計費用 | 75,501 | 86,918 | 117 |
| Obligations under finance leases (note 20) | 融資租約承擔(附註20) | 482 | 231 | — |
| Taxation (note 6(c)) | 稅項(附註6(c)) | 7,402 | 9,181 | — |
| Dividend payable | 應派股息 | 22,800 | 20,000 | 22,800 |
| Secured bank loans | 有抵押銀行貸款 | — | 35,239 | — |
| Bank overdrafts — unsecured | 銀行透支 — 無抵押 | 739 | 6,397 | — |
| | | <u>106,924</u> | <u>170,216</u> | <u>22,917</u> |

15. Share capital

15. 股本

| | | Company |
|---------------------------------------------|------------------------------|---------------|
| | | 1998 |
| | | HK\$'000 |
| | | 千港元 |
| Authorised | 法定股本： | |
| 800,000,000 ordinary shares of HK\$0.1 each | 每股面值0.1港元之 800,000,000普通股 | <u>80,000</u> |
| Issued and fully paid | 已發行及繳足： | |
| 456,000,400 ordinary shares of HK\$0.1 each | 每股面值0.1港元之 456,000,400普通股 | <u>45,600</u> |

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15. Share capital (Cont'd)

- (a) The Company was incorporated in Bermuda on 3 September 1996 with an authorised share capital of HK\$100,000 divided into 1,000,000 shares of HK\$0.1 each, all of which were allotted and issued nil paid on 4 September 1996.
- (b) In preparation for a listing of the Company's shares and warrants on the Stock Exchange, the following changes in authorised and issued share capital took place:
- (i) on 17 April 1997, the authorised share capital of the Company was increased from HK\$100,000 to HK\$80,000,000 by the creation of an additional 799,000,000 shares;
- (ii) on 17 April 1997, an aggregate of 1,000,000 shares were issued, credited as fully paid, as consideration for the acquisition by the Company of the entire issued share capital of Luk Fook Investment (B.V.I.) Limited, the intermediate holding company of the Group;
- (iii) on 17 April 1997, the excess value of shares in Luk Fook Investment (B.V.I.) Limited acquired by the Company over the nominal value of the shares issued by the Company were credited to the contributed surplus account;

15. 股本(續)

- (a) 本公司乃於1996年9月3日在百慕達註冊成立，法定股本為100,000港元，分為每股面值0.1港元之股份1,000,000股，全部均於1996年9月4日以未繳股款方式配發及發行。
- (b) 為籌備本公司股份及認股權證在聯交所上市，法定股本及已發行股本曾出現下列變動：
- (i) 1997年4月17日，本公司藉增設799,000,000股股份，將其法定股本由100,000港元增至80,000,000港元；
- (ii) 1997年4月17日，本公司以入賬列為繳足方式發行合共1,000,000股股份，作為本公司收購本集團之居間控股公司六福投資(B.V.I.)有限公司全部已發行股本之代價；
- (iii) 1997年4月17日，本公司所收購六福投資(B.V.I.)有限公司股份之價值超出本公司所發行股份面值之數額撥入實繳盈餘賬；

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15. Share capital (Cont'd)

- (b) (iv) on 17 April 1997, the 1,000,000 shares of HK\$0.1 each issued nil paid on 4 September 1996 was credited as fully paid against the contributed surplus account of the Company;
- (v) 114,000,000 shares of HK\$0.1 each were issued to the public at HK\$1 per share (the "New Issue") for cash amounting to HK\$114 million; and
- (vi) immediately following the New Issue, HK\$34,000,000 of the share premium account was capitalised (the "capitalisation issue") and applied in paying up in full at par 340,000,000 shares for allotment and issue to shareholders on the register of members of the Company at the close of business on 17 April 1997 in proportion to their respective shareholdings.
- (c) 400 warrants were exercised during the year resulted in issue of 400 shares of HK\$0.1 each at HK\$1.2 per share.
- (d) All shares issued by the Company during the period rank pari passu with other shares in all aspects.

15. 股本(續)

- (b) (iv) 1997年4月17日，未繳股款方式發行之1,000,000股每股面值0.1港元股份乃列作由本公司之實繳盈餘賬撥款繳足；
- (v) 本公司按每股1港元之價格向公眾人士發行114,000,000股每股面值0.1港元股份(「發售新股」)，收取現金114,000,000港元；及
- (vi) 緊隨發售新股後，34,000,000港元之股份溢價賬乃撥作資本(「資本化股票發行」)及用作按面值繳足340,000,000股股份，以按於1997年4月17日辦公時間結束時名列本公司股東名冊之股東各自所持股權之比例配發及發行予該等股東。
- (c) 400份認股權證在本年內已獲行使，共發行每股1.2港元的400股每股面值0.1港元之股份。
- (d) 所有在此期間由本公司發行的股份在各方面均與其他股份享有同等權益。

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16. Share options

During the year, under the terms of the Company's share option scheme approved by the shareholders, the directors may, at their discretion, invite employees, including any executive directors, of the Company and/or any of its subsidiaries, to take up options to subscribe for shares of the Company. The maximum number of shares in respect of which options may be granted under the share option scheme may not exceed in nominal amount 10% of the issued share capital of the Company in issue from time to time, excluding for this purpose shares issued upon the exercise of any options granted under the share option scheme. As at 31 March 1998, no share options have been granted.

17. Warrants

Details of the warrants issued during the year are set out in note 10(b) to the accounts.

As at 31 March 1998, 400 warrants were exercised and 91,199,600 warrants remained outstanding. Exercise in full of such outstanding warrants would result in the issue of shares with an aggregate value of HK\$109,439,520.

16. 購股權

在本年內本公司之購股權計劃獲股東批准。根據該計劃之條款，董事可酌情邀請本公司及／或其任何附屬公司之僱員（包括所有執行董事）接納可認購本公司股份之購股權。根據購股權計劃可授出購股權所涉及股份之最高數目不得超過本公司不時已發行股本面值之10%（就此不包括因任何根據購股權計劃所授出購股權獲行使而發行之股份）。於1998年3月31日，本公司概無授出任何購股權。

17. 認股權證

本年度所發行之認股權證的詳情列載於本賬目附註10(b)。

於1998年3月31日，400份認股權證已獲行使，尚餘91,199,600份認股權證未獲行使。倘該等未獲行使之認股權證獲悉數行使，本公司即須發行共值109,439,520港元之股份。

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18. Reserves

18. 儲備

| | | Group 本集團 HK\$'000 千港元 | Company 本公司 HK\$'000 千港元 |
|-----------------------------------------------------------------------------|-----------------------|---------------------------------|-----------------------------------|
| Share premium account | 股份溢價 | | |
| New issue of shares (note 15(v)) | 新股發行 (附註15(v)) | 102,600 | 102,600 |
| Capitalisation issue (note 15(vi)) | 資本化股票發行 (附註15(vi)) | (34,000) | (34,000) |
| New issue and listing expenses | 新股發行及上市開支 | (18,479) | (18,479) |
| | | 50,121 | 50,121 |
| Capital reserve | 資本儲備 | | |
| Balance brought forward | 承前結餘 | 135,913 | — |
| Difference on shares exchanged between the company and its subsidiary | 本公司及其附屬公司 間之股份交換 | (200) | — |
| Balance carried forward | 結轉結餘 | 135,713 | — |
| Revaluation reserve | 重估儲備 | | |
| Balance brought forward and carried forward | 承前及結轉 結餘 | 296 | — |
| Contributed surplus account | 實繳盈餘帳戶 | | |
| Shares issued for the acquisition of subsidiaries | 收購附屬公司而 發行之股份 | — | 298,687 |
| Retained profits | 保留溢利 | | |
| Balance brought forward | 承前結餘 | 80,222 | — |
| Profit for the year/period | 本年度/期間溢利 | 78,028 | 41,094 |
| Dividends (note 9) | 股息 (附註9) | (36,480) | (36,480) |
| Balance carried forward | 結轉結餘 | 121,770 | 4,614 |
| | | <u>307,900</u> | <u>353,422</u> |

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18. Reserves (Cont'd)

- (a) 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.
- (b) 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 17 April 1997. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders. At group level, the contributed surplus is reclassified into its component of reserves of the underlying subsidiaries.
- (c) As at 31 March 1998, the reserves of the Company available for distribution amounted to approximately HK\$303,301,000 (1997: Nil).

18. 儲備(續)

- (a) 按合併會計法計算所產生之資本儲備乃指本公司所收購附屬公司股份面值與該公司所發行作為代價之股份面值兩者間之差額。
- (b) 本公司之實繳盈餘指本公司為交換六福投資(B.V.I.)有限公司已發行的普通股而已發行股份面值與截至1997年4月17日本公司所收購之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。於集團賬下，此實繳盈餘經重新分類於各有關附屬公司之各項儲備中。
- (c) 截至1998年3月31日，本公司可供分配的儲備合共約303,301,000港元(1997年：無)。

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19. Non-current liabilities

19. 非流動負債

| | | Group 本集團 | |
|-----------------------------------------------|------------------|--------------|--------------|
| | | 1998 | 1997 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Secured bank loans | 有抵押銀行貸款 | — | 2,005 |
| Obligations under finance leases (note 20) | 融資租約承擔 (附註20) | — | 483 |
| Deferred taxation (note 6(d)) | 遞延稅項(附註6(d)) | 1,769 | 1,391 |
| | | <u>1,769</u> | <u>3,879</u> |

20. Obligations under finance leases

20. 融資租約承擔

Obligations under finance leases are payable in the following periods:

融資租約承擔還款期如下：

| | | Group 本集團 | |
|---------------------------|-------|--------------|------------|
| | | 1998 | 1997 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Within one year | 一年內 | 482 | 231 |
| Between one to two years | 一至兩年內 | — | 246 |
| Between two to five years | 兩至五年內 | — | 237 |
| | | <u>482</u> | <u>714</u> |

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21. Reconciliation of operating profit before taxation to net cash inflow/(outflow) from operating activities

21. 除稅前經營溢利與經營業務現金流入／(流出)淨額之對賬

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|-----------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------|-------------------------|
| Operating profit before taxation | 除稅前之經營溢利 | 96,423 | 77,367 |
| Depreciation of owned fixed assets | 自置固定資產折舊 | 8,760 | 5,919 |
| Depreciation of fixed assets held under finance leases | 根據融資租約持有之固定資產折舊 | 232 | 231 |
| Loss on disposal of fixed assets | 出售固定資產之虧損 | 123 | 15 |
| Interest income | 利息收入 | (14,132) | (344) |
| Interest on bank and other loans | 銀行及其他貸款之利息支出 | 3,739 | 7,992 |
| Interest element of finance leases | 融資租約之利息部份 | 64 | 50 |
| Increase in inventories | 存貨之增加 | (39,518) | (27,784) |
| (Increase)/decrease in accounts receivable, deposits, prepayments and other receivables | 應收賬款、按金、預付款項及其他款項之(增加)／減少 | (10,762) | 11,947 |
| Decrease in accounts payable and accrued charges, including amounts due to ultimate holding company | 應付賬款及應計費用(包括欠最終控股公司、有關連公司、一名股東及若干董事之貸款及其他貸款)之減少 | (23,667) | (83,761) |
| Net cash inflow/(outflow) from operating activities | 經營業務現金流入／(流出)淨額 | <u>21,262</u> | <u>(8,368)</u> |

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22. Analysis of changes in financing during the year

22. 年內融資變動分析

| | | Share capital | Share premium | Obligations under finance lease 融資租約承擔 | Bank loans 銀行貸款 | Minority interests 少數股東權益 |
|------------------------------------------------------------------------|---------------------|----------------|----------------|-------------------------------------------|--------------------|------------------------------|
| | | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 | HKS'000 千港元 |
| Balance brought forward | 承前結餘 | — | — | 714 | 37,244 | 1,912 |
| Proceeds from issue of shares | 發行股份收入 | 11,400 | 102,600 | — | — | — |
| Proceeds from issue of shares by a subsidiary to minority shareholders | 由附屬公司向少數股權股東發行股份之收入 | — | — | — | — | 1,199 |
| Capitalisation issue | 資本化股票發行 | 34,000 | (34,000) | — | — | — |
| Share exchange with a subsidiary | 與附屬公司交換股份 | 200 | — | — | — | — |
| New issue and listing expenses | 新股發行及上市支出 | — | (18,479) | — | — | — |
| New loans raised | 新借入貸款 | — | — | — | 22,250 | — |
| Repayment of loans | 償還貸款 | — | — | — | (59,494) | — |
| Interest of minority shareholders | 少數股東權益 | — | — | — | — | 29 |
| Payment of capital element of finance leases | 支付財務租約的資本部份 | — | — | (232) | — | — |
| Balance carried forward | 結轉結餘 | 45,600 | 50,121 | 482 | — | 3,140 |

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23. Analysis of the balances of cash and cash equivalents

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|-----------------------------|------------|-------------------------|-------------------------|
| Cash and bank balances | 現金及銀行結餘 | 60,585 | 38,239 |
| Bank overdrafts — unsecured | 銀行透支 — 無抵押 | (739) | (6,397) |
| | | <u>59,846</u> | <u>31,842</u> |

24. Operating lease commitments

As at 31 March 1998, the Group had commitments under operating leases in respect of land and buildings to make payments in the next year as follows:

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|------------------------------------------|-------------|-------------------------|-------------------------|
| Operating leases which expire: | 於下列年期屆滿之租約： | | |
| — within one year | — 一年內 | 11,362 | 1,253 |
| — in the second to fifth years inclusive | — 兩至五年內 | 43,705 | 38,736 |
| | | <u>55,067</u> | <u>39,989</u> |

25. Contingent liabilities — Company

The Company has executed guarantees totalling HK\$20,000,000 with respect to other loans made available to its subsidiaries. None of these were utilised as at 31 March 1998.

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23. 現金及現金等值結餘之分析

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|-----------------------------|------------|-------------------------|-------------------------|
| Cash and bank balances | 現金及銀行結餘 | 60,585 | 38,239 |
| Bank overdrafts — unsecured | 銀行透支 — 無抵押 | (739) | (6,397) |
| | | <u>59,846</u> | <u>31,842</u> |

24. 經營租約承擔

於1998年3月31日，本集團根據土地及樓宇經營租約須於下年度繳付之承擔如下：

| | | 1998 HK\$'000 千港元 | 1997 HK\$'000 千港元 |
|------------------------------------------|-------------|-------------------------|-------------------------|
| Operating leases which expire: | 於下列年期屆滿之租約： | | |
| — within one year | — 一年內 | 11,362 | 1,253 |
| — in the second to fifth years inclusive | — 兩至五年內 | 43,705 | 38,736 |
| | | <u>55,067</u> | <u>39,989</u> |

25. 或然負債 — 本公司

本公司已為其附屬公司作貸款總數20,000,000港元作出擔保，於1998年3月31日該等貸款並未動用。

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26. Connected transactions

A subsidiary of the Company entered into a tenancy agreement with Mr WONG Kwai Sang, Mr WONG Wai Sheung's father, on 3 June 1996 for the lease of the Group's retail shop for a period of 4 years and 6 months at a rent of HK\$220,000 per month for the period from 1 July 1996 to 31 December 1997 and at a monthly rental of HK\$275,000 (representing an increase of 25% of the existing rental) for the period from 1 January 1998 to 31 December 2000. The monthly rent has been subsequently reduced by HK\$10,000 to HK\$265,000 for the year ending 31 March 1999 in view of the prevailing market condition. During the year, rental payable to Mr WONG Kwai Sang amounted to HK\$2,805,000 (1997: HK\$2,640,000).

In addition, a subsidiary of the Company entered into a service contract ("Service Contract") with Ms YEUNG Po Ling, Pauline and Topone Investments Limited ("Topone") for a period of 3 years expiring on 31 March 1998. Pursuant to the Service Contract, Topone has agreed to make available Ms Yeung's exclusive services for the promotion of the products and services of the Group in consideration of an annual fee of HK\$390,000.

The directors are of the opinion that the above transactions were entered into in the normal course of business on normal commercial terms.

27. Ultimate holding company

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

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26. 關連交易

本公司之一間附屬公司於1996年6月3日與黃桂生先生訂立租賃協議，將物業租予本集團作零售用途，租期為四年半，由1996年7月1日至1997年12月31日期間月租為220,000港元，而1998年1月1日至2000年12月31日期間之月租則為275,000港元（即較現時月租增加25%）。鑑於現行市場情況，截至1999年3月31日止年度之每月租金已減少10,000港元至265,000港元。在本年內，應向黃桂生先生繳交的租金總數為2,805,000港元（1997年：2,640,000港元）。

此外，本公司之一間附屬公司已與楊寶玲女士及泰一投資有限公司（「泰一」）訂立服務協議（「服務協議」），該協議為期3年，將於1998年3月31日屆滿。根據該服務協議，泰一已同意以楊小姐提供之獨家服務作為推廣本集團產品及服務，代價為每年390,000港元。

董事會認為，上述交易乃於日常業務過程中按一般商業條款進行。

27. 最終控股公司

董事會乃以在英屬處女群島註冊成立之公司六福（控股）有限公司為本公司之最終控股公司。

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For the purpose of these accounts, the Group comprises the following subsidiaries:

就編列本賬目而言，本集團之附屬公司如下：

| | Place/ country of incorporation/ establishment 註冊成立/ 成立地點/國家 | Issued and fully paid up share capital/ registered capital 已發行及 繳足股本/ 註冊資本 | Percentage of attributable interest held by the company 本公司所持應佔 權益百分比 | | Principal activities 主要業務 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------------|-------------------------------------------------------------|
| | | | 1998 | 1997 | |
| Shares held directly: — 直接持有股權 | | | | | |
| Luk Fook Investment (B.V.I.) Limited 六福投資(B.V.I.) 有限公司 | British Virgin Islands 英屬處女羣島 | HK\$2 2港元 | 100 100 | — — | Investment holding 投資控股 |
| Shares held indirectly: — 間接持有股權 | | | | | |
| 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 | 100 100 | Authentication of gemstones 寶石鑑證 |
| Luk Fook Bullions Dealers Limited (formerly known as Luk Fook Jewellery & Goldsmith (VA) Company Limited) 六福金號有限公司 (前為六福珠寶金行 (VA)有限公司) | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | 100 100 | 100 100 | Dormant 暫無營業 |
| Luk Fook Holdings Company Limited 六福集團有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 100 | 100 100 | Wholesale distribution of gold and jewellery 批發分銷珠寶金飾 |

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GROUP STRUCTURE

集團架構

YEAR ENDED 31 MARCH 1998

截至1998年3月31日止年度

| | Place/ country of incorporation/ establishment | Issued and fully paid up share capital/ registered capital 已發行及 繳足股本/ 註冊資本 | Percentage of attributable interest held by the company | | Principal activities |
|---------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------|------|-------------------------------------------------|
| | | | 1998 | 1997 | |
| Luk Fook Jewellery & Goldsmith Company Limited 六福珠寶金行有限公司 | Hong Kong 香港 | HK\$10,000,000 10,000,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (Mong Kok) Company Limited 六福珠寶金行(旺角) 有限公司 | Hong Kong 香港 | HK\$20,000,000 20,000,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (N.P.) Co. Limited 六福珠寶金行(北角) 有限公司 | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (V) Company Limited 六福珠寶金行(V) 有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VB) Company Limited 六福珠寶金行 (VB) 有限公司 | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | 100 | 100 | Dormant 暫無營業 |

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GROUP STRUCTURE

集團架構

YEAR ENDED 31 MARCH 1998

截至1998年3月31日止年度

| | Place/ country of incorporation/ establishment | Issued and fully paid up share capital/ registered capital 已發行及 繳足股本/ 註冊資本 | Percentage of attributable interest held by the company | | Principal activities |
|---------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------|------|-------------------------------------------------|
| | | | 1998 | 1997 | |
| Luk Fook Jewellery & Goldsmith (VC) Company Limited 六福珠寶金行(VC) 有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VD) Co., Limited 六福珠寶金行(VD) 有限公司 | Hong Kong 香港 | HK\$11,000 11,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VE) Co., Limited 六福珠寶金行(VE) 有限公司 | Hong Kong 香港 | HK\$12,300 12,300港元 | 100 | 100 | Dormant 暫無營業 |
| Luk Fook Jewellery & Goldsmith (VF) Co., Limited 六福珠寶金行(VF) 有限公司 | Hong Kong 香港 | HK\$12,300 12,300港元 | 100 | 100 | Dormant 暫無營業 |
| Luk Fook Jewellery & Goldsmith (VG) Co., Limited 六福珠寶金行(VG) 有限公司 | Hong Kong 香港 | HK\$12,100 12,100港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |

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截至1998年3月31日止年度

| | Place/ country of incorporation/ establishment 註冊成立/ 成立地點/國家 | Issued and fully paid up share capital/ registered capital 已發行及 繳足股本/ 註冊資本 | Percentage of attributable interest held by the company 本公司所持應佔 權益百分比 | | Principal activities 主要業務 |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------|-----------------------------------------------------|
| | | | 1998 | 1997 | |
| Luk Fook Jewellery & Goldsmith (VI) Company Limited 六福珠寶金行(VI) 有限公司 | Hong Kong 香港 | HK\$16,000,000 16,000,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VII) Company Limited 六福珠寶金行(VII) 有限公司 | Hong Kong 香港 | HK\$18,000,000 18,000,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VI) Company Limited 六福珠寶金行(VI) 有限公司 | Hong Kong 香港 | HK\$13,800 13,800港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VK) Company Limited 六福珠寶金行(VK) 有限公司 | Hong Kong 香港 | HK\$11,000 11,000港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |
| Luk Fook Jewellery & Goldsmith (VM) Company Limited 六福珠寶金行(VM) 有限公司 | Hong Kong 香港 | HK\$2 2港元 | 100 | 100 | Retail sales of gold and jewellery 零售珠寶金飾 |

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| | Place/ country of incorporation/ establishment 註冊成立/ 成立地點/國家 | Issued and fully paid up share capital/ registered capital 已發行及 繳足股本/ 註冊資本 | Percentage of attributable interest held by the company 本公司所持應佔 權益百分比 | | Principal activities 主要業務 |
|----------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------|----------------------------------------------------------------------|
| | | | 1998 | 1997 | |
| Lukfook Jewellery & Goldsmith (VP) Company Limited | Hong Kong | HK\$2 | 100 | — | Retail sales of gold and jewellery |
| Lukfook Jewellery & Goldsmith (VP) Company Limited | 香港 | 2港元 | 100 | — | 零售珠寶金飾 |
| Lukfook Jewellery & Goldsmith (VR) Company Limited | Hong Kong | HK\$2 | 100 | — | Retail sales of gold and jewellery |
| Lukfook Jewellery & Goldsmith (VR) Company Limited | 香港 | 2港元 | 100 | — | 零售珠寶金飾 |
| Luk Fook Jewellery Manufacturing Company Limited | Hong Kong | HK\$3,000,000 | 60 | 60 | Manufacturing of gold |
| 六福首飾廠有限公司 | 香港 | 3,000,000港元 | 60 | 60 | 製造金飾 |
| Maxigood Enterprises Limited | Hong Kong | HK\$2 | 100 | — | Dormant |
| 萬利佳企業有限公司 | 香港 | 2港元 | 100 | — | 暫無營業 |
| Maxigood Investments Limited | Hong Kong | HK\$4,000,000 | 70 | 70 | Manufacturing and wholesale distribution of gold and jewellery |
| 萬利佳投資有限公司 | 香港 | 4,000,000港元 | 70 | 70 | 製造及批發 分銷珠寶金飾 |

All the above companies operate principally in Hong Kong.

上述公司均主要在香港經營業務。

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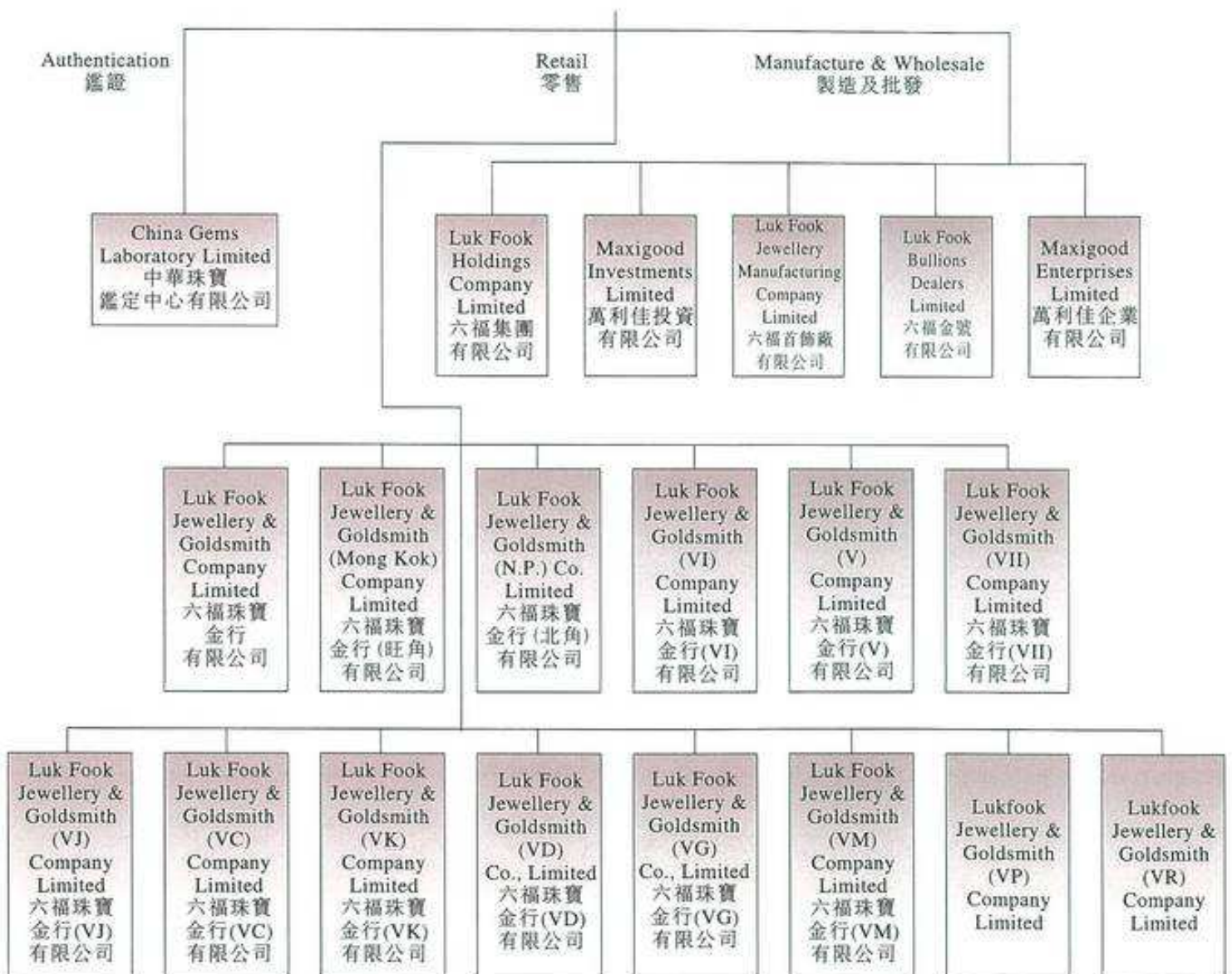
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BUSINESS STRUCTURE

業務架構



LUK FOOK GROUP 六福集團



DISTRIBUTION OF RETAIL CHAIN IN HONG KONG

香港零售店之分佈



- 1 G1, G/F, 367 King's Road, North Point, Hong Kong
香港北角英皇道367號上潤中心G1地下
- 2 G/F, 687 Nathan Road, Mongkok, Kowloon
九龍旺角彌敦道687號地下
- 3 G/F, 281 King's Road, North Point, Hong Kong
香港北角英皇道281號地下
- 4 G/F, Shop 6, 55 Chung On St., Tsuen Wan, N.T.
新界荃灣翠安街55號英皇娛樂廣場地下6號舖
- 5 Shop F, G/F, Chong Hing Square,
601 Nathan Road, Kowloon
九龍旺角彌敦道601號創興廣場F舖地下
- 6 A-C, G/F, 53 Fung Tak Road, Fung Wong New Village,
Kowloon
九龍黃大仙鳳凰新村鳳德道53號A-C地下
- 7 G/F, 98 Chung On Street, Tsuen Wan, N.T.
新界荃灣翠安街98號地下
- 8 G/F, 311 Nathan Road, Yau Ma Tei, Kowloon
九龍油麻地彌敦道311號地下
- 9 Shop C, G/F, 479 Hennessy Road, Hong Kong
香港銅鑼灣軒尼詩道479號地下C舖
- 10 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
- 11 Shop C, G/F, 95 Wanchai Road, Hong Kong
香港灣仔道95號地下C舖
- 12 G/F, 77-79 Mut Wah Street, Kwun Tong, Kowloon
九龍官塘物華街77-79號地下
- 13 G/F, Sheen Data Tower, 574-576 Nathan Road, Mongkok,
Kowloon
九龍旺角彌敦道興達中心574-576號地下
- 14 Shop 5B, G/F, Goodhope Building, 612-618 Nathan Road,
Kowloon
九龍彌敦道612-618號好望角商業大廈地下5B舖