



嘉利國際控股有限公司  
Karrie International Holdings Limited

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with limited liability)

1997



鳳崗 Fenggang

1998



1999



2001



鳳崗 Fenggang

A Thousand-Mile Journey Starts With A First Step

2005



玉泉 Yu Quan

Annual Report 年報  
**2004/05**

Share Price (HK\$)  
股價(港元)

Share Price (HK\$)  
股價(港元)



"THERE IS NOTHING particularly sexy about Karrie International Holdings. Its factories churn out metal and plastic products, principally computer casings, while an army of staff in pale-blue anoraks runs operations from the bowels of a Tsuen Wan industrial estate.

As a family-run business, the company barely survived the Asian financial crisis, banks bailing out en masse when cash flow dried up. For many years, it languished as a penny stock. Even to this day, investment banks have not penned a single research report on its performance.

Yet it has tweaked the attention of fund managers, analysts, newspaper tipsters and even die-hard critic David Webb, a man better known for railing against the evils within most small caps than for singing their praises.

Karrie has done the unthinkable. It has gone above and beyond the bare minimum when it comes to what passes as corporate governance among smaller companies in Hong Kong. It has also done so of its own free will."

Jane Moir, *South China Morning Post* published on 28 February 2005  
Jane Moir撰於二零零五年二月二十八日<南華早報>

## 千里之行 始於足下

在考慮本年度年報之設計主題時，我們評估過很多同等重要和具紀念價值的事情：包括營業額及溢利打破歷來紀錄、於「亞洲貨幣雜誌2004年度選舉」當中分別被推選為「全亞洲最佳管理公司」（小型企業組）及「香港最佳企業管治表現」第二名、為小投資者舉辦首次茶敘活動等等。但最後的結論是，以對嘉利發展里程與及未來發展的影響力而言，沒有任何事情能夠與我們決定於中國東莞市鳳崗鎮玉泉區興建新廠房比擬，而新廠址之佔地面積（超過200,000平方米）比起現有雁田及鳳崗兩地廠房合計（89,000平方米）超出一倍以上。

新玉泉廠址標誌著我們共同的承擔與及對未來前景之信心，於二零零三／零四年度我們經歷了非典型肺炎的艱難時期，令營業額及股東應佔溢利分別下跌3%及25%，但我們有著港人一貫「逆境自強」的本色，令集團本年度之營業額及溢利均打破歷年來之紀錄。如常地，我們已預計未來再攀高峰的路上將會是荊棘滿途，但我們會勇敢面對這些挑戰，不作退縮。於一九九九／二零零零年度集團營業額僅為662,000,000港元，但我們今天已期望於來年度成為一間3,000,000,000港元的企業，我們亦會繼續專注照顧股東們及其他有關人仕的長遠利益。我們明白到要走畢「千里之行」，對於一些意志薄弱的人而言並不容易，但只要你們的支持，我們定必一如既往踏出第一步，終有一天可以走畢這個「千里之行」；然後再一起攜手並肩，定下新目標，繼續下一個「千里之行」……

### A Thousand-Mile Journey Starts With A First Step

In deliberating the main theme of the current annual report, we have considered many equally important and memorable events: record breaking turnover & profit, 2nd places in the 2004 Asiamoney Poll for the Overall Regional Best-Managed Companies (Small Cap Category) and Overall Best Companies for Corporate Governance in Hong Kong, the holding of first tea-breaks for individual investors and so on. However, we come to the inevitable conclusion that in the history of Karrie and in terms of impact of future development, none of them can be compared to the decision to build a new plant in Yu Quan, Fenggang, Dongguan, China. The size of the new site is more than double (over 200,000 sq. metres) the combined site areas of our existing Yantian and Fenggang plants (89,000 sq. metres).

The Yu Quan Plant represents our collective commitment and confidence on the future. We have endured the difficult period associated with Sars in 2003/04 when turnover and profit attributable to shareholders dropped 3% and 25% respectively. With the typical 'can do' attitude, in the current financial year we take the Group into new heights with record turnover and profit. As usual, in the coming years we expect numerous obstacles to the road of excellence. But we will not be deterred by such challenges. In 1999/2000 our turnover was only HK\$662,000,000. Now we are looking forward to become a HK\$3,000,000,000 company in the coming financial year. We will continue to focus on long-term benefit to shareholders and stakeholders. Yes, the thousand-mile journey is not easy for those who are weak and not determined. But with your support we will take our first step today, just as we did together years ago. We will join our hands in finishing this thousand-mile journey. Someday. And then we will take another first step for our next thousand-mile journey.....

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## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor  
Southeast Industrial Building  
611-619 Castle Peak Road  
Tsuen Wan  
New Territories  
Hong Kong

## WEB SITE

<http://www.karrie.com.hk>

## DIRECTORS

### Executive Directors

Mr. HO Cheuk Fai (*Chairman & CEO*)  
Mr. HO Cheuk Ming (*Deputy Chairman & COO*)  
Mr. KWOK Wing Kin, Francis (*Deputy Chairman*)  
Mr. TAM Wing Hung  
Mr. LEE Shu Ki  
Mr. WONG Shun Pang

### Independent Non-executive Directors

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. FONG Hoi Shing

## AUDIT COMMITTEE

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. FONG Hoi Shing

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## 總辦事處及主要營業地點

香港  
新界  
荃灣  
青山公路611-619號  
東南工業大廈  
10樓

## 網址

<http://www.karrie.com.hk>

## 董事

### 執行董事

何焯輝先生 (*主席兼行政總裁*)  
何卓明先生 (*副主席兼營運總裁*)  
郭永堅先生 (*副主席*)  
談永雄先生  
李樹琪先生  
黃順鵬先生

### 獨立非執行董事

蘇偉俊先生  
陳瑞森先生  
方海城先生

## 審核委員會

蘇偉俊先生  
陳瑞森先生  
方海城先生

## REMUNERATION COMMITTEE

(set up in June 2005)

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. HO Cheuk Ming

## COMPANY SECRETARY

Ms. MAN Tuen Tuen

## AUDITORS

PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor Prince's Building  
Central  
Hong Kong

## PRINCIPAL BANKERS

The Bank of East Asia Limited  
10 Des Voeux Road Central  
Hong Kong

Hang Seng Bank  
83 Des Voeux Road Central  
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central  
Hong Kong

Mizuho Corporate Bank, Limited  
17th Floor, Two Pacific Place  
88 Queensway  
Hong Kong

Standard Chartered Bank  
Standard Chartered Bank Building  
4-4A Des Voeux Road Central  
Hong Kong

## 薪酬委員會

(於二零零五年六月成立)

蘇偉俊先生  
陳瑞森先生  
何卓明先生

## 公司秘書

文端端小姐

## 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港  
中環  
太子大廈22樓

## 主要往來銀行

東亞銀行有限公司  
香港  
德輔道中10號

恒生銀行  
香港  
德輔道中83號

香港上海滙豐銀行有限公司  
香港  
皇后大道中1號

瑞穗實業銀行  
香港  
金鐘道88號  
太古廣場2座17樓

渣打銀行  
香港  
德輔道中4-4A號  
渣打銀行大廈

## PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

## HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Rooms 1712-6, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

## 主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

## 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
17樓1712-6室

# Key Information for Shareholders 股東主要資料

Annual Report 2004-2005 年報

## FINANCIAL CALENDAR 2005

### Announcement of 2004/2005 results

24 June 2005

### Last day to register for 2004/2005 Final Dividends

22 July 2005

### Annual General Meeting

29 July 2005

### 2004/2005 Final Dividend Payment Date

11 August 2005

### Financial Year End

31 March 2005

## SHARE CAPITAL

## 二零零五年財務年誌

### 二零零四年／零五年度業績公佈日期

二零零五年六月二十四日

### 二零零四年／零五年度末期股息 最後登記日期

二零零五年七月二十二日

### 股東週年大會

二零零五年七月二十九日

### 二零零四年／零五年度末期派息日

二零零五年八月十一日

### 財務年結日

二零零五年三月三十一日

## 股本

		As at 截至	
		31 March 2005 二零零五年 三月三十一日	15 June 2005 二零零五年 六月十五日
Authorised (HK\$)	法定 (港元)	80,000,000	80,000,000
Issued (HK\$)	已發行 (港元)	40,776,600	40,876,400



# Key Information for Shareholders 股東主要資料

Karrie International Holdings Limited

## ANALYSIS OF SHAREHOLDING STRUCTURE AND SHAREHOLDER DISTRIBUTION

As at 31 May 2005, the Company had 408,764,000 shares in issue of which approximately 45%<sup>(1)</sup> was held by the public. As at that date, the Company had a total of 409 registered shareholders. The following table shows the distribution of ownership according to the register of members and the Participants Shareholding Report generated from the Central Clearing and Settlement System as of 31 May 2005:

## 股權結構及股東分佈之分析

截至二零零五年五月三十一日，本公司共發行股份408,764,000股，其中公眾持股量約佔45%<sup>(1)</sup>。截至同日，本公司擁有註冊股東409名。根據股東名冊及中央結算交收系統於二零零五年五月三十一日編纂的參與者股權報告，我們編制了以下股東分佈表供投資者參考：

Category		Number of registered shareholders 註冊 股東數量	% of number of shareholders 佔註冊 股東數目比例%	Number of shares 持股數量	% of total issued share capital 佔已發行 股份比例%
類別					
Pearl Court Company Limited		1	0.3%	172,200,000	42.13%
Ho's family <sup>(2)</sup>	何氏家族 <sup>(2)</sup>	3	0.7%	49,102,000	12.01%
Directors <sup>(3)</sup>	董事 <sup>(3)</sup>	4	1%	3,390,000	0.83%
Value Partners Limited <sup>(4)</sup>		1	0.3%	40,126,000	9.82%
Individuals	個人投資者	188	45.9%	13,918,250	3.40%
Institutions, corporates and nominees	機構投資者、企業 投資者及代理人	212	51.8%	130,027,750	31.81%
Total	合計	409	100.0%	408,764,000	100.0%

Note:

- (1) Public shareholding represents shares held by the public, excluding those held by Pearl Court Company Limited, Ho's family and Directors of the Company.
- (2) Ho's family comprises Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer, Mr. Ho Cheuk Ming, Deputy Chairman and Chief Operating Officer, and Ms. Ho Po Chu, the Chief Executive.
- (3) Directors represent Directors of the Company excluding Mr. Ho Cheuk Fai and Mr. Ho Cheuk Ming.
- (4) Latest Information updated to 25 May 2004 as provided by Value Partners Limited.

備註：

- (1) 公眾持股量代表(除 Pearl Court Company Limited、何氏家族及本公司董事所持股份數量外)公眾人士所持有的股份數量。
- (2) 何氏家族由何焯輝先生(主席兼行政總裁)、何卓明先生(副主席兼營運總裁)及何寶珠女士(高級行政人員)組成。
- (3) 董事代表(除何焯輝先生及何卓明先生外)本公司之董事。
- (4) 此乃 Value Partners Limited 所提供之更新截至二零零四年五月二十五日之最新資料。



**ANALYSIS OF SHAREHOLDING STRUCTURE  
AND SHAREHOLDER DISTRIBUTION** (Cont'd)**股權結構及股東分佈之分析 (續)**

As at 31 May 2005 於二零零五年五月三十一日 Number of Shares Held 所持股份數目	Shareholders 股東		Shares of HK\$0.1 each 每股面值0.1港元股份	
	Number 人數	% of total 佔總數百分比	Number 數目	% of total 佔總數百分比
1 - 5,000	76	18.6%	154,074	0.0%
5,001 - 20,000	116	28.3%	1,550,000	0.4%
20,001 - 50,000	61	14.9%	2,243,929	0.5%
50,001 - 100,000	51	12.5%	4,075,130	1.0%
100,001 - 200,000	29	7.1%	4,510,000	1.1%
200,001 - 500,000	29	7.1%	9,425,322	2.3%
500,001 - 1,000,000	16	3.9%	12,202,000	3.0%
1,000,001 - 2,000,000	15	3.7%	20,135,995	4.9%
2,000,001 - 5,000,000	6	1.5%	19,413,735	4.8%
Over 5,000,000以上	10	2.4%	335,053,815	82.0%
	409	100.0%	408,764,000	100.0%

**OUTSTANDING OPTIONS FOR ORDINARY  
SHARES GRANTED****已授予但仍未行使的購股權**

		As at 截至	
		31 March 2005 二零零五年 三月三十一日	15 June 2005 二零零五年 六月十五日
at exercise price of HK\$0.30 each	行使價為每股0.30港元	820,000	820,000
at exercise price of HK\$1.30 each	行使價為每股1.30港元	400,000	200,000
at exercise price of HK\$1.65 each	行使價為每股1.65港元	5,450,000	4,800,000
at exercise price of HK\$2.475 each	行使價為每股2.475港元	11,860,000	11,860,000
at exercise price of HK\$1.90 each	行使價為每股1.90港元	3,742,000	3,594,000
at exercise price of HK\$3.15 each	行使價為每股3.15港元	5,450,000	5,350,000
at exercise price of HK\$3.35 each	行使價為每股3.35港元	11,400,000	11,400,000
Please refer to P.76 to P.88 請參閱第七十六至八十八頁			

**MARKET CAPITALISATION****市值****As at 31 March 2005 (Closing Price: HK\$3.575)**截至二零零五年三月三十一日(收市價：  
3.575港元)

HK\$1,457,763,450

1,457,763,450港元

**As at 15 June 2005 (Closing Price: HK\$3.35)**截至二零零五年六月十五日(收市價：  
3.35港元)

HK\$1,369,359,400

1,369,359,400港元

# Key Information for Shareholders 股東主要資料

Karrie International Holdings Limited

## SUMMARY OF DIRECTORS' / CHIEF EXECUTIVE'S DEALINGS IN THE SECURITIES OF THE COMPANY FROM 1 APRIL 2004 TO 15 JUNE 2005

於二零零四年四月一日至二零零五年六月十五日止之董事及最高行政人員買賣本公司證券一覽表

Name 姓名	Date 日期	Buy 買入		Sell 賣出	
		Number of Shares 股份數目	Average Price 平均價 (HK\$) (港元)	Number of Shares 股份數目	Average Price 平均價 (HK\$) (港元)
Mr. Ho Cheuk Fai 何焯輝先生	August 2004 二零零四年八月	396,000	2.290		
	September 2004 二零零四年九月	100,000	2.450		
	January 2005 二零零五年一月	198,000	3.099		
	February 2005 二零零五年二月	318,000	3.162		
	March 2005 二零零五年三月	986,000	3.611		
	April 2005 二零零五年四月	594,000	3.222		
	Total 合計	2,592,000			
Mr. Tam Wing Hung 談永雄先生	December 2004 二零零四年十二月			200,000	2.705
	Total 合計			200,000	
Ms. Ho Po Chu 何寶珠女士	May 2004 二零零四年五月	474,000	1.764		
	July 2004 二零零四年七月	278,000	2.242		
	August 2004 二零零四年八月	80,000	2.250		
	Total 合計	832,000			

Note: For details of share options exercised or granted during the period, please refer to P.76 to P.88.

備註：於期內關於行使或授出購股權之詳情，請參閱第七十六至八十八頁。

## ATTENDANCE RECORDS OF COMPANY MEETINGS

The attendance records of Board meetings and Audit Committee meetings in 2004/05 are set out below:

### Attendance of individual Directors at Board meetings in 2004/05

Number of meetings	會議次數	4
<i>Executive Directors</i>	<i>執行董事</i>	
Mr. Ho Cheuk Fai	何焯輝先生	2/4 50%
Mr. Ho Cheuk Ming	何卓明先生	4/4 100%
Mr. Kwok Wing Kin, Francis	郭永堅先生	3/4 75%
Mr. Tam Wing Hung	談永雄先生	1/4 25%
Mr. Lee Shu Ki	李樹琪先生	4/4 100%
Mr. Wong Shun Pang <sup>(1)</sup>	黃順鵬先生 <sup>(1)</sup>	2/4 50%
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Mr. So Wai Chun	蘇偉俊先生	4/4 100%
Mr. Leung Wai Ho <sup>(2)</sup>	梁偉浩先生 <sup>(2)</sup>	3/3 100%
Mr. Chan Sui Sum, Raymond	陳瑞森先生	3/4 75%
Mr. Fong Hoi Shing <sup>(3)</sup>	方海城先生 <sup>(3)</sup>	1/1 100%
Average attendance rate	平均出席率	77.5%

### Attendance of individual members at Audit Committee meetings in 2004/05

Number of meetings	會議次數	4
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Mr. So Wai Chun	蘇偉俊先生	4/4 100%
Mr. Leung Wai Ho <sup>(2)</sup>	梁偉浩先生 <sup>(2)</sup>	3/3 100%
Mr. Chan Sui Sum, Raymond	陳瑞森先生	3/4 75%
Mr. Fong Hoi Shing <sup>(3)</sup>	方海城先生 <sup>(3)</sup>	1/1 100%
Average attendance rate	平均出席率	94%

Note:

- (1) Appointed as Executive Director on 1 June 2004.
- (2) Resigned as Independent Non-executive Director on 19 January 2005.
- (3) Appointed as Independent Non-executive Director on 7 December 2004.

## 公司會議出席紀錄

以下是二零零四／零五年度董事會會議及審核委員會會議的出席記錄：

### 二零零四／零五年度董事會會議個別董事的出席率

### 二零零四／零五年度審核委員會會議個別成員的出席率

附註：

- (1) 於二零零四年六月一日獲委任為執行董事。
- (2) 於二零零五年一月十九日辭任獨立非執行董事。
- (3) 於二零零四年十二月七日獲委任為獨立非執行董事。

# Key Information for Shareholders 股東主要資料

Karrie International Holdings Limited

## STOCK CODE

The Stock Exchange of Hong Kong Limited  
Main Board 1050

## 股份編號

香港聯合交易所有限公司  
主板 1050

**BOARD LOT** 2,000 Shares

**每手股數** 2,000股

## SHAREHOLDER SERVICES

Any matters relating to your shareholding, such as transfer of shares, change of name or address, and loss of share certificates should be addressed in writing to the registrar of the Company:

Computershare Hong Kong Investor Services Limited  
Rooms 1712-6, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Tel: (852) 2862 8628  
Fax: (852) 2529 6087

## 股東服務

假若有任何關於閣下股份之事宜，包括股份轉讓、更改姓名或地址、遺失股票等，請以書面聯絡我們的股份過戶登記分處：

香港中央結算登記有限公司  
香港  
皇后大道東183號  
合和中心17樓  
1712-16室  
電話：(852) 2862 8628  
傳真：(852) 2529 6087

## INVESTOR RELATIONS

For enquiries, please contact:

Ms. Winnie Tsang  
Senior Corporate Communications Officer  
Karrie International Holdings Limited  
10th Floor, Southeast Industrial Building  
611-619 Castle Peak Road  
Tsuen Wan  
New Territories  
Hong Kong  
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## 2004

**AUG**  
8月

Purchase of the Yu Quan Site in Fenggang, Dongguan, Guangdong, China with an area of over 200,000 square metres for the construction of the third plant

於中國廣東省東莞市鳳崗鎮玉泉區購入一幅超過200,000平方米之土地作興建第三廠房之用

**SEP**  
9月

2004/05 1st Quarter Results Announcement

公佈二零零四／零五年度第一季季  
度業績

1st "Tea-Break with Individual Investors"

舉行第一次「與小投資者茶敘」活動

**NOV**  
11月

2004/05 Interim Results Announcement

公佈二零零四／零五年度中期業績

**DEC**  
12月

2nd "Tea-Break with Individual Investors"

舉行第二次「與小投資者茶敘」活動

Mr. David Webb selected the Group as "The 2004 Christmas Pick"\*

集團被David Webb先生選為「二零零四年聖誕心水之選」\*

## 2005

**JAN**  
1月

Asiamoney Poll 2004: 1st runner up in both "Overall Best-Managed Companies" (Small Cap. Category) and "Hong Kong Best Corporate Governance" Categories

「亞洲貨幣2004年度選舉」：「全亞洲最佳管理公司」(小型企業組)及「香港最佳企業管治表現」第二名

**FEB**  
2月

"Corporate Day" attended by 100 senior staff

100位高級職員出席「企業日」

**MAR**  
3月

2004/05 3rd Quarter Results Announcement

公佈二零零四／零五年度第三季季  
度業績

Scholarship program with School of Business, Hong Kong Baptist University in MSc in Corporate Governance and Directorship

與香港浸會大學商學院之「公司管治與董事學理學碩士」課程舉辦獎學金計劃

**APR**  
4月

3rd "Tea-Break with Individual Investors"

舉行第三次「與小投資者茶敘」活動

**MAY**  
5月

Establishment of a volunteer team to promote social responsibility program

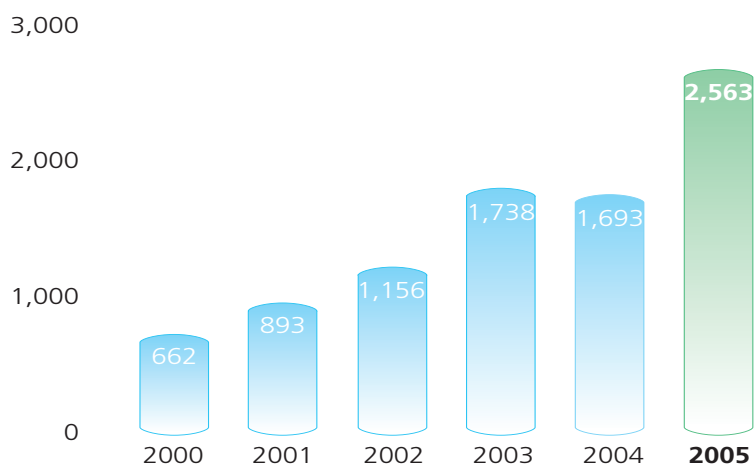
成立義工小組推動社會公益事務

\* For details, please refer to [www.webb-site.com](http://www.webb-site.com)

\* 如欲了解詳情，請連結至 [www.webb-site.com](http://www.webb-site.com) 瀏覽

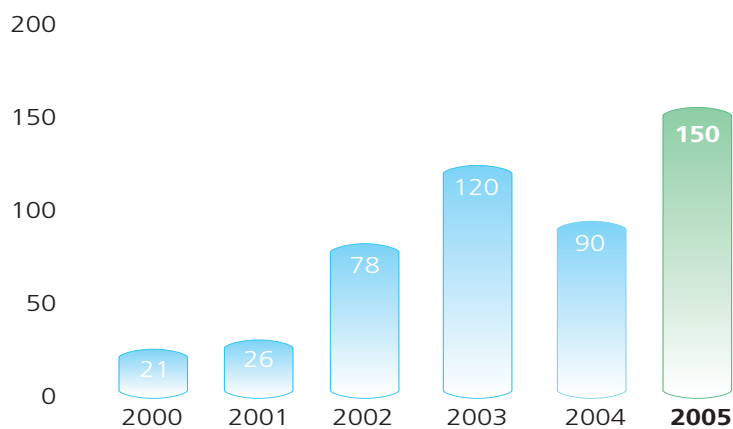
## Turnover HK\$ million

營業額 百萬港元



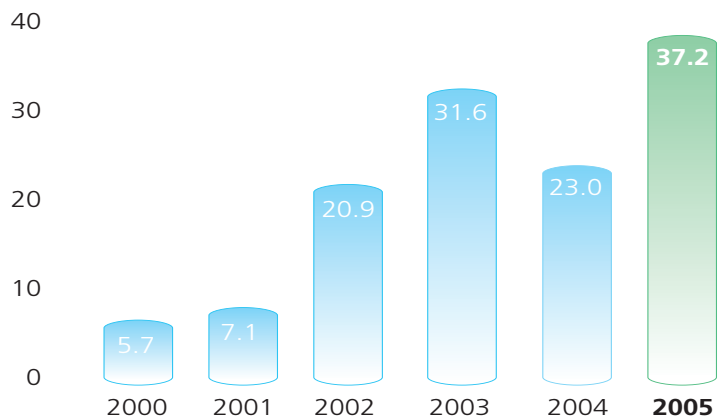
## Profit attributable to shareholders HK\$ million

股東應佔溢利 百萬港元



## Basic earnings per share HK cents

每股基本溢利 港仙





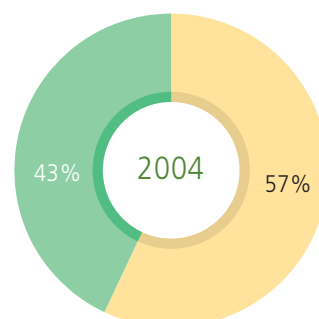
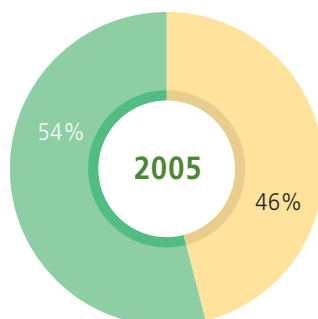
# Financial Highlights 財務概要

Karrie International Holdings Limited

## Turnover percentage by Products

按產品劃分的營業額百分率

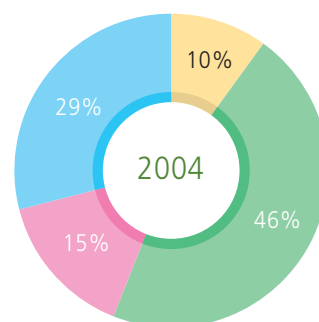
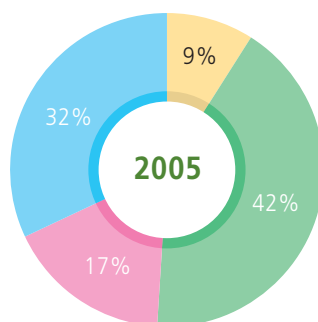
- Metal and Plastic Business  
五金塑膠業務
- Electronics Manufacturing Services Business  
電子專業代工業務



## Turnover percentage by Geographical Location

按產品所在地劃分的營業額百分率

- Japan  
日本
- Asia (excluding Japan)  
亞洲 (不包括日本)
- North America  
北美洲
- Western Europe  
西歐



		2005 二零零五年	2004 二零零四年	% Changes 變動百分比
<i>HK\$ million</i>	<i>百萬港元</i>			
Turnover	營業額	2,563	1,693	+51%
Gross profit	毛利	317	231	+37%
Operating profit	經營溢利	183	107	+71%
Profit attributable to shareholders	股東應佔溢利	150	90	+66%
Total assets	資產總值	1,654	984	+68%
Shareholders' equity	股東權益	450	375	+20%
<i>In Million</i>	<i>百萬股</i>			
Number of shares	股份數目	408	401	+2%
<b>Per Share Data</b>		<b>每股資料</b>		
<i>HK Cents</i>	<i>港仙</i>			
Basic earnings	基本溢利	37.2	23.0	+62%
Diluted earnings	攤薄後溢利	36.7	22.1	+66%
Total cash dividends	總現金股息	21.0	20.0	+5%
<i>HK\$</i>	<i>港元</i>			
Net asset value per share	每股資產淨值	1.104	0.936	+18%
<b>Financial Ratios</b>		<b>財務比率</b>		
Gross profit margin (%)	邊際毛利 (%)	12.4	13.7	-9%
Net profit margin (%)	邊際純利 (%)	5.9	5.3	+11%
Net current ratio	淨流動比率	1.4	1.7	-18%
Net quick ratio	淨速動比率	0.8	1.1	-27%
Net gearing ratio (%)	淨資本負債比率 (%)	52	2	+2,500%
Interest coverage	利息涵蓋比率	24	23	+4%
Dividend payout (%)	派息比率 (%)	57	90	-37%
Turnover to net bank borrowings	營業額與淨銀行負債比率	11	269	-96%

# Financial Highlights 財務概要

Annual Report 2004-2005 年報

## Definitions

## 定義

Basic earnings per share	$\frac{\text{Profit attributable to shareholders}}{\text{Weighted average number of shares}}$	每股基本溢利	$\frac{\text{股東應佔溢利}}{\text{加權平均股數}}$
Diluted earnings per share	$\frac{\text{Profit attributable to shareholders}}{\text{Diluted weighted average number of shares}}$	每股攤薄後溢利	$\frac{\text{股東應佔溢利}}{\text{攤薄加權平均股數}}$
Net asset value per share	$\frac{\text{Net assets}}{\text{Number of shares as at year end}}$	每股資產淨值	$\frac{\text{資產淨值}}{\text{年終股數}}$
Gross profit margin (%)	$\frac{\text{Gross profit}}{\text{Turnover}} \times 100\%$	邊際毛利 (%)	$\frac{\text{毛利}}{\text{營業額}} \times 100\%$
Net profit margin (%)	$\frac{\text{Profit attributable to shareholders}}{\text{Turnover}} \times 100\%$	邊際純利 (%)	$\frac{\text{股東應佔溢利}}{\text{營業額}} \times 100\%$
Net current ratio	$\frac{\text{Current assets (less cash and bank deposits)}}{\text{Current liabilities (less cash and bank deposits)}}$	淨流動比率	$\frac{\text{流動資產(減現金及銀行存款)}}{\text{流動負債(減現金及銀行存款)}}$
Net quick ratio	$\frac{\text{Current assets (less inventories and cash and bank deposits)}}{\text{Current liabilities (less cash and bank deposits)}}$	淨速動比率	$\frac{\text{流動資產(減存貨及現金及銀行存款)}}{\text{流動負債(減現金及銀行存款)}}$
Net gearing ratio (%)	$\frac{\text{Bank borrowings (less cash and bank deposits)}}{\text{Shareholders' equity}}$	淨資本負債比率 (%)	$\frac{\text{銀行借貸 (減現金及銀行存款)}}{\text{股東權益}}$
Interest coverage	$\frac{\text{Earnings before interest, tax, depreciation and amortisation}}{\text{Interest paid}}$	利息涵蓋比率	$\frac{\text{扣除利息支出、稅項、折舊及攤銷前溢利}}{\text{利息支出}}$
Dividend payout (%)	$\frac{\text{Dividends}}{\text{Profit attributable to shareholders}} \times 100\%$	派息比率 (%)	$\frac{\text{股息}}{\text{股東應佔溢利}} \times 100\%$
Turnover to net bank borrowings	$\frac{\text{Turnover}}{\text{Net bank borrowings}}$	營業額與淨銀行負債比率	$\frac{\text{營業額}}{\text{淨銀行負債}}$

On behalf of the Board of Directors, I am pleased to present the annual report of Karrie International Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31 March 2005.

我謹此代表董事會提交嘉利國際控股有限公司(「公司」)及其附屬公司(「集團」)截至二零零五年三月三十一日止的年報。

## PRINCIPAL ACTIVITIES AND RESULTS

The Group is principally engaged in

- Metal and Plastic Business: the manufacture and sales of metal and plastic products including computer casings, office automation products, video cassette housings, moulds, plastic and metal parts; and
- Electronics Manufacturing Services Business ("EMS" Business): the manufacture and sales of laser printers, magnetic tape drive and other computer peripheral products.

## 主要業務及業績

集團主要從事

- 五金塑膠業務－製造及銷售五金及塑膠產品，包括電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件等；及
- 電子專業代工業務－製造及銷售鐳射打印機、磁帶解碼器及其他電腦週邊產品。



2001/02

Rebirth: March Toward Excellence  
脫胎換骨·邁向卓越



2002/03

We Promise We Deliver  
言而有信·一諾千金



2003/04

Sunset, Sunrise  
日出·日落

## MOUNTING NEW HEIGHT

In the previous financial year ended 31 March 2004, our turnover and profit attributable to shareholders declined by 3% and 25% respectively. At that time we have assured our shareholders and investors that there was no gloom and doom here. Instead, the Directors

## 披荊斬棘，再攀高峰

上年度截至二零零四年三月三十一日止，銷售額及股東應佔溢利分別下跌3%及25%，雖然如此，當時我們並未因此變得沮喪，相反，我們肯定地對股東們及投資者作出業績反彈之承諾，再者經過了自二



treasured this golden opportunity to consolidate our operations after a period of rapid growth since 2001. As stated in annual report for the year ended 31 March 2004:

- **we maintained our long-term business goal** made in 2001/02 of doubling our turnover of HK\$1,156,000,000 in three years time;
- **we kept our dividend payment**, providing reasonable yield to our supportive shareholders; and
- **we took the painful but courageous decision of hiring more staff and investing further resources** in the development works for the long-term benefit of the Group.

**After 12 months' hard work, now our efforts start to bear fruit: "We Promise. We Deliver"** (2002/03 Annual Report main theme). Whilst most manufacturers suffered from problems like rising raw material price, shortage of labour and electricity etc, **the Group's turnover rose to a record high of HK\$2,563,190,000 (2003/04: HK\$1,692,960,000), while profit attributable to shareholders surged to HK\$150,344,000 (2003/04: HK\$90,440,000), representing an increase of 51% and 66% respectively.**

## REASONS FOR THE REBOUNCE OF PERFORMANCE

Some of the principal reasons for the rebound of performance were as follows:

- Strong demands for computer and office automation products with **the worldwide recovery of technology spending**;
- According to the special characteristics of our unique business model (see appendix 1 on P.58), the Group is normally the **sole supplier** for the particular projects confirmed with customers. Any increase in demand of our customers' products will be mostly reflected as increase in the business of the Group;
- With the related **engineering and production problems of projects confirmed from customers gradually solved after the SARS** (Severe Acute

零零一年起一段急促增長的日子後，董事會非常珍惜這黃金時機將整體營運重新整頓調節，正如於二零零四年年報中所陳述，我們：

- **繼續維持於二零零一／零二年度所定下的長遠銷售目標**，於三年內將銷售額從1,156,000,000港元倍增；
- **繼續維持派息不變**，為一直支持集團的股東們提供合理的回報；及
- 雖然艱苦，但仍然堅定不移招聘更多人員及投入額外資源以配合集團長遠發展的需要。

時至今日，過去一年努力耕耘的日子終於過去，是開始收成的時候了。正所謂「言而有信・一諾千金」(二零零二／零三年度年報主題)，雖然業界普遍受到原料升價、缺電及勞工短缺等問題所困擾，集團本年度營業額再打破歷年來的新紀錄至2,563,190,000港元(二零零三／零四年度：1,692,960,000港元)，股東應佔溢利亦躍升至150,344,000港元(二零零三／零四年度：90,440,000港元)，升幅分別達51%及66%。

## 業績表現重拾升軌的原因

導致業績表現重拾升軌有如下幾個主要原因：

- 隨著全球恢復對資訊科技上的支出，電腦及辦公室文儀產品的需求出現強勁的增長；
- 根據本集團獨特的經營模式(見第五十八頁附錄一)，集團一般為客戶個別產品項目之**唯一供應商**，客戶訂單需求出現上升，將會完全反映於集團的業績表現上；
- 隨著二零零三年非典型肺炎發生期間所引致之工程及生產問題已逐一解決(見二零零三／零四年度年報第十一

Respiratory Syndrome, 2003/04 Annual Report, P.11) period in 2003, shipments surged ahead to catch up with the production vacuum in the previous financial year;

- Under the Group's versatile "Total Transparent Cost Plus Pricing Mechanism" (2004/05 Interim Report, P.24) **most of the raw materials by value other than electro-galvanized steel plates are sourced through the customers or through suppliers designated by the customers.** A rise in raw material price has only a marginal impact on our bottom line (see "Risk Management" on P.35); and
- **While gross profit margin is always under pressure, the rate of decline has slowed down.** With the apparent stabilization of gross profit margin at the moment, profit shot up under the positive impact of strong operating leverage.

## THE THREE EQUILIBRIUMS

Our moderate success, however, is not achieved without sweat and hard work. We have to weigh and evaluate the cost/benefits/risk of various alternatives. In charting the course for 2004/05, the most important decisions we made were the balancing of The Three Equilibriums.

### The First Equilibrium: "Risk of Investing" vs "Risk of Not Investing"

#### Two Fundamental Questions

By mid-2004 we knew that the promised recovery was on track. Customers were pounding our doors demanding more capacities and additional service support. We were faced with two seemingly easy questions:

- Should we invest additional resources to cater for the customers demand for additional support? (why not?); and
- If the answer is yes, how do we actually execute the plan and what budget should apply? (the more the better!)

頁), 令產品付運步伐迅速回復, 修補上一個財政年度的生產真空期;

- 根據集團多變的「全透明成本加利潤報價模式」(二零零四／零五年度中期業績報告第二十四頁), 除鐵料外, 大部份原料均是由客戶負責採購又或是由客戶指定供應商所提供, 故此原料價格上升只會對集團帶來輕微影響(「風險管理」, 見第三十五頁); 及
- 雖然毛利率依然受壓, 但下跌的幅度已放緩, 隨著毛利率漸趨穩定, 因此強勁的正面營運槓桿效應令溢利急升。

## 「三大平衡」

小成的背後, 是汗與努力交織和小心計算衡量「成本」、「效益」及「風險」三方面而成的。回顧二零零四／零五年度, 最重要的挑戰是如何取得「三大平衡」:

### 第一平衡: 「投資的風險」與「不作投資的風險」

#### 兩大基本問題

於二零零四年年中, 我們已確定預期的復甦已經出現, 各客戶重新提出更大的產能及服務支援的需求, 我們所面對的是兩個看似簡單的問題:

- 我們是否應為滿足客戶需要提升服務支援而投入額外資源?(有何不可?); 及
- 若然是, 我們應如何落實計劃, 而投入的預算應是多少?(當然越多越好!)





3H

3G

3F



## *Risk of Not Investing*

As a life long industrialist, I never underestimate the risk involved in over-expansion and the problems associated with a yearly growth rate of 30%. Such a rate of growth year after year may not be sustainable as it puts enormous pressure along the production chain. The weak point in the production chain will lose its balance and create a lot of problems affecting the whole chain itself. The ideal growth path is to “grow”, “consolidate” and “grow” again. Unfortunately, theory differs from practice. Here lies the first challenge to find the right equilibrium:

- **If we do not continue to invest and take new projects from customers, they will take the new business elsewhere. Over time our competitors will threaten even our existing level of business.** So we have to continue to expand and to accommodate customers' requests in order to stay in the game. We simply cannot stand still. We have to run as fast as our customers; and
- However, **“over-investment” would put the Group into a precarious financial position** (Rapid Increase in Bank Borrowings on P.43) **should the economy take a sudden turn next year.** Who can speak with absolute certainty on the future state of the world economy given a backdrop of rising oil price and interest rate in the US?

## *Customers Come First*

The answer lies in our guiding principle: **servicing our customers is the principal reason for our continued survival and prosperity.** We would therefore disregard any short-term concerns over our bottom line or our financial position and decide to:

- **Increase our headcounts** to recruit more engineers, procurement officers and marketing, production and other related personnel; and
- **Raise our capital expenditure** (“Capex”) budget to a record level of HK\$90,000,000 (2004/05: HK\$62,236,000) including the construction of Phase 1 of the new Yu Quan Plant.

## *不作投資的風險*

作為一位終生以廠為家的管理者，我從未低估過度擴張及年增長率達30%所帶出的問題。要每年維持這增長幅度是不可能的，因為這對於整個生產鏈帶來巨大無比的壓力，生產鏈中最弱之處就會失衡，從而衍生大量問題，影響生產鏈的整體運作。最理想之增長模式為「增長」、「重整」、再「增長」；可是，理論與實際有很大分別。這裏衍生出第一個挑戰，就是如何找到正確的平衡：

- 若我們拒絕客戶的新項目及不作出新的投資，客戶將會另覓夥伴，屆時同業競爭者將會威脅我們現時的業務，因此若要繼續於業內生存，我們別無選擇地必須繼續接下新項目，與此等國際客戶做生意，我們不能固步自封，必須追上他們的步伐；及
- 惟若然明年經濟突然轉壞，「過度投資」會令集團進入一個極不安穩的財務狀況（銀行借貸急促上升見第四十三頁）。在油價與及美國利率上升的大前題下，試問有誰能夠絕對肯定未來全球經濟的走勢？

## *以客為尊*

答案就在我們的第一信條：**服務客戶是我們最重要的企業目標**，亦只有客戶方可讓集團得以生存及延續，因此短期的業績波幅與及對財務狀況的影響變為次要因素。我們將會：

- **招聘更多工程、採購、市務、生產與及相關人員；及**
- **提高固定資產投資的預算至破紀錄的90,000,000港元（二零零四／零五年度：62,236,000港元），包括興建玉泉廠房的第一期建設工程。**





Together with our investment in Capex in 2004/05, the Directors are convinced that we will have sufficient production capacity to cater for the customer's demand in the coming financial year.

#### *Risk of Investing*

The consequence can be analysed at two levels:

- **an increase in operating overhead will have a negative impact on our bottom line.** To this end we had largely succeeded in controlling the rate of increase in the distribution and selling expenses & general and administrative expenses at a lower level than the rate of increase in turnover; and
- an increase in the asset side of the balance sheet including:
  - a. **increase in working capital requirements** including trade receivables and inventories; and
  - b. **increase in fixed assets.**

計入二零零四／零五年度已投入的固定資產投資所帶來之新產能後，董事會有信心集團有足夠的生產能力應付來年的發展需要。

#### *投資的風險*

可從兩個層面分析：

- **營運開支的增加將對我們的溢利有負面的影響**，但我們於這方面已成功地将分銷及銷售費用及一般及行政費用的增長幅度控制得較營業額增長幅度為小；及
- 資產負債表上的資產有所上升：
  - a. **流動資金需求**受到貿易應收帳及存貨上升影響；及
  - b. **固定資產**上升。

**This resulted in an increase in the net gearing position to 52% as at 31 March 2005 as compared to 2% as at 31 March 2004.** Despite our confidence over the current level of bank borrowings (see P.46), we have decided that **the Capex for the next financial year should be capped at the amount allowed by "free cash flow" provided by profit attributable to shareholders plus depreciation less dividend payment.** So instead of announcing a grandiose multi-year factories building plan, your prudent managers here decided that we should do it in our time-honoured way of building up our ideal yet pragmatic factories step by step.

## The Yu Quan Plant

### *Purchase of the Yu Quan Site*

In August 2004, a wholly owned subsidiary of the Group has entered into an agreement with an independent third party for the purchase of a piece of land of **approximately 200,000 square meters (site areas of the existing two factories: approximately 89,000 square meters) situated at Fenggang of Dongguan, Guangdong, China for a consideration of around RMB14,000,000.**

### *Why Not Finding a Cheaper Place to Expand*

The Directors have considered other possibly more remote but cheaper sites for our third plant but finally settled in Yu Quan, Fenggang area because of:

- the pro-business atmosphere in the local Fenggang community;
- its proximity with the existing plants which makes logistic support easier; and
- the nature of the Group's business which focuses on serving customers in niche market rather than mass production.

因而令淨負債比率從二零零四年三月三十一日的2%上升至二零零五年三月三十一日的52%，雖然我們對於現時之借貸水平充滿信心（見第四十六頁），我們決定將來年度之固定資產投資上限維持於「自由現金流量」之水平，即股東應佔溢利加上折舊再扣減股息支出的餘額。為此，這一群謹慎的管理者寧願捨棄貴麗堂皇的鴻圖大計，踏實地按步就班地建設夢想中實而不華的工廠。

## 玉泉廠房

### *購買玉泉廠址*

於二零零四年八月，集團透過屬下一間全資附屬公司與一獨立第三者簽訂一份土地買賣協議，以作價約14,000,000人民幣購入一幅位於中國廣東省東莞市鳳崗鎮之土地，面積約為200,000平方米（現有雁田及鳳崗之兩個廠房佔地面積合共約89,000平方米）。

### *為何不揀選更便宜的地方擴建*

董事會亦曾考慮其他較偏遠但便宜的地方作為第三廠址，但最終落實於鳳崗鎮玉泉區發展，因為：

- 於鳳崗社區內已形成了蓬勃的營商風氣；
- 與現有廠房距離接近，方便物流上的支援；及
- 集團之生意模式非針對大批量生產的產品，而是為客戶提供高質素的服務為主。





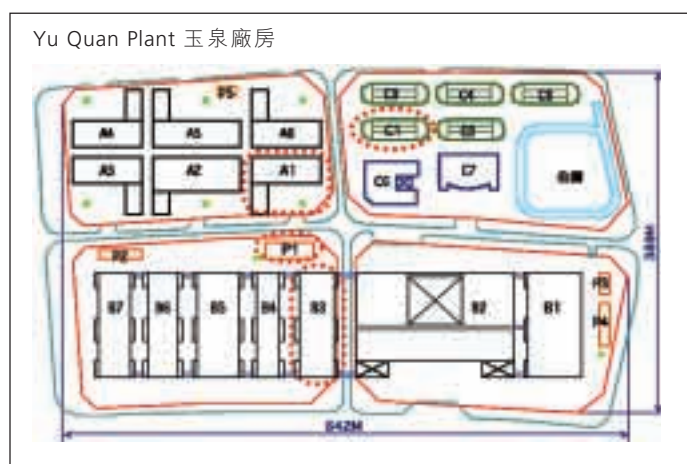


## *The Painful Lessons of the Asian Financial Turmoil*

The commencement of the construction of the Yu Quan Plant represents an important milestone of the Group after the completion of Yantian Plant (1986) and Fenggang Plant (1999). We have learnt the painful lessons last time during the Asian Financial Turmoil back in 1997 and 1998 when we started to construct the Fenggang Plant. It took us 5 years to complete the construction program as we simultaneously dealt with the most severe credit squeeze from banks in the Group's history.

### *Phase 1*

Hopefully, **the enormous size of the Yu Quan site will be sufficient to cater for the expansion of the Group for the next 5 to 7 years.** Construction of Phase 1 will commence in mid-2005 and is expected to be completed by mid-2006. Upon completion, there will be 4 buildings including a plastic injection moulding shop, an assembly lines building, a dormitory and a power plant with a gross floor area of around 34,700 square meters.



1st Phase construction (Marked in red circle)

第一期工程 (紅圈位置)

## 亞洲金融風暴帶來沉痛教訓

玉泉廠房的興建標誌著集團繼雁田廠(一九八六年)及鳳崗廠(一九九九)後，另一個重大的里程碑。於一九九七及九八年間為亞洲金融風暴，當時我們開始興建鳳崗廠房，集團正值受到銀行收緊信貸的艱苦時刻，共花費五年時間方能大致完成整體建設。



Yantian Plant

雁田廠房

### 第一期工程

整個玉泉廠址面積龐大，足以應付集團未來五至七年之發展需要，而第一期建築工程將於二零零五年年中開始，並預計於二零零六年年中竣工。工程完成後將有四座主樓，包括注塑工場、組裝工場、宿舍及配電房，樓面總面積約34,700平方米。



Fenggang Plant

鳳崗廠房

# Chairman's Statement 主席報告

Karrie International Holdings Limited

We expect by then we would have sufficient production capacity to cater for the projected increase in shipment volume. Depending on the state of the global economy in mid-2006, we will make the decision on whether to start the construction of Phase 2 of the Yu Quan Plant in due course.

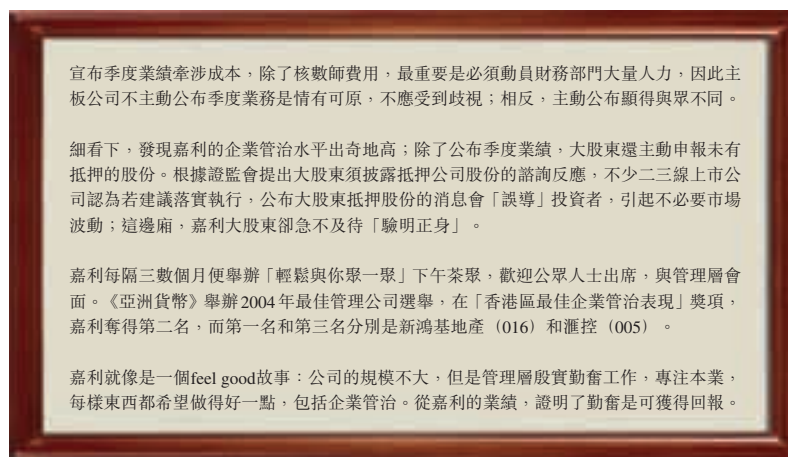
## Enterprise Value

From the above discussions on our decision-making process on "customer relationship management" and the "construction of the Yu Quan Plant", we hope that investors would start to appreciate that manufacturing is always a multi-year business. As such, **our focus is always on the long-term interests of the shareholders and stakeholders (including customers, suppliers, bank, employees and others) but not on short-term share price performance.**

我們預期將有足夠生產能力應付客戶的需求，至二零零六年年中時，視乎全球經濟環境的變化，屆時再決定是否興建玉泉廠房第二期。

## 企業價值

通過上述談論關於我們如何處理「客戶關係管理」及「興建玉泉廠房」等決策理念，希望投資者從中理解到製造業是一門跨年代和具延續性的業務，因此，我們的決策重點集中於股東及相關人仕（包括客戶、供應商、銀行、員工及其他人仕）之長遠利益而非短期之股價表現。



Hung Siu Lam, *The Hong Kong Economic Journal* published on 15 March 2005  
孔少林撰於二零零五年三月十五日 <信報>

As custodian of your investment, **we put more emphasis on our business model, organization, people, relationship with customers and suppliers and so on than the bottom line figures in the annual accounts.** Under the existing accounting convention, the historical accounting records cannot capture such enterprise value. This is one of the main reasons why we have been spending so much efforts in raising the corporate transparency. **By going beyond the statutory disclosure requirements under our unique mode of corporate governance, we do hope that some time in the future, the market will duly recognize our enterprise value.**

作為閣下投資的守護者，我們認為經營模式、管理架構、員工、客戶關係、供應商關係等之管理較只著重每年溢利之變化更為重要。受到現有之會計格式所限，傳統之會計賬目難以將企業價值量化表達，這正解釋為何我們要花心思，盡量將企業透明度提高，因而選擇突破慣常的披露手法，去表達企業管治及集團之特色，希望假以時日，市場可認同我們的企業價值。







My Executive Committee: Do you know which Chinese song most aptly describe our feelings?

Tips: lady singer, four words.

我的「執行委員會」：可有想起那首粵語流行曲能貼切地形容我們的感受？

貼士：女歌手，歌名四個字。

## Pure Luck?

And it does, to a certain degree and at least by some professionals. For the second consecutive year institutional shareholders and research analysts honoured the Group in the annual poll organized by the Asiamoney magazine. **In the 2004 Asiamoney Poll announced in January 2005, the Group was voted as the first runner-up in both the Overall Regional Best-managed Companies (Small Cap Category) and Overall Best Companies for Corporate Governance in Hong Kong.** The Corporate Governance award is particularly gratifying as the champion and the second runner-up are both blue chips giants which are tens to hundred times bigger than the Group.

## Corporate Governance

### *Why Corporate Governance*

Luck is of course important but we cannot run our business based on luck alone. We did not suddenly embrace corporate governance because it is a good public relation gimmick. **One of the reasons of our success is due to a change in the mode of governance since 2001.**

## 純粹運氣？

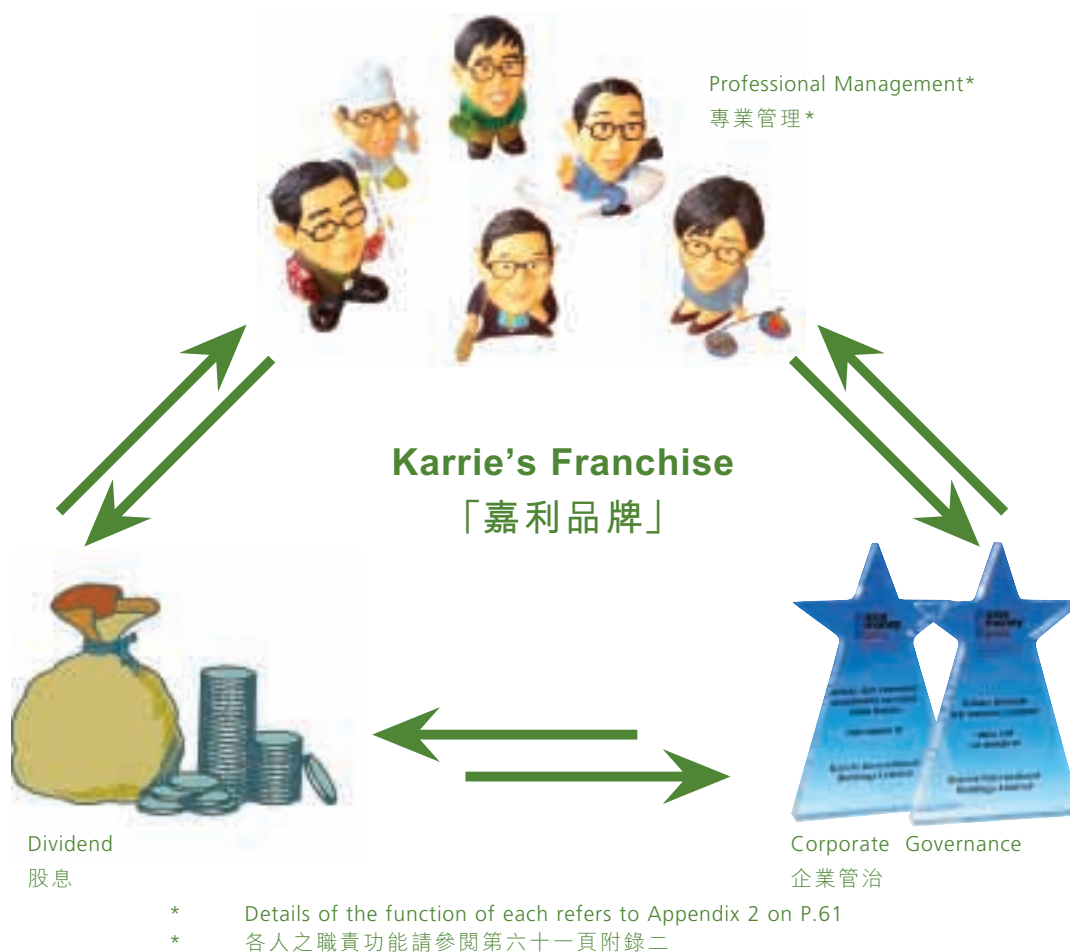
某程度上，市場（尤其是一群「專業人仕」）開始欣賞我們的企業價值，集團連續兩年於「亞洲貨幣雜誌」選舉中被機構投資者及證券分析員推許為優秀企業，於二零零五年一月份公佈的「二零零四年度選舉」中，集團分別被選為「全亞洲最佳管理公司」（小型企業組）及「香港最佳企業管治表現」第二名，最值得一提的是「香港最佳企業管治表現獎」的第一及第三名得主均為香港的著名藍籌企業，規模比起集團超出數十倍甚至數百倍。

## 企業管治

### *為何要落實企業管治*

運氣固然重要，但做生意絕不能單靠運氣；集團成功其中一個最主要因素是自二零零一年改變了管理模式，我們並不是從公關的角度而突然擁抱企業管治的。





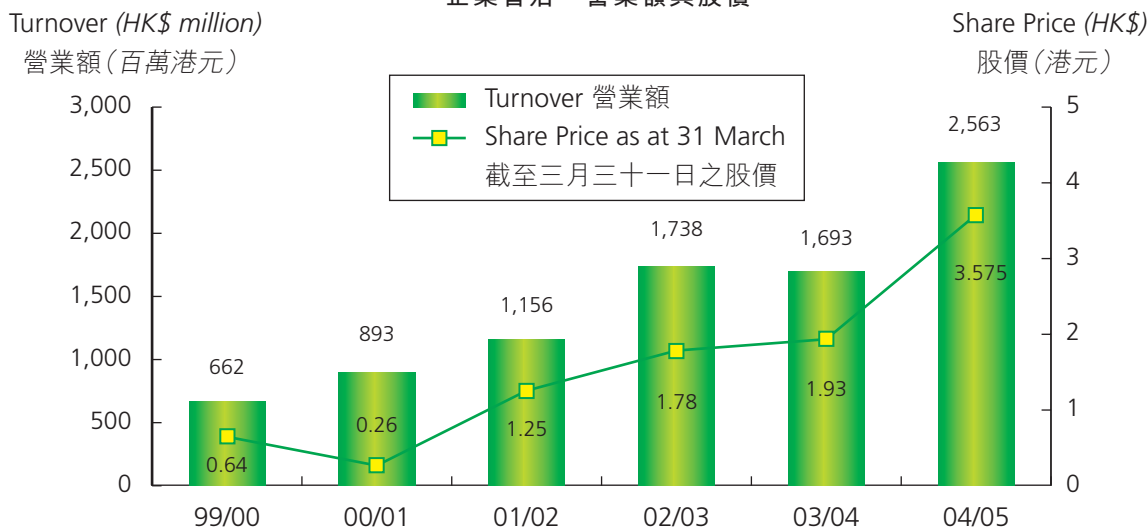
Back in 2000 with the burst of the internet bubble, we knew that we could no longer depend on our traditional business for growth. **While the new EMS business goes from zero in 1999/00 to HK\$1,390,384,000 in the current financial year, its complexities and special requirements demand an entirely new mode of governance. So long before the local regulatory requirements demanding the separation of the functions of the chairman and CEO, we established an Executive Committee in 2001** staffed mostly by professional managers running the daily operation of the Company. **While we are still far from perfect, in essence we have transformed the Group from a family-run business to a professionally managed modern enterprise.** (For a more detailed version of the changes, please go to our website for the paper published on 8 March 2005: "Karrie Story: A real life case study on how Corporate Governance improves operating performance").

回想起二零零零年科網股熱潮爆破時，我們意識到不能再依賴傳統的業務以維持增長。雖然電子專業代工業務已自一九九九／零零年度從零起步至本財政年度的營業額1,390,384,000港元，但該業務的複雜性與及獨特的要求需要一個全新的管理模式。事實上，於監管條例提出要求將「主席」及「行政總裁」的職責分開之前，集團已於二零零一年成立執行委員會，並以專業管理人員處理集團的日常營運工作。雖然現時集團距離「完美」尚有一段漫長的道路，但最重要的是我們已漸漸地將一間家族式經營的公司轉變為一間專業管理的現代化企業。（若想了解有關轉變的詳情，可參閱集團網頁於二零零五年三月八日刊出之「嘉利故事：企業管治可改善營運表現之真實個案」）。



## Corporate Governance, Turnover &amp; Share Price

企業管治、營業額與股價



"Karrie Story: A real life case study on how Corporate Governance improves operating performance" (a speech delivered in a seminar organized by the Hong Kong Baptist University on 12 March 2005. For speech outline, please refer to our website.)

「嘉利故事：企業管治可改善營運表現之真實個案」(於二零零五年三月十二日香港浸會大學所舉辦之講座主題，有關講義詳情，請參閱集團網頁)。

2001/02:	Executive Committee was established	成立執行委員會
2003/04:	Voluntary quarterly result announcement	自願公佈季度業績
2004/05:	"Tea-break with individual investors"	「與小投資者茶敘」

## Enhancing Transparency

Externally, we introduced various measures to enhance our transparency including voluntary quarterly results announcement and publication of detailed and yet easy-to-read annual reports filled with graphs and useful statistics. New initiatives for the current financial year include:

## Voluntary Disclosure by the Substantial Shareholder Confirming No Pledge of Shares in the Company

The Company was notified by Pearl Court Company Limited ("Pearl Court"), a substantial shareholder of the Company, that it has not pledged any of its interest in ordinary shares of the Company as at 20 June 2005. Pearl Court first made such announcement in the 2004/05 Interim Report in November 2004. It has also undertaken to inform the Board of such pledging status before each annual, half-year or quarterly results announcement, and authorized the Company to publish such information (please refer to the section of "Substantial Shareholders" for details). As at 20 June 2005, Pearl Court held 172,200,000 ordinary shares of HK\$0.1 each or 42.13% of the issued share capital of the Company.

## 提升透明度

對外方面，我們採納了不同的措施去提升透明度，包括自願性公佈季度業績及制作附以圖表及統計資料等詳盡且簡淺易明的年報，至於本年度的新猷包括：

## 主要股東就未有抵押股份作出之自願性披露

本公司之主要股東 Pearl Court Company Limited (「Pearl Court」) 通知本公司，對於截至二零零五年六月二十日其擁有本公司普通股之權益，並沒有作為任何股份抵押。Pearl Court 於二零零四年十一月之二零零四／零五年度中期業績報告中首次作有關披露，其亦承諾於本公司未來刊登的年度、半年度或季度業績公佈之前知會本公司其抵押股份情況，並授權本公司公佈這些資料(詳情請參閱「主要股東部份」刊登之內容)。截至二零零五年六月二十日，Pearl Court 持有本公司每股面值 0.10 港元之普通股共 172,200,000 股，佔本公司已發行股本 42.13%。



## The Karrie Information Exchange Platform

嘉利訊息交換平台



### Tea-break with Individual Investors

#### Why tea-break?

- Like other listed companies we do have constant dialogues with institutional investors. Our website provides updated information and presentation. But **why are individual shareholders not entitled to the same level of access to the management as institutional investors?** 'Tea-break with individual investors' provides a practical platform for individual investors and the management to share views and exchange information in a cost effective manner;
- With the recovery of the local economy, investors are looking for good investment opportunities. However, **as the Group is only a relatively small company, press coverage is limited.** Without direct access to management, investors may not be able to fully understand the Group before making their decisions; and

### 與小投資者下午茶敘

#### 為何舉辦茶敘活動？

- 如其他上市公司一樣，我們定期與機構投資者保持溝通，公司網頁內亦不時更新資料及簡報內容。我一直不明白為何小投資者們不能如機構投資者般同等享有接觸管理層的機會？「與小投資者下午茶敘」活動能夠以合理成本，為小投資者們提供了一個有效平台與管理層分享彼此觀點及交換訊息；
- 隨著本港經濟逐漸復甦，投資者開始物色合適的投資機會，但由於集團規模較小，故報章傳媒之報導實在有限，當投資者作出投資選擇時，若然缺乏與管理層直接溝通的渠道，未必能夠對本集團的業務作深入的了解；及

- **The importance of the tea-breaks lies in the symbolic value to those who have not attended the function.** While each tea-break could only accommodate less than 100 shareholders/investors, the willingness of the management team to meet with individual investors conveys a strong positive message of transparency.

## 1st, 2nd & 3rd tea-breaks

The first tea-break was held in September 2004 after the first quarter results announcement. The number of applicants was so high that we had to resort to drawing lots. Some investors were even willing to come on a 'waiting list basis'. The 2nd and 3rd tea-breaks were held within one month after the interim and the third quarter results announcement respectively. Despite the cooling down of the initial enthusiasm and the imposition of a HK\$30 fee for charity purpose in the 2nd and 3rd tea-breaks, we still had full houses. **Most attendees have done their homework and actively participated in the Q&A session. Actually, the sophisticated issues they raised during the meetings made a big impression on us.**

- 雖然每次茶敘活動只能容納少於一百名股東／投資者，但我們深信茶敘活動之影響不止限於參與者，一些未有參與活動的投資者，對管理層願意直接面對小投資者這份誠意，足以帶出我們致力提高透明度的正面訊息。

## 第一、二、三次茶敘活動

第一次茶敘活動於二零零四年九月公佈第一季季度業績後舉行。由於報名人數眾多，我們最終採取抽籤形式安排座位，更有投資者願意以「後補」形式出席，其後之茶敘活動亦已分別於中期業績及第三季季度業績公佈後一個月內舉行。縱使第二及第三次茶敘活動沒有第一次般踴躍，加上要收取30港元捐款作慈善用途，但依然座無虛席，而大部份出席人士均事先做足資料準備，更於答問環節積極參與提問，事實上他們所提出的問題之深度實在是我們意料之外。



Let's march together to take the first step in a populist corporate governance movement.  
讓我們走入群眾裏，共創企業管治新一頁





Why should individual investors not enjoying the same level of access to management as institutional investors?  
為何小投資者不能與機構投資者般同等享有接觸管理層的機會？

## *Are you going to join us this time?*

The next tea-break with individual investors will be held on 16 July 2005 at the Ching Room, 4/F, Sheraton Hotel, 20 Nathan Road, Tsimshatsui. As part of the Group's social responsibility program, participants will be asked to donate HK\$30 directly to charity and we will match the donation dollar for dollar (at a maximum of HK\$10,000 in total). For those who are willing to donate HK\$100 or more, we will:

- arrange for the relevant charity to issue a receipt for tax purpose on a best effort basis; and
- confirm seats availability for those top 10 donors without the need of going through the procedure of drawing lots (if required).

Interested investors are invited to visit our website at [www.karrie.com.hk](http://www.karrie.com.hk) for more details and download the application form. Because of the limited seats available, participation in the 'tea-break' is strictly by confirmed registration only.

## *你會否也來參加？*

接著的「與小投資者下午茶敘」將於二零零五年七月十六日假座尖沙咀彌敦道二十號喜來登酒店四樓清廳舉行，此茶敘亦是集團履行社會責任之一部份，所有到場參與人士均需直接捐助30港元予慈善機構，而集團亦會捐出相同總額（上限為10,000港元）。任何人士願意捐出100港元或以上，我們將會：

- 盡可能向相關慈善機構要求發出收據供退稅用途；及
- 最高捐款之首十名人仕可無需通過抽籤程序（如需要），確保座位安排。

如投資者對上述活動有興趣，歡迎瀏覽本集團網頁[www.karrie.com.hk](http://www.karrie.com.hk)索取更詳細資料及下載報名表格。由於場地座位有限，所有出席茶敘之人仕必須事先獲確認登記，方可入座。

*It is worth!*

In reviewing this pioneering mode of communication with investors, we come to the inevitable conclusion that it worths the money/effort we spent on this project, especially when we received positive feedbacks from other non-related parties in social functions. But while we are pleased that senior officials from other listed companies have attended our tea breaks to learn about the operation, we were disappointed that such method has not yet become the norm. **We sincerely hope that individual investors will have more and more opportunities to gain such an important access to the management, through tea breaks or other direct access platforms.**

*Encouraging Continuing Professional Education of the INEDs*

While our INEDs are successful businessmen and/or professionals themselves, we believe that in this fast-changing world everybody must constantly stay ahead by continuing education. As such, we actively encourage our INEDs:

- To become a member of the Institute of Directors; and
- To log in at least 10 hours of continuing professional education through the Group's sponsorship.

## The Second Equilibrium: Dividend vs Capex and Working Capital Requirements

*Dividend for 2004/05*

- **The Directors have recommended a final dividend of HK12.5 cents per share;**
- **Together with the interim dividend of HK8.5 cents per share, total dividends for the year amounts to HK21 cents (2003/04: HK20 cents);** and
- The final dividend will be payable on or about 11 August 2005. This dividend payment is in line with our policy of paying out 50% or more of the profit attributable to shareholders of the year.

*這是值得的！*

回顧這個與投資者的創新溝通模式，所得出的結論是為這個活動所付出的金錢與努力是值得的，事實上我們從一般社交場合當中亦得到外間人仕的正面回應。我們感到欣喜的是其他上市公司的高級人員亦來臨出席，從中交流意見，但遺憾的是至今這方法仍未普遍被其他上市公司所採納。我們衷心希望小投資者逐漸有更多機會透過茶敘活動或其他直接渠道，能夠直接與上市公司管理層接觸溝通。

*鼓勵獨立非執行董事作持續專業進修學習*  
雖然本集團之獨立非執行董事均是成功的商人及／或專業人仕，但我們深信在這個瞬息萬變的世界裏，每一個人都必須持續進修學習，以保競爭力。因此，我們積極鼓勵獨立非執行董事：

- 加入董事學會成為會員；及
- 於集團贊助下，撥出不少於十小時作持續進行專業進修學習。

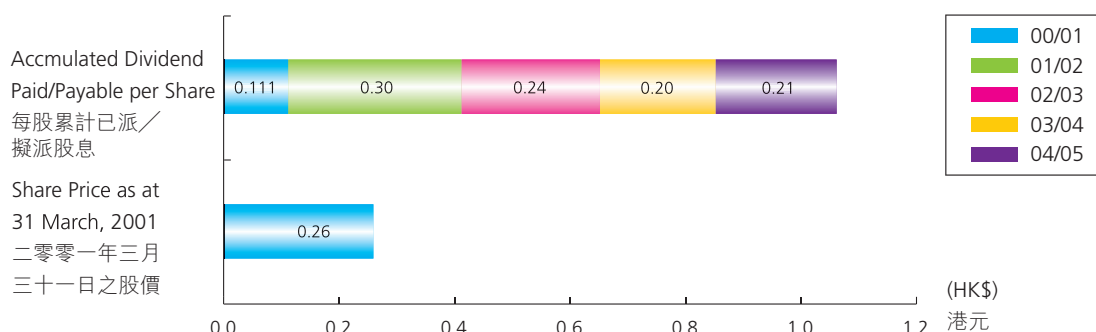
## 第二平衡：「股息」與「固定資產投資及流動資金需求」

*二零零四／零五年度股息*

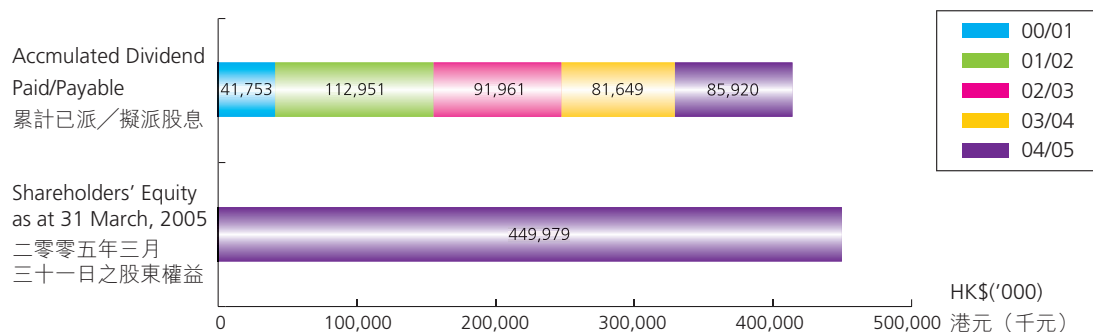
- **董事會已建議派發末期股息每股12.5港仙；**
- 連同中期股息每股8.5港仙，全年股息共達每股21港仙（二零零三／零四年度：20港仙）；及
- 末期股息將於或接近於二零零五年八月十一日派發。這股息派發比率與集團將股東應佔溢利之50%或以上分發給股東的政策相符。



### Dividend Paid/Payable per Share 每股已派／擬派股息



### Dividend Paid/Payable 已派／擬派股息



Our biased view on corporate governance: sharing wealth created with all shareholders through dividend  
我們對企業管治的獨有看法，就是透過派發股息與一眾投資者分享財富

#### Sharing Wealth with our Shareholders

We always believe that our willingness to share with the shareholders the wealth created through distribution of dividend is the greatest and most direct manifestation of our corporate governance achievement. **Since 2000/01, the Group's accumulated dividends paid/payable is around HK\$414,234,000 or 92% of the shareholders' fund.** Shareholders starting to invest in Karrie in 2000/01 should have received a total dividend of HK106.1 cents per share (including the proposed final dividend of 2004/05) by now.

#### 還富予股東

我們始終相信透過派發股息與股東們分享財富，是最合理和最直接邁向企業管治的方法。自二零零零／零一年度開始，集團合共已派發／擬派發之現金股息約414,234,000港元，佔股東資金92%。如於二零零零／零一年開始投資於嘉利股票，至今所收取之累計股息合共106.1港仙（二零零四／零五年度建議派發末期股息包括在內）。

## *No Change in Dividend Policy*

In our continuous dialogues with institutional investors and in meetings with individual investors in tea-breaks, we have been urged to raise the dividend level in view of the substantial increase in profit attributable to shareholders. As the largest shareholder of the Group, personally I will not object to putting more cash in my own pockets. However, **our existing dividend policy was formulated during a period of low Capex** (2003/04 Annual Report, appendix 4, assumption 1). **With the commencement of the Phase 1 of the huge Yu Quan Plant, a new Capex cycle has begun. We can no longer rely on our free cash flow (defined as profit attributable to shareholders plus depreciation) to finance the dividend and working capital requirements and the Capex.** The shortfalls would have to be financed by net bank borrowings, which increased from HK\$6,287,000 to HK\$233,630,000 or a net gearing of 2% as at 31 March 2004 and 52% as at 31 March 2005 respectively.

As such, it would be unrealistic to expect us to raise the absolute amount of dividend substantially in coming years in light of both the increasing cash requirement from Capex cycle and working capital. So the real question is whether we should cut, rather than to raise, the dividend. After careful deliberation in balancing the requirements of the shareholders and the capital requirement of the Group, **we are not yet convinced that we should change our dividend policy at the moment because:**

- **The amount of cash flow saved** through a low double digits change of dividend payment **would not be significant** as compared to the overall bank borrowings of the Group (more detailed discussion on the Financial Resources on P.43); and
- On the other end of the spectrum, we object to any drastic cut in the dividend level as we fully recognize **the value of a constant stream of dividend to our existing shareholders.**

## *維持股息政策不變*

過往與機構投資者會面及與小投資者召開茶敘活動當中，不時就股息政策展開討論，他們因應集團股東應佔溢利大幅上升而紛紛敦促我們將股息提高，作為集團之最大股東，個人而言我當然不會反對收取更多現金股息，但現時採用之股息政策乃於低投資週期時所制定的（二零零三／零四年度年報附錄四，假設1）。隨著面積浩大的玉泉廠房開展第一期建築工程，新的投資週期正式啟動。我們無法單靠自由現金流量（定義為股東應佔溢利加上折舊）去支付「股息」、「流動資金需求」與及「固定資產投資」，當中的差額就必須以銀行借貸形式作填補，因而令淨銀行借貸從二零零四年三月三十一日的6,287,000港元上升至二零零五年三月三十一日之233,630,000港元，或淨負債比率從2%上升至現時52%之水平。

因此，在投資週期重新啟動與及流動資金需求增加的前題下，若然期望未來將派發股息實際金額提升似乎已變得不設實際，最迫切要討論的問題並不是增加股息，反而是需否削減股息，但經過仔細考慮股東的訴求與及集團資金需求方面的平衡，我們認為現階段無需改變股息政策：

- 對比集團現時之整體銀行借貸，股息作低雙位數字下調對於現金流量之改變並不明顯（第四十三頁「財務資源」部份將有更深入之討論）；及
- 從另一層面而言，我們反對將股息作大幅度削減，因為我們明白到穩定的股息對於現有股東而言非常重要。





In summary, barring any unforeseeable change of business situation:

- **We will adhere to our existing policy of paying out 50% or more of the profit attributable to shareholders as dividend; and**
- We will maintain our pledge to our shareholders made in 2003/04 (2003/04 Annual Report, P.35 and the 3 general criteria on possible changes in dividend policy) that **should the Directors decide to change the existing dividend policy, we would provide an advance notice in the immediate preceding interim or annual result announcements.**

### Risk Management

Other than normal operating and financial risks arising out of the ordinary course of business, the following factors deserve special attention (the problem of gross profit margin decline is dealt with in the Prospect Section on P.41).



Fire Drill: Prevention better than damage control  
火警演習：預防勝於補救

總括來說，除出現不可預知的轉變外：

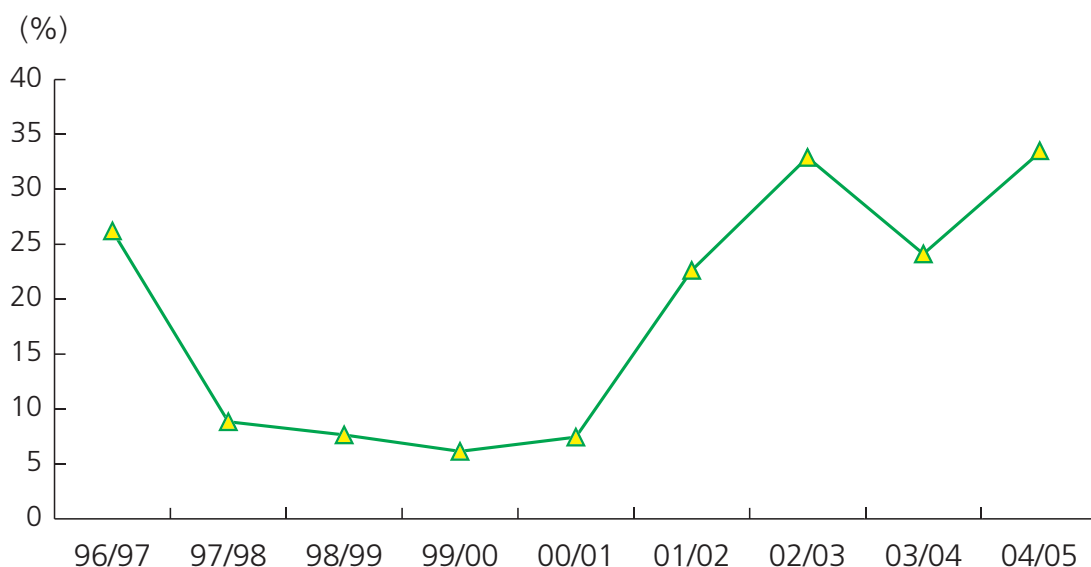
- 我們仍然維持現有股息政策，將股東應佔溢利50%或以上作為股息；及
- 如二零零三／零四年度對股東所作之承諾（二零零三／零四年度年報第三十五頁詳列關於股息政策如作改變需符合之三大原則），董事會倘若對現行股息政策有任何改變，必會於前一次之中期／全年業績公佈時提前通知公眾。

### 風險管理

於日常營運過程中，除了一般營運及財務風險要注意外，尚有以下情況需加留意。（關於毛利率下跌的憂慮於第四十一頁「展望」部份再作討論）

**Group's Target ROE at 20% or above**  
**集團之股東權益回報率目標釐定於20%或以上**

Return on Equity  
 股東權益回報率



	96/97	97/98	98/99	99/00	00/01	01/02	02/03	03/04	04/05
	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)	HK\$(m)
	百萬港幣	百萬港幣	百萬港幣	百萬港幣	百萬港幣	百萬港幣	百萬港幣	百萬港幣	百萬港幣
Profit attributable to shareholders									
股東應佔溢利	81	28	25	21	26	78	120	90	150
Shareholders' Equity									
股東權益	310	318	332	339	356	347	364	375	450
Return on Equity (%)									
股東權益回報率(%)	26.2	8.8	7.6	6.1	7.4	22.6	32.9	24.1	33.4

#### RMB Appreciation

As the Group's production base is in China, an appreciation of the RMB will definitely have an impact on the Group's performance. However, investors should note that:

- the impact is mostly limited to the overhead portion as under the Group's business model, most of the materials by value (other than steel) are either purchased through the customers or designated vendors (see P.39). For 2004/05, RMB payments represented around 10% of our total cost of sales;

#### 人民幣匯價

由於集團生產基地位於國內，故此倘若人民幣升值，集團之業績表現必然會受到影響，惟投資者需留意如下：

- 參照集團之經營模式，由於大部份之原料（鐵料除外）均是從客戶或其指定供應商所提供（見第三十九頁），故相對之影響一般只局限於營運開支上，而於二零零四／零五年度中，採用人民幣找結的總額佔整體銷售成本約10%；



- the Group always maintains a surplus of its RMB assets over its RMB liabilities. An appreciation of the RMB would create a one-time capital gains that may offset partly or wholly the short term negative impact on the profit and loss account; and
- **as most of the Group's competitors are also based in China, in theory over the long run, we could raise price to cover the increase in costs provided that the customers stick to their present sourcing pattern.**

## Electricity Supply

We do not expect much improvement this summer. However,

- **the Group has sufficient alternative electricity supply to ensure uninterrupted production;** and
- while the cost of generating own electricity is much more expensive, the overall impact on the Group's performance is not material. Electricity charges represented less than 2% of the total cost of sales of the Group.

## Labour

We have not experienced any serious trouble on this front and **the labour turnover ratio is consistent with the past pattern.** We speculate that this may be due to the following reasons:

- our strong reputation in the local community (introduction of such new features to attract workers like the "culture workshop", 2003/04 Annual Report, P.38);
- the capital-intensive nature of the business requires far less workers than other light industries given the size of our turnover; and
- the heavy-duty nature of some parts of the operation like metal stamping requires a substantial number of male workers.

- 集團向來維持人民幣資產高於人民幣負債，故人民幣升值會同時令國內資產升值獲益，或會部份或完全抵銷對損益表的短期負面影響；及

- 由於集團大部份之競爭對手之生產基地亦設於中國，理論上長遠而言，基於客戶仍會按照現有之採購模式，相信大家都會一致向客戶要求加價，以彌補成本上升的。

## 電力供應

我們預計電力供應於今年夏季不會有太大改善，惟：

- 集團有充份的後備電源以確保生產不受影響；及
- 雖然後備發電的成本較為昂貴，但其對集團之整體影響輕微，而電力開支佔集團整體銷售成本少於2%。

## 勞工

我們於勞工問題方面並未遇到重大的煩惱，而員工流失率與過往相比依然保持平穩，我們估計是如下原因：

- 集團於當地社區有良好的聲譽（二零零三／零四年度年報第三十八頁，透過組織「文化沙龍」等活動吸引人才）；
- 以營業額規模而言，可見集團採用資本密集的業務形式，故此對比其他輕工業對勞工的需求較少；及
- 針對一些體力勞動的工種如五金沖壓，對男性工人的需求較大。



## *Middle Management*

While we do not have a serious problem with labour, we do have a problem of shortage of middle management as a result of the rapidly expanding business. We need more engineers, procurement officers, marketing executives, production and other management personnel to maintain our services to our customers. **We have granted share options, organized brainstorming sessions and other measures to recruit, retain and motivate our middle management ranks** (for details please refer to the Employment and Remuneration Policy section on P.49).

## *Inventories*

The increase of inventories level from HK\$166,474,000 to HK\$440,013,000 is a serious concern. Here comes the **Third Equilibrium: how to balance the customers' requirements of additional inventory vs the risk profile of the Group**. This goes beyond the question of financing as certainly we do not want to enter into a period of business downturn with a high inventory level. Unfortunately, as our business continues to expand, we need to stock up more raw materials to ensure uninterrupted production. Beside, some of our customers also require an increase in the cushion level of inventory in the just-in-time ("JIT") inventory warehouse to ensure their own uninterrupted production.

**As the sole supplier of the customers for particular projects, we have no option but to comply with their request. Under our existing business model, the customer and its suppliers have to build up a mutual trust under a "business partnership" both in name and in substance: Customer has to trust its sole supplier to deliver the goods on time while the supplier has to trust the customer as the supplier assumes high risks in delivering goods to the JIT warehouse and/or in paying for the large amount of components** (2003/04 Annual Report, P.15).

## *中層管理人員*

雖然於勞工問題上我們並未遇到困擾，然而因為業務快速擴張卻帶來中層管理人員短缺的問題，我們需要更多的工程師、採購員、市務主任、生產及其他人事管理等人員以維持對客戶服務應有的水平。因此，我們授出購股權、組織集思會與其他措施以招攬、挽留及推動中層管理人員的梯隊（詳情請參閱第四十九頁「僱員及薪酬政策」部份）。

## *存貨管理*

存貨水平從166,474,000港元上升至440,013,000港元已成為了我們關注的重點，這引伸出**第三平衡：如何於客戶要求提升存貨與集團風險評估之間取得平衡**。這已不僅是財務負擔能力的問題，因為我們不希望於進入下一個經濟衰退週期時持有高存貨水平，但無奈地由於業務持續增長，迫使我們補充更多原料以確保生產不受影響，與此同時，部份客戶亦要求提升「即時付運」倉庫的安全存貨水平，以確保他們的生產不受影響。

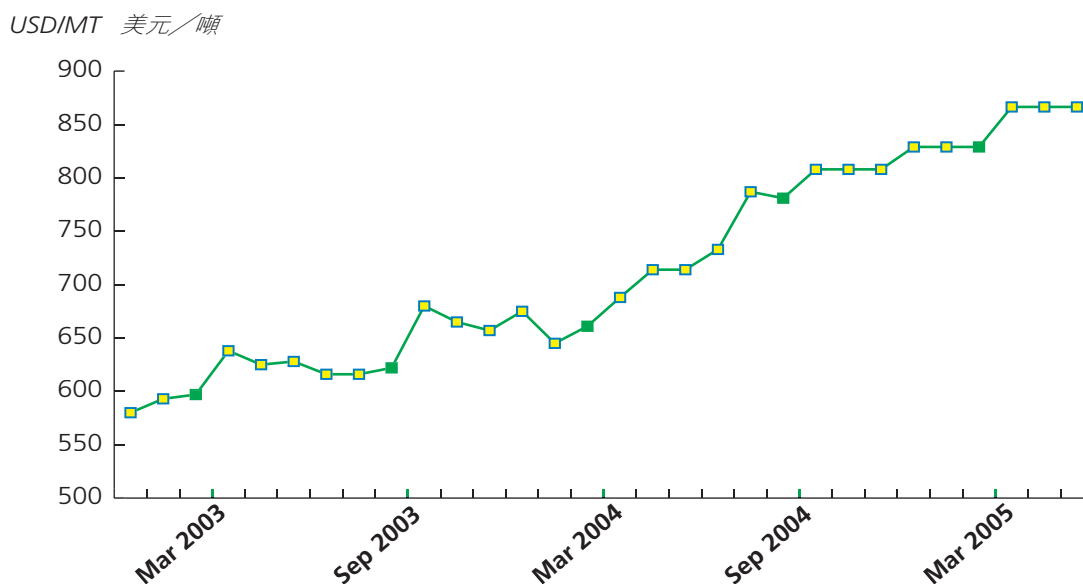
作為客戶個別項目之唯一供應商，我們別無選擇地只能順應他們的要求。於現有之業務經營模式下，無論與客戶或供應商，基於彼此無論名義上或實際上均是以「業務夥伴」相稱，故必須要建立互相信任的態度：客戶必須要信任其唯一供應商可如期付運；同時供應商亦要信任客戶，因為存於「即時付運」倉庫等貨品及／或支付購買零部件等皆承受著不少風險（二零零三／零四年度年報第十五頁）。





## Generalised Price Movement Graph of Electro-Galvanised Steel Coil

## 電解片鐵料概括價格走勢圖



\* Latest quotation for delivery in June 2005 is around US\$870/MT.

二零零五年六月份交貨鐵料報價約每公噸870美元

## Steel Price

While our unique business model has shielded the Group from the uncertainty of the fluctuating raw material price in general, steel price fluctuation is another matter. As steel price is mostly fixed at the time of the confirmation of project, the rising steel price in the last two years had a negative impact on the Group. However,

- Since 2003/04 we have raised our inventory level to allow sufficient time for the Group to re-open negotiation with customers should there be any sudden drastic price increase. While there is no guarantee that the customer would eventually accept any price increase, it should be noted that steel price increase is an industry problem, not problem peculiar to Karrie; and
- **The cost of steel represented less than 10% of the total cost of sales.**

## 鐵料價格

雖然集團之獨特業務經營模式可保障免受一般原料價格波動的風險，但鐵料價格則是例外。鐵料之定價一般於產品項目得到落實後確定，而最近兩年鐵料價格大幅上升，對集團產生負面影響，惟：

- 從二零零三／零四年度我們將鐵料存貨水平調升，倘若鐵料價格突然暴漲，集團亦有足夠時間與客戶商討差額補貼，雖然我們無法保證客戶最後會否接納我們提價的訴求，但相信大家明白鐵料價格上升乃整個製造業所遇到的難題，而非只是本集團獨有的；及
- 鐵料成本僅佔總銷售成本少於10%。

## BUSINESS REVIEW

### Metal & Plastic Business

The Metal & Plastic Business grew by 22% from HK\$963,002,000 in 2003/04 to HK\$1,172,806,000 due to the gradual worldwide resumption of technological spending.

### EMS Business

Sales attributable to this division previously suffered a 18% decline in 2003/04 due to the delays in the launching of new products to fill up the production vacuum created by the expiry of life cycle of some of the products as a result of the occurrence of SARS in 2003. In 2004/05, such production problems were subsequently solved in due course and new products were launched according to schedule. As a result the growth of the EMS Division resumed, with turnover showing a strong 90% increase from HK\$729,958,000 in 2003/04 to HK\$1,390,384,000. However, due to its low gross profit margin, the profit contribution from this Division of HK\$46,268,000 (2003/04: HK\$19,351,000) was still much less than the Metal & Plastic Division of HK\$123,922,000 (2003/04: HK\$80,591,000).

### Geographical Distribution

Asia (excluding Japan) was still the largest market of the Group with HK\$1,096,507,000 in turnover (2003/04: HK\$781,751,000). Western Europe came in a close second with sales of HK\$808,937,000 (2003/04: HK\$496,501,000) while shipment to North America only ranked third with HK\$429,867,000 (2003/04: HK\$254,981,000). The shipment pattern of Group continues to adhere to our usual practice of geographical diversification.

## 業務回顧

### 五金塑膠業務

由於全球逐步恢復對科技產品的支出，帶動五金塑膠業務銷售從二零零三／零四年度之963,002,000港元上升至1,172,806,000港元，幅度達22%。

### 電子專業代工業務

本業務於二零零三／零四年度時因二零零三年初受到非典型肺炎影響，令到新產品工程受到阻延，而個別產品又到了產品完結週期，因而生產出現了真空期現象，令營業額受挫下跌18%。隨著二零零四／零五年度已將該些生產問題逐一解決，新產品相繼按原來計劃推出，電子專業代工業務回復增長步伐，營業額錄得強勁升幅達90%，營業額從二零零三／零四年度之729,958,000港元上升至1,390,384,000港元。但由於此業務毛利率一向偏低，因而經營溢利僅為46,268,000港元（二零零三／零四年度：19,351,000港元），仍較五金塑膠業務的123,922,000港元（二零零三／零四年度：80,591,000港元）為低。

### 地域分佈

亞洲區（日本除外）營業額為1,096,507,000港元（二零零三／零四年度：781,751,000港元），仍然為本集團之主要市場，西歐則緊貼其後錄得營業額808,937,000港元（二零零三／零四年度：496,501,000港元），而北美之付運排行第三位，錄得營業額429,867,000港元（二零零三／零四年度：254,981,000港元），集團之付運模式會繼續維持多元化方針。



## PROSPECT

### 2005/06: Maintaining the Growth Momentum

We have a relatively "long-term business visibility" because of the project-oriented nature of our business (2003/04 Annual Report, P.14). **With the engineering works completed for the projects confirmed and as in most cases the Group is the sole supplier for those particular projects, our problem is therefore one of production and not of marketing.** In particular:

- **We have revised upward the turnover growth rate for 2005/06 from 20% to 30%;**
- Despite the expected solid performance of the server casings business in 2005/06, **the Metal and Plastic Division will be mainly flat in 2005/06** because of the projected turnover decline in the personal computer casings and plastic sides. However, we are still open to the possibility of a slight rebound in this Division in the second half of the 2005/06 after a period of consolidation in the first half of the financial year;
- Once again **the low-margin EMS Business will be the growth driver** for the coming financial year as we expect strong growth in the shipment of laser printers, digital photo printers and fax machines; and
- **The unaudited turnover of the Group for two months ended 31 May 2005 was HK\$510,000,000 (2004/05: HK\$350,000,000).** As the unaudited turnover for these two months may not represent the final result for the year ending 31 March 2006, investors and shareholders are advised to exercise extreme caution when dealing in the shares of the Company.

## 展望

### 二零零五／零六年度：維持增長動力

由於我們的業務模式一般是以產品項目形式進行的，因而令我們對生意前景會有較「長線洞悉力」(二零零三／零四年度年報第十四頁)。由於大部份項目集團皆為客戶個別產品項目之唯一供應商且前期工程之準備已完成，因而我們需關注的問題並不是市務，反而是生產。尤其如下：

- 我們將二零零五／零六年度之營業額增長從20%調升至30%；
- **整體五金塑膠業務將於二零零五／零六年度保持平穩**，雖然預期伺服器機箱業務有優越表現，但預計個人電腦機箱與及塑膠部件銷售出現倒退。雖然如此，若把二零零五／零六年度之上半年度當作整固適應期，或許下半年度此業務表現有機會輕微回彈，故此我們仍然抱開放之態度；
- **低毛利之電子專業代工業務再度成為集團來年度之增長動力**，我們預計鐳射打印機、數碼照片打印機及傳真機等之付運將有強勁增長；及
- **集團截至二零零五年五月三十一日止兩個月未經審核之營業額為510,000,000港元(二零零四／零五年度：350,000,000港元)。**因這兩個月之未經審核營業額未必能反映截至二零零六年三月三十一日止之最後業績，懇請各投資者及股東在買賣本公司股份時務須謹慎行事。

**2006/07: Cautiously Optimistic**

While it may be unrealistic to project into the distant future, we decide to provide our sales target guidance for 2006/07 in the name of transparency. At this stage we think it is much better for us to set **a more cautious turnover target of 10% revenue growth**.

*Not Worried over Expected Decline of the Overall Gross Profit Margin*

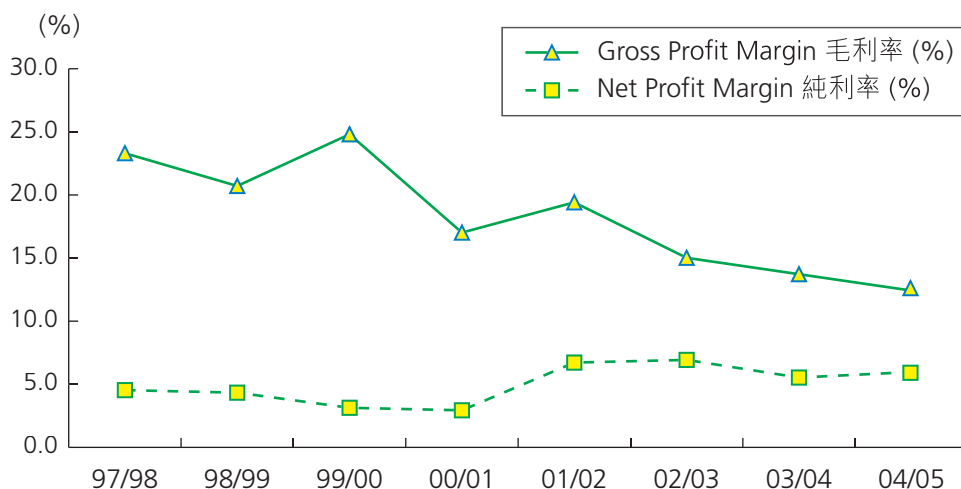
**二零零六／零七年度：審慎樂觀**

雖然現時對於仍然遙遠的將來作營業推測似乎有點不設實際，我們決定提供二零零六／零七年度營業預測指引是基於貫徹提高透明度之政策，現階段我們認為將營業增長目標設於10%是較為謹慎和恰當。

*無懼預期整體毛利率下跌之困擾*

**Gross Profit Margin & Net Profit Margin**

毛利率與純利率走勢圖



(%)	97/98	98/99	99/00	00/01	01/02	02/03	03/04	04/05
Gross Profit Margin 毛利率	23.3	20.7	24.8	17.0	19.4	15.0	13.7	12.4
Net Profit Margin 純利率	4.5	4.3	3.1	2.9	6.8	6.9	5.3	5.9
HK\$(million) (百萬港元)								
Turnover 營業額	619	592	662	893	1,156	1,738	1,693	2,563
Profit attributable to Shareholder 股東應佔溢利	28	25	21	26	78	120	90	150

As the sources of growth momentum will mainly come from the EMS Business rather than the Metal and Plastic business, **the overall gross profit margin will decline due to the lower gross profit margin of the EMS Business**.

由於集團增長動力主要來自電子專業代工業務多於五金塑膠業務，受到電子專業代工業務的較低毛利率影響，整體毛利率將會有所下調。





While the projected performance of individual quarters may vary, we expect that on a whole year basis the increase in turnover should be faster than the rise in manufacturing overhead and other operating expenses, thereby making a positive impact to the bottom line. However, it would not be possible to maintain the current year superb rate of growth because of the relative low base of Y2003/04 and the possible impact of other negative factors in the coming financial year (P.35 Risk Management). In summary, given the strength of the Group's business model, support of its customers and suppliers and zeal of its dedicated staff and management team, the Directors are still optimistic for the performance of the coming year.

## FINANCIAL RESOURCES

### Rapid Increase in Bank Borrowings

**As correctly projected previously** (2003/04 Annual Report, the 1st quarter and interim results announcements), **net gearing ratio increased substantially from 2% on 31 March 2004 to 52% as at 31 March 2005.** With the February/March 2005 combined turnover figures of HK\$475,532,000 and an average 60 days collection period, it is inevitable that the goods shipped have not been paid as at 31 March 2005. These shipments contributed to a HK\$268,338,000 increase in the trade receivables which roughly explains the increase in net bank borrowings of HK\$227,343,000 over the year.

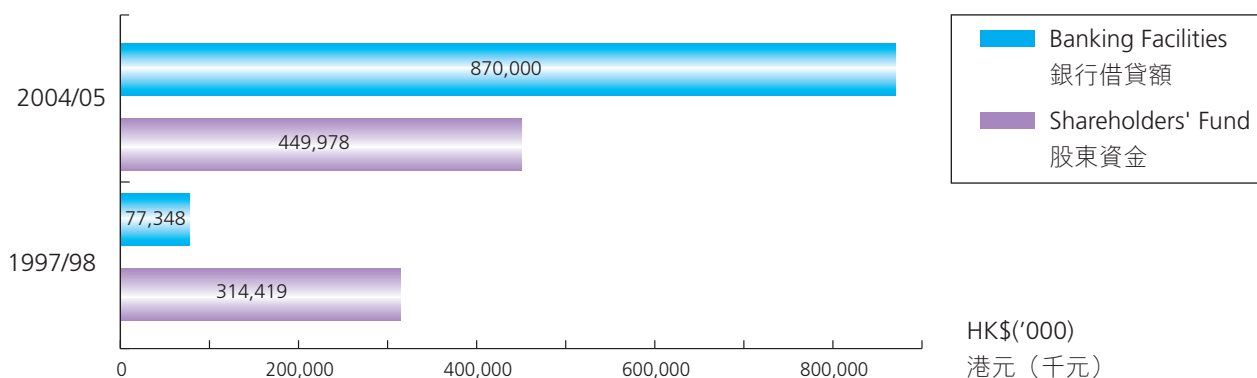
雖然預期個別季度的業績表現均有差異，但全年整體而言營業額的上升速度應會較營運成本上升為快，故此對溢利帶來正面影響。由於二零零三／零四年度營業額基數較小，加上其他負面因素影響（見第三十五頁風險管理），故來年的業績增長將無法維持如本年般大幅增長。總括而言，由於集團之業務經營模式具備優勢、客戶與供應商給予支持與及員工至管理層對工作的熱誠，董事會對於來年的業績表現仍是感到樂觀的。

## 財務資源

### 銀行借貸急促上升

如早前之正確預測（二零零三／零四年年報、二零零四／零五年度第一季度及中期業績報告），淨借貸比率明顯地從二零零四年三月三十一日之2%上升至二零零五年三月三十一日之52%。以二零零五年二月及三月之營業額合計475,532,000港元，加以平均六十天放賬期，故此截至二零零五年三月三十一日此等已付運的貨品仍未收回貨款是可以理解的，這些貨款令貿易應收帳數字上升268,338,000港元，大約可解釋到本年度淨銀行借貸亦有227,343,000港元之升幅。

## Shareholders Fund and Banking Facilities 股東資金與銀行借貸額



### Why our banks place so much confidence in Karrie's Team?

A drink at 5:30 p.m. on 6 June 2005 and a speedy approval by one of our principal bankers at 8:35 a.m. the following day on a temporary 2-months HK\$40,000,000 loan facility to assist the Group Hong Kong dollars funding requirements because of our unwillingness to sell down the US dollar holdings at the then foreign exchange rate.

#### 為何銀行對嘉利團隊如此充滿信心？

於二零零五年六月六日的下午五時三十分與其中一間主要銀行茶敘後，次日的早上八時三十五分他們即時批核臨時的40,000,000港元兩個月短期貸款額，因應我們不希望以當時之滙價賣掉手持之美元存款，供集團應付港元資金週轉需要。

### Non-current Assets to Shareholders' Fund Ratio Staying Below 1

Despite the huge increase in bank borrowings, there is no cause for alarm. The Non-current Assets to Shareholders' Fund ratio continues to stay below 1, meaning that the **non-current assets of the Group were being financed by stable long-term shareholders' fund with no mismatching of financing.**

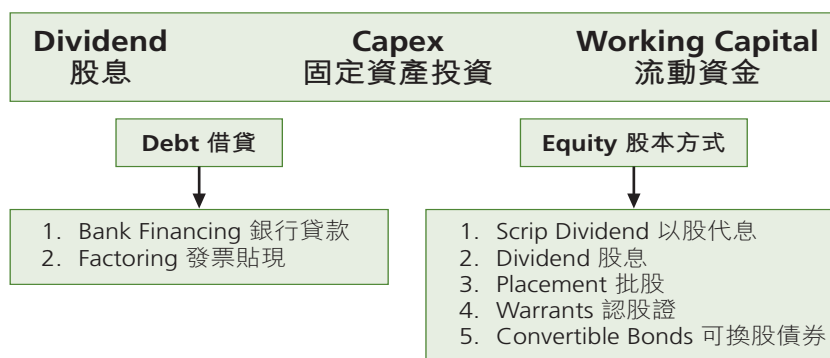
### 非流動資產與股東資金比率維持於1以下

雖然銀行借貸不斷上升，但無需過份緊張，非流動資產與股東資金比率繼續低於1，代表集團之非流動資產由穩定之長期股東資金所支持，並無出現資金錯配的情況。



## Financing Options

## 融資方案



## Financing for Growth

For 2005/06, we face 3 principal tasks for financing:

- Investors' expectation of dividend payment;
- Commencement of the new Capex cycle; and
- Rising working capital requirements because of the targeted 30% increase in turnover.

The choice is between debt and equity. We have mentioned earlier that we are not going to change our dividend policy. Under the existing circumstances, **we still do not prefer non-debt method because of its potential dilutive impact on earnings per share.** Even taking into account of rising interest rate in the coming months, we still believe that the debt alternative is the cheapest and the most optimal way of financing for growth under the following guiding principles:

- Profit after tax plus depreciation should be equal to or greater than the Capex plus dividend;
- If this is the case, then our Non-current Assets to Shareholders' Fund ratio should stay below one. Short term bank borrowing will rise to fill in the financing gap where increase in trade payables not able to match the increase in inventories and trade receivables; and
- Interest coverage (EBITDA/interest expenses) to stay above 5.

## 為增長提供資金週轉

於二零零五／零六年度，於資金週轉方面我們面對三大任務：

- 投資者對派發股息的期望；
- 新投資週期開始；及
- 預計營業額上升30%令流動資金需求相應增加。

我們有兩個選擇：銀行借貸或股本市場，我們較早前提及過我們不打算改變股息政策，在目前情況下，我們仍然不希望採用非借貸形式，因這模式有可能使每股溢利攤薄。縱使考慮到未來數月或有加息的可能性，我們仍然認為銀行借貸是資金週轉上最便宜和最有效的方法，主要基於以下原則：

- 除稅後溢利與折舊之總和，應等同或大於資本性開支與股息之總和；
- 倘若如此，非流動資產與股東資金比率應低於1，由於貿易應付帳上升未能等同存貨及貿易應收帳之上升，故需以短期銀行借貸填補資金週轉上的需要；及
- 利息涵蓋率（(扣除利息支出、稅項、折舊及攤銷前溢利) ÷ 利息支出）應保持於5倍或以上。

## Bank Borrowings 銀行借貸

### Three Principles

1. Profit Attributable to Shareholders + Depreciation = Capex + Dividend
2. Non-Current Assets to Shareholders Fund Ratio < 1
3. Interest Coverage > 5

### 三大原則

1. 股東應佔溢利 + 折舊 = 固定資產投資 + 股息
2. 非流動資產與股東資金比率 < 1
3. 利息涵蓋率 > 5

### Net Gearing Ratio Rising to 90%

With the 30% projected increase in turnover, we project that the net gearing ratio will rise further from the current 52% level to around 90% towards the end of the next financial year. **Given our committed dividend policy and the rising Capex, the net gearing ratio will only fall if we are not able to achieve the sales target in 2005/06.**

### 淨負債比率上升至90%

隨著營業額預測增長為30%，我們預計淨負債比率會從目前之52%水平，到下一個財政年度結束時進一步上升至90%之水平。基於我們已承諾之股息政策及資本性開支增加，若然未能達到二零零五／零六年度之營業額目標時，屆時淨負債比率才有機會下跌。

### Additional Bank Financing Arranged

To cater for such working capital requirements, we have further arranged sufficient short term banking facilities with our bankers. As an additional precaution, **we have also secured 5-year medium term loan facilities of HK\$100,000,000 (HSBC, HK\$70,000,000 and Standard Chartered, HK\$30,000,000).** These medium term loan facilities remained undrawn on 24 June 2005.

### 安排額外銀行借貸

為了應付流動資金需求，我們已與銀行安排了足夠的短期貸款額。作為額外保障，我們亦已落實了合共100,000,000港元之五年期之中期貸款額（包括滙豐銀行70,000,000港元及渣打銀行30,000,000港元），截至二零零五年六月二十四日，該筆中期貸款額尚未動用。

### Resources Available

The Directors are confident that with the cash holdings of HK\$352,665,000 and banking facilities of HK\$870,000,000, the Group is able to meet its current and operational and capital expenditure requirements.

### 可動用資源

以集團現時分別擁有手頭現金352,665,000港元與及銀行借貸額870,000,000港元，董事會有信心集團能夠應付現時營運與及資本性開支的需要。

As at 31 March 2005, part of the Group's banking facilities were secured by mortgages over certain of the Group's land and buildings in mainland China with a net book value of approximately HK\$16,424,000 (2003/04: HK\$16,825,000).

截至二零零五年三月三十一日，集團部份銀行借貸額是以集團於國內樓房資產作為抵押的，而有關資產淨賬面值約16,424,000港元（二零零三／零四年度：16,825,000港元）。





## EXCHANGE RATE EXPOSURE

Most of the Group's assets, liabilities and transactions are denominated either in Hong Kong dollar, US dollar or Reminbi. As the exchange rate of the Hong Kong dollar, US dollar and Reminbi were relatively stable during the year, the Group was not exposed to material exchange risk at the moment (please refer to "Risk Management" on P. 35).

## CONTINGENT LIABILITIES

As at 31 March 2005, the Group had no significant contingent liabilities.

## CORPORATE SOCIAL RESPONSIBILITIES

### Community Interest

As a responsible corporate citizen, we continue to promote social responsibilities program. We have made donation to charities in both Hong Kong and China. Our staff in China had also actively participated in a number of activities including visiting senior citizens, students of School of Hope (donated by the Group and its employees) in remote areas,

## 匯兌風險

集團大部份的資產、負債及交易均以港元、美元或人民幣計算，由於年內港元、美元及人民幣之匯率一直維持穩定，故此集團現時並無任何重大的匯兌風險。（請參閱第三十五頁「風險管理」）

## 或然負債

截至二零零五年三月三十一日止，集團並無重大或然負債。

## 企業社會責任

### 社會公益

嘉利作為一個負責任之企業公民，我們持續推行企業社會責任運動，並於香港及國內作慈善捐款，而國內員工亦積極參與不少活動，其中包括探訪老人院及設於偏遠地區之希望小學（由集團及員工一同捐建）、植樹活動等。於二零零五年五月，香



Is profit the only objective for an enterprise?  
盈利是否企業的唯一目標？

planting of trees etc. In May 2005, our colleagues in Hong Kong have formed a new volunteer group for charitable works. We will continue to encourage our colleagues to actively participate in community works.

## Environmental Affairs

In 2001, the Group obtained the ISO 14001 Environmental Management System accreditation. In 2006, electronics products entering the European market will have to comply with strict environmental guidelines (e.g. RoHS). A few years ago, we have started working together with our multi-national customers to ensure that our products will be in compliance with such new regulations. We will continue our best effort in using environmental-friendly raw materials in products design, improving polluted air filtering system, speeding up responses to customers' queries on environmental concerns in our products, reusing recycle water in toilets etc.

## Education

To promote the implementation of corporate governance among small and medium sized enterprises in Hong Kong, we have donated HK\$270,000 to the Hong Kong Baptist University ("HKBU") for the funding of its Centre of Corporate Governance and Financial Policy, School of Business, Hong Kong Baptist University and the provision of three scholarships for students studying for the Master Degree in Science of Corporate Governance and Directorship Program. Our colleagues have also participated in the seminars/discussions organized by the School of Business of HKBU.

港職員亦組織義工隊伍參與慈善活動。我們會繼續鼓勵員工積極參與公益活動。

## 環保工作

集團於二零零一年已獲頒ISO14001環境管理體系認證，惟二零零六年開始所有電子類產品必須符合嚴格環保要求(例如：RoHS)方可進入歐洲市場，而我們於數年前開始已逐步分階段跟進符合國際級客戶及其產品之有關規格要求。我們會盡力響應採用環保物料進行產品設計、改善廢氣過濾裝置、加快回應客戶對我們的產品在符合環保要求上的查詢、將經過處理的廢水回用於洗手間等。

## 教育

為支持香港中小企積極推行企業管治，我們已向香港浸會大學捐款270,000港元用於資助「香港浸會大學商學院企業管治及財務政策研究中心」及香港浸會大學商學院舉辦的獎學金計劃，受惠人仕為正在攻讀「公司管治與董事學理學碩士」課程的學生，而本集團員工亦參與由香港浸會大學商學院所舉辦之講座／討論。

### 嘉利搞獎學金 助修公司管治

工業股嘉利國際舊年奪得Asiamoney香港區最佳企業管治獎第二名，雖然係屈居新地之後，但打低第三名的匯控呢隻超級大藍籌，風頭一時無兩。自此嘉利成為商場學界研究對象，前排浸會大學商學院搞咗個嘉利故事講座，分享企業管治可改善營運表現的心得，現在再順水推舟，掉轉頭由嘉利出錢搞咗個名為「公司管治與董事學理學碩士」的獎學金，05/06年度開始，三個名額每人有兩萬蚊獎學金，大家有興趣進修就不妨留意一下。

## EMPLOYMENT AND REMUNERATION POLICIES

### Our Staff is Our Greatest Assets

We have been asked several times why the Group is able to beat out our competitors many times of our size to secure new projects. The principal reason lies in the offering of superb services to our customers. To maintain such premium service, we must continue to recruit, motivate and retain talented staff. This task is rendered more difficult with:

## 僱員及薪酬政策

### 以人為本

我們曾多次被問及集團憑甚麼能夠擊敗規模比我們大很多倍之競爭者而取得客戶之新項目，最關鍵的原因是我們為客戶提供優質的服務。為確保維持優質服務，我們繼續招聘、推動及挽留具有才能的員工，而這任務因以下原因變得艱巨：



With healthy and happy staff, we will have productivity.

健康快樂的員工，才是有生產力的員工

- the recovery of the economy and the end of deflation in Hong Kong; and
- the rapid expansion of the Group's turnover.

- 香港經濟復甦及通縮情況消退；及
- 集團營業額急速增長。



Since 2001, we have implemented a number of measures:

集團自二零零一年開始落實多項措施，包括：

## *Rewarding for Performance*

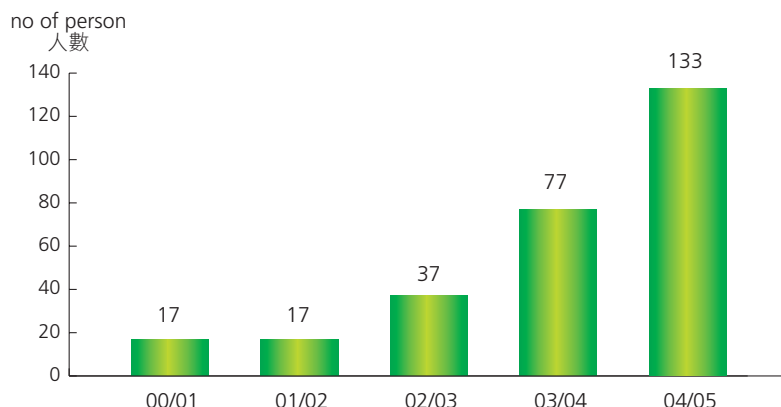
The standard 13th month pay was abolished. A new performance based bonus system and a more objective system of performance evaluation system were introduced. Employees with superior performance now received higher bonus than under the previous system.

## *多勞多得*

取消固有的第十三個月薪金，取而代之推出與表現掛鈎的獎金制及較客觀的表現評估，有超卓表現的員工則現獲發比以往更為可觀的獎金。

## Summary of Share Options Granted to Employees

### 員工獲發購股權概括表



Linking the interest of our shareholders with a greater number of staff through share options

透過派發購股權證予更多員工，將股東們之利益與他們串連在一處

## *The Case for Staff Share Options*

I fully understand that issuing share options is no longer fashionable in HK and elsewhere. I am also aware that the Company has to treat share option as an expense item in the next financial year. (We have not charged share option cost to the profit and loss account for the current financial year. Had we done so, our profit would have been reduced by approximately HK\$4,718,000 and the profit attributable to shareholders would have been reduced to HK\$145,626,000. See P. 89).

## *員工購股權*

我完全明白今時今日於香港或其他地方授出購股權已不合時宜，我們意識到集團於下個會計年度需要將購股權列作支出（目前並未有將購股權的成本列入損益表內。但若然將有關成本計算在內，溢利將減少約4,718,000港元，而股東應佔溢利則下降至145,626,000港元，見第八十九頁）。







But critics should appreciate that **there are still no other alternatives available which are better than share options:**

- When the Group expands rapidly and recruits new managers, **how do you ensure that they maintain the same entrepreneur spirit?** Now with the issue of share options, we have a group of owners/managers who really care about the interest of the Group;

提出質疑的人仕亦要明白到目前為止，並沒有其他比授出購股權更合適的選擇：

- 正當集團急速增長而需招聘管理人員，試問如何保證他們能夠以心為心地替企業拼搏？當授出購股權後，我們擁有一班真心關注以集團利益為本的股東／管理者；



Will there be the day when all our staff are shareholders?

會否有一天所有員工都成為我們的股東？

- **When we use performance-based bonus system, it is inevitable that people will focus on their best short-term performance in order to get the largest amount of bonus immediately.** This is human nature. But their individual achievement may not be necessarily good for the overall long-term interest of the Group. A share option scheme will force our managers to think of the long term interest from the Group's perspective. Although it will not entirely eliminate shortsighted decisions or departmental conflicts, it will help; and
- **While the accounting treatment may treat issue of share options as an expense, no actual cash flow is involved.** This is especially important given the high net gearing ratio of the Group. As such share options are issued to staff at the market price at the date of grant with no discount, our staff will have to work hard to benefit along with other existing shareholders.
- 當我們採用以表現掛鈎的獎金制後，有些人可能會盡快爭取表現以求即時取得最多獎金，此乃人性表現，是無可避免的。但他們個人的出色表現未必對集團長遠利益有利，授出購股權則可以迫使管理人員以集團長遠利益去思考問題，雖然授出購股權仍然無法完全制止一些短視的決定或部門的紛爭，但始終此制度比其他的制度更為有效；及
- 雖然會計制度視購股權為一項開支，但實際並無牽涉真正現金交易。這點對於集團現時高淨負債比率的處境尤其重要，由於購股權是按發出當天之市場價格授出予員工的，並無給予任何折讓，因此員工們必須要加倍努力，方可與現有股東們同享成果。

## Potential Dilutive Effect of Share Options

Share options are of course a "cost" as it dilutes the earning per share. As the majority shareholder myself, of course I would take the interest of the shareholders into account. **Our staff share options are granted over a long vesting period to ensure that the dilutive impact is kept to a minimum.**



Dropping a stone on my foot: Why should I agree to issue more share options to dilute the shareholdings of the majority shareholder?

搬石頭擲腳：為何我同意派發更多的認股權証，這樣不是將主要股東的股份攤薄嗎？

## 購股權潛在之攤薄效應

由於購股權會將每股溢利攤薄，故會視作「成本」之一，本人作為集團之主要股東，當然亦會從股東的利益角度考慮，因而董事需將已授出之購股權之行使期分一段長時間行使，以確保攤薄效應減至最低。



(As at 15 June 2005, total number of issued share capital is 408,764,000 shares)  
(截至二零零五年六月十五日已發行股本總數為408,764,000股)

**Number of exercisable  
outstanding share options**  
未行使購股權數目

Exercisable during or after the period 於期內或之後可行使之年度	Directors 董事	Other Participants 其他參與者	Total 總數	Percentage over total number of issued share capital 佔已發行股本 之百分比
01/04/2005 - 31/03/2006	4,820,000	14,520,000	19,340,000	4.73%
01/04/2006 - 31/03/2007	1,680,000	7,824,000	9,504,000	2.33%
01/04/2007 - 31/03/2008	1,760,000	3,900,000	5,660,000	1.38%
01/04/2008 - 31/03/2009	1,760,000	1,760,000	3,520,000	0.86%
<b>Cumulative total 累計</b>	<b>10,020,000</b>	<b>28,004,000</b>	<b>38,024,000</b>	<b>9.30%</b>



United we stand  
團結就是力量

### Building up the New Corporate Culture

**Monetary reward alone cannot buy you performance or loyalty.** We need to build up a new corporate culture. Since the establishment of the Executive Committee and its staffing by professional managers in 2001, we have actively encouraged our staff to:

- make decision instead of the "passing the buck";
- focus on benefits generated instead of cost saved;
- share information to reduce departmental conflicts and to minimize risk; and

### 建立「新企業文化」

單靠金錢獎勵並不能完全保證員工的表現與忠誠，我們必須努力建立「新企業文化」，自專業管理隊伍組織而成之執行委員會於二零零一年成立以來，我們積極推動員工：

- 勇於決策取代過往推卸責任的陋習；
- 不應計較節省成本，專注所得效益；
- 一同分享資訊以減少部門爭拗和風險；及





嘉利國際控股有限公司  
Karrie International Holdings Limited

致：中、港各部門

## “凡事皆可能”比賽

相信大家不時於工作上遇到挫折，甚至要在限定時間內完成一些本來看似不可能的事情，又或者因為種種技術困難或絆腳石，而被他人撥冷水，說這說那不可能，慫恿你放棄罷了！

### 試問你會怎樣辦呢？

1. 是的，這樣困難的事情怎有可能完成，退而求其次做另一項容易點的事情替代或放棄亦沒甚麼大不了！
2. 未試過又怎知沒可能呢？我不服氣！好醜也應盡各樣可能方法去試試看！

你屬於前者抑或後者？若你是前者，肯定你的工作沒有甚麼滿足感。但若你是後者，就如「長今」一樣擁有不屈不撓的精神，凡事都不輕言放棄……甚至憑你的堅毅完成了“不可能”的任務！那麼你應好好與大家一起分享這些經驗，讓大家一起感染這份可敬的精神！

如果你曾經完成一些別人認為“不可能”的任務，快些行動參加比賽！

### 報名詳情：

截止報名日期：	2005年5月14日（六）	
公佈首輪入圍名單：	2005年5月25日（三）	
公佈結果日期：	2005年6月3日（五）	
組別：	頭獎（各1名）	優異獎（各5名）
「個人組」	港幣3,000元	港幣1,000元
「團體組」	港幣5,000元	港幣2,000元
	「個人組」及「團體組」頭獎提名人各得港幣1,000元	

### 重要聲明：

“凡事皆可能”的宗旨為推廣一種積極信念，

- 只在乎大家有否作出嘗試克服困難，若最終未能完成亦不會影響原來結果的。例如說客戶要求於30天內完成付運，而大家都同意是不可能達到的，若承諾去試就只會令公司的信用受損；
- 作出嘗試是無需額外付出資源的。如同上述例子，若所有生產能力都轉移去完成該任務，最終顧此失彼，反而得不償失；
- 不可使用不正確手段將任務完成或作出虛假報告

希望大家引以為戒，不可胡亂曲解這信念之原意，更不希望上司曲解這信念作為壓迫下屬的手段去做完成一些不可能完成之任務。

### 評審團：

共計9名成員，包括：

- |                     |              |
|---------------------|--------------|
| — 內部審計部黃福全先生（評審團主席） | — 助理部曾佩瑩小姐   |
| — 會計部劉思然先生          | — 塑膠部陳炳培先生   |
| — 電子代工部研發組夏漢良先生     | — 機箱裝配部林日新先生 |
| — 廠務部項目組黃連禧律師       | — 人力資源部黃駿朝先生 |
| — 醫療室陳曉清醫生          |              |

主辦單位  
助理部－曾佩瑩

評審團主席  
內部審計部－黃福全

二零零五年四月三十日



- change from “do nothing to avoid mistake” to “more attempts even at the cost of making mistakes”.



“Corporate Day” on 3 February 2005  
二零零五年二月三日舉行之「企業日」

In February 2005, we hosted our first brainstorming session with around 100 mid-level managers whereby the Directors outlined the future strategic direction and listened to feedbacks.

## A THOUSAND-MILE JOURNEY STARTS WITH A FIRST STEP

### We are not Perfect

We have run into a number of problems in staging such an event. We had failed to ask all qualified mid-level managers to attend, the feedback time was not sufficient, some of the important topics were not covered and so on..... But this is the first time a small company like us to take such a first step. **We are not perfect nor are we the best. But by taking such important first step, we will one day finish our “thousand-mile journey”.**

### A Clear Objective, but No More 3-Year Plan

With the successful completion of the 3-year plan to double the turnover first announced in 2001/02, we have been urged to announce a new 3-year plan to provide more concrete guidance for the future. Tempting as it may be, we reiterate that we are not in the game of short-term glory:



Impersonating the God of Fortune: working hard for the benefit of shareholders.

努力扮財神：辛苦也是為股東

- 鼓勵「多做多錯」，取代過往「少做少錯」的心態。

於二零零五年二月，集團首次召集近百位中層管理人員舉行集思會，席間董事會成員介紹集團未來的發展策略及聽取各員工的意見。

## 千里之行，始於足下

### 我們並不是完美的

我們舉辦上述集思會時遇到不少問題，包括我們未有安排所有合資格之管理人員出席、發表意見的時間不足、個別的重要話題未有討論……等等，但以我們一間規模細小的企業而言，舉辦此類活動的經驗只屬初哥，錯失難免。我們明白到集團絕非完美或最好，最重要的是我們已經踏出了關鍵的第一步，終有一天我們會走畢這個「千里之行」。

### 雖無三年大計，但有明確目標

二零零一／零二年度所訂下於三年內將營業額倍增的目標才剛完成，投資者便開始催促本集團公佈未來三年發展的明確指引。雖然提出新三年計劃的誘惑很大，但我們反對以短暫的光輝去換取掌聲。

- Firstly, with the increased size of the denominator, a doubling of turnover will be an Herculean task within the same time span from the production standpoint; and
- Secondly, pushing the Group too fast will run against my own prudent instinct in view of the various uncertainties like production bottlenecks, high interest rate, high oil price and so on.

**Rather, we will aim at doubling our size without specifying the timeframe.** While it may be disappointing to some, our management team here thinks that this is the best for the long-term interest of all the stakeholders. After all, if we are to take a one thousand-miles journey, we have to take the first step. **We would not be burdened by the worry over the market reaction to our short-term performance. Nor will we cut back our investment in Capex and human resources, despite the possible investors' concern over the revenue growth by the low margin EMS Business.** We will keep on building up our infrastructure in both hardware and software. They will provide the solid foundation upon which the Group will march toward its next target, eventually.

## Let's Take the First Step Together

There will always be concerns over rising cost of raw materials, the appreciation of RMB, production bottlenecks, rising interest rate, insufficient mid-level managers and the apparent stagnation of the higher-profit margin Metal and Plastic Business. **Yes they are serious business problems. But like sunset and sunrise** (2003/04 Annual Report, P. 26) **they are also essential parts of our life. We will not be afraid of any setbacks. We may be down one day (like the drop of profit in 2003/04). But very quickly we will stand up again. With the support of customers, suppliers, staff, bankers and others, we know that we will continue our march toward excellence. One day we will finish our "thousand-mile journey". And then another "thousand-mile journey". But let's take our first step here. Today.**

- 首先隨著營業額之基數擴大，從生產的角度考慮，若沒有充份時間作產能準備，將營業額倍增，將是一件艱巨之任務；及
- 另外集團增長步伐過急有違我一向審慎處事的習慣，尤其觀乎現時仍然存在生產樽頸、高利率走勢及高原油價格等等的不穩定因素。

我們不希望為營業額倍增的目標定下一個特別的期限，雖然有人會反對，但管理層卻認為這是為整體長遠利益的最佳選擇。總括來說，正所謂「千里之行，始於足下」，我們不會被市場對我們短期表現的反應成為我們的包袱；雖然部份投資者非常關注我們現時的業務增長只集中於低毛利的電子專業代工業務，我們決不會因而縮減對固定資產及人力資源方面的投資。我們會繼續於「硬件」和「軟件」方面打穩根基，屆時必可慢慢引導集團邁向下一個新里程碑。

## 讓我們攜手舉步

原料價格上升、人民幣升值、生產樽頸、息率上升、中層管理人員不足與及較高毛利的五金塑膠業務停滯不前等等都是每天困擾我們的問題，雖然這些都是嚴重的營商難題，但有如日出日落的定律（二零零三／零四年度年報第二十六頁），它們是生命循環中基本的環節。縱然有時我們或會受到挫折而倒下（如二零零三／零四年度之溢利倒退），但我們是不會被這些障礙所嚇怕的，很快便可以再重新上路。在客戶、供應商、員工、銀行家及其他人仕等支持下，我們必會朝著既定目標，披荊斬棘，再攀高峰，終有一天可完成這「千里之行」的任務……，然後再定下另一個新目標，繼續下一個「千里之行」。但最重要的是：從今天起，我們一同踏出這新的一步！

## APPRECIATION

I would like to thank our customers, suppliers, bankers, shareholders and others who have extended their invaluable support to the Group, and my fellow Directors, managers and all staff for their considerable contributions to the Group. I would like to express our special thanks to Mr Leung Wai Ho, who resigned as an independent non-executive director ("INED") of the Company in January 2005, for his contribution in the past 7 years. I also take the opportunity to welcome Mr Fong Hoi Shing, who joined us as an INED in December 2004.

**Ho Cheuk Fai**

*Chairman*

## 感謝

本人謹向一直鼎力支持集團的所有客戶、供應商、銀行家、股東、以及所有給予本集團支持者致以衷心致謝。此外更感謝一直為集團作出寶貴貢獻之董事、經理及員工們。在此亦特別鳴謝於二零零五年一月辭任獨立非執行董事的梁偉浩先生於過去七年來一直對集團所作出之貢獻，同時藉此機會歡迎於二零零四年十二月獲委任為獨立非執行董事的方海城先生加入。

*主席*

**何焯輝**

## APPENDIX 1

## Special Characteristics of Our Business Model

**A Hypothetical Example  
(Simplified and generalized for  
easy understanding)****1. Quotation Phase**

- 12 months prior to shipment, Customer A sends out Request for Quotation (RFQ) for a project to all “qualified suppliers”.

**2. Project Confirmation Phase**

- Customer A confirms the placement of the project to us;
- Customer A also provides shipment forecast for the next 18 to 24 months, which is the normal life cycle of a project.

**3. Moulds and Prototype Making Phase**

- According to Customer A specification, we start to perform the design works, make the moulds and prototype;
- This process would take around 6 to 12 months;
- Customer A would also work with our purchasing department on electronics components and the list of qualified suppliers for such components.

**4. Shipment Phase**

- Customer A finalizes and revises the final shipment schedule;
- We start manufacturing and ship goods to just-in-time (JIT) inventory warehouses.

**5. Sales Recognition and Payment**

- Customer A takes goods from JIT warehouses;
- We get paid after the normal credit period (generally 60 days).



## 附錄一

## 經營模式之特色

假設舉例(為方便大家容易理解，下列之過程以簡化形式表達)

**1. 報價階段**

- A客戶就某一產品之項目，於付運前約12至15個月向所有「合格供應商」要求報價，包括集團在內。

**2. 落實階段**

- A客戶確認將有關產品項目交予集團負責；
- 我們得到該產品未來18至24個月的落貨預測，此亦是一般產品壽命週期。

**3. 模具製作階段**

- 集團按照客戶所提供的規格要求進行設計工作，並製作生產模具及首辦；
- 此工序大概需時6至12個月；
- A客戶亦會就產品所需之電子零件，與採購部門商討指定供應商及相關審批程序。

**4. 付運階段**

- A客戶發出修訂付運時間表；
- 完成生產及將成品付運至「即時供貨」系統中轉貨倉。

**5. 銷售確認及找結**

- A客戶從「即時供貨」系統中轉貨倉提取成品；
- 客戶按照相關找結方式(一般為60天)付款。

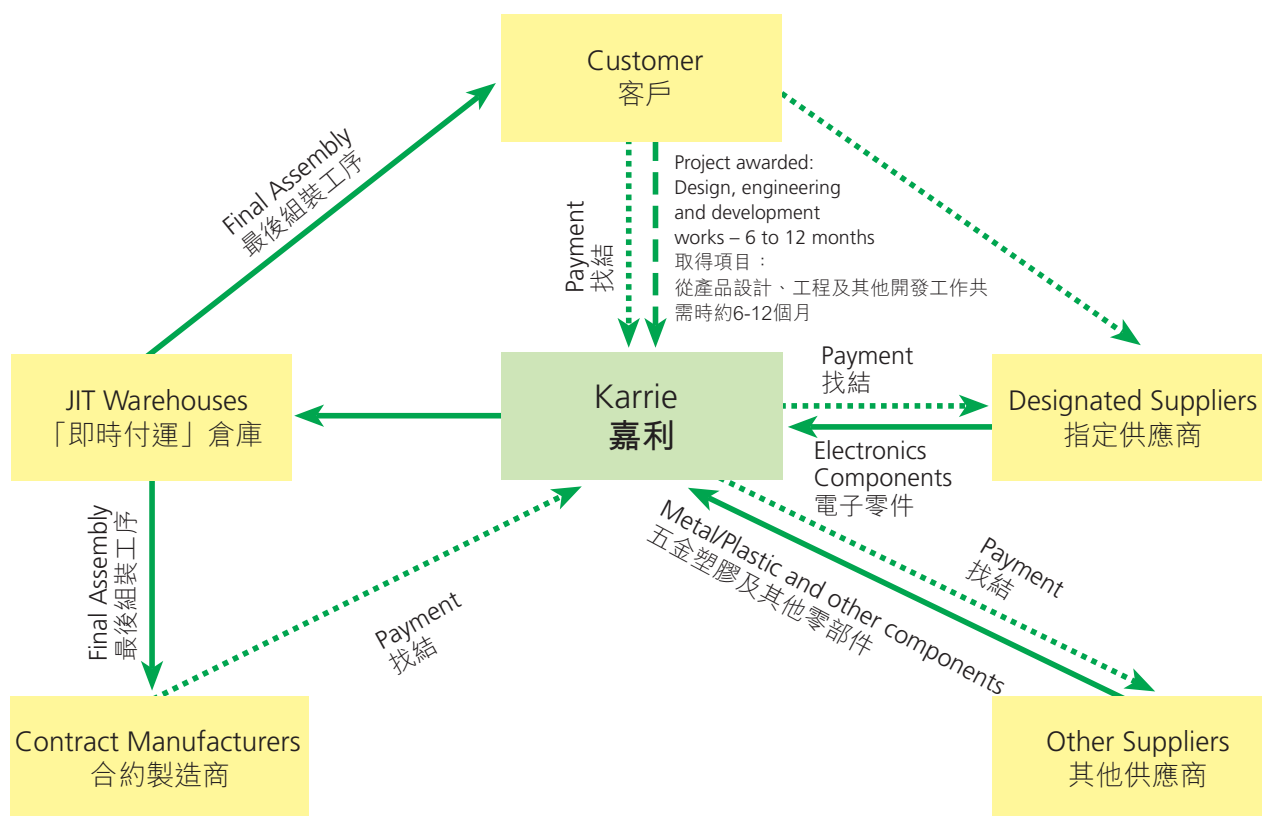


**APPENDIX 1** (Cont'd)**Special Characteristics of Our Business Model**  
(Cont'd)

As the related engineering works have largely been completed and in most cases the Group is the sole supplier for the confirmed project, our problem is therefore one of production, and not of marketing (2003/04 Annual Report, P.26).

**附錄一 (續)****經營模式之特色 (續)**

由於嘉利通常是客戶個別產品項目之唯一供應商，而有關項目經已與新舊客戶取得落實，相關之工程準備工作亦大致完成，故現時所要關注的是如何完成生產任務，而非訂單（二零零三／零四年度年報第二十六頁）。

**Generalised Flow Chart of the Supply Chain Management System****供應鏈管理系統一般運作流程圖**

## APPENDIX 1 (Cont'd)

### Special Characteristics of Our Business Model

Some or all of the following characteristics apply in our dealing with customers. Such characteristics have been generalized/simplified to enable easy understanding:

1. We deal with projects, which can take one year of development and engineering works from initial project confirmation to final shipment of goods. A project's shipment cycle can run for 18 to 24 months.
2. We do not normally have a large orders backlog because the customers' adoption of either the just-in-time inventory (JIT), rolling forecast, Electronic Data Interexchange (EDI) or a combination of the above methods.
3. Usually we are the sole supplier for a particular project and therefore have the obligation to ship goods to customers even if the sales volume is much higher than the initial projection.
4. Most of our customers are not retailers, but manufacturers themselves. Some of them even have factories in China. Most of the electronic components are either sourced through the customers or their designated suppliers.
5. While the metal and plastic enclosures business is an integral part of the computer and computer peripheral sector, the industry thrives only in Taiwan but not in Hong Kong.
6. Our customers are mostly multi-national companies. Thus we frequently have the situation likes project originated in Japan, components assembled in China while the final products shipped to Asia or Europe. Our definition of breakdown by market is by shipment destination but not country of origin of the customers.

## 附錄一 (續)

### 經營模式之特色

以下的幾點經營特色或多或少是我們與客戶之間生意上交往時會遇到的，方便大家理解，已將下列之特色簡化表達：

1. 我們接回來的生意一般是以項目形式進行，而每個項目從開發，工程設計到起辦，至成品付運，整個過程為時約一年，而項目本身之週期為18至24個月。
2. 一般我們並無大量的實單在手，因為客戶落單以即時供貨(JIT)，滾動式的預算表又或以電子信息交換系統(EDI)進行。
3. 很多時我們所負責的項目都是客戶該項目的唯一供應商，因此就算客戶突然將訂單數量增加，我們亦有責任準時付運。
4. 我們的客戶大多是廠家，而非零售商，有些更於中國設有廠房，大部份的電子零件都是客戶指定供應商又或是他們自己提供的。
5. 雖然五金塑膠外殼業務乃電腦及其週邊產品的核心部份，但這行業於台灣遠比香港盛行。
6. 我們的客戶大部份屬國際知名品牌，故很多時會出現如下情況：客戶之項目源自日本，但在中國生產，成品最終付運到亞洲及歐洲等地。而我們對於市場分佈之界定則以成品付運終點站為準，而非客戶來自那個國家。

## APPENDIX 2

### Corporate Governance

1. Three independent non-executive directors out of a total of nine directors;
2. Establishment of an Executive Committee to improve decision-making efficiency. The Group is now being run on an operational basis by a group of professional managers;

## 附錄二

### 企業管治

1. 九名董事局成員中，獨立非執行董事共佔三席；
2. 成立執行委員會加快決策效率，日常營運交由一群專業管理人員處理；

**Stephen Wong 黃順鵬**  
Production 生產管理



**S K Lee 李樹琪**  
Accounting 會計  
Investor Relations 投資者關係



**Francis Kwok 郭永堅**  
Marketing 市務



**Ho Cheuk Ming 何卓明**  
Policy & Major Decision Making 政策及重要決定  
Conflicts Resolution 平衡部門分歧  
Capex 固定資產投資



**Alfred Chow 周國雄**  
Finance 財務  
Strategic Planning & Risk Management 策略規劃及風險管理  
Investor Relations 投資者關係



**Silvia Chan 陳名妹**  
Personnel & Administration 人事及行政  
EDP 電腦資訊管理  
Internal Audit 內部審計



## APPENDIX 2 (Cont'd)

### Corporate Governance (Cont'd)

3. Efforts to improve transparency
  - in annual report, made detailed explanation of corporate strategies and the rationale behind;
  - meeting with individual shareholders periodically through a new “tea-break” program. The “tea-breaks” were held on 25 September, 18 December 2004 and 2 April 2005 respectively;
4. Clearly defined dividend policy of payment of 50% or more of the profit attributable to shareholders;
5. Clearly defined ROE objective of 20%;
6. Clearly defined future turnover targets;
7. Announcing quarterly results – Putting the shareholders' interest first in publishing a disappointing quarterly profit drop in September 2003 instead of just following the previous practice of publishing turnover figure only (which showed an increase of 19% for the 1st quarter of 2003/04).....as if we were not able to deliver according to plan, we will let the investors know as far as practical;
8. Increasing the number of audit committee meetings to 4 times a year;
9. Encouraging executive directors to hold at least 500,000 shares of the Group;
10. Including a social responsibility statement in the annual report;
11. Estimating the cost of options granted;
12. Enhancing stock market liquidity with the major shareholder's placement of 60,000,000 shares to institutional shareholders in May 2003; and
13. Willingness to share wealth created with all shareholders through dividend. Since 2000/01, the Group's accumulated dividends paid/payable is around HK\$414,234,000 or around 92% of the shareholders' fund.

## 附錄二 (續)

### 企業管治 (續)

3. 致力提高透明度
  - 於年報中詳細解釋集團策略與其背後之理念；
  - 透過定期舉行「茶敘」活動與小投資者會面，過去三次茶敘活動已分別於二零零四年九月二十五日、十二月十八日及二零零五年四月二日舉行；
4. 將股東應佔溢利之50%或以上用作派息作為集團之派息政策；
5. 清晰釐定股東權益回報率目標為20%；
6. 清晰釐定集團未來銷售目標；
7. 公佈季度業績 – 以照顧股東利益為大前提，於二零零三年九月選擇公佈了令人失望的季度盈利報告，而非按之前的做法只公佈銷售數字(二零零三／零四年度第一季銷售額上升了19%)……即使我們未能按承諾實踐。仍會盡力讓投資者知道事實；
8. 增加召開審核委員會會議之次數至每年4次；
9. 鼓勵各執行董事持有不少於500,000股集團股份；
10. 於年報內增設企業社會責任的部份；
11. 估計購股權之成本；
12. 為提高市場流通量，集團之主要股東於二零零三年五月向機構投資者配售60,000,000股份；及
13. 願意透過派發股息與各股東一同分享財富；自二零零零／零一年度開始，集團已派發／擬派發現金股息約414,234,000港元，或約佔股東資金92%。



## APPENDIX 3

## 附錄三

## Dividend and Dividend Policy:

股息及股息政策：

An unbroken 8 years record of dividend payment

8年以來派息從未間斷

Group's policy to distribute 50% or more of its profits attributable to shareholders as dividend

集團既定股息政策為股東應佔溢利50%或以上用作派息

All dividend paid shown below is in HK cents per share

下列每股派發之股息全以港仙計算

	Interim	Final	Subtotal	Interim Special	Final Special	Special Subtotal	Total	Dividend Payout Ratio	
	中期	末期	小計	中期 特別股息	末期 特別股息	特別股息 小計	合計	股息 派發比率	
								(Excluding)* (不包括在內)*	(Including)# (包括在內)#
1997/98	Nil 無	1.00	<b>1.00</b>	Nil 無	Nil 無	<b>Nil 無</b>	<b>1.00</b>	13%	N/A 不適用
1998/99	2.00	2.00	<b>4.00</b>	Nil 無	Nil 無	<b>Nil 無</b>	<b>4.00</b>	58%	N/A 不適用
1999/00	2.20	2.20	<b>4.40</b>	Nil 無	Nil 無	<b>Nil 無</b>	<b>4.40</b>	77%	N/A 不適用
2000/01	1.10	3.80	<b>4.90</b>	Nil 無	6.20	<b>6.20</b>	<b>11.10</b>	69%	156%
2001/02	5.00	5.90	<b>10.90</b>	5.00	14.10	<b>19.10</b>	<b>30.00</b>	50%	138%
2002/03	8.00	11.00	<b>19.00</b>	Nil 無	5.00	<b>5.00</b>	<b>24.00</b>	60%	75%
2003/04	8.00	12.00	<b>20.00</b>	Nil 無	Nil 無	<b>Nil 無</b>	<b>20.00</b>	87%	N/A 不適用
2004/05	8.50	12.50	<b>21.00</b>	Nil 無	Nil 無	<b>Nil 無</b>	<b>21.00</b>	57%	N/A 不適用

Remarks: \* Excluding special dividend

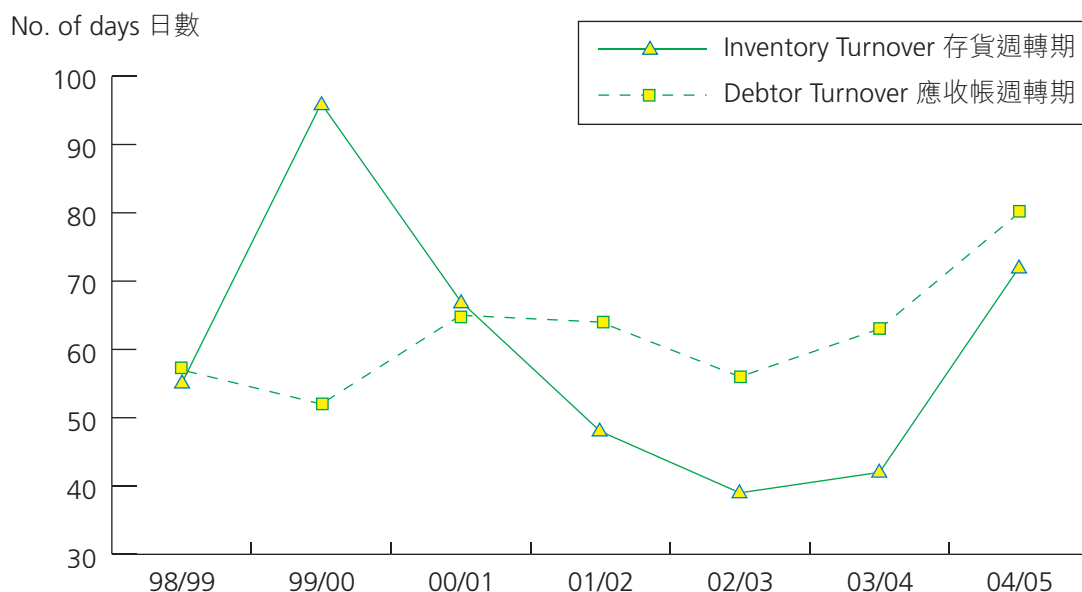
備註：\*不包括特別股息

# Including special dividend

#包括特別股息

## APPENDIX 4

## 附錄四

Inventory & Debtor Turnover  
存貨及應收帳週轉期

(no. of days)(日數)      98/99      99/00      00/01      01/02      02/03      03/04      04/05

Inventory Turnover

存貨週轉期      55      96      67      48      39      42      72

Debtor Turnover

應收帳週轉期      57      52      65      64      56      63      80

Inventory turnover (Base on year end stock value/Cost of Sales) x 365 days

Debtor turnover (Base on year end debtors/Turnover) x 365 days

存貨週轉期 (以年終存貨值/銷售成本) x 365日

應收帳週轉期 (以年終應收帳/營業額) x 365日

## Inventory Turnover Days 存貨週轉期

(no. of days)(日數)	03/04	04/05	Change 變幅
Raw Material 原料	21	33	+12
WIP 半製品	6	5	-1
Finished Goods 成品	15	34	+19
Total 合計	42	72	+30

## DIRECTORS

### Executive Directors

Mr. HO Cheuk Fai, aged 59, was appointed as a Director of the Company in October 1996 and is the Chairman and Chief Executive Officer of the Company as well as the founder of the Group. Prior to founding the Group in 1980, Mr. Ho had over 10 years' experience in factory management and in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of Pearl Court Company Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Ming and husband of Ms. Ho Po Chu.

He is fellow member of the Asian Knowledge Management Association. He has been appointed as member of Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province in March of 2004. Mr. Ho is currently participating in affairs of different association of foreign investors, which including China Association of Enterprises with Foreign Investment, Guangdong Association of Enterprises with Foreign Investment, Dongguan City Association of Enterprises with Foreign Investment and Dongguan City Fenggang Association of Enterprises with Foreign Investment.

Mr. HO Cheuk Ming, aged 51, was appointed as a Director of the Company in October 1996, and is a Deputy Chairman and Chief Operation Officer as well as the Convener of the Executive Committee of the Group. He is responsible for overall supervision of the Group's operation. He joined the Group in 1980 and has over 20 years' experience in factory production. He is also a director of Pearl Court Company Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Fai and the brother-in-law of Ms. Ho Po Chu.

## 董事

### 執行董事

何焯輝先生，五十九歲，於一九九六年十月獲委任為本公司董事，並為本公司主席兼行政總裁及本集團的創辦人。於一九八零年成立本集團前，彼擁有逾十年工廠管理及塑膠、金屬與電子產品製造經驗。彼負責集團之整體企業策略及目標。彼為本公司法團大股東 Pearl Court Company Limited 之董事，及為何卓明先生的兄長及何寶珠女士的丈夫。

彼為亞洲知識管理協會院士，並於二零零四年三月被委任為第十屆廣東省東莞市政協委員。彼積極參與多個外商協會事務，其中包括有中國外商投資企業協會、廣東外商投資企業協會、東莞市外商投資企業協會及東莞市鳳崗外商投資企業協會。

何卓明先生，五十一歲，於一九九六年十月獲委任為本公司董事，並為本集團副主席兼營運總裁及執行委員會召集人，負責本集團整體業務運作監督。彼於一九八零年加入本集團，擁有逾二十年工廠生產經驗。彼為本公司法團大股東 Pearl Court Company Limited 之董事，及為何焯輝先生之弟及何寶珠女士的小叔。

## Senior Management Profile 高級管理人員之個人資料

Karrie International Holdings Limited

Mr. KWOK Wing Kin, Francis, aged 43, was appointed as a Director of the Company in October 2000, and is a Deputy Chairman and the Marketing Director as well as a member of the Executive Committee of the Group. Mr. Kwok graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a diploma in business management and is an associate member of The Hong Kong Management Association. Prior to joining the Group in 1989, Mr. Kwok had ten years' experience in plastic manufacturing sector and procurement work in electronics manufacturing sector.

Mr. TAM Wing Hung, aged 46, was appointed as a Director of the Company in October 1996, and is the General Manager of the Group's manufacturing plant in the People's Republic of China (the "PRC"). He is responsible for supervising the Group's production activities in the PRC. Mr. Tam has been working for the Company's wholly-owned subsidiary, Hong Kong Hung Hing Metal Manufacturing Company Limited, since 1973 and has over 20 years' experience in the metal manufacturing business.

Mr. LEE Shu Ki, aged 49, was appointed as a Director of the Company in December 1997, and is a member of the Executive Committee of the Group. He is responsible for overseeing the daily operation of the Group's Accounting Department. Mr. Lee graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in accountancy and is an associate member of the Chartered Institute of Management Accountants of the United Kingdom. He has over 15 years' accounting and financial management experience in manufacturing businesses. Mr. Lee joined the Group in June 1995.

郭永堅先生，四十三歲，於二零零零年十月獲委任為本公司董事，並為本集團副主席兼市場總監及執行委員會成員之一。郭先生畢業於香港理工學院（現稱香港理工大學），持有工商管理文憑，並為香港管理專業協會之會員。郭先生於一九八九年加入本集團之前，擁有十年塑膠製造及電子採購之經驗。

談永雄先生，四十六歲，於一九九六年十月獲委任為本公司董事，彼為本集團中國廠房總經理，負責監督本集團在中國之生產業務。彼自一九七三年起在本公司全資附屬公司香港雄興金屬製品有限公司任職，擁有逾二十年金屬製造業務經驗。

李樹琪先生，四十九歲，於一九九七年十二月獲委任為本公司董事，並為本集團執行委員會成員之一，負責管理本集團會計部之日常運作。彼畢業於香港理工學院（現稱香港理工大學），持有會計學高級文憑，並為英國特許管理會計師公會之會員。彼擁有逾十五年製造業之財務管理經驗。李先生於一九九五年六月加入本集團。



Mr. WONG Shun Pang, aged 53, was appointed as a Director of the Company on 1 June 2004 and is the Senior General Manager in charge of the factories owned by the Group in the People's Republic of China and is a member of the Executive Committee of the Group. He is responsible for the operations of China factories. Mr. Wong graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Production and Industrial Engineering. Mr. Wong had worked for the Group from 1981 to 1993 and rejoined the Group in 2001. He had over 30 years' experience in engineering and manufacturing management for plastic, metal and electronics industries.

## Independent Non-executive Directors

Mr. SO Wai Chun, aged 56, was appointed as an Independent Non-Executive Director of the Company in July 2001. Mr. So has been carrying on business in Hong Kong and the People's Republic of China for over 20 years. He is the major shareholder and director of three Hong Kong companies. His businesses are mainly in financial services and international trading. In 2000, Mr. So was appointed as the China Representative of Forestry New Zealand Limited, a subsidiary of Evergreen Forestry Limited which is a listed company in New Zealand.

Mr. CHAN Sui Sum, Raymond, aged 65, was appointed as an Independent Non-Executive Director of the Company in February 1998. He graduated from Oklahoma Baptist University in the United States with a bachelor degree in Arts in 1964. Mr. Chan has over 30 years' experience in the construction industry. He is also a director of Chaplin Chemicals Limited and Shelton Food Industry Limited.

黃順鵬先生，五十三歲，於二零零四年六月一日獲委任為本公司董事，並為本集團中國廠房高級總經理及本集團執行委員會成員之一，負責監督中國廠房之生產及整體營運。黃先生畢業於香港理工學院（現稱香港理工大學），持有生產及工業工程高級證書。黃先生於一九八一至一九九三年間為本集團服務，並於二零零一年重新加盟，彼擁有逾三十年於塑膠、五金及電子行業的工程及製造管理經驗。

## 獨立非執行董事

蘇偉俊先生，五十六歲，於二零零一年七月獲委任為本公司獨立非執行董事。蘇先生在香港及中國經商超過二十年，為三間香港公司的主要股東及董事，從事金融服務及國際貿易等業務。蘇先生於二零零零年曾被委任為新西蘭森林木材有限公司（Forestry New Zealand Limited）的中國代表。該公司乃新西蘭上市公司－Evergreen Forestry Limited的附屬公司。

陳瑞森先生，六十五歲，於一九九八年二月獲委任為本公司獨立非執行董事。彼於一九六四年取得美國奧克拉荷馬大學文學士學位。陳先生從事建造業逾三十年。彼現為卓麟化原有限公司及南寧兆中食品工業有限公司之董事。

## Senior Management Profile 高級管理人員之個人資料

Karrie International Holdings Limited

Mr. FONG Hoi Shing, aged 41, was appointed as an Independent Non-Executive Director of the Company in December 2004. He has extensive experience in accounting, finance and management. He holds a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Secretaries and Administrators.

### MANAGEMENT

Ms. HO Po Chu, aged 56, is the Director of Administration of the Group. Ms. Ho is one of the founding members of the Group in 1980 and has over 20 years' experience in office administration and purchasing. She is responsible for supervising personnel and overall administration of the Group. She is also a director of Pearl Court Company Limited, a corporate substantial shareholder of the Company, and the wife of Mr. Ho Cheuk Fai and sister-in-law of Mr. Ho Cheuk Ming.

Mr. CHOW Kwok Hung, Alfred, aged 49, is the Chief Financial Officer for treasury and a member of the Executive Committee of the Group. Mr. Chow graduated from The University of Hong Kong with a bachelor degree in Social Science. Mr. Chow is an associate member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and has over 15 years' experience in financial management. He joined the Group in April 1998 and is responsible for the Group's financial management and strategic planning.

Ms. CHAN Ming Mui, Silvia, aged 33, is the Assistant Administration Director of Administration Department and responsible for overall operation of personnel, administration and EDP department of the Group. Ms. Chan is one of the members of Executive Committee and Internal Audit Committee of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She joined the Group in 1996 and has over 8 years' experience in administration and management.

方海城先生，四十一歲，於二零零四年十二月獲委任為本公司獨立非執行董事。方先生於會計、財務及管理方面擁有豐富經驗。彼持有香港理工大學頒授的公司行政管理深造文憑及會計學高級文憑，彼為香港會計師公會會員，亦為英國特許秘書及行政人員公會會員。

### 管理人員

何寶珠女士，五十六歲，本集團行政總監。何女士為本集團於一九八零年成立時的創辦人之一，擁有逾二十年辦公室行政及採購經驗。彼負責監督本集團之人事及整體行政工作。彼為本公司法團大股東 Pearl Court Company Limited 之董事，及為何焯輝先生之夫人及何卓明先生的大嫂。

周國雄先生，四十九歲，本集團司庫部財務總監及執行委員會成員之一。周先生畢業於香港大學，持有社會科學學士學位。彼為香港會計師公會及英國特許會計師公會之會員，擁有逾十五年財務管理經驗。彼於一九九八年四月加入本集團，負責本集團的財務管理及策略規劃。

陳名妹小姐，三十三歲，本集團行政部之副行政總監，負責人事、行政及電腦部整體運作。陳小姐是集團執行委員會及內部審計管理委員會成員之一。陳小姐於香港城市大學畢業，主修公共行政及管理。彼於一九九六年加入本集團，擁有逾八年行政及管理經驗。

## Senior Management Profile 高級管理人員之個人資料

Annual Report 2004-2005 年報

Mr. LI Cheuk Sum, aged 56, is responsible for supervising the operation of sales and marketing department (division 3) of the Group. Mr. Li has over 20 years' experience in the manufacture and sale of video cassette housings. Prior to joining the Group in 1980, Mr. Li had over 10 years' experience in the electronics industry and in marine radio communication.

Mr. WONG Siu Ching, aged 47, is the Marketing Director (Division 1) of the Group, responsible for project development and marketing for the Group. Prior to joining the Group in 1988, Mr. Wong had over 10 years' experience in sales and marketing.

Mr. CHEUNG Pui Kuen, aged 44, is the Material and Logistics Director of the Group, responsible for the overall operation of the Group's supply chain management and logistics system. Mr. Cheung graduated from The Loughborough University of Technology, United Kingdom with a bachelor degree in Aeronautical Engineering and Design. He also holds a master degree in Industrial Engineering and Industrial Management from The University of Hong Kong. Mr. Cheung had worked for the Group from 1996 to 1998 and rejoined the Group in 2001. He had over 16 years' experience in manufacturing engineering and procurement management.

Mr. CHAN Wah Ying, aged 40, is the Assistant Quality Director of the Group. Mr. Chan graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Manufacturing Engineering. Prior to joining the Group in 1992, Mr. Chan had over 13 years' experience in quality management in an electronic manufacturing company.

Ms. YIU Yuet Fung, aged 40, is the Assistant General Manager at the Group's factories in China, responsible for the overall personnel and administration management. She joined the Group in 1984 and has over 15 years' experience in managing the production process of manufacturing industries.

李焯森先生，五十六歲，彼負責本集團市場部(第三組)之業務。李先生擁有逾二十年錄影帶產品製造及銷售經驗。彼於一九八零年加入本集團之前，已有十年以上電子業及海事無線電通訊經驗。

王少正先生，四十七歲，本集團市務總監(第一組)，負責本集團項目發展及市場推廣。於一九八八年加入本集團前，王先生擁有逾十年銷售及市場推廣經驗。

張沛權先生，四十四歲，本集團物流部總監，負責監督集團整體供應鏈管理及物流系統。張先生於英國Loughborough科技大學畢業，持有航空學工程及設計學士學位，並持有香港大學工業工程及工業管理碩士學位。張先生曾於一九九六至一九九八年間為本集團服務，並於二零零一年重新加盟；彼擁有逾十六年製造業工程及採購管理經驗。

陳華英先生，四十歲，本集團品質部副總監。陳先生畢業於香港理工學院(現稱香港理工大學)，持有製造工程高級證書。彼於一九九二年加入本集團前，擁有逾十三年於電子製造公司的品質管理經驗。

姚月鳳小姐，四十歲，本集團中國廠房之副總經理，負責人事及行政整體管理。彼於一九八四年加入本集團，擁有逾十五年於製造業生產程序管理經驗。

## Senior Management Profile 高級管理人員之個人資料

Karrie International Holdings Limited

Mr. CHAN Raymond, aged 38, is the Assistant Marketing Director of the Group, responsible for marketing development work. He joined the Group in 1985 and has over 15 years' experience in sales and marketing.

Mr. WONG Fok Tsun, Albert, aged 53, is the Internal Audit Manager of the Group, responsible for setting up of internal audit function. Mr. Wong reports directly to Board of Directors and Internal Audit Committee. Mr. Wong graduated from Curtin University of Technology, WA with a bachelor degree in Management and Marketing. He also holds a master degree of Accounting from the same University. He is an associate member of each of The Association of International Accountants, UK and CPA Australia. Also he is a member of The Institute of Internal Auditors Inc. U.S.A. Mr. Wong has over 10 years' experience in internal auditing and 12 years' experience in financial accounting. He joined the Group in March 2003.

Mr. HA Hon Leung, aged 45, is the Technical Director of the Electronics Manufacturing Services (EMS) Department, responsible for engineering capabilities and technology development in electronic products and system integration. Mr. Ha holds a bachelor degree from The University of Windsor, Canada, and a master degree from The University of Waterloo, Canada, both in Electrical Engineering. He also holds a master degree in business administration from Heriot-Watt University, UK. Mr. Ha has over 20 years' experience in engineering and technical management in the electronics industry.

陳毅文先生，三十八歲，本集團市場部副總監，負責市場業務拓展。彼於一九八五年加入本集團，擁有逾十五年銷售及市場推廣經驗。

黃福全先生，五十三歲，本集團內部審計經理，負責建立內部審計運作程序及直接向董事會及內部審計管理委員會報告。黃先生畢業於西澳洲Curtin科技大學，持有管理及市場學士學位，並持有同一大學會計學碩士學位。彼為英國國際會計師公會及澳洲會計師公會會員，亦為美國內部審計師學會的會員；擁有逾十年內部審計及十二年財務會計經驗。彼於二零零三年三月加入本集團。

夏漢良先生，四十五歲，本集團電子代工部技術總監，負責發展電子產品及系統整合的工程能力及技術開發。夏先生持有加拿大溫莎大學電氣工程學士及滑鐵盧大學電氣工程碩士學位，並持有英國Heriot-Watt大學工商管理碩士學位。彼在電子業擁有逾二十年工程及技術管理經驗。



# Report of the Directors 董事會報告

Annual Report 2004-2005 年報

The board of Directors (the "Board") has the pleasure of presenting its report together with the audited accounts (the "Accounts") of Karrie International Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31 March 2005.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts (together referred to as "Metal and Plastic Business") and provision of electronic manufacturing services ("EMS Business").

The Group's turnover by principal product category and geographical locations together with their respective operating profit for the year ended 31 March 2005 is analysed as follows:

### 1. By principal product category:

董事會(「董事會」)謹此呈上嘉利國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零五年三月三十一日止年度之報告及經審核帳目(「帳目」)。

## 主要業務

本公司之主要業務為投資控股，其附屬公司主要從事製造及銷售電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件(統稱「五金塑膠業務」)及提供電子專業代工服務(「電子專業代工業務」)。

本集團按主要產品及客戶所在地劃分之營業額及經營溢利截至二零零五年三月三十一日止年度之分析如下：

### 1. 按主要產品分析：

		2005 二零零五年			
		Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元	EMS Business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	1,172,806	1,390,584	-	2,563,190
Inter-segment	內部	63,238	-	(63,238)	-
Segment results	分部業績	123,922	46,268	-	170,190
Other revenue	其他收入				12,311
Operating profit	經營溢利				182,501
Share of loss of an associated company	應佔聯營公司 虧損	-	(10,234)		(10,234)
Finance costs	財務成本				(8,720)
Taxation	稅項				(13,203)
Profit attributable to shareholders	股東應佔 溢利				150,344

## PRINCIPAL ACTIVITIES (Continued)

## 主要業務 (續)

### 1. By principal product category: (Continued)

### 1. 按主要產品分析：(續)

2004  
二零零四年

		Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元	EMS Business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	963,002	729,958	–	1,692,960
Inter-segment	內部	47,561	–	(47,561)	–
Segment results	分部業績	80,591	19,351	–	99,942
Other revenue	其他收入				6,585
Operating profit	經營溢利				106,527
Share of loss of an associated company	應佔聯營公司 虧損	–	(1,766)		(1,766)
Finance costs	財務成本				(6,145)
Taxation	稅項				(8,176)
Profit attributable to shareholders	股東應佔溢利				90,440

### 2. By geographical locations\*:

### 2. 按客戶所在地\*：

2005  
二零零五年

		Japan 日本 HK\$'000 千港元	Asia (excluding Japan) 亞洲 (不包括 日本) HK\$'000 千港元	North America 北美洲 HK\$'000 千港元	Western Europe 西歐 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額	227,879	1,096,507	429,867	808,937	2,563,190
Segment results	分部業績	16,445	51,035	41,442	61,268	170,190

## PRINCIPAL ACTIVITIES (Continued)

### 2. By geographical locations\*: (Continued)

		2004 二零零四年				
		Japan 日本 HK\$'000 千港元	Asia (excluding Japan) 亞洲 (不包括日本) HK\$'000 千港元	North America 北美洲 HK\$'000 千港元	Western Europe 西歐 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額	159,727	781,751	254,981	496,501	1,692,960
Segment results	分部業績	12,713	27,512	22,761	36,956	99,942

\* Turnover by geographical locations is determined on the basis of the destination of delivery of merchandise.

\* 按地區分析之營業額是以貨品運送的目的地來決定。

## RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31 March 2005 are set out in the consolidated profit and loss account on P.111 of this annual report.

An interim dividend of HK8.5 cents per ordinary share was paid during the year. The Directors have recommended the payment of a final dividend of HK12.5 cents per share for this financial year.

## FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in Note 12 to the Accounts.

## SHARE CAPITAL

Details of the share capital of the Company are set out in Note 24 to the Accounts.

## 主要業務 (續)

### 2. 按客戶所在地\*: (續)

2004 二零零四年			
Asia excluding Japan) 亞洲 (不包括 日本)	North America  北美洲	Western Europe  西歐	Total  合共
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
781,751	254,981	496,501	1,692,960
27,512	22,761	36,956	99,942

## 業績與分派

本集團截至二零零五年三月三十一日止年度之業績，詳載於本年報第一百一十一頁之綜合損益表內。

本財政年度已派發中期息每普通股8.5港仙。董事會現建議派發末期股息為每股12.5港仙。

## 固定資產

在本財政年度內之固定資產變動情況詳載於帳目附註12。

## 股本

本公司股本情況詳載於帳目附註24。

## RESERVES AND RETAINED PROFIT

Movements in reserves and retained profit of the Group and the Company during the year are set out in Note 26 to the Accounts.

As at 31 March 2005, the Company's reserves of approximately HK\$264,661,000 representing the contributed surplus, retained profit and proposed dividends were available for distribution to the Company's shareholders.

## DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$337,000.

## PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year.

## SHARE OPTIONS SCHEMES

### The Old Scheme

The old share option scheme of the Company (the "Old Scheme") was adopted on 27 November 1996 pursuant to which share options were granted to employees and Executive Directors of the Company or its subsidiaries. No further options can be, or have been, issued under the Old Scheme from 21 May 2002, the date of adoption of the new share option scheme of the Company (the "New Scheme") and termination of the Old Scheme. The key terms of the Old Scheme are summarised herein below:

- (i) The participants of the Old Scheme include any eligible employee (including any executive directors) of the Company and its subsidiaries;
- (ii) The total number of shares subject to options granted under the Old Scheme is 36,000,000 which represents 8.81% of the existing issued share capital of the Company as at the date of this report;

## 儲備與保留溢利

本集團及本公司在本年度之儲備保留溢利變動情況載於帳目附註26。

截至二零零五年三月三十一日止，本公司可供分派儲備約264,661,000港元，為繳入盈餘、保留溢利及擬派股息。

## 捐款

本集團於本年度進行之慈善及其他捐款達337,000港元。

## 購買、出售或贖回股份

本公司及其附屬公司在本年度內概無購買、出售或贖回本公司任何股份。

## 購股權計劃

### 舊計劃

本公司舊有的購股權計劃（「舊計劃」）於一九九六年十一月二十七日採納。於二零零二年五月二十一日以前，本公司及其任何附屬公司的僱員及執行董事曾據舊計劃之條款獲授購股權。於二零零二年五月二十一日，舊計劃已被終止及一新購股權計劃（「新計劃」）獲採納，據此，本公司不可亦未有再根據舊計劃授出購股權。舊計劃之主要條文摘要如下：

- (i) 舊計劃參與人包括本公司或其附屬公司的任何合資格僱員（包括任何執行董事）；
- (ii) 可按舊計劃下授出購股權以供發行之股份總數為36,000,000股，相當於本報告日期本公司現行已發行股本之8.81%；



## SHARE OPTIONS SCHEMES (Continued)

### The Old Scheme (Continued)

- (iii) The maximum entitlement of any eligible employee, when aggregated with shares issued and issuable under all options granted to him, must not exceed 25% of the aggregated number of shares for the time being issued and issuable under the Old Scheme;
- (iv) An option may be exercised in accordance with the terms of the Old Scheme at any time during a period to be notified by the Board to each grantee and in any event shall be not later than ten years from 1 December 1996;
- (v) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (vi) The subscription price payable upon exercising any particular option granted is determined based on a formula:  $P = N \times E_p$ , where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E<sub>p</sub>" is the exercise price of the higher of (a) the nominal value of the shares; or (b) 80% of the average closing prices of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the last five trading days;
- (vii) The Old Scheme was terminated on 21 May 2002 but in all other respects the provisions of the Old Scheme remain in force and all options granted prior to its termination shall continue to be valid and exercisable in accordance therewith;

## 購股權計劃 (續)

### 舊計劃 (續)

- (iii) 每名合資格僱員可得購股權數目上限 (行使其獲授購股權的已發行及可發行股份總數) 不得超過根據舊計劃當時已發行及可予發行之股份總數之 25% ;
- (iv) 獲授人可根據董事會通知每名獲授人有關其購股權的個別行使期內任何時間, 按舊計劃的條款行使其購股權, 惟不得超過由一九九六年十二月一日起計十年年期;
- (v) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價, 款項概不退回;
- (vi) 根據每項獲授予購股權在行使時認購本公司股份之價格乃按下列算式釐定:  $P = N \times E_p$ , 其中「P」為認購價; 「N」為認購之股份數目; 「E<sub>p</sub>」為行使價以認購一股本公司股份之價格; 惟至少必須為以下之較高者: (a) 本公司股份之面值; 或 (b) 緊接授予購股權日期之前五個交易日香港聯合交易所有限公司 (「聯交所」) 股份在聯交所之平均收市價之 80% ;
- (vii) 舊計劃已於二零零二年五月二十一日終止, 惟舊計劃之任何條文仍然有效, 及所有在舊計劃終止前授出之購股權會繼續有效並可據此繼續行使;

## SHARE OPTIONS SCHEMES (Continued)

### The Old Scheme (Continued)

(viii) Details of share option movements during the year ended 31 March 2005 under the Old Scheme are as follows:

## 購股權計劃 (續)

### 舊計劃 (續)

(viii) 根據舊計劃於截至二零零五年三月三十一日止年度之購股權變動詳情如下：

Number of Share Options 購股權數目										
Name 姓名	Date of Grant 授出日期	Exercise Price 行使價  (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Outstanding	Granted	Exercised	Lapsed/ cancelled	Outstanding
						at 31 March 2004 二零零四年 三月三十一日 尚未行使 (‘000) (千)	during the year 於本年度 獲授予 (‘000) (千)	during the year 於本年度 行使 (‘000) (千)	during the year 於本年度 失效 ／取消 (‘000) (千)	at 31 March 2005 二零零五年 三月三十一日 尚未行使 (‘000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	19/06/1999	0.335	19/06/1999– 30/11/2006	0.41	2.175	2,700	–	(2,700)	–	–
Mr. Tam Wing Hung 談永雄先生	20/09/2000	0.300	21/09/2003– 30/11/2006	0.35	2.7	520	–	(200)	–	320
(ii) Employees 員工										
	20/09/2000	0.300	20/09/2000– 30/11/2006	0.35	–	150	–	–	–	150
	20/09/2000	0.300	21/09/2001– 30/11/2006	0.35	–	150	–	–	–	150
	20/09/2000	0.300	21/09/2002– 30/11/2006	0.35	–	200	–	–	–	200

## SHARE OPTIONS SCHEMES (Continued)

### The Old Scheme (Continued)

- (ix) Details of share option movements during the period between 1 April 2005 to 15 June 2005 under the Old Scheme are as follows:

## 購股權計劃 (續)

### 舊計劃 (續)

- (ix) 根據舊計劃於二零零五年四月一日至六月十五日止之購股權變動詳情如下：

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格	Price at exercise date of options 於購股權 行使日 之價格	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使	Granted during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 獲授予	Exercised during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 行使	Lapsed/ cancelled during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 失效/取消	Outstanding at 15 June 2005 二零零五年 六月十五日 尚未行使
		(HK\$) (港元)		(HK\$) (港元)	(HK\$) (港元)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	('000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Tam Wing Hung 談永雄先生	20/09/2000	0.300	21/09/2003– 30/11/2006	0.35	–	320	–	–	–	320
(ii) Employees 員工										
	20/09/2000	0.300	20/09/2000– 30/11/2006	0.35	–	150	–	–	–	150
	20/09/2000	0.300	21/09/2001– 30/11/2006	0.35	–	150	–	–	–	150
	20/09/2000	0.300	21/09/2002– 30/11/2006	0.35	–	200	–	–	–	200

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme

The New Scheme was adopted on 21 May 2002 to comply with the new requirements of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") effected on 1 September 2001. The key terms of the New Scheme are summarised herein below:

- (i) The purpose of the New Scheme is to provide incentives or rewards to eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity (as defined in the New Scheme);
- (ii) The participants of the New Scheme include any employee, director (including executive and non-executive director of the Group), shareholder, supplier, customer, consultant, adviser, other service provider, partner and business or strategic alliance partner of the Group or any Invested Entity (as defined in the New Scheme) or any discretionary trust whose discretionary objects may be any of the above persons;
- (iii) The total number of shares available for issue under the New Scheme is 40,776,600 which represents 9.98% of the existing issued share capital of the Company at the date of this report;

## 購股權計劃 (續)

### 新計劃

新計劃於二零零二年五月二十一日採納，以符合二零零一年九月一日生效之《香港聯合交易所有限公司證券上市規則》(「《上市規則》」)第十七章之新規定。新計劃之主要條款摘要如下：

- (i) 新計劃旨在鼓勵或獎勵合資格參與者對本集團作出貢獻及/或有助本集團招聘及挽留能幹之僱員，以及吸納對本集團與任何投資對象(按《新計劃》定義)有價值之人才；
- (ii) 董事局可絕對酌情授購股權予新計劃之參與人，包括本集團或任何投資對象(按《新計劃》定義)或彼等為全權託管受益人之任何全權信託之任何僱員或董事(包括本集團之執行及非執行董事)、股東、供應商、客戶、顧問、諮詢人、其他服務供應商、任何合營企業夥伴、業務或策略性聯盟合夥人以認購本公司之股份；
- (iii) 可按新計劃下授出購股權以供發行之股份總數為40,776,600股，相當於本報告日期本公司現行已發行股本之9.98%；

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

- (iv) The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company at the date of adoption of the New Scheme and thereafter, if refreshed shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time;
- (v) Unless approved by shareholders in general meeting, no participants shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted to such participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director in excess of 0.1% of the Company's share capital in issue for the time being and with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders;
- (vi) An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be notified by the Board to each grantee. Unless otherwise determined by the Board at its sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised;

## 購股權計劃 (續)

### 新計劃 (續)

- (iv) 參與者在根據新計劃已獲授或將獲授購股權而獲發或將獲發之股份之總數不得超過採納新計劃當日之已發行股份數目之10%，及其後如獲更新，將不會超逾由股東批准更新當日已發行股份數目之10%。因行使根據新計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權而可予以發行之股份數目上限，不得超逾不時已發行股份之30%；
- (v) 除非獲得股東大會批准，否則因授予每名參與者之購股權在獲行使而己發行及將予發行之股份數目，在任何12個月內不得超逾已發行股份之1%。倘每名主要股東或獨立非執行董事獲授之購股權合共佔本公司當時已發行股份逾0.1%；或根據授出購股權當日聯交所每日價表所報股份之收市價計算，總值超逾5,000,000港元，則授予購股權之建議必須事先經股東批准；
- (vi) 每名獲授人可按新計劃之條款於董事會向其通知之行使期內行使購股權。除董事會酌情考慮外，行使購股權時並無任何最少持有期限或工作表現目標要求之規限；



## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

- (vii) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (viii) The subscription price payable upon exercising any particular option granted under the New Scheme is determined based on a formula:  $P = N \times E_p$ , where “P” is the subscription price; “N” is the number of shares to be subscribed; and “E<sub>p</sub>” is the exercise price of the highest of (a) the nominal value of a share in the Company on the date of grant; (b) the closing price of shares of the Company on the Stock Exchange, as stated in the Stock Exchange’s daily quotations sheet on the date of grant; and (c) the average of the closing prices of shares of the Company on the Stock Exchange on the five trading days immediately preceding the date of grant and as adjusted pursuant to the clauses of the New Scheme; and
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme.

## 購股權計劃 (續)

### 新計劃 (續)

- (vii) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價，款項概不退回；
- (viii) 根據每項獲授予購股權在行使時認購本公司股份的價格乃按下列算式釐定： $P = N \times E_p$ ，其中「P」為認購價；「N」為認購之股份數目；「E<sub>p</sub>」為行使價以認購一股本公司股份之價格；惟至少必須為以下之較高者：(a)本公司股份的面值；或(b)本公司股份在聯交所之收市價，以有關購股權授予日聯交所日報表所示者為準；或(c)緊接授予購股權日期之前五個交易日，本公司股份在聯交所之平均收市價或按新計劃條款所調整之行使值；及
- (ix) 新計劃之有效期為其獲採納當日起計直至十週年當日。

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

- (x) Details of share option movements during the year ended 31 March 2005 under the New Scheme are as follows:

## 購股權計劃 (續)

### 新計劃 (續)

- (x) 根據新計劃於截至二零零五年三月三十一日止年度之購股權變動詳情如下：

						Number of Share Options 購股權數目				
Name 姓名	Date of Grant 授出日期	Exercise Price 行使價  (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Outstanding	Granted	Exercised	Lapsed/ cancelled	Outstanding
						at 31 March 2004 二零零四年 三月三十一日 尚未行使 (‘000) (千)	during the year 於本年度 獲授予 (‘000) (千)	during the year 於本年度 行使 (‘000) (千)	during the year 於本年度 失效／取消 (‘000) (千)	at 31 March 2005 二零零五年 三月三十一日 尚未行使 (‘000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	–	280	–	–	280
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	–	560	–	–	560
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	–	560	–	–	560
Mr. Kwok Wing Kin, Francis 郭永堅先生	22/05/2002	1.30	22/05/2003– 21/05/2012	1.30	2.125 (AVG平均)	200	–	(200)	–	–
	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	–	750	–	–	–	750
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	750	–	–	–	750
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	–	160	–	–	160
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	–	320	–	–	320
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	–	320	–	–	320
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	–	200	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	–	400	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	–	400	–	–	400

# Report of the Directors 董事會報告

Karrie International Holdings Limited

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(x) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價  (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding at 31 March 2004 二零零四年 三月三十一日 尚未行使 (‘000) (千)	Granted during the year 於本年度 獲授予 (‘000) (千)	Exercised during the year 於本年度 行使 (‘000) (千)	Lapsed/ cancelled during the year 於本年度 失效／取消 (‘000) (千)	Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使 (‘000) (千)
Mr. Tam Wing Hung 談永雄先生	22/05/2002	1.30	22/05/2002– 21/05/2012	1.30	–	100	–	–	–	100
Mr. Lee Shu Ki 李樹琪先生	22/05/2002	1.30	22/05/2003– 21/05/2012	1.30	2.3	100	–	(100)	–	–
	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	–	200	–	–	–	200
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	300	–	–	–	300
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	–	80	–	–	80
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	–	160	–	–	160
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	–	160	–	–	160
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	–	200	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	–	400	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	–	400	–	–	400

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(x) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價 (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding at 31 March 2004 二零零四年 三月三十一日 尚未行使 (‘000) (千)	Granted during the year 於本年度 獲授予 (‘000) (千)	Exercised during the year 於本年度 行使 (‘000) (千)	Lapsed/ cancelled during the year 於本年度 失效/取消 (‘000) (千)	Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使 (‘000) (千)
Mr. Wong Shun Pang 黃順鵬先生	22/05/2002	1.30	22/05/2003– 21/05/2012	1.30	1.78	200	–	(200)	–	–
	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	3.25	200	–	(100)	–	100
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	200	–	–	–	200
	01/12/2003	2.475	01/08/2005– 30/11/2013	2.425	–	100	–	–	–	100
	01/12/2003	2.475	01/01/2006– 30/11/2013	2.425	–	200	–	–	–	200
	01/12/2003	2.475	01/01/2007– 30/11/2013	2.425	–	200	–	–	–	200
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	–	160	–	–	160
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	–	120	–	–	120
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	–	120	–	–	120
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	–	200	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	–	400	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	–	400	–	–	400
Ms. Ho Po Chu 何寶珠女士	07/02/2005	3.35	01/07/2005– 06/02/2015	3.325	–	–	800	–	–	800

# Report of the Directors 董事會報告

Karrie International Holdings Limited

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(x) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價  (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding at 31 March 2004 二零零四年 三月三十一日 尚未行使 (‘000) (千)	Granted during the year 於本年度 獲授予 (‘000) (千)	Exercised during the year 於本年度 行使 (‘000) (千)	Lapsed/ cancelled during the year 於本年度 失效／取消 (‘000) (千)	Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使 (‘000) (千)
(ii) Other Eligible Participants 其他合資格參與者										
Employees 員工	22/05/2002	1.30	22/05/2002– 21/05/2012	1.30	2.331 (AVG平均)	320	–	(120)	–	200
	22/05/2002	1.30	22/05/2003– 21/05/2012	1.30	1.977 (AVG平均)	400	–	(300)	–	100
	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	2.712 (AVG平均)	1,890	–	(670)	(150)	1,070
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	2.71 (AVG平均)	3,550	–	(1,320)	(150)	2,080
	01/12/2003	2.475	01/08/2005– 30/11/2013	2.425	–	2,408	–	–	(126)	2,282
	01/12/2003	2.475	01/01/2006– 30/11/2013	2.425	–	4,806	–	–	(252)	4,554
	01/12/2003	2.475	01/01/2007– 30/11/2013	2.425	–	4,776	–	–	(252)	4,524
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	3.16 (AVG平均)	–	2,548	(1,100)	(96)	1,352
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	–	510	–	–	510
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	–	280	–	–	280
	01/02/2005	3.15	01/01/2006– 31/01/2015	3.15	–	–	1,090	–	–	1,090
	01/02/2005	3.15	01/01/2007– 31/01/2015	3.15	–	–	2,180	–	–	2,180
	01/02/2005	3.15	01/01/2008– 31/01/2015	3.15	–	–	2,180	–	–	2,180
	07/02/2005	3.35	01/07/2005– 06/02/2015	3.325	–	–	1,800	–	–	1,800
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	–	880	–	–	880
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	–	1,760	–	–	1,760
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	–	1,760	–	–	1,760



## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

- (xi) Details of share option movements during the period between 1 April 2005 to 15 June 2005 under the New Scheme are as follows:

## 購股權計劃 (續)

### 新計劃 (續)

- (xi) 根據新計劃於二零零五年四月一日至六月十五日止之購股權變動詳情如下：

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價	Closing Price Exercise before date of grant 於購股權 授出日前 之價格	Price at exercise date of options 於購股權 行使日 之價格	Number of Share Options 購股權數目					
					Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使	Granted during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 獲授予	Exercised during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 行使	Lapsed/ cancelled during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 失效/取消	Outstanding at 15 June 2005 二零零五年 六月十五日 尚未行使	
		(HK\$) (港元)	(HK\$) (港元)	(HK\$) (港元)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	280	–	–	–	280
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	560	–	–	–	560
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	560	–	–	–	560
Mr. Kwok Wing Kin, Francis 郭永堅先生	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	–	750	–	–	–	750
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	750	–	–	–	750
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	160	–	–	–	160
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	320	–	–	–	320
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	320	–	–	–	320
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	200	–	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	400	–	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	400	–	–	–	400

# Report of the Directors 董事會報告

Karrie International Holdings Limited

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(xi) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格	Price at exercise date of options 於購股權 行使日 之價格	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使	Granted during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 獲授予	Exercised during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 行使	Lapsed/ cancelled during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 失效/取消	Outstanding at 15 June 2005 二零零五年 六月十五日 尚未行使
		(HK\$) (港元)		(HK\$) (港元)	(HK\$) (港元)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	('000) (千)
Mr. Tam Wing Hung 談永雄先生	22/05/2002	1.30	22/05/2002– 21/05/2012	1.30	–	100	–	–	–	100
Mr. Lee Shu Ki 李樹琪先生	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	–	200	–	–	–	200
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	300	–	–	–	300
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	80	–	–	–	80
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	160	–	–	–	160
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	160	–	–	–	160
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	200	–	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	400	–	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	400	–	–	–	400

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(xi) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格	Price at exercise date of options 於購股權 行使日 之價格	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使	Granted during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 獲授予	Exercised during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 行使	Lapsed/ cancelled during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 失效/取消	Outstanding at 15 June 2005 二零零五年 六月十五日 尚未行使
		(HK\$) (港元)		(HK\$) (港元)	(HK\$) (港元)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	('000) (千)
Mr. Wong Shun Pang 黃順鵬先生	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	–	100	–	–	–	100
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	–	200	–	–	–	200
	01/12/2003	2.475	01/08/2005– 30/11/2013	2.425	–	100	–	–	–	100
	01/12/2003	2.475	01/01/2006– 30/11/2013	2.425	–	200	–	–	–	200
	01/12/2003	2.475	01/01/2007– 30/11/2013	2.425	–	200	–	–	–	200
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	–	160	–	–	–	160
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	120	–	–	–	120
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	120	–	–	–	120
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	200	–	–	–	200
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	400	–	–	–	400
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	400	–	–	–	400
Ms. Ho Po Chu 何寶珠女士	07/02/2005	3.35	01/07/2005– 06/02/2015	3.325	–	800	–	–	–	800

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

(xi) (Continued)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格	Price at exercise date of options 於購股權 行使日 之價格	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 二零零五年 三月三十一日 尚未行使	Granted during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 獲授予	Exercised during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 行使	Lapsed/ cancelled during the period from 1 April 2005 to 15 June 2005 於二零零五年 四月一日至 六月十五日 失效/取消	Outstanding at 15 June 2005 二零零五年 六月十五日 尚未行使
		(HK\$) (港元)		(HK\$) (港元)	(HK\$) (港元)	('000) (千)	('000) (千)	('000) (千)	('000) (千)	('000) (千)
(ii) Other Eligible Participants 其他合資格參與者										
Employees 員工	22/05/2002	1.30	22/05/2002– 21/05/2012	1.30	3.25	200	–	(100)	–	100
	22/05/2002	1.30	22/05/2003– 21/05/2012	1.30	3.25	100	–	(100)	–	–
	01/11/2002	1.65	01/01/2003– 31/10/2012	1.65	3.55	1,070	–	(150)	–	920
	01/11/2002	1.65	01/01/2004– 31/10/2012	1.65	3.485 (AVG平均)	2,080	–	(500)	–	1,580
	01/12/2003	2.475	01/08/2005– 30/11/2013	2.425	–	2,282	–	–	–	2,282
	01/12/2003	2.475	01/01/2006– 30/11/2013	2.425	–	4,554	–	–	–	4,554
	01/12/2003	2.475	01/01/2007– 30/11/2013	2.425	–	4,524	–	–	–	4,524
	27/04/2004	1.90	01/01/2005– 26/04/2014	1.86	3.01 (AVG平均)	1,352	–	(148)	–	1,204
	27/04/2004	1.90	01/01/2006– 26/04/2014	1.86	–	510	–	–	–	510
	27/04/2004	1.90	01/01/2007– 26/04/2014	1.86	–	280	–	–	–	280
	01/02/2005	3.15	01/01/2006– 31/01/2015	3.15	–	1,090	–	–	(20)	1,070
	01/02/2005	3.15	01/01/2007– 31/01/2015	3.15	–	2,180	–	–	(40)	2,140
	01/02/2005	3.15	01/01/2008– 31/01/2015	3.15	–	2,180	–	–	(40)	2,140
	07/02/2005	3.35	01/07/2005– 06/02/2015	3.325	–	1,800	–	–	–	1,800
	07/02/2005	3.35	01/01/2007– 06/02/2015	3.325	–	880	–	–	–	880
	07/02/2005	3.35	01/01/2008– 06/02/2015	3.325	–	1,760	–	–	–	1,760
	07/02/2005	3.35	01/01/2009– 06/02/2015	3.325	–	1,760	–	–	–	1,760

## SHARE OPTIONS SCHEMES (Continued)

### The New Scheme (Continued)

A professional actuarial firm has been invited to perform an estimation of the expenses for the share option schemes.

According to the Hong Kong Financial Reporting Standard 2 ("HKFRS2") to be adopted in the following financial year, the cost of share-based transactions should be recognised as an expense over the period from the date of grant until they are exercisable by the receiver of such payment. Were this standard to be adopted in this report, the expense required to be reported for share options granted on or before 31 March 2005 would be estimated as follows:

	Financial Year 財政年度							
	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	2009/10	Total 合計
P&L expenses (HK\$'000)	768	4,718	5,896	2,793	1,162	318	–	15,655
損益賬支出(千港元)		(Note 1) (附註1)						

Note:

- No charge is recognised in the consolidated profit and loss account in respect of the cost of share-based transactions during the year.

There are several relevant measures that may be considered to assess the financial impact of the share option schemes, including the expense of share-based transactions under generally accepted financial reporting standards (e.g., HKFRS2). The expense of the share-based transactions attributes the expense of share-based transaction over the period from the original transaction date (i.e., grant date) to the date when the recipient's entitlement to the payment has been fully realized (i.e., vested).

## 購股權計劃 (續)

### 新計劃 (續)

一間專業估值公司獲邀評估本公司之購股權計劃費用。

根據HKFRS2其將於下一個財政年度被採納，購股權於授出日期的公平值須於有關的權益期內攤銷，攤銷支出在損益表入帳。假設集團提早於本年度採納HKFRS2，有關於二零零五年三月三十一日或以前授出的購股權所產生的損益表支出遂評估如下：

附註：

- 於本年度的綜合損益內並無確認所授購股權之損益賬支出。

現時有數種計量方法可以考慮用作評估購股權計劃對財務報表的影響，包括於普遍接納採納的財務報告標準(如HKFRS2)下以股份支付的交易的有關支出。至於以股份支付的交易的相關支出則會於有關權益期內(即不同財政年度內)攤銷。



## SHARE OPTIONS SCHEMES (Continued)

In assessing the expense of share-based transactions under HKFRS2 requirement, the Binomial option pricing model (the "Binomial Model") has been used. The Binomial Model is one of the most generally accepted methods used to calculate the value of options and expense of share-based transactions.

The parameters of the Binomial Model include the expected life of the options, the risk-free interest rate, expected future share price volatility and future dividend rates of the shares of the Company, if any. The expected life of the option reflects both the term to expiry and factors that may cause the option to be exercised prior to expiry. The risk-free interest rate makes reference to the yield rates of the Hong Kong Government Exchange Bills/Notes. Expected future share price volatility and dividend rates reflect both analysis of historical experience and future expectation.

It should be noted that the expense of share-based transactions under HKFRS2 calculated using the Binomial Model is based on various assumptions and is only a preliminary estimate of the cost of share-based transactions of share options granted on or before 31 March 2005 for reference only. The Directors considered that the Company will perform a detail estimation when HKFRS2 is required to be adopted in next financial year and estimate the expense required to be reported in the consolidated profit and loss account for the share options granted.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on P.171 of this annual report.

## 購股權計劃 (續)

HKFRS2規定下以股份支付的交易的相關支出乃使用二項式期權定價模式(「二項式模式」)評估。「二項式模式」乃計算購股權價值及相關支出最為普遍接納之方法之一。

二項式模式之參數包括購股權之預計有效期、無風險利率、本公司股份之預期價格波動及預期派發之股息(如有)。預計有效期反映購股權之有效期及該令至提早行使購股權之因素。無風險利率乃參照香港外匯基金票據之回報率。預計股份之預期價格波動及預期派發之股息(如有)乃反映有關過往紀錄及對集團將來期望之分析。

務請注意，以二項式模式計算之購股權有關支出乃按若干假設計算及僅為二零零五年三月三十一日或以前所授購股權之初步估計價值，僅供參考。董事們會考慮於明年當HKFRS2正式採納時，公司會對所授出購股權所產生的損益表支出作一詳細評估。

## 優先權

本公司細則規定概無載有本公司須按比例向現有股東發行新股之優先權條文，而百慕達法例中亦無限制有關優先權之條文。

## 五年財務概要

本集團過去五個財政年度之業績及資產與負債摘要載於本年報第一百七十一頁。

## MANAGEMENT CONTRACTS

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

## SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 13 to the Accounts.

## BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 March 2005 are set out in Notes 18 and 21 to the Accounts.

## DIRECTORS

The Directors who held office during the year and up to the date of this report are:

### Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)  
Mr. Ho Cheuk Ming  
(*Deputy Chairman & Chief Operating Officer*)  
Mr. Kwok Wing Kin, Francis (*Deputy Chairman*)  
Mr. Tam Wing Hung  
Mr. Lee Shu Ki  
Mr. Wong Shun Pang (*Appointed on 1 June 2004*)

### Independent Non-executive Directors

Mr. So Wai Chun  
Mr. Chan Sui Sum, Raymond  
Mr. Fong Hoi Shing (*Appointed on 7 December 2004*)  
Mr. Leung Wai Ho (*Resigned on 19 January 2005*)

## 管理合約

本年度內，本公司概無就整體業務或任何重大業務之管理或行政工作訂立任何合約，亦無存有此等合約。

## 附屬公司

本公司各附屬公司之詳情，載於帳目附註13。

## 銀行貸款與透支

本集團於二零零五年三月三十一日之銀行貸款與透支詳情列於帳目附註18及21。

## 董事會

本年度內及截至本年度日期止在任之董事如下：

### 執行董事

何焯輝先生 (*主席兼行政總裁*)  
何卓明先生 (*副主席兼營運總裁*)  
郭永堅先生 (*副主席*)  
談永雄先生  
李樹琪先生  
黃順鵬先生  
(*於二零零四年六月一日獲委任*)

### 獨立非執行董事

蘇偉俊先生  
陳瑞森先生  
方海城先生  
(*於二零零四年十二月七日獲委任*)  
梁偉浩先生  
(*於二零零五年一月十九日辭任*)

## DIRECTORS (Continued)

The independent non-executive Directors are appointed for specific terms and hold office until 30 June 2005, 4 February 2006 and 6 December 2005 respectively, subject to extension.

In accordance with Bye-Law 86(2), Mr. Fong Hoi Shing will retire from office at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

In accordance with Bye-Law 87 of the Company, Messrs. Kwok Wing Kin, Francis and Chan Sui Sum, Raymond will retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## DIRECTORS' SERVICE CONTRACTS

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

## DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事會 (續)

本公司獨立非執行董事之任期均以特定年期委任，其任期分別於二零零五年六月三十日、二零零六年二月四日及二零零五年十二月六日屆滿，延期除外。

按照公司細則第86(2)條規定，方海城先生將於即將舉行之股東週年大會上退任，惟有資格並願意膺選連任。

按照公司細則第87條規定，郭永堅先生及陳瑞森先生將於即將舉行之股東週年大會上退任，惟有資格並願意膺選連任。

## 董事之服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止之服務合約（法定賠償除外）。

## 董事於合約之利益

本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要合約。

## CONNECTED TRANSACTIONS

Upon the expiry of the previous lease agreement on 17 November 2003, a new lease agreement dated 14 November 2003 was entered into between Kings Lion Development Limited ("Kings Lion") as landlord and Karrie Industrial Company Limited ("Karrie Industrial"), a wholly-owned subsidiary of the Company, as tenant for the lease of a portion (being 26,573 square feet in gross floor area) of 9th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories together with two car parking spaces in the same building at a monthly rental of HK\$106,292 (that is, at approximately HK\$4 per square foot) for a term of two years commencing on 18 November 2003.

Kings Lion is a connected person of the Company under Chapter 14A of the Listing Rules for the reason that Mr. Ho Cheuk Fai, a Director of the Company, together with his wife, control 100% of the voting power in general meetings and also control the board of Kings Lion. The transaction therefore constitutes a continuing connected transaction under rule 14A.34 of the Listing Rules. Details of the transaction are set out in the announcement dated 14 November 2003 issued to the shareholders of the Company.

The Independent Non-executive Directors have reviewed the transaction and confirmed that the transaction has been entered into by the Group in the ordinary and usual course of its business and on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

## 關連交易

在前租賃協議於二零零三年十一月十七日期滿時，勁獅發展有限公司(「勁獅」)(出租人)與嘉利產品有限公司(「嘉利產品」)(本公司之全資附屬公司)(承租人)於二零零三年十一月十四日就位於新界荃灣青山公路611-619號東南工業大廈九樓部份樓面(建築面積為26,573平方呎)連同兩個位於該大廈地下的車位訂立租賃協議，月租106,292港元(即每平方呎約4港元)，為期兩年，租期由二零零三年十一月十八日起計。

根據《上市規則》第十四A章，勁獅為本公司之關連人士，因本公司董事何焯輝先生連同其妻子控制勁獅之股東大會100%投票權及其董事會。根據《上市規則》第十四A章第三十四條，此項交易構成持續關連交易。此項交易的詳情已載於本公司於二零零三年十一月十四日刊發予股東的公佈內。

獨立非執行董事已審閱上述交易，並確認此交易乃在本集團之日常業務中進行，並按正常之商業條款訂立，對本公司之股東屬公平合理。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2005

The interests of the Directors and chief executive in the shares and the underlying shares of the Company and any associated corporations (as defined in the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are as follows:

### (A) Interests in the Company

## 董事及最高行政人員之股份權益

於二零零五年三月三十一日

本公司各董事及最高行政人員在本公司(及其相聯法團)(釋義見《證券及期貨條例》(「《證券條例》」))股份或相關股份中擁有並已登記於本公司按證券條例第352條而存置之登記冊所載之權益,或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所之權益如下:

### (甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each  
每股面值0.10港元之普通股數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital
		個人權益	家屬權益	法團權益或其他權益	合計權益	持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	5,158,000	209,650,000 (Note 1) (附註一)	172,200,000 (Note 2) (附註二)	214,808,000	52.68
Mr. Ho Cheuk Ming	何卓明先生	8,100,000	–	172,200,000 (Note 2) (附註二)	180,300,000	44.22
Mr. Kwok Wing Kin, Francis	郭永堅先生	4,100,000 (Note 3) (附註三)	–	–	4,100,000	1.01
Mr. Tam Wing Hung	談永雄先生	1,100,000 (Note 4) (附註四)	–	–	1,100,000	0.27
Mr. Lee Shu Ki	李樹琪先生	3,300,000 (Note 5) (附註五)	–	–	3,300,000	0.81
Mr. Wong Shun Pang	黃順鵬先生	2,710,000 (Note 6) (附註六)	–	–	2,710,000	0.66
Ms. Ho Po Chu	何寶珠女士	37,450,000 (Note 7) (附註七)	177,358,000 (Note 7) (附註七)	172,200,000 (Note 2) (附註二)	214,808,000	52.68



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

### (A) Interests in the Company (Continued)

Notes:

1. Mr. Ho Cheuk Fai is deemed to be interested in (a) 37,450,000 shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 172,200,000 shares in which his children under 18 are interested. Such 172,200,000 shares in which his children under 18 are interested are duplicated with his interests as a founder of the HCF trust in the same block of shares referred to in Note 2 below.
2. 172,200,000 shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust known as Ho Cheuk Fai Family Trust ("HCF Trust"). Mr. Ho Cheuk Fai is deemed to be interested in these 172,200,000 shares as founder of the HCF Trust. Ms. Ho Po Chu is interested in these 172,200,000 shares by virtue of the fact that (a) she controls or exercises the control of one-third or more of the voting power at general meetings of Pearl Court; (b) she holds one unit in the HCF Trust; and (c) she is one of the discretionary objects of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust"), the trust property of which comprises 9,999 units in the HCF Trust and in which Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects. These 9,999 units of HCF Trust are held by HSBC International Trustee Limited ("HITL") as trustee for HWL Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu, their children under 18 and Mr. Ho Cheuk Ming in the 172,200,000 shares are duplicated with each other.
3. The personal interests of Mr. Kwok Wing Kin, Francis comprise 800,000 ordinary shares and 3,300,000 outstanding share options.
4. The personal interests of Mr. Tam Wing Hung comprise 680,000 ordinary shares and 420,000 outstanding share options.
5. The personal interests of Mr. Lee Shu Ki comprise 1,400,000 ordinary shares and 1,900,000 outstanding share options.
6. The personal interests of Mr. Wong Shun Pang comprise 510,000 ordinary shares and 2,200,000 outstanding share options.
7. The personal interests of Ms. Ho Po Chu comprise 36,650,000 ordinary shares and 800,000 outstanding share options. Ms. Ho Po Chu is also deemed to be interested in (a) 5,158,000 shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 172,200,000 shares in which her children under 18 are interested. Such 172,200,000 shares in which her children under 18 are interested are duplicated with her interests in the same block of shares referred to in Note 2 above.

## 董事及最高行政人員之股份權益 (續)

### (甲) 於本公司之權益 (續)

附註：

- 一、 何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之37,450,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何焯輝先生作為HCF Trust的成立人(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。
- 二、 172,200,000股股份由 Pearl Court Company Limited ("Pearl Court") 以 Ho Cheuk Fai Family Trust ("HCF Trust") 之單位信託之受託人持有。何焯輝先生作為HCF Trust之成立人，被視為持有該等172,200,000股股份之權益。何寶珠女士被視為持有該等172,200,000股股份之權益，因為(a)她於 Pearl Court 股東大會控制或行使控制三分之一或以上投票權；(b)她持有 HCF Trust 的一個單位；及(c)她作為一個名為 Ho Wai Leung Memorial Trust ("HWL Trust") 酌情信託的酌情信託對象，該酌情信託持有 HCF Trust 之 9,999 單位，其酌情信託對象由何寶珠女士、何卓明先生及何焯輝先生未滿18歲的子女組成。該等9,999 HCF Trust 之單位由 HSBC International Trustee Limited ("HITL") 作為 HWL Trust 的受託人持有。故此，該等172,200,000股股份之權益，被視為何焯輝先生、何寶珠女士及其彼等未滿18歲的子女及何卓明先生之間重疊之同一權益。
- 三、 郭永堅先生之個人權益由800,000股本公司普通股股份及3,300,000尚未行使之購股權組成。
- 四、 談永雄先生之個人權益由680,000股本公司普通股股份及420,000尚未行使之購股權組成。
- 五、 李樹琪先生之個人權益由1,400,000股本公司普通股股份及1,900,000尚未行使之購股權組成。
- 六、 黃順鵬先生之個人權益由510,000股本公司普通股股份及2,200,000尚未行使之購股權組成。
- 七、 何寶珠女士之個人權益由36,650,000股本公司普通股股份及800,000尚未行使之購股權組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之5,158,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

## 董事及最高行政人員之股份權益 (續)

### (B) Interests and short positions in associated corporations

### (乙) 於相聯法團之權益及淡倉

#### (i) Karrie Industrial Company Limited

#### (i) 嘉利產品有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	43,000	–	–	43,000	86%
Ms. Ho Po Chu	何寶珠女士	7,000	–	–	7,000	14%

Note: The entire issued share capital comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.

附註：已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。

#### (ii) Karpo Technologies Limited

#### (ii) 嘉寶科技有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	9,999	–	–	9,999	99.89%
Mr. Ho Cheuk Ming	何卓明先生	–	–	1	1	0.01%

Note: The entire issued share capital comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.

附註：已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

### (B) Interests and short positions in associated corporations (Continued)

(iii) Karrie Industrial Holdings Limited

## 董事及最高行政人員之股份權益 (續)

### (乙) 於相聯法團之權益及淡倉 (續)

(iii) Karrie Industrial Holdings Limited

#### Number of non-voting deferred shares of HK\$1 each 每股面值1港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	1	–	–	1	8.33%
Ms. Ho Po Chu	何寶珠女士	1	–	–	1	8.33%

Note: The entire issued share capital comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

附註：已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests and short positions in the shares and the underlying shares of the Company or any of its associated corporations as defined in the SFO as at 31 March 2005.

除上文及根據「購股權計劃」中所披露外，各董事、最高行政人員或其聯繫人等於二零零五年三月三十一日在本公司或其相聯法團（釋義見《證券條例》）股份及相關股份中無持有任何個人、家屬、法團或其他權益或淡倉。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

As at 15 June 2005

The interests of the Directors and chief executive in the shares and the underlying shares of the Company and any associated corporations (as defined in the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are as follows:

### (A) Interests in the Company

## 董事及最高行政人員之股份權益 (續)

於二零零五年六月十五日

本公司各董事及最高行政人員在本公司(及其相聯法團)(釋義見《證券及期貨條例》(「《證券條例》」))股份或相關股份中擁有並已登記於本公司按證券條例第352條而存置之登記冊所載之權益,或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所之權益如下:

### (甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each  
每股面值0.10港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股 百分比
Mr. Ho Cheuk Fai	何焯輝先生	5,752,000	209,650,000 (Note 1) (附註一)	172,200,000 (Note 2) (附註二)	215,402,000	52.70
Mr. Ho Cheuk Ming	何卓明先生	8,100,000	-	172,200,000 (Note 2) (附註二)	180,300,000	44.11
Mr. Kwok Wing Kin, Francis	郭永堅先生	4,100,000 (Note 3) (附註三)	-	-	4,100,000	1.00
Mr. Tam Wing Hung	談永雄先生	1,100,000 (Note 4) (附註四)	-	-	1,100,000	0.27
Mr. Lee Shu Ki	李樹琪先生	3,300,000 (Note 5) (附註五)	-	-	3,300,000	0.81
Mr. Wong Shun Pang	黃順鵬先生	2,710,000 (Note 6) (附註六)	-	-	2,710,000	0.66
Ms. Ho Po Chu	何寶珠女士	37,450,000 (Note 7) (附註七)	177,952,000 (Note 7) (附註七)	172,200,000 (Note 2) (附註二)	215,402,000	52.70

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

### (A) Interests in the Company (Continued)

Notes:

1. Mr. Ho Cheuk Fai is deemed to be interested in (a) 37,450,000 shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 172,200,000 shares in which his children under 18 are interested. Such 172,200,000 shares in which his children under 18 are interested are duplicated with his interests as a founder of the HCF trust in the same block of shares referred to in Note 2 below.
2. 172,200,000 shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust known as Ho Cheuk Fai Family Trust ("HCF Trust"). Mr. Ho Cheuk Fai is deemed to be interested in these 172,200,000 shares as founder of the HCF Trust. Ms. Ho Po Chu is interested in these 172,200,000 shares by virtue of the fact that (a) she controls or exercises the control of one-third or more of the voting power at general meetings of Pearl Court; (b) she holds one unit in the HCF Trust; and (c) she is one of the discretionary objects of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust"), the trust property of which comprises 9,999 units in the HCF Trust and in which Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects. These 9,999 units of HCF Trust are held by HSBC International Trustee Limited ("HITL") as trustee for HWL Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu, their children under 18 and Mr. Ho Cheuk Ming in the 172,200,000 shares are duplicated with each other.
3. The personal interests of Mr. Kwok Wing Kin, Francis comprise 800,000 ordinary shares and 3,300,000 outstanding share options.
4. The personal interests of Mr. Tam Wing Hung comprise 680,000 ordinary shares and 420,000 outstanding share options.
5. The personal interests of Mr. Lee Shu Ki comprise 1,400,000 ordinary shares and 1,900,000 outstanding share options.
6. The personal interests of Mr. Wong Shun Pang comprise 510,000 ordinary shares and 2,200,000 outstanding share options.
7. The personal interests of Ms. Ho Po Chu comprise 36,650,000 ordinary shares and 800,000 outstanding share options. Ms. Ho Po Chu is also deemed to be interested in (a) 5,752,000 shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 172,200,000 shares in which her children under 18 are interested. Such 172,200,000 shares in which her children under 18 are interested are duplicated with her interests in the same block of shares referred to in Note 2 above.

## 董事及最高行政人員之股份權益 (續)

### (甲) 於本公司之權益 (續)

附註：

- 一、何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之37,450,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何焯輝先生作為HCF Trust的成立人(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。
- 二、172,200,000股股份由Pearl Court Company Limited (「Pearl Court」)以Ho Cheuk Fai Family Trust (「HCF Trust」)之單位信託之受託人持有。何焯輝先生作為HCF Trust之成立人，被視為持有該等172,200,000股股份之權益。何寶珠女士被視為持有該等172,200,000股股份之權益，因為(a)她於Pearl Court股東大會控制或行使控制三分之一或以上投票權；(b)她持有HCF Trust的一個單位；及(c)她作為一個名為Ho Wai Leung Memorial Trust (「HWL Trust」)酌情信託的酌情信託對象，該酌情信託持有HCF Trust之9,999單位，其酌情信託對象由何寶珠女士、何卓明先生及何焯輝先生未滿18歲的子女組成。該等9,999 HCF Trust之單位由HSBC International Trustee Limited (「HITL」)作為HWL Trust的受託人持有。故此，該等172,200,000股股份之權益，被視為何焯輝先生、何寶珠女士及其彼等未滿18歲的子女及何卓明先生之間重疊之同一權益。
- 三、郭永堅先生之個人權益由800,000股本公司普通股股份及3,300,000尚未行使之購股權組成。
- 四、談永雄先生之個人權益由680,000股本公司普通股股份及420,000尚未行使之購股權組成。
- 五、李樹琪先生之個人權益由1,400,000股本公司普通股股份及1,900,000尚未行使之購股權組成。
- 六、黃順鵬先生之個人權益由510,000股本公司普通股股份及2,200,000尚未行使之購股權組成。
- 七、何寶珠女士之個人權益由36,650,000股本公司普通股股份及800,000尚未行使之購股權組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之5,752,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

## 董事及最高行政人員之股份權益 (續)

### (B) Interests and short positions in associated corporations

### (乙) 於相聯法團之權益及淡倉

(i) Karrie Industrial Company Limited

(i) 嘉利產品有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	43,000	—	—	43,000	86%
Ms. Ho Po Chu	何寶珠女士	7,000	—	—	7,000	14%

Note: The entire issued share capital comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.

附註：已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。

(ii) Karpo Technologies Limited

(ii) 嘉寶科技有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	9,999	—	—	9,999	99.89%
Mr. Ho Cheuk Ming	何卓明先生	—	—	1	1	0.01%

Note: The entire issued share capital comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.

附註：已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Continued)

### (B) Interests and short positions in associated corporations (Continued)

(iii) Karrie Industrial Holdings Limited

## 董事及最高行政人員之股份權益 (續)

### (乙) 於相聯法團之權益及淡倉 (續)

(iii) Karrie Industrial Holdings Limited

#### Number of non-voting deferred shares of HK\$1 each 每股面值1港元之無投票權遞延股份數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital (Note)
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比 (附註)
Mr. Ho Cheuk Fai	何焯輝先生	1	–	–	1	8.33%
Ms. Ho Po Chu	何寶珠女士	1	–	–	1	8.33%

Note: The entire issued share capital comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

附註：已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests and short positions in the shares and the underlying shares of the Company or any of its associated corporations as defined in the SFO as at 15 June 2005.

除上文及根據「購股權計劃」中所披露外，各董事、最高行政人員或其聯繫人等於二零零五年六月十五日在本公司或其相聯法團（釋義見《證券條例》）股份及相關股份中無持有任何個人、家屬、法團或其他權益或淡倉。

## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the directors of the Company had any interest in any business which competes with the Group.

## 董事於競爭業務之權益

本公司各董事概無與本集團構成競爭之業務中擁有任何權益。

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2005 and 15 June 2005

The interests or short positions of the persons (other than a Director or chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register of interests kept by the Company under section 336 of the SFO are as follows:

## 主要股東

於二零零五年三月三十一日及二零零五年六月十五日

以下人士(不包括董事及本公司之最高行政人員)於本公司股份及相關股份中擁有根據本公司按《證券條例》第336條須予記入存置之權益登記冊之權益：

Name of Shareholder 股東名稱	Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目		
	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
Pearl Court	–	172,200,000 (Note 1 附註一)	42.99%
HITL	–	172,660,000 (Note 1 附註一)	42.73%
Cheah Cheng Hye 謝清海先生	–	40,126,000 (Note 2 附註二)	9.99%
Value Partners Limited (“VPL”)	–	40,126,000 (Note 2 附註二)	9.99%

### Notes:

- These 172,200,000 shares are held by Pearl Court as trustee for HCF Trust. HITL is deemed to be interested in these 172,200,000 shares held by Pearl Court by virtue of the fact that 9,999 of 10,000 units of HCF Trust are held by HITL as trustee for HWL Trust. HITL is also interested in 380,000 and 80,000 shares as trustees for two other trusts.
- VPL is interested in 40,126,000 shares in the capacity of investment manager. Mr. Cheah Cheng Hye is interested in the same block of shares by virtue of his 31.82% shareholding in VPL.

### 附註：

- 該等172,200,000股股份由Pearl Court作為HCF Trust之受託人持有。HITL被視為擁有該等由Pearl Court持有之172,200,000股股份之權益，因為HITL作為HWL Trust之受託人持有10,000個HCF Trust單位中之9,999個單位。作為另外兩個信託之受託人，HITL亦分別持有380,000及80,000股股份。
- VPL作為投資經理持有40,126,000股股份。由於謝清海先生持有VPL 31.82%之股權，故此他被視為擁有該等40,126,000股股份的權益。

## SUBSTANTIAL SHAREHOLDERS (Continued)

As at 31 March 2005 and 15 June 2005 (Continued)

Save as disclosed above, as at 31 March 2005 and 15 June 2005, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests in Shares" above, had registered an interest or short position in the shares and underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

## ENCUMBRANCES ON SHARES

The Board wishes to disclose the following details for the purpose of sound corporate governance:

As disclosed in 2004/05 Interim Report, on 22 November 2004, the Company received a written statement (the "Statement") dated 22 November 2004 from Pearl Court, a substantial shareholder of the Company holding 172,200,000 ordinary shares of HK\$0.10 each in the share capital of the Company.

In the Statement, Pearl Court confirms that, as at 22 November 2004, it has not created or caused to be created nor are there any encumbrances, including without limitation charges, mortgages, pledges, liens, options, restrictions, right of first refusal, adverse interests or any third party rights or claims whatsoever (the "Encumbrances"), in respect of any of its interests in the Company. Pearl Court has further undertaken to the Company that it will inform the Board within 7 calendar days before the Company publishes its results announcements for any year, half-year, quarterly or any other interim period whether any of its interests in the Company is encumbered by any Encumbrances as at the date of notification, provided that Pearl Court has the right to terminate such arrangement by giving to the Board a notice in writing (the "Notice") on or before one month immediately preceding the deadline for the Company to publish an announcement for its results for any year, half-year under the Listing Rules, quarterly or any other interim period (whether or not required under the Listing Rules). Pearl Court has further authorised the Company to disclose such information to the Stock Exchange of Hong Kong Limited and to the public by any means that the Board deems fit and to include such information in the Company's annual or interim reports or in its results announcements for any year, half-year, quarterly or any other interim period.

## 主要股東 (續)

於二零零五年三月三十一日及二零零五年六月十五日 (續)

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零零五年三月三十一日及二零零五年六月十五日，並無人士需根據《證券條例》第336條登記其於本公司之股份權益或淡倉記錄。

## 股份之產權負擔

董事會為加強公司管治而作出以下披露：

根據2004/05中期報告之披露，本公司於二零零四年十一月二十二日收到本公司一主要股東Pearl Court的一封日期為二零零四年十一月二十二日之書面陳述（「書面陳述」）。Pearl Court持有本公司每股面值0.10港元之普通股共172,200,000股。

於該書面陳述內，Pearl Court確認截至二零零四年十一月二十二日有關其於本公司擁有之任何權益，並無設立或者引致設立任何產權負擔之情況，這包括但不限於押記、按揭、抵押、留置權、期權、限制、優先購買權、逆向權益或者任何第三者權利或索償（統稱「產權負擔」）。Pearl Court亦作出承諾，除非Pearl Court於上市規則規定本公司任何年度、半年度、季度或任何其他中期業績公佈之限期（不論是否上市規則規定者）前，最少給予1個月書面通知給董事會關於停止該安排外（「通知」），其會於本公司未來刊登的年度、半年度、季度或任何其他中期業績公佈之前七天內知會本公司有關其公司於知會日就擁有本公司權益而涉及之產權負擔的情況。Pearl Court同時亦授權本公司以任何董事會認為合適的方法披露這些資料予香港聯合交易所有限公司及公眾，並將這些資料刊登於本公司之年報或中期報告內，或於本公司之年度、半年度、季度或任何其他中期業績公佈內。

## ENCUMBRANCES ON SHARES (Continued)

Without prejudice to the disclosure obligations of the Company required under the Listing Rules (including the general disclosure obligation of the Company under Rule 13.09 of the Listing Rules), the Board will publish such information as from time to time received from Pearl Court in its annual and interim reports and in its results announcements for any year, half-year, quarterly or any other interim period. The Board will also publish a separate announcement upon receipt of the Notice from Pearl Court.

Subsequently, on 5 March 2005, (being three days before the 2004/05 3rd quarter results announcement) and 20 June 2005, Pearl Court notified the Company by two written statements that it has not pledged any of its interests in ordinary shares of the Company as at both 5 March 2005 and 20 June 2005 respectively. As at 20 June 2005, the number of ordinary shares of HK\$0.1 each of the Company held by Pearl Court was 172,200,000 shares.

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2005 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	19%
Five largest suppliers combined	48%
Sales	
The largest customer	32%
Five largest customers combined	80%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

## 股份之產權負擔 (續)

在不損及本公司遵守上市規則之披露責任下(包括根據上市規則第13.09條之一般披露責任)，當收到Pearl Court的最新消息，董事會將會於年報及中期報告、年度、半年度、季度或任何其他中期業績公佈內刊登有關資料。另外，若收到Pearl Court發出的通知，董事會亦會刊登一則獨立公佈以告知。

隨後Pearl Court分別於二零零五年三月五日(即2004/05第三季業績公佈前三天)及二零零五年六月二十日，以書面通知本公司，截至二零零五年三月五日及二零零五年六月二十日其擁有本公司普通股之權益，並沒有作出任何股份抵押。於二零零五年六月二十日，Pearl Court擁有本公司每股面值0.1港元之普通股之數目為172,200,000股。

## 主要客戶及供應商

截至二零零五年三月三十一日止年度，本集團在主要供應商及客戶之購買及銷售百分比為：

購買	
最大供應商	19%
五大供應商共佔	48%
銷售	
最大客戶	32%
五大客戶共佔	80%

除上述外，各董事、彼等的聯繫人或董事所知擁有本公司股本超過5%之股東並無擁有任何上述本集團主要供應商及客戶之權益。



## CONTINUING OBLIGATIONS UNDER THE LISTING RULES

### Advance to an Entity

In accordance with rule 13.13 of the Listing Rules, an announcement was made on 9 September 2004 disclosing the details of the trade receivables (the "Trade Receivables") due from Konica Minolta Business Technologies Manufacturing (HK) Ltd. ("Konica Minolta") to the members of the Group as at 31 August 2004 which exceeds 8% of the total market capitalization of the Company as at that date.

As at 31 March 2005, the circumstances giving rise to the disclosure under rule 13.13 continued to exist. In accordance with rule 13.20 of the Listing Rules, details of the relevant Trade Receivables due from Konica Minolta to the Group as at 31 March 2005 are as follows:

As at 31 March 2005, there were 407,766,000 shares of the Company in issue. Based on the average closing price of the Company's shares of HK\$3.53 per share as stated in the Stock Exchange's daily quotation sheets for the trading days from 22 March 2005 to 30 March 2005 (both days inclusive), being the five business days immediately preceding 31 March 2005, the market capitalisation of the Company was approximately HK\$1,439,414,000 as at 31 March 2005 (the "Total Market Capitalisation"). The trade receivables due to the Group from Konica Minolta amounted to approximately HK\$145,732,000 as at 31 March 2005. The Trade Receivables were resulted from sales to Konica Minolta by the Group in its ordinary course of trading business and on normal commercial terms, which are unsecured, interest free and with payment terms of 60 days, and represented approximately 10% of the Total Market Capitalisation.

## 上市規則之持續責任

### 給予實體之貸款

根據上市規則第13.13條之規定，於二零零四年九月九日作出之公佈披露於二零零四年八月三十一日本集團成員公司應收本集團之顧客柯尼卡美能達商用科技製造(香港)有限公司(「柯尼卡美能達」)之應收帳款(「應收帳款」)總額超逾本公司當日之總市值百分之八之詳情。

於二零零五年三月三十一日，根據上市規則第13.13條須作披露之情況仍然持續。遂根據上市規則第13.20條規定，於二零零五年三月三十一日，本集團對柯尼卡美能達之應收帳款之詳情載列如下：

於二零零五年三月三十一日，本公司之已發行股份為407,766,000股。根據聯交所每日報表所示本公司股份於二零零五年三月二十二日至二零零五年三月三十日(包括首尾兩日)，即緊接二零零五年三月三十一日前五個交易日之平均收市價每股3.53港元計算，本公司於二零零五年三月三十一日之總市值約為1,439,414,000港元(「總市值」)。於二零零五年三月三十一日，本集團應收柯尼卡美能達之貿易應收款項約為145,732,000港元。應收柯尼卡美能達之貿易應收賬項乃產生自本集團於日常貿易業務過程及按一般商業條款與柯尼卡美能達進行之銷售。這些應收款項乃屬無抵押、免息及其賬期為60日，佔總市值約10%。

## CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 25 July 2005 to Friday, 29 July 2005 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 22 July 2005.

## COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the Directors, the Company has complied throughout the year with the Code of Best Practice as set out in appendix 14 of the Listing Rules which was in force prior to 1 January 2005.

## COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES

During the year, the Company has adopted stringent procedures governing Directors' securities transactions in compliance with the Model Code as set out in Appendix 10 of the Listing Rules. Specific confirmation has been obtained from all Directors to confirm compliance with the Model Code throughout the year ended 31 March 2005.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

## 暫停辦理過戶登記

本公司將由二零零五年七月二十五日(星期一)至二零零五年七月二十九日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲享有擬派發之末期股息,所有填妥之股份轉讓文件連同有關之股票,須於二零零五年七月二十二日(星期五)下午四時前送達本公司於香港之股份過戶登記分處:香港中央證券登記有限公司;地址為香港灣仔皇后大道東183號合和中心17樓1712至6室。

## 遵守最佳應用守則

就董事所知,本公司於本年度內已遵守上市規則附錄14所載於二零零五年一月一日前仍為有效之最佳應用守則。

## 符合上市規則之《標準守則》

年內,本公司已採納嚴格程序規管董事進行本公司所發行的證券交易,以符合上市規則附錄十所載之《標準守則》之規定。本公司已取得全體董事發出之書面確認,確認在截至二零零五年三月三十一日止年度內符合《標準守則》之規定。

## 獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事之年度確認書,確認彼等符合上市規則第3.13條所載有關其獨立性之規定。本公司認為所有獨立非執行董事均屬獨立人士。

## AUDIT COMMITTEE

According to the requirements of the Listing Rules, in January 1999 the Group has established an Audit Committee which now comprises three independent non-executive Directors. They are responsible for dealing with matters relating to audit which include reviewing and supervising the financial reporting process and internal control to protect the interests of the shareholders of the Company. In year 2004/05 they have met four times to discuss and review the performance of the Group, including the report to the audit committee for audited financial statements of the Group for the year ended 31 March 2005 issued by the external auditors.

The Audit Committee has also reviewed the terms and conditions of connected transactions of the Company taking place during the year under review.

## AUDITORS

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

On behalf of the Board

**Ho Cheuk Fai**

*Chairman*

Hong Kong, 24 June 2005

## 審核委員會

遵照《上市規則》，本公司於一九九九年一月成立了審核委員會，該委員會由三位獨立非執行董事組成。審核委員會負責處理審核範圍內之事宜，包括檢討及監督財務匯報程序及內部監控，以保障本公司股東之利益。於二零零四／零五年度審核委員會共召開四次會議以討論及檢視集團之業績，包括由外聘核數師發予審核委員會有關本集團截至二零零五年三月三十一日止年度經審核財務報告的報告。

審核委員會亦已審閱本公司於回顧年度內進行的關連交易的條款及條件。

## 核數師

本年度之帳目由羅兵咸永道會計師事務所審核；該核數師已任滿，惟有資格並願意膺選連任。

承董事會命

*主席*

**何焯輝**

香港，二零零五年六月二十四日

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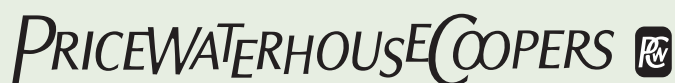
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### 171 Five-Year Financial Summary

五年財務摘要



羅兵咸永道會計師事務所

**PricewaterhouseCoopers**  
22nd Floor, Prince's Building  
Central, Hong Kong

## TO THE SHAREHOLDERS OF KARRIE INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

We have audited the accounts on pages 111 to 170 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

## RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion solely to you, as a body, in accordance with section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## 致嘉利國際控股有限公司 (於百慕達註冊成立之有限公司) 全體股東

本核數師已完成審核刊載於第111頁至第170頁按照香港普遍採納之會計原則編製之帳目。

## 董事及核數師各自之責任

貴公司之董事須負責編製真實兼公平之帳目。在編製該等真實兼公平之帳目時，董事必須選擇及貫徹地採用合適之會計政策。

本核數師之責任是根據審核工作之結果，對該等帳目作出獨立意見，並按照百慕達1981年《公司法》第90條僅向整體股東報告，除此之外本報告別無其它目的。本核數師不會就本報告之內容向任何其他人士負上或承擔任何責任。



## BASIS OF OPINION

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

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

## OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 31 March 2005 and of the profit and cash flows of the group for the year then ended, and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 24 June 2005

## 意見之基礎

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

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

## 意見

本核數師認為，上述之帳目足以真實兼公平地顯示 貴公司與 貴集團於二零零五年三月三十一日結算時之財務狀況，及 貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

**羅兵咸永道會計師事務所**  
香港執業會計師

香港，二零零五年六月二十四日

# Consolidated Profit and Loss Account 綜合損益表

For the Year Ended 31 March 2005 截至二零零五年三月三十一日止

Annual Report 2004-2005 年報

		Note 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Turnover	營業額	3	<b>2,563,190</b>	1,692,960
Cost of sales	銷售成本		<b>(2,246,021)</b>	(1,461,469)
Gross profit	毛利		<b>317,169</b>	231,491
Other revenue	其他收入	3	<b>12,311</b>	6,585
Distribution and selling expenses	分銷及銷售費用		<b>(30,543)</b>	(26,648)
General and administrative expenses	一般及行政費用		<b>(116,436)</b>	(104,901)
Operating profit	經營溢利	4	<b>182,501</b>	106,527
Share of loss of an associated company	應佔聯營公司虧損		<b>(10,234)</b>	(1,766)
Finance costs	財務成本	5	<b>(8,720)</b>	(6,145)
Profit before taxation	除稅前溢利		<b>163,547</b>	98,616
Taxation	稅項	8	<b>(13,203)</b>	(8,176)
Profit attributable to shareholders	股東應佔溢利	9	<b>150,344</b>	90,440
Dividends	股息	10	<b>85,920</b>	81,649
Earnings per share	每股溢利	11		
– Basic	– 基本		<b>HK 37.2 cents</b> 港仙	HK 23.0 cents
– Diluted	– 攤薄		<b>HK 36.7 cents</b> 港仙	HK 22.1 cents

# Balance Sheets 資產負債表

As at 31 March 2005 於二零零五年三月三十一日

Karrie International Holdings Limited

		Consolidated 綜合		Company 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
	Note 附註				
NON-CURRENT ASSETS	非流動資產				
Fixed assets	固定資產	12	274,308	251,464	-
Investment in subsidiaries	於附屬公司之投資	13	-	-	398,660
Investment in an associated company	於聯營公司之投資	14	-	7,142	-
Deferred tax assets	遞延稅項資產	23	3,987	2,071	-
Total non-current assets	非流動資產總值		278,295	260,677	398,660
CURRENT ASSETS	流動資產				
Inventories	存貨	15	440,013	166,474	-
Trade receivables	貿易應收帳款	2 & 16	560,081	291,743	-
Prepayments, deposits and other receivables	預付款、按金及其他應收帳款		22,618	19,460	200
Cash and bank deposits	現金及銀行存款	17	352,665	245,203	680
Total current assets	流動資產總值		1,375,377	722,880	880
CURRENT LIABILITIES	流動負債				
Short-term bank borrowings, secured	短期銀行借貸，有抵押	18	(495,829)	(194,004)	-
Finance lease obligations, current portion	融資租賃責任，即期部份	19	(1,091)	(3,893)	-
Trade and bills payables	貿易應付帳款及票據	20	(446,601)	(225,060)	-
Accruals and other payables	應計費用及其他應付帳款		(126,300)	(109,408)	(13,808)
Receipts in advance	預收帳款		(16,287)	(208)	-
Taxation payable	應繳稅項		(8,726)	(197)	(31)
Total current liabilities	流動負債總值		(1,094,834)	(532,770)	(13,839)
Net current assets (liabilities)	流動資產（負債）淨值		280,543	190,110	(12,959)
Total assets less current liabilities	總資產減流動負債		558,838	450,787	385,701

# Balance Sheets 資產負債表

As at 31 March 2005 於二零零五年三月三十一日

Annual Report 2004-2005 年報

		Consolidated 綜合		Company 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
	Note 附註				
NON-CURRENT LIABILITIES	非流動負債				
Long-term bank loans, secured	長期銀行貸款， 有抵押	21	(89,375)	–	–
Finance lease obligations	融資租賃責任	19	–	–	–
Provision for long service payments	長期服務金 之準備	22	(7,369)	–	–
Deferred tax liabilities	遞延稅項負債	23	(11,692)	–	–
Total non-current liabilities	非流動負債總值		(108,436)	–	–
MINORITY INTERESTS	少數股東權益		(424)	–	–
Net assets	資產淨值		449,978	375,039	385,701
Representing:	代表：				
SHARE CAPITAL	股本	24	40,777	40,777	40,076
RESERVES	儲備	26	409,201	344,924	334,076
Shareholders' equity	股東權益		449,978	375,039	385,701

**HO CHEUK FAI**

何焯輝

Director

董事

**KWOK WING KIN, FRANCIS**

郭永堅

Director

董事

# Consolidated Cash Flow Statement 綜合現金流量表

For the Year Ended 31 March 2005 截至二零零五年三月三十一日止

Karrie International Holdings Limited

	Note 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
Operating profit	經營溢利	182,501	106,527
Depreciation of fixed assets	固定資產折舊	39,105	34,490
Provision for amount due from an associated company	應收聯營公司款項之 壞帳準備	3,424	–
Gain on disposal of fixed assets	出售固定資產之收益	(453)	(196)
Interest income	利息收入	(3,964)	(1,620)
Operating profit before working capital changes	營運資金變動前之 經營溢利	220,613	139,201
Increase in inventories	存貨之增加	(273,539)	(10,170)
Increase in trade receivables	貿易應收帳款之增加	(268,338)	(24,548)
(Increase)/decrease in prepayments, deposits and other receivables	預付款、按金及其他應收 帳款之(增加)/減少	(3,158)	10,490
Increase/(decrease) in trade and bills payables	貿易應付帳款及票據之 增加/(減少)	221,541	(4,093)
Increase in accruals and other payables	應計費用及其他應付 帳款之增加	16,892	13,246
Increase/(decrease) in receipts in advance	預收帳款之增加/ (減少)	16,079	(4,846)
Decrease in provision for long service payments	長期服務金之準備 之減少	(2,773)	(1,672)
Decrease in amount due to a related company	應付關聯公司款項 之減少	–	(273)
Net cash (outflow)/inflow from operations	經營活動之現金 (流出)/流入淨額	(72,683)	117,335
Interest paid	已付利息	(8,720)	(6,145)
Hong Kong profits tax paid	已付香港利得稅	(7,615)	(13,550)
Hong Kong profits tax refunded	香港利得稅退還	1,063	13
Net cash (outflow)/inflow from operating activities	經營活動之現金 (流出)/流入淨額	(87,955)	97,653
<b>Investing activities</b>	<b>投資活動</b>		
Additions of fixed assets	添置固定資產	(62,236)	(58,842)
Proceeds from disposal of fixed assets	出售固定資產之收入	740	2,279
Investment in an associated company	於聯營公司之投資	(6,000)	–
Increase in amount due from an associated company	應收聯營公司款項 之增加	(516)	(2,908)
Interest received	已收利息	3,964	1,620
Net cash outflow from investing activities	投資活動之現金 流出淨額	(64,048)	(57,851)
Net cash (outflow)/inflow before financing	融資前之現金 (流出)/流入淨額	(152,003)	39,802



# Consolidated Cash Flow Statement 綜合現金流量表

For the Year Ended 31 March 2005 截至二零零五年三月三十一日止

Annual Report 2004-2005 年報

		Note 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
<b>Financing</b>	<b>融資</b>	27		
Proceeds from exercise of share options	行使購股權之收入		7,700	14,818
New long-term bank loans	新長期銀行貸款		816,000	75,000
New short-term bank loans	新短期銀行貸款		912,999	808,392
Repayment of long-term bank loans	償還長期銀行貸款		(775,875)	(11,500)
Repayment of short-term bank loans	償還短期銀行貸款		(866,792)	(788,920)
Increase/(decrease) in trust receipts bank loans	增加／(減少) 信託 收據銀行貸款		252,488	(50,819)
Repayment of capital element of finance lease obligations	償還融資租賃責任之 本金部份		(3,895)	(5,787)
Dividends paid	已派股息		(83,040)	(94,597)
Net cash inflow/(outflow) from financing	融資之現金 流入／(流出) 淨額		259,585	(53,413)
Increase/(decrease) in cash and cash equivalents	現金及現金等值物之 增加／(減少)		107,582	(13,611)
Cash and cash equivalents, beginning of year	年初之現金及 現金等值物		244,419	258,030
Cash and cash equivalents, end of year	年底之現金及現金等值物		352,001	244,419
<b>Analysis of cash and cash equivalents:</b>	<b>現金及現金等值物 之分析:</b>			
Cash and bank deposits	現金及銀行存款		352,665	245,203
Bank overdrafts	銀行透支		(664)	(784)
			352,001	244,419

# Consolidated Statement of Changes in Shareholders' Equity 綜合股東權益變動結算表

For the Year Ended 31 March 2005 截至二零零五年三月三十一日止

Karrie International Holdings Limited

			2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
		Note 附註		
Total shareholders' equity, beginning of year	年初之股東權益總值		<b>375,039</b>	364,318
Profit attributable to shareholders	股東應佔溢利		<b>150,344</b>	90,440
Deferred tax effect on revaluation of fixed assets	遞延稅項對固定 資產重估之影響	26	<b>(65)</b>	60
Dividends paid	已派股息	26	<b>(83,040)</b>	(94,597)
Issue of shares	股本之發行	24 & 26	<b>7,700</b>	14,818
Total shareholders' equity, end of year	年底之股東權益總值		<b>449,978</b>	375,039

## 1. PRINCIPAL ACCOUNTING POLICIES

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

### (a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They have been prepared under the historical cost convention, as modified by the revaluation of land and buildings.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the accounts for the year ended 31 March 2005. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial positions.

### (b) Group accounting

#### (i) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries, together with the Group's share of post-acquisition results and reserves of its associated company under the equity method of accounting, made up to 31 March.

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

## 1. 主要會計政策

編製此等帳目所採用之主要會計政策列載如下：

### (a) 編製基準

本帳目乃按照香港公認會計原則及香港會計師公會（「會計師公會」）頒佈之會計標準編製。帳目並依據歷史成本常規法編製，並就土地及樓宇重估而作出修訂。

會計師公會已頒佈若干新增及經修訂之香港財務報告準則及香港會計準則（「新香港財務報告準則」），該等準則於二零零五年一月一日或以後之會計期間生效。本集團於截至二零零五年三月三十一日止年度之帳目中並無提前採納此等新香港財務報告準則，本集團已開始評估此等新香港財務報告準則之影響，但目前本集團並不適宜指出此等新香港財務報告準則會否對其營運業績及財務狀況構成重大影響。

### (b) 本集團會計

#### (i) 綜合帳目

綜合帳目包括本公司及各附屬公司以及本集團所佔以權益法核算之聯營公司之收購後溢利及儲備截至三月三十一日止之帳目。

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

## 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (b) Group accounting (Cont'd)

#### (i) Consolidation (Cont'd)

The results of subsidiaries and associated company acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

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

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

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

#### (ii) Associated company

An associated company is a company, not being a subsidiary or a joint venture, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of an associated company for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated company and goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

## 1. 主要會計政策 (續)

### (b) 本集團會計 (續)

#### (i) 綜合帳目 (續)

在年內購入或售出之附屬公司及聯營公司，其業績由收購生效日起計或計至出售生效日止列入綜合損益表內。

本集團內公司間之重大交易及結餘已於綜合帳目內對銷。

出售附屬公司之收益或虧損指出售所得之收入與本集團應佔該公司資產淨值之差額，連同之前並未在綜合損益表內支銷或入帳之任何未攤銷商譽或負商譽，或已在儲備記帳之商譽／負商譽。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中擁有之權益。

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

#### (ii) 聯營公司

聯營公司為附屬公司或合營企業以外，本集團持有其股權作長期投資，並對其管理具有重大影響力之公司。

綜合損益表包括本集團應佔聯營公司之本年度業績，而綜合資產負債表則包括本集團應佔聯營公司之資產淨值及收購產生之商譽／負商譽（扣除累計攤銷）。

## 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (b) Group accounting (Cont'd)

#### (ii) Associated company (Cont'd)

Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associated company.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

#### (iii) Translation of foreign currencies

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

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

## 1. 主要會計政策 (續)

### (b) 本集團會計 (續)

#### (ii) 聯營公司 (續)

當聯營公司之投資帳面值已全數撇銷，便不再採用權益會計法，除非本集團就該聯營公司已產生承擔或有擔保之承擔。

本集團與其聯營公司間交易之未變現盈利按本集團應佔該等聯營公司之權益撇銷；除非交易提供所轉讓資產減值之憑證，否則將未變現虧損撇銷。

#### (iii) 外幣折算

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

附屬公司及聯營公司以外幣顯示之資產負債表均按結算日之匯率折算，而損益表則按平均匯率折算。匯兌盈虧作為儲備變動入帳。



**1. PRINCIPAL ACCOUNTING POLICIES** (Cont'd)**(c) Fixed assets and depreciation**

Construction-in-progress is stated at cost which includes development and construction expenditure incurred and other direct costs attributable to the development less any accumulated impairment losses.

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

Land and buildings are depreciated over the period of the leases, while other fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Land	2% to 2.2%
Buildings	2% to 4%
Fixtures and leasehold improvements	8% to 10%
Machinery	10% to 15%
Moulds and tooling	15%
Furniture and computer equipment	15% to 33.33%

Land and buildings are subject to independent valuations on a regular basis, with the last valuation performed on 31 March 2002. In the intervening years, the Directors review the carrying value of land and buildings and adjustment is made where they consider that there has been a material change. Any increase in valuation of land and buildings is credited to the fixed assets revaluation reserve. Decrease in valuation is first offset against increase on earlier valuations in respect of the same land and buildings and is thereafter debited to operating profit. Any subsequent increase is credited to operating profit up to the amount previously debited.

**1. 主要會計政策 (續)****(c) 固定資產與折舊**

在建工程按成本值列帳，包括發展與建築費用，及屬於發展項目之其他直接成本，扣除任何累積減值虧損。

其他固定資產按成本值或估值扣除累積折舊及累積減值虧損列帳。

土地及樓宇按租約年期折舊，其他固定資產則以直線法於其估計可用年期內將其成本值減累積減值虧損撇銷。主要之折舊年率如下：

土地	2%-2.2%
樓宇	2%-4%
物業裝修	8%-10%
機器	10%-15%
模具及工具	15%
傢俬及電腦設備	15%-33.33%

土地及樓宇會定期進行獨立性之評估，最近之評估乃於二零零二年三月三十一日進行。相隔年間，由董事檢討其土地及樓宇之帳面值，如有重大變動則作出調整。土地及樓宇重估之增值會撥入固定資產重估儲備。重估之減值則首先與同一土地及樓宇早前重估之增值對銷，然後在經營溢利中扣除。其後任何增值將撥入經營溢利，惟最高以早前扣減之金額為限。

**1. PRINCIPAL ACCOUNTING POLICIES** (Cont'd)**(c) Fixed assets and depreciation** (Cont'd)

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

Fixed assets held under finance leases are recorded and depreciated on the same basis as described above.

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

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

**1. 主要會計政策 (續)****(c) 固定資產與折舊 (續)**

修復固定資產至正常運作狀況之主要成本於損益帳中扣除。裝修改良成本乃撥充資本及按其可供本集團使用之年期折舊。

以融資租賃方式所持有之固定資產皆採用上述之相同基準予以記錄及計算折舊。

在每年結算日，固定資產皆透過本集團內部及外界所獲得之資訊，評核該等固定資產有否耗蝕。如有跡象顯示該等資產出現耗蝕，則估算其可收回價值，及在合適情況下將減值虧損入帳以將資產減至其可收回價值。此等減值虧損在損益表入帳，但假若某資產乃按估值列帳，而減值虧損不超過該資產之重估盈餘，此等虧損則當作重估減值。

出售固定資產之收益或虧損乃出售所得收入淨額與資產帳面值之差額，將列算於損益表內。任何屬於有關被出售之資產之重估儲備結餘均轉撥至保留溢利，並列作儲備變動。

## 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (d) Assets under leases

#### (i) Finance leases

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

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

#### (ii) Operating leases

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

### (e) Inventories

Inventories comprise raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost, calculated on the first-in, first-out basis, comprises materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

### (f) Accounts receivables

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

## 1. 主要會計政策 (續)

### (d) 租賃資產

#### (i) 融資租賃

融資租賃是指將擁有資產之風險及回報實質上轉讓予本集團之租賃。融資租賃之資產在開始時按租賃資產之公平值或最底租賃付款之現值，以較低者入帳。每期租金均分攤為資本性支出及財務費用，以達到資本結欠額之常數比率。相應租賃承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益表中支銷。

以融資租賃持有之資產按資產之估計可用年限或租約期（以較短者為準）計算折舊。

#### (ii) 經營租賃

經營租賃是指擁有資產之風險及回報實質上由出租公司保留之租賃。租賃款額在扣除自出租公司收取之任何獎勵金後，於租賃期內以直線法在損益表中支銷。

### (e) 存貨

存貨包括原材料、半製成品及製成品，按成本值與可變現淨值二者之較低者入帳。成本值以先進先出法計算，並包括原材料、直接人工及所有生產經常開支之應佔部份。可變現淨值乃按預計銷售所得款項扣除估計營銷費用計算。

### (f) 應收帳款

凡被視為呆帳之應收帳款，均提撥準備。在資產負債表內列帳之應收帳款已扣除有關之準備金。

**1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)****(g) Cash and cash equivalents**

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

**(h) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

**(i) Employee benefits****(i) Employee leave entitlements**

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

**(ii) Bonus plans**

The expected cost of bonus payments wholly due within twelve months after the balance sheet date are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

**1. 主要會計政策 (續)****(g) 現金及現金等值物**

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

**(h) 準備**

當本集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立準備。當本集團預計準備款可獲償付，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

**(i) 僱員福利****(i) 僱員應享假期之權利**

僱員在年假和長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出準備。僱員在病假及產假之權利不作確認，直至僱員正式休假為止。

**(ii) 獎金計劃**

當本集團因為僱員已提供之服務而產生現有法律或推定性責任，而責任金額能可靠估算時，則將在結算日後十二個月的結欠之獎金計劃之預計成本確認為負債入帳。獎金計劃之負債預期須在十二個月內償付，並根據在償付時預期會支付之金額計算。

## 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (i) Employee benefits (Cont'd)

#### (iii) Retirement benefits

The Group's contributions to the defined contribution retirement plans are expensed as incurred.

#### (iv) Long service payments

The Group's net obligation in respect of long service payments on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

### (j) Deferred taxation

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

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

Deferred taxation is provided on temporary differences arising on investments in subsidiaries and associated company, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

## 1. 主要會計政策 (續)

### (i) 僱員福利 (續)

#### (iii) 退休金福利

本集團向界定供款退休計劃作出之供款在發生時作為費用支銷。

#### (iv) 長期服務金

本集團根據香港《僱傭條例》在若干情況下終止聘用員工而支付之長期服務金所衍生之負債淨額，是指僱員現時及過去的服務所賺取的未來福利。此負債額是以預計單位信貸法計算，並會計算貼現值，並扣除本集團退休計劃下本集團供款所佔的應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於結算日的孳息率。

### (j) 遞延稅項

遞延稅項採用負債法就資產負債之稅基與它們在帳目之帳面值兩者之短暫時差作全數準備。遞延稅項採用在結算日前已頒佈或實質頒佈之稅率釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延稅項乃就投資於附屬公司及聯營公司之短暫時差而準備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

**1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)****(k) Contingent liabilities and contingent assets**

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

**(l) Turnover and revenue recognition**

Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

Operating lease rental income is recognised on a straight-line basis.

Revenue from the provision of management service is recognised when the service is rendered.

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

Advance payments received from customers prior to delivery of goods are recorded as receipts in advance.

**1. 主要會計政策 (續)****(k) 或然負債及或然資產**

或然負債指因已發生之事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生之事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入帳。或然負債不會被確認，但會在帳目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為準備。

或然資產指因已發生之事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在帳目附註中披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

**(l) 營業額及收入確認**

銷貨收益在擁有權之風險及回報轉移時確認，通常亦即為貨品付運予客戶及所有權轉讓時。

經營租賃之租金收入按直線法確認。

管理服務收益在提供服務時確認。

利息收入依據未償還本金額及適用利率按時間比例確認。

於出貨前預收客戶的款項被記錄為預收帳款。



## 1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (m) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

### (n) Segment reporting

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

Unallocated costs represent corporate expenses. Segment assets consist primarily of fixed assets, inventories, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation and certain corporate borrowings. Capital expenditure comprises additions to fixed assets.

In respect of geographical segment reporting, turnover is based on the country in which the final destination of shipment is located and total assets and capital expenditure are where the assets are located.

## 1. 主要會計政策 (續)

### (m) 借貸成本

凡直接與購置、興建或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或出售)有關之借貸成本，均資本化為資產之部分成本。所有其他借貸成本均於發生年度內在損益表支銷。

### (n) 分部報告

按照本集團之內部財務報告，本集團已決定將業務分部資料作為主要分部報告形式，而地區分佈資料則作為次要報告形式呈列。

未分配成本指本集團整體性開支。分部資產主要包括固定資產、存貨、應收款項及經營現金。分部負債指經營負債，而不包括例如稅項及若干集團整體性之借款等項目。資本性開支包括購入固定資產的費用。

至於地區分部報告，營業額乃按照最終付運目的地所在國家計算。總資產及資本支出按資產所在地計算。

**2. RELATED PARTY TRANSACTIONS**

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

- (a) Significant transactions with related parties are summarised below:

**2. 關連人士交易**

關連人士乃該等有能力直接或間接控制另一方或於作出財務及營運決定時行使重大影響力的人士。倘該等人士受同一人士之控制或同一人士之重大影響，亦被視為關連人士。

- (a) 與關連人士之重大交易之摘要如下：

		Note 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Rental income earned from Kar-Info Company Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	向嘉訊通有限公司 (該公司由本公司董事何焯輝先生家族實益擁有及控制) 收取租金收入	(i)	–	157
Rental charged by Kings Lion Development Limited, which is beneficially owned and controlled by the family of Mr. Ho Cheuk Fai, a director of the Company	支付租金予勁獅發展有限公司 (該公司由本公司董事何焯輝先生家族實益擁有及控制)	(i)	1,276	1,269
Machinery rental income earned from an associated company	向聯營公司收取機器租金收入	(ii)	2,347	587
Management service income earned from an associated company	向聯營公司收取管理費收入	(ii)	2,512	1,373
Sales to an associated company	銷售予聯營公司	(ii)	130	551

**2. RELATED PARTY TRANSACTIONS** (Cont'd)

## (a) (Cont'd)

Notes:

- (i) In the opinion of the Company's Directors and the Group's management, these related party transactions were conducted in the normal course of business of the Group and in accordance with the terms of the agreements.
- (ii) In the opinion of the Company's Directors and the Group's management, these transactions with the associated company were conducted in the normal course of businesses and at prices and terms mutually agreed by the respective parties.

- (b) Details of amount due from a related company (included in trade receivables) are as follows:

**2. 關連人士交易 (續)**

## (a) (續)

附註：

- (i) 本公司董事及本集團管理層認為上述之關連人士交易均於本集團日常業務過程中以正常商業條款進行及本集團與有關人士各自商議之條款執行。
- (ii) 本公司董事及本集團管理層認為該等與聯營公司之交易是於正常業務範圍內及依據各個人士互相同意之價格及條款進行。

- (b) 包括於貿易應收帳中之應收關連公司款項之詳情如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Kar-Info Company Limited	嘉訊通有限公司	—	190

**3. TURNOVER AND REVENUE**

Analysis of turnover and revenue is as follows:

**3. 營業額及收入**

營業額及收入之分析如下：

		<b>2005</b> <b>二零零五年</b> <b>HK\$'000</b> <b>千港元</b>	2004 二零零四年 HK\$'000 千港元
Sales revenue	銷售收入		
Metal and plastic business	五金塑膠業務	<b>1,172,806</b>	963,002
Electronic manufacturing services business	電子專業代工業務	<b>1,390,384</b>	729,958
Turnover	營業額	<b>2,563,190</b>	1,692,960
Rental income	租金收入	<b>5,835</b>	3,592
Management service income	管理費收入	<b>2,512</b>	1,373
Interest income	利息收入	<b>3,964</b>	1,620
Total revenue	總收入	<b>2,575,501</b>	1,699,545

During the year ended 31 March 2005, approximately 80% (2004: 74%) of the Group's turnover was related to sales made to its five largest customers.

於二零零五年三月三十一日止年度內五大客戶之銷售佔本集團之營業額約80% (二零零四年：74%)。

# Notes to the Accounts 帳目附註

Karrie International Holdings Limited

## 4. OPERATING PROFIT

Operating profit is determined after charging or crediting the following items:

## 4. 經營溢利

經營溢利已扣除及計入下列各項：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Charging:	已扣除：		
Depreciation of fixed assets	固定資產折舊		
– owned assets	– 自置資產	36,601	28,738
– assets held under finance leases	– 以融資租賃持有之資產	2,504	5,752
		39,105	34,490
Staff costs (including directors' emoluments) (Note 6)	員工成本 (包括董事酬金)(附註6)	168,742	133,954
Operating lease rental of premises	租用物業之經營租賃租金	13,765	9,843
Net exchange loss	匯兌虧損淨額	933	604
Auditors' remuneration	核數師酬金	1,013	931
Fees for non-audit services	非核數服務費用	223	501
Provision for obsolete and slow-moving inventories	陳舊及滯銷存貨 準備	6,986	483
Provision for amount due from an associated company	應收聯營公司款項之 壞帳準備	3,424	–
Crediting:	已計入：		
Net gain on disposal of fixed assets	出售固定資產收益淨額	453	196

## 5. FINANCE COSTS

## 5. 財務成本

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest on	利息		
– bank borrowings wholly repayable within five years	– 於五年內償還之銀行借貸	8,536	5,728
– finance leases	– 融資租賃	110	293
– factoring of trade receivables	– 貿易應收帳款讓售	–	1
– others	– 其他	74	123
		8,720	6,145

## 6. STAFF COSTS

## 6. 員工成本

Staff costs, including directors' emoluments, consisted of:

員工成本包括董事酬金之組成：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Wages and salaries	薪酬工資	168,415	132,147
Pension costs – defined contribution plans	退休成本 – 界定供款計劃	2,766	2,488
Write-back of provision for long service payments (Note 22)	長期服務金撥回 (附註22)	(2,439)	(681)
		168,742	133,954



**7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS**

(a) Details of emoluments paid/payable to directors of the Company are as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Fees for executive directors	執行董事袍金	—	—
Fees for independent non-executive directors	獨立非執行董事袍金	338	330
Other emoluments for executive directors	執行董事之其他酬金		
– Basic salaries and allowances	— 基本薪金及津貼	8,733	7,863
– Discretionary bonus	— 酌情發放之花紅	9,860	6,163
– Pension scheme contributions	— 退休金計劃之供款	70	60
		<b>19,001</b>	14,416

During the year ended 31 March 2005, certain directors exercised share options, which were granted between June 1999 and November 2002, to acquire 3,300,000 (2004: 10,080,000) ordinary shares of the Company at exercise prices ranging from HK\$0.3 to HK\$1.65 (2004: HK\$0.3 to HK\$1.65) per share. The market prices of the shares at the dates of exercising these options ranged from HK\$1.8 to HK\$3.25 (2004: HK\$1.68 to HK\$2.85) per share. The difference between the exercise prices and the market prices arising from the exercise of the above share options amounting to approximately HK\$5,873,000 (2004: HK\$20,379,000) has not been reflected in the above analysis and the band analysis below.

No directors waived any emoluments during the year (2004: Nil). No incentive payment for joining the Group or compensation for loss of office was paid/payable to any director during the year (2004: Nil).

**7. 董事及高級行政人員酬金**

(a) 本公司已付／應付董事酬金之詳情如下：

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Fees for executive directors	—	—
Fees for independent non-executive directors	338	330
Other emoluments for executive directors		
– Basic salaries and allowances	8,733	7,863
– Discretionary bonus	9,860	6,163
– Pension scheme contributions	70	60
	<b>19,001</b>	14,416

於二零零五年三月三十一日止年度內，若干董事行使於一九九九年六月至二零零二年十一月授出之購股權，以行使價每股由0.3港元至1.65港元（2004年：0.3港元至1.65港元）購得3,300,000（2004年：10,080,000）本公司之普通股，而行使購股權日之每股市價由1.8港元至3.25港元（2004年：1.68港元至2.85港元）之間。由於行使以上購股權而產生之行使價與市價之相差約5,873,000港元（2004年：20,379,000港元），並未反映在以上分析及下列組別分析。

本年度無董事放棄酬金（二零零四年：無），亦無已付／應付款項給予任何董事以吸引其加盟本集團或失去職位之補償（二零零四年：無）。

**7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS** (Cont'd)

(a) The emoluments of the directors fell within the following bands:

		2005 二零零五年	2004 二零零四年
Executive directors	執行董事		
– Nil to HK\$1,000,000	– 0港元至1,000,000港元	1	1
– HK\$1,000,001 to HK\$1,500,000	– 1,000,001港元至1,500,000港元	–	1
– HK\$1,500,001 to HK\$2,000,000	– 1,500,001港元至2,000,000港元	2	1
– HK\$2,000,001 to HK\$2,500,000	– 2,000,001港元至2,500,000港元	1	1
– HK\$2,500,001 to HK\$3,000,000	– 2,500,001港元至3,000,000港元	1	–
– HK\$3,000,001 to HK\$3,500,000	– 3,000,001港元至3,500,000港元	–	1
– HK\$3,500,001 to HK\$4,000,000	– 3,500,001港元至4,000,000港元	1	–
Independent non-executive directors	獨立非執行董事		
– Nil to HK\$1,000,000	– 0港元至1,000,000港元	4	3
		10	8

(b) The five individuals whose emoluments were the highest in the Group for the year include five (2004: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one individual in 2004 are as follows:

**7. 董事及高級行政人員酬金 (續)**

(a) 支付予董事之酬金組別如下：

(b) 本年度集團內五名最高薪酬人士包括五名(二零零四年：四名)董事，其酬金已載於上文分析。於二零零四年，其餘一名最高薪人士之應付酬金如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	–	797
Discretionary bonus	酌情發放之花紅	–	667
Pension scheme contributions	退休金計劃之供款	–	12
		–	1,476

**7. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS** (Cont'd)

(b) The emoluments fell within the following band:

		2005 二零零五年	2004 二零零四年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1

No emolument was paid to the five highest paid individuals (including directors and other employees) as compensation for loss of office during the year (2004: Nil).

**7. 董事及高級行政人員酬金 (續)**

(b) 該等酬金歸入以下組別：

五名最高薪人士(包括董事及其他員工)於本年度並無獲付任何酬金作為失去職位之補償(二零零四年：無)。

**8. TAXATION**

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

**8. 稅項**

在綜合損益表支銷之稅項如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Current taxation: Hong Kong profits tax	現行稅項：香港利得稅		
– current year	– 本年度	15,619	9,424
– over-provision in prior years	– 往年之超額準備	(538)	(554)
Deferred taxation relating to the origination and reversal of temporary differences (Note 23)	遞延稅項暫時差異之產生及轉回(附註23)	(1,878)	(694)
Taxation charge	稅項支出	13,203	8,176

**8. TAXATION (Cont'd)**

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate in Hong Kong, the Group's home country, as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	163,547	98,616
Calculated at a taxation rate of 17.5% (2004: 17.5%)	按稅率 17.5% (二零零四年：17.5%) 計算	28,621	17,258
Tax effect of	稅項影響		
– income not subject to taxation	– 無須課稅之收入	(19,723)	(17,579)
– expenses not deductible for taxation purposes	– 不可扣稅 之支出	5,314	9,051
Over-provision in prior years	往年之超額準備	(538)	(554)
Utilisation of previously unrecognised tax losses	使用往年未確認 稅務虧損	(471)	–
Taxation charge	稅項支出	13,203	8,176

The Company is exempted from Bermuda taxation until 2016. Hong Kong profits tax has been provided at the rate of 17.5% (2004: 17.5%) on the estimated assessable profit for the year.

Dongguan Yanxun Electronics Company Limited, a subsidiary established and operating in Mainland China, is subject to Mainland China enterprise income tax at the rate of 33% (30% state income tax and 3% local income tax). However, it is exempted from Mainland China enterprise income tax and local income tax for two years starting from the first year of profitable operations, after offsetting prior years' losses, followed by a 50% reduction for the following three years. No Mainland China enterprise income tax has been provided since Dongguan Yanxun Electronics Company Limited is in a tax loss position.

**8. 稅項 (續)**

本集團有關除稅前溢利之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

本公司獲豁免百慕達稅項，直至二零一六年為止。香港利得稅乃根據本年之估計應課稅溢利按17.5% (二零零四年：17.5%) 之稅率計提準備。

東莞雁訊電子有限公司乃於中國成立及經營之附屬公司，須繳付33%之中國企業所得稅 (30%為國家統一所得稅，而3%為地方所得稅)。惟該公司於其首個撇除以往年度虧損後之獲利年度起兩年獲全數豁免中國企業統一所得稅及地方所得稅，而隨後三年則按50%減付。該公司現仍處於稅務虧損之狀況，所以並沒有為中國企業所得稅計提準備。

## 9. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The consolidated profit attributable to shareholders includes a profit of approximately HK\$86,889,000 (2004: HK\$40,085,000) dealt with in the accounts of the Company.

## 10. DIVIDENDS

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interim, paid, of HK8.5 cents (2004: HK8.0 cents) per share	已付中期－每股8.5港仙 (二零零四年：8.0港仙)	34,474	32,020
Additional final dividend for the prior year due to exercise of share options	往年末期股息 於派息前行使購股權 而多發行股份	475	1,538
Final, proposed, of HK12.5 cents (2004: HK12.0 cents) per share	擬派末期－每股12.5港仙 (二零零四年：12.0港仙)	50,971	48,091
		85,920	81,649

## 11. EARNINGS PER SHARE

The calculation of basic earnings per share for the year ended 31 March 2005 is based on the consolidated profit attributable to shareholders of approximately HK\$150,344,000 (2004: HK\$90,440,000) and on the weighted average number of approximately 404,472,000 shares (2004: 392,753,000 shares) in issue during the year.

The calculation of diluted earnings per share for the year ended 31 March 2005 is based on the consolidated profit attributable to shareholders of approximately HK\$150,344,000 (2004: HK\$90,440,000) and on the weighted average number of approximately 409,596,000 shares (2004: 408,340,000 shares) in issue, after adjusting for the potential dilutive effect in respect of outstanding share options.

## 9. 股東應佔溢利

綜合股東應佔溢利中包括一筆已撥入本公司帳目之溢利約86,889,000港元(二零零四年：40,085,000港元)。

## 10. 股息

## 11. 每股溢利

每股基本溢利乃根據截至二零零五年三月三十一日止之綜合股東應佔溢利約150,344,000港元(二零零四年：90,440,000港元)及本年度內已發行股份之加權平均數約404,472,000股(二零零四年：392,753,000股)計算。

每股攤薄溢利乃根據截至二零零五年三月三十一日止之綜合股東應佔溢利約150,344,000港元(二零零四年：90,440,000港元)及已發行股份加上未行使之購股權有可能攤薄影響作出調整後之股份之加權平均股數約409,596,000股(二零零四年：408,340,000股)計算。

## 12. FIXED ASSETS

## (a) Movements were:

## 12. 固定資產

## (a) 變動：

		Consolidated 綜合						
		Land and buildings 土地及樓宇	Construction- in-progress 在建工程	Leasehold improvements and fixtures 物業裝修	Machinery 機器	Moulds and tooling 模具及工具	Furniture and computer equipment 傢俬及 電腦設備	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Cost or valuation</b>	<b>成本／估值</b>							
At 1 April 2004	二零零四年四月一日	132,665	7,137	46,253	285,811	19,509	37,499	528,874
Additions	添置	4,645	15,239	5,545	30,934	2,041	3,832	62,236
Disposals	出售	-	-	-	(14,291)	(4)	(2,797)	(17,092)
Transfers	轉移	6,132	(6,627)	495	-	-	-	-
At 31 March 2005	二零零五年三月三十一日	143,442	15,749	52,293	302,454	21,546	38,534	574,018
Representing:	代表：							
At cost	成本	18,292	15,749	52,293	302,454	21,546	38,534	448,868
At professional valuation in March 2002	二零零二年三月 之專業估值	125,150	-	-	-	-	-	125,150
		143,442	15,749	52,293	302,454	21,546	38,534	574,018
<b>Accumulated depreciation</b>	<b>累積折舊</b>							
At 1 April 2004	二零零四年四月一日	6,394	-	18,776	202,342	17,373	32,525	277,410
Charge for the year	本年度折舊	3,479	-	3,899	27,142	1,131	3,454	39,105
Disposals	出售	-	-	-	(14,028)	(4)	(2,773)	(16,805)
At 31 March 2005	二零零五年三月三十一日	9,873	-	22,675	215,456	18,500	33,206	299,710
<b>Net book value</b>	<b>帳面淨值</b>							
At 31 March 2005	二零零五年三月三十一日	133,569	15,749	29,618	86,998	3,046	5,328	274,308
At 31 March 2004	二零零四年三月三十一日	126,271	7,137	27,477	83,469	2,136	4,974	251,464



**12. FIXED ASSETS** (Cont'd)**(b) Land and buildings:**

The geographical location and tenure of title of land and buildings are analysed as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Hong Kong – medium-term leases	香港 – 中期租約	7,887	8,140
Mainland China – medium-term leases	中國 – 中期租約	125,682	118,131
		<b>133,569</b>	126,271

Land and buildings located in Hong Kong are held under medium-term leases expiring in June 2047. Land and buildings located in Mainland China are held under land use rights of 45 to 50 years expiring in April 2043 to October 2046.

Land and buildings with a net book value of approximately HK\$116,062,000 (2004: HK\$119,144,000) were stated at open market value on 31 March 2002 as determined by FPD Savills, independent qualified valuers. Had those land and buildings been carried at cost less accumulated depreciation, their net book value as at 31 March 2005 would have been approximately HK\$88,178,000 (2004: HK\$90,552,000).

Certain of the Group's land and buildings in Mainland China with a net book value of approximately HK\$16,424,000 (2004: HK\$16,825,000) are mortgaged as collateral for the Group's short-term bank loan amounting to approximately HK\$15,094,000 (Note 31).

**12. 固定資產 (續)****(b) 土地及樓宇：**

土地及樓宇之地區及使用權限分析如下：

在香港之土地及樓宇乃根據至二零四七年六月約滿之中期租約而持有。在中國之土地及樓宇乃根據為期四十五至五十年(即延至二零四三年四月止及二零四六年十月止)之土地使用權而持有。

帳面淨值約116,062,000港元(二零零四年：119,144,000港元)之土地及樓宇以合資格獨立估值師－第一太平戴維斯於二零零二年三月三十一日所確定之公開市值列帳。假若該些土地及樓宇乃按成本值扣除累積折舊入帳，該些土地及樓宇於二零零五年三月三十一日之淨值約88,178,000港元(二零零四年：90,552,000港元)。

本集團位於中國之若干土地及樓宇中帳面淨值約16,424,000港元(二零零四年：16,825,000港元)已按契予銀行作為短期銀行貸款約15,094,000港元之抵押(見附註31)。

**12. FIXED ASSETS** (Cont'd)**(c) Machinery:**

Certain of the Group's machinery included in Note 12(a) above is held under finance leases. Details of these assets are as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Cost	成本	16,693	38,348
Less: Accumulated depreciation	減：累積折舊	(12,520)	(26,090)
Net book value	帳面淨值	4,173	12,258
Depreciation for the year	本年度折舊	2,504	5,752

**13. INVESTMENT IN SUBSIDIARIES****12. 固定資產 (續)****(c) 機器**

若干包括在以上附註12(a)之本集團機器乃按融資租賃購入。該等資產之詳情如下：

**13. 於附屬公司之投資**

		Company 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份之成本值	193,285	193,285
Due from subsidiaries	應收附屬公司款項	208,462	197,416
		401,747	390,701
Less: Provision for impairment of investment in a subsidiary	減：於附屬公司之投資減值準備	(3,087)	(10,000)
		398,660	380,701

The outstanding balances with subsidiaries are unsecured, non-interest bearing and not repayable within one year.

附屬公司之尚未償還款項並無抵押，不計利息，並於一年內不用償還。

**13. INVESTMENT IN SUBSIDIARIES** (Cont'd)

Details of principal subsidiaries of the Group are:

**13. 於附屬公司之投資 (續)**

本集團之主要附屬公司之詳情：

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i)	Principal activities
名稱	註冊成立／ 經營地點	已發行及 已繳足股本	本集團 所持股本權益 百分比(i)	主要業務
Karrie International (B.V.I.) Limited	The British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	100%	Investment holding 投資控股
Castfast Industrial Company Limited 嘉輝塑膠五金有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$990,200 無投票權遞延股(ii) 990,200港元	100%  —	Plastic injection moulding operations 塑膠注模
Castfast Industrial (Yan Tien) Limited 雁田嘉輝塑膠五金廠 有限公司	Hong Kong/ Mainland China 香港／中國	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100%  —	Manufacture of computer casings, office automation products, video cassette housings, moulds and plastic and metal parts; provision of electronic manufacturing services, property holding and investment holding 製造電腦外殼、 辦公室文儀產品、 錄影帶外殼、模具及 塑膠與金屬部件， 提供電子專業代工 服務，持有物業及 投資控股

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比(i)	Principal activities
名稱	註冊成立／ 經營地點	已發行及 已繳足股本		主要業務
Castfast Magnetics Moulding Limited 嘉輝磁電工模廠有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$30,000 無投票權遞延股(ii) 30,000港元	100% —	Manufacture of plastic injection moulds and metal stamping dies 製造注塑模具及金屬沖壓模具
Dongguan Yanxun Electronics Company Limited (iii) 東莞雁訊電子有限公司(iii)	Mainland China 中國	Registered capital HK\$4,500,000 註冊資本 4,500,000港元	85%	Manufacture of computer casings, video cassette housings, office automation products and plastic and metal parts 製造電腦外殼、錄影帶外殼、辦公室文儀產品及塑膠與金屬部件
Hong Kong Hung Hing Metal Manufacturing Company Limited 香港雄興金屬製品有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$250,000 無投票權遞延股(ii) 250,000港元	100% —	Manufacture and sale of metal parts; and design of switching power supplies 製造及銷售金屬部件及設計電源開關

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比(i)	Principal activities
名稱	註冊成立／ 經營地點	已發行及 已繳足股本		主要業務
Karrie Industrial Company Limited 嘉利產品有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$5,000,000 無投票權遞延股(ii) 5,000,000港元	100%  —	Manufacture and sale of video cassette housings, sale of computer casings and office automation products, plastic and metal parts, metal stamping dies, plastic injection moulds and provision of electronic manufacturing services 製造及銷售錄影帶外殼；銷售電腦外殼、辦公室文儀產品、塑膠及金屬部件、金屬沖壓模具、塑膠注模及提供電子專業代工服務
Karpo Technologies Limited 嘉寶科技有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$1,000,000 無投票權遞延股(ii) 1,000,000港元	100%  —	Investment holding 投資控股
東莞嘉寶電子實業有限公司	Mainland China 中國	Registered capital HK\$24,000,000 註冊資本 24,000,000港元	100%	Investment holding 投資控股

## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團所持股本權益百分比(i)	Principal activities
名稱	註冊成立／ 經營地點	已發行及 已繳足股本		主要業務
Karwin Engineering Company Limited 嘉運機械工程有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$100 無投票權遞延股(ii) 100港元	100%  —	Design, manufacture and sale of computer casings, office automation products; manufacture and sale of plastic and metal parts, metal stamping dies, plastic injection moulds and provision of electronic manufacturing services 設計、製造及銷售電腦外殼及辦公室文儀產品；製造及銷售塑膠及金屬部件、金屬沖壓模具、塑膠注模及提供電子專業代工服務
Karwin Technologies Incorporation	The United States of America 美國	Ordinary US\$100 普通股100美元	100%	Provision of consultancy services to group companies 提供顧問服務予本集團公司
Kings Horse Investment Limited 勁馬投資有限公司	Hong Kong 香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100%  —	Property holding 持有物業



## 13. INVESTMENT IN SUBSIDIARIES (Cont'd)

## 13. 於附屬公司之投資 (續)

Name	Place of incorporation/ operations	Issued and fully paid share capital	Percentage of equity interest attributable to the Group (i) 本集團 所持股本權益 百分比(i)	Principal activities
名稱	註冊成立／ 經營地點	已發行及 已繳足股本		主要業務
Karrie Technologies Company Limited 嘉利環球科技 有限公司	Hong Kong 香港	Ordinary HK\$30,000,000 普通股30,000,000港元	100%	Provision of electronic manufacturing services 提供電子專業代工服務
Kings Dragon Investment (HK) Limited 勁龍投資(香港)有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	Investment holding 投資控股

Notes:

附註：

- (i) The shares of Karrie International (BVI) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of HK\$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.
- (iii) Dongguan Yanxun Electronics Company Limited ("DYECL") is a co-operative joint venture established in Mainland China with an operating period of 12 years up to May 2007. Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of DYECL (the "joint venture partner") has agreed to waive its entitlement to share in the profit of DYECL in return for a pre-determined annual fee. Upon expiry of the operating period, the Group and the joint venture partner are entitled to a distribution of assets in accordance to their respective equity interests.

- (i) Karrie International (B.V.I.) Limited之股份乃本公司直接持有。其他附屬公司之股份乃本公司間接持有。
- (ii) 無投票權遞延股份並非由本集團所擁有。這些股份並無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000港元；否則該等股份無權分享任何分派。
- (iii) 東莞雁訊電子有限公司〔東莞雁訊〕乃於中國成立之合資企業，其合營期為十二年，於二零零七年五月屆滿。根據一份於一九九五年十月二十四日簽定之協議，東莞雁訊之中方合夥人同意放棄其分享東莞雁訊溢利之權益，以換取一項預定之年費。到合營期終止時，本集團與中方合夥人可獲得按各權益而分攤之資產。

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2005.

於截至二零零五年三月三十一日止年度內各附屬公司均無任何已發行之借貸資本。

**14. INVESTMENT IN AN ASSOCIATED COMPANY****14. 於聯營公司之投資**

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Share of net assets of an associated company	所佔聯營公司資產淨值	–	4,234
Due from the associated company	應收聯營公司款項	<b>3,424</b>	2,908
		<b>3,424</b>	7,142
Less: Provision for amount due from the associated company	減：應收聯營公司款項之壞帳準備	<b>(3,424)</b>	–
		–	7,142

The outstanding balance with the associated company is unsecured and non-interest bearing and not repayable within one year.

該些聯營公司尚未償還之款項為無抵押，不計利息，並於一年內不用償還。

**14. INVESTMENT IN AN ASSOCIATED COMPANY** (Cont'd)

Details of the associated company are:

Name 名稱	Place of incorporation/ operations 註冊成立／ 經營地點	Issued and fully paid share capital 已發行 及已繳足股本	Percentage of equity interest attributable to the Group 本集團所持 股本權益百分比 (Note) (附註)	Principal activities 主要業務
NEC Nagano Karrie Electronics Limited 長野日本電氣嘉利電子有限公司	Hong Kong 香港	Ordinary HK\$20,000,000 普通股 20,000,000港元	30%	Manufacture and sale of projectors 製造及銷售投影機
Dongguan Naganichi Karrie Electronics Limited 東莞長嘉電子有限公司	Mainland China 中國	Registered capital HK\$29,600,000 註冊資本 29,600,000港元	30%	Manufacture and assembly of projectors 製造及裝配投影機

The Group's associated company has a financial accounting period of 31 December which is not coterminous with the Group.

Note:

The shares of NEC Nagano Karrie Electronics Limited are indirectly held by the Company.

Dongguan Naganichi Karrie Electronics Limited is a wholly owned subsidiary of NEC Nagano Karrie Electronics Limited.

**14. 於聯營公司之投資 (續)**

聯營公司之詳情：

本集團之聯營公司之會計年結為十二月三十一日，與本集團不一致。

附註：

長野日本電氣嘉利電子有限公司之股份乃本公司間接持有。

東莞長嘉電子有限公司乃長野日本電氣嘉利電子有限公司之全資附屬公司。

## 15. INVENTORIES

## 15. 存貨

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Raw materials	原材料	204,203	84,788
Work-in-progress	半製成品	29,521	24,073
Finished goods	已完成貨品	206,289	57,613
		440,013	166,474

As at 31 March 2005 and 2004, all inventories were carried at net realisable value. Included in the above balance is a provision for slow-moving and obsolescence amounting to approximately HK\$46,937,000 (2004: HK\$39,951,000).

於二零零五年及二零零四年三月三十一日之所有存貨皆以變現淨值列帳。以上之結餘已包含滯銷及陳舊準備約46,937,000港元(二零零四年：39,951,000港元)。

Further aging analysis of inventories is as follows:

附存貨帳齡分析如下：

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0-30 days	0至30日	334,280	141,254
31-90 days	31至90日	90,631	24,437
91-180 days	91-180日	15,102	783
		440,013	166,474

**16. TRADE RECEIVABLES**

The Group generally grants credit periods ranging from 30 to 120 days. Aging analysis of trade receivables is as follows:

**16. 貿易應收帳款**

本集團給予客戶之數期由30日至120日。貿易應收帳款帳齡分析如下：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
0 to 90 days	0至90日	<b>472,358</b>	273,979
91 to 180 days	91至180日	<b>86,791</b>	26,926
181 to 360 days	181至360日	<b>10,421</b>	1,493
Over 360 days	360日以上	<b>2,034</b>	864
		<b>571,604</b>	303,262
Less: Provision for bad and doubtful debts	減：呆壞帳準備	<b>(11,523)</b>	(11,519)
		<b>560,081</b>	291,743

**17. CASH AND BANK DEPOSITS**

As at 31 March 2005, cash and bank deposits of approximately HK\$4,650,000 (2004: HK\$7,547,000) were denominated in Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

**17. 現金及銀行存款**

於二零零五年三月三十一日，本集團之現金及銀行存款中有約4,650,000港元（二零零四年：7,547,000港元）以人民幣為單位，該貨幣不能於國際市場自由兌換及其兌換率由中國人民銀行決定。

**18. SHORT-TERM BANK BORROWINGS,  
SECURED****18. 短期銀行借貸，有抵押**

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Bank overdrafts	銀行透支	<b>664</b>	784
Trust receipts bank loans	信託收據銀行貸款	<b>296,887</b>	44,399
Short-term bank loans	短期銀行貸款	<b>172,528</b>	126,321
Current portion of long-term bank loans (Note 21)	長期銀行貸款之即期部份 (附註21)	<b>25,750</b>	22,500
		<b>495,829</b>	194,004

Short-term bank loan of approximately HK\$15,094,000 was secured by certain of the Group's land and buildings in Mainland China with a net book value of approximately HK\$16,424,000 (2004: HK\$16,825,000). Other short-term bank borrowings are secured by the guarantees provided by the Company and certain of its subsidiaries (Note 31).

約15,094,000港元之短期銀行貸款是以本集團於國內土地及樓宇作為抵押，而有關資產淨帳面值約為16,424,000港元（二零零四年：16,825,000港元）。而其他短期銀行借貸是以本公司及若干附屬公司之公司擔保作為抵押（附註31）。



**19. FINANCE LEASE OBLIGATIONS**

The finance lease obligations were repayable as follows:

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Within one year	一年內	<b>1,099</b>	4,000
In the second year	第二年	<b>–</b>	1,096
		<b>1,099</b>	5,096
Less: Future interest portion	減：未來利息部份	<b>(8)</b>	(110)
Present value of finance lease obligations	融資租賃責任之現值	<b>1,091</b>	4,986
Analysed as:	分析為：		
Current	流動	<b>1,091</b>	3,893
Non-current	非流動	<b>–</b>	1,093
		<b>1,091</b>	4,986

The present value of finance lease obligations is as follows:

**19. 融資租賃責任**

融資租賃責任之償還如下：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Within one year	一年內	<b>1,091</b>	3,893
In the second year	第二年	<b>–</b>	1,093
		<b>1,091</b>	4,986

融資租賃責任之現值如下：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Within one year	一年內	<b>1,091</b>	3,893
In the second year	第二年	<b>–</b>	1,093
		<b>1,091</b>	4,986

## 20. TRADE AND BILLS PAYABLES

## 20. 貿易應付帳款及票據

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 90 days	0至90日	430,671	209,283
91 to 180 days	91至180日	13,750	4,615
181 to 360 days	181至360日	1,072	5,272
Over 360 days	360日以上	1,108	5,890
		446,601	225,060

## 21. LONG-TERM BANK LOANS, SECURED

## 21. 長期銀行貸款，有抵押

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank loans repayable	償還銀行貸款		
– Within one year	– 一年內	25,750	22,500
– In the second year	– 第二年	31,750	15,000
– In the third year	– 第三年	31,750	15,000
– In the fourth year	– 第四年	19,875	15,000
– In the fifth year	– 第五年	6,000	7,500
		115,125	75,000
Less: Amounts due within one year included in current liabilities (Note 18)	減：流動負債中一年內 到期之金額 (附註18)	(25,750)	(22,500)
		89,375	52,500

**21. LONG-TERM BANK LOANS, SECURED***(Cont'd)*

The bank loans bear interest at HIBOR plus a certain percentage as agreed with banks (2004: HIBOR plus a certain percentage as agreed with banks) and are secured by the guarantees provided by the Company and certain of its subsidiaries (Note 31).

**21. 長期銀行貸款，有抵押 (續)**

該項銀行貸款年息以銀行同業拆息利率加與銀行協議之若干百份點(二零零四年：銀行同業拆息利率加與銀行協議之若干百份點)計算，及以本公司及其若干附屬公司作擔保(附註31)。

**22. PROVISION FOR LONG SERVICE PAYMENTS**

The amounts recognised in the balance sheet were determined as follows:

**22. 長期服務金之準備**

在資產負債表確認之金額按下列方式釐定：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Present value of unfunded obligations and liability in the balance sheet	在資產負債表內未注資責任之負債之現值	<b>7,369</b>	10,142

Movement in the liability recognised in the balance sheet:

在資產負債表確認之負債之變動：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Beginning of year	年初	<b>10,142</b>	11,814
Write-back of provision in current year (Note 6)	本年度撥回(附註6)	<b>(2,439)</b>	(681)
Payments made during the year	本年已付供款	<b>(334)</b>	(991)
End of year	年底	<b>7,369</b>	10,142

**22. PROVISION FOR LONG SERVICE PAYMENTS** (Cont'd)

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

**22. 長期服務金之準備 (續)**

在損益表確認之金額如下：

		<b>Consolidated</b> 綜合	
		<b>2005</b> 二零零五年 <b>HK\$'000</b> 千港元	2004 二零零四年 HK\$'000 千港元
Interest cost	利息成本	<b>369</b>	417
Net actuarial (gains)/losses recognised	已確認之精算 (盈利)／虧損淨額	<b>(2,808)</b>	1,199
Decrease in present value of obligations	減少責任之現值	–	(2,297)
Total, included in staff costs (Note 6)	合計(列於員工成本內)(附註6)	<b>(2,439)</b>	(681)

The principal actuarial assumptions used were as follows:

所用之主要精算假設如下：

		<b>2005</b> 二零零五年 <b>Per annum</b> 每年	2004 二零零四年 Per annum 每年
Discount rate	折讓率	<b>4.75%</b>	3.75%
Credit rate on mandatory provident fund account	強制性供積金回報率	<b>4.5%</b>	4.5%
Expected rate of future salary increases	未來薪酬之預期增長率	<b>2-3%</b>	3%

The Group's obligations of long service payments as at 31 March 2005 and amounts recognised in the profit and loss account for the year were based on the valuation performed by Mercer Human Resource Consulting Ltd., an independent qualified actuary, using the projected unit credit method.

本集團於二零零五年三月三十一日之長期服務金責任及該年度於損益表確認之金額由獨立合資格精算師美世人力資源顧問有限公司採用預計單位貸記法估值。

**23. DEFERRED TAXATION**

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2004: 17.5%).

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

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Deferred tax assets	遞延稅項資產	<b>(3,987)</b>	(2,071)
Deferred tax liabilities	遞延稅項負債	<b>11,692</b>	11,589
		<b>7,705</b>	9,518

As at 31 March 2005, the Group had unprovided deferred tax assets of approximately HK\$88,000 (2004: HK\$72,000) primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

**23. 遞延稅項**

遞延稅項採用負債法就短暫時差按主要稅率17.5%(二零零四年：17.5%)作全數準備。

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列帳：

於二零零五年三月三十一日，本集團仍未作準備遞延稅項資產約88,000港元(二零零四年：72,000港元)主要代表累計稅項虧損之稅項影響(須受有關稅務機關同意)，該金額可以無限期地結存。

**23. DEFERRED TAXATION** (Cont'd)

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

Deferred tax liabilities:

**23. 遞延稅項 (續)**

遞延稅項資產及負債之變動(與同一徵稅地區之結餘抵銷前)如下：

遞延稅項負債：

		<b>Accelerated depreciation 加速折舊 HK\$'000 千港元</b>	<b>Revaluation of fixed assets 固定資產重估 HK\$'000 千港元</b>	<b>Total 總計 HK\$'000 千港元</b>
As at 31 March 2003	二零零三年三月三十一日	10,653	1,689	12,342
Charged to profit and loss account	在損益表 扣除	1,261	–	1,261
Credited to fixed asset revaluation reserve	在固定資產重估 儲備計入	–	(60)	(60)
As at 31 March 2004	二零零四年三月三十一日	11,914	1,629	13,543
Charged to profit and loss account	在損益表 扣除	658	–	658
Charged to fixed asset revaluation reserve	在固定資產重估 儲備扣除	–	65	65
As at 31 March 2005	二零零五年三月三十一日	12,572	1,694	14,266



**23. DEFERRED TAXATION** (Cont'd)

Deferred tax assets:

		<b>Provisions</b>	<b>Tax losses</b>	<b>Others</b>	<b>Total</b>
		<b>準備</b>	<b>稅損</b>	<b>其他</b>	<b>總計</b>
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 March 2003	二零零三年三月三十一日	(1,690)	–	(380)	(2,070)
(Credited)/charged to	在損益表(計入)／				
profit and loss account	扣除	(1,551)	(448)	44	(1,955)
As at 31 March 2004	二零零四年三月三十一日	(3,241)	(448)	(336)	(4,025)
(Credited)/charged to	在損益表(計入)／				
profit and loss account	扣除	(2,439)	347	(444)	(2,536)
As at 31 March 2005	二零零五年三月三十一日	(5,680)	(101)	(780)	(6,561)

Summary of deferred tax (assets) and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

**23. 遞延稅項 (續)**

遞延稅項資產：

遞延稅項(資產)及負債之摘要(與同一徵稅地區之結餘抵銷前)如下：

		<b>Consolidated</b>	
		<b>綜合</b>	
		<b>2005</b>	2004
		<b>二零零五年</b>	二零零四年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	<b>(6,561)</b>	(4,025)
Deferred tax liabilities	遞延稅項負債	<b>14,266</b>	13,543
		<b>7,705</b>	9,518

## 24. SHARE CAPITAL

## 24. 股本

		2005 二零零五年		2004 二零零四年	
		Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元
Authorised:	法定股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙	800,000	80,000	800,000	80,000
Issued and fully paid:	已發行及已繳足股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙				
Beginning of year	年初	400,756	40,076	381,496	38,150
Issued upon exercise of share options (Note 25)	由於行使購股權而 發行之股份(附註25)	7,010	701	19,260	1,926
End of year	年底	407,766	40,777	400,756	40,076

## 25. SHARE OPTIONS

With effect from May 2002, the Company has adopted a new share option scheme, under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties (as stipulated in the agreement of the Share Option Agreement as dated 21 May 2002) to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company's board of directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) an average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. As at 31 March 2005, options have been granted to employees and directors of the Company. All options granted under the old share option scheme will continue to be valid and exercisable in accordance with the rules of the old share option scheme.

## 25. 購股權

本公司於二零零二年五月採用一項新購股權計劃，可據此向本集團之員工（包括本公司之執行董事）及第三者（於二零零二年五月二十一日之購股權計劃之規定）授出購股權以便認購本公司之股份，惟最多以本公司當時已發行股本面值（不包括因行使購股權而發行之股份）30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價；及(iii)本公司股份之面值每股10港仙，三者以較高者為準。本公司於二零零五年三月三十一日已授出購股權予本公司之員工及董事。根據舊購股權計劃之條件，所有依照舊購股權計劃所授予之購股權皆繼續有效行使。

**25. SHARE OPTIONS** (Cont'd)

Details of movement of share options under the old and new share option schemes during the year ended 31 March 2005 were:

**25. 購股權 (續)**

新舊購股權計劃之購股權於截至二零零五年三月三十一日止年度之變動詳情：

Date of grant	Exercise period	Subscription price	Beginning of year	Number of share options			End of year
				Granted during the year	Exercised during the year	Lapsed as a result of termination of employment	
授出日期	行使期限	購股價格	年初	本年度已授出	本年度已行使	由於終止聘用而作廢	年底
		HK\$	'000	'000	'000	'000	'000
		港元	千	千	千	千	千
<b>Old share option scheme</b>							
<b>舊購股權計劃</b>							
19 June 1999	19 June 1999 to	0.335	2,700	–	(2,700)	–	–
	30 November 2006						
一九九九年六月十九日	一九九九年六月十九日至						
	二零零六年十一月三十日						
20 September 2000	20 September 2000 to	0.300	1,020	–	(200)	–	820
	30 November 2006						
二零零零年九月二十日	二零零零年九月二十日至						
	二零零六年十一月三十日						
<b>New share option scheme</b>							
<b>新購股權計劃</b>							
22 May 2002	22 May 2002 to	1.300	1,320	–	(920)	–	400
	21 May 2012						
二零零二年五月二十二日	二零零二年五月二十二日至						
	二零一二年五月三十一日						
1 November 2002	1 January 2003 to	1.650	7,840	–	(2,090)	(300)	5,450
	31 October 2012						
二零零二年十一月一日	二零零三年一月一日至						
	二零一二年十月三十一日						

## 25. SHARE OPTIONS (Cont'd)

## 25. 購股權 (續)

Date of grant	Exercise period	Subscription price	Beginning of year	Number of share options			End of year
				Granted during the year	Exercised during the year	Lapsed as a result of termination of employment	
授出日期	行使期限	購股價格	年初	本年度已授出	本年度已行使	由於終止聘用而作廢	年底
		HK\$	'000	'000	'000	'000	'000
		港元	千	千	千	千	千
<b>New share option scheme (Cont'd)</b>							
<b>新購股權計劃 (續)</b>							
1 December 2003	1 August 2005 to 30 November 2013	2.475	12,490	–	–	(630)	11,860
二零零三年十二月一日	二零零五年八月一日至 二零一三年十一月三十日						
27 April 2004	1 January 2005 to 26 April 2014	1.900	–	4,938	(1,100)	(96)	3,742
二零零四年四月二十七日	二零零五年一月一日至 二零一四年四月二十六日						
1 February 2005	1 January 2006 to 31 January 2015	3.150	–	5,450	–	–	5,450
二零零五年二月一日	二零零六年一月一日至 二零一五年一月三十一日						
7 February 2005	1 July 2005 to 6 February 2015	3.350	–	11,400	–	–	11,400
二零零五年二月七日	二零零五年七月一日至 二零一五年二月六日						
			25,370	21,788	(7,010)	(1,026)	39,122

## 26. RESERVES

## 26. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Capital redemption reserve 資本 贖回儲備 HK\$'000 千港元	Fixed assets revaluation reserve 固定資產 重估儲備 HK\$'000 千港元	Retained profit 保留溢利 HK\$'000 千港元	Total 合共 HK\$'000 千港元
<b>Consolidated</b>	<b>綜合</b>						
As at 31 March 2003	二零零三年三月三十一日	59,923	5,900	449	30,544	229,352	326,168
Premium arising from issue of shares upon exercise of share options	行使購股權 而發行股份 所產生之溢價	12,892	-	-	-	-	12,892
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	90,440	90,440
Dividends paid	已派股息	-	-	-	-	(94,597)	(94,597)
Deferred tax effect on revaluation of fixed assets (Note 23)	遞延稅項對固定資產 重估之影響(附註23)	-	-	-	60	-	60
As at 31 March 2004	二零零四年三月三十一日	72,815	5,900	449	30,604	225,195	334,963
Represented by: Proposed final dividend Reserves	代表: 擬派末期股息 儲備					48,091 177,104	
As at 31 March 2004	二零零四年三月三十一日					225,195	
Representing: Company and subsidiaries Associated company	代表: 本公司及附屬公司 聯營公司	72,815 -	5,900 -	449 -	30,604 -	226,961 (1,766)	336,729 (1,766)
		72,815	5,900	449	30,604	225,195	334,963
As at 31 March 2004	二零零四年三月三十一日	72,815	5,900	449	30,604	225,195	334,963
Premium arising from issue of shares upon exercise of share options	行使購股權 而發行股份 所產生之溢價	6,999	-	-	-	-	6,999
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	150,344	150,344
Dividends paid	已派股息	-	-	-	-	(83,040)	(83,040)
Deferred tax effect on revaluation of fixed assets (Note 23)	遞延稅項對固定資產 重估之影響(附註23)	-	-	-	(65)	-	(65)
As at 31 March 2005	二零零五年三月三十一日	79,814	5,900	449	30,539	292,499	409,201
Represented by: Proposed final dividend Reserves	代表: 擬派末期股息 儲備					50,971 241,528	
As at 31 March 2005	二零零五年三月三十一日					292,499	
Representing: Company and subsidiaries Associated company	代表: 本公司及附屬公司 聯營公司	79,814 -	5,900 -	449 -	30,539 -	304,499 (12,000)	421,201 (12,000)
		79,814	5,900	449	30,539	292,499	409,201



# Notes to the Accounts 帳目附註

Karrie International Holdings Limited

## 26. RESERVES (Cont'd)

## 26. 儲備 (續)

		Share premium	Capital redemption reserve	Contributed surplus	Retained profit	Total
		股份溢價	贖回儲備	繳入盈餘	保留溢利	合共
		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
Company	本公司					
As at 31 March 2003	二零零三年三月三十一日	59,923	449	193,185	122,139	375,696
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份所產生之溢價	12,892	–	–	–	12,892
Profit attributable to shareholders	股東應佔溢利	–	–	–	40,085	40,085
Dividends paid	已派股息	–	–	–	(94,597)	(94,597)
As at 31 March 2004	二零零四年三月三十一日	72,815	449	193,185	67,627	334,076
Represented by:	代表：					
Proposed final dividend	擬派末期股息				48,091	
Reserves	儲備				19,536	
As at 31 March 2004	二零零四年三月三十一日				67,627	
As at 31 March 2004	二零零四年三月三十一日	72,815	449	193,185	67,627	334,076
Premium arising from issue of shares upon exercise of share options	行使購股權而發行股份所產生之溢價	6,999	–	–	–	6,999
Profit attributable to shareholders	股東應佔溢利	–	–	–	86,889	86,889
Dividends paid	已派股息	–	–	–	(83,040)	(83,040)
As at 31 March 2005	二零零五年三月三十一日	79,814	449	193,185	71,476	344,924
Represented by:	代表：					
Proposed final dividend	擬派末期股息				50,971	
Reserves	儲備				20,505	
As at 31 March 2005	二零零五年三月三十一日				71,476	

Under The Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

根據百慕達一九八一年公司法(修定)，繳入盈餘可供分派予股東，但如果本公司在宣佈或支付股息或從繳入盈餘作出分派後，(i) 本公司不能支付到期負債，或(ii) 其資產的可變現價值將會因而少於其債項及其已發行股本以及股份溢價的合計總額，則本公司不可作出上述的宣佈、支付或分派。

**27. CONSOLIDATED CASH FLOW STATEMENT**

Analysis of changes in financing is as follows:

**27. 綜合現金流量表**

融資項目變更之分析如下：

		Share capital and share premium 股本及 股份溢價 HK\$'000 千港元	Short-term bank loans 短期 銀行借貸 HK\$'000 千港元	Long-term bank loans 長期 銀行借貸 HK\$'000 千港元	Finance lease obligations 融資 租賃責任 HK\$'000 千港元
As at 31 March 2003	二零零三年三月三十一日	98,073	106,849	11,500	10,773
Exercise of share options	行使購股權	14,818	—	—	—
New bank loans	新銀行貸款	—	808,392	75,000	—
Repayment of bank loans	償還銀行貸款	—	(788,920)	(11,500)	—
Repayment of capital element of finance lease obligations	償還融資 租賃責任之 本金部份	—	—	—	(5,787)
As at 31 March 2004	二零零四年三月三十一日	112,891	126,321	75,000	4,986
Exercise of share options	行使購股權	7,700	—	—	—
New bank loans	新銀行貸款	—	912,999	816,000	—
Repayment of bank loans	償還銀行貸款	—	(866,792)	(775,875)	—
Repayment of capital element of finance lease obligations	償還融資 租賃責任之 本金部份	—	—	—	(3,895)
As at 31 March 2005	二零零五年三月三十一日	120,591	172,528	115,125	1,091

**28. SEGMENT INFORMATION**

The Group is principally engaged in the manufacture and sale of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts (together referred to as "Metal and Plastic Business") and provision of electronic manufacturing services ("EMS Business").

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

**28. 分部資料**

本集團主要從事製造及銷售電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件(統稱「五金塑膠業務」)及提供電子專業代工服務(「電子專業代工業務」)。

依據本集團之內部財務報告，本集團決定以主要產品分部為基本報告格式及以地區分部為次要報告格式呈列。

# Notes to the Accounts 帳目附註

Karrie International Holdings Limited

## 28. SEGMENT INFORMATION (Cont'd)

### (a) Primary segment

## 28. 分部資料 (續)

### (a) 基本分部

2005  
二零零五年

		Electronic			Total
		Metal and plastic business 五金塑膠業務 HK\$'000 千港元	manufacturing services business 電子專業代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	
Turnover	營業額				
External	外部	1,172,806	1,390,384	–	2,563,190
Inter-segment	內部	63,238	–	(63,238)	–
Segment results	分部業績	123,922	46,268		170,190
Other revenue	其他收入				12,311
Operating profit	經營溢利				182,501
Share of loss of an associated company	應佔聯營公司虧損	–	(10,234)		(10,234)
Finance costs	財務成本				(8,720)
Taxation	稅項				(13,203)
Profit attributable to shareholders	股東應佔溢利				150,344
<b>Other information</b>		<b>其他資料</b>			
Assets:	資產：				
Segment assets	分部資產	704,987	643,000		1,347,987
Unallocated assets	未分攤資產				305,685
					1,653,672
Liabilities:	負債：				
Segment liabilities	分部負債	(114,054)	(235,881)		(349,935)
Unallocated liabilities	未分攤負債				(853,335)
					(1,203,270)
Capital expenditures	資本費用	44,228	18,008		62,236
Depreciation	折舊	24,588	14,517		39,105

**28. SEGMENT INFORMATION** (Cont'd)**(a) Primary segment** (Cont'd)

		2004 二零零四年			
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	963,002	729,958	–	1,692,960
Inter-segment	內部	47,561	–	(47,561)	–
Segment results	分部業績	80,591	19,351	–	99,942
Other revenue	其他收入				6,585
Operating profit	經營溢利				106,527
Share of loss of an associate company	應佔聯營公司虧損	–	(1,766)		(1,766)
Finance costs	財務成本				(6,145)
Taxation	稅項				(8,176)
Profit attributable to shareholders	股東應佔溢利				90,440
<b>Other information</b>	<b>其他資料</b>				
Assets :	資產 :				
Segment assets	分部資產	427,360	277,216		704,576
Unallocated assets	未分攤資產				278,981
					983,557
Liabilities:	負債 :				
Segment liabilities	分部負債	(72,909)	(81,125)		(154,034)
Unallocated liabilities	未分攤負債				(454,060)
					(608,094)
Capital expenditures	資本費用	34,415	24,427		58,842
Depreciation	折舊	23,295	11,195		34,490

**28. SEGMENT INFORMATION** (Cont'd)**(b) Secondary segment****28. 分部資料 (續)****(b) 次要分部**

**2005**  
二零零五年

		Japan	Asia (excluding Japan) 亞洲 日本 (不包日本)	North America 北美洲	Western Europe 西歐	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	227,879	1,096,507	429,867	808,937	2,563,190
Segment results	分部業績	16,445	51,035	41,442	61,268	170,190
Assets	資產	–	1,553,365	36,237	64,070	1,653,672
Capital expenditures	資本費用	–	62,236	–	–	62,236

**2004**  
二零零四年

		Japan	Asia (excluding Japan) 亞洲 日本 (不包日本)	North America 北美洲	Western Europe 西歐	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	159,727	781,751	254,981	496,501	1,692,960
Segment results	分部業績	12,713	27,512	22,761	36,956	99,942
Assets	資產	–	959,020	8,298	16,239	983,557
Capital expenditures	資本費用	–	58,842	–	–	58,842

Turnover is based on the country in which the final destination of shipment is located. There are no sales between the segments.

營業額乃按照最終付運目的地所在國家計算。地區分部並無互相銷售。

Assets and capital expenditure are based on the country in which the assets are located at the balance sheet date.

於結算日，資產及資本支出乃按資產所在地計算。

**29. COMMITMENTS AND CONTINGENT LIABILITIES**

The Group and the Company had the following significant commitments and contingent liabilities which were not provided in the accounts:

**(a) Capital commitments**

The Group had the following authorised and contracted capital commitments:

**29. 承擔及或然負債**

本集團及本公司有以下未有在本帳目上計提準備之重要承擔及或然負債：

**(a) 資本承擔**

本集團有以下已授權及簽約之資本承擔：

		<b>Consolidated</b> 綜合		<b>Company</b> 本公司	
		<b>2005</b> 二零零五年 <b>HK\$'000</b> 千港元	2004 二零零四年 HK\$'000 千港元	<b>2005</b> 二零零五年 <b>HK\$'000</b> 千港元	2004 二零零四年 HK\$'000 千港元
Investment in a subsidiary	於附屬公司之投資	<b>24,000</b>	—	—	—
Acquisition of land use right in Mainland China	購買中國土地使用權	<b>7,780</b>	—	—	—
Construction of factory premises in Mainland China	於中國興建廠房樓宇	—	3,312	—	—
Purchase of other fixed assets	購買其他固定資產	<b>1,820</b>	1,091	—	—
		<b>33,600</b>	4,403	—	—



**29. COMMITMENTS AND CONTINGENT LIABILITIES** (Cont'd)**(b) Operating lease commitments**

The Group had lease commitments in respect of land and buildings under various non-cancellable operating lease agreements extending to October 2047. The total commitments payable are analysed as follows:

		<b>Consolidated</b> 綜合		<b>Company</b> 本公司	
		<b>2005</b> 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	<b>2005</b> 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Amounts payable	應付金額				
– within one year	– 一年內	<b>2,531</b>	3,770	–	–
– more than one year	– 多過一年				
but not exceeding	但不超過				
five years	五年	<b>2,472</b>	3,590	–	–
– over five years	– 五年以上	<b>18,731</b>	19,274	–	–
		<b>23,734</b>	26,634	–	–

**(c) Other commitments**

Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of Dongguan Yanxun Electronics Company Limited ("DYECL") waived its entitlement to share in the profit of DYECL in return for a pre-determined annual fee from 1 November 1996 to 24 May 2007. As at 31 March 2005, the Group's commitment in respect of the total fee payable to the Mainland China joint venture partner amounted to approximately HK\$518,000 (2004: HK\$857,000).

**29. 承擔及或然負債 (續)****(b) 經營租賃承擔**

本集團有多項期限至二零四七年十月關於土地及樓宇租賃之不可撤銷之經營租賃協議。總應付承擔分析如下：

**(c) 其他承擔**

根據一份於一九九五年十月二十四日簽定之協議，由一九九六年十一月一日至二零零七年五月二十四日，東莞雁訊電子有限公司（「東莞雁訊」）之中方合夥人放棄分享東莞雁訊溢利之權益，以換取一項預定之年費。於二零零五年三月三十一日，本集團就應付予東莞雁訊之合夥人之總費用承擔約518,000港元（二零零四年：857,000港元）。

**29. COMMITMENTS AND CONTINGENT LIABILITIES** (Cont'd)**(d) Contingent liabilities****29. 承擔及或然負債 (續)****(d) 或然負債**

		<b>Consolidated</b> 綜合		<b>Company</b> 本公司	
		<b>2005</b> 二零零五年 <b>HK\$</b> 千港元	2004 二零零四年 <b>HK\$</b> 千港元	<b>2005</b> 二零零五年 <b>HK\$</b> 千港元	2004 二零零四年 <b>HK\$</b> 千港元
Shipping guarantees	船務擔保	<b>6,800</b>	3,115	–	–
Guarantees provided by the Company in respect of banking facilities of its subsidiaries	就若干附屬公司所獲銀行融資而提供之本公司之擔保	–	–	<b>443,000</b>	449,868
		<b>6,800</b>	3,115	<b>443,000</b>	449,868

The Group's management anticipates that no material liabilities will arise from the above bank and other guarantees which are arisen in the ordinary course of business of the Group.

本集團管理層預期上述來自日常業務之銀行擔保及其他擔保不會產生重大負債。

**30. RETIREMENT BENEFITS**

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

**30. 退休金福利**

本集團已安排香港僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃屬於定額供款計劃，由獨立授託人管理。根據強積金計劃，本集團及僱員每月均按有關僱員之盈利(定義見強制性公積金法例)5%對該計劃作出供款。僱主與僱員之每月供款以1,000港元為上限，其後之供款則屬自願性質。

## 30. RETIREMENT BENEFITS (Cont'd)

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 10% (2004: 10%) of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year, the aggregate amount of the Group's contributions to the aforementioned pension schemes was approximately HK\$2,766,000 (2004: HK\$2,488,000).

## 31. BANKING FACILITIES/PLEDGE OF ASSETS

As at 31 March 2005, the Group's banking facilities were secured by:

- (i) mortgages over certain of the Group's land and buildings in Mainland China with a net book value of approximately HK\$16,424,000 (2004: HK\$16,825,000); and
- (ii) guarantees provided by the Company and certain of its subsidiaries.

## 32. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 24 June 2005.

## 30. 退休金福利 (續)

根據中國法律規定，本集團須向為中國僱員而設置之國家資助退休計劃作出供款。本集團須就其中國僱員基本薪金約10%（二零零四年：10%）作出供款，而對其任何實際退休金支出或退休後福利則毋須作出任何承擔。退休僱員之所有退休金支出一概由國家資助之退休計劃承擔。

於本年度內本集團就上述退休計劃作出之供款約為2,766,000港元（二零零四年：2,488,000港元）。

## 31. 銀行融資／資產抵押

於二零零五年三月三十一日，本集團銀行融資之抵押為：

- (i) 本集團位於中國之部份土地及樓宇帳面淨值約16,424,000港元（二零零四年：16,825,000港元）；及
- (ii) 本公司及若干附屬公司之公司擔保。

## 32. 帳目通過

本年度帳目已於二零零五年六月二十四日由董事會通過。

# Five-Year Financial Summary 五年財務摘要

Annual Report 2004-2005 年報

The results of the Group for the last five financial years ended 31 March 2005 and the assets and liabilities of the Group as at 31 March 2001, 2002, 2003, 2004 and 2005 are as follows:

本集團截至二零零五年三月三十一日止五個財政年度之業績，及於二零零一年、二零零二年、二零零三年、二零零四年和二零零五年之資產負債如下：

## Results

## 業績

		Year ended 31 March 截至三月三十一日止年度				
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Turnover	營業額	<b>2,563,190</b>	1,692,960	1,737,979	1,156,262	892,703
Operating profit	經營溢利	<b>182,501</b>	106,527	143,475	94,682	46,413
Share of loss of an associated company	應佔聯營公司 虧損	<b>(10,234)</b>	(1,766)	–	–	–
Finance costs	財務成本	<b>(8,720)</b>	(6,145)	(10,401)	(9,244)	(15,981)
Profit before taxation	除稅前溢利	<b>163,547</b>	98,616	133,074	85,438	30,432
Taxation	稅項	<b>(13,203)</b>	(8,176)	(13,266)	(7,068)	(4,064)
Profit attributable to shareholders	股東應佔溢利	<b>150,344</b>	90,440	119,808	78,370	26,368

# Five-Year Financial Summary 五年財務摘要

Karrie International Holdings Limited

## Assets and liabilities (consolidated)

## 綜合資產及負債

As at 31 March

截至三月三十一日止年度

		2005	2004	2003	2002	2001
		二零零五年	二零零四年	二零零三年	二零零二年	二零零一年
		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
Non-current assets	非流動資產	<b>278,295</b>	260,677	236,549	237,463	285,632
Current assets	流動資產	<b>1,375,377</b>	722,880	711,911	567,501	424,625
Current liabilities	流動負債	<b>(1,094,834)</b>	(532,770)	(547,746)	(413,073)	(315,578)
Long-term bank loans, secured	長期銀行貸款，有抵押	<b>(89,375)</b>	(52,500)	(7,500)	(11,500)	(15,500)
Finance lease obligations	融資租賃責任	–	(1,093)	(5,032)	(10,733)	(10,554)
Provision for long service payments	長期服務金之準備	<b>(7,369)</b>	(10,142)	(11,814)	(11,094)	(6,775)
Deferred tax liabilities	遞延稅項負債	<b>(11,692)</b>	(11,589)	(11,626)	(10,737)	(4,949)
Minority interests	少數股東權益	<b>(424)</b>	(424)	(424)	(424)	(424)
Net assets	資產淨值	<b>449,978</b>	375,039	364,318	347,403	356,477
Representing:	代表：					
Share capital	股本	<b>40,777</b>	40,076	38,150	37,694	37,374
Reserves	儲備	<b>116,702</b>	109,768	96,816	93,856	106,682
Retained profit	保留溢利	<b>292,499</b>	225,195	229,352	215,853	212,421
Shareholders' equity	股東權益	<b>449,978</b>	375,039	364,318	347,403	356,477

分發：中、港各部門  
由：助理部



## 「凡事皆可能」(案例二)

各位同事，

相信大家都知道嘉利於2004年度「亞洲貨幣」雜誌中取得兩個獎項，包括「全亞洲最佳管理公司」(小型企業組)及「香港最佳企業管治表現」第二名，但大家又知否我們這兩個“獎牌”是得來不易呢?獲得這兩個獎牌的過程和結果，正好就是「只要肯用心，凡事皆可能」的好例子!

嘉利於這次選舉中分別獲得兩個第二名，心想三甲之內例必有獎牌作紀念吧!誰知主辦單位表示只有獲第一名次的企業才會被邀請出席頒獎典禮及備有獎牌!頓時心裏感到不是味兒，第二名也不易得的啊，為何連小小的紀念品也沒有呢?

由於這兩個獎項對於集團有著重要的意義，是被外界認定的象徵，而一座獎牌便是實實在在的證明!既然主辦機構有其原則規定，不輕易為我們而改變，但我們並沒有因此而放棄，唯有另想辦法，於是主動提出自費代造獎牌，幸運地我們的建議被接納了。

獎牌是有了，目的似乎已經達到，但美中不足的是欠缺頒獎禮和頒獎人!適逢公司將會舉行一個傳媒春茗午宴，於是想出邀請「亞洲貨幣」雜誌派代表參與該午宴，一來可以答謝主辦機構，二來可由主辦單位在傳媒面前頒這兩個獎項予嘉利便錦上添花了。

當時，我們這大膽構思如被答應的話，便一舉兩得，傳媒亦順道報導;但若然被拒絕，我們亦沒有任何損失，午飯照舊，獎牌亦已在手。

能夠引為例子的，相信大家都猜得出結果，最終很幸運地「亞洲貨幣」雜誌答應派管理層出席飯宴，更派出亞洲區出版人擔當頒獎人!我們“製造”了一個屬於嘉利的獨有頒獎禮。

二零零五年四月三十日



二零零五年二月十八日「亞洲貨幣」雜誌亞洲出版人 Philip Owens 頒獎予主席何先生 大家舉杯祝賀



2012 ?.....



玉泉 Yu Quan