



Group Sense (International) Limited

權智(國際)有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)



ANNUAL REPORT
2003
週年報告



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公司資料

Corporate Information

董事

執行董事：

譚偉豪 (主席)
譚偉棠 (董事總經理)
譚梅嘉慧
大谷和廣
李冠雄
霍定洋

非執行董事：

羅志聰*

獨立非執行董事：

容永祺 MH*
何國成*

* 審核委員會成員

核數師

德勤•關黃陳方會計師行

律師

郭葉律師行
的近律師行

公司秘書

王淑薇

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司
美國亞洲銀行

註冊辦事處

Clarendon House, Church Street,
Hamilton HM11, Bermuda

主要辦事處

香港灣仔皇后大道東213號
胡忠大廈27樓

香港股份過戶處及 轉讓登記處

秘書商業服務有限公司
香港灣仔告士打道56號
東亞銀行港灣中心地下

DIRECTORS

Executive Directors:

TAM Wai Ho, Samson (Chairman)
TAM Wai Tong, Thomas (Managing Director)
TAM Mui Ka Wai, Vivian
Kazuhiro OTANI
LEE Koon Hung
FOK Ting Yeung, James

Non-executive Director:

LO Chi Chung, William*

Independent Non-executive Directors:

YUNG Wing Ki, Samuel MH*
HO Kwok Shing, Harris*

* Member of Audit Committee

AUDITORS

Deloitte Touche Tohmatsu

SOLICITORS

Kwok & Yih
Deacons

COMPANY SECRETARY

WONG Suk May

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Bank of America (Asia) Limited

REGISTERED OFFICE

Clarendon House, Church Street,
Hamilton HM11, Bermuda

PRINCIPAL PLACE OF BUSINESS

27th Floor, Wu Chung House, 213 Queen's Road East,
Wanchai, Hong Kong

HONG KONG SHARE REGISTRARS AND TRANSFER OFFICE

Secretaries Limited
Ground Floor, BEA Harbour View Centre,
56 Gloucester Road, Wanchai, Hong Kong

Chairman's Statement

主席報告書



業務回顧

集團於過去一年致力提升生產效率及盈利能力。截至二零零三年三月三十一日止年度，集團營業額為1,147,600,000港元，較去年同期977,800,000港元，上升17.4%。營業額穩健增長主要由於集團三項主要業務均錄得增長所致。年度內集團溢利為43,100,000港元，而去年虧損為98,100,000港元。集團盈利增長基本上達到預期目標，現金流轉亦有不錯的表現。

BUSINESS REVIEW

Over the past year the Group focused its efforts on enhancing its operational efficiency and profitability. For the financial year ended 31st March, 2003, turnover of the Group was HK\$1,147.6 million representing an increase of 17.4% as compared with the corresponding period last year of HK\$977.8 million. The healthy growth in turnover was mainly attributable to the promising performance of the Group's three major operations. Profit for the year amounted to HK\$43.1 million as compared with loss of HK\$98.1 million previous year. It is noted that the Group's profit growth for the year under review met what was expected and the performance of cashflow was satisfactory.

主席報告書

Chairman's Statement

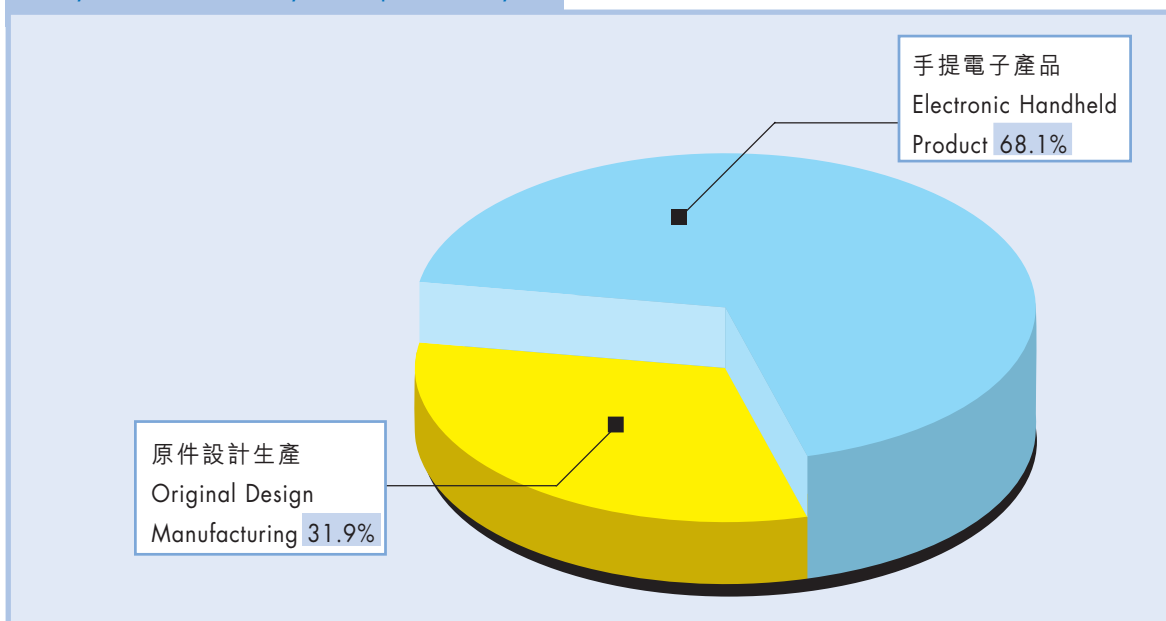
就電子消費行業而言，去年是充滿挑戰的一年。隨著全球經濟一體化，產品周期縮短，導致市場競爭更為激烈。然而，在疲弱市道下，集團仍不斷增值求進，提升產品技術，積極研究及開發新技術。集團於去年十二月與PalmSource, Inc.結為技術合作夥伴，開發以中文Palm操作系統為平台的智能手機(Smartphone)。集團在去年共投資60,000,000港元進行研究及開發，以求掌握產品知識及創新技術，更有效地開發新產品，增強產品競爭力。

在市場推廣及銷售方面，集團於去年投資70,000,000港元於廣告投放及擴充銷售渠道，以提高品牌知名度及產品認受性。

Last year was a year full of challenges to consumer electronics industry. Economic globalization and shortened product life cycles further intensified the market competition. Under the backdrop of the sluggish market, the Group was steadfast in value adding and progression. The Group continued to enhance its existing product technology while at the same time stepping up its efforts in exploring and developing new technology. In December 2002, the Group formed technology partnership with PalmSource, Inc. to develop Chinese Palm OS-based Smartphone. During the year under review, research and development ("R&D") spending amounted to HK\$60 million was made by the Group to acquire first-hand product knowledge and undertake technological upgrading. By so doing, new products could be produced more effectively, thereby increasing their competitiveness.

As for marketing and sales, the Group invested HK\$70 million in advertising and expanding its sales network last year. Such efforts led to higher brand awareness and product recognition.

按主要業務分類之營業額分析 Analysis of Turnover by Principal Activity



主席報告書

Chairman's Statement

電子辭典

電子辭典仍然是本集團之主要產品線。經過多年努力，集團之產品在亞洲市場尤其於東南亞的新加坡、馬來西亞及泰國等地已建立了一定的知名度，訂單數量均錄得相當滿意的增幅。加上中東局勢漸趨穩定，亦對電子辭典業務於海外市場方面的拓展有正面幫助。而中國市場方面，競爭仍然十分激烈，但很高興看見集團去年於國內的銷售額亦有穩定的增長，這實應歸功於集團於擴大及建立全國銷售終端網絡所付出的努力。

個人數碼助理 (「PDA」)

正如預測，PDA整體市場需求仍然疲弱，原因是以PDA產品作為禮品的PDA市場漸漸收縮，取而代之的是真正用家市場和行業市場，為配合市場變化，集團過去一年致力開發獨特的PDA產品以迎合市場需求。

至於無線數據通訊業務方面，本集團相信帶有無線通訊功能的產品將會成為PDA市場上的主導產品，故於去年亦致力於相關產品及技術的開發工作，並取得一定的成果。

原件設計生產 (「ODM」)

經過前年內部積極整頓業務及加強成本控制的努力，本集團之ODM業務去年整體銷售額及經營溢利對比前年均錄得令人滿意的增幅。另外，ODM的營運隊伍同時積極與主要客戶建立策略性合作關係，並謹慎開發高增值研發業務，對加強ODM業務的運作基礎及擴大收入來源，有相當重要的影響。

Electronic dictionaries

Electronic dictionaries business remains the major product line to the Group. After years of efforts, the Group's products were highly recognized in the Asian markets, particularly in Singapore, Malaysia and Thailand, resulting in satisfactory growth in the number of orders. Ease of tension in the Middle East would favour the Group's overseas market development with long-term positive effects. Despite the vigorous competition in the Mainland market, steady improvement has still been seen in the Group's sales volume. This was attributable to the aggressive efforts exerted by the Group for the establishment and expansion of sales outlets network throughout China.

PDA

As predicted, the market demand for the PDA products was still soft. This was mainly caused by the shrinking of the PDA giftware market. The PDA market has now changed to two folds: user market and vertical market. In order to keep abreast of the latest market trend, more resources were placed by the Group to develop unique products to cater for the needs of these markets.

In the area of wireless communication business, products with wireless communication functions are believed to be the leading product in the PDA market. Great efforts made on the related product and technology development by the Group last year began to bear fruit.

ODM

As a result of intensive consolidation and effective cost control, the ODM business has recorded a satisfactory growth in sales volume and operating profit as compared with previous year. During the year under review, greater emphasis was placed on strategic co-operation with major customers and high value-added business with a very cautious approach in new business development by the ODM team, cementing a solid base for the operation enhancement and revenue generation.

主席報告書

Chairman's Statement

展望

今年首季因「非典型肺炎」(SARS)肆虐，以致銷售放緩。疫情嚴重打擊亞太區尤其是中國國內的經濟，本年度集團於國內首季銷售額亦受一定的打擊，進入第二季，銷售初見復甦，期望踏入暑假旺季，中港台的市場都會漸漸恢復過來。今年六月，香港與內地簽署「更緊密經貿關係安排」(CEPA)，讓香港生產及貿易行業更容易及有效地於國內經營，這無疑為香港低迷的市道打下「強心針」，相信這對於集團亦有一定裨益。

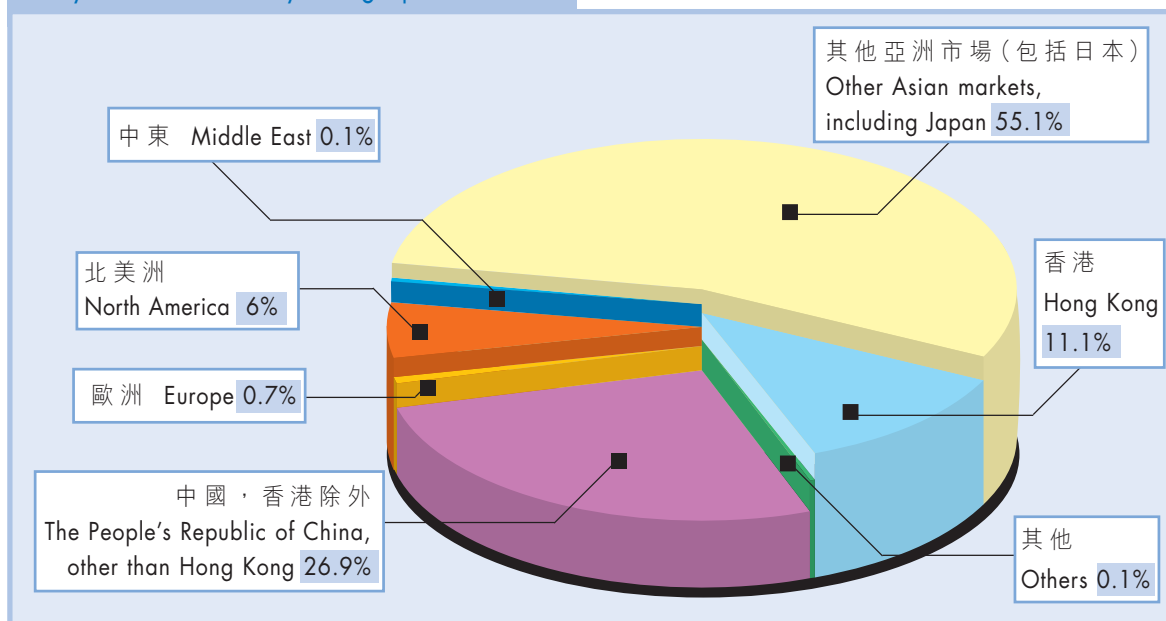
來年，集團會繼續在三項主要業務投入資源，致力與業務夥伴合作研發新產品，並會積極開拓海外市場，擴大客源，繼續拓展業務。

OUTLOOK

The attack of Severe Acute Respiratory Syndrome ("SARS") during the first quarter this year hindered the sales. Asian-Pacific economy, particularly Mainland China economy, worsened amid SARS panic. Significant drop was recorded in the Group's domestic sales volume. Moving to the second quarter, sales has gradually improved. It is hoped that Mainland China, Hong Kong and Taiwan market will become prosperous in the upcoming peak season. In June, Hong Kong entered into Closer Economic Partnership Agreement ("CEPA") with the Mainland, pursuant to which, trade between Hong Kong and Mainland China can be reinforced. CEPA signing will undoubtedly stimulate the local economy, thereby revitalizing the stagnant market. This in turn is beneficial to the Group's business.

Looking ahead, the Group will continue to make investment in three main operations, especially in the areas of new product R&D with business partners and overseas market penetration so as to widen the customer base and develop new business.

按市場地區分類之營業額分析
Analysis of Turnover by Geographical Market



主席報告書

Chairman's Statement

電子辭典

展望今年，本集團會繼續開發海外產品，尤其中東戰事結束，中東市場開始復甦，相信極具投資發展的潛質。中國市場方面，預料競爭仍然十分激烈。集團將為電子辭典加入更多增值功能，如附加相片下載功能及MP3，以及與國內知名的教育培訓機構合作，於電子辭典加入語言學習課程，逐漸將傳統電子辭典轉型為集增加知識及消閑娛樂於一身的電子學習工具，進一步擴大現有的市場，創造更多商機。

個人數碼助理（「PDA」）

承上而言，國內PDA禮品市場不景，而本集團預期未來PDA產品需求主要來自真正用家的行業市場，故集團將繼續致力開拓國內行業市場，積極擴大客源，為PDA業務另謀商機。

市場策略方面，集團首部Smartphone快將推出市場。該Smartphone以Palm操作系統為平台，除會在中國內地及香港推出外，亦計劃於歐美及亞洲等地相繼推出，將為PDA業務帶來更多來自不同市場的收入。

原件設計生產（「ODM」）

ODM業務方面，本集團仍會致力擴闊客戶基礎，物色更多合適的策略性夥伴。同時亦積極部署將業務推展至歐洲市場，與歐洲客戶建立更密切合作關係。集團承諾提升研發能力及生產技術，以擴大服務範圍，同時亦會削減成本，務求能全面滿足客戶所需。

Electronic dictionaries

The Group will endeavor to develop new products for the overseas markets and realize the high growth potential, creating by the upturn of the Middle East market after the Iraq War. It is expected that competition will remain keen in the Mainland market. The Group will focus on adding to the products more value-for-money features such as photo download and MP3. Also, the Group will work closely with certain reputable Chinese education and training institutions to introduce new language learning functions to electronic dictionaries. Traditional electronic dictionaries are in the process of evolving into multi-purpose electronic devices with integrated functions of learning and entertainment. Launch of such advanced products in the market enables the Group to further expand its market presence and leverage on the advantages of emerging business opportunities.

PDA

As aforementioned, the PDA market has continued to slow down. The Group believes that the demand of PDA products is mainly derived from user market and vertical market. Thus, particular emphasis will be placed by the Group to broaden the customer base by capturing a higher proportion of the domestic vertical market. More opportunities will be created for the PDA business.

On the marketing side, the Group will introduce its first Smartphone this year. Upon launching the Palm OS-based Smartphone into the Mainland China, Hong Kong, Western, as well as Asian markets, better returns to the PDA business can be generated.

ODM

Concerning ODM business, the Group is actively broadening its customer base and seeking opportunities to cooperate with other strategic partners. It is the intention of the Group to have closely working relationship with customers in Europe by opening up the European market. The Group is committed to enhance the R&D capability and new manufacturing technology to differentiate its service, as well as continuous cost reduction, to obtain maximum satisfaction by customers.

主席報告書

Chairman's Statement

總結

儘管全球及亞太區經濟未能於短期內復甦，惟管理層相信，在經濟持續穩定的環境下，集團整體營運表現將會有進一步增長。此外，集團將繼續創造優勢，包括建立強大產品研發能力、不斷累積市場經驗、擴大銷售網絡，積極發揮團隊群策群力之精神，再加上業務夥伴及往來銀行的支持與配合，以進一步提升整體營運表現及盈利能力。綜合而言，集團對來年的業務充滿信心。

股息

董事會建議派發截至二零零三年三月三十一日止年度之末期股息每股1.5港仙(二零零二年：零港仙)，是項末期股息約於二零零三年九月三日派發予名列於二零零三年八月十八日之股東名冊上之股東。

鳴謝

本人謹代表董事會感謝各股東、客戶、供應商及銀行一直以來對本集團之支持，並對所有員工於過去一年之辛勤工作及貢獻表示衷心謝意。

承董事會命
主席
譚偉豪

香港，二零零三年七月十五日

CONCLUSION

Recovery of global economy and Asian-Pacific economy cannot take place in a short-term. However, the management believes that ongoing stable economic conditions will give further boost to the Group's performance. By maintaining its competitive edge, including building up of strong product R&D capability, enriching market experience and broadening sales network, together with staff's dedication and team work, business partners' and bankers' continuing support, the Group's performance and profitability will be further enhanced. With all these factors, the Group remains optimistic of the business performance in the year ahead.

DIVIDEND

The Directors propose a final dividend of HK1.5 cents per share in respect of the year ended 31st March, 2003 (2002: nil), payable on or about 3rd September, 2003 to shareholders whose names appear on the Register of Members on 18th August, 2003.

APPRECIATION

On behalf of the Board of Directors, I wish to thank our shareholders, customers, suppliers and bankers for their continuing support to the Group and to extend my appreciation to all members of staff for their dedication and contribution throughout the year.

By order of the Board
Tam Wai Ho, Samson
Chairman

Hong Kong, 15th July, 2003

MANAGEMENT DISCUSSION & ANALYSIS

管理層研究 及分析



營 商 環 境

管理層對集團之經營業務前景充滿信心，特別在教育及無線通訊產品市場，於未來將可持續有可觀的增長。但與此同時，市場上競爭將更為激烈，集團以及行內其他企業將同時面對世界級及國內優秀企業的直接競爭，企業必須準確掌握市場脈搏，並即時作出反應去迎合市場需求才能增加更大的發展空間。

BUSINESS ENVIRONMENT

The management is optimistic about the prospects of the Group's business. It is expected that continuing remarkable growth will be seen in the market of education and wireless communication products in the future. Meanwhile, the market competition is becoming more and more keen, the Group and its counterparts have to directly compete with international and domestic outstanding enterprises. In order to strive for a larger room for development, enterprises should keep abreast of the latest market trend and give quick responses to cater for the needs of the market.

管理層研究及分析

Management Discussion & Analysis

營商環境 (續)

至於中國政府與香港落實簽訂更緊密經貿關係協訂(「CEPA」)，對香港配合珠三角發展絕對有利。隨著CEPA的簽訂，中國政府對香港部份產品實施零關稅，連同其他投資門檻的放寬，對整體營商環境均有正面影響，同時吸引更多海外上、下游工業來港投資。管理層相信，配合以上有利因素，香港加上珠三角將成為最有競爭力的世界級電子資訊產品開發及生產基地。

二零零三年初因非典型肺炎(「SARS」)事件的發生，對電子資訊產品業亦帶來一定打擊，但另一方面，因SARS的出現，令市場上一些過份投資的不良風氣有所放緩，出現汰弱留強的現象，重新整合整個電子資訊產品市場。另外，市場上人力資源亦較充裕，有利產品發展及開發、市場開拓及有效控制成本，為集團未來的擴展提供有利的條件。

財務檢討

集團全年營業額錄得1,147,600,000港元，相對前年同期的977,800,000港元增加了17.4%。年度內手提電子產品及原件設計生產(「ODM」)業務分別錄得31,500,000港元及138,400,000港元之增長，營業額分別為781,200,000港元及366,400,000港元。

BUSINESS ENVIRONMENT (Continued)

Upon the signing of Closer Economic Partnership Agreement ("CEPA") between Hong Kong and the Mainland, economic cooperation between Hong Kong and Pearl River Delta will further be promoted. CEPA signing also means that certain kinds of Hong Kong-made products can enjoy zero import tariff. The lifting of investment restrictions and opening of market not only favours the business environment but can also attract investment from overseas upstream and downstream industries. The management believes that with all these factors, Hong Kong and Pearl River Delta will become the powerful development and production bases for world-class electronics information products.

Severe Acute Respiratory Syndrome ("SARS") outbreak in early 2003 caused adverse impact to the electronics information products industry. The pace of over-investment has slackened amid SARS panic. Under such environment, only strong enterprises could stay in the market. The result was a restructure of the electronics information products market. The abundant supply of human resources, is also beneficial to the Group in the development of new products, opening up of new markets and the implementation of cost control measures in a more effective and efficient way. All these builds a solid foundation for the Group's further development.

FINANCIAL REVIEW

Turnover of the financial year is HK\$1,147.6 million, which is 17.4% higher than the HK\$977.8 million of the previous year. During the year under review, handheld electronics products business and original design manufacturing business ("ODM") recorded growth of HK\$31.5 million and HK\$138.4 million respectively, resulting in turnover of HK\$781.2 million and HK\$366.4 million.

管理層研究及分析

Management Discussion & Analysis

財務檢討 (續)

集團全年經營溢利合共42,400,000港元，此已扣除5,700,000港元的投資撥備。達致稅前溢利的支出及撥回包括三個項目：融資成本13,000,000港元，包括利息支出4,800,000港元及優先股之贖回溢價預提8,200,000港元；攤分聯營公司之虧損200,000港元；及出售傳呼機業務錄得盈利800,000港元。稅前溢利為30,000,000港元。計算少數股東權益及稅項撥回後之溢利為43,100,000港元。

資產負債表方面，庫存及應收賬分別減少了16.9%及28.1%至138,500,000港元及82,200,000港元。此乃為各SBU管理層於年內致力減低應收賬款及庫存之成果。

銀行及現金結餘包括銀行存款為182,000,000港元，淨現金結餘(即銀行存款餘額扣除銀行透支等)為93,400,000港元，較前年的78,800,000港元增加18.5%。能鞏固現金結餘乃歸功於年內充裕的現金流入所致。由經營業務所產生的淨現金收入為106,300,000港元(二零零二年：淨現金流入72,400,000港元)，主要來自持續經營業務的盈利及應收賬之減少。

總銀行借貸由前年的133,300,000港元，減少至56,100,000港元。銀行借貸中，約64.2%或36,000,000港元為短期借貸，如出入口票據，將於一年內到期，其餘20,100,000港元的長期借貸則於一年後到期，銀行借貸的償還年期及抵押資料刊載於財務報表附註25，所有銀行借貸利息均按浮動利率計算。管理層將繼續致力與主要往來銀行維持密切關係，以確保其對集團的長期支持。

集團的資產負債表已較前年更為穩健，為集團的長遠發展定下強而穩固的基礎。

FINANCIAL REVIEW (Continued)

Operating profit for the year is HK\$42.4 million, after deducting HK\$5.7 million of provision against investment. There are three items of charges/credits before arriving at the profit before taxation. Finance cost amounts to HK\$13.0 million that includes interest cost of HK\$4.8 million and accrual of redemption premium on preference shares of HK\$8.2 million. The other two items are: share of loss of associated companies of HK\$0.2 million and gain on disposal of pager business of HK\$0.8 million. Profit before taxation is HK\$30.0 million. After taking into account of taxation charge and minority interest, profit attributable to shareholders is HK\$43.1 million.

On the balance sheet side, inventories and accounts receivable had been reduced by 16.9% and 28.1% to HK\$138.5 million and HK\$82.2 million respectively. This is a direct result of the enormous effort of the SBU management in reducing of these two items.

Bank balances and cash (including bank deposits) amounts to HK\$182.0 million. Net cash (i.e. after deducting bank overdraft from balances of bank deposits) is HK\$93.4 million that is 18.5% higher than the HK\$78.8 million in previous year. The solid cash position is the result of a very strong cash flow during the year. Net cash inflow from operation is HK\$106.3 million (2002: net inflow of HK\$72.4 million) that is attributable to the profitable operation in continuing business and the reduction in accounts receivable.

Total bank borrowings decreased to HK\$56.1 million from HK\$133.3 million in previous year. Among the bank borrowings, about 64.2% or HK\$36.0 million, are short-term borrowings such as trade bills that are to be due within a year. The remaining HK\$20.1 million are long-term finance that are to be due beyond one year. Maturity and security profile of bank borrowings is contained in note 25 to the financial statements. All bank borrowings are on floating rate basis. The management continue to maintain a very close working relationship with the Group's bankers to ensuring their continuing support.

It is noted that the balance sheet of the Group is much healthier than the previous year and is setting a strong and solid foundation for future growth.

管理層研究及分析

Management Discussion & Analysis

財務檢討 (續)

流動資金及財務資源

集團於二零零三年三月三十一日止有銀行結餘及現金總額約182,000,000港元，對比二零零二年三月三十一日的結餘減少了3,200,000港元或2%。而同期的銀行總借貸由133,300,000港元下降至56,100,000港元，減少了58%。

期間淨銀行及現金結餘增加，皆歸功於經營業務所產生的淨現金收入，及持續減低存貨及應收賬。

銀行總借貸的64%，即36,000,000港元，屬於一年內須償還的短期借貸。其餘20,100,000港元，乃屬一年後須償還的長期借貸。

集團的負債比率，按定義為總銀行借貸除以股東權益，由前年的33.6%減低至12.8%。

物業及資產抵押

集團於年內並無購置或出售任何物業。

集團將若干資產抵押予銀行，作為銀行一般融資的擔保。於二零零三年三月三十一日，該等抵押資產的賬面值約102,600,000港元，較去年減少21,700,000港元。

或然負債

於二零零三年三月三十一日，集團有約15,800,000港元的有追索權之銀行貼現票據及500,000港元的有追索權之貼現應收賬，比對去年分別增加約6,500,000港元及減少約6,600,000港元。

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources

Bank balances and cash amounted to HK\$182.0 million as at 31st March, 2003, which is HK\$3.2 million or 2% lower than that as 31st March, 2002. Total bank borrowings decreased from HK\$133.3 million to HK\$56.1 million, a drop of 58%, during the twelve months period.

The improvement in liquidity is a result of the positive cash inflow from operating activities and continuous effort in reduction of inventories and trade receivables.

Majority of the bank borrowings, around 64% or HK\$36.0 million, are short term borrowings that are to be due within one year. The remaining HK\$20.1 million are long term borrowings that are to be due after one year.

Gearing ratio, defined as total bank borrowings divided by shareholders' funds, of the Group reduced to 12.8% from 33.6% a year ago.

Properties and Charge on assets

There was no addition or disposal of properties during the year.

Certain assets are pledged as security for general banking facilities granted to the Group. As at 31st March, 2003, the carrying value of the assets pledged is HK\$102.6 million which is HK\$21.7 million lower than that of the previous year.

Contingent Liabilities

As at 31st March, 2003, trade bills discounted to banks with recourse and factoring facilities with recourse amounted to HK\$15.8 million and HK\$0.5 million respectively, which are HK\$6.5 million higher than and HK\$6.6 million lower than those of the previous year respectively.

管理層研究及分析

Management Discussion & Analysis

財務檢討 (續)

外匯及財經政策

集團大部份的商業交易、資產及負債皆以港元或美元或人民幣結算，只有一小部份的採購合同以日元結算。根據集團的財務政策，管理層應就所有對集團構成顯著影響的外匯風險加以管理。集團並無進行任何形式的利率或外匯投機活動。

出售一附屬公司

於二零零二年九月，集團通過轉讓一附屬公司，盛華通訊技術有限公司之全部權益，出售所有有關傳呼機業務之資產及債務予一家總部設於北京的公司。因集團已於截至二零零二年三月三十一日止之財政年度內，將該附屬公司的所有資產減值至30,000,000港元，即該交易之預計交易價，固該出售並不會對集團截至二零零三年三月三十一日止之損益表帶來重大影響。

FINANCIAL REVIEW (Continued)

Foreign Currencies and Treasury Policy

Most of the Group's business transactions, assets and liabilities are denominated in either Hong Kong Dollars, United States Dollars or China Renmenbi. A small portion of the Group's purchases of raw material is denominated in Japanese Yens. It is the Group's treasury policy to manage its foreign currency exposure whenever its financial impact is material to the Group. The Group does not engage in interest rate or foreign currency speculative activities.

Disposal of a Subsidiary

In September 2002, the Group disposed of all its assets and liabilities related to the pager business to a Beijing-based company through the transfer of the entire interest in a subsidiary called CHINA ELITE Communication Company Limited ("CHINA ELITE"). As all the assets have already been written down in the accounts for the year ended 31st March, 2002 to HK\$30.0 million, i.e. the expected proceed, the disposal of CHINA ELITE did not give rise to any significant impact on the income statement of the Group for the current financial year ending 31st March, 2003.

ELECTRONIC DICTIONARY

電子辭典



電子辭典

業務回顧

本SBU於二零零二／零三財政年度錄得營業額為619,000,000港元，相對前年同期上升19.9%，仍然為集團之最大收入來源。中國內地市場競爭仍然激烈，隨著推行價格政策及在中國主要城市舉行宣傳活動，其銷售量錄得滿意的增長，以中文為主的產品仍佔營業額的最大份額。無可置疑，中國大陸的電子辭典市場潛力優厚，在快速經濟增長下對優質語文學習工具的需求日益上升，電子辭典的需求將進一步增加。

ELECTRONIC DICTIONARY SBU

Performance Review

For the financial year 2002/03, turnover of the SBU was HK\$619 million, representing an increase of 19.9% as compared with the corresponding period last year and it still remained the largest income source to the Group. Despite the vigorous competition in Mainland China market, the implementation of price policy and the launch of various promotion campaigns in major cities resulted in a satisfactory increase in the Group's sales volume. The Chinese-based products were still the largest contributors to the turnover. Undoubtedly, the electronic dictionary market in Mainland China has great potential. Under the backdrop of rapid economic development, the demand for excellent language learning devices is ever-increasing, which in turn drive up the demand for electronic dictionaries.

管理層研究及分析

Management Discussion & Analysis

電子辭典

業務回顧

有見及此，過去一年，本SBU置力開發具有嶄新功能的產品以配合市場需要，例如全球首部彩色發聲電腦辭典，獨有65,536色高亮度彩色顯示屏，透過彩色插圖及圖解，更能提升學習興趣。在改善辭典內容方面，負責版權及專利授權的部門，不斷搜尋適合不同用家的辭典，年度內，集團獲得上海一家著名的出版社授權使用其一系列英漢及漢英辭典，該型號辭典亦已經推出市場，銷售情況理想。



除此之外，年度內推出的MD6250、新英漢2380及牛津3880，均為中檔至低檔產品，這些產品完全配合集團的策略性計劃，主攻中低檔市場，以擴大集團在該等市場的佔有率。再加上更多增值功能，如MP3及相片下載功能，更令傳統電子辭典提升為集增進知識及消閑娛樂的電子語文學習工具。

管理層深信集團的品牌將繼續在電子辭典行業中保持領導地位，同時亦將透過在零售市場加強推廣活動以進一步鞏固品牌的地位；並且繼續擴充銷售隊伍，力求擴闊銷售網絡及掌握商機。

ELECTRONIC DICTIONARY SBU

Performance Review

For this reason, over previous year the SBU devoted its efforts to the development of products with brand-new performance in order to meet the market's needs. For example, the first colourful electronic dictionary with real voices launched in the world features a unique 65,536 colours highlight display, which can arouse learning interest through colourful pictures and illustrations. Regarding the improvement of the dictionaries' contents, the staff in the licensing department looked up all available sources to locate newer and better dictionaries to answer the diverse needs of different users. During the year under review, the Group secured a licence from a reputable publisher in Shanghai for the use of a series of English-Chinese dictionaries and Chinese-English dictionaries. This line of dictionaries has already been launched and has been well sold.



The mid- and low-end products, MD6250, New EC2380 and Oxford 3880 introduced during the year met the Group's strategic plan. By focusing on the mid- and low-end markets, the Group's market share could be enlarged. Value-added features, such as MP3 and photos download made the traditional electronic dictionaries a language learning device with a perfect combination of education and entertainment functions.

The management strongly believes that the Group's brand will remain the leading position in the electronic dictionary industry. Through increasingly promotion in the retail market, its leading position can be strengthened. The Group will continue to enlarge its sales force to broaden the sales network and capture more business opportunities.

管理層研究及分析

Management Discussion & Analysis

電子辭典 (續)

業務回顧 (續)

由於香港的經濟仍然低迷，營商環境仍然激烈，再加上「非典型肺炎」影響，零售市場更可以說是雪上加霜，銷售量受到一定程度的影響。海外市場方面，受中東戰事影響而令銷售放緩，但隨著戰事結束，相信中東市場會逐漸復甦。而東南亞市場方面，由於本土經濟保持平穩，故錄得穩定的增長。

整體而言，縱使營商的競爭仍然激烈，本SBU提高了在主要市場的營運效率，令整體邊際利潤得以提高。

展望

在產品開發方面，隨著中國內地對優質英語學習工具的需求不斷增加，預計電子辭典將逐漸成為學生及學習語文人士之重要工具，有見及此，本SBU正不斷致力在電子辭典中增加語文學習內容，集團亦與北京一家著名的英語學習機構合作開發一系列具英語學習功能的電子辭典，預計將於第三季首先推出市場。藉著雙方在各自市場上的優勢，相信定能取得卓越成績。除此之外，本SBU亦將會推出英漢、漢英雙向全句翻譯功能的電子辭典，管理層相信，隨著科技進步及用家對電子辭典不斷求新求變的要求，集團將投入資源開發更多更新的產品，以滿足用家需要。



ELECTRONIC DICTIONARY SBU (Continued)

Performance Review (continued)

The stagnant Hong Kong economy, vehement business environment, together with the adverse effect caused by SARS, the retail market in Hong Kong was getting worse and worse and sales volume suffered to some extent. On overseas market front, the Iraq War slowed down the sales, however, it is believed that the Middle East market would revive after the War. In Southeast Asia market, the domestic economy sustained smooth and showed a steady growth.

On the whole, even if business competition was still intense, the SBU has improved business efficiency in its main market so that the profit margins will be increased.

Outlook

As for product development, with the ever-increasing demand for high quality English-learning devices in Mainland China, it is expected that electronic dictionaries are turning to be the critical learning devices for students and those who study languages. In view of this, the SBU has been focusing on enriching electronic dictionaries with contents of language-learning. The Group is co-operating with a reputable

English-learning institution in Beijing to develop a series of electronic dictionaries with the function of English learning, which will be launched in the third quarter. Coupling with the strengths of both parties on the market, it is envisaged that better results will be attained. In addition, the SBU will introduce electronic dictionaries embedded with the function of sentence translation both in English-Chinese and Chinese-English. With the advancement in technology and the users' ever-changing demands for new electronic dictionaries, the Group will continue to make significant investment in developing more new products to meet the users' needs.

管理層研究及分析

Management Discussion & Analysis

電子辭典 (續)

展望 (續)

除了加強產品的嶄新功能及豐富其內容外，本SBU仍會加強成本控制，以提升產品的市場競爭力，將繼續於高檔的發聲電子辭典內採用專用集成電路。專用集成電路的好處是可把不同功能的微型晶片，如運算、記憶、合成發聲及資料庫等，結集於一個晶片上，詳省空間之餘亦能減低成本。而在其他產品上亦會嘗試採用專用集成電路，使得產品外型更小更薄，更具競爭力。

此外，在上半年亦開始嘗試在香港推行「客戶關係管理系統」，該系統以業務策略概念去開創及保持與最有價值客戶的關係，從而提升市場推廣、銷售及服務方面之表現。倘若該系統試行成功，運作良好，將會在下年度於中國市場上實施。

ELECTRONIC DICTIONARY SBU (Continued)

Outlook (continued)

Besides enhancing new functions and enriching contents, the SBU will also tighten its cost control to increase the market competitiveness of products, and continue to apply the ASIC (Application Specific Integrated Circuit) in high-end electronic dictionaries with real voices. ASIC is of benefit to combine all micro-chips with different functions such as computation, memory, text-to-speech and database into a single chip to save space and reduce cost. For other products, the use of ASIC is in a testing stage. By so doing, the form factor of the products becomes smaller and thinner, thereby increasing their competitiveness.

Furthermore, system on "Customers' Relationship Management" has been implemented in first half year in Hong Kong, which creates and maintains relations with most valuable customers through business strategy. By introducing the system, promotion, sales and services can be improved. If such pilot system is successful and goes on well, it will be put into practice in Mainland China market in second half year.

PDA

個人數碼助理

個人數碼助理 (PDA)

業務回顧

集團 SBU 業務全年營業額為 162,200,000 港元，相對前年同期輕微上升 10.7%，儘管營業額錄得升幅，惟中國內地 PDA 的市場仍然疲弱，市場需求隨著以 PDA 作為禮品的市場下降，再加上競爭對手以減價速銷以爭取逐漸萎縮的市場，導致邊際利潤下降及產品週期縮短，經營更加困難。在僧多粥少的情況下，無疑必須經過汰弱留強的階段，一些在技術發展及功能創新方面未能滿足用家需求的個別品牌，已先後退出這個競爭激烈的市場。



PDA SBU

Performance Review

The annual turnover of the SBU was HK\$162.2 million, representing a slight increase of 10.7% as compared with the corresponding period last year. Despite the growth in turnover, Mainland China market was still soft. The shrinking of the PDA giftware market was followed by the declining market demand. In order to enlarge the market share, competitors adopted price reduction strategy, which further decreased margin profits and shortened product cycle. Thus, operation became more and more difficult. Owing to demand over supply, the strong enterprises usually dominate the weak ones. As such, certain brands, which could not satisfy the customers' needs in respect of the technological and functional upgrading, phased out one by one from the market under vehement competition.

管理層研究及分析

Management Discussion & Analysis

個人數碼助理 (PDA)

業務回顧

可喜是縱使PDA的市場仍然疲弱，但憑著產品的新穎設計、開放式平台系統、擴大產品組合及為新產品重新定位，以迎合最新市場趨勢及用家需求，集團的市場佔有率於年內仍得以大大提升。期間推出V系列的多部PDA，包括具備彩色顯示屏及照相功能的V98C，及具有16mb特大容量及聲音錄播功能的V88R。此兩款PDA在大中華地區深受歡迎，帶動市場對多功能PDA的需求。此外，具多功能的低檔型號，由於價格相宜，用家普遍認為產品物超所值，故容易被一般用家接受。

此外，傳統PDA禮品市場亦逐漸由真正用家及行業市場所取替。為配合市場變化，集團於過去一年亦致力開發獨特的PDA產品以迎合市場需要。

至於無線數據通訊業務方面，集團於二零零一年在中國大陸推出首部中文顯示GSM PDA 及其後推出的第二代改良版，由於體積較大，普及性不足，成績未如理想。但在開發過程中獲得的寶貴知識、技術及經驗，為未來研發彩色顯示屏的智能手機(Smartphone)製造優越條件。

隨著技術的提升及市場需求，可以肯定的是由數據主導的通訊模式將逐漸普及。短訊服務(SMS)的使用已經普及，而由於多媒體信息(MMS)的技術更能發揮PDA在流動通訊上的優勢，故此，本SBU仍然會朝著這個方向發展。

PDA SBU

Performance Review

The novel design, open operating system and diversified product mix that cater for the needs of market and customers, together with the repositioning of new products increased the Group's market share significantly even in the sluggish PDA market. During the year, the Group launched V-series PDAs, including V98C featuring colour display and camera, and V88R featuring 16mb memory and audio functions. These two models were highly popular in Greater China Region, which boosted the demand for all-in-one PDAs. As the price of low-end models with multifunction was reasonable, such models were highly received by users.

In addition, traditional PDA giftware market has gradually been replaced by user market and vertical market. The Group made great efforts in developing unique PDA products to keep up with the market trend and satisfy the market needs.

Concerning wireless communication business, the Group launched its first Chinese Language GSM PDA in Mainland China market in 2001 and the second upgraded version. Owing to the large size, the product was not as popular as predicted. However, product know-how, technology and experience gained during the development process paved the way for the research and development of Smartphone with colour displays.

Under the backdrop of technological advancement and increasing market demands, it is almost certain that data-oriented communication modes will become popular. While SMS is well received, MMS technology can even leverage more on the advantages of mobile communication. For this reason, development and enhancement of MMS technology will be the main focus of the Group's strategy in years ahead.



管理層研究及分析

Management Discussion & Analysis

個人數碼助理 (PDA)

展望

預料隨著PDA市場的競爭漸趨正常化，營業額將會有溫和的增長，而產品價格、功能及質素仍然是買家挑選產品的主要考慮因素。

由於PDA業務仍處於投資階段，集團將繼續投放資源在技術研究及市場銷售渠道及品質建立上，確保產品能領先同儕，保持長遠的競爭力。憑著產品研究及開發方面的持續投資，管理層預期透過不斷推出嶄新、富創意及優質之產品，於未來能成功地增加市場之滲透力及產品為廣大客戶所歡迎。

此外，集團亦將致力開拓國內行業市場，物色真正的PDA用家，並為他們提出符合其獨特需要之PDA產品，為PDA業務再開展新的商機。

管理層深信本SBU不斷提高產品的競爭力才是長遠的致勝策略，因此集團不斷努力去建立策略性技術合作夥伴，於去年十二月與PalmSource, Inc.合作開發以中文Palm操作系統為平台的智能手機 (Smartphone)，透過雙方的通力合作，在短短半年時間成功研製的首部產品，亦快將推出市場，相信將成為PDA業務的主力產品，而未來一系列的智能手機 (Smartphone) 將會相繼投入市場。除此之外，集團亦會繼續開拓其他市場。集團相信藉著與擁有一級技術的國際公司合作，在產品設計、創新技術方面，將會令集團更具競爭力，從而達到雙贏的局面。



PDA SBU

Outlook

As predicted that the competition of PDA market is becoming normal, the turnover will see a moderate increase, while the price, function and quality of the products are still the main considerations for the customers.

As PDA business still remains on the investment stage, the Group will continue to place more resources in technology research, sales channels development and quality control so as to strengthen the leading position and long-term competitiveness of its products. By continuing investment in product research and development, it is expected that more novel, creative and high quality products will be launched, enhancing the market penetration and popularity of the products.

Great emphasis will continue to be made by the Group in capturing a higher proportion of the vertical market and to look for real PDA users. By providing customized PDA products for such users, more business opportunities for PDA business can be created.

The management believes that ongoing enhancement of product competitiveness by SBU is the driving factor for success. So, the Group steps up its efforts in forming strategic technology partnership. In December 2002, the Group joint forces with PalmSource, Inc. to develop Chinese Palm OS-based Smartphone. With close cooperation between both parties, the first product has been successfully produced in just half a year and will be put into the market soon. It is expected that Smartphone will become the critical product in the PDA business. The Group will

announce a wide range of Smartphone in near future and continue to open up new markets. By capitalizing on the strengths of partnering with the high-tech international company, a win-win situation can be achieved in areas of product design and technological innovation, thereby enhancing the Group's competitiveness.

ODM

完件設計生產

原件設計生產 (ODM)

業務回顧

SBU於年內致力拓展高增值業務，並加強與策略業務夥伴合作。經不斷努力，銷售收益及純利均較去年顯著增加138,400,000港元及13,900,000港元。



ODM SBU

Performance Review

Through the year, the SBU has been placing its focus on the two major areas; building up the base for profitable operation and its partnership with several strategic business partners. These focused efforts have been proven to be correct and brought remarkable growth both in sales turnover and net profit that are increased by 138.4 million and 13.9 million respectively, compared with the previous year.

管理層研究及分析

Management Discussion & Analysis



原件設計生產 (ODM) (續)

業務回顧 (續)

本SBU專注為客戶設計、開發及製造一系列掌上電子產品。本SBU擁有全面之電子、電機及軟件設計能力，故能為其擁有著名品牌的客戶開發品質與設計同樣卓越且別具創新功能及外型獨特之產品。在產品設計方面的超卓能力使其可以有效地掌握及結合不同技術，研發出富創意之產品，並能滿足客戶之需求。

於下半年，SBU接獲重要的日本客戶大量訂單。SBU現正與不同地區的策略夥伴合作，共同開發新業務，計劃來年推出多種新產品。

展望

SBU承諾積極提升研發能力及生產技術，以擴大服務範圍，同時亦會削減成本，務求能全面滿足客戶所需。憑藉集團內之專業人才，將可進一步加強集團與現有客戶的策略夥伴關係，亦有助於來年與新客戶開拓新業務，使SBU的營業額得以增加。

管理層相信隨著更多公司物色提供開發及生產服務的合適業務夥伴，以增加成本效益、彈性及縮短開發時間，預期本SBU營業額於本年度將會有穩定的增長，為集團盈利作出貢獻。

ODM SBU (Continued)

Performance Review (Continued)

The business of ODM concentrates mainly on the design, development and manufacture of a wide range of handheld electronics products for its customers. By capitalizing on its comprehensive electronic, mechanical and software design capabilities, the SBU can develop products with outstanding quality and appealing design, which offer cutting-edge features and are unique in appearance for its customers with prestigious brand names. The strong product design capability enables the division to effectively harness various technologies and combine them to create innovative products, which cater for different customers' demands.

In particular, the SBU has attained sizable orders from its focused customers in Japan in the second half of the year, while new business with new strategic partners in different regions and different categories of products are actively discussed for the launch in the coming year.

Outlook

The SBU is committed to continue greater effort to enhance the R&D capability and new manufacturing technology to differentiate its service, as well as continuous cost reduction in order to obtain maximum satisfaction by customers. It is believed that such effort by expert members in the team will further tighten the strategic partnership with current customers, and also result in the starting of new business with new customers in the coming years. This will boost the SBU's business volume continuously to higher level.

As more and more companies are looking for the right partners who can provide both development and manufacturing services to enhance cost effectiveness and flexibility, and to shorten the development lead time, the SBU management expects that the business volume of the SBU will show a steady growth in the current financial year and continue to make solid contribution to the Group's results.

管理層研究及分析

Management Discussion & Analysis

企業事務

公司管治

審計委員會

審計委員會成員包括獨立非執行董事及非執行董事，審核委員會每年最少兩次與高級管理層及外聘核數師審閱集團採納的會計原則及政策，檢討及評估內部監控系統、風險管理及財務匯報等事宜，並且確保集團遵守所有適用法例和規則。

為協助審計委員會履行其職責，「工作流程改善及內部審計小組」於二零零二年成立，為前線部門提供改善工作流程的意見及進行內部審計，並定期向審計委員會提交報告。

企業風險管理委員會

企業風險管理委員會成立於二零零一年，為協助董事會確定及評估各種業務運作上涉及的風險，並制定策略及推行制度以防止及管理該等風險。其下的「資訊保安工作小組」計劃以BS7799保安標準來制定保安措施，並已在公司物業範圍內加強出入保安管制，與及正在測試一套文檔管理系統。

最佳應用守則

董事會認為，本公司於截至二零零三年三月三十一日止年度內一直遵守香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。

投資者關係

集團一貫致力增強投資者關係，透過會議、發佈會、在集團網頁內刊載新聞稿及公佈、參觀廠房及投資者電郵通訊等方法，增加集團對投資界的透明度。

CORPORATE AFFAIRS

Corporate Governance

Audit Committee

The Audit Committee with independent non-executive directors and non-executive directors as members. The Audit Committee meets at least twice a year to review with senior management and external auditors the accounting principles and practices adopted and to discuss and evaluate internal control procedures, risk management and financial reporting matters. It also ensures that the Group complies with all applicable laws and regulations.

To assist the Audit Committee to carry out its duties, the Process Improvement and Internal Audit (PIIA) Sub-committee was formed in 2002 to provide support to line functions to improve business operations and to perform internal audit function. Internal audit report will be sent to Audit Committee periodically.

Corporate Risk Management Committee ("CRMC")

The CRMC was established in 2001 to assist the Directors to identify and assess business risks and to formulate strategies and to implement system to prevent and manage such risks. An Information Security Sub-committee was formed under CRMC which planned to adopt the BS7799 security standard and have implemented certain physical access control on company premises. A document management system for the Group is now under testing.

Code of Best Practice

In the opinion of the Directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited throughout the year ended 31st March, 2003.

Investor Relations

The Group is committed to enhance investor relations by increasing its transparency to the investor community. Measures taken to keep investors informed include meetings, presentations, posting of press release and announcements on the Group's website, visits to the manufacturing plant and e-mail news updates.

管理層研究及分析

Management Discussion & Analysis

企業事務 (續)

員工關係

於二零零三年三月三十一日，本集團於香港聘有249名僱員(二零零二年: 256名)，於中國大陸聘有3,737名僱員(二零零二年: 3,260名)，而於新加坡則聘有75名僱員(二零零二年: 90名)，這與去年同期相比，三個地區分別減少約2.7%，增長約14.6%及減少約16.7%。除薪酬及一般員工福利如有薪年假、醫療保險及公積金外，本集團亦為執行董事及高級職員提供股份獎勵計劃。

集團定期舉行員工交流大會，使員工能了解集團狀況，並促進管理層與員工之間的雙向溝通。內聯網乃各層員工獲取公司資訊並將資料及經驗分享的另一有效途徑。集團鼓勵員工踴躍表達意見及觀感，並提出各方面的建議。集團亦會定期進行員工意見調查，以協助管理層了解有關員工的事宜並採取適當的行動。

因應員工的不同需要及工作的地點不同，集團於二零零一年十二月開始推行「網上學習」培訓課程，推廣彈性學習方法，使員工能在有需要時，隨時上網學習，課程內容廣泛，包括實用管理技巧及個人發展課程等，令員工可以真正隨時隨地學習。由於「網上學習」培訓課程深受員工支持，積極參與，故本年度會繼續推行。除內部培訓外，集團亦同時因應工作需要而資助員工參予公司以外由其他機構提供的培訓課程。

ISO 9001 及 ISO 14000

集團已於二零零零年成功合併ISO 9001及ISO 14000的品質管理系統，以加強行政效率。獨立評核員每六個月進行一次現場評核，以確保集團符合規定並進行持續改善。集團亦委任內部審核員定期進行審核。集團現正進行提升系統至符合新的ISO 9001:2000品質管理標準。

CORPORATE AFFAIRS (Continued)

Employees Relations

As at 31st March, 2003, the Group has on its payroll 249 (2002: 256) employees in Hong Kong, 3,737 (2002: 3,260) in Mainland China and 75 (2002: 90) in Singapore representing a decrease of about 2.7%, an increase of about 14.6% and a decrease of about 16.7% respectively when compared with prior year. In addition to salary payment and normal fringe benefits such as annual leave, medical insurance and provident fund, the Group also has Share Incentive Plans for executive directors and senior staff.

Staff communication sessions are held to keep employees informed of the Group's developments and to facilitate two-way dialogue between management and staff. Intranet is another effective mean to get information across to all levels of staff and to promote sharing of information and experience. Staff are encouraged to express their views and feelings and to make suggestions on different topics. Employee satisfaction surveys are conducted regularly to assist the senior management to understand staff issues and to take appropriate actions.

This year a new approach of staff training was introduced. In view of the diversified needs of employees and their multiple working locations, the Group launched the "e-Learning" program in December 2001 adopting the just-in-need and just-in-time learning methodology. Course content covers a wide variety of practical management skills and self-development programs. Learning is now truly anytime and anywhere. As the "e-Learning" program attracts employees' enthusiastic participation, it will be continued for this year. Besides in-house training, the Group also provides education subsidies to staff for company-required trainings conducted by external parties.

ISO 9001 AND ISO 14000

The two systems were combined in 2000 in the interest of administrative efficiency. Independent assessors conduct on-site surveillance assessment every six months to ensure compliance and continuous improvement. Internal audit teams are organized to perform compliance audit on an on-going basis. The Group is now upgrading the system to attain the new ISO 9001:2000 standard.

董事及高級管理人員簡介

Directors and Senior Management Profiles

執行董事

譚偉豪，現年39歲，為本集團之主席兼創辦人之一。彼專責本集團之整體規劃及財務管理。彼畢業於香港中文大學，獲理學士學位，於一九九二年九月獲香港工業總會頒贈「香港青年工業家獎」，並於一九九七年十一月獲選為「香港十大傑出青年」。彼現時為中華資訊科技商會主席，亦為香港青年工業家協會委員，香港生產力促進局工業理事會之理事，香港工業總會理事會之理事及香港貿易發展局電子業諮詢委員會成員。彼為譚偉棠之弟。

譚偉棠，現年41歲，為本集團之董事總經理兼創辦人之一。彼專責本集團產品之整體市場推廣及營銷策略。彼持有香港理工大學電子工程文憑，在電子零部件及消費電子產品之市場推廣方面已積累逾十八年經驗。彼於二零零一年八月獲頒贈「資本傑出科技及金融企業成就獎」之「尖端科技拓展成就獎」。彼為譚偉豪之兄長。

譚梅嘉慧，現年35歲，為譚偉豪之太太。彼於一九九二年二月加入本集團，專責本集團人事管理、行政事務及電子出版。彼持有香港大學頒發之文學士學位及英國University of Leicester頒發之培訓及人力資源管理碩士學位，在管理及行政方面已積累逾十三年經驗。

EXECUTIVE DIRECTORS

TAM Wai Ho, Samson, aged 39, is the Chairman and one of the founders of the Group. He is responsible for the Group's corporate planning and financial management. He graduated from the Chinese University of Hong Kong with a Bachelor's degree in Science. He received "The Young Industrialist Award of Hong Kong" awarded by the Federation of Hong Kong Industries in September 1992 and was awarded as one of the "1997 Ten Outstanding Young Persons" in November 1997. He is the Chairman of The China Information and Technology Industry Association. He is also a member of the Hong Kong Young Industrialists Council, a member of the Hong Kong Productivity Council, a member of Federation of Hong Kong Industries – General Committee and a member of the Electronics Advisory Committee of the Hong Kong Trade Development Council. He is the younger brother of Mr. Tam Wai Tong, Thomas.

TAM Wai Tong, Thomas, aged 41, is the Managing Director and one of the founders of the Group. He is responsible for the overall marketing and sales strategies of the Group's products. He has a Diploma in Electronic Engineering from the Hong Kong Polytechnic University. He has over eighteen years of experience in marketing electronic components and consumer electronic products. He received "Advanced Technology Development Award" of "Capital Magazine's Outstanding Information Technology and Financial Enterprise Awards" in August 2001. He is the elder brother of Mr. Tam Wai Ho, Samson.

TAM Mui Ka Wai, Vivian, aged 35, is the wife of Mr. Tam Wai Ho, Samson. She joined the Group in February 1992 and is responsible for human resources management, administrative matters and electronic publishing of the Group. She has a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Training and Human Resource Management from the University of Leicester, U.K., and has over thirteen years of experience in management and administration.

董事及高級管理人員簡介

Directors and Senior Management Profiles

執行董事 (續)

大谷和廣，現年42歲，於一九九七年四月加入本集團成為執行董事。彼在本集團之策略性產品業務部專責原件設備生產、原件設計生產，以及業務企劃。彼持有日本的關西外國語大學頒發之外語學科文學士學位。於加入本集團前，彼在日本電子公司工作達十四年。其中自一九八七年起，彼服務於該日本公司之香港辦事處，專責電子零部件市場推廣及營銷達十年之久。

李冠雄，現年40歲，於一九八八年加入本集團，並於一九九八年四月獲委任為本集團之執行董事，負責本集團之個人數碼助理業務。彼畢業於香港理工大學電子工程系，並持有亞洲國際公開大學電腦學士學位及英國華威大學工程商業管理學碩士學位。彼在電子產品開發方面，具有十九年之經驗。

霍定洋博士，現年54歲，於一九九九年四月獲委任為本集團之執行董事，負責本集團之策略性營運管理。彼持有香港大學頒發之工程理學士學位及哲學碩士學位，並持有英國倫敦大學頒發之哲學博士學位。彼在學術研究、工業研究、生產管理、產品開發及策略性業務發展多方面積累三十三年經驗。在加入本集團前，彼在香港生產力促進局服務達十三年之久，曾任電子服務部經理、設計及自動化科副總裁及其後擔任高級副總裁。彼現為創新科技署小型企業研究資助計劃評選委員、職業訓練局資訊科技訓練發展委員會會員、香港設計委員會委員及本港兩所大學之電子工程系諮詢委員會委員。

EXECUTIVE DIRECTORS (Continued)

Kazuhiro OTANI, aged 42, joined the Group as Executive Director in April 1997. He is responsible for OEM/ODM business in the Strategic Product Division and corporate business planning. He graduated from the Kansai University of Foreign Studies in Osaka, Japan with a Bachelor of Arts in Foreign Languages, and has been working for a Japanese electronics company for fourteen years before he joined the Group. He has spent the latter ten years in the Hong Kong office of this Japanese company since 1987, being responsible for sales and marketing of electronic components such as IC, LCD, etc.

LEE Koon Hung, aged 40, joined the Group in 1988 and was appointed as Executive Director of the Group in April 1998. He is responsible for the PDA business of the Group. He graduated from the Hong Kong Polytechnic University with Higher Certificate in Electronic Engineering and obtained a Bachelor's degree in computer science from Asia International Open University and a Master of Science's degree in Engineering Business Management from the University of Warwick, U.K. He has nineteen years of experience in product development.

Dr. FOK Ting Yeung, James, aged 54, joined the Group as Executive Director in April 1999. He is responsible for the Group's strategic operations. He holds a Bachelor of Science in Engineering and a Master of Philosophy from the University of Hong Kong, and a Doctor of Philosophy Degree from the University of London. He has thirty-three years of experience in many areas, including academic research, industrial research, production management, product development, consulting and strategic business development. Before joining the Group, he served Hong Kong Productivity Council for thirteen years as Divisional Manager of Electronics Services Division, Branch Director of Design and Automation Branch and finally as Deputy Executive Director. He is a panel member of Small Entrepreneur Research Assistance Programme of Innovation and Technology Commission, a member of Committee on Information Technology Training and Development of Vocational Training Council, a member of the Design Council of Hong Kong and a member of the Advisory Committee on Electronic Engineering of two local universities.

董事及高級管理人員簡介

Directors and Senior Management Profiles

非執行董事

羅志聰，現年43歲，為本集團之非執行董事。彼畢業於香港理工大學，為香港會計師公會及英國特許公認會計師公會之資深會員。彼亦持有英國華威大學頒發之工商管理碩士學位。彼於一九九三年七月加入本集團，之前曾任職於多間主要國際企業包括IBM及西門子。彼於一九九六年十一月獲委任為本集團之執行董事，專責財務、法律、資訊科技、投資者關係及企業發展之事務。彼於二零零三年四月辭去以上職務，但保留非執行董事一職。彼現為嘉華國際集團有限公司集團財務董事。

獨立非執行董事

容永祺，榮譽勳章，現年45歲，CFP^{CM}認可財務策劃師，為美國友邦保險(百慕達)有限公司資深區域總監。彼於一九九五年一月加入本集團為獨立非執行董事，並自一九九九年出任審核委員會成員之一，在保險業方面積累逾二十一年經驗，於一九九四年十一月獲選為「香港十大傑出青年」。彼曾為傑出青年協會主席(二零零零至二零零二年度)、香港人壽保險從業員協會會長(一九九一年度)、香港人壽保險經理協會會長(一九九五至一九九六年度)、亞太區人壽保險從業員總會聯席主席(一九九六至一九九七年度)及國際人壽保險經理協會國際委員會主席(一九九七至一九九九年度)。彼現為香港董事學會理事，並為多個慈善團體的籌款委員會及政府委員會主席或委員。

何國成，現年43歲，為東沛實業有限公司之董事。彼於一九九五年一月加入本集團並為審核委員會成員之一。彼持有樹仁學院傳播學系文憑，在推廣消費電子產品方面積累逾二十年經驗。

NON-EXECUTIVE DIRECTOR

LO Chi Chung, William, aged 43, is a Non-executive Director of the Group. He graduated from the Hong Kong Polytechnic University and is a fellow member of both the Hong Kong Society of Accountants and the Association of Chartered Certified Accountants. He also holds a M.B.A. degree from the University of Warwick, U.K. Prior to joining the Group in July 1993, Mr. Lo has worked for several major international corporations including IBM and Siemens. He was appointed as an Executive Director of the Group in November 1996 and had been responsible for financial, legal, information technology, investor relations and corporate development matters. He resigned from the Group with effect from April 2003 but remains as a Non-executive Director in the Board. He is now the Group Finance Director of K. Wah International Holdings Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

YUNG Wing Ki, Samuel, MH, aged 45, Certified Financial Planner^{CM}, is a Senior District Director of American International Assurance Company (Bermuda) Limited. He joined the Group as Independent Non-executive Director in January 1995 and is one of the members of the Audit Committee since 1999. He has over twenty-one years of experience in insurance and received "The Ten Outstanding Young Persons Award" in November 1994. He was the Chairman of The Outstanding Young Persons' Association (2000 – 2002), the President of The Life Underwriter Association Hong Kong (1991), the President of the General Agents and Managers Association of Hong Kong (1995 – 1996), the Co-Chairman of the Asia Pacific Life Insurance Council (1996 – 1997) and the International Committee Chairman of GAMA International (1997 – 1999). He is a Council Member of the Hong Kong Institute of Directors. He also sits in a number of fund raising committees as either chairman or committee member for several major charities and Government committees.

HO Kwok Shing, Harris, aged 43, is the director of East Bloom Industrial Limited. He joined the Group in January 1995 and is a member of the Audit Committee. He has a Diploma in Journalism from the Shue Yan College and has over twenty years of experience in marketing consumer electronic products.

董事及高級管理人員簡介

Directors and Senior Management Profiles

高級管理人員

辻正勝，現年65歲，彼為本集團之生產部副董事總經理。彼在電子產品生產行業已積累多方面的經驗，其中包括生產個人電腦及個人數碼助理等。彼於一九九九年七月加入本集團，在加入本集團前，彼在一著名日本電子公司擔任高級管理人員達三十八年之久，並有多年在海外地區包括美國，韓國以及其他東南亞國家工作之經驗。

陸翠容，現年36歲，為本集團之電子辭典業務總經理。彼畢業於香港城市大學，獲商業管理高級文憑，在消費電子產品之市場推廣及銷售方面已積累十四年經驗。彼於一九八九年加入本集團，為李冠雄之太太。

陳浩斌，現年42歲，是本集團之策略性產品業務副總經理。彼畢業於英國伯明翰大學，獲電子計算機科學學士學位。彼在電子及電腦產品方面已積累逾十七年經驗。彼於一九九三年加入本集團。

黃澄波，現年52歲。於二零零一年八月加入本集團，擔任集團中國大陸營銷中心－廣東權智電子科技有限公司總經理，主要負責本集團產品在中國大陸市場的銷售業務。彼畢業於中國深圳大學，在加入本集團前，曾任職中國一電子產品企業董事副總經理八年，具開拓中國PDA行業市場的經驗。

周堯深，現年46歲，為品質及管理系統部之高級經理。彼畢業於香港理工大學，獲品質及可靠性工程高級證書；並持有香港公開大學之工商管理學士學位。彼於一九九二年加入本集團，並擁有二十年以上消費電子產品之品質管理工作經驗。

SENIOR MANAGEMENT

Masakatsu TSUJI, aged 65, is the Deputy Managing Director – Manufacturing of the Group. He has extensive experience in manufacturing of electronic products such as personal computers and personal digital assistants. Prior to joining the Group in July 1999, he worked for a famous Japanese electronics company as a senior management staff for thirty-eight years and has considerable overseas working experience in USA, Korea and other Southeast Asian countries.

LUK Chui Yung, Judith, aged 36, is the General Manager of the Electronic Dictionary Division of the Group. She graduated from the City University of Hong Kong with a Higher Diploma in Business Management. She has fourteen years of experience in marketing & sales of consumer electronic products. She joined the Group in 1989. She is the wife of Mr. Lee Koon Hung.

CHAN Ho Bun, Steve, aged 42, is the Deputy General Manager of the Group's Strategic Product Division. He graduated from University of Birmingham, U.K. with a Bachelor of Science in Computer Science. He has over seventeen years of experience in the field of electronics and computer products. He joined the Group in 1993.

HUANG Cheng Bo, aged 52, joined the Group as the General Manager of Guangdong Group Sense Electronics Technology Limited, the sales office of our Group in Mainland China, in August 2001. He is responsible for the sales of the Group's products in the Mainland China market. He graduated from the Shenzhen University, P.R.C. Prior to joining the Group, Mr. Huang had worked as the Deputy Managing Director of an enterprise manufacturing and selling electronic products in China for eight years and had experience in exploring and developing PDA products in the P.R.C. market.

CHOW Yiu Sum, aged 46, is the Senior Manager of the Quality and Management Systems Department. He graduated from the Hong Kong Polytechnic University with a Higher Certificate in Quality and Reliability Engineering, and obtained a Bachelor's degree in Business Administration from The Open University of Hong Kong. He joined the Group in 1992 and has over twenty years of experience in quality management of consumer electronic products.

董事會報告書

Report of the Directors

董事會呈報截至二零零三年三月三十一日止年度之年報及經審核財務報表。

The directors present their annual report and the audited financial statements for the year ended 31st March, 2003.

主要業務

本公司為投資控股公司。各附屬及聯營公司之主要業務為設計、製造及銷售各種掌上電子產品，主要為電子辭典、個人數碼助理及原件設計生產之電子產品。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries and associates are the design, manufacture and sale of a range of electronic handheld products, primarily electronic dictionaries, personal digital assistants and original design manufacturing ("ODM") products.

於二零零二年九月二十七日，本集團已達成出售旗下的傳呼機業務的協議。詳情列載於本財務報表附註8。

On 27th September, 2002, the Group entered into an agreement to dispose of its pager product operation. Details of the disposal are set out in note 8 to the financial statements.

業績

本集團截至二零零三年三月三十一日止之業績載列於本年報第40頁之綜合損益表。董事會建議派發末期股息每股1.5港仙，合共17,768,000港元（二零零二年：無）。是項末期股息將派發予名列於二零零三年八月十八日之股東名冊上之股東。

RESULTS

The results of the Group for the year ended 31st March, 2003 are set out in the consolidated income statement on page 40 of the annual report. The directors recommend the payment of a final dividend of HK1.5 cents per share to the shareholders on the register of members on 18th August, 2003, amounting to HK\$17,768,000 (2002: nil).

主要顧客及供應商

截至二零零三年三月三十一日止年度：

- (i) 本集團之最大及前五大顧客分別佔本集團約30%及56%之總銷售額。
- (ii) 本集團之最大及前五大供應商分別佔本集團之總採購額（並不包括資本性質之採購項目）約15%及42%。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2003:

- (i) The Group's largest customer and five largest customers accounted for approximately 30% and 56% respectively of the Group's total turnover.
- (ii) The Group's largest supplier and five largest suppliers accounted for approximately 15% and 42% respectively of the Group's total purchases (not including purchases of items which are of capital nature).

據董事會了解，本公司之董事、其關連人士及任何擁有超過本公司5%控股權之股東並無與前五大顧客及前五大供應商有任何關連。

According to the understanding of the directors, none of the directors, their associates or any shareholders who owned more than 5% of the Company's share capital had any interest in the five largest customers nor the five largest suppliers.

董事會報告書

Report of the Directors

物業、廠房及設備

於本年內，本集團添置之傢具、裝置及設備、廠房及機器和工具及工模分別約為4,000,000港元、3,000,000港元及6,000,000港元。

此等詳情及本集團於本年度內之物業、廠房及設備之其他變動情況載列於本財務報表附註14。

主要物業

本集團於二零零三年三月三十一日之主要物業之詳情列載於年報第107頁。

股本

本公司股本之變動詳情載列於本財務報表附註28。

董事及董事服務合約

年內及直至本公司董事會報告書日期之董事如下：

執行董事：

譚偉豪 (主席)
譚偉棠 (董事總經理)
譚梅嘉慧
大谷和廣
李冠雄
霍定洋

非執行董事：

羅志聰

羅志聰先生由二零零三年四月一日起不再擔任執行董事，惟仍以非執行董事身份保留在董事會之席位。

獨立非執行董事：

容永祺 MH
何國成

根據本公司之公司細則第87及169條，霍定洋博士及羅志聰先生均須告退並已表示願膺選連任。

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired furniture, fixtures and equipment of approximately HK\$4 million, plant and machinery of approximately HK\$3 million and toolings and moulds of approximately HK\$6 million.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

MAJOR PROPERTIES

Details of the major properties of the Group at 31st March, 2003 are set out on page 107 of the annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company are set out in note 28 to the financial statements.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

TAM Wai Ho, Samson (Chairman)
TAM Wai Tong, Thomas (Managing Director)
TAM Mui Ka Wai, Vivian
Kazuhiro **OTANI**
LEE Koon Hung
FOK Ting Yeung, James

Non-executive director:

LO Chi Chung, William

Mr. Lo Chi Chung, William ceased to be an executive director with effect from 1st April, 2003 but remains in the Board as a non-executive director.

Independent non-executive directors:

YUNG Wing Ki, Samuel, MH
HO Kwok Shing, Harris

In accordance with Bye-laws 87 and 169 of the Company's Bye-laws, Dr. Fok Ting Yeung, James and Mr. Lo Chi Chung, William retire and, being eligible, offer themselves for re-election.

董事會報告書

Report of the Directors

董事及董事服務合約 (續)

所有非執行董事之任期均不多於一年。

於即舉行之股東週年大會獲提議連任之董事均無訂有任何本集團不可於一年內毋須賠償(法定賠償除外)而終止之服務合約。

董事擁有之證券權益

於二零零三年三月三十一日，按本公司遵照證券(公開權益)條例(「公開權益條例」)第29條而設立之名冊所記錄，各董事及彼等之聯繫人士擁有本公司及各聯繫公司(定義見公開權益條例)之已發行股本及優先認股權權益如下：

董事姓名 Name of director	權益性質 Nature of interests	所持股份數目 Number of ordinary shares held			總額 Total
		個人權益 Personal interests	家族權益 Family interests	其他權益 Other interests	
譚偉豪 Tam Wai Ho, Samson	附註1及2 Notes 1 & 2	24,000,000	-	537,877,118	561,877,118
譚偉棠 Tam Wai Tong, Thomas	附註1及2 Notes 1 & 2	27,000,000	-	537,877,118	564,877,118
譚梅嘉慧 Tam Mui Ka Wai, Vivian	附註1 Note 1	1,500,000	-	537,877,118	539,377,118
李冠雄 Lee Koon Hung		926,000	450,000	-	1,376,000
容永祺 MH Yung Wing Ki, Samuel MH		730,000	-	-	730,000
羅志聰 Lo Chi Chung, William		2,150,000	-	-	2,150,000

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Continued)

All non-executive directors have been appointed for a term of no more than one year.

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

DIRECTORS' INTERESTS IN SECURITIES

At 31st March, 2003, the interests of the directors and their associates in the issued share capital of the Company and its associated corporations, within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance and in the share options of the Company were as follows:

董事會報告書

Report of the Directors

董事擁有之證券權益 (續)

附註：

1. 此等 537,877,118 股股份均以 Earnmill Holdings Limited 之名義登記，該公司由 The Samson 1992 Trust 及 The Thomas 1992 Trust 按相同比例最終實益擁有。The Samson 1992 Trust 為一項全權代管信託，其全權代管受益人包括譚偉豪先生及譚梅嘉慧女士。The Thomas 1992 Trust 為一項全權代管信託，其全權代管受益人包括譚偉棠先生及配偶譚吳麗婉女士。
2. 以上包括由譚偉豪先生及譚偉棠先生共同持有的 20,000,000 股股份。

各董事及彼等聯繫人士擁有本公司之優先認股權權益列載於董事會報告書「優先認股權」內。

除上文所披露者外，及董事以信託方式代本集團持有附屬公司之若干代理人名義股份外，於二零零三年三月三十一日，(i) 各董事或彼等之聯繫人士概無在本公司或各任何聯繫公司 (定義見公開權益條例) 之任何證券中擁有任何個人權益、家族權益、公司權益及其他權益；及 (ii) 各董事或彼等配偶或十八歲以下子女概無權認購本公司證券，或於年內已行使任何該權力。

DIRECTORS' INTERESTS IN SECURITIES (Continued)

Notes:

1. The 537,877,118 shares are registered in the name of Earnmill Holdings Limited, a company ultimately beneficially owned by The Samson 1992 Trust and The Thomas 1992 Trust in equal shares. The Samson 1992 Trust is a discretionary trust, the discretionary beneficiaries of which include Mr. Tam Wai Ho, Samson and Mrs. Tam Mui Ka Wai, Vivian. The Thomas 1992 Trust is a discretionary trust, the discretionary beneficiaries of which include Mr. Tam Wai Tong, Thomas and Mrs. Tam Ng Lai Yuen, Jocelyn (spouse of Mr. Tam Wai Tong, Thomas).
2. Included above is the 20,000,000 shares which are jointly owned by Mr. Tam Wai Ho, Samson and Mr. Tam Wai Tong, Thomas.

The interests of the directors and their associates in the share options granted by the Company are set out in the section "Share Options" in the Report of the Directors.

Save as disclosed above, and other than certain nominee shares in subsidiaries held by directors in trust for the Group, at 31st March, 2003 (i) none of the directors or their associates had any personal interests, family interests, corporate interests or other interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance; and (ii) none of the directors or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

董事會報告書

Report of the Directors

優先認股權

本公司之優先認股權計劃詳列於本財務報表附註 29。

本公司之優先認股權於本年內之變動披露如下：

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 29 to the financial statements.

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

	授出日期 Option grant date	於年度開始時 尚未行使 Outstanding at beginning of the year	年內授出 Granted during the year	年內註銷 Cancelled during the year	年內失效 Lapsed during the year	年內行使 Exercised during the year	於年度終結時 尚未行使 Outstanding at end of the year
董事							
Directors							
譚偉豪	20.3.1998	2,500,000	-	-	(2,500,000)	-	-
Tam Wai Ho, Samson	4.6.1999	800,000	-	-	(800,000)	-	-
	22.3.2000	800,000	-	-	(800,000)	-	-
	27.8.2001	1,000,000	-	-	(1,000,000)	-	-
	12.8.2002	-	1,000,000	-	-	-	1,000,000
	24.3.2003	-	1,000,000	-	-	-	1,000,000
譚偉棠	20.3.1998	2,500,000	-	-	(2,500,000)	-	-
Tam Wai Tong, Thomas	4.6.1999	800,000	-	-	(800,000)	-	-
	22.3.2000	800,000	-	-	(800,000)	-	-
	27.8.2001	1,000,000	-	-	(1,000,000)	-	-
	12.8.2002	-	1,000,000	-	-	-	1,000,000
	24.3.2003	-	1,000,000	-	-	-	1,000,000
譚梅嘉慧	20.3.1998	1,000,000	-	-	(1,000,000)	-	-
Tam Mui Ka Wai, Vivian	4.6.1999	500,000	-	-	(500,000)	-	-
	22.3.2000	500,000	-	-	(500,000)	-	-
	27.8.2001	400,000	-	-	(400,000)	-	-
	12.8.2002	-	400,000	-	-	-	400,000
	24.3.2003	-	400,000	-	-	-	400,000
大谷和廣	5.5.1997	2,500,000	-	-	(2,500,000)	-	-
Kazuhiro Otani	20.3.1998	2,500,000	-	-	(2,500,000)	-	-
	4.6.1999	500,000	-	-	(500,000)	-	-
	22.3.2000	500,000	-	-	(500,000)	-	-
	27.8.2001	1,000,000	-	-	(1,000,000)	-	-
	12.8.2002	-	1,000,000	-	-	-	1,000,000
	24.3.2003	-	1,000,000	-	-	-	1,000,000
李冠雄 (附註)	24.2.1997	450,000	-	-	(450,000)	-	-
Lee Koon Hung (note)	20.3.1998	1,200,000	-	-	(1,200,000)	-	-
	4.6.1999	700,000	-	-	(700,000)	-	-
	22.3.2000	700,000	-	-	(700,000)	-	-
	27.8.2001	1,300,000	-	-	(1,300,000)	-	-
	12.8.2002	-	1,400,000	-	-	-	1,400,000
	24.3.2003	-	1,500,000	-	-	-	1,500,000
霍定洋	4.6.1999	500,000	-	-	(500,000)	-	-
Fok Ting Yeung, James	22.3.2000	500,000	-	-	(500,000)	-	-
	27.8.2001	400,000	-	-	(400,000)	-	-
	12.8.2002	-	400,000	-	-	-	400,000
	24.3.2003	-	400,000	-	-	-	400,000
羅志聰	20.3.1998	500,000	-	-	(500,000)	-	-
Lo Chi Chung, William	4.6.1999	500,000	-	-	(500,000)	-	-
	22.3.2000	500,000	-	-	(500,000)	-	-
	27.8.2001	1,800,000	-	-	(1,800,000)	-	-
	12.8.2002	-	1,000,000	-	-	-	1,000,000
	24.3.2003	-	1,000,000	-	-	-	1,000,000
總數 (董事)							
Total (Directors)		28,650,000	12,500,000	-	(28,650,000)	-	12,500,000

董事會報告書

Report of the Directors

優先認股權 (續)

SHARE OPTIONS (Continued)

	授出日期 Option grant date	於年度開始時 尚未行使 Outstanding at beginning of the year	年內授出 Granted during the year	年內註銷 Cancelled during the year	年內失效 Lapsed during the year	年內行使 Exercised during the year	於年度終結時 尚未行使 Outstanding at end of the year
僱員	24.2.1997	300,000	-	-	(300,000)	-	-
Employees	20.3.1998	1,300,000	-	-	(1,300,000)	-	-
	4.6.1999	1,610,000	-	(120,000)	(1,490,000)	-	-
	13.9.1999	150,000	-	(150,000)	-	-	-
	22.3.2000	3,990,000	-	(580,000)	(3,410,000)	-	-
	27.8.2001	5,590,000	-	(790,000)	(4,800,000)	-	-
	12.8.2002	-	5,035,000	(655,000)	-	-	4,380,000
	24.3.2003	-	5,165,000	-	-	-	5,165,000
總數 (僱員) Total (Employees)		12,940,000	10,200,000	(2,295,000)	(11,300,000)	-	9,545,000
總計 Grand Total		41,590,000	22,700,000	(2,295,000)	(39,950,000)	-	22,045,000

每類優先認股權的詳情載列如下：

Details of specific categories of options are as follows:

授出日期 Date of grant	有效期 Vesting period	行使期 Exercise period	行使價 Exercise price 港元 HK\$
24.2.1997	24.2.1997 – 26.1.1998	27.1.1998 – 7.1.2003	0.320
5.5.1997	5.5.1997 – 7.4.1998	8.4.1998 – 7.1.2003	0.490
20.3.1998	20.3.1998 – 5.2.1999	6.2.1999 – 7.1.2003	0.390
4.6.1999	4.6.1999 – 21.4.2000	22.4.2000 – 7.1.2003	0.380
13.9.1999	13.9.1999 – 12.8.2000	13.8.2000 – 7.1.2003	0.470
22.3.2000	22.3.2000 – 7.2.2001	8.2.2001 – 7.1.2003	0.650
27.8.2001	27.8.2001 – 12.7.2002	13.7.2002 – 7.1.2003	0.210
12.8.2002	12.8.2002 – 16.6.2003	17.6.2003 – 16.6.2008	0.250
24.3.2003	24.3.2003 – 19.1.2004	20.1.2004 – 19.1.2009	0.202

附註：李冠雄先生之配偶為本公司之僱員，並獲授予本公司之優先認股權。於二零零三年三月三十一日，李冠雄之太太的900,000優先認股權已包括在上列李冠雄先生之優先認股權權益內。

Note: The wife of Mr. Lee Koon Hung, who is also an employee of the Company, was granted options of the Company. At 31st March, 2003, 900,000 options of Mrs. Lee were included under the interests in options of Mr. Lee Koon Hung set out above.

董事會報告書

Report of the Directors

優先認股權 (續)

本公司股份在緊接優先認股權授出日期，即二零零二年八月十二日及二零零三年三月二十四日之前的收市價分別為0.166港元及0.300港元。

於二零零二年八月十二日及二零零三年三月二十四日，即本年度優先認股權授出日期計算，優先認股權之平均公平價值為0.099港元。以下乃及「柏力克－舒爾斯」優先認股權定價模式計算公平價值時所採用之假定：

預計已授出的優先認股權年限	3年 / years
Estimated expected life of options granted	
根據過往股價波幅計算之預計波幅	66.94%
Expected volatility based on historical share price movement	
香港外匯基金債券息率	2.70%
Hong Kong Exchange Fund Notes Rate	
根據過去十二個月派發的股息預計每年股息收益率	零 / Nil
Expected annual dividend yield based on dividend payments in the last 12 months	
被收回之優先認股權之調整	5%
Risk-of-forfeiture adjustment	

於二零零二年八月十二日及二零零三年三月二十四日，即優先認股權授出日期，授出之優先認股權之行使價分別為0.250港元及0.202港元。

「柏力克－舒爾斯」優先認股權定價模式要求採用之假定，包括股價波動及股息回報率。由於此假定在變動時可以對公平價值之估算構成重大影響，故董事會認為優先認股權實際價值或會與優先認股權公平價值不同。

在綜合損益表內並無就本年度授出之優先認股權價值而確認任何開支。

董事購入股份或債券之權利

除上文所披露者外，本公司或各任何附屬公司或同集團附屬公司於本年內任何時間概無作出任何安排，致令本公司董事可藉購入本公司或其他法人團體之股份或債券而獲益。

SHARE OPTIONS (Continued)

The closing price of the Company's shares immediately before the date of grant on 12th August, 2002 and 24th March, 2003 were HK\$0.166 and HK\$0.300.

The weighted average fair value of an option on one share of the Company granted in the current year measured as at the dates of grant of 12th August, 2002 and 24th March, 2003 was HK\$0.099. The following significant assumptions were used to derive the fair value, using the Black-Scholes option pricing model:

The exercise price of options granted on 12th August, 2002 and 24th March, 2003 is HK\$0.250 and HK\$0.202 respectively.

The Black-Scholes option pricing model requires the input of assumptions, including the volatility of share price and dividend yield. Because changes in assumptions can materially affect the fair value estimated, in the directors' opinion, the options' actual value may differ from the estimated fair value of the options due to limitations of the existing model.

No charge is recognised in the consolidated income statement in respect of the value of options granted during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事會報告書

Report of the Directors

董事於合約之重大權益

於本年度，本集團向精輝企業有限公司採購電子零件數額約14,000,000港元，譚偉棠先生在該公司擁有實益權益。

於上述交易中並沒佔有權益之董事認為，此等交易乃按本集團之一般商業條款及日常業務進行。

除上述外，本公司各董事於本公司或各任何附屬公司或同集團公司於本年度結束日期或本年度內任何時間訂立之重要合約中概無直接或間接擁有重大權益。

購買、出售或贖回證券

於本年度，本公司於香港聯合交易所有限公司購回本公司之股份，詳情列載於本財務報表附註28。因本公司的股份回購之價格乃低於每股之資產淨值，故董事會認為此回購將提高本公司股份每股之資產淨值。

關連交易

本年度須披露之關連交易詳情已載列於本財務報表附註38(a)。於上述交易中並沒佔有權益之董事認為，此等交易乃按本集團之一般商業條款及日常業務進行。

主要股東

除上述就若干董事之權益披露者外，按遵照公開權益條例第16(1)條而設立之主要股東名冊所載，於二零零三年三月三十一日，概無人擁有本公司已發行股本10%或以上之權益。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

During the year, the Group purchased electronic components amounting to approximately HK\$14 million from Genfield Enterprises Limited, a company in which Mr. Tam Wai Tong, Thomas, has a beneficial interest.

In the opinion of the directors who do not have any interest in the above transactions, the transactions were carried out on normal commercial terms and in the ordinary and usual course of business of the Group.

Other than as disclosed above, no contracts of significance to which the Company or any of its subsidiaries, or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year, the Company repurchased certain of its own shares through The Stock Exchange of Hong Kong Limited, details of which are set out in note 28 to the financial statements. The directors considered that, as the Company's shares were trading at a discount to the net asset value per share, the repurchases would increase the net asset value per share of the Company.

CONNECTED TRANSACTIONS

Details of the discloseable connected transactions for the year are set out in note 38(a) to the financial statements. In the opinion of those directors not having any interest in the above transactions, the above transactions were carried out on normal commercial terms and in the ordinary and usual course of business of the Group.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above in respect of certain directors, the register of substantial shareholders maintained by the Company under Section 16(1) of the SDI Ordinance discloses no person as having an interest of 10% or more of the issued share capital of the Company as at 31st March, 2003.

董事會報告書

Report of the Directors

結算日後事項

結算日後事項之詳情載列於本財務報表附註39。

股本優先購買權

本公司之公司細則並無載有任何股本優先購買權之規定，而根據百慕達法例，亦無要求本公司就發行新股按比例向現有股東配股。

遵守最佳應用守則

本公司於二零零三年三月三十一日止一年內已遵守香港聯合交易所有限公司證券上市規則附錄十四所載監管上市證券之最佳應用守則。

核數師

續聘德勤•關黃陳方會計師行為核數師之決議案將於本公司之股東週年大會上提呈。

承董事會命
主席
譚偉豪

香港
二零零三年七月十五日

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events occurring after the balance sheet date are set out in note 39 to the financial statements.

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st March, 2003 with the Code of Best Practice, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board
Tam Wai Ho, Samson
Chairman

Hong Kong
15th July, 2003

核數師報告書

Report of the Auditors

德勤·關黃陳方會計師行

Certified Public Accountants
26/F, Wing On Centre
111 Connaught Road Central
Hong Kong

香港中環干諾道中111號
永安中心26樓

**Deloitte
Touche
Tohmatsu**

致權智(國際)有限公司各股東
(在百慕達註冊成立之有限公司)

本核數師已完成審核載於第40至105頁按照香港
普遍採納之會計原則編製之財務報表。

董事及核數師之個別責任

貴公司之董事須負責編製真實與公平之財務報
表。在編製該等財務報表時，董事必須貫徹採用
合適之會計政策。

本行之責任是根據本行審核工作之結果，對該等
財務報表表達獨立意見，並向股東作出報告。

意見基礎

本行是按照香港會計師公會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財務
報表所載數額及披露事項有關之憑證，亦包括評
估董事於編製該等財務報表時所作之重大估計及
判斷，所釐定之會計政策是否適合 貴公司及
貴集團之具體情況、及是否貫徹應用並足夠地披
露該等會計政策。

**TO THE MEMBERS OF
GROUP SENSE (INTERNATIONAL) LIMITED**
(incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 40
to 105 which have been prepared in accordance with
accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

It is our responsibility to form an independent opinion,
based on our audit, on those statements and to report
our opinion to you.

BASIS OF OPINION

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

核數師報告書

Report of the Auditors

本行在策劃及進行審核工作時，均以取得一切本行認為必須之資料及解釋為目標，使本行能獲得充份憑證，就該等財務報表是否存有重要錯誤陳述，作出合理之確定。在表達意見時，本行亦已衡量該等財務報表所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立了合理基礎。

意見

本行認為上述之財務報表均真實與公平地反映貴公司及貴集團於二零零三年三月三十一日之財政狀況及貴集團截至該日止年度之溢利及現金流量，並按香港公司條例之披露要求而妥善編製。

德勤·關黃陳方會計師行
執業會計師

二零零三年七月十五日

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

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31st March, 2003 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

15th July, 2003

綜合損益表

Consolidated Income Statement

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

		附註 Notes	2003 千港元 HK\$'000	2002 千港元 HK\$'000
營業額	Turnover	4	1,147,607	977,806
銷售成本	Cost of sales		(816,758)	(736,954)
毛利	Gross profit		330,849	240,852
其他經營收入	Other operating income	5	13,042	21,715
研究及開發支出	Research and development expenses		(60,652)	(59,030)
分銷及銷售支出	Distribution and selling expenses		(146,978)	(103,851)
行政支出	Administrative expenses		(93,899)	(84,831)
經營溢利	Profit from operations	6	42,362	14,855
財務費用支出	Finance costs	7	(12,973)	(15,527)
應佔聯營公司業績	Share of results of associates		(191)	(5,020)
出售非持續傳呼機產品 經營業務收益／非持續 傳呼機產品經營業務減值	Gain on disposal/impairment in value of discontinuing pager product operation	8	845	(105,810)
出售一附屬公司淨收益	Net gain on disposal of a subsidiary	9	-	5,200
稅前溢利(虧損)	Profit (loss) before taxation		30,043	(106,302)
稅項	Taxation	12	(2,771)	(461)
少數股東權益前溢利(虧損)	Profit (loss) before minority interests		27,272	(106,763)
少數股東權益	Minority interests		15,846	8,625
本年度溢利(虧損)	Profit (loss) for the year		43,118	(98,138)
股息	Dividend			
建議每股普通股末期股息 1.5港仙(2002: 無)	Proposed final dividend of HK1.5 cents (2002: nil) per ordinary share		17,768	-
每股溢利(虧損)	Earnings (loss) per share	13		
基本	Basic		3.6 cents	(8.3) cents
攤薄	Diluted		3.6 cents	(8.3) cents

綜合資產負債表

Consolidated Balance Sheet

於二零零三年三月三十一日 At 31st March, 2003

		附註 Notes	2003 千港元 HK\$'000	2002 千港元 HK\$'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	14	198,523	223,836
無形資產	Intangible assets	15	29,900	21,095
聯營公司權益	Interests in associates	17	5,111	5,303
證券投資	Investments in securities	18	36,369	41,583
其他應收賬款	Other receivable	19	15,000	-
其他資產	Other asset	20	-	466
			284,903	292,283
流動資產	Current assets			
存貨	Inventories	21	138,494	166,585
應收貿易賬款	Trade receivables	22	82,202	114,378
其他應收賬款	Other receivables	19	46,139	40,045
應收聯營公司賬款	Amounts due from associates		20,009	20,071
可收回稅項	Taxation recoverable		207	289
銀行存款	Bank deposits		84,158	104,035
銀行結餘及現金	Bank balances and cash		97,887	81,209
			469,096	526,612
流動負債	Current liabilities			
應付貿易賬款	Trade payables	23	96,961	108,462
其他應付賬款	Other payables		58,828	68,513
產品保證撥備	Product warranty provision	24	500	500
應付聯營公司賬款	Amounts due to associates		877	2,152
應付稅項	Taxation payable		2,715	1,778
銀行借貸	Bank borrowings			
— 於一年內到期	— due within one year	25	36,027	108,113
財務租賃債務	Obligations under finance leases			
— 於一年內到期	— due within one year	26	854	2,182
			196,762	291,700
流動資產淨值	Net current assets		272,334	234,912
資產總值減流動負債	Total assets less current liabilities		557,237	527,195

綜合資產負債表

Consolidated Balance Sheet

於二零零三年三月三十一日 At 31st March, 2003

		附註 Notes	2003 千港元 HK\$'000	2002 千港元 HK\$'000
資本及儲備	Capital and reserves			
股本	Share capital	28	118,450	118,630
儲備	Reserves		321,205	278,296
股東資金盈餘	Surplus of shareholders' funds		439,655	396,926
少數股東權益	Minority interests		575	15,553
發行可兌換及可贖回 優先股予一附屬公司之 少數股東	Convertible redeemable preferred shares issued to minority shareholders of a subsidiary	30	96,915	88,725
非流動負債	Non-current liabilities			
銀行借貸	Bank borrowings			
– 於一年後到期	– due after one year	25	20,092	25,143
財務租賃債務	Obligations under finance leases			
– 於一年後到期	– due after one year	26	-	848
			20,092	25,991
			557,237	527,195

載於第40至105頁之財務報表已於二零零三年七月十五日獲董事會核准，並由下列董事代表董事會簽署：

The financial statements on pages 40 to 105 were approved and authorised for issue by the Board of Directors on 15th July, 2003 and are signed on its behalf by:

譚偉豪
Tam Wai Ho, Samson
董事
Director

譚偉棠
Tam Wai Tong, Thomas
董事
Director

資產負債表

Company Balance Sheet

於二零零三年三月三十一日 At 31st March, 2003

			2003	2002
		附註	千港元	千港元
		Notes	HK\$'000	HK\$'000
非流動資產	Non-current assets			
於附屬公司投資	Investments in subsidiaries	16	67,161	67,161
流動資產	Current assets			
其他應收賬款	Other receivables		-	640
應收附屬公司賬款	Amounts due from subsidiaries		368,792	324,491
應收本集團之 一聯營公司賬款	Amount due from an associate of the Group		12	12
銀行結餘及現金	Bank balances and cash		58	31
			368,862	325,174
流動負債	Current liabilities			
其他應付賬款	Other payables		1,445	115
流動資產淨值	Net current assets		367,417	325,059
資產淨值	Net assets		434,578	392,220
資本及儲備	Capital and reserves			
股本	Share capital	28	118,450	118,630
儲備	Reserves		316,128	273,590
股東資金盈餘	Surplus of shareholders' funds		434,578	392,220

譚偉豪
Tam Wai Ho, Samson
 董事
 Director

譚偉棠
Tam Wai Tong, Thomas
 董事
 Director

綜合股本變動表

Statement of Changes in Equity

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

		股本	股份溢價	資本贖回儲備	特殊儲備	商譽儲備	匯兌儲備	溢利結存 (累積虧損)	總額
		Share capital	Share premium account	Capital redemption reserve	Special reserve	Goodwill reserve	Translation reserve	Retained profit (Accumulated losses)	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
集團	THE GROUP								
二零零一年四月一日	At 1st April, 2001	118,630	410,212	105	(60,819)	(15,550)	1,326	41,110	495,014
於出售一附屬公司時確認	Released upon disposal of a subsidiary	-	-	-	-	-	15	-	15
未於損益表確認 之換算海外業務滙兌差異	Exchange difference on translation of overseas operations not recognised in the income statement	-	-	-	-	-	35	-	35
本年度虧損	Loss for the year	-	-	-	-	-	-	(98,138)	(98,138)
二零零二年三月三十一日 及二零零二年四月一日	At 31st March, 2002 and 1st April, 2002	118,630	410,212	105	(60,819)	(15,550)	1,376	(57,028)	396,926
回購及註銷股份	Shares repurchased and cancelled	(180)	(365)	180	-	-	-	-	(365)
回購股份支出	Share repurchase expenses	-	(4)	-	-	-	-	-	(4)
未於損益表確認 之換算海外業務滙兌差異	Exchange difference on translation of overseas operations not recognised in the income statement	-	-	-	-	-	(20)	-	(20)
本年度溢利	Profit for the year	-	-	-	-	-	-	43,118	43,118
二零零三年三月三十一日	At 31st March, 2003	118,450	409,843	285	(60,819)	(15,550)	1,356	(13,910)	439,655

上表所列者包括以下本集團所攤佔之聯營公司收購後儲備：

Included in the above is the Group's share of post acquisition reserve of the associates as follows:

		2003 千港元 HK\$'000	2002 千港元 HK\$'000
於四月一日	At 1st April	(19,787)	(14,767)
攤佔聯營公司業績	Share of results of associates	(191)	(5,020)
於三月三十一日	At 31st March	(19,978)	(19,787)

特殊儲備指所收購之附屬公司之股份面值與本公司於本公司股份在一九九三年上市前集團改組時就收購事項而發行之股份面值之差額。

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

綜合股本變動表

Statement of Changes in Equity

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

		股本	股份溢價	資本贖回儲備	實繳盈餘	溢利保存 (累積虧損)	總額
		Share capital	Share premium account	Capital redemption reserve	Contributed surplus	Accumulated losses	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本公司	THE COMPANY						
二零零一年四月一日	At 1st April, 2001	118,630	410,212	105	58,086	(96,831)	490,202
本年度虧損	Loss for the year	-	-	-	-	(97,982)	(97,982)
二零零二年三月三十一日 及二零零二年四月一日	At 31st March, 2002 and 1st April, 2002	118,630	410,212	105	58,086	(194,813)	392,220
回購及註銷股份	Shares repurchased and cancelled	(180)	(365)	180	-	-	(365)
回購股份支出	Share repurchase expenses	-	(4)	-	-	-	(4)
本年度溢利	Profit for the year	-	-	-	-	42,727	42,727
二零零三年三月三十一日	At 31st March, 2003	118,450	409,843	285	58,086	(152,086)	434,578

實繳盈餘乃附屬公司被本公司收購當日之綜合股東資金與本公司股份於一九九三年上市前集團改組時因該項收購而發行之本公司股份面值之差額。

The contributed surplus represents the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

根據百慕達一九八一年公司法(經修訂)，一間公司之實繳盈餘賬可供分派。然而，本公司在下列情況下，不得自實繳盈餘賬中宣派或派付股息：

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- 在其負債到期時無法償還，或在作出派付後無法償還負債；或
- 其資產之可變現價值低於其負債及已發行股本及股份溢價賬之總值。

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

本公司在二零零三年及二零零二年三月三十一日並沒有任何儲備分派給股東。

The Company did not have any reserves available for distribution to shareholders at 31st March, 2003 and 2002.

綜合現金流動表

Consolidated Cash Flow Statement

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

	附註 Note	2003 千港元 HK\$'000	2002 千港元 HK\$'000 (重列) (Restated)
經營業務			
經營溢利		42,362	14,855
調整：			
折舊		39,179	40,412
無形資產攤銷		7,281	3,480
存貨撥備		24,021	-
呆壞賬撥備		15,560	-
證券投資減值			
出售物業、廠房 及設備虧損		5,133	6,598
開發成本減值		810	97
其他資產減值		136	282
未確認之上市股本證券虧損		466	-
從銀行賺取之利息收入		81	103
		(1,707)	(1,751)
營業資金變動前 之經營現金流動		133,322	64,076
存貨(增加)減少		(21,036)	23,582
應收貿易賬款減少		9,939	54,427
其他應收賬款減少(增加)			
		2,792	(1,986)
應收聯營公司賬款 減少(增加)		63	(2,800)
應付貿易賬款減少		(11,501)	(36,947)
其他應付賬款減少		(4,275)	(28,766)
產品保證撥備減少		-	(300)
客戶按金減少		-	(577)
應付聯營公司賬款 減少(增加)		(1,275)	1,698
經營業務所產生之現金		108,029	72,407
繳付中國所得稅/ 香港所得稅		(1,839)	(20)
退回香港利得稅		87	37
經營業務所產生之 淨現金		106,277	72,424
Operating activities			
Profit from operations		42,362	14,855
Adjustments for:			
Depreciation		39,179	40,412
Amortisation of intangible assets		7,281	3,480
Allowances for inventories		24,021	-
Allowances for doubtful receivables		15,560	-
Impairment loss of investments in securities		5,133	6,598
Loss on disposal of property, plant and equipment		810	97
Impairment loss of development costs		136	282
Impairment loss of other asset		466	-
Unrealised loss on listed equity securities		81	103
Interest income earned from bank deposits		(1,707)	(1,751)
Operating cash flows before movements in working capital		133,322	64,076
(Increase) decrease in inventories		(21,036)	23,582
Decrease in trade receivables		9,939	54,427
Decrease (increase) in other receivables		2,792	(1,986)
Decrease (increase) in amounts due from associates		63	(2,800)
Decrease in trade payables		(11,501)	(36,947)
Decrease in other payables		(4,275)	(28,766)
Decrease in product warranty provision		-	(300)
Decrease in deposits from customers		-	(577)
(Decrease) increase in amounts due to associates		(1,275)	1,698
Cash generated from operations		108,029	72,407
Income tax paid in the People's Republic of China (the "PRC")/ Hong Kong Profits Tax paid		(1,839)	(20)
Hong Kong Profits Tax refunded		87	37
Net cash generated from operating activities		106,277	72,424

綜合現金流動表

Consolidated Cash Flow Statement

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

	附註 Note	2003 千港元 HK\$'000	2002 千港元 HK\$'000 (重列) (Restated)
投資業務			
銀行存款減少(增加)		19,877	(72,969)
出售附屬公司所得款 (以淨現金及現金 等值出售)			
從銀行收取之利息收入	31	2,740	1,033
無形資產增加		1,707	1,751
購入物業、廠房及設備		(15,764)	(15,052)
前年出售租賃物業所得款		(14,539)	(19,047)
購入聯營公司		-	35,500
		-	(45)
投資業務已用之淨現金		(5,979)	(68,829)
融資業務			
償還銀行貸款		(54,013)	(45,443)
償還信貸收據借款		(25,263)	(23,723)
利息支出		(4,783)	(8,702)
償還財務租賃債務		(2,176)	(2,141)
公司之普通股股份回購		(365)	-
回購股份支出		(4)	-
從一附屬公司之少數股東注資		841	-
發行可兌換及可贖回優先 股予一附屬公司之 少數股東		-	81,900
新增銀行貸款		-	21,038
融資業務(已用)所產生 之淨現金		(85,763)	22,929
現金及現金等值項目之 淨增加		14,535	26,524
年初之現金及現金等值項目		78,815	52,307
外幣滙率變更調整		4	(16)
年終之現金及現金等值項目		93,354	78,815

綜合現金流動表

Consolidated Cash Flow Statement

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

		2003 千港元 HK\$'000	2002 千港元 HK\$'000 (重列) (Restated)
現金及現金等值項目	Analysis of the balances		
結餘分析：	of cash and cash		
	equivalents:		
根據前報告之現金及 現金等值項目	Cash and cash equivalents as previously reported		131,145
用作投資業務之銀行存款 重新分類所帶來的影響	Effect on reclassification of bank deposits held for investment purposes		(104,035)
信貸收據借款 重新分類所帶來的影響	Effect on reclassification of trust receipt loans		51,705
重列現金及現金等值項目	Cash and cash equivalents as restated		<u>78,815</u>
分為以下項目：	Being:		
銀行結餘及現金	Bank balances and cash	97,887	81,209
銀行透支	Bank overdrafts	(4,533)	(2,394)
		93,354	<u>78,815</u>

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

1. 簡介

本公司在百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司。

本公司為投資控股公司。各附屬公司及聯營公司之主要業務為設計、製造及銷售各種手提電子資訊產品，主要為電子辭典、個人數碼助理及原件設計生產之電子產品。

本集團於二零零二年九月二十七日簽訂出售傳呼機產品業務同意書。

2. 採納修訂及經修訂會計實務準則

於本年度，本集團首次採用若干由香港會計師公會頒佈之新訂及經修訂會計實務準則（「會計實務準則」），本集團因而變動若干會計政策。該等會計實務準則改變了現金流動表之呈報方式及加入股本變動表，但對本年及去年度會計期間之業績並無重大影響，因此不需要作去年度修訂。

外幣

會計實務準則第11項「外幣換算」之修訂，令海外業務之收益表不得選擇以該期間結算日之收市匯率換算。該等收益表現須按平均匯率換算。此項會計政策變動對現時或以往會計期間之業務並無重大影響。

1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company. The principal activities of its subsidiaries and associates are the design, manufacture and sale of a range of electronic handheld products, primarily electronic dictionaries, personal digital assistants and original design manufacturing ("ODM") products.

On 27th September, 2002, the Group entered into an agreement to dispose of its pager product operations.

2. ADOPTION OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice (SSAPs) issued by the Hong Kong Society of Accountants which has resulted in the adoption of the following new and revised accounting policies. The adoption of these SSAPs has resulted in a change in the format of presentation of the cash flow statement and an inclusion of the statement of changes in equity, but has had no material effect on the results for the current or prior accounting periods. Accordingly, no prior year adjustment has been required.

Foreign Currency Translation

The revisions to SSAP 11 "Foreign Currency Translation" have eliminated the choice of translating the income statements of overseas operations at the closing rate for the period. They are now required to be translated at an average rate. This change in accounting policy has not had any material effect on the results for the current or prior accounting periods.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

2. 採納新訂及經修訂會計實務準則 (續)

現金流量表

於本年度，本集團已採納會計實務準則第15項(經修訂)「現金流量表」。根據會計實務準則第15項(經修訂)，現金流量分三項：經營、投資及融資，而非以往之五項。利息及股息以往均作獨立呈列，現時則歸入投資或融資現金流量。除非所得稅產生之現金流量可識別為投資或融資活動，否則歸入經營業務活動。此外，就現金及現金等值項目所呈列之數額已予調整，並不包括屬融資性質之投資及短期貸款。海外經營業務產生的現金流動已按現金流量表當日的匯率重新換算，而非按資產負債表當日的匯率換算。重新界定現金及現金等值項目致使現金流動表之所列示之比較數字須重新列示。

員工福利

於本年度，本集團採用會計實務準則第34項「員工福利」，引進一系列包括退休福利計劃之員工福利計算標準。因本集團只參予設有界定供款額之退休福利計劃，故此採用是項會計實務準則對財務報告並無重大影響。

2. ADOPTION OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (Continued)

Cash Flow Statements

In the current year, the Group has adopted SSAP 15 (Revised) "Cash Flow Statements". Under SSAP 15 (Revised), cash flows are classified under three headings – operating, investing and financing, rather than the previous five headings. Interest received and paid, which were previously presented under a separate heading, are classified as investing and financing cash flows. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. In addition, the amounts presented for cash and cash equivalents have been amended to exclude cash balances held for investment purposes and short-term loans that are financing in nature. Cash flows of overseas operations have been retranslated at the rates prevailing at the dates of the cash flows rather than the rate of exchange ruling on the balance sheet date. The re-definition of cash and cash equivalents has resulted in a restatement in the comparative amounts shown in the cash flow statement.

Employee Benefits

In the current year, the Group has adopted SSAP 34 "Employee Benefits", which introduces measurement rules for employee benefits, including retirement benefit plans. Because the Group participates only in defined contribution retirement benefit schemes, the adoption of SSAP 34 has not had any material impact on the financial statements.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要

編製本財務報表乃根據原始成本慣例，並對部份證券價值作出重估。

編製本財務報表所採用之主要會計政策，與香港一般會計原則相符，詳列如下：

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止之財務報表。

綜合損益表已包括本年度內收購日期開始或截至出售日期本集團收購或出售之附屬公司及聯營公司之業績。

商譽

於綜合帳目時產生的商譽指收購成本超出本集團於收購當日於附屬公司或聯營公司可辨認資產及負債之公平價值中所佔權益之部份。

於二零零一年四月一日後因收購產生之商譽將資本化並以直線法根據其可用經營年期攤銷。收購聯營公司產生之商譽包括在聯營公司之賬面金額內。收購附屬公司產生之商譽則於資產負債表中獨立列示。

於二零零一年一月一日前仍反映於儲備內因收購而產生之商譽，將會於出售相關附屬公司或聯營公司，或確定該商譽已減值時，於損益表內扣除。

當出售一附屬公司或聯營公司時，以前年度於儲備內抵銷或撥入之有關商譽，將一併計入以確定出售溢利或虧損。

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for revaluation of certain investments in securities.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st March each year.

The results of subsidiaries and associates acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary or an associate at the date of acquisition.

Goodwill arising on acquisition after 1st January, 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Goodwill arising on acquisition prior to 1st January, 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary or associate, or at such time as the goodwill is determined to be impaired.

On disposal of a subsidiary or an associate, the attributable amount of goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要 (續)

營業額

營業額代表本集團向外界客戶銷售貨品 (減去退貨及銷售稅) 及提供服務之已收取及應收取之淨額款項。

收入確認

銷售收入於貨品付運及擁有權轉移後，便確認入賬。

服務收入於服務提供後，便確認入賬。

股息收入於股東應收之權利確認後，便確認入賬。

銀行存款之利息收入以本金結餘按時間比例配以適用的利率計算。

物業、廠房及設備

物業、廠房及設備均以成本扣除折舊及累計減值虧損列出。

物業、廠房及設備之折舊及攤銷乃按其估計可用年期採用直線法以下列年率撇銷其成本或估值以計算折舊：

租賃物業	2%
物業裝修	25%
傢具、裝置及設備	25%
廠房及機器	15% – 25%
工具及工模	50%
汽車	25%

因出售或撤換資產而產生之收益或虧損乃按該資產之出售收入與賬面價值之差額計算，並確認於損益表中。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Turnover

Turnover represents the amounts received and receivable for goods sold, net of returns and sales taxes, and services rendered by the Group to outside customers.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Service income is recognised when services are provided.

Dividend income is recognised when shareholders' rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation and amortisation are provided to write off the cost of property, plant and equipment, over their estimated useful lives, using the straight line method, at the following rates per annum:

Leasehold properties	2%
Leasehold improvements	25%
Furniture, fixtures and equipment	25%
Plant and machinery	15% – 25%
Toolings and moulds	50%
Motor vehicles	25%

The gain or loss arising from disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要 (續)

物業、廠房及設備 (續)

按租購合約持有之資產乃根據其預計可用年期，以自置資產之相同基準計算折舊。

減值

於各結算日，本集團均會審閱有形及無形資產之賬面值，以釐定是否有跡象顯示該等資產會有減值虧損。倘估計資產之可收回金額低於賬面值，則會將資產賬面值降至可收回金額。減值虧損隨即確認為開支。

倘其後減值虧損逆轉，則會將資產之賬面值計入經修訂之估計可收回金額，惟已增加之賬面值不得超過假設資產於過往年度並無減值虧損而釐定之賬面值。減值虧損逆轉隨即確認為收入。

附屬公司投資

於附屬公司之投資按成本減該附屬公司之確認減值虧損。

聯營公司權益

綜合損益表包括本集團分佔本年度聯營公司於收購後之業績。於綜合資產負債表內，於聯營公司之權益乃以本集團分佔聯營公司之資產淨值減任何經確認之減值虧損呈列。

證券投資

證券投資按照交易日期確認入賬，並且初時按成本入賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

(Continued)

Assets held under finance leases are depreciated over their estimated useful lives on the same basis as owned assets or where shorter, the terms of the relevant leases.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost, as reduced by any identified impairment losses.

Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates less any identified impairment losses.

Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要 (續)

證券投資 (續)

非持有至到期債券的投資分類為投資證券及其他投資。

投資證券是根據確定的長期策略所持有的證券，在較後的記錄日期按成本扣減任何確認的減值虧損計算。

其他投資以公允價值計算，其未實現損益則於本年度損益表內列賬。

其他資產

其他資產按成本扣除已確認減值虧損列賬。

存貨

存貨乃按成本及可變現淨值兩者中較低者列帳。成本包括直接物料、直接勞工成本及將存貨運送到現時位置及環境而產生之經常開支。成本乃以加權平均數方法計算。可變現淨值代表估計貨品售價扣除估計達致完成之成本，市場、銷售及分銷所產生之成本。

土地使用權

土地使用權乃按有關權利之期限攤銷。

知識產權

購入新產品生產之知識產權權益之成本均資本化及按估計可用年期或租賃期限，年期較短者，用直線法攤銷。惟當遞延支出已判斷為不再存在或不可收回時，其支出將於損益表中即時扣除。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in securities (Continued)

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any identified impairment losses.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

Other asset

Other asset is stated at cost as reduced by any identified impairment losses.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Land use rights

Land use rights are amortised over the terms of the relevant rights.

Intellectual property

The cost of acquiring rights to the intellectual property for the production of new products is capitalised and amortised, using the straight line method, over their useful lives from the date of acquisition or the licence period, whichever is the shorter. Where the circumstances which have justified the deferral of the expenditure no longer apply, or are considered to be irrecoverable, will be written off immediately to the income statement.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要 (續)

研究和開發成本

研究和開發費用於支銷之年內列入損益表，除非該期間內正進行一項重大計劃，且有理由預期開發成本將透過未來之商業活動得以收回，該等開發成本將遞延並由該項計劃之商業活動開始日起於該計劃之年期內平均註銷。

稅項

稅項之支出乃根據本年度業績就毋須課稅或不獲扣稅之項目作出調整而計算。部份收入及支出項目因在稅務上及賬目上採用不同確認期間而產生時差。因時差產生之稅務影響以負債法於財務報表中確認為遞延稅項，惟只限於確認在可見將來可能實現之負債或資產。

按財務租賃持有之資產

凡租約條款規定將租賃資產擁有權之所有風險及利益大部份轉移至集團之租約。按財務租賃持有之資產於購買之日期以其公平價值資本化，對租借者之負債減利息費用已包含於資產負債表上之財務租賃債務內。財務費用為分期付款總額與該資產於購買時之公平價值之差額，於有關合約之年期按固定週期性撤銷率於每個會計年期內於損益表內入賬。

經營租約

經營租約應付之租金以直線法按租約年期列入損益表。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Research and development costs

Expenditure on research and development is charged to the income statement in the period in which it is incurred except where a major project is undertaken and it is reasonably anticipated that development cost will be recovered through future commercial activity. Such development costs are deferred and written off over the life of the project from the date of commencement of commercial operations.

Taxation

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

Assets held under finance leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair values at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the period of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the lease terms.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

3. 主要會計政策概要 (續)

外幣

以外幣計算之交易均按交易日期之滙率或合同議定之結算滙率換算。以外幣為本位之貨幣性資產及負債均按結算日之滙率重新換算。因匯兌而產生之溢利及虧損撥入損益表處理。

於編製綜合賬時，以外幣結算之海外經營公司之資產及負債均以結算日之滙率換算港幣。收入及支出項目均以平均滙率換算。滙兌差額作為股本並且撥入儲備中處理。

退休福利計劃

強制性公積金計劃及退休福利費用支出乃本年度應付予本集團指定供款計劃之供款。

業務分類

就管理而言，本集團現正從事設計、製造及銷售各種手提電子產品業務及原件設計生產之產品業務，並按照不同類型業務呈報分類資料。此等類別為本集團呈報其分類資料之基準。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

Transactions in currencies other than Hong Kong dollars are initially recorded at the rates of exchange prevailing on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated into Hong Kong dollars at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at the rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or expenses in the period in which the operation is disposed of.

Retirement benefits scheme

Payments to defined contribution retirement benefit plans, the Mandatory Provident Fund Scheme and state-managed retirement benefit scheme are charged as expenses as they fall due.

Business segments

For management purposes, the Group is engaged in the design, manufacture and sale of a range of electronic handheld product operations and ODM product operations. The segmental information is disclosed in accordance with different types of operations. These operations are the basis on which the Group reports its primary segment information.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

4. 業務及地區市場分類 (續)

業務分類 (續)

有關該業務分類資料如下：

二零零三年

		手提 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產之產品 ODM products 千港元 HK\$'000	綜合總額 Consolidated 千港元 HK\$'000
營業額	TURNOVER	781,187	366,420	1,147,607
業績	RESULT			
分類業績	Segment result	30,835	17,207	48,042
證券投資 減值虧損	Impairment loss of investments in securities			(5,133)
其他資產減值虧損	Impairment loss of other assets			(466)
上市股本證券未確認 之虧損	Unrealised loss on listed equity securities			(81)
經營溢利	Profit from operations			42,362
財務費用支出	Finance costs			(12,973)
應佔聯營公司業績	Share of results of associates			(191)
出售非持續傳呼機 產品經營業務收益	Gain on disposal of discontinuing pager product operation	845	-	845
稅前溢利	Profit before taxation			30,043
稅項	Taxation			(2,771)
少數股東權益前溢利	Profit before minority interests			27,272

4. BUSINESS AND GEOGRAPHICAL
SEGMENTS (Continued)

Business segments (Continued)

Segmental information about these businesses is presented below:

2003

	手提 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產之產品 ODM products 千港元 HK\$'000	綜合總額 Consolidated 千港元 HK\$'000
營業額	781,187	366,420	1,147,607
業績			
分類業績	30,835	17,207	48,042
證券投資 減值虧損			(5,133)
其他資產減值虧損			(466)
上市股本證券未確認 之虧損			(81)
經營溢利			42,362
財務費用支出			(12,973)
應佔聯營公司業績			(191)
出售非持續傳呼機 產品經營業務收益	845	-	845
稅前溢利			30,043
稅項			(2,771)
少數股東權益前溢利			27,272

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

4. 業務及地區市場分類 (續)

業務分類 (續)
二零零三年

資產負債表

資產

分類資產	Segment assets			
於聯營公司權益	Interests in associates			
可回收稅項	Taxation recoverable			
未分配企業資產	Unallocated corporate assets			

綜合總資產

負債

分類負債	Segment liabilities			
應付稅項	Taxation payable			
銀行借貸	Bank borrowings			
未分配企業負債	Unallocated corporate liabilities			

綜合總負債

其他資料

資本增加	Capital additions			
折舊及攤銷	Depreciation and amortisation			
開發成本減值虧損	Impairment loss of development costs			

4. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)
2003

手提 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產之產品 ODM products 千港元 HK\$'000	綜合總額 Consolidated 千港元 HK\$'000
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BALANCE SHEET

ASSETS

Segment assets	527,378	169,095	696,473
Interests in associates	4,984	-	4,984
Taxation recoverable			207
Unallocated corporate assets			52,335

Consolidated total assets

LIABILITIES

Segment liabilities	123,509	58,631	182,140
Taxation payable			2,715
Bank borrowings			29,677
Unallocated corporate liabilities			2,322

Consolidated total liabilities

OTHER INFORMATION

Capital additions	26,854	3,449	30,303
Depreciation and amortisation	35,331	11,129	46,460
Impairment loss of development costs	136	-	136

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

4. 業務及地區市場分類 (續)

業務分類 (續)
二零零二年

4. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)
2002

		持續經營業務		非持續經營業務	綜合總額
		Continuing operations		Discontinuing operations	
		手提 電子產品	原件設計 生產之產品	充電性 電池產品	
		Electronic handheld products	ODM products	Rechargeable battery products	Consolidated
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	TURNOVER	749,737	228,069	-	977,806
業績	RESULT				
分類業績	Segment result	18,272	3,284	-	21,556
證券投資之減值	Impairment loss of investments in securities				(6,598)
上市股本證券未確認之虧損	Unrealised loss on listed equity securities				(103)
經營溢利	Profit from operations				14,855
財務費用支出	Finance costs				(15,527)
應佔聯營公司業績	Share of results of associates				(5,020)
非持續經營傳呼機產品之減值	Impairment in value of discontinuing pager product operation	(105,810)	-	-	(105,810)
出售一附屬公司之淨收入	Net gain on disposal of a subsidiary	-	-	5,200	5,200
稅前虧損	Loss before taxation				(106,302)
稅項	Taxation				(461)
少數股東權益前虧損	Loss before minority interests				(106,763)

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

4. 業務及地區市場分類 (續)

地區分類

本集團的業務位於香港、中國、其他亞洲市場、北美洲、歐洲及中東。本集團各種手提電子產品及原件設計生產之產品之設計、生產及銷售分佈於香港、中國及其他亞洲市場。

下列載列本集團銷售額按地區市場之分析：

香港	Hong Kong
中國、香港除外	The PRC, other than Hong Kong
其他亞洲市場	Other Asian markets
北美洲	North America
歐洲	Europe
中東	Middle East
其他	Others
證券投資減值虧損	Impairment loss of investments in securities
其他資產之減值	Impairment loss of other assets
上市股本證券未確認之虧損	Unrealised loss on listed equity securities
經營溢利	Profit from operations

4. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segment

The Group's operations are located in Hong Kong, the PRC, other Asian markets, North America, Europe and Middle East. The Group's design, manufacture and sales of a range of electronic handheld products and ODM products are located in Hong Kong, the PRC and other Asian markets.

The following table provides an analysis of the Group's sales by geographical market:

按地區市場劃分之銷售收入		對經營溢利之貢獻	
Sales revenue by geographical market		Contribution to profit from operations	
2003	2002	2003	2002
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
127,566	125,840	22,844	18,772
308,766	263,138	(4,177)	(3,784)
632,661	415,541	20,614	5,496
68,077	84,703	6,648	(1,316)
7,792	61,338	2,375	1,329
1,447	21,550	334	613
1,298	5,696	(596)	446
1,147,607	977,806	48,042	21,556
		(5,133)	(6,598)
		(466)	-
		(81)	(103)
		42,362	14,855

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

4. 業務及地區市場分類 (續)

本集團的分類資產賬面值、物業、廠房及設備及無形資產之增加按地區分類如下：

香港	Hong Kong
中國、香港除外	The PRC, other than Hong Kong
其他亞洲市場	Other Asian markets

4. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment and intangible assets, analysed by geographical areas in which the assets are located.

分類資產賬面值		物業、廠房及設備及無形資產之增加	
Carrying amount of segment assets		Additions to property, plant and equipment and intangible assets	
2003 千港元 HK\$'000	2002 千港元 HK\$'000	2003 千港元 HK\$'000	2002 千港元 HK\$'000
339,511	345,034	2,127	748
301,236	398,591	12,412	18,299
60,710	18,184	15,764	15,052
701,457	761,809	30,303	34,099

5. 其他經營收入

其他經營收入分析如下：

匯兌收益	Exchange gain
球賽及贊助收入	Football match and sponsorship income
利息收入	Interest income
原件設計服務收入	ODM service income
其他	Others

5. OTHER OPERATING INCOME

2003 千港元 HK\$'000	2002 千港元 HK\$'000
117	311
-	1,354
1,707	1,751
-	4,762
11,218	13,537
13,042	21,715

財務報表附註

Notes to the Financial Statements

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6. 經營溢利

6. PROFIT FROM OPERATIONS

		2003	2002
		千港元	千港元
		HK\$'000	HK\$'000
經營溢利已扣除：	Profit from operations has been arrived at after charging:		
呆壞賬撥備	Allowances for doubtful receivables	15,560	-
存貨撥備	Allowances for inventories	24,021	-
無形資產攤銷	Amortisation of intangible assets		
（包括於研究及開發費用）	（included in research and development expenses）	7,281	3,480
核數師酬金	Auditors' remuneration	1,167	1,113
折舊及攤銷：	Depreciation and amortisation:		
自置資產	Owned assets	38,106	39,864
按財務租賃持有之資產	Assets held under finance leases	1,073	548
開發成本減值	Impairment loss of development costs	136	282
其他資產減值	Impairment loss of other assets	466	-
證券投資減值	Impairment loss of investments in securities	5,133	6,598
上市股本證券未確認之虧損	Unrealised loss on listed equity securities	81	103
出售物業、廠房及設備	Loss on disposal of property, plant and equipment	810	97
職員成本（包括附註10所列之董事酬金及附註33之退休福利計劃供款）	Staff costs (including directors' emoluments stated in note 10 and retirement benefit scheme contributions stated in note 33)		
		166,656	166,371

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

7. 財務費用支出

應付利息：	Interest on:
須於五年內全部償還之銀行借貸	Bank borrowings wholly repayable within five years
毋須於五年內全部償還之銀行借貸	Bank borrowings not wholly repayable within five years
財務租賃	Finance leases
發行可兌換及可贖回優先股予一附屬公司之少數股東之溢價撥備(見附註30)	Premium on convertible redeemable preferred shares issued to minority shareholders of a subsidiary (note 30)

7. FINANCE COSTS

2003 千港元 HK\$'000	2002 千港元 HK\$'000
4,616	6,664
-	1,766
167	272
8,190	6,825
12,973	15,527

8. 出售非持續傳呼機產品經營業務收益／非持續傳呼機產品經營業務減值

於二零零二年七月八日，本集團簽訂一份出售其傳呼機產品經營業務予一聯營公司股東之意向書，作價30,000,000港元。是項交易主要出售資產為傳呼機產品經營業務之應收貿易賬款及存貨。因此，傳呼機產品經營業務之應收貿易賬款及存貨之賬面值已分別減值9,812,000港元及95,998,000港元，此已載於二零零二年三月三十一日內。於二零零二年九月二十七日，本集團已簽訂一份出售協議並已完成該協議內有關出售一經營傳呼機貿易之附屬公司並帶來845,000港元之收入。

8. GAIN ON DISPOSAL/IMPAIRMENT IN VALUE OF DISCONTINUING PAGER PRODUCT OPERATION

On 8th July, 2002, the Group signed a letter of intent to dispose of its pager product operation (the "Disposal") for a consideration of HK\$30,000,000 to a shareholder of an associate. The trade receivables and inventories of the pager product operation were the major assets to be disposed of in the Disposal. Therefore, the carrying amounts of the trade receivables and inventories of the pager product operation were written down to their recoverable amount by HK\$9,812,000 and HK\$95,998,000, respectively, which were accounted for in the year ended 31st March, 2002. On 27th September, 2002, the Group entered into a sale agreement and completed the Disposal together with a disposal of a subsidiary engaged in pager trading business resulting in a gain of HK\$845,000.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

8. 出售非持續傳呼機產品經營
業務收益／非持續傳呼機產
品經營業務減值(續)傳呼機產品業務於二零零二年三月三十
一日之業績如下：

		千港元 HK\$'000
營業額	Turnover	86,697
銷售成本	Cost of sales	<u>(90,030)</u>
毛利	Gross profit	(3,333)
其他經營收入	Other operating income	661
研究及開發支出	Research and development expenses	(4,467)
分銷及銷售支出	Distribution and selling expenses	(11,868)
行政支出	Administration expenses	<u>(7,625)</u>
經營虧損	Loss from operation	(26,632)
非持續傳呼機產品 經營業務減值	Impairment in value of discontinuing pager product operation	<u>(105,810)</u>
本年度虧損	Loss for the year	<u><u>(132,442)</u></u>

截至二零零三年三月三十一日，傳呼機
產品業務對本集團並無重要之業績。8. GAIN ON DISPOSAL /IMPAIRMENT IN
VALUE OF DISCONTINUING PAGER
PRODUCT OPERATION (Continued)The results of the pager product operation for the
year ended 31st March, 2002 are as follows:The results of the pager product operation were
not significant to the Group for the year ended
31st March, 2003.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

8. 出售非持續傳呼機產品經營業務收益／非持續傳呼機產品經營業務減值(續)

截至二零零二年九月二十七日(即出售日)及二零零二年三月三十一日,傳呼機產品業務之資產及負債賬面值如下:

		27.9.2002	31.3.2002
		千港元 HK\$'000	千港元 HK\$'000
物業、廠房及設備	Property, plant and equipment	128	163
存貨	Inventories	25,193	25,701
應收貿易賬款	Trade receivables	6,677	7,201
銀行結餘及現金	Bank balances and cash	4,260	2,693
應付貿易賬款	Trade payables	-	(399)
其他應付賬款	Other payables	(7,103)	(7,371)
		<u>29,155</u>	<u>27,988</u>

出售傳呼機產品經營業務所得30,000,000港元扣除以上29,155,000港元之賬面值,該項目帶來845,000港元之利潤。

9. 出售一附屬公司淨收益

於二零零一年八月,本集團出售動量電子有限公司(「動量」),其業務為製造及銷售可充電性電池產品。出售動量錄得五百二十萬港元之溢利乃按出售之金額減附屬公司之賬面值所計算(見附註31)。

截至二零零二年三月三十一日止年度,動量並無重要之營業額及業績。

8. GAIN ON DISPOSAL /IMPAIRMENT IN VALUE OF DISCONTINUING PAGER PRODUCT OPERATION (Continued)

The carrying amounts of the assets and liabilities of the pager product operation at 27th September, 2002, the date of disposal and at 31st March, 2002 are as follows:

The gain of HK\$845,000 represented the sale proceeds of HK\$30,000,000 less the above carrying amounts of HK\$29,155,000.

9. NET GAIN ON DISPOSAL OF A SUBSIDIARY

In August 2001, the Group disposed of Max Power Electronic Limited ("Max Power"), which was engaged in manufacture and sale of rechargeable battery products. A profit of HK\$5.2 million arose from the disposal of Max Power, being the proceeds of the disposal less the carrying amount of the subsidiary's net assets (note 31).

The turnover and results of Max Power were insignificant for the year ended 31st March, 2002.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

10. 董事酬金

10. DIRECTORS' EMOLUMENTS

		2003	2002
		千港元	千港元
		HK\$'000	HK\$'000
董事袍金：	Directors' fees:		
執行董事	Executive	-	-
非執行董事	Non-executive	-	-
獨立非執行董事	Independent non-executive	200	200
		200	200
其他酬金(執行董事)：	Other emoluments (executive directors):		
薪酬及其他福利	Salaries and other benefits	13,704	12,514
退休福利計劃供款	Retirement benefit scheme contributions	501	488
		14,405	13,202

上列之董事酬金包括提供予其中兩位執行董事之住宿津貼2,400,000港元(二零零二年：2,400,000港元)。此津貼為補償因其放棄服務合約中由本集團提供寓所之權利。

The directors' emoluments shown above include housing allowances of HK\$2,400,000 (2002: HK\$2,400,000) payable to two of the executive directors in lieu of the rights waived by them under their service contracts for the provision of free residential accommodation.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

10. 董事酬金 (續)

董事酬金分為下列級別：

無至1,000,000港元	Nil – HK\$1,000,000
1,000,001至1,500,000港元	HK\$1,000,001 – HK\$1,500,000
1,500,001至2,000,000港元	HK\$1,500,001 – HK\$2,000,000
2,000,001至2,500,000港元	HK\$2,000,001 – HK\$2,500,000
2,500,001至3,000,000港元	HK\$2,500,001 – HK\$3,000,000
3,000,001至3,500,000港元	HK\$3,000,001 – HK\$3,500,000
3,500,001至4,000,000港元	HK\$3,500,001 – HK\$4,000,000
4,000,001至4,500,000港元	HK\$4,000,001 – HK\$4,500,000

截至二零零三年及二零零二年三月三十一日止年度，本集團並無支付酬金予董事作為吸引彼等加入或於加入本集團時之條件或作為喪失職位之補償。此外，董事無放棄任何酬金。

11. 職員薪金

於二零零三年及二零零二年，最高薪五位人士皆為董事，其酬金之詳情列於上述附註10。

10. DIRECTORS' EMOLUMENTS (Continued)

Emoluments of the directors were within the following bands:

2003 董事數目 No. of directors	2002 董事數目 No. of directors
4	6
1	2
2	–
–	2
2	–

During the years ended 31st March, 2003 and 2002, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments.

11. EMPLOYEES' EMOLUMENTS

The five highest paid individuals in the Group for 2003 and 2002 were all directors of the Company and details of their emoluments are included in note 10 above.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

12. 稅項

12. TAXATION

支出包括：	The charge comprises:
香港所得稅	Hong Kong Profits Tax
本年度	Current year
過往年度超額撥備	Overprovision in prior years
中華人民共和國	The PRC income tax
所得稅	所得稅

2003 千港元 HK\$'000	2002 千港元 HK\$'000
-	-
(72)	-
(72)	-
2,843	461
2,771	461

本年度稅項支出－於中國之附屬公司所繳付之中國所得稅按常有之稅率。

The tax charge for the year represents the income tax in the PRC which is calculated at the prevailing tax rate on the assessable profit of a subsidiary in the PRC.

本年度集團之香港應課稅收入全數抵扣以前年度之稅務虧損，故無須繳納香港所得稅。本集團於前年度發生虧損，所以並未為香港所得稅作出撥備。

No tax is payable on the profit for the year arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward. No provision for Hong Kong Profits Tax was made in the financial statements for the year ended 31st March, 2002 as the Group incurred a tax loss for that year.

截至二零零二年三月三十一日，本集團之某附屬公司於中華人民共和國可享有百分之五十稅項減免乃根據本年度所得稅之稅務優惠。該稅務優惠之到期日為二零零三年三月三十一日止。

For the year ended 31st March, 2002, certain of the Group's subsidiaries in the PRC were subject to a 50% reduction under tax holidays in respect of the income tax charged for the year. The tax holidays expired during the year ended 31st March, 2003.

未籌備遞延稅項詳情載列於附註27。

Details of unprovided deferred taxation are set out in note 27.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

13. 每股溢利(虧損)

每股基本及攤薄溢利(虧損)乃根據以下數據計算：

用作計算每股基本及攤薄之溢利(虧損)：	Profit (loss) for the purposes of basic and diluted earnings (loss) per share:
本年度溢利(虧損)	Profit (loss) for the year
用作計算每股基本溢利(虧損)之普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share
具有潛在攤薄影響之普通股：認股權	Effect of dilutive potential ordinary shares: Share options
用作計算每股攤薄溢利(虧損)之普通股加權平均數	Weighted average number of ordinary shares for the purposes of diluted earnings (loss) per share

在計算前年度每股攤薄虧損時並無假設認股權之行使，因行使認股權會導致每股虧損減少。

13. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

	2003	2002
本年度溢利(虧損)	HK\$43,118,000	HK\$(98,138,000)
用作計算每股基本溢利(虧損)之普通股加權平均數	1,185,806,897	1,186,301,029
具有潛在攤薄影響之普通股：認股權	447,485	-
用作計算每股攤薄溢利(虧損)之普通股加權平均數	1,186,254,382	1,186,301,029

The computation of diluted loss per share for the year ended 31st March, 2002 did not assume the exercise of the share options as the exercise would result in a reduction in the loss per share for the year.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		租賃物業	物業裝修	傢俱裝置 及設備	廠房及機器	工具及工模	汽車	總額
		Leasehold properties	Leasehold improvements	Furniture, fixtures and equipment	Plant and machinery	Toolings and moulds	Motor vehicles	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團	THE GROUP							
成本	COST							
於二零零二年四月一日	At 1st April, 2002	173,386	24,147	87,153	90,655	65,948	5,789	447,078
匯兌調整	Exchange							
	realignment	-	2	415	-	34	26	477
添置	Additions	-	533	3,643	3,278	6,301	784	14,539
出售	Disposals	-	(60)	(3,565)	(540)	-	(504)	(4,669)
出售一附屬公司	On disposal of a subsidiary	-	-	(46)	-	(145)	-	(191)
於二零零三年三月三十一日	At 31st March, 2003	173,386	24,622	87,600	93,393	72,138	6,095	457,234
折舊及攤銷	DEPRECIATION AND AMORTISATION							
於二零零二年四月一日	At 1st April, 2002	25,459	21,447	67,164	57,241	47,583	4,348	223,242
匯兌調整	Exchange realignment	-	-	188	-	13	11	212
本年度撥備	Provided for the year	3,597	2,314	10,926	11,046	10,795	501	39,179
出售後扣除	Eliminated on disposals	-	(31)	(2,784)	(540)	-	(504)	(3,859)
出售一附屬公司	Eliminated on disposal of a subsidiary	-	-	(4)	-	(59)	-	(63)
於二零零三年三月三十一日	At 31st March, 2003	29,056	23,730	75,490	67,747	58,332	4,356	258,711
賬面淨值	NET BOOK VALUES							
於二零零三年三月三十一日	At 31st March, 2003	144,330	892	12,110	25,646	13,806	1,739	198,523
於二零零二年三月三十一日	At 31st March, 2002	147,927	2,700	19,989	33,414	18,365	1,441	223,836

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

14. 物業、廠房及設備 (續)

上列本集團租賃物業之賬面淨值包括：

位於香港土地，中期租約 In Hong Kong, medium-term leases
位於中國土地，中期租約 In the PRC, medium-term leases

傢俱裝置及設備和廠房及機器之賬面淨值包括按租購合約持有之資產3,998,000港元(二零零二年：6,635,000港元)。

14. PROPERTY, PLANT AND EQUIPMENT
(Continued)

The net book value of the leasehold properties of the Group shown above comprises:

2003	2002
千港元	千港元
HK\$'000	HK\$'000
102,577	105,131
41,753	42,796
144,330	147,927

The net book value of furniture, fixtures and equipment and plant and machinery includes an amount of HK\$3,998,000 (2002: HK\$6,635,000) in respect of assets held under finance leases.

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Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

15. 無形資產

15. INTANGIBLE ASSETS

		土地使用權 Land Development use rights	開發費用 costs	知識產權 Intellectual property	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
本集團	THE GROUP				
成本	COST				
於二零零二年四月一日	At 1st April, 2002	11,672	15,052	2,000	28,724
滙兌調整	Exchange realignment	-	628	-	628
添置	Additions	-	15,764	-	15,764
報銷	Write-off	-	(1,272)	-	(1,272)
於二零零三年 三月三十一日	At 31st March, 2003	11,672	30,172	2,000	43,844
攤銷及減值	AMORTISATION AND IMPAIRMENT				
於二零零二年四月一日	At 1st April, 2002	2,101	3,528	2,000	7,629
滙兌調整	Exchange realignment	-	170	-	170
本年度撥備	Provided for the year	234	7,047	-	7,281
減值	Impairment loss	-	136	-	136
於報銷時抵銷	Eliminated on write-off	-	(1,272)	-	(1,272)
於二零零三年 三月三十一日	At 31st March, 2003	2,335	9,609	2,000	13,944
賬面淨值	NET BOOK VALUES				
於二零零三年 三月三十一日	At 31st March, 2003	9,337	20,563	-	29,900
於二零零二年 三月三十一日	At 31st March, 2002	9,571	11,524	-	21,095

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

15. 無形資產 (續)

根據一項一九九三年六月一日訂立之協議，本集團取得一幅為期五十年由中方提供在東莞之土地使用權。在同一協議內，本集團亦承諾需每年對有關之土地使用支付管理費，為期五十年。有關未來之最低之付款承諾，亦已在附註35項中經營租賃承擔內披露。

於本年，本公司董事對本集團之開發費用作出檢討並確認部份開發費用經濟不境而導致減值。因此，在財務報表內已確認136,000港元（二零零二年：282,000港元）之減值。

16. 於附屬公司投資

非上市投資	Unlisted investments,
扣除減值虧損	less impairment loss recognised

非上市股份之賬面價值，乃根據本公司按一項一九九三年進行之集團改組而成為本集團最終控股公司之日，本集團應佔附屬公司基本資產淨值之賬面值扣除已確認之減值計算。

各附屬公司於年終時或本年度內任何時間概無任何尚未償還之借貸資本。

主要附屬公司詳情載列於附註37。

15. INTANGIBLE ASSETS (Continued)

Pursuant to an agreement dated 1st June, 1993, the Group obtained from a PRC party the rights to use a piece of land in Dongguan, the PRC for a period of 50 years. Under the same agreement, the Group is committed to pay an annual management fee relating to the use of land over 50 years. The related commitments for future minimum lease payments are disclosed as lease commitments in note 35.

During the year, the directors conducted a review of the Group's development costs and identified that certain development costs were impaired due to the prevailing economical recession. Accordingly, an impairment loss of HK\$136,000 (2002: HK\$282,000) has been recognised in the financial statements.

16. INVESTMENTS IN SUBSIDIARIES

本公司	
THE COMPANY	
2003	2002
千港元	千港元
HK\$'000	HK\$'000
67,161	67,161

The carrying value of the unlisted investments is based on the book values of the underlying net assets of the subsidiaries attributable to the Group at the date on which the Company became the holding company of the Group under a group reorganisation in 1993 less identified impairment loss.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

Details of the principal subsidiaries are set out in note 37.

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17. 於聯營公司權益

應佔資產淨值 Share of net assets

主要聯營公司詳情載於附註37。

17. INTERESTS IN ASSOCIATES

本集團
THE GROUP

2003 千港元 HK\$'000	2002 千港元 HK\$'000
5,111	5,303

Details of the principal associates are set out in note 37.

18. 證券投資

股本證券： Equity securities:

香港上市，市值 Listed in Hong Kong, at market value
非上市，成本 Unlisted, at cost less impairment loss
扣除減值虧損

以上包括本集團於兩年內投資約三千二百萬港元於優網科技有限公司（「優網」），佔其股權為19.69%。優網於香港註冊，其主要業務為出版醫學雜誌及投資控股。

於本年內，董事局根據投資項目之營業情況而檢討其證券投資之賬面價值，因應經濟環境之改變，確認減值虧損5,133,000港元（二零零二年：6,598,000港元）並已從財務報表內扣除。

18. INVESTMENTS IN SECURITIES

本集團
THE GROUP

2003 千港元 HK\$'000	2002 千港元 HK\$'000
115	196
36,254	41,387
36,369	41,583

Included above is the Group's investment in Net Plus Company Limited ("Net Plus"), a company incorporated in Hong Kong, amounting to approximately HK\$32 million for both years. The investment represents a 19.69% holding of the equity interests in Net Plus. Net Plus is engaged in the publishing of a medical magazine and investment holding.

During the year, the directors conducted a review of the Group's investments in securities with reference to the business operated by the investees and due to the change in the economic environment, an impairment loss of HK\$5,133,000 (2002: HK\$6,598,000) has been identified and recognised in the financial statements.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

19. 其他應收賬款

其他應收賬款中包括下列之出售：

出售(附註8) Sale proceeds (note 8)
 減：本年度已收之款項 Less: Amount received during the year

減：包括在流動資產項下並於一年內到期之款項 Less: Amount due within one year, included under current assets

於一年後到期之款項 Amount due after one year

正如附註8所述，出售所得之30,000,000港元將會按季度分十二期每期2,500,000港元收回。於本年，已收回之款項為5,000,000港元，而餘下之15,000,000港元及10,000,000港元已分別包括在非流動資產及流動資產中的其他應收賬款內。

在二零零二年三月三十一日之結餘為出售動量之遞延作價而該款項已於二零零三年三月三十一日止年度內收回。

19. OTHER RECEIVABLE

Included in other receivable is the sale proceeds of the disposal as follows:

本集團 THE GROUP	
2003 千港元 HK\$'000	2002 千港元 HK\$'000
30,000	3,250
(5,000)	(1,250)
25,000	2,000
(10,000)	(2,000)
15,000	-

As explained in note 8, the sale proceeds of the Disposal of HK\$30,000,000 will be received by twelve instalments of HK\$2,500,000 each on a quarterly basis. During the year, HK\$5,000,000 was received and the remaining HK\$15,000,000 and HK\$10,000,000 has been included in other receivable under non-current assets and current assets, respectively.

The balance as at 31st March, 2002 represented deferred consideration of HK\$2,000,000 from the disposal of Max Power and the amount was received during the year ended 31st March, 2003.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

20. 其他資產

會所債券，成本值 Club debenture, at cost
減：減值 Less: Impairment loss

於本年，本公司董事對本集團之會所債券作出檢討並確認該會所債券因經濟不景而導致減值。因此，在財務報表內已確認466,000港元之減值。

20. OTHER ASSET

本集團
THE GROUP

2003 千港元 HK\$'000	2002 千港元 HK\$'000
466	466
(466)	-
-	466

During the year, the directors conducted a review of the Group's club debenture and determined that the club debenture was impaired due to the prevailing economical recession. Accordingly, an impairment loss of HK\$466,000 has been recognised in the financial statements.

21. 存貨

原料 Raw materials
在製品 Work in progress
製成品 Finished goods

以上包括原材料20,430,000港元(二零零二年：47,310,000港元)，在製品434,000港元(二零零二年：1,622,000港元)及製成品6,376,000港元(二零零二年：4,454,000港元)，這些均為可變現淨值。

21. INVENTORIES

本集團
THE GROUP

2003 千港元 HK\$'000	2002 千港元 HK\$'000
88,153	92,619
5,102	21,320
45,239	52,646
138,494	166,585

Included above are raw materials of HK\$20,430,000 (2002: HK\$47,310,000), work in progress of HK\$434,000 (2002: HK\$1,622,000) and finished goods of HK\$6,376,000 (2002: HK\$4,454,000) which are carried at net realisable value.

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22. 應收貿易賬款

集團給予客戶的貨物付款期平均為60至90日。

以下乃應收貿易賬款於結算日之賬齡分析：

零至60天	0 – 60 days
61至90天	61 – 90 days
超過90天	Over 90 days

23. 應付貿易賬款

以下乃應付貿易賬款於結算日之賬齡分析：

零至60天	0 – 60 days
61至90天	61 – 90 days
超過90天	Over 90 days

22. TRADE RECEIVABLES

The Group allows an average credit period of 60–90 days to its trade customers.

The following is an aged analysis of trade receivables at the balance sheet date:

本集團 THE GROUP	
2003 千港元 HK\$'000	2002 千港元 HK\$'000
77,512	62,383
560	11,536
4,130	40,459
82,202	114,378

23. TRADE PAYABLES

The following is an aged analysis of trade payables at the balance sheet date:

本集團 THE GROUP	
2003 千港元 HK\$'000	2002 千港元 HK\$'000
89,446	50,738
5,933	32,357
1,582	25,367
96,961	108,462

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

24. 產品保證撥備

24. PRODUCT WARRANTY PROVISION

		本集團
		THE GROUP
		千港元
		HK\$'000
於二零零二年	At 1st April, 2002	
四月一日		500
本年度已用	Utilised during the year	(500)
本年度撥備	Provided for the year	500
		<hr/>
於二零零三年	At 31st March, 2003	
三月三十一日		500
		<hr/> <hr/>

產品保證撥備乃管理層根據本集團過往對電子資訊產品作出保證之責任經驗作出之最佳評估。

The product warranty provision represents management's best estimate of the Group's liability under warranties granted on the sales of the electronic handheld products, based on past experience.

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Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

25. 銀行借貸

25. BANK BORROWINGS

		本集團 THE GROUP	
		2003 千港元 HK\$'000	2002 千港元 HK\$'000
信託收據貸款	Trust receipt loans	26,442	51,705
銀行借貸	Bank loans	25,144	79,157
銀行透支	Bank overdrafts	4,533	2,394
		56,119	133,256
分析為：	Analysed as:		
有抵押	Secured	37,499	82,389
無抵押	Unsecured	18,620	50,867
		56,119	133,256
償還期限如下：	Repayable as follows:		
不超過一年或 按通知	Within one year or on demand	36,027	108,113
一年以上 但不超過兩年	More than one year, but not exceeding two years	5,052	5,252
兩年以上 但不超過五年	More than two years, but not exceeding five years	15,040	14,956
五年以上	More than five years	-	4,935
		56,119	133,256
減：列於流動負債 項下並於 一年內到期 之款項	Less: Amount due within one year, included under current liabilities	(36,027)	(108,113)
於一年後到期 之款項	Amount due after one year	20,092	25,143

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

26. 財務租賃債務

26. OBLIGATIONS UNDER FINANCE LEASES

		最低租賃支出		最低租賃支出之現值	
		Minimum lease payments		Present value of minimum lease payments	
		2003 千港元 HK\$'000	2002 千港元 HK\$'000	2003 千港元 HK\$'000	2002 千港元 HK\$'000
本集團	THE GROUP				
應付租購合約金額：	Amounts payable under finance leases:				
一年內	Within one year	877	2,311	854	2,182
於第二至五年內	In the second to fifth year inclusive	-	870	-	848
		877	3,181	854	3,030
減：未來之財務費用	Less: Future finance charges	(23)	(151)	N/A	N/A
租賃承擔之現有價值	Present value of lease obligations	854	3,030	854	3,030
減：列入流動負債並於一年內到期之款項	Less: Amount due within one year, included under current liabilities			(854)	(2,182)
一年後到期之款項	Amount due after one year			-	848

根據本集團的政策，部份傢俬、裝置及設備、廠房及機器使用財務租賃合約融資，平均租賃年期為一至五年，於二零零三年三月三十一日，平均有效借款利率為5.4%（二零零二年：6.6%）。年利率於合約內列明，所有租賃均以固定還款方式還款及對於或然租賃支出沒有作出任何安排。

本集團之財務租賃資產用作抵押財務租賃債務。

It is the Group's policy to lease certain of its furniture, fixtures and equipment and plant and machinery under finance leases. The lease term ranges from 1 to 5 years. For the year ended 31st March, 2003, the average effective borrowing rate was 5.4% (2002: 6.6%). Interest rates are fixed on the contract dates. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payment.

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

27. 遞延稅項

於結算日，未撥備之遞延稅項資產（負債）之主要結構如下：

因時差而產生 之稅項影響：	Tax effect of timing differences attributable to:
稅項折舊減免額與 折舊額之差別	Difference between tax allowances and depreciation
稅項虧損	Tax losses

本年度尚未撥備之遞延稅項撥回如下：

因時差而產生 之稅項影響：	Tax effect of timing differences attributable to:
稅項折舊減免額 與折舊額之差別	Difference between tax allowances and depreciation
稅項虧損產生	Tax losses arising

27. DEFERRED TAXATION

At the balance sheet date, the major components of unprovided deferred taxation asset (liability) are as follows:

本集團 THE GROUP	
2003 千港元 HK\$'000	2002 千港元 HK\$'000
1,995	(408)
55,432	47,424
57,427	47,016

The amount of unprovided deferred taxation credit for the year is as follows:

2003 千港元 HK\$'000	2002 千港元 HK\$'000
2,403	138
8,008	20,829
10,411	20,967

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

27. 遞延稅項 (續)

遞延稅項資產可用作抵銷未來利潤，但並沒有計入財務報表內，因在可見將來未能確認該項資產可被使用。

本公司在本年度或結算日均無未撥備之重大遞延稅項。

27. DEFERRED TAXATION (Continued)

A deferred tax asset in respect of tax losses available to offset future profits has not been recognised in the financial statements as it is not certain that the tax losses will be utilised in the foreseeable future.

The Company had no significant unprovided deferred taxation for the year or at the balance sheet date.

28. 股本

28. SHARE CAPITAL

		股份數目 Number of shares	千港元 HK\$'000
每股面值0.10港元 之普通股股份	Ordinary shares of HK\$0.10 each		
法定：	<i>Authorised:</i>		
於二零零一年 四月一日	At 1st April, 2001	1,500,000,000	150,000
本年度增加	Increase during the year	1,500,000,000	150,000
於二零零二年 三月三十一日及 二零零三年 三月三十一日	At 31st March, 2002 and 31st March, 2003	3,000,000,000	300,000
已發行及繳足：	<i>Issued and fully paid:</i>		
於二零零一年 四月一日、 二零零二年 三月三十一日及 二零零二年 四月一日	At 1st April, 2001, 31st March, 2002 and 1st April, 2002	1,186,301,029	118,630
回購及註銷股份	Shares repurchased and cancelled	(1,796,000)	(180)
於二零零三年 三月三十一日	At 31st March, 2003	1,184,505,029	118,450

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

28. 股本 (續)

由二零零二年三月三十一日止年度起，本公司法定股本由150,000,000港元增加到300,000,000港元，增加股數為1,500,000,000每股0.1港元，該等股份與現有股份於各方面均享有同等權益。

於本年度，本公司經香港聯合交易所有限公司回購下列股份：

回購月份 Month of repurchase	每股面值0.10港元之 普通股股份 No. of ordinary shares of HK\$0.1 each	每股價值 Price per share		累計支付代價 Aggregate consideration paid 港元 HK\$
		最高 Highest 港元 HK\$	最低 Lowest 港元 HK\$	
二零零二年七月 July 2002	204,000	0.150	0.145	30,580
二零零二年十二月 December 2002	918,000	0.188	0.179	167,426
二零零三年一月 January 2003	250,000	0.220	0.216	54,500
二零零三年三月 March 2003	424,000	0.265	0.265	112,360
	<u>1,796,000</u>			<u>364,866</u>

上述股份於回購同時已被註銷。

本公司之附屬公司並無購入，賣出或贖回任何本公司之上市證券。

28. SHARE CAPITAL (Continued)

From the year ended 31st March, 2002, the authorised share capital of the Company was increased from HK\$150,000,000 to HK\$300,000,000 by the creation of 1,500,000,000 shares of HK\$0.1 each. Such shares ranked pari passu in all respects within the existing shares in the capital of the Company.

During the year, the Company repurchased its own shares through the Stock Exchange of Hong Kong Limited as follows:

The above shares were cancelled upon repurchase.

None of the Company's subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權

1993計劃

本公司依據於一九九三年一月八日通過之決議案採納的優先認股權計劃，以鼓勵合資格的董事及僱員，已依據於二零零二年四月二日通過之決議案終止。於二零零二年四月二日後，本公司不可根據1993計劃授出優先認股權，惟於上述日期前已授出但未行使之優先認股權仍生效及可行使，直至二零零三年一月七日止。所有未行使之優先認股權已於二零零三年一月八日失效。

在終止1993計劃前，依此計劃可授出的優先認股權而發行之股份數目最多不可超過在任何時間本公司已發行股份（不包括因行使優先認股權而已發行之股份）之10%。授予每僱員之優先認股權而發行之股份數目不可超過根據1993計劃已發行及可發行股份總數之25%。

優先認股權須於指定日期前接納，惟指定日期須為授出日期起計不少於二十八日，並須於接納時就每次授出之優先認股權繳付1港元。優先認股權可於1993計劃採納日起計十年內，由董事會釐訂的優先認股權行使期內行使。每次授出優先認股權，董事會可酌情釐訂行使期及行使價。所釐訂之行使價須為本公司股份面值及不少於緊接授出優先認股權日期之前五個交易日股份最後收市價平均值之80%，兩者中之較高者為準。

29. SHARE OPTION SCHEMES

1993 Scheme

A share option scheme established by the Company which was adopted pursuant to a resolution passed on 8th January, 1993 for providing incentives to eligible directors and employees of the Company and its subsidiaries was terminated on 2nd April, 2002 pursuant to a resolution passed on that date. The Company could not grant any options under the 1993 Scheme after 2nd April, 2002 but the options granted before that date were still valid and could be exercised until 7th January, 2003. All the unexercised options were lapsed on 8th January, 2003.

Prior to the termination of the 1993 Scheme, the total number of shares in respect of which options may be granted under this scheme is not permitted to exceed 10% of the issued share capital of the Company at any point in time but excluding shares issued on exercise of share options. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 25% of the maximum aggregate number of shares of the Company for the time being issued and issuable under the 1993 Scheme.

Options granted must be taken up before a specified date not less than 28 days from the date of offer, upon payment of HK\$1 per each grant of option(s). Options may generally be exercised at any time within the Option Period as specified by the Board of Directors which shall not be a period exceeding 10 years from the adoption date of the 1993 Scheme. In each grant of options, the Board of Directors may at their discretion determine the specific exercise period and exercise price. The exercise price shall be the higher of the nominal value of the shares of the Company and the price not less than 80% of the average closing price of the shares for the five trading days immediately preceding the date of offer.

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29. 優先認股權 (續)

2002計劃

本公司及其附屬公司權智PDA控股有限公司及 Group Sense Technology (Singapore) Pte Limited於二零零二年四月二日採納各自的新優先認股權計劃，以激勵、吸引及挽留本集團有才能的參與人。該新計劃自前述日期生效，有效期為十年。

上述各公司之董事會可酌情授出優先認股權予符合資格之參與人，包括本集團之任何僱員、高級職員、董事或顧問。各公司在任何時間因根據其各自之2002計劃而授出之所有優先認股權獲行使而可予發行之各公司的股份數目，不得超過各自己發行股份之10%。各合資格參與人於任何12個月期間因優先認股權而可予發行之股份數目，限制於已發行股份之1%，惟已獲有關公司及本公司之股東在股東會上批准除外。向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人士授予優先認股權，必須獲得本公司之獨立非執行董事批准。再者，倘於任何12個月期間向本公司之主要股東或獨立非執行董事或彼等各自之聯繫人士授出優先認股權而發行之股份數目超過已發行股份之0.1%及有關股份之價值超過5,000,000港元(按授出優先認股權當天股份收市價)，則須獲有關公司及本公司之股東在股東會上批准。

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme

The new share option schemes of each of the Company and its subsidiaries, Group Sense PDA Holdings Limited and Group Sense Technology (Singapore) Pte Limited were adopted on 2nd April, 2002 for the purpose of motivating, attracting and retaining talented participants of the Group. The 2002 Schemes will remain in force for a period of 10 years commencing on that date.

The Board of Directors of the respective companies may, at their discretion, grant options to the eligible participant including any employee, officer, director or consultant of the Group. The maximum number of shares in each of the companies which may be issued upon exercise of all options granted under its 2002 Schemes must not exceed 10% of its issued share capital at any time. The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless the same is approved by shareholders in a general meeting of respective companies and the Company. Share options granted to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company or to any of their associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the price of the shares at the date of the grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in a general meeting of respective companies and the Company.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權 (續)

2002計劃 (續)

於二零零三年三月三十一日，根據2002計劃授出及未行使之優先購股權而可發行之本公司股份數目為22,045,000股，即當日本公司已發行股份之1.9%。權智PDA控股有限公司及Group Sense Technology (Singapore) Pte Limited於年度內並沒有根據2002計劃授出任何優先認股權。

授予人可在自授予日期起計二十一個工作天內，繳付優先認股權之代價，以接納優先認股權。獲授本公司及權智PDA控股有限公司之優先認股權之代價均為1港元，而獲授Group Sense Technology (Singapore) Pte Limited之優先認股權之代價為1新加坡元。優先認股權的行使期乃由各公司之董事會決定。

優先認股權之行使價乃由各董事會決定，但不可低於各公司之股份面值。本公司優先認股權之行使價須為下列中的較高者(i)本公司股份在優先認股權授予當天在聯交所所載的收市價；(ii)本公司股份在優先認股權授予日期前5個交易日在聯交所所載之平均收市價；及(iii)本公司股份的面值。

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

At 31st March, 2003, the number of shares of the Company in respect of which options had been granted and remained outstanding under the 2002 Scheme of the Company was 22,045,000, representing 1.9% of the shares of the Company in issue at that date. No option was granted under the 2002 Scheme of each of Group Sense PDA Holdings Limited and Group Sense Technology (Singapore) Pte Limited during the financial year ended 31st March, 2003.

The offer of a grant of share options may be accepted within 21 business days from the date of the offer, upon payment of a consideration by the offeree. The consideration for a grant of options of the Company and Group Sense PDA Holdings Limited is HK\$1.00 and the consideration for a grant of options of Group Sense Technology (Singapore) Pte Limited is S\$1.00. The exercise period of the share options granted is determined by the respective Board of Directors.

The exercise price of the share options is determined by the respective Board of Directors but shall not be lower than the nominal value of the shares of the respective companies. The exercise price of the Company must also be the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer; (ii) the average of the Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權 (續)

2002計劃 (續)

本公司之董事及僱員持有之優先認股權詳情及其於本年內之變動披露如下：

截至二零零三年三月三十一日止年度

計劃類別	授出日期	於二零零二年		年內註銷	年內失效	於二零零三年		行使期	行使價 (可調整)
		四月一日 尚未行使	年內授出			三月三十一日 尚未行使	年內行使		
Scheme type	Date of grant	Outstanding at 1st April, 2002	Granted during the year	Cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31st March, 2003	Exercisable period	Exercise price per share (subject to adjustment) 港元 HK\$
1993	24.2.1997	750,000	-	-	(750,000)	-	-	27.1.1998 - 7.1.2003	0.320
1993	5.5.1997	2,500,000	-	-	(2,500,000)	-	-	8.4.1998 - 7.1.2003	0.490
1993	20.3.1998	11,500,000	-	-	(11,500,000)	-	-	6.2.1999 - 7.1.2003	0.390
1993	4.6.1999	5,910,000	-	(120,000)	(5,790,000)	-	-	22.4.2000 - 7.1.2003	0.380
1993	13.9.1999	150,000	-	(150,000)	-	-	-	13.8.2000 - 7.1.2003	0.470
1993	22.3.2000	8,290,000	-	(580,000)	(7,710,000)	-	-	8.2.2001 - 7.1.2003	0.650
1993	27.8.2001	12,490,000	-	(790,000)	(11,700,000)	-	-	13.7.2002 - 7.1.2003	0.210
2002	12.8.2002	-	11,235,000	(655,000)	-	-	10,580,000	17.6.2003 - 16.6.2008	0.250
2002	24.3.2003	-	11,465,000	-	-	-	11,465,000	20.1.2004 - 19.1.2009	0.202
總數									
Total		41,590,000	22,700,000	(2,295,000)	(39,950,000)	-	22,045,000		

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

The following table discloses details of the share options of the Company held by directors and employees and movements in such holdings during the year:

For the year ended 31st March, 2003

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權 (續)

2002計劃 (續)

截至二零零二年三月三十一日止年度

計劃類別	授出日期	於二零零一年	年內授出	年內註銷	年內失效	年內行使	於二零零二年	行使價	
		四月一日 尚未行使					三月三十一日 尚未行使		行使期
Scheme type	Date of grant	Outstanding at 1st April, 2001	Granted during the year	Cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31st March, 2002	Exercisable period	Exercise price per share (subject to adjustment) 港元 HK\$
1993	7.6.1995	600,000	-	(600,000)	-	-	-	7.6.1996 - 6.6.2001	0.280
1993	10.3.1996	380,000	-	(300,000)	(80,000)	-	-	15.3.1997 - 14.3.2002	0.240
1993	24.2.1997	850,000	-	(100,000)	-	-	750,000	27.1.1998 - 7.1.2003	0.320
1993	5.5.1997	2,500,000	-	-	-	-	2,500,000	8.4.1998 - 7.1.2003	0.490
1993	20.3.1998	11,600,000	-	(100,000)	-	-	11,500,000	6.2.1999 - 7.1.2003	0.390
1993	4.6.1999	5,980,000	-	(70,000)	-	-	5,910,000	22.4.2000 - 7.1.2003	0.380
1993	13.9.1999	150,000	-	-	-	-	150,000	13.8.2000 - 7.1.2003	0.470
1993	22.3.2000	8,690,000	-	(400,000)	-	-	8,290,000	8.2.2001 - 7.1.2003	0.650
1993	27.8.2001	-	12,500,000	(10,000)	-	-	12,490,000	13.7.2002 - 7.1.2003	0.210
總數									
Total		30,750,000	12,500,000	(1,580,000)	(80,000)	-	41,590,000		

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

For the year ended 31st March, 2002

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權 (續)

2002計劃 (續)

本公司董事持有之優先認股權詳列如下
(前文之披露已包括此等權益)：

截至二零零三年三月三十一日止年度

計劃類別	授出日期	於二零零二年			於二零零三年			行使價 (可調整)	行使期
		四月一日 尚未行使	年內授出	年內註銷	三月三十一日 年內行使	年內失效	尚未行使		
Scheme type	Date of grant	Outstanding at 1st April, 2002	Granted during the year	Cancelled during the year	Lapsed during the year	Exercised during the year	Outstanding at 31st March, 2003	Exercisable period	Exercise price per share (subject to adjustment) 港元 HK\$
1993	24.2.1997	450,000	-	-	(450,000)	-	-	27.1.1998 - 7.1.2003	0.320
1993	5.5.1997	2,500,000	-	-	(2,500,000)	-	-	8.4.1998 - 7.1.2003	0.490
1993	20.3.1998	10,200,000*	-	-	(10,200,000)*	-	-	6.2.1999 - 7.1.2003	0.390
1993	4.6.1999	4,300,000*	-	-	(4,300,000)*	-	-	22.4.2000 - 7.1.2003	0.380
1993	22.3.2000	4,300,000*	-	-	(4,300,000)*	-	-	8.2.2001 - 7.1.2003	0.650
1993	27.8.2001	6,900,000*	-	-	(6,900,000)*	-	-	13.7.2002 - 7.1.2003	0.210
2002	12.8.2002	-	6,200,000*	-	-	-	6,200,000*	17.6.2003 - 16.6.2008	0.250
2002	24.3.2003	-	6,300,000*	-	-	-	6,300,000*	20.1.2004 - 19.1.2009	0.202
總數									
Total		28,650,000	12,500,000	-	(28,650,000)	-	12,500,000		

* 包括已授予李冠雄之配偶的優先認股權。

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

Details of the share options of the Company held by the directors of the Company included in the above table are as follows:

For the year ended 31st March, 2003

* Including share options granted to Mr. Lee Koon Hung's spouse.

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Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

29. 優先認股權 (續)

2002計劃 (續)

截至二零零二年三月三十一日止年度

計劃類別	授出日期	於二零零一年		年內註銷	年內失效	年內重新分配	於二零零二年		行使價 (可調整)
		四月一日 尚未行使	年內授出				三月三十一日 尚未行使	行使期	
Scheme type	Date of grant	Outstanding at 1st April, 2001	Granted during the year	Cancelled during the year	Lapsed during the year	Reallocation during the year	Outstanding at 31st March, 2002	Exercisable period	Exercise price per share (subject to adjustment) 港元 HK\$
1993	24.2.1997	450,000	-	-	-	-	450,000	27.1.1998 - 7.1.2003	0.320
1993	5.5.1997	2,500,000	-	-	-	-	2,500,000	8.4.1998 - 7.1.2003	0.490
1993	20.3.1998	10,200,000*	-	-	-	-	10,200,000*	6.2.1999 - 7.1.2003	0.390
1993	4.6.1999	4,300,000*	-	-	-	-	4,300,000*	22.4.2000 - 7.1.2003	0.380
1993	22.3.2000	4,800,000*	-	-	-	(500,000)	4,300,000*	8.2.2001 - 7.1.2003	0.650
1993	27.8.2001	-	7,900,000*	-	-	(1,000,000)	6,900,000*	13.7.2002 - 7.1.2003	0.210
總數 Total		22,250,000	7,900,000	-	-	(1,500,000)	28,650,000		

* 包括已授予李冠雄之配偶的優先認股權。

於年內因董事及僱員接受優先認股權而已繳付之代價總計為249港元(2002: 115港元)。

在損益表內並無就本年度及上年度授出之優先認股權價值而確認任何開支。

29. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

For the year ended 31st March, 2002

* Including share options granted to Mr. Lee Koon Hung's spouse.

Total consideration received during the year from directors and employees for taking up the options granted amount to HK\$249 (2002: HK\$115).

No charge is recognised in the income statement in respect of the value of options granted for both years.

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Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

30. 發行可兌換及可贖回優先股 予一附屬公司之少數股東

- (a) 於二零零一年五月，一附屬公司發行171,818股附投票權之可兌換及可贖回A類優先股（「優先股」）予該附屬公司之少數股東（「持有者」）。該持有者可隨時或在完成於合規定市場上市，兩者較前時，自動兌換成普通股份。該持有者，可於優先股發行日起五年後，從包括資本之法定可用資金中，隨意要求以該優先股之發行價加一溢價加所有宣派但未付之股息一併贖回。因此，集團已預提15,015,000港元之贖回溢價。

30. CONVERTIBLE REDEEMABLE PREFERRED SHARES ISSUED TO MINORITY SHAREHOLDERS OF A SUBSIDIARY

- (a) The amount represents 171,818 voting convertible redeemable series A preferred shares (the "Preferred Shares") issued to certain minority shareholders ("MI") of a subsidiary (the "Subsidiary") in May 2001. The Preferred Shares shall automatically be converted into ordinary shares of the Subsidiary upon either the earlier of the closing of a qualified public offering or at the option of the MI. The Preferred Shares shall be redeemable at the option of the MI, out of funds legally available therefore including capital, at any time commencing five calendar years after the Preferred Shares were issued at a redemption price per share equal to the original price of the Preferred Shares plus a premium plus all declared but unpaid dividends. Accordingly, a redemption premium of HK\$15,015,000 has been accrued.

財務報表附註

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

30. 發行可兌換及可贖回優先股予一附屬公司之少數股東 (續)

- (b) 於二零零三年五月十九日，本公司及該附屬公司與該持有者達成協議（「協議」），該持有者同意以作價35,000,000港元出售所有優先股及其贖回溢價共96,915,000港元。其中11,000,000港元即時以現金支付，餘額24,000,000港元則以承對票據形式分五期每半年繳付一次。該承對票據所承擔利息為每年5.5%。由協議生效日起，所有有關該優先股之股權、利益及風險以及所有權利及得益將由持有者轉嫁予本公司。因此，本集團將於二零零四年三月三十一日止年度錄得有關利益。

根據該協議，該附屬公司同時以每股10港元發行認股權證予持有者。根據該認股權證之條文及約訂，持有者有權自二零零四年五月十九日起至二零零五年十一月十八日止之任何時間內認購認股權證股票（即普通股或任何於行使該認股權證時可收回或發行之股票或證券），認購總額最高可佔該附屬公司已發行的股本百分之十。基本行使價約為44,789,000港元。

30. CONVERTIBLE REDEEMABLE PREFERRED SHARES ISSUED TO MINORITY SHAREHOLDERS OF A SUBSIDIARY

(Continued)

- (b) On 19th May, 2003, the Company and the Subsidiary entered into agreements (the "Agreements") with the MI in which the MI agreed to sell all the Preferred Shares of HK\$96,915,000 including redemption premium to the Company for a consideration of HK\$35,000,000 which was settled by an initial cash consideration of HK\$11,000,000 and the remaining balance of HK\$24,000,000 will be settled by way of promissory notes payable semi-annually by 5 instalments. The promissory notes are interest-bearing at a rate of 5.5% per annum. The title to, beneficial ownership of, and any risk attaching to the Preferred Shares together with all associated rights and benefits attaching or accruing to them were passed from the MI to the Company, upon the Agreements being effective. As a result, a gain will be recognised by the Group for the year ending 31st March, 2004.

Pursuant to the Agreements, the Subsidiary would also issue warrants ("Warrants") to the MI for a cash consideration of HK\$10 for each Warrant. The MI are entitled, subject to the terms and conditions of the Warrants, at any time or from time to time after 19th May, 2004 and before 18th November, 2005, to subscribe for Warrant Shares (i.e. the ordinary shares and any other shares or securities at any time receivable or issuable upon exercise of the Warrants) representing up to 10% of the issued capital of the Subsidiary. The initial exercise price of the Warrants is approximately HK\$44,789,000.

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Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

31. 出售附屬公司

正如附註8所述，下列是本集團於二零零二年九月二十七日出售一間附屬公司，其業務為傳呼機經營業務及其資產淨值：

出售資產之淨值 Net assets disposed of:

物業、廠房及設備	Property, plant and equipment
存貨	Inventories
應收貿易賬款	Trade receivables
其他應收賬款	Other receivables
銀行結餘及現金	Bank balances and cash
應付貿易賬款	Trade payables
其他應付賬款	Other payables

因出售已變現之
兌換儲備 Exchange reserve realised
on disposal

出售溢利 Gain on disposal

總作價 Total consideration

予付清： Satisfied by:

現金作價 Cash consideration

遞延作價(附註19) Deferred consideration (note 19)

因出售而引致之
現金流入淨額： Net cash inflow arising on disposal:

現金作價(註) Cash consideration (Note)

銀行結餘及現金
之出售 Bank balances and cash disposed of
之出售

31. DISPOSAL OF SUBSIDIARIES

As explained in note 8, the Group disposed of a subsidiary engaged in pager trading business and the net assets of the subsidiary at the date of disposal on 27th September, 2002 are as follows:

2003 千港元 HK\$'000	2002 千港元 HK\$'000
128	632
25,193	3,543
6,677	7,006
-	1,843
4,260	217
-	(10,998)
(7,103)	(4,208)
29,155	(1,965)
-	15
845	5,200
30,000	3,250
5,000	1,250
25,000	2,000
30,000	3,250
7,000	1,250
(4,260)	(217)
2,740	1,033

註： 現金作價7,000,000港元包括出售動
量電子有限公司之遞延作價
2,000,000港元已於二零零三年三月
三十一日止年度收回。

Note: The cash consideration of HK\$7,000,000 includes a deferred consideration of HK\$2,000,000 from the disposal of Max Power which was received during the year ended 31st March, 2003.

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

32. 或然負債

32. CONTINGENT LIABILITIES

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2003	2002	2003	2002
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
有追索權之貼現票據	Bills discounted with recourse	15,758	9,293	-	-
有追索權之貼現 應收賬款	Factoring facilities with recourse	461	7,068	-	-
就有關授予聯營公司 之一般銀行融資 而向銀行作出之擔保	Guarantees given to banks in respect of general banking facilities granted to an associate	8,000	-	-	-
就有關授予附屬公司 之一般銀行融資 而向銀行作出之擔保	Guarantees given to banks in respect of general banking facilities granted to subsidiaries	-	-	176,000	209,000
		24,219	16,361	176,000	209,000

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2003	2002	2003	2002
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
向銀行作出擔保之 銀行融資已被取用	Guarantees given to banks in respect of banking facilities utilised by				
聯營公司	an associate	3,232	-	-	-
附屬公司	subsidiaries	-	-	46,277	93,927
		3,232	-	46,277	93,927

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截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

33. 退休福利計劃

本公司及其在香港經營之附屬公司，都參與一個在職業退休計劃條例下註冊之設有界定供款額之退休福利計劃和一個在強制性公積金條例下從二零零零年十二月成立之強制性公積金計劃。該兩個計劃所持之資產與本集團之資產分開並由本集團以基金形式交付受託人控制。在強制性公積金成立之前已參加職業退休計劃之員工可有權選擇繼續參與現有的職業退休計劃或參加強制性公積金計劃。在二零零零年十二月一日或之後加入公司之員工必須加入強制性公積金計劃。

在強制性公積金計劃下，僱主與其僱員要按計劃規則所列明之比率分別付出供款。

職業退休計劃則由僱主每月根據員工基本工資之五個百分比而供款。

倘有僱員於獲得全部供款前退出計劃，則可將本集團收回之供款與本集團應付之供款抵銷。在本年度，已抵銷收回之供款為597,000港元（二零零二年：1,216,000港元）。於二零零二年及二零零三年三月三十一日止，並沒有收回之供款可作日後供款之抵銷。

33. RETIREMENT BENEFIT SCHEMES

The Company and its subsidiaries operating in Hong Kong participate in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying with the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules.

The ORSO Scheme is funded by monthly contributions from the Group at a rate of 5% of the employees' basic salaries.

Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. The amount of forfeited contributions utilised in this manner during the year was HK\$597,000 (2002: HK\$1,216,000). At 31st March, 2003 and 2002, there were no forfeited contributions available to reduce the contributions payable in future years.

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33. 退休福利計劃 (續)

在中國國內及新加坡之員工則分別參與由當地政府主辦及由國家管理之退休福利計劃。本集團必須按工資之一個百分比供款於退休福利計劃以補助福利。本集團就這些退休福利計劃之唯一責任是提供指定之供款。

在本年度本集團對這些退休福利計劃之總供款為3,636,000港元已在損益表內反映(二零零二年：3,279,000港元)。

33. RETIREMENT BENEFIT SCHEMES (Continued)

The employees in the PRC and Singapore are the members of respective state-managed retirement benefit schemes operated by the local government. The Group is required to contribute a certain percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group in respect of the retirement benefit schemes is to make the specified contributions.

The total cost charged to the income statement of HK\$3,636,000 (2002: HK\$3,279,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

34. 承擔

34. COMMITMENTS

		本集團 THE GROUP	
		2003 千港元 HK\$'000	2002 千港元 HK\$'000
資本承擔	Capital commitments		
關於已訂約但 未計入財務報表 之資本支出：	Capital expenditure contracted for but not provided in the financial statements in respect of:		
購買物業、廠房 及設備	Acquisition of property, plant and equipment	1,599	2,159
投資於非上市證券	Investments in unlisted equity securities	2,500	2,500
		4,099	4,659

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

34. 承擔 (續)

其他承擔

於結算日，本集團尚有就特許安排之承擔按特許屆滿期如下：

一年內	Within one year
於第二年至 第五年內	In the second to fifth year inclusive

本公司於二零零二年及二零零三年三月三十一日時並無任何重大資本及其他承擔。

35. 經營租賃

本集團為承租人

本年度內，就土地 及樓宇之經營 租賃中至少應付 租金	Minimum lease payments made under operating leases in respect of land and buildings during the year
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34. COMMITMENTS (Continued)

Other commitments

At the balance sheet date, the Group had the following commitments in respect of licensing arrangements which fall due as follows:

2003 千港元 HK\$'000	2002 千港元 HK\$'000
1,945	—
6,721	—
8,666	—

The Company had no significant capital or other commitments at 31st March, 2003 and 2002.

35. OPERATING LEASES

The Group as lessee

本集團 THE GROUP	
2003 千港元 HK\$'000	2002 千港元 HK\$'000
12,078	12,260

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

35. 經營租賃 (續)

本集團為承租人 (續)

於結算日，本集團尚有不可撤銷之經營租賃中未來最少應付租金按租賃屆滿期如下：

一年內	Within one year
於第二年至 第五年內	In the second to fifth year inclusive
超過五年	Over five years

經營租賃付款指本集團員工宿舍及寫字樓物業之應付租金。租約及租金釐訂為期為二至五十年。

本公司於二零零二年三月三十一日及二零零三年三月三十一日時並無任何重大經營租賃承擔。

36. 資產抵押

於結算日，本集團已將賬面價值102,577,000港元（二零零二年：114,265,000港元）之租賃物業抵押作為本集團所獲一般銀行融資之擔保。

於二零零二年三月三十一日，權智掌上電腦有限公司以10,000,000港元之存款予一銀行，作為該附屬公司所獲一般銀行融資之擔保。該項以存款作擔保已於二零零三年三月三十一日止年度內解除。

35. OPERATING LEASES (Continued)

The Group as lessee (Continued)

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of properties which fall due as follows:

2003	2002
千港元	千港元
HK\$'000	HK\$'000
8,045	8,943
24,273	24,978
63,003	52,975
95,321	86,896

Operating lease payments represent rentals payable by the Group for employees' quarters and office premises. Leases are negotiated and rentals are fixed for terms ranging from 2 years to 50 years.

The Company had no significant lease commitments as at 31st March, 2003 and 2002.

36. PLEDGE OF ASSETS

At the balance sheet date, the Group pledged leasehold properties with a carrying value of HK\$102,577,000 (2002: HK\$114,265,000) to obtain general banking facilities granted to the Group.

At 31st March, 2002, a bank held a charge over a deposit of HK\$10,000,000 from Group Sense PDA Limited, a subsidiary of the Company, to secure general banking facilities granted to the subsidiary. The charge over the deposit was released during the year ended 31st March, 2003.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

37. 主要附屬公司及聯營公司資料

於二零零三年三月三十一日，本公司主要附屬公司之詳情如下：

附屬公司名稱	註冊成立地點	已發行及繳足 普通股股本 /註冊資本	本公司持有 已發行股本 面值百分比	主要業務	
Name of subsidiary	Place of incorporation/ registration	Issued and fully paid up ordinary share capital/ registered capital	Proportion of nominal value of issued ordinary capital held by the Company	Principal activity	
			直接 Indirectly %	間接 Indirectly %	
東莞長安權智電子廠 Dongguan Chang An Group Sense Electronics Factory	中華人民共和國 合營公司 The PRC Joint Venture	11,300,000港元 HK\$11,300,000	-	100	電子產品生產及買賣 Manufacture and trading of electronic products
GSPDA Intellectual Properties Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	-	63	持有知識產權 Holding of intellectual properties
GSL Research Technology Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	-	100	持有及授出知識產權 Holding and licensing of intellectual properties
Group Sense (China) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	-	投資控股 Investment holding
權智數碼動力有限公司 Group Sense Cyberspace Limited	薩摩亞 Western Samoa	100美元 US\$100	100	-	投資控股 Investment holding

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES

Details of the Company's principal subsidiaries at 31st March, 2003 are as follows:

附屬公司名稱	註冊成立地點	已發行及繳足 普通股股本 /註冊資本	本公司持有 已發行股本 面值百分比	主要業務	
Name of subsidiary	Place of incorporation/ registration	Issued and fully paid up ordinary share capital/ registered capital	Proportion of nominal value of issued ordinary capital held by the Company	Principal activity	
			直接 Indirectly %	間接 Indirectly %	
東莞長安權智電子廠 Dongguan Chang An Group Sense Electronics Factory	中華人民共和國 合營公司 The PRC Joint Venture	11,300,000港元 HK\$11,300,000	-	100	電子產品生產及買賣 Manufacture and trading of electronic products
GSPDA Intellectual Properties Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	-	63	持有知識產權 Holding of intellectual properties
GSL Research Technology Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	-	100	持有及授出知識產權 Holding and licensing of intellectual properties
Group Sense (China) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	-	投資控股 Investment holding
權智數碼動力有限公司 Group Sense Cyberspace Limited	薩摩亞 Western Samoa	100美元 US\$100	100	-	投資控股 Investment holding

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

37. 主要附屬公司及聯營公司資料

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本 / 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued ordinary capital held by the Company		主要業務 Principal activity
			直接 Directly %	間接 Indirectly %	
Group Sense (Dongguan) Limited	英屬處女群島 British Virgin Islands	10美元 US\$10	-	100	持有物業 Property holding
Group Sense (Holding) Limited	英屬處女群島 British Virgin Islands	3,000美元 US\$3,000	100	-	投資控股 Investment holding
Group Sense Investment Limited	英屬處女群島 British Virgin Islands	1 美元 US\$1	100	-	投資控股 Investment holding
權智有限公司 Group Sense Limited	香港 Hong Kong	1,000港元* HK\$1,000*	-	100	電子產品設計及買賣 Design and trading of electronic products
權智製造有限公司 Group Sense Manufactory Company Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	-	100	電子產品生產 Manufacture of electronic products

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

37. 主要附屬公司及聯營公司資料 (續)

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本 / 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued ordinary capital held by the Company		主要業務 Principal activity
			直接 Directly %	間接 Indirectly %	
權智PDA控股有限公司 Group Sense PDA Holdings Limited	開曼群島 Cayman Islands	普通股90,000美元 Ordinary shares US\$90,000 A類優先股17,182美元 Series A Preferred Shares US\$17,182	63	-	投資控股 Investment holding
權智掌上電腦有限公司 Group Sense PDA Limited	香港 Hong Kong	100港元 HK\$100	-	63	個人數碼助理產品設計及買賣 Design and trading of PDA products
Group Sense (S.E.A.) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	-	投資控股 Investment holding
Group Sense Singapore Pte Limited	新加坡 Republic of Singapore	500,000新加坡元 S\$500,000	-	100	提供軟件顧問及科研服務 Provision of software consultancy and research and development services
Group Sense Technology (Singapore) Pte Limited	新加坡 Republic of Singapore	1,000,000新加坡元 S\$1,000,000	-	63	提供科研服務 Provision of research and development services

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

37. 主要附屬公司及聯營公司資料 (續)

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本 / 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued ordinary capital held by the Company		主要業務 Principal activity
			直接 Directly %	間接 Indirectly %	
武藤商事有限公司 Muto Limited	香港 Hong Kong	2港元 HK\$2	-	100	持有物業 Property holding
Supreme Style Technology Limited	英屬處女群島 British Virgin Islands	100美元 US\$100	-	100	投資控股 Investment holding
勝皇投資有限公司 Ultimate Winner Investments Limited	香港 Hong Kong	100港元 HK\$100	-	100	投資控股 Investment holding

* 權智有限公司還有已發行每股面值1港元無投票權年息五厘遞延股份200,000股。遞延股份並無附有獲派股息或接獲召開本公司任何股東大會之通告或出席任何股東大會或於大會上投票之權利，亦無權在清盤時參與任何分派。

除權智製造有限公司於中國經營外，所有其他附屬公司均於其註冊成立地點營業。

依董事局之意見，上述附屬公司為對本集團之業績或資產有重大影響之附屬公司。董事局認為詳細敘錄其他附屬公司，將會過份繁鎖。

* Group Sense Limited has also issued 200,000 non-voting 5% deferred shares of HK\$1 each. The deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the company or to participate in any distribution on winding up.

All of the subsidiaries operate in their place of incorporation or registration except for Group Sense Manufactory Company Limited, which operates in the PRC.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or the assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

37. 主要附屬公司及聯營公司資料 (續)

於二零零三年三月三十一日，本集團主要之聯營公司之詳情如下：

聯營公司名稱	註冊成立地點	本公司間接持有 已發行股本面值百分比	主要業務
Name of associate	Place of incorporation/ registration	Proportion of nominal value of issued ordinary capital held indirectly by the Company	Principal activity
郡智國際有限公司 GGI Technology Limited	英屬處女群島 British Virgin Islands	21.25%	生產高科技輕觸板 Manufacture of high-end touch screen panels
深圳科智語言信息處理有限公司 Shenzhen Kezhi Language Information Processing Co. Ltd.	中華人民共和國 The PRC	48%	設計與軟件開發 Design and development of software
穎源科技控股有限公司 Wisdom Technology Holdings Limited	薩摩亞 Western Samoa	20%	提供互聯網解決方案及 設計與軟件開發 Provision of internet solutions and design and development of software

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

Details of the Company's principal associates at 31st March, 2003 are as follows:

財務報表附註

Notes to the Financial Statements

截至二零零三年三月三十一日止年度 For the year ended 31st March, 2003

38. 關連及有關人士交易

(a) 關連交易

於二零零二年三月三十一日期間，本集團以1港元作價出售持有百分之六十之股權之附屬公司予該附屬公司之少數股東並作價以3,250,000港元授予該少數股東一筆由本集團給予該附屬公司12,643,000港元借款之全部權益。

(b) 有關人士交易

於本年度內，本集團向一關連公司及一聯營公司購買貨品之總金額分別為一千四百萬港元(二零零二年：一千四百萬港元)及一千三百萬港元(二零零二年：及一千二百萬港元)。本公司董事譚偉棠先生於該關連公司佔有權益。

以上交易以市場價格進行或當沒有市場價格可作參考時，則以成本加上特定百分比之利潤計價。

39. 結算日後事項

結算日後事項詳情載列於附註30(b)。

38. CONNECTED AND RELATED PARTY TRANSACTIONS

(a) Connected transactions

For the year ended 31st March, 2002, the Group disposed of its 60% shareholding of a subsidiary to the minority shareholder of that subsidiary for a total consideration of HK\$1 and assigned to the minority shareholder all the rights and benefits of a loan in the sum of HK\$12,643,000 advanced by the Group to the subsidiary for a total consideration of HK\$3,250,000.

(b) Related party transactions

During the year, the Group purchased goods from a related company and an associate amounting to approximately HK\$14 million (2002: HK\$14 million) and HK\$13 million (2002: HK\$12 million), respectively. Mr. Tam Wai Tong, Thomas, a director of the Company, has a beneficial interest in the related company.

The above transactions were carried out at market prices or, where no market price was available, at cost plus a percentage profit mark-up.

39. POST BALANCE SHEET EVENTS

Details of the post balance sheet events are set out in note 30(b).

財務概要

Financial Summary

業績

RESULTS

		截至三月三十一日止年度 Year ended 31st March,				2003
		1999	2000	2001	2002	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
營業額	Turnover	1,123,121	1,405,942	1,612,622	977,806	1,147,607
稅前溢利 (虧損)	Profit (loss) before taxation	52,900	46,296	(281,069)	(106,302)	30,043
稅項 (支出) 撥回	Taxation (charge) credit	(2,485)	(4,310)	1,709	(461)	(2,771)
少數股東權益前溢利 (虧損)	Profit (loss) before minority interests	50,415	41,986	(279,360)	(106,763)	27,272
少數股東權益	Minority interests	-	-	851	8,625	15,846
本年度溢利 (虧損)	Profit (loss) for the year	50,415	41,986	(278,509)	(98,138)	43,118
股息	Dividends	10,079	11,001	-	-	17,768

資產與負債

ASSETS AND LIABILITIES

		於三月三十一日 At 31st March,				2003
		1999	2000	2001	2002	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
資產總值減流動負債	Total assets less current liabilities	610,315	762,143	561,240	527,195	557,237
少數股東權益	Minority interests	-	-	(24,195)	(15,553)	(575)
發行予附屬少數股東 之可兌換及可贖回優先股	Convertible redeemable preferred shares issued to minority shareholders of a subsidiary	-	-	-	(88,725)	(96,915)
非流動負債	Non-current liabilities	(57,188)	(48,865)	(42,031)	(25,991)	(20,092)
股東資金	Shareholders' funds	553,127	713,278	495,014	396,926	439,655

主要物業之詳情

Particulars of Major Properties

本集團於二零零三年三月三十一日持有之主要物業詳情如下：

Particulars of major properties held by the Group as at 31st March, 2003 are set out below:

名稱／位置 Name/location	類別 Type	年期 Lease term
租賃物業： Leasehold properties:		
1. 香港灣仔皇后大道東213號 胡忠大廈2701室至2710室 Units 2701-2710, Wu Chung House 213 Queen's Road East Wanchai Hong Kong	商業 Commercial	中年期 Medium-term lease
2. 九龍九龍灣啟祥道9號 信和工商中心2樓 第13-24號工場及 地庫P2號及 P3號停車位 Workshop Nos. 13 to 24 on 2nd Floor and Car Parking Space Nos. P2 and P3 on Basement, Sino Industrial Plaza 9 Kai Cheung Road Kowloon Bay Hong Kong	工業 Industrial	中年期 Medium-term lease
3. 東莞長安權智電子廠 東莞市長安鎮 烏沙管理區 工業區 Dongguan Chang An Group Sense Electronics Factory Industrial Zone, Wushe Chang An, Dongguan The People's Republic of China	工業 Industrial	中年期 Medium-term lease

股東週年大會通告

Notice of Annual General Meeting

茲通告本公司謹訂於二零零三年八月十八日星期一上午九時三十分假座香港灣仔皇后大道東213號胡忠大廈27樓舉行股東週年大會，以處理下列事項：

普通事項

1. 省覽截至二零零三年三月三十一日止年度之經審核財務報表及董事會與核數師之報告；
2. 宣派截至二零零三年三月三十一日止年度之末期股息；
3. 重選董事並授權董事會釐定其酬金；及
4. 續聘核數師並授權董事會釐定其酬金。

特別事項

5. 考慮並酌情通過下列決議案為普通決議案：

(A) 「動議

- (a) 在本決議案(b)段之規限下，一般及無條件批准及授權本公司董事會（「董事會」）於有關期間（如下文所界定）內行使本公司一切權力於香港聯合交易所有限公司（「聯交所」）或本公司證券於該處上市並就此目的而言獲證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回本公司之證券，惟須遵守及按照不時加以修訂之所有適用法例及聯交所或任何其他證券交易所之證券上市規則辦理；

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 27th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong on Monday, 18th August, 2003 at 9:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st March, 2003;
2. To declare a final dividend for the year ended 31st March, 2003;
3. To re-elect Directors and to authorise the board of Directors to fix their remuneration; and
4. To re-appoint auditors and to authorise the board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) "THAT

- (a) the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all powers and authority of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with paragraph (b) of this resolution, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

股東週年大會通告

Notice of Annual General Meeting

- | | |
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| <p>(b) 本公司於有關期間內依據本決議案(a)段所述將予購回之本公司證券面值總額，就本公司股份而言不得超過本公司於本決議案通過日期已發行股本面值總額之10%，上文(a)段之授權須受此限制；及</p> <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日至下列期限止（以較早者為準）之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；或</p> <p>(ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或</p> <p>(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案批准授予董事會權力之日期（附註(2)）。</p> | <p>(b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and</p> <p>(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company; or</p> <p>(ii) the expiry of the period within which the next annual general meeting of the Company is required by the By-laws of the Company or any applicable law to be held; or</p> <p>(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution (note (2))."</p> |
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(B) 「動議

- (a) 無條件授予董事會一般權力，於有關期間（如下文所界定）內行使本公司一切權力、發行、配發及處置本公司股本中之股份（包括該授權有效期內或其後因作出或授出售股建議、協議及優先認股權而須或可能須發行、配發或處置之股份），惟根據下列者除外：

(B) "THAT

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and dispose of shares in the capital of the Company (including making and granting offers, agreements and options which would or which might require shares to be issued, allotted or disposed of, whether during the continuance of such mandate or thereafter), otherwise than pursuant to:

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| <p>(i) 向指定記錄日期按股份持有人當時持股比例配售股份，惟董事會有權就零碎股份或就香港或香港以外地區之法律或任何認可監管機構或證券交易所之規定所訂明之任何限制或責任而按其認為必需或權宜者取消若干股東在此方面之權利或作出其他安排；或</p> | <p>(i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong); or</p> |
| <p>(ii) 本公司設立並經聯交所批准之任何優先認股計劃或類似安排；或</p> | <p>(ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange; or</p> |
| <p>(iii) 本公司任何認股權證所附之認購權行使時所發行之本公司股份；或</p> | <p>(iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or</p> |
| <p>(iv) 根據本公司之公司細則而實行之任何以股代息計劃或類似安排。</p> | <p>(iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company.</p> |
| <p>(b) 發行、配發或處置之已發行股本總面值不得超過本公司於本決議案通過日期已發行股本總面值之20%；及</p> | <p>(b) the aggregate nominal value of the share capital issued, allotted or disposed of shall not in aggregate exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this resolution; and</p> |
| <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日至下列期限止（以較早者為準）之期間：</p> | <p>(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:</p> |
| <p>(i) 本公司下屆股東週年大會結束時；或</p> | <p>(i) the conclusion of the next annual general meeting of the Company; or</p> |
| <p>(ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；或</p> | <p>(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or</p> |

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- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案批准授予董事會權力之日期(附註(2)及(4));」及
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution (Notes (2) and (4));" and
- (C) 「動議於第5(A)及第5(B)項決議案獲得通過之條件下，將董事會獲授可依據第5(B)項決議案行使本公司權力以配發股份之一般授權擴大，將董事會依據該一般授權可配發或有條件或無條件同意配發之股本面值總額，按照本公司根據第5(A)項決議案獲授權力而購回之本公司股本面值總額予以增加，惟此數額不得超逾本公司於本決議案通過日期之已發行股本面值總額之10%。」
- (C) "THAT conditional upon the resolutions numbered 5(A) and 5(B) being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot shares pursuant to Resolution numbered 5(B) be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate as amount representing the aggregate nominal value of the share capital of the Company purchased by the Company under the authority granted pursuant to resolution numbered 5(A), provided that such amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of this resolution."

承董事會命
公司秘書
王淑薇

By Order of the Board
Wong Suk May
Company Secretary

香港，二零零三年七月十五日

Hong Kong, 15th July, 2003

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附註：

- (1) 凡有權出席上述通告召開之大會並於會上投票之股東均有權委派一名代表出席及於表決時代其投票。受委代表毋須為本公司股東。代表委任表格連同已簽署之授權書或經由公證人簽署證明之其他授權書或授權文件副本，必須於大會或其任何續會指定召開時間四十八小時前送達本公司之香港股份過戶登記處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
- (2) 有關第5項決議案之說明函件將寄予股東及有權收取該函件之其他人士。
- (3) 本公司將於二零零三年八月十三日起至二零零三年八月十八日止(首尾兩天包括在內)暫停辦理股份過戶登記。所有股份過戶文件連同有關股票，必須於二零零三年八月十二日下午四時前遞交本公司之香港股份過戶登記處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (4) 關於上述第5(B)項，董事欲聲明現時無意根據此項授權所賦予之權力發行任何新增股份。

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's share registrars in Hong Kong at Secretaries Limited, Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) An Explanatory Statement in relation to resolution numbered 5 will be sent to shareholders and other persons who are entitled thereto.
- (3) The Register of Members of the Company will be closed from 13th August, 2003 to 18th August, 2003, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars in Hong Kong, Secretaries Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 12th August, 2003.
- (4) Concerning resolution numbered 5(B) above, the Directors wish to state that they have no immediate plans to issue any additional new shares of the Company pursuant to the power to be conferred by this mandate.

The background of the entire page is a blue-tinted image of a globe, showing continents and oceans. The globe is centered and slightly tilted. Overlaid on the globe is the logo for GSL, which consists of the letters 'GSL' in a bold, black, serif font. The letters are positioned between two horizontal red lines, one above and one below the text.

GSL

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