



大家樂集團有限公司
CAFÉ DE CORAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

ANNUAL REPORT 年報
2003

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Directors and
Corporate
Information
董事及公司資料

BOARD OF DIRECTORS

Mr. Chan Yue Kwong, Michael (Chairman)
Mr. Lo Hoi Kwong, Sunny (Managing Director)
Mr. Lo Tang Seong, Victor
Mr. Lo Hoi Chun
Ms. Lo Pik Ling, Anita
Mr. Lo Tak Shing, Peter
Ms. Leung Sau Lai, Kathy
Mr. Hui Tung Wah, Samuel
Mr. Choi Ngai Min, Michael
Mr. Li Kwok Sing, Aubrey

COMPANY SECRETARIES

Ms. Li Oi Chun, Helen
Mr. To Hon Fai, Alfred

REGISTERED OFFICE

Cedar House, 41 Cedar Avenue
Hamilton HM12, Bermuda

HEAD OFFICE

10th Floor, Café de Coral Centre
5 Wo Shui Street, Fo Tan
Shatin, New Territories, Hong Kong

AUDITORS

Messrs. PricewaterhouseCoopers

SOLICITORS

Messrs. Johnson Stokes & Master

董事局

陳裕光先生 (主席)
羅開光先生 (行政總裁)
羅騰祥先生
羅開親先生
羅碧靈女士
羅德承先生
梁秀麗女士
許棟華先生
蔡涯棉先生
李國星先生

公司秘書

李愛珍女士
涂漢輝先生

註冊辦事處

Cedar House, 41 Cedar Avenue
Hamilton HM12, Bermuda

總辦事處

香港新界沙田火炭禾穗街五號
大家樂中心十樓

核數師

羅兵咸永道會計師事務所

律師

孖士打律師行

PRINCIPAL BANKERS

ABN AMRO Bank
Bank of China (Hong Kong) Ltd.
Bank of Communications
The Bank of Tokyo-Mitsubishi, Ltd.
BNP Paribas
Citibank, N.A.
China Construction Bank
Credit Agricole Indosuez
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Ltd.
Mizuho Corporate Bank, Ltd.
Rabobank, B.A.
Standard Chartered Bank
Sumitomo Mitsui Banking Corporation
UFJ Bank Ltd.
Wing Lung Bank Limited

BERMUDA SHARE REGISTRARS

The Bank of Bermuda Limited

HONG KONG BRANCH SHARE REGISTRARS

Computershare Hong Kong Investor Services Limited

WEB SITE

<http://www.cafedecoral.com>

主要往來銀行

荷蘭銀行
中國銀行(香港)有限公司
交通銀行
東京三菱銀行
法國巴黎銀行
花旗銀行
中國建設銀行
東方匯理銀行
恆生銀行有限公司
香港上海匯豐銀行有限公司
瑞穗實業銀行
荷蘭合作銀行
渣打銀行
三井住友銀行
UFJ銀行
永隆銀行

百慕達股票登記過戶處

The Bank of Bermuda Limited

香港分處股票登記過戶處

香港中央證券登記有限公司

網址

<http://www.cafedecoral.com>

Financial Highlights and Calendar

財務概要及財務日程表

FINANCIAL HIGHLIGHTS

Year ended 31st March

財務概要

截至三月三十一日止年度

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	Change 變動 %百分率
Turnover	營業額	2,621,547	2,613,547	0.31
Profit attributable to shareholders	股東應佔溢利	245,274	280,000	-12.40
Total assets	資產總值	1,969,377	1,905,379	3.36
Net assets	資產淨值	1,456,418	1,401,594	3.91
Basic earnings per share	每股基本溢利	45.21 cents 仙	51.24 cents 仙	-11.77
Dividend per share	每股股息	24.40 cents 仙	21.50 cents 仙	13.49
Net assets per share	每股資產淨值	\$2.73	\$2.57	6.23

FINANCIAL CALENDAR

財務日程表

Half Year results 半年業績	Announcement on 16th December, 2002 宣佈日期二零零二年十二月十六日
Full Year results 全年業績	Announcement on 8th July, 2003 宣佈日期二零零三年七月八日
Annual Report 年報	Despatched to shareholders in late July, 2003 寄發日期二零零三年七月下旬
Share register closed 股票截止過戶日期	17th September, 2003 to 24th September, 2003 二零零三年九月十七日至二零零三年九月二十四日
Annual General Meeting 股東週年大會	24th September, 2003 舉行日期二零零三年九月二十四日
Dividends 股息	Interim : 6.4 cents per share paid on 23rd January, 2003 中期股息：每股6.4仙支付日期二零零三年一月二十三日 Final : 18 cents per share to be paid on 2nd October, 2003 末期股息：每股18仙擬於二零零三年十月二日派發

HIGHLIGHTS

- The Group delivers solid net earnings of HK\$245 million amid an adverse operating environment.
- For the 8th consecutive years, shareholders' value was again enhanced with a significant increase in dividend per share.
- We bought back 43 million shares since 1997 and our current financial position remains strong with a net cash of HK\$513 million.
- The acquisition of a 50% stake in the largest Chinese quick service restaurant network in Shanghai of 90 stores has established a strong foothold for the Group in the PRC market.
- We are honoured that the Group's Chairman was awarded with the "Bauhinia Cup Outstanding Entrepreneur Awards" and that the Group was awarded with the "Business Excellence Award 2002" and "2003 Best Employers in Hong Kong".

撮要

- 面對窘迫的營商環境，集團仍保持穩固的稅後盈利，達港幣二億四千五百萬元。
- 集團連續第八年增加每股派息，回饋股東。
- 集團自一九九七年起已回購四千三百萬股，現坐擁淨現金港幣五億一千三百萬元。
- 成功收購在上海擁有90間分店之最大中式快餐連鎖集團一半股權，有助集團在中國餐飲領域上建立穩固根基。
- 集團主席榮獲『紫荊花杯傑出企業家獎』，而集團亦被頒發『二零零二年度傑出業務大獎』及獲甄選為『二零零三年香港最優秀僱主』。



TO ALL SHAREHOLDERS, EMPLOYEES AND CUSTOMERS

The year under review was certainly among the most challenging years in the Group's 35 years long history. Not only have so many sectors of business been simultaneously impacted by such a persistent economic doldrums, the depth and breadth of this economic downturn has been exceptional. Locally, the unremitting deflationary environment is well into its fifth straight year, coupled with the persistently high unemployment rate and the continuous corporate retrenchment has stagnated the already weak consumer market. Globally, the uncertainties in the world economies has presented another challenge to management. More recently, the widespread public concerns over the outbreak of SARS in Hong Kong and other parts of world in March 2003 further deepened the adversity over the operating environment.

Over the year, we responded to this exceptionally challenging business environment with a number of bold strategic initiatives, aiming at ensuring a solid foundation for sustainable development of the Group in the long term. First, we accelerated our cost-cutting business process re-engineering and put in place a vigorous assets rationalization program. Second, we continued with investments in our industry-leading branch development and renovation program to capitalize on the industry consolidation opportunity. And thirdly, we stepped up our efforts to reposition into faster growth potential markets globally through mergers and acquisitions. We believe it is for the best of our shareholders' long term interest to take on these forward thinking strategic initiatives even if it means that we would have to take on short term sacrifice in giving up the Group's proud record of 7 years of consecutive operating profit growth.

各位股東、員工及顧客：

是年度實為集團三十五年來最具挑戰性的一年。面對長期的經濟困境，各行各業無可避免受到嚴重的衝擊。香港經濟連續第五年通貨收縮，企業不斷整固，失業率持續上升，令疲弱不振的本地消費市場更形黯淡。全球經濟之不穩定對集團海外業務更是一項新挑戰。再者，近期爆發之非典型肺炎，嚴重削弱消費者信心，使營商環境日趨惡化。

面對當前窘迫的市況，管理層迅速採取一系列應變措施，務求為集團之長足發展奠下更穩健的根基。首先，集團積極深化推行節省營運開支的作業流程改造計劃，有效運用資源。其次，繼續投放資金於分店開拓及店舖翻新，鞏固集團之市場領導地位。再者，積極發展極具潛力之海外市場，透過收購合併，尋求投資機遇，開拓新市場領域。管理層深信上述具前瞻性的策略行動，短期內或會對集團之七年持續營運利潤增長構成壓力，唯長線而言，卻是保障股東長遠權益的最佳策略。



Having said that, the Group still managed to deliver solid financial results for the year amid all the business challenges. While sales were flat versus fiscal 2002 at HK\$2.62 billion, net earnings were HK\$245,274,000, with net asset value amounted to approximately HK\$1.46 billion at HK\$2.7 per share. As at 31st March, 2003, the Group's financial position continued to be very strong, with a net cash about HK\$513 million and available banking facilities of approximately HK\$791 million. There are no material changes in contingent liabilities, charges on assets and exposure to fluctuation in exchange rates.

To leverage our potent cash position and enhance our shareholders' value, the Group bought back a cumulative total of approximate 43 million shares at an average cost of about HK\$3.35 per share since the Asian financial crisis in 1997. Furthermore, given our balance sheet and cash flow position keep growing stronger year on year, we reckoned that we need to review our dividend policy to strike a balance between the Group's working capital and shareholders' return. Insofar that the Group maintains a healthy net cash position for funding future developments, I would recommend to the Board to return value to our shareholders, as reflected in this year's more generous dividend policy, in terms of dividend increase and payout ratio.

縱然面對種種挑戰，集團於年度內仍能保持穩固的業績表現。營業額與二零零二年度相若，為港幣二十六億二千萬元，稅後盈利為港幣二億四千五百二十七萬四千元，淨資產值約港幣十四億六千萬元，每股淨資產值為港幣二元七角。截止二零零三年三月三十一日，集團財務保持穩健之財政狀況，擁有淨現金約港幣五億一千三百萬元及可應用銀行貸款額約港幣七億九千一百萬元。本集團之或然負債、抵押資產和外匯匯率波動風險並無出現任何重大變動。

為提升股東投資回報，自一九九七年亞洲金融危機後，集團已累計回購約四千三百萬股股份，每股平均回購價約港幣3.35元。此外，有見集團之財務基礎穩固，在日常營運及拓展資金充裕之大前提下，本人建議董事局對股息政策進行檢討，考慮採納較寬裕之派息政策，增加末期派息額及派息比率，以提升股東投資回報，答謝股東們多年來對集團的支持。



SOLIDIFYING THE FOUNDATION

To ride out the prevailing economic storm, I believe that the key for any business enterprise is its adaptability to changes, and to enhance its efficiency in the quickest manner in various business aspects, so that it can come out stronger and more resilient when the economy rebounds. For that matter, we dealt with these changes and challenges by timely executing and implementing various efficiency enhancement programs.

The implementation of a computerized Point of Sales System and Business Management System, in which we have committed HK\$65 million, began to bear fruits. At the shop level, these installed systems have already begun to deliver enhanced marketing effectiveness, operational efficiencies, and product delivery time. By way of a series of customer loyalty programs on a smart-card infrastructure, which is a first of its kind in the fast food sector, we are able to meet the sophisticated customers' needs as well as to stimulate their wants. At the same time, the systems have helped to expedite more effective strategic planning, more timely information update and more powerful data analysis, with substantial savings delivered in manpower and administrative expenses at the back office.

On another front, the commencement of production at our new food processing plant in Dongguan, PRC have gradually reallocated our labour intensive work process from Hong Kong, which slowly translates into margin improvement. This vertical integration move reinforced the long-term direction of the Group to reallocate our food processing into the PRC to take advantages of the lower labour and raw materials cost for the benefit of the Group.

In the context of extremely uncertain situation of the local property market and in the long term interest of our shareholders, the management has also decided to take on a prudent approach on its equity and property investments, in order to ensure our business foundation are built on more solid grounds when the economy rebounds. Over the years, we have built up a small portfolio of certain investment properties associated with our

鞏固集團根基

本人深信企業要駕馭經濟逆境，必須處變不驚，破舊立新，自強不息，全面提升營運效率，方能在經濟復甦時有更出色的表現。因此，面對瞬息萬變的市場形勢和種種挑戰，管理層積極深化其作業流程改造計劃之推行；在過往兩年間合共投資港幣六千五百萬元於全線分店之電子收費及業務管理系統，以提高企業的生產效能和管理營運效率。此等系統不單能進一步提升前線分店之顧客服務質素，更可強化市務推廣效益。與此同時，**大家樂**率先採用先進的“智能咭”技術，連結現行之營運資訊管理系統，推出快餐業首創之顧客忠誠市務推廣計劃之餘，更大大提高整體資訊管理效率，減低後勤部門之相關人力使費開支。

另一方面，位於中國東莞之新食品製作中心亦於是年內全面投入服務，將現時在香港之部份勞工密集生產工序，逐步轉移由國內新廠房處理，此舉有助減省相關人力及食物成本開支，對集團長足發展有莫大裨益。

鑑於本地資產及物業市場之不明朗前景，為保障股東長遠利益，管理層決定採取審慎而果斷之態度處理其資產投資及物業組合，好待經濟復甦時，集團業務根基更形穩固。為此，集團



self-owned property purchases. At the same time, we have also taken advantage of the depressed market at the time to acquire a small equity interest in a locally listed Chinese fast food company as a long term strategic holding investment. Given the continuous impairment of the value of such investments, the Group has decided to write down the value of these investments to reflect their significant diminution in value. We believe these prudent decisions are in the long term interest of our shareholders.

To further solidify our financial footings, a HK\$200 million 5 years syndicated revolving credit facility with eight international banks was arranged in March 2003 for the Group's general corporate funding requirements and expansion plan.

LEAPING FROM GROWTH PLATFORMS

In the local market, while the eating-out industry has not been growing for years, we saw fierce pricing competitions coming from even non-traditional players such as supermarkets and convenience stores. While our competitors resorted to price reduction measures, **Café de Coral** fast food focused on a strategy that would continue to strengthen customer value and brand building. During the year, the Group adhered to its aggressive store opening program and a total of 31 stores have been added to the various strategic business units of the Group. In addition, we have been persistently and vigorously implementing the face-lift program and have renovated 19 of our outlets with a well-received design image and shop ambience during the year. With these two programs, we ploughed back over HK\$83 million into the existing business for further enhancing our competitive edge.

On another front, **Asia Pacific Catering** continued to expand its client portfolio. Its clientele during the year was further expanded by our recent new institutional catering contracts in the medical, educational and commercial sectors, bringing our total operating units to 52, further reinforcing our leadership position in this specialized sector in the local catering scene.

於是年度就過往之策略性投資項目，包括一間中式快餐上市公司之部份股權及少量之出租商舖物業投資，作出減值撥備，以反映其現時之股值，從而保障股東長遠利益。

同期，為進一步鞏固集團之財務根基，於二零零三年三月，集團與八間國際銀行籌組港幣二億元之五年銀團循環貸款，作為本集團一般企業融資及發展計劃。

拓展市場空間

隨著本地餐飲行業在過去數年出現萎縮，誘發業內個體戶、甚或超級市場及便利店採取削價促銷手法爭相競爭。**大家樂**快餐繼續以客為本，透過進取的市務推廣，推行各項顧客增值服務，以提升產品及服務質素，提高惠顧人次，強化集團的品牌形象。年內，集團積極開設新分店，於旗下各策略性業務單位合共增設31間分店。此外，集團繼續以嶄新的店舖裝修設計，為19間分店進行翻新工程，藉此不斷提升店舖進食環境和氣氛。集團為推行有關計劃，合共投放超過港幣八千三百萬元以加強集團的競爭優勢。

另一方面，**泛亞飲食**繼續致力擴充客源。於年內，成功與多間醫院、學府及商業機構簽訂膳食服務合約，使**泛亞飲食**的營運單位高達52間，進一步鞏固其在本地機構飲食業務之領導地位。



BREAKING NEW FRONTIERS

Leveraging on the experience we have accumulated in the PRC, we planned to open more outlets in China for the upcoming years. The two new outlets in Zhongshan, Guangdong, in addition to 5 existing shops in the South China, were rolled out this year with satisfactory performance. For the current year, 3 more outlets were scheduled to be opened in Southern China, further signifying our stepped up confidence to penetrate into this market.

Following the acquisition of **China Inn** with a chain of 21 outlets readily in operation, we have pilot-tested various restaurant concepts like the cook-to-order fast-casual restaurant **Fan Ting** in Ventura, California, and the two **Manchu Wok** free-standing street-site restaurants in Toronto, Canada, which we believe will provide new avenues of growth, other than the shopping center environment in North America. The initiatives on these various new concepts coupled with the post-acquisition business integration has triggered some one-off restructuring cost, which has depressed the short term performance of this business unit. Going forward, the management is confident that this sizeable platform of over 202 restaurant units in North America would eventually be a meaningful profit generator to the Group.

Another strategic development initiative essential for the Group's long term growth is the setting up of growth platform in the very important China market. In 2003, this development vision materialized in the form of an acquisition of a 50% stake in a 90 stores restaurant chain under the brand name of **New Asia Dabao**, which is the largest Chinese quick service restaurant network by stores in Shanghai Municipal. With this sizeable platform, the Group's foothold in the PRC market has been substantially enhanced with a dominant and meaningful play in this market of tremendous potential.

CHALLENGES AND OPPORTUNITIES

Year 2003 is the year of our 35th birthday, and was also among the most challenging year in the Group's long history. It is an

開拓業務領域

憑藉於中國市場所累積的營運管理經驗，集團再度進軍國內市場。繼現有在華南的5間分店外，其位於廣東省中山市開設的兩間新分店，業績表現均相當理想。集團預計來年度於珠江三角洲各地再增設三間新分店，標誌著本集團進駐中國市場的信心。

集團收購**China Inn** 合共21間分店之中式連鎖快餐業務後，為進一步擴闊收益來源，集團積極開拓其他新餐廳概念，例如在美國加州Ventura開設一間特色中式速食餐廳Fan Ting，採用即時烹調營運模式。此外，亦於加拿大多倫多市開辦兩間Manchu Wok，採用獨立建築之餐廳商舖模式，以突破現時在商場內的選址局限。鑑於年度內開展多項嶄新餐廳業務概念，加上業務購併後之管理整固融合帶來之一系列非經常性開支，令業務短期表現受壓。管理層深信憑藉在北美洲擁有超過202間餐廳之龐大網絡，日後定能為集團帶來可觀的盈利貢獻。

集團另一項長遠發展策略就是致力於中國市場開拓新業務領域。為體現此發展戰略，集團於年內正式簽署收購在上海擁有90間分店之最大中式快餐連鎖集團新亞大包一半股權。完成此項目後，有助集團在中國快餐餐飲業務領域上建立根基穩固之發展台階，藉此進一步開拓此極具發展潛質的市場。

挑戰與機會

在當前經濟逆境中，於已擴大之盈利基礎下，集團仍能保持可觀之盈利收



increasingly enormous challenge for management to consistently deliver continuous and consecutive profit growth in such tough economic times especially on an enlarged profit base. The magnitude of the impact on local and global economies brought by SARS is hard to predict at this moment. Having said that however, this SARS incident would quicken the inevitable closure of many restaurants and accelerate the industry consolidation where only the leading players like ourselves, through effective management and efficient measures, would continue to reinforce our market leadership position and benefit in the consolidation process. We as a group are not deterred by the present economic woes, but are committed to make use of the present window of opportunities to build the Group as the world's largest and leading Chinese quick service restaurant group across the continents. I am energized by the opportunities ahead.

The Group continues to receive recognition for our management excellence on a local and international level. I myself am particularly gratified and honoured for being awarded the **“Bauhinia Cup Outstanding Entrepreneur Awards”**. At the same time, our Group was awarded the **“Business Awards 2002 – Business Excellence Award”** by The Canadian Chamber of Commerce and we have been honoured, for the fifth consecutive year, as one of the World's **“Best Under a Billion”** by Forbes Global. As we are entering our 35th Anniversary, the latest honour of being selected as **“2003 Best Employers in Hong Kong”** was indeed the best birthday we could ever have.

As always, our people are key to deliver these business excellence and they are rising to the challenges of a promising future. I applaud the efforts of our entire organization for delivering these results in a tough economic environment, particularly that of all our front line staff who rose to the occasion during the SARS outbreak. I am more than grateful to them all.

Chan Yue Kwong, Michael
Chairman

Hong Kong, 8th July, 2003

益，實為管理層莫大挑戰。目前，非典型肺炎對本地及全球經濟的影響仍無法估計，唯在市場競爭日趨白熱化的環境下，非典型肺炎事件將無可避免加速食肆倒閉及業內整固之步伐。在此汰弱留強的重整過程中，集團深信透過有效的業務營運策略，將能進一步鞏固其市場領導地位。面對當前罕見之本土經濟形勢，管理層承諾積極在全球爭取機會，並將之轉化成為新的商業契機，進一步強化本集團業務全球化之發展理念，銳意使**大家樂集團**成為全球最具規模的中式連鎖餐飲集團。

本人欣然報告集團管理層的卓越管理表現，持續獲得本地及國際的認同。個人更深感榮幸獲頒發『**紫荊花杯傑出企業家獎**』。與此同時，集團亦獲《香港加拿大商會》頒發備受推崇的『**二零零二年度企業大獎 - 傑出業務大獎**』及連續第五年獲得世界權威財經雜誌《Forbes Global》甄選為『**全球最佳二百間中小型企業**』。適值集團成立三十五週年誌慶，年內更獲甄選為『**二零零三年香港最優秀僱主**』，實難能可貴，乃集團收到最佳的生日賀禮。

集團業務能夠屢獲殊榮，實有賴管理層及各位員工在此艱辛的營商環境下，無懼困阻，努力不懈為集團作出貢獻。本人謹藉此機會，衷心感謝各員工，特別是所有前線員工在非典型肺炎疫潮下，仍上下一心，默默耕耘，堅守崗位，他們的工作態度，精神可嘉，本人致以萬二分謝意。

陳裕光
集團主席

香港，二零零三年七月八日



INTRODUCTION

With the Hong Kong economy entering into its fifth year of deflation and the unemployment rate continuously breaking its record-high presently reaching 8% plus level, the year under review was an extremely difficult year. This lengthy economic recession coupled with contraction in consumers' wealth weakened the spending sentiment which was evidenced by shrinking in restaurant spending in Hong Kong from HK\$56 billion in 2001 to HK\$53 billion in 2002, representing a 5.4% decrease. These severe situations created a mounting pressure to the market players to adjust their pricing points. The outbreak of atypical pneumonia ("SARS") in Hong Kong, the PRC, the North America and other parts of the world in March this year further worsened the operating environment. The impact of this SARS epidemic on the Group's business would also be felt in the first half of the current fiscal year.

With all these negative factors surrounding, the Group was able to sustain this year's total turnover the same level as last year at HK\$2.62 billion, albeit with a lower net profit attainment of HK\$245 million compared to HK\$280 million reported last year.

FAST FOOD BUSINESS

During the year, **Café de Coral** fast food faced a very challenging environment. Severe pricing competition intensified as contraction in eating-out industry continued. Even non-traditional players such as supermarkets and convenience stores entered into the market through provision of microwavable lunch boxes. While our competitors resorted to 'cut throat' price reduction policy for attracting customer patronage, we have been proactively pursuing various brand equity and customer value-added initiatives in enhancing the quality of our products and service standards.

前言

香港經濟連續第五年通縮，失業率更創新高超越8%，令是年度經營環境更形艱辛。持續的物價通縮及疲弱的消費市場，導致本地食肆總收益由二零零一年的港幣五百六十億元下降至二零零二年的港幣五百三十億元，跌幅達5.4%。面對嚴峻的營商環境，令業務競爭日趨百熱化。更甚者，本年三月份於香港、中國、北美洲及世界各地爆發的非典型肺炎進一步打擊全球經濟氣候。集團上半年的業務表現亦無可避免受到嚴重的衝擊。

置身當前經濟逆境，集團是年度營業額仍能維持去年水平，達港幣二十六億二千萬元，惟稅後盈利較去年同期的港幣二億八千萬元稍微下跌，為港幣二億四千五百萬元。

香港快餐業務

隨著餐飲業出現萎縮，誘發業內惡性削價競爭。加上其他非飲食之零售經營者如超級市場及便利店爭相開拓微波加熱即食飯盒業務，令**大家樂**面對嚴峻的挑戰。縱然其他經營者採取割喉減價促銷，**大家樂**快餐繼續以客為本，推行各項顧客增值服務，提升產品及服務質素，以鞏固集團品牌形象。



In the shop front, the Group invested HK\$29.5 million to renovate 15 **Café de Coral** shops with a well-received design image and shop ambience to enrich the dining experience of our customers. At the same time, we vigorously undertook “100% customer satisfaction” program to aim at providing excellent service to our customers.

Stringent cost control has always been the focus of the management in sustaining the profitability. The savings from operating overheads continued to play a key role to sustain for profit stability this year. On one hand, this was successfully achieved by further negotiating with our suppliers and landlords for more favourable term. On another front, the HK\$18 million investment in upgrading the local central kitchen began to bear fruit by improving production capacity and lowering cost. In PRC, a new food processing plant with recognized standard of hygiene was built adjacent to our existing premises in Dongguan. This plant commenced operation in October 2002 to cater for in-house consumption and outside customers. Labour intensive food processing procedures have been gradually reallocated from Hong Kong to the new plant, which would eventually translate into margin improvement in near future. All these provided more room to adjust our price without further impacting bottom line in the present deflationary environment.

For the year under review, **Café de Coral** opened 11 new restaurants in the prime locations including Causeway Bay, North Point, Mongkok, Kwun Tong, Tseung Kwan O and Tuen Mun districts, for providing convenient food services to our target customers. Sites at Hong Kong International Airport, Mongkok and Aberdeen were also relocated with improved visibility and operating capacity. As of 31st March, 2003, there are 120 **Café de Coral** quick service restaurants in operation.

Super Super Congee and Noodles delivered stable return despite severe market competition. As at 31st March, 2003, there were 4 outlets of **Super Super Congee and Noodles** in operation. The management believed that with this experience accumulated, this brand will capture more patronage and has great potential to expand into a sizeable chain in future.

集團不斷提升店舖環境，投資港幣二千九百五十萬元，翻新15間**大家樂**分店，讓顧客於進餐時，可以享受更舒適的環境。與此同時，集團為前線員工提供在職培訓，全面提升員工之服務質素，務求達到“100分”的服務承諾。

管理層致力控制成本，以維持競爭力。透過嚴控營運開支，有利提高集團邊際利潤率。集團一方面積極與供應商及業主進行磋商，爭取合理貨價和租金；另一方面，投放港幣一千八百萬元，全面提升及擴充中央食品產製中心的總生產力，降低生產成本。此外，集團於東莞廠房毗鄰進行之擴建工程，已於去年十月投產。現時香港食品製作中心部份生產線，特別是勞工密集的生產工序，亦已逐步轉由新廠房處理。集團深信將生產線北移，可進一步改善經濟規模效益，並於可見將來，提升整體營運邊際利潤率。上述一系列措施，令集團有更靈活的調價空間，避免盈利底線為通縮牽制。

大家樂快餐於是年度共增設11間分店，分佈銅鑼灣、北角、旺角、觀塘、將軍澳及屯門等購物消費地點，以方便不同地區的顧客。此外，位於香港國際機場、旺角及香港仔的分店已搬遷至環境舒適，營運效率更佳的舖址。而截至二零零三年三月三十一日，**大家樂**快餐共有120間分店。

一**粥麵**在劇烈競爭的環境下繼續為集團帶來穩定的收益。於年度底，一**粥麵**共有4間分店。憑藉累積的經驗，管理層深信此品牌將會吸納更多客群，並於未來數年，發展為另一具規模的連鎖餐廳。



INSTITUTIONAL CATERING

Asia Pacific Catering has been experiencing a remarkable growth in terms of new units opening with new catering contracts awarded. There were 16 new units opened in this fiscal year bringing our total institutional catering units to 52, which include, 25 units in the health-care sector, 11 units in the educational sector and 16 units in the commercial and manufacturing sector. In order to utilize the internal resources effectively, more institutional clients choose to outsource the canteen operation to independent institutional caterers. This trend would present the Group with more opportunities to capture larger market share and further reinforce our leadership position in this specialized sector in local catering scene.

During the past financial year, **Asia Pacific Catering's** clientele was further expanded by the recent winning of new catering contracts in the health-care sector with Queen Elizabeth Hospital, Kwai Chung Hospital and Yan Chai Hospital. In the education sector, 3 new catering contracts were signed with Open University of Hong Kong, Hong Kong Institute of Education and Hong Kong Polytechnic University. Another 5 new catering contracts were won in the commercial and manufacturing sector to provide catering services to Hong Kong Science Park, Sogo Hong Kong Limited, Aviation Security Hong Kong Limited, YKK Hong Kong Limited and Sing Tao Daily. In addition, our catering business in the Southern China further won a new catering contract in Shenzhen. The winning of the said contracts further exemplified the wide recognition of our professional catering service by both public and private clients.

After the year end, we have signed up new catering service contracts with Kwong Wah Hospital and TWGH Wong Tai Sin Hospital in the health-care sector while new contracts for providing catering services to staff canteens of 3 hotels and a club house under the Wharf group have been concluded recently.

機構飲食

泛亞飲食於是年度成功取得16份膳食服務合約，令總營運單位數目增至52間，當中包括25間醫院機構，11間學院機構及16間工商業機構。隨著不少機構客戶選擇將飯堂經營權外判予獨立機構飲食經營者，有助集團進一步擴充其市場佔有率及鞏固其本地機構飲食業務之領導地位。

年內，在醫院機構方面，**泛亞飲食**成功贏取伊利沙伯醫院、葵涌醫院及仁濟醫院之膳食服務合約。在學院機構方面，**泛亞飲食**與香港公開大學、香港教育學院及香港理工大學簽訂三份膳食服務合約。在工商業機構方面，**泛亞飲食**亦取得五份膳食服務合約，提供膳食服務予香港科學園、崇光(香港)百貨有限公司、機場保安有限公司、YKK香港有限公司及星島日報。至於中國機構飲食業務，再於深圳取得一份膳食服務合約。**泛亞飲食**成功取得上述多份膳食服務合約，足証其專業服務，已贏取各界認同及讚許。

早前，**泛亞飲食**繼成功與廣華醫院及東華三院黃大仙醫院簽訂膳食服務合約，更與九倉集團簽訂膳食服務合約，為其集團轄下三間酒店及一間會所的員工飯堂提供膳食服務。



With this broad spectrum of client base coupled with the establishment of its presence in the Southern China, **Asia Pacific Catering** is now in a solid position to capture future opportunities in the institutional catering industry and to provide further profit growth base to the Group.

Our student catering business, **Luncheon Star** continuously expanded its client base for the year under review with satisfactory business performance and has been aggressively building its brand and business base. These included joining force with Department of Health in promoting healthy eating amongst schools in Shatin district, a campaign that was proven successful to enhance the healthy eating image of **Luncheon Star**.

The outbreak of SARS in March this year resulting in suspension of class in primary and secondary schools severely hit the business and its adverse impact on the business would continue in the first half of the current year. Nevertheless, with an increasing awareness of hygiene standard by the public, coupled with the expanding client base, **Luncheon Star** could grow steadily and healthily with meaningful contribution to the Group in future.

SPECIALTY RESTAURANT

Faced with severely competitive environment and weak consumption sentiment, **The Spaghetti House** continued to perform well within management expectation. During the year under review, a new flagship outlet was opened at the arrival hall of the Hong Kong International Airport in September 2002 and another new outlet was opened at Olympian City in January 2003.

憑藉其現有龐大客源及在華南地區已奠定的良好基礎，**泛亞飲食**積極開拓有關市場，以提高集團的盈利收益。

在學童膳食業務方面，**活力午餐**於是年度致力爭取客戶，業務表現理想，為進一步強化其品牌形象及市場佔有率，與衛生署共同攜手於沙田區的中小學校推廣健康膳食活動。此舉不但取得良好口碑，更確立了**活力午餐**的健康飲食形象。

於本年三月份爆發的非典型肺炎，導致全港中小學校停課，對**活力午餐**日常業務帶來沉重的打擊，嚴重影響其上半年的業績表現。隨著社會大眾對衛生的警覺性日漸提高，在已擴大的客源班底下，**活力午餐**將繼續穩健發展，為集團帶來可觀的盈利貢獻。

特式餐廳

縱然面對嚴峻的競爭環境及疲弱的消費市場，**意粉屋**業績持續表現理想。於二零零二年九月，**意粉屋**在香港國際機場入境大堂開設一間全新旗艦店，另奧海城新店亦於二零零三年一月投入服務。

Managing Director's Operational Review

行政總裁業務回顧



Continuous efforts have been focused on building a trendy and stylish image. We have successfully renovated 3 **The Spaghetti House** restaurants, introduced innovative products with high perceived value and launched an Afternoon-Tea Promotion Campaign to enhance customer value, supported by the launching of a new television advertising campaigns, a series of advertising promotion in MTR and joint promotion with Hang Seng Bank. Good response was received from local customers with increased patronage and enlarged customer base.

For the strategic franchise business, **The Spaghetti House** is now having 5 franchise restaurants in operation overseas, all located in Indonesia.

The Spaghetti House continues to receive recognition for its service. In the review year, it was awarded the “**Service Category Leader of Catering/Food**” by Hong Kong Retail Management Association.

The management endeavoured to reposition **Ah Yee Leng Tong** to a market niche in particular to attract tourists. This strategy would differentiate itself from the traditional Chinese restaurants and minimize the direct competition with them. With 1 outlet located in Cityplaza, one brand new **Ah Yee Leng Tong** will be in operation by Summer this year at the Hong Kong International Airport.

For the two home-grown concept restaurants, **Bravo le Café** and **Bistro M**, the business performance has been satisfactory within the management expectation. With experience accumulated in the past few years, we are confident that these niche markets have vast potential to grow. The Group is well positioned to expand these concepts by organic growth and through acquisition and strategic alliance in future.

意粉屋致力強化其時尚品牌形象。集團以嶄新的店舖裝修設計，為3間分店進行翻新工程。此外，推出全新的產品及下午茶優閑一族優惠，以客為本。透過新一輪電視廣告，輔以地鐵海報及與**恒生銀行**合作等宣傳攻勢，進一步擴闊客基及提升惠顧人次頻次。

在策略性特許經營業務方面，**意粉屋**現時於**印尼**合共開設5間特許經營店。

年內，**意粉屋**在《香港零售管理協會》之神秘顧客計劃中獲選為『**飲食店/食品店之組別服務領袖**』，足証其服務優越。

與此同時，集團繼續重整**阿二靚湯**業務發展，以吸引目標客群，特別是旅客。新的市場定位將有助突顯**阿二靚湯**與傳統中式酒樓之分別，避免造成直接的競爭。目前**阿二靚湯**擁有1間分店，位於**太古城**，並將於今年夏天於**香港國際機場**開設一間全新分店。

因應本地市場需要而開設的**Bravo le Café**及**Bistro M**特式餐廳，業務表現理想，符合管理層預期。集團憑著過去累積的營商經驗，深信此等嶄新餐廳概念在市場有一定的需求，集團將透過併購及夥拍合作伙伴，開拓有關市場領域。



SCANFOODS

Our food processing and distribution business, **Scanfoods** generated a consistent profit contribution to the Group. Faced with keen competition, **Scanfoods** still managed to successfully strengthen its presence in the local and the PRC markets by expanding its product line and customer base, continuing improvement in its product quality and extending its distribution channels to hyper-market in China. During the year, **Scanfoods** initiated a brand repositioning in China by launching a series of promotional programs and television advertisement. This tactical move has been successfully driving an instant sales growth.

CAFÉ DE CORAL IN THE PRC AND MACAU

The performance in this market has been most encouraging. As of 31st March, 2003, there were 6 operating units in Southern China and 1 unit in Macau.

In the past couple of years, we started repositioning our fast food shops and modifying the pricing and marketing strategies to adapt to the local spending power and taste. The Group's crucial tactics in localizing the management and purchasing teams to support such revitalization have been proven to be effective in reducing the overhead expenses and generating profit to the China operation.

After 8 years since our last store opening in China, we are excited to report that we have been back on the store opening program in China with the first new store opened in Xiaolan, Zhongshan in November 2002. With accumulated experience in fine-tuning its profitable business model in the PRC, less investment cost was spent for the set up of the new store which would quicken the return on our investment. Another new store located in Shiqi, Zhongshan has commenced operation since May 2003. Immediately after the opening, these two new stores performed satisfactorily with cashflow contribution to the Group. Meanwhile, we have renovated our existing outlets to revitalize the shop environment and enhance its brand image. The improved environment enhanced the dining experience of our customers and brought in extra sales.

北歐國際食品

經營食品製造及分銷業務的**北歐國際食品**持續為集團帶來理想的盈利貢獻。縱然面對業內劇烈的競爭，**北歐國際食品**積極擴充其他生產線，以擴大其客源，並致力改善產品質素，將分銷批發業務伸延至國內之大型超級市場，成功提高其於中國及本地市場的佔有率。於年度內，**北歐國際食品**於國內推出一系列的市務推廣活動及電視廣告，以進一步強化其品牌的知名度。此策略性部署已取得成效，並為**北歐國際食品**帶來正面的業務增長。

中國及澳門大家樂

國內業務表現令人鼓舞，截至二零零三年三月三十一日，集團於中國華南地區及澳門分別經營6間及1間分店。

為扭轉國內業務的營運表現，集團在過去數年不斷為國內店舖重新釐訂市場策略，以配合當地顧客消費能力及口味。透過積極推行管理及採購本地化，降低成本開支，現業務已重上足軌，並帶來不俗的盈利貢獻。

集團進軍中國市場已八載，於年內決定再度進駐，第一間新分店選址於中山市 小欖鎮，並於二零零二年十一月開業。憑藉集團在中國累積的營商經驗，集團於開設新分店時，採取審慎的投資回報策略，以減低風險。另一間位於中山市 石岐的新分店亦已於二零零三年五月開業。自開業以來，兩間新分店表現理想，為集團帶來可觀的現金流入。此外，集團亦翻新了現有分店，進一步強化其品牌形象，讓顧客於進餐時享受更舒適的環境，此舉帶來正面的營業增長。



NEW ASIA DABAO

In view of tremendous potential in the PRC market after China's accession into the WTO, the Group made an exciting and important strategic step in exploring new markets in Northern China. In March 2003, we acquired a 50% stake in Shanghai New Asia Snack Co., Limited ("NAS"), subsequent to its business restructuring, from the Shanghai publicly listed Shanghai New Asia (Group) Co., Limited, who is one of Shanghai leading corporate and a market leader in field of the hospitality and service industry. NAS currently operates 90 restaurants under the brand name of **New Asia Dabao**.

With a well-established brand name of **New Asia Dabao**, the largest Chinese quick service restaurant chain by stores in Shanghai Municipal, we are confident that the **New Asia Dabao** will be a valuable growth engine of the Group in the years ahead. **New Asia Dabao** reported total systemwide sales of RMB194 million in 2002 with a pro-forma EBITDA approximately RMB20 million after business restructuring.

Upon regulatory approval obtained from the local authority for this sino-foreign joint-venture approximately in July this year, we proceeded to take over the management control of **New Asia Dabao** and embark a series of initiatives in areas of operation, marketing and food products to bring in extra value to this business. With this sizeable platform of quality Chinese quick service restaurant operation in Shanghai, the management believed that further penetration into the neighbouring regions such as Jiangsu, Zhejiang and Anhui would definitely be the potential growth of this chain in future.

新亞大包

中國加入世貿後，集團密切注視此龐大餐飲市場的發展空間，並積極於華北地區尋求發展商機。於二零零三年三月，集團與上海新亞(集團)股份有限公司簽署股權轉讓協議，受讓新亞股份與其母公司共同投資的經業務重組後的上海新亞大包有限公司50%股權。新亞股份是上海餐飲業領頭羊，共開設90間以**新亞大包**為品牌的分店。

新亞大包是目前上海地區最大的中式快餐連鎖企業，憑藉**新亞大包**的知名品牌地位，深信**新亞大包**必成為集團國內未來業務增長之一大動力。**新亞大包**於二零零二年之銷售總額約人民幣一億九千四百萬元，業務重組後的備考EBITDA(扣除息稅折舊攤銷前利潤)約為人民幣二千萬元。

預期於二零零三年七月完成組建此中外合資公司後，集團將主責**新亞大包**的日常業務運作，在營運、市務，產品發展上增值，注入新的活力，加速其成長，並進一步開發上海周邊地區如江蘇、浙江及安徽的中式快餐連鎖業務，建立穩固的發展台階。



MANCHU WOK & CHINA INN

Due to the lingering sluggish retail market in North America, the business of the existing **Manchu Wok** and the newly acquired **China Inn** performed below management expectation. Systemwide sales delivered this year were approximately HK\$792 million with earnings before interest, tax, depreciation and amortization of approximately HK\$30 million for the year ended 31st March, 2003. For the year under review, management focus has been on the assimilation of **China Inn** into **Manchu Wok** system and the consolidation of all corporate services and non-performing stores in order to improve operating margin.

As part of the long-term development plan, **Manchu Wok** not only focused on strengthening the business model to gain internal growth and targeted to convert all corporate stores in U.S.A. to franchise stores, but also initiated a free-standing street-site with drive-through and dine-in facility in New Market of Toronto. Following the success of this first store, the second free-standing store was opened in Dundas, Toronto in December last year. The management believes this well-accepted concept, being not confined to a shopping centre environment, will provide new avenues of growth for our Chinese quick service restaurant business in North America.

A brand new fast-casual restaurant **Fan Ting** was launched in May 2002 as a pilot-run in Ventura, California, riding on a cook-to-order concept. Since its opening, the restaurant has been performing well within management's expectation, and highly popular among the locals. The management expects that there is further room to roll out this quick service restaurant concept in various regions in North America.

MANCHU WOK及CHINA INN

鑑於北美洲的零售市況放緩，**Manchu Wok** 及 **China Inn** 業務表現較管理層預期遜色。截至二零零三年三月三十一日，總銷售額約為港幣七億九千二百萬元，而EBITDA (扣除息稅折舊攤銷前利潤) 約為港幣三千萬元。管理層於是年度致力合併**China Inn** 與**Manchu Wok** 業務，並重整旗下表現未如理想之分店，以提升其邊際利潤率。

為配合長遠發展策略，**Manchu Wok** 積極強化其業務經營模式，並計劃將美國公司分店出售為特許經營方式。隨著多倫多市New Market分店之成功，第二所採用獨立建築之餐廳商舖模式亦已在去年十二月於多倫多市Dundas開業。集團深信此廣為接受的新餐廳概念，不單突破現時在購物商場的選址局限，更為未來發展台階奠下新契機。

集團於去年五月在加州Ventura開設一間特式中式速食餐廳**Fan Ting**，採用即時烹調營運模式，自開業以來，業務表現已取得管理層預期的效果，並於當地取得一定的知名度。管理層計劃採用此營運方式，繼續在北美洲物色合適地點，擴展其業務。



BUSINESS ACQUISITION

To ride on the opportunities available in the local front, the Group completed an acquisition of a restaurant chain “**Oliver’s Super Sandwiches**” in June this year.

Oliver’s Super Sandwiches has been a well recognized brand name since its establishment in 1987. This chain comprised 15 restaurants located in prime locations in Hong Kong, with 6 and 9 franchise restaurants respectively in Malaysia and in Philippines.

Oliver’s Super Sandwiches operates as a unique chain of sandwich restaurants offering highly recognized ‘made-to-order’ sandwiches and salads, together with a growing selection of hot food such as baked potatoes, pasta and soup.

NEW BUSINESS PROCESSES

The implementation of a computerized Point of Sales System and Business Management System has been smoothly completed in the review year. All our restaurant systems have now been seamlessly integrated with the headquarters via broadband connection and hence all critical business information, including sales and marketing, inventory and procurement, accounting, human resources, menu changes, product delivery time, have been transmitted in a timely and reliable environment. The implementation of these systems will undoubtedly increase the competitive edge of the Group in terms of efficiency and productivity.

FINANCIAL REVIEW

As of 31st March, 2003, the Group’s total borrowings was HK\$220,000,000 and maintained a healthy gearing (being total borrowings over shareholders’ funds) of 15.11%. The total loan of HK\$220,000,000 is repayable within one year.

The Group had given guarantees totally approximately HK\$950,296,000 as of 31st March, 2003 to financial institutions in connection with their loans granted to the subsidiaries and jointly-controlled entities.

業務購併

為進一步拓展本地餐飲業市場領域，集團於本年六月成功收購**利華三文治**連鎖快餐店。

自一九八七年開業以來，**利華三文治**已成功建立其品牌。目前，於香港共有15間分店，並於馬來西亞及菲律賓分別經營6間及9間特許專營店。

利華三文治為一特式西式餐飲連鎖店，主打產品包括「即叫即做」三文治、沙律及多元化的食品如焗薯、意粉及餐湯等。

新作業流程

集團投資之作業流程改造計劃，於年內已逐步體現於全線分店之電子收銀及業務管理系統。此系統透過先進的寬頻網絡技術，將集團全線分店與總寫字樓的通訊網絡緊密連結，將分店重要之業務數據，包括銷售、市務推廣、採購及存貨管理、會計、人力、產品及送貨等資料，在保密及安全的網絡環境下準時傳遞。推行此業務管理系統大大提高集團的整體營運效率及生產力。

財務回顧

於二零零三年三月三十一日，集團總借貸為港幣二億二千萬元，負債比率（即總借貸佔股東權益之比率）維持於15.11%的穩健水平，於一年內需償還之總借貸金額為港幣二億二千萬元。

於二零零三年三月三十一日，集團向財務機構擔保附屬公司及合營公司之貸款額約港幣九億五千二十九萬六千元。



HUMAN RESOURCES

As at 31st March, 2003, the Group employed over 8,400 employees. Remuneration packages are generally structured by reference to market terms and individual qualifications and experience. With a unique Executive Share Option Scheme together with profit sharing bonus and performance incentive system, employees are allowed to share in the growth of the Group.

During the year, various training activities have been conducted to improve the front-end services quality as well as to ensure the smooth and effective implementation of the Group's Business Process Re-engineering project.

CONCLUSION

The year 2003 remains to be very tough for the retail business. Notwithstanding all these challenges and uncertainties ahead, the Group will continue to reinforce its dominant market position by delivering innovative and value-added products with quality service to our customers. Besides, we are committed relentlessly to seek for new business and growth drive both in North America and in China. With the well defined business strategy to diversify, our business portfolio shall be more healthy and balanced in order to deliver consistent business growth as well as long-term profitability in future.

Lo Hoi Kwong, Sunny

Managing Director

Hong Kong, 8th July, 2003

人力資源

於二零零三年三月三十一日，集團擁有超過8,400名員工。僱員薪酬一般參照市場情況及員工資歷而釐定。集團亦推行僱員特權認股計劃，並制訂一套與盈利掛鉤之花紅獎勵制度，讓員工分享集團之發展成果，多勞多得。

年內，集團推行多項在職培訓，全面提升前線員工之服務質素，確保集團的作業流程改造計劃得以順利及有效地推行。

總結

二零零三年的零售市場前景雖然未許樂觀，縱然面對各項挑戰及艱辛的營商環境，集團將繼續以創新及超值的產品，為顧客提供優質服務，鞏固市場領導地位。此外，集團將積極於北美洲及中國尋找商機，開拓新業務領域。憑藉明確的營運策略，多元化的業務發展，專業的服務質素，帶領集團業務不斷向前邁進，保持均衡及穩健的盈利收益，為集團長遠發展奠下更穩固的根基。

羅開光

行政總裁

香港，二零零三年七月八日

CHAIRMAN

Mr. Chan Yue Kwong, Michael, aged 51, is the Executive Chairman of the Group. He joined the Company in 1984 and was appointed as Director in 1988. He has been the Managing Director of the Group since 1989 and is now the Executive Chairman of the Group. Having worked as a professional town planner for various Government bodies in Hong Kong and Canada, he has considerable experience in planning and management. He holds a Degree in Sociology and Political Science, a Master Degree in City Planning from the University of Manitoba, Canada and an Honorary Doctorate Degree in Business Administration. He is currently an Executive Committee Member of the Hong Kong Retail Management Association, Council Member of the Employers' Federation of Hong Kong, a Full member of the Canadian and the Hong Kong Institute of Planners, Honorary President of Hong Kong Foodstuffs Association, Honorary Adviser of the Hong Kong Institute of Marketing and the Institute of Business Administrants. In past years, Mr. Chan has won "The Stars of Asia Awards", the "Executive of the Year Award", and more recently, the "Bauhinia Cup Outstanding Entrepreneur Awards" in 2002. He is the son-in-law of Mr. Lo Tang Seong, Victor, another Director of the Company.

MANAGING DIRECTOR

Mr. Lo Hoi Kwong, Sunny, aged 48, is the Managing Director of the Company. He is responsible for business development in Hong Kong and overseas, marketing, operation and food processing functions of the Group. He joined the Company in 1982 and was appointed as Director in 1985. He holds a Master Degree in Chemical Engineering from Stanford University. He is the son of Mr. Lo Tang Seong, Victor, another Director of the Company.

集團主席

陳裕光先生，五十一歲，本集團執行主席。陳先生於一九八四年加入本公司，於一九八八年獲委任為董事，並於一九八九年擔任集團行政總裁至一九九七年出任為集團主席。陳先生曾在香港及加拿大政府機構任職專業城市規劃師，擁有廣泛之企業策劃及管理經驗。陳先生持有加拿大曼尼托巴大學社會及政治學學位、該大學城市規劃碩士學位，更獲美國學府頒授工商管理學榮譽博士學位。現為香港零售管理協會執委會成員、香港僱主聯合會理事會成員、加拿大及香港規劃師學會會員、香港食品商會永遠名譽會長、香港市務學會及香港專業商管員學會之榮譽顧問。陳先生曾榮膺『亞洲之星』及『香港商業獎之傑出管理獎』殊榮，並於二零零二年再獲頒授『紫荊花杯傑出企業家獎』。陳先生為本公司董事羅騰祥先生之女婿。

行政總裁

羅開光先生，四十八歲，本公司行政總裁，主責管理集團本港及海外業務發展、產製、營運及市務策劃工作。羅先生於一九八二年加入本公司，並於一九八五年獲委任為董事。羅先生持有史坦福大學化學工程碩士學位。羅先生為本公司董事羅騰祥先生之兒子。

EXECUTIVE DIRECTORS

Ms. Lo Pik Ling, Anita, aged 51, is the General Manager (Fast Food and Institutional Catering) of the Company. She joined the Company as Director in 1980 and is responsible for the sales and marketing of the Hong Kong Fast Food, Contract Catering Business and School Lunch-Box Catering Business. She holds a Degree in Social Sciences from the University of Hong Kong. She is the daughter of Mr. Lo Tang Seong, Victor, another Director of the Company.

Mr. Lo Tak Shing, Peter, aged 41, is the Director of Business Logistics of the Company. He joined the Company in 1996 and was appointed as Director in 1998. He is responsible for central food processing, central purchasing and project management functions of the Group. He holds a Degree in Electronic Engineering & Physics from the Loughborough University of Technology, a Master Degree in Medical Physics from the University of Surrey and a Doctor of Philosophy in Medical Physics from the University of London. He is the great-nephew of Mr. Lo Tang Seong, Victor, another Director of the Company. He is a director of Wandels Investment Limited which has discloseable interests under the provisions of Part XV of Securities and Futures Ordinance in the Company.

NON-EXECUTIVE DIRECTORS

Mr. Lo Tang Seong, Victor, aged 88, is the founder and Director of the Company. He had considerable experience in the food and beverage industry. Prior to founding the Company, he was in charge of the production management in The Hong Kong Soya Bean Products Company, Limited for 17 years.

Mr. Lo Hoi Chun, aged 65, joined the Company in 1976 and was appointed as Director in 1977. Prior to joining the Company, he had considerable experience in the food and beverage industry. He is the nephew of Mr. Lo Tang Seong, Victor, another Director of the Company.

執行董事

羅碧靈女士，五十一歲，一九八零年加入本公司為董事，現任本公司快餐及機構飲食總經理，負責統籌香港區快餐、泛亞飲食及學童膳食等業務之拓展及市務策劃。羅女士持有香港大學社會科學學位。羅女士為本公司董事羅騰祥先生之女兒。

羅德承先生，四十一歲，於一九九六年加入本公司，並於一九九八年獲委任為董事。現任本公司營運事務總監，主管集團的香港中央食品產製、中央採購、工程維修之營運事務。羅先生分別持有 Loughborough University of Technology 電子工程學士學位、University of Surrey 醫學物理碩士學位及英國倫敦大學醫學物理博士學位。羅先生為本公司董事羅騰祥先生之侄孫。羅先生現為 Wandels Investment Limited 董事，該公司持有根據證券及期貨條例第 XV 部須予披露之本公司股份權益。

非執行董事

羅騰祥先生，八十八歲，本公司之創辦人及董事。在創立本公司前，羅先生曾在香港荳品有限公司主責產製業務，服務達十七年，對飲食業方面擁有豐富經驗。

羅開親先生，六十五歲，於一九七六年加入本公司，並於一九七七年獲委任為董事。在加入本公司前，在飲食業方面取得豐富的經驗。羅先生為本公司董事羅騰祥先生之侄兒。

NON-EXECUTIVE DIRECTORS (Cont'd)

Ms. Leung Sau Lai, Kathy, aged 49, joined the Company in 1977 and was appointed as Director in 1980. She has been a Non-executive Director of the Company since July 1994. She is a director of Tsang Fook Piano Co., Ltd. She holds a Degree in Business Administration from the University of San Francisco.

Mr. Hui Tung Wah, Samuel, aged 49, joined the Company in 1984 and was appointed as Director in 1988. He has been a Non-executive Director since March 1997. He is a senior vice president of Sino-Wood Partners Limited. He holds a Degree in Social Sciences from the University of Hong Kong and a Master Degree in Business Administration from the Brunel University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Choi Ngai Min, Michael, aged 46, was appointed as an Independent Non-executive Director of the Company in 1994. He is the chairman of Land Power International Holdings Limited. He holds a Master Degree in Business Administration from the University of East Asia, Macau.

Mr. Li Kwok Sing, Aubrey, aged 53, was appointed as an Independent Non-executive Director of the Company in 1994. He is director of Management Capital Limited, a direct investment and financial advisory firm. He is also a non-executive director of The Bank of East Asia, Limited, China Everbright International Limited, Chinney Alliance Group Limited, CNPC (Hong Kong) Limited, Kowloon Development Co. Ltd and Value Partners China Greenchip Fund, and also non-executive Chairman of Atlantis Asian Recovery Fund plc. Mr. Li has a Master of Business Administration from Columbia University and a Bachelor of Science in Civil Engineering from Brown University.

非執行董事 (續)

梁秀麗女士，四十九歲，於一九七七年加入本公司，並於一九八零年獲委任為董事。梁女士於一九九四年七月出任為非執行董事。梁女士現為曾福琴行有限公司之董事。梁女士持有美國三藩市大學工商管理學位。

許棟華先生，四十九歲，於一九八四年加入本公司，一九八八年獲委任為董事，於一九九七年三月出任為非執行董事。許先生現為嘉漢木業集團有限公司之高級副總裁。許先生持有香港大學社會科學學位及Brunel University工商管理碩士學位。

獨立非執行董事

蔡涯棉先生，四十六歲，於一九九四年獲委任為本公司獨立非執行董事。蔡先生為置業國際(集團)有限公司主席。蔡先生持有澳門東亞大學工商管理碩士學位。

李國星先生，五十三歲，於一九九四年獲委任為本公司獨立非執行董事。李先生現為從事直接投資及財務顧問業務之偉業融資有限公司之董事，並為東亞銀行有限公司、中國光大國際有限公司、建聯集團有限公司、中國(香港)石油有限公司、九龍建業有限公司及Value Partners China Greenchip Fund之非執行董事，及為Atlantis Asian Recovery Fund plc之非執行主席。李先生持有哥倫比亞大學工商管理碩士學位及布朗大學土木工程學士學位。

SECRETARY

Ms. Li Oi Chun, Helen, aged 45, joined the Company in 1981. She is currently the Group Company Secretary and Director of Professional Logistics of the Company. She is responsible for finance and accounting, company secretarial and information technology function of the Group. She holds a Master Degree in Business Administration from the University of Surrey in United Kingdom and a Master Degree in Marketing Management from the Macquarie University in Australia. She is currently a Fellow member of both the Hong Kong Institute of Company Secretaries and The Institute of Chartered Secretaries and Administrators in United Kingdom and also holds a Postgraduate Diploma in Corporate Administration from The Hong Kong Polytechnic University.

SENIOR MANAGEMENT

Ms. Lau Lee Fong, Rosa, aged 48, joined the Company in 1979 and is currently the General Manager (Western Restaurants) of the Company. She is responsible for development and management of the chain of the Spaghetti House Restaurants, Bravo le Café and Bistro M. She holds a Master Degree in Business Administration from the University of East Asia, Macau and a Master of Science in Hotel & Tourism Management from The Hong Kong Polytechnic University. She is currently a member of the Hotel & Catering International Management Association (U.K.).

Mr. Wong Yau Kwong, aged 48, joined the Company in 1983 and is the General Manager of the Food Manufacturing and Distribution – China. He is responsible for development and management of the Scanfoods Group of business and the central food processing functions in the PRC. He is a graduate of Business Management Department, Baptist University.

Mr. Leung Cho Shing, Joe, aged 47, joined the Company in 1983 and is currently the General Manager of Asia Pacific Catering Corporation Limited. He is responsible for development and management of the institutional catering business. He holds a Degree in Hotel and Catering Management from The Hong Kong Polytechnic University.

公司秘書

李愛珍女士，四十五歲，一九八一年加入本公司，現任為本公司專業事務總監，同時擔任集團公司秘書職務，負責管理集團之財務及會計、公司秘書和資訊科技等工作。李女士分別持有英國 University of Surrey 工商管理碩士學位及澳洲 Macquarie University 市場管理碩士學位。現為香港公司秘書公會及英國特許秘書及行政人員公會之資深會士，李女士並持有香港理工大學企業行政管理深造文憑。

高級管理人員

劉利芳女士，四十八歲，於一九七九年加入本公司，現任西式餐廳總經理，負責意粉屋、Bravo格調餐廳及Bistro M之業務管理及發展。劉女士持有澳門東亞大學工商管理碩士學位及香港理工大學酒店及旅遊業管理學理學碩士學位。現為Hotel & Catering International Management Association (U.K.)之會員。

黃有光先生，四十八歲，於一九八三年加入本公司，現任總經理(食品產銷－中國)，負責掌管國內中央食品製作中心及北歐國際食品之業務營運、產銷及發展。黃先生畢業於香港浸會大學工商管理學系。

梁祖成先生，四十七歲，於一九八三年加入本公司，現任泛亞飲食有限公司之總經理，負責機構飲食之業務管理及發展。梁先生持有香港理工大學酒店及飲食業管理學位。

Report of the Directors

董事局報告書

The directors are pleased to present their annual report together with the audited accounts of Café de Coral Holdings Limited (the “Company”) and its subsidiaries (together with the Company hereinafter as the “Group”) for the year ended 31st March, 2003.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the operation of quick service restaurants, fast casual dining, institutional catering and specialty restaurant chains, and the food processing and distribution business. The activities of the principal subsidiaries are set out on pages 92 to 97.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 40.

The details of dividends for the year ended 31st March, 2003 are set out in Note 9 to the accounts. An interim dividend of 6.4 cents per share, totaling approximately HK\$34,425,000 was paid on 23rd January, 2003. The directors recommend the payment of a final dividend of 18 cents per share, totaling approximately HK\$95,515,000.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in Note 28 to the accounts.

Distributable reserves of the Company at 31st March, 2003 amounted to approximately HK\$122,610,000.

FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in Note 13 to the accounts.

董事局欣然呈報截至二零零三年三月三十一日止年度之週年報告書及大家樂集團有限公司(「本公司」)及其附屬公司(「本集團」)之經審核賬目。

主要業務

本公司主要業務為投資控股。本集團主要經營連鎖式速食餐飲業務、快餐廳、機構飲食業務和特式餐廳及食品製造及分銷業務。主要附屬公司之業務載列於賬目內第92至97頁。

業績及溢利分配

本集團是年度之業績載列於第40頁之綜合損益表內。

截至二零零三年三月三十一日止年度之股息詳情載列於賬目附註9。中期股息每股港幣6.4仙，合共約港幣34,425,000元，已於二零零三年一月二十三日派發。現董事局建議派發末期股息每股港幣18仙，合共約港幣95,515,000元。

儲備

本集團及本公司於本年度之儲備變動情況載列於賬目附註28。

截至二零零三年三月三十一日止，本公司可分配之儲備約為港幣122,610,000元。

固定資產

本集團之固定資產變動情況載列於賬目附註13。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 26 to the accounts.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 100 to 104.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company purchased and cancelled 12,186,000 shares of HK\$0.10 each in the Company on The Stock Exchange of Hong Kong Limited ("SEHK") with details as follows:

Month and year of purchase		Number of shares purchased	Highest price paid	Lowest price paid	Total cash paid (including related expenses) 所付現金總額 (包括有關開支)
回購年份及月份		回購股份數目	所付最高價 HK\$ 港幣	所付最低價 HK\$ 港幣	HK\$'000 港幣千元
October 2002	二零零二年十月	3,194,000	5.200	4.575	15,947
November 2002	二零零二年十一月	4,742,000	5.250	4.950	24,202
March 2003	二零零三年三月	4,250,000	4.800	4.325	20,085
		<u>12,186,000</u>			<u>60,234</u>

An amount of approximately HK\$60,234,000 was transferred from contributed surplus to capital redemption reserve.

股本

本公司之股本變動情況載列於賬目附註 26。

五年財務概要

本集團過去五個財政年度之業績及資產負債概要載列於第 100 至 104 頁。

股本優先購買權

本公司之公司細則中並無股本優先購買權之條文，而百慕達之法例亦無對此等權利作出任何限制。

購買、出售或贖回股份

本年度內，本公司於香港聯合交易所有限公司（「聯交所」）回購及註銷本公司每股面值港幣 0.10 元合共 12,186,000 股，詳情如下：

Price per share 每股價格		Total cash paid (including related expenses) 所付現金總額 (包括有關開支)
Highest price paid 所付最高價	Lowest price paid 所付最低價	HK\$'000 港幣千元
5.200	4.575	15,947
5.250	4.950	24,202
4.800	4.325	20,085
		<u>60,234</u>

約港幣 60,234,000 元之回購金額由實繳盈餘撥往資本贖回儲備。

PURCHASE, SALE OR REDEMPTION OF SHARES (Cont'd)

Other than the above purchase of shares, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the year.

The directors considered that the purchase of shares would be to the benefit of the Company and would lead to an enhancement of earnings per share and liquidity of shares.

SHARE OPTIONS

Pursuant to a share option scheme adopted by the Company on 30th January, 1991 (the "Previous Scheme"), the Company has granted certain options to executives and employees of the Group including executive directors employed by the Group to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated therein. The Previous Scheme was terminated upon the passing of a shareholders' resolution for adoption of a new share option scheme on 19th September, 2000 (the "Scheme"). Accordingly, no options can be granted under the Previous Scheme as at the date of this report. However, for the outstanding options granted and yet to be exercised under the Previous Scheme, the existing rights of the grantees are not affected.

Pursuant to the Scheme, the Company may grant options to executive directors and employees of the Group to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated therein.

Summary of details of the Scheme is as follows:

Purpose

To give incentive and retain eligible participants who contribute to the business and development of the Group

Participants

Full-time employees (including full-time executive directors) of the Company or any of its subsidiaries

購買、出售或贖回股份 (續)

除上述回購股份外，本公司及其附屬公司於本年度內並無購買、出售或贖回本公司之任何上市證券。

董事局認為回購股份有利於本公司及可提高股份之每股盈利及其流量。

認股特權

根據本公司於一九九一年一月三十日採納之特權認股計劃（「前計劃」），本公司按前計劃之條款規定，已向受僱於本集團之行政人員及僱員，包括執行董事，授予認股特權以認購本公司之普通股。前計劃已於二零零零年九月十九日股東通過採納新特權認股計劃（「該計劃」）之決議案後而終止。因此，於本報告日本公司已不能以前計劃授予認股特權。但按前計劃已授出而未行使之認股特權，承授人之現有權利則不受影響。

根據該計劃，本公司可按其條款規定，向受僱於本集團之執行董事及僱員授予認股特權以認購本公司之普通股。

該計劃之概要如下：

目的

獎勵及挽留對本集團之業務及發展作出貢獻之合資格參與者

參與者

本公司或其任何附屬公司之全職僱員（包括全職執行董事）

SHARE OPTIONS (Cont'd)

Total number of ordinary shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report

53,064,003 ordinary shares and 10% of the issued share capital

Maximum entitlement of each participant

25% of the aggregate number of shares for the time being issued and issuable under the Scheme

Period within which the securities must be taken up under an option

5 years commencing on the date on which an option becomes exercisable and expiring on the last day of the 5 years period save that such period shall not expire later than 10 years from the commencement date on which the option is deemed to be granted and accepted in accordance with the Scheme

Minimum period for which an option must be held before it can be exercised

Not applicable

Amount payable on acceptance of the option

HK\$1.00

Period within which payments/calls/loans must be made/repaid

28 days from the date of the offer

Basis of determining the exercise price

The higher of (i) the nominal value of a share or (ii) an amount which is not less than 80% nor more than 100% of the average of the closing price of the shares as stated in the SEHK's daily quotations sheets for the 5 business days immediately preceding the date of offer of the option

The remaining life of the Scheme

The Scheme remains in force until 18th September, 2010 unless otherwise terminated under terms of the Scheme

認股特權 (續)

可發行普通股總數及於年報簽發日期佔已發行股本之百分比

53,064,003股普通股，相等於已發行股本10%

每名參與者可獲發股份之上限

按該計劃已發行及可予發行股份數目之25%

根據認股特權認購證券之期限

由認股特權可行使之日起計五年內，但不得超過按該計劃認股特權被視為已授出及接受之日起計十年

行使認股特權前須持有之最低期限

不適用

接納認股特權時應付之金額

港幣1元

付款/催繳款項/償還貸款之期限

由授出日起計二十八日

行使價之釐定基準

以(i)本公司股份面值，或(ii)授出認股特權前五個交易日本公司股份於聯交所每日報價表所載之平均收市價之折讓比率(介乎80%與100%之間)，以較高者為準

該計劃之剩餘年期

其有效期至二零一零年九月十八日，惟根據該計劃之條款提前終止者除外

SHARE OPTIONS (Cont'd)

The SEHK has introduced a number of changes to the Rules Governing the Listing of Securities on the SEHK (the “Listing Rules”) on share option schemes. These new rules came into effect on 1st September, 2001. No share options have been granted by the Company under the Scheme since its adoption on 19th September, 2000. However, any option to be granted under the Scheme shall be subject to the new rules which include, inter alia, the following:

- (a) The maximum number of shares issuable upon the exercise of the options granted to each eligible participant within any 12-month period is limited to 1% of the shares in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in advance in a general meeting;
- (b) The exercise price of the share options is determined by the directors, but may not be less than the higher of (i) the closing price of the Company’s shares as stated in the SEHK’s daily quotations sheets on the date of grant; and (ii) the average closing price of the Company’s shares as stated in the SEHK’s daily quotations sheets for the 5 business days immediately preceding the date of grant.

認股特權 (續)

聯交所就有關特權認股計劃之證券上市規則(「上市規則」)作出數項修訂。此等規則於二零零一年九月一日生效。自二零零零年九月十九日採納該計劃以來，本公司並未授出認股特權。然而，根據該計劃授出之任何認股特權須作出下列新修改，其中包括：

- (a) 於任何十二個月期間，根據認股特權對每位合資格參與者可發行之最高股份數目在任何時間均受限於已發行股份之1%。倘授出超越此限制之認股特權須先獲得股東於股東大會批准；
- (b) 認股特權之行使價由董事局決定，但不得低於(i)授出認股特權之日本公司股份在聯交所每日報價表所載之收市價；或(ii)授出日期前五個交易日本公司股份在聯交所每日報價表所載之平均收市價，以較高者為準。

SHARE OPTIONS (Cont'd)

Details of the share options outstanding as at 31st March, 2003 which have been granted under the Previous Scheme are as follows:

Type of grantees	承授人		Options outstanding at 1st April, 2002 於二零零二年 四月一日 尚未行使之 認股特權	Options exercised during the year 年內 行使之 認股特權	Options lapsed on expiry 年內因到期 而失效之 認股特權	Options cancelled as a result of termination of employment 年內因 離職而 註銷之 認股特權	Options outstanding at 31st March, 2003 於二零零三年 三月三十一日 尚未行使之 認股特權
Executive directors	執行董事						
Mr. Chan Yue Kwong, Michael	陳裕光先生	(i)	1,500,000	-	-	-	1,500,000
Mr. Lo Hoi Kwong, Sunny	羅開光先生	(i)	1,500,000	-	-	-	1,500,000
Ms. Lo Pik Ling, Anita	羅碧靈女士	(i)	400,000	-	-	-	400,000
Mr. Lo Tak Shing, Peter	羅德承先生	(i)	350,000	-	-	-	350,000
Continuous contract employees	長期合約僱員	(i)	20,650,000	-	-	(900,000)	19,750,000
		(ii)	100,000	(100,000)	(iii)	-	-
			<u>24,500,000</u>	<u>(100,000)</u>		<u>(900,000)</u>	<u>23,500,000</u>

Notes:

- (i) The share options were granted on 4th November, 1999 and are exercisable at HK\$2.950 per share during the period from 1st April, 2003 to 31st March, 2013.
- (ii) The share options were granted on 1st November, 1994 and are exercisable at HK\$2.232 per share during the period from 24th November, 1997 to 23rd November, 2006.
- (iii) The weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised during the year was HK\$6.100.

Save as disclosed above, no share options were granted, exercised, lapsed or cancelled during the year.

認股特權 (續)

於二零零三年三月三十一日，按前計劃已授出但尚未行使之認股特權詳情如下：

Type of grantees	承授人		Options outstanding at 1st April, 2002 於二零零二年 四月一日 尚未行使之 認股特權	Options exercised during the year 年內 行使之 認股特權	Options lapsed on expiry 年內因到期 而失效之 認股特權	Options cancelled as a result of termination of employment 年內因 離職而 註銷之 認股特權	Options outstanding at 31st March, 2003 於二零零三年 三月三十一日 尚未行使之 認股特權
Executive directors	執行董事						
Mr. Chan Yue Kwong, Michael	陳裕光先生	(i)	1,500,000	-	-	-	1,500,000
Mr. Lo Hoi Kwong, Sunny	羅開光先生	(i)	1,500,000	-	-	-	1,500,000
Ms. Lo Pik Ling, Anita	羅碧靈女士	(i)	400,000	-	-	-	400,000
Mr. Lo Tak Shing, Peter	羅德承先生	(i)	350,000	-	-	-	350,000
Continuous contract employees	長期合約僱員	(i)	20,650,000	-	-	(900,000)	19,750,000
		(ii)	100,000	(100,000)	(iii)	-	-
			<u>24,500,000</u>	<u>(100,000)</u>		<u>(900,000)</u>	<u>23,500,000</u>

附註：

- (i) 認股特權於一九九九年十一月四日授出，並可於二零零三年四月一日至二零一三年三月三十一日止期間內以每股港幣2.950元認購本公司股份。
- (ii) 認股特權於一九九四年十一月一日授出，並可於一九九七年十一月二十四日至二零零六年十一月二十三日止期間內以每股港幣2.232元認購本公司股份。
- (iii) 本公司股份於本年度在緊接認股特權行使日期之前的加權平均收市價為港幣6.100元。

除上述披露外，於年內並無授出、行使、失效或註銷認股特權。

Report of the Directors

董事局報告書

DIRECTORS

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

Executive directors

Mr. Chan Yue Kwong, Michael (Chairman)
Mr. Lo Hoi Kwong, Sunny (Managing Director)
Ms. Lo Pik Ling, Anita
Mr. Lo Tak Shing, Peter

Non-executive directors

Mr. Lo Tang Seong, Victor
Mr. Lo Hoi Chun
Ms. Leung Sau Lai, Kathy
Mr. Hui Tung Wah, Samuel

Independent non-executive directors

Mr. Choi Ngai Min, Michael
Mr. Li Kwok Sing, Aubrey

All non-executive directors and independent non-executive directors have been appointed for a term of 2-3 years subject to retirement by rotation as required by the Company's Bye-Laws.

In accordance with Section 109(A) of the Company's Bye-Laws, Mr. Lo Tak Shing, Peter, Ms. Leung Sau Lai, Kathy and Mr. Hui Tung Wah, Samuel retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

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

董事

於本年度內及直至本報告書發出日期止任職之董事載列如下：

執行董事

陳裕光先生 (主席)
羅開光先生 (行政總裁)
羅碧靈女士
羅德承先生

非執行董事

羅騰祥先生
羅開親先生
梁秀麗女士
許棟華先生

獨立非執行董事

蔡涯棉先生
李國星先生

所有非執行董事及獨立非執行董事獲委任之任期為兩至三年，須根據本公司之公司細則規定輪值告退。

根據本公司細則第一零九(A)條，羅德承先生、梁秀麗女士及許棟華先生須於行將召開之股東週年大會上依章輪值告退，彼等願膺選連任。

董事服務合約

所有擬於應屆股東週年大會上膺選連任之董事，概無與本公司訂立一年內終止而須作補償(法定補償除外)之服務合約。

DIRECTORS' INTERESTS IN CONTRACTS

On 11th April, 2000, Weli Company Limited (“Weli”), a wholly-owned subsidiary of the Company, as tenant entered into a tenancy agreement with Tinway Investments Limited (“Tinway”) as landlord in respect of a premises for the operation of a fast food restaurant. Tinway was controlled by Ms. Lo Pik Ling, Anita, an associate of Mr. Chan Yue Kwong, Michael and Ardley Enterprises Limited, a company wholly and beneficially owned by the family members of Mr. Lo Hoi Kwong, Sunny. Under the tenancy agreement, Weli was required to pay a monthly rental of HK\$170,000 from 12th April, 2000 to 11th April, 2003.

On 23rd December, 1999, each of Yumi Yumi Caterers Limited (“Yumi”) and Very Nice Fast Food Limited (“Very Nice”), the two indirect wholly-owned subsidiaries of the Company, as tenants entered into tenancy agreements with LBK Trustee Holding Corporation (known as “LBK Holding Corporation” with effect from 15th November, 2002) (“LBK”) as landlord renewing the existing tenancy agreements in respect of two premises at 77 Tung Choi Street and 108 Prince Edward Road West for the operation of fast food restaurants. LBK was wholly and beneficially owned by the family members of Mr. Lo Hoi Chun, a non-executive director of the Company. Mr. Lo Hoi Chun and his associates were directors of LBK. Mr. Lo Hoi Chun was also a director of Yumi. Pursuant to the agreements, Yumi and Very Nice were required to pay a monthly rental of HK\$61,000 and HK\$110,000 respectively from 1st January, 2000 to 31st December, 2002.

On 31st March, 2003, Very Nice, as tenant entered into another tenancy agreement with LBK as landlord renewing the existing tenancy agreement in respect of the premises at 108 Prince Edward Road West for the operation of fast food restaurant. Pursuant to the agreement, Very Nice was entitled to one month rent free period for January 2003 and was required to pay a monthly rental of HK\$90,000 from 1st February, 2003 to 31st December, 2003.

董事於合約之權益

二零零零年四月十一日，本公司之全資附屬公司合二有限公司（「合二」）以租客身份，與業主天維投資有限公司（「天維」）就租用一物業經營快餐廳簽訂租賃合約。天維由羅碧靈女士、陳裕光先生之關連人士及一間由羅開光先生之家族成員完全實益擁有之Ardley Enterprises Limited所控制。按照租賃合約，合二須由二零零零年四月十二日起至二零零三年四月十一日止繳交月租港幣170,000元。

一九九九年十二月二十三日，本公司兩間間接持有之全資附屬公司，即音音飲食有限公司（「音音」）及好樂意飲食有限公司（「好樂意」）分別以租客身份，與業主LBK Trustee Holding Corporation（由二零零二年十一月十五日起改名為「LBK Holding Corporation」）（「LBK」）簽訂一份租賃合約，繼續租用位於通菜街77號及太子道西108號之物業經營快餐廳。本公司非執行董事羅開親先生之家族成員完全實益擁有LBK。羅開親先生及其關連人士乃LBK之董事。羅開親先生亦為音音之董事。按照租賃合約，音音及好樂意須由二零零零年一月一日起至二零零二年十二月三十一日止分別繳交月租港幣61,000元及港幣110,000元。

二零零三年三月三十一日，好樂意以租客身份與業主LBK簽訂一份租賃合約，繼續租用位於太子道西108號之物業經營快餐廳。按照租賃合約，好樂意於二零零三年一月份享有一個月免租期，其後由二零零三年二月一日起至二零零三年十二月三十一日止須繳交月租港幣90,000元。

DIRECTORS' INTERESTS IN CONTRACTS (Cont'd)

Except as disclosed above and in "Connected transaction" section below, no contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries, fellow subsidiaries or its holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

None of the directors have interests in a competing business.

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS

As at 31st March, 2003, interest of directors of the Company in the shares and options of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")), as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance or as notified to the Company were as follows:

(a) Ordinary shares of HK\$0.10 each of the Company:

		Personal 個人	Family 家族	Corporate 公司	Other 其他
Mr. Chan Yue Kwong, Michael	陳裕光先生	3,121,407	1,189,400	—	(a)
Mr. Lo Hoi Kwong, Sunny	羅開光先生	3,120,000	—	—	(a) & (b)
Ms. Lo Pik Ling, Anita	羅碧靈女士	10,606,339	—	—	(a)
Mr. Lo Tak Shing, Peter	羅德承先生	—	—	—	(c)
Mr. Lo Tang Seong, Victor	羅騰祥先生	—	—	—	—
Mr. Lo Hoi Chun	羅開親先生	132,000	—	—	(d) & (e)
Ms. Leung Sau Lai, Kathy	梁秀麗女士	3,107,000	—	—	—
Mr. Hui Tung Wah, Samuel	許棟華先生	25,837	—	—	—
Mr. Choi Ngai Min, Michael	蔡涯棉先生	—	—	—	—
Mr. Li Kwok Sing, Aubrey	李國星先生	55,000	—	—	—

董事於合約之權益 (續)

除上述披露及以下「關連交易」一項內載列外，於是年度終結日或是年度內任何時間，本公司董事概無與本公司、附屬公司、關聯附屬公司或其控股公司訂立與本集團業務有重大關係而本公司董事有直接或間接重大權益之其他合約。

本公司各董事並無擁有任何與本集團業務構成競爭之業務權益。

董事擁有之股份及認股特權

於二零零三年三月三十一日，本公司按照證券(披露權益)條例(「披露權益條例」)第二十九條而設存之登記冊所記錄或據本公司接獲之通知，各董事在本公司及其聯繫公司(按披露權益條例之定義)之股份及認股特權之權益如下：

(a) 本公司每股面值港幣0.10元之普通股：

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS (Cont'd)

Notes:

- (a) 51,120,000 shares were held under a family trust of which the beneficiaries included associates of Mr. Chan Yue Kwong, Michael, Mr. Lo Hoi Kwong, Sunny and his associates, Ms. Lo Pik Ling, Anita and her associates.
- (b) 37,383,394 shares were held under a family trust of which associates of Mr. Lo Hoi Kwong, Sunny were the beneficiaries.
- (c) 87,626,213 shares were held under a family trust of which Mr. Lo Tak Shing, Peter and his associates were the beneficiaries.
- (d) 31,911,701 shares were held under a family trust of which Mr. Lo Hoi Chun and his associates were the beneficiaries.
- (e) 35,969,133 shares were held under a family trust of which associates of Mr. Lo Hoi Chun were the beneficiaries.

Other than certain nominee shares in subsidiaries held by directors in trust for the Company or the intermediate holding companies of subsidiaries, no directors held any interest in the share capital of the Company's subsidiaries.

(b) Share options of the Company:

Details of the interests of the directors of the Company in respect of share options granted under the Company's share option schemes are set out in the "Share options" section above.

董事擁有之股份及認股特權 (續)

附註：

- (a) 陳裕光先生之關連人士、羅開光先生與其關連人士、羅碧靈女士與其關連人士為一家族信託公司之受益人，此家族信託公司持有本公司51,120,000股股份。
- (b) 羅開光先生之關連人士為一家族信託公司之受益人，此家族信託公司持有本公司37,383,394股股份。
- (c) 羅德承先生與其關連人士為一家族信託公司之受益人，此家族信託公司持有本公司87,626,213股股份。
- (d) 羅開親先生與其關連人士為一家族信託公司之受益人，此家族信託公司持有本公司31,911,701股股份。
- (e) 羅開親先生之關連人士為一家族信託公司之受益人，此家族信託公司持有本公司35,969,133股股份。

本公司董事除以公司代理人名義代表本公司或其間接控股公司持有部份附屬公司股份外，並無其他附屬公司股本之權益。

(b) 本公司認股特權：

所有關於本公司各董事根據本公司特權認股計劃獲授予認股特權之權益已於上述「認股特權」一項內詳細列出。

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS (Cont'd)

Save as otherwise disclosed in this report, at no time during the year, the directors (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and its associated corporations within the meaning of the SDI Ordinance.

Save as otherwise disclosed in this report, at no time during the year was the Company or its fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

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

	Number of shares held in the Company 佔本公司之股份數目	Percentage of holding 股權百分率
Wandels Investment Limited (a)	87,626,213	16.42%
GZ Trust Corporation (b)	119,000,834	22.30%
(a) It held the shares for the family trust disclosed in Note (c) under "Directors' interests in shares and share options" section (with Barclays Private Bank & Trust Limited, the trustee of the said family trust, holding the entire share capital of Wandels Investment Limited).	(a)	Wandels Investment Limited 所持有之股份乃上述「董事擁有之股份及認股特權」一項內附註(c)之家族信託公司所擁有 (Barclays Private Bank & Trust Limited 乃該家族信託公司之受託人, 擁有 Wandels Investment Limited 之所有股份)。
(b) It held the shares for the family trusts disclosed in Notes (a), (d) and (e) under "Directors' interests in shares and share options" section.	(b)	GZ Trust Corporation 所持有之股份乃上述「董事擁有之股份及認股特權」一項內附註(a)、(d)及(e)之家族信託公司所擁有。

董事擁有之股份及認股特權 (續)

除於本報告書另有披露外, 本年度內各董事 (包括彼等之配偶及十八歲以下之子女) 並無擁有、獲授予或行使任何可認購本公司及其聯繫公司 (定義見披露權益條例) 之股份 (或認股權證或債券 (如適用)) 之權利。

除於本報告書另有披露外, 本公司或其關聯附屬公司概無參與任何協定, 使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

主要股東

根據披露權益條例第十六(一)條而設存之登記冊, 截至二零零三年三月三十一日, 本公司獲告知下列主要股東之權益, 佔本公司已發行股本百分之十或以上:

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Save as disclosed above, the Company has no notice of any interests to be recorded under Section 16(1) of the SDI Ordinance as at 31st March, 2003.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2003, the percentage of sales or purchases attributable to the Group's five largest customers or suppliers was less than 30%.

CONNECTED TRANSACTION

Pursuant to a sale and purchase agreement dated 31st March, 2003, Barson Development Limited, an indirectly wholly-owned subsidiary of the Company, agreed to sell, and Eternal Reality Limited, a company controlled by Mr. Lo Hoi Chun, a non-executive director of the Company, and his associates, agreed to purchase, a property located on Ground Floor, 75 Tung Choi Street, Kowloon, Hong Kong for a consideration of HK\$6,800,000, payable at the time of the completion of the transaction.

Eternal Reality Limited, a company controlled by Mr. Lo Hoi Chun, was a connected person within the meaning of the Listing Rules to the Company. Accordingly, the disposal of the property (the "Disposal") constituted a connected transaction. Details of the transaction was announced on 31st March, 2003.

主要股東 (續)

除上述披露外，於二零零三年三月三十一日，本公司並未知悉任何根據披露權益條例第十六(一)條須予記錄之權益。

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

主要顧客及供應商

截至二零零三年三月三十一日止之年度，本集團主要五大顧客或五大供應商佔是年度本集團之營業額或採購額分別少於百分之三十。

關連交易

根據二零零三年三月三十一日之買賣協議，本公司一間間接持有之全資附屬公司，霸新發展有限公司，以港幣6,800,000元出售位於香港九龍通業街75號地下之物業予恆愉有限公司。本公司非執行董事羅開親先生與其關連人士擁有恆愉有限公司之控制權。交易金額須於交易完成日繳付。

恆愉有限公司為羅開親先生所控制之公司，根據上市規則的定義，恆愉有限公司為本公司之關連人士。為此，出售該物業（「該物業出售」）構成關連交易。有關該買賣協議之詳情已於二零零三年三月三十一日之公佈披露。

CONNECTED TRANSACTION (Cont'd)

The consideration was agreed by the parties after arm's length negotiations and was determined with reference to the current market prices and the valuation performed by an independent valuer, Colliers International. The directors, including the independent non-executive directors, considered that the terms of the Disposal were fair and reasonable and the Disposal was under normal commercial terms so far as the shareholders of the Company were concerned and was in the best interest of the Company and its shareholders as a whole.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules of the SEHK throughout the year ended 31st March, 2003.

AUDIT COMMITTEE

In April 1999, the Company established an audit committee consisting of two independent non-executive directors of the Company, Mr. Choi Ngai Min, Michael and Mr. Li Kwok Sing, Aubrey, with written terms of reference which deal clearly with its authority and duties. Amongst the committee's principal duties is to review and supervise the Company's financial reporting process and internal controls.

AUDITORS

Arthur Andersen & Co acted as auditors of the Company up to and including the year ended 31st March, 2001. Arthur Andersen & Co resigned on 24th June, 2002 and the directors appointed PricewaterhouseCoopers to fill the casual vacancy. PricewaterhouseCoopers audited the accounts for the year ended 31st March, 2002.

關連交易 (續)

該物業出售之成交價是買賣雙方在公平原則商討下及按現行市值及獨立物業估值師 Colliers International 評估而釐定。董事局 (包括獨立非執行董事) 認為該物業出售之條款對本公司股東而言是公平和合理的，並認為該物業出售是按一般商務條款進行，有利於本公司及其股東。

遵守上市規則最佳應用守則

董事局認為本公司截至二零零三年三月三十一日止年度內一直遵守聯交所上市規則附錄十四所載之最佳應用守則。

審核委員會

本公司於一九九九年四月成立審核委員會，該委員會之成員包括本公司兩位獨立非執行董事蔡涯棉先生及李國星先生，並以書面列明其職權範圍。其主要職責為檢討及監察本公司之財務匯報程序及內部監控制度。

核數師

直至二零零一年三月三十一日止之年度，本公司之核數師為安達信公司。安達信公司已於二零零二年六月二十四日辭任，董事局委任羅兵咸永道會計師事務所填補其空缺。羅兵咸永道會計師事務所已審核截止二零零二年三月三十一日止年度之賬目。

AUDITORS (Cont'd)

The accounts for the year ended 31st March, 2003 have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board of Directors,

CHAN YUE KWONG, MICHAEL

Chairman

Hong Kong, 8th July, 2003

核數師 (續)

截至二零零三年三月三十一日止年度之賬目，經已由羅兵咸永道會計師事務所審核，該核數師任滿告退，並提請續聘。

承董事局命

陳裕光

主席

香港，二零零三年七月八日

Consolidated Profit and Loss Account

綜合損益表

FOR THE YEAR ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止年度

		Note 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Turnover	營業額	4	2,621,547	2,613,547
Cost of sales	銷售成本		(2,235,220)	(2,219,469)
Gross profit	毛利		386,327	394,078
Administrative expenses	行政使費		(114,421)	(119,501)
Other income	其他收入	4	50,481	61,096
Deficit on revaluation of investment properties	投資物業減值		(7,696)	—
Profit from operations	營運溢利		314,691	335,673
Provision for impairment in value of investments	投資之減值撥備		(12,174)	—
Finance costs	財務成本	5	(9,485)	(21,417)
			293,032	314,256
Share of profit/(loss) of	應佔溢利/(虧損)			
An associated company	聯營公司		526	1,499
Jointly controlled entities	合營公司		(5,456)	6,948
Profit before taxation	除稅前溢利	6	288,102	322,703
Taxation	稅項	7	(42,828)	(42,703)
Profit attributable to shareholders	股東應佔溢利	8	245,274	280,000
Dividends	股息	9	129,940	117,380
Basic earnings per share	每股基本溢利	10	45.21 cents 仙	51.24 cents 仙
Diluted earnings per share	每股攤薄溢利	10	44.32 cents 仙	50.50 cents 仙

Balance Sheets

資產負債表

AS AT 31ST MARCH, 2003
二零零三年三月三十一日

	Note 附註	Consolidated 綜合		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Non-current assets					
非流動資產					
Fixed assets	13	901,124	953,846	—	—
Fixed assets					
Trademarks	14	22,754	25,458	—	—
Trademarks					
Investment in subsidiaries	15	—	—	356,896	407,091
Investment in subsidiaries					
Investment in an associated company	16	838	836	—	—
Investment in an associated company					
Investment in jointly controlled entities	17	28,257	25,717	—	—
Investment in jointly controlled entities					
Other investments	18	6,357	18,533	—	—
Other investments					
Held-to-maturity securities	19	85,979	—	—	—
Held-to-maturity securities					
		<u>1,045,309</u>	<u>1,024,390</u>	<u>356,896</u>	<u>407,091</u>
Current assets					
流動資產					
Stocks, at cost		52,966	48,836	—	—
Stocks, at cost					
Prepayments and deposits		103,870	148,163	110	112
Prepayments and deposits					
Trade and other debtors	21	26,586	26,561	—	—
Trade and other debtors					
Short-term investments	20	7,365	6,448	—	—
Short-term investments					
Cash and bank balances		733,281	650,981	157	85
Cash and bank balances					
		<u>924,068</u>	<u>880,989</u>	<u>267</u>	<u>197</u>
Current liabilities					
流動負債					
Short-term bank loans	22	220,000	150,000	—	—
Short-term bank loans					
Trade creditors	21	61,365	57,096	—	—
Trade creditors					
Other creditors and accrued liabilities		198,796	193,727	9,685	38
Other creditors and accrued liabilities					
Taxation payable		14,109	6,727	—	—
Taxation payable					
		<u>494,270</u>	<u>407,550</u>	<u>9,685</u>	<u>38</u>

Balance Sheets

資產負債表

AS AT 31ST MARCH, 2003
二零零三年三月三十一日

		Note	Consolidated		Company	
			綜合	本公司		
			2003	2002	2003	2002
		附註	二零零三年	二零零二年	二零零三年	二零零二年
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			港幣千元	港幣千元	港幣千元	港幣千元
Net current assets/(liabilities)	淨流動資產/(負債)		429,798	473,439	(9,418)	159
Total assets less current liabilities	扣除流動負債後總資產		1,475,107	1,497,829	347,478	407,250
Non-current liabilities	非流動負債					
Long-term bank loans	長期銀行貸款	23	–	80,000	–	–
Deferred taxation	遞延稅項	25	18,689	16,235	–	–
			18,689	96,235	–	–
Net assets	淨資產		1,456,418	1,401,594	347,478	407,250
Capital and reserves	股本及儲備					
Share capital	股本	26	53,364	54,573	53,364	54,573
Reserves (including final dividend declared of HK\$95,515,000; 31st March, 2002: final dividend declared of HK\$93,336,000)	儲備(包括已宣派之末期股息港幣95,515,000元; 二零零二年三月三十一日: 已宣派之末期股息港幣93,336,000元)	9, 28	1,403,054	1,347,021	294,114	352,677
Shareholders' equity	股東權益		1,456,418	1,401,594	347,478	407,250

Approved by the Board of Directors on 8th July, 2003 and signed on behalf of the Board by

經董事局於二零零三年七月八日批准及承董事局命簽署

CHAN YUE KWONG, MICHAEL
陳裕光
Chairman
主席

LO HOI KWONG, SUNNY
羅開光
Managing Director
行政總裁

Consolidated Statement of Changes in Equity

綜合權益變動表

FOR THE YEAR ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止年度

		Note 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Total equity at beginning of year, as previously reported	年度開始之總權益， 如上年度報告		1,430,711	1,268,524
Effect of changes in accounting policies	修訂會計政策之影響	28	(29,117)	(29,117)
Total equity at beginning of year, as restated	年度開始之總權益， 重列		1,401,594	1,239,407
Deficit on revaluation of investment properties	投資物業減值	28	(2,604)	(4,050)
Exchange differences arising on consolidation	綜合賬項匯差	28	374	(167)
Net loss not recognised in the consolidated profit and loss account	綜合損益表內未認算之 淨虧損		(2,230)	(4,217)
Profit attributable to shareholders	股東應佔溢利	28	245,274	280,000
Reserves transferred to the consolidated profit and loss account upon disposal of an investment property	出售投資物業後撥往 綜合損益表之儲備	28	(448)	-
Dividends	股息	28	(127,761)	(106,523)
Issue of shares under the share option schemes	根據特權認股計劃發行 之股份	27, 28	223	3,694
Repurchase of shares	回購股份	28	(60,234)	(10,767)
			57,054	166,404
Total equity at end of year	年度結束之總權益		1,456,418	1,401,594

Consolidated Cash Flow Statement

綜合現金流動表

FOR THE YEAR ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止年度

	Note 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cash flows from operating activities	經營業務之現金流動		
Profit before taxation	除稅前溢利	288,102	322,703
Interest expense	利息支出	9,485	21,417
Interest income	利息收入	(19,244)	(31,244)
Depreciation of fixed assets	固定資產之折舊	125,986	116,029
Amortisation of trademarks	商標攤銷	2,704	2,704
Deficit on revaluation of investment properties	投資物業減值	7,696	—
Net gain on disposals of fixed assets other than investment properties	出售非投資物業的固定資產之淨溢利	(18,814)	(14,479)
Net gain on disposal of an investment property	出售投資物業之淨溢利	(567)	—
Provision for impairment in value of other investments	其他投資之減值撥備	12,174	—
Net loss/(gain) related to investments	有關投資之淨虧損/(溢利)	4,470	(216)
Share of results of an associated company	應佔聯營公司業績	(526)	(1,499)
Share of results of jointly controlled entities	應佔合營公司業績	5,456	(6,948)
Operating profit before working capital changes	營運資本變動前之營運溢利	416,922	408,467

	Note	2003	2002
	附註	二零零三年	二零零二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
(Increase)/Decrease in stocks	存貨之(增加)/減少	(4,130)	539
Decrease/(Increase) in prepayments and deposits	預付款項及按金之減少/(增加)	44,293	(26,009)
Increase in trade and other debtors	營業及其他應收賬項之增加	(25)	(1,086)
Increase in amount due from an associated company	應收聯營公司款項之增加	—	(60)
Increase in amount due from a jointly controlled entity	應收合營公司款項之增加	(144)	—
Increase/(Decrease) in trade creditors	營業應付賬項之增加/(減少)	4,269	(1,102)
Increase in other creditors and accrued liabilities	其他應付賬項及應計費用之增加	5,069	11,378
Cash generated from operations	營運產生之現金	466,254	392,127
Hong Kong profits tax refunded	退還之香港利得稅	4,110	1,451
Hong Kong profits tax paid	已付之香港利得稅	(36,874)	(41,851)
Overseas taxation paid	已付之海外稅項	(1,827)	(248)
Net cash from operating activities	經營業務產生之淨現金	431,663	351,479

Consolidated Cash Flow Statement

綜合現金流動表

FOR THE YEAR ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止年度

	Note 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cash flows from investing activities	投資活動之現金流動		
Additions of fixed assets	添置固定資產	(116,230)	(226,457)
Proceeds from disposals of fixed assets	出售固定資產收入	51,599	57,165
Proceeds from repayment of loan to an associated company	聯營公司償還貸款	–	800
Acquisition of a jointly controlled entity	收購合營公司	–	(7,157)
Investment in a jointly controlled entity	合營公司投資	(944)	–
Advance to a jointly controlled entity	合營公司貸款	(5,851)	–
Dividend received from an associated company	已收聯營公司股息	440	1,240
Dividend received from a jointly controlled entity	已收合營公司股息	1,038	–
Proceeds from redemption of held-to-maturity securities	持至到期日之證券收入	150,573	–
Purchase of held-to-maturity securities	購買持至到期日之證券	(236,552)	–
Proceeds from disposals of other investments	出售其他投資收入	3	15
Proceeds from disposals of short-term investments	出售短期投資收入	10,515	2,936
Purchase of short-term investments	購買短期投資	(15,903)	–
Interest received	已收之利息	19,244	31,244
Net cash used in investing activities	用於投資活動之淨現金	(142,068)	(140,214)

		Note 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cash flows from financing activities	融資活動之現金流動	29		
Net proceeds from issue of shares on exercise of share options	行使認股特權而發行本公司股份之所得款項淨額		223	3,694
Payment for repurchase of shares	回購股份支出		(60,234)	(10,767)
New bank borrowings	新增銀行貸款		545,000	700,000
Repayment of bank borrowings	償還銀行貸款		(555,000)	(806,541)
Interest paid	已付利息		(9,485)	(21,417)
Dividends paid	已付股息		(127,761)	(106,523)
Net cash used in financing activities	用於融資活動之淨現金		<u>(207,257)</u>	<u>(241,554)</u>
Increase/(Decrease) in cash and bank balances	現金及銀行存款之增加/(減少)		82,338	(30,289)
Effect of foreign exchange rate changes	外幣匯率轉變之影響		(38)	(43)
Cash and bank balances, beginning of year	年度開始時現金及銀行存款		<u>650,981</u>	<u>681,313</u>
Cash and bank balances, end of year	年度結束時現金及銀行存款		<u>733,281</u>	<u>650,981</u>

Notes to the Accounts 賬目附註

1. ORGANISATION AND OPERATIONS

Café de Coral Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company under the Companies Act, 1981 of Bermuda with limited liability on 1st October, 1990.

The principal activity of the Company is investment holding. The Company’s subsidiaries are principally engaged in the operation of quick service restaurants, fast casual dining, institutional catering and specialty restaurant chains, and the food processing and distribution business.

2. PRINCIPAL ACCOUNTING POLICIES

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

(a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants (“HKSA”). They have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, certain properties and investments in securities are stated at fair value.

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

SSAP 1 (revised)	:	Presentation of financial statements
SSAP 11 (revised)	:	Foreign currency translation
SSAP 15 (revised)	:	Cash flow statements
SSAP 33	:	Discontinuing operations
SSAP 34 (revised)	:	Employee benefits

1. 機構和運作

大家樂集團有限公司（「本公司」）於一九九零年十月一日在百慕達按當地一九八一年公司法成立為一間有限責任及豁免公司。

本公司主要業務為投資控股。本公司之附屬公司主要經營連鎖式速食餐飲業務、快餐廳、機構飲食業務和特式餐廳及食品製造及分銷業務。

2. 主要會計政策

編製此等賬目所採用之主要會計政策載列如下：

(a) 編製基準

本賬目乃按照香港公認會計原則及香港會計師公會（「會計師公會」）頒佈之會計實務準則編製。除下文會計政策所披露之物業及證券投資按公平值列賬外，賬目乃以歷史成本常規法編製。

於本年度，本集團採納下列由會計師公會頒佈之會計實務準則，該等會計實務準則於二零零二年四月一日或以後之會計年度開始生效：

會計實務準則	:	「財務報表呈列」 第一號（經修訂）
會計實務準則	:	「外幣結算」 第十一號（經修訂）
會計實務準則	:	「現金流動報表」 第十五號（經修訂）
會計實務準則	:	「不繼續經營」 第三十三號
會計實務準則	:	「僱員福利」 第三十四號（經修訂）

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(a) Basis of preparation (Cont'd)

The changes to the Group's accounting policies and the effect of adopting these new policies is set out below:

In accordance with the new SSAP 34 (revised) "Employee benefits", pension costs for the defined benefit scheme are assessed using the projected unit credit method as calculated by qualified actuary. Under this method, the cost of providing pensions is charged to the profit and loss account so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuary. The pension obligation is measured as the present value of the estimated future cash outflows using a discount rate determined by reference to market yields on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Actuarial gains and losses are recognised by amortising the amount by which the cumulative unrecognised gains and losses exceed 10% of the greater of the scheme's assets and defined benefit obligations over the average expected future working lifetime of the members of the scheme. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested. In the prior years, the Group's contributions to the defined benefit scheme were charged to the profit and loss account in the period to which the contributions related.

As at 1st April, 2002, the date of adoption of SSAP 34 (revised), there was a transitional liability of HK\$20,443,000 which was recognised immediately representing the excess of the present value of the defined benefit obligation over the fair value of the scheme's assets. This has been accounted for retrospectively with the effect that the retained profits of the Group as at 1st April, 2001 and 1st April, 2002 were both decreased by HK\$20,443,000. The adoption of this new accounting policy has no impact on the prior year profit and loss account as contributions paid during the prior year were in line with the charge required under SSAP 34 (revised).

2. 主要會計政策 (續)

(a) 編製基準 (續)

本集團會計政策之變更及採納此等新政策之影響載列如下：

按新頒佈的會計實務準則第三十四號(經修訂)「僱員福利」，界定福利計劃之退休金成本由合資格精算師以預計單位信貸記存法評估。按此方法，提供退休金之成本於損益表內支銷，並依合資格精算師建議把經常成本按僱員之服務期攤銷。退休金責任乃按預計未來現金流出的貼現值計算，貼現率為到期日與集團負債期相若之優質企業債券於結算日之收益率。累計未實現之精算損益超過界定福利負債的貼現值和計劃資產的百分之十兩者中較高者，則該部份將按參與是項計劃之僱員的預計平均剩餘工作年期攤銷認算。僱員以往的服務金將於平均期內以直線法在損益表內確認為支出，直至福利歸屬為止。往年本集團供款至界定福利計劃於相關供款期之損益表內支銷。

於二零零二年四月一日採納會計實務準則第三十四號(經修訂)時，界定利益承擔現值超出計劃內資產市值約港幣20,443,000元，該過渡負債已立即認算入賬。作出追溯性調整後，本集團於二零零一年四月一日及二零零二年四月一日之保留溢利均減少約港幣20,443,000元。由於上年度同期供款數額與會計實務準則第三十四號(經修訂)規定須列報之費用相符，採納新會計政策對上年度同期損益表並無影響。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(a) Basis of preparation (Cont'd)

In prior years, long service payments to employees under the Hong Kong Employment Ordinance in return for services rendered to the Group were charged to the profit and loss account as incurred. With effect from 1st April, 2002, in order to comply with SSAP 34 (revised) "Employee benefits" issued by the HKSA, the Group adopted a new policy for long service payments as set out in Note 2(k)(iv) below.

As a result of the adoption of this accounting policy, a transitional liability of HK\$8,674,000 was recognised. This has been accounted for retrospectively with the effect that the retained profits of the Group as at 1st April, 2001 and 1st April, 2002 were both decreased by HK\$8,674,000. The adoption of this new accounting policy has no impact on the prior year profit and loss account as contributions paid during the prior year were in line with the charge required under SSAP 34 (revised).

The adoption of the SSAP 1 (revised), SSAP 11 (revised), SSAP 15 (revised) and SSAP 33 has no material impact on the accounts of the Group except that certain presentation changes have been made to the comparative figures upon the adoption of SSAP 1 (revised) and SSAP 15 (revised).

(b) Group accounting

(i) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March.

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

2. 主要會計政策 (續)

(a) 編製基準 (續)

上年度本集團根據香港僱傭條例支付僱員之長期服務金於實際支付時認算入賬。本集團為符合會計師公會頒佈之會計實務準則第三十四號(經修訂)「僱員福利」，於二零零二年四月一日起對長期服務金支出採用新會計政策，如下文附註2(k)(iv)所載。

採納此會計政策後，約港幣8,674,000元過渡負債已認算入賬。作出追溯性調整後，本集團於二零零一年四月一日及二零零二年四月一日之保留溢利均減少約港幣8,674,000元。由於上年度同期供款數額與會計實務準則第三十四號(經修訂)規定須列報之費用相符，採納新會計政策對上年度同期損益表並無影響。

除若干比較數字因採納會計實務準則第一號(經修訂)及第十五號(經修訂)而改變呈列方式外，採納會計實務準則第一號(經修訂)、第十一號(經修訂)、第十五號(經修訂)及第三十三號對本集團賬目並無重大影響。

(b) 集團會計

(i) 綜合賬目之基準

綜合賬目包括本公司及其附屬公司截至三月三十一日止之賬目。

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

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(b) Group accounting (Cont'd)

(i) Consolidation (Cont'd)

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

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

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

(ii) Joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

The consolidated profit and loss account includes the Group's share of the results of jointly controlled entities for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entities and goodwill (net of accumulated amortisation) on acquisition.

(iii) Associated company

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

The consolidated profit and loss account includes the Group's share of the results of an associated company for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated company on acquisition.

2. 主要會計政策 (續)

(b) 集團會計 (續)

(i) 綜合賬目之基準 (續)

於年內收購或出售之附屬公司，其業績由收購生效日起計或計至出售生效日止適當地列入綜合損益表內。

所有集團內公司間之重大交易及結餘已於綜合賬目內抵銷。

本公司之資產負債表內，附屬公司之投資以成本值扣除減值虧損撥備入賬。本公司附屬公司之業績乃按已收及應收股息計算。

(ii) 合營公司

合營公司指本集團與其他人士以合約協議方式共同進行經濟活動，該活動受雙方共同控制，任何一方均沒有單方面之控制權。

綜合損益表包括本集團應佔合營公司之本年度業績，而綜合資產負債表則包括本集團收購該合營公司之應佔資產淨值及商譽（扣除累計攤銷）。

(iii) 聯營公司

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

綜合損益表包括本集團應佔聯營公司之本年度業績，而綜合資產負債表則包括本集團收購該聯營公司之應佔資產淨值。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(b) Group accounting (Cont'd)

(iii) Associated company (Cont'd)

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

(iv) Translation of foreign currencies

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

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

(c) Intangibles

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary/joint venture/associated company at the date of acquisition.

Goodwill on acquisitions occurring on or after 1st April, 2001 is recognised as an asset in the balance sheet and amortised using the straight-line method over its estimated useful life of 20 years. With respect to investments in an associated company and jointly controlled entities accounted for under the equity method of accounting, goodwill is included in the carrying amount of the investments.

Goodwill on acquisitions that occurred prior to 1st April, 2001 was eliminated against reserves. Any impairment arising on such goodwill is accounted for in the profit and loss account.

2. 主要會計政策 (續)

(b) 集團會計 (續)

(iii) 聯營公司 (續)

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

(iv) 外幣換算

以外幣為本位之交易，均按交易當日之匯率換算。於年結日以外幣為本位之資產與負債則按年結日之匯率換算。由此產生之匯兌盈虧均撥入損益表處理。

附屬公司、合營公司及聯營公司以外幣為本位之資產負債表均按年結日之匯率換算，而損益表則按平均匯率換算。由此產生之匯兌盈虧以儲備變動入賬。

(c) 無形資產

(i) 商譽

商譽指收購成本超出於收購日集團應佔所收購附屬公司/合營公司/聯營公司之淨資產之公平值。

於二零零一年四月一日或以後，收購所產生之商譽須計入資產負債表之資產內，並按估計可使用期以二十年的直線法攤銷。於聯營公司及合營公司投資所產生之商譽，按會計權益法包括在該等投資之賬面值內。

於二零零一年四月一日前，收購所產生之商譽已於儲備中對銷。若該商譽減值，有關減值均須記入損益表內。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(c) Intangibles (Cont'd)

(ii) Trademarks

Expenditure on acquired trademarks is capitalised and amortised using the straight-line method over their useful lives, but not exceeding 20 years. Trademarks are not revalued as there is no active market for these assets.

(iii) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset, including goodwill previously written off against reserves, is assessed and written down immediately to its recoverable amount.

(d) Fixed assets

(i) Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties are valued annually by independent professional valuers. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the property revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to the profit and loss account. Any subsequent increases are credited to the profit and loss account up to the amount previously debited.

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

2. 主要會計政策 (續)

(c) 無形資產 (續)

(ii) 商標

收購商標之開支將予資本化，並以直線法按不超過20年之可使用年期攤銷。由於商標並無活躍市場，因此其價值不會進行重估。

(iii) 無形資產減值

如有跡象顯示無形資產之賬面值出現減值，包括之前已在儲備撇減之商譽，均需評估及即時撇減至可收回價值。

(d) 固定資產

(i) 投資物業

投資物業乃在土地及樓宇中所佔之權益，而該等土地及樓宇之建築工程及發展經已完成，並持作投資之用，所有租金收入均按公平原則磋商。

投資物業皆由獨立專業估值師每年估值一次。估值是以個別物業之公開市值為估值基準，而土地及樓宇並不分開估值。估值計入年度賬目內。重估增值撥入物業重估儲備，而重估減值首先抵銷整個投資組合先前之重估增值，其餘則在損益表內扣除。其後之重估增值將撥入損益表內，惟以先前所扣減之金額為限。

當出售投資物業時，物業重估儲備中與先前估值有關之變現部分，將從投資物業重估儲備轉回損益表內。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(d) Fixed assets (Cont'd)

(ii) Other properties

Other properties are interests in land and buildings other than investment properties are stated at cost less accumulated depreciation and accumulated impairment losses.

(iii) Other fixed assets

Leasehold improvements, furniture, restaurant and other equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Initial purchases of utensils, cutlery and glassware are capitalised at original historical cost and are included in restaurant equipment. Costs of subsequent replacements are charged to the profit and loss account in the year of expenditure.

(iv) Depreciation

No depreciation is provided for investment properties unless the unexpired lease term is 20 years or less, in which case depreciation is provided on the then carrying value over the unexpired lease term.

Freehold land is not depreciated. Leasehold land of other properties is depreciated over the period of the lease while other fixed assets (except for utensils, cutlery and glassware) are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold land	Over the remaining period of the lease
Buildings	2.5%
Leasehold improvements	Over the unexpired period of the lease
Furniture, restaurant and other equipment	12.5% to 20%

2. 主要會計政策 (續)

(d) 固定資產 (續)

(ii) 其他物業

其他物業指除投資物業外，在土地及樓宇中所佔之權益，以成本值減累積折舊及累積減值虧損入賬。

(iii) 其他固定資產

租賃樓宇裝設、傢俬、餐廳及其他設備以成本值減累積折舊及累積減值虧損入賬。

初次購買之烹飪器皿、刀叉和玻璃器皿以歷史成本價入賬及不予折舊，並包括在餐廳設備內，嗣後之重置成本撥入支銷年度之損益表。

(iv) 折舊

若投資物業之未完租年期在二十年或以下，該等投資物業乃按其賬面值於其餘下之批租年期內折舊，其他投資物業則不會作出折舊準備。

永久業權土地並無折舊。其他物業之租賃土地按租約年期折舊，其他固定資產（除烹飪器皿、刀叉和玻璃器皿）則按成本值減累積減值虧損後之餘額以直線法，在估計可使用年期撇銷。主要折舊年率如下：

租賃土地	餘下租約期
樓宇	2.5%
租賃樓宇裝設	未完租約期
傢俬、餐廳及其他設備	12.5% 至 20%

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(d) Fixed assets (Cont'd)

(v) Impairment and gain or loss on sale

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in other properties and other fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

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

(e) Assets under operating leases

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

(f) Investment in securities

(i) Other investments

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

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

2. 主要會計政策 (續)

(d) 固定資產 (續)

(v) 減值與出售盈虧

於每個年結日，固定資產(包括其他物業及其他固定資產項目)皆透過集團內部及外界所獲得之資訊，評核該等資產有否減值。如有跡象顯示該等資產出現減值，則估算其可收回價值，及在適當情況下將減值虧損入賬以將資產減至其可收回價值。此等減值虧損在損益表入賬。

除出售投資物業之盈虧外，出售固定資產之盈虧，即出售所得收入淨額與有關資產賬面值之差額，計入損益表內。任何屬於被出售資產之重估儲備結餘均轉撥至保留溢利，並列作儲備變動。

(e) 租賃資產

經營租賃乃指有關租賃資產之擁有權之絕大部份風險及回報仍屬出租公司所有。經營租賃之租金在扣除自出租公司獲得的利益後，按直線法於租賃期內在損益表中支銷。

(f) 證券投資

(i) 其他投資

其他投資按成本值減任何減值虧損撥備入賬。

於每個年結日，個別投資之賬面值將與市值作比較。除非貶值屬短暫，賬面值將會調低至市值，而差額亦於損益表內作使費認算。如貶值因素不再存在及有可靠證據顯示新情況及事件將於可見未來維持，則該投資之減值虧損將回撥至損益表內。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(f) Investment in securities (Cont'd)

(ii) Short-term investments

Short-term investments are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in fair value of short-term investments are recognised in the profit and loss account. Profits or losses on disposal of short-term investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

(iii) Held-to-maturity securities

Held-to-maturity securities are stated in the balance sheet at cost plus/less any discount/premium amortised to date. The discount or premium is amortised over the period to maturity and included as interest income/expense in the profit and loss account. Provision is made when there is a diminution in value other than temporary.

The carrying amounts of individual held-to-maturity securities or holdings of the same securities are reviewed at the balance sheet date in order to assess the credit risk and whether the carrying amounts are expected to be recovered. Provisions are made when carrying amounts are not expected to be recovered and are recognised in the profit and loss account as an expense immediately.

(g) Stocks

Stocks comprise mainly food and consumable stores and are stated at the lower of cost and net realisable value. Cost, calculated on the first-in, first-out basis, comprises all costs of purchase, costs of conversion and other costs incurred in bringing the stocks to their present location and condition. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

2. 主要會計政策 (續)

(f) 證券投資 (續)

(ii) 短期投資

短期投資按公平值列賬。在每個年結日，短期投資之公平值變動而引致之未變現盈虧淨額均在損益表記賬。任何出售短期投資之盈虧，即售價淨額與賬面值之差額計入損益表內。

(iii) 持至到期日之證券

持至到期日之證券在資產負債表內按成本值加/減任何截至該日止已攤銷之折讓/溢價列賬。折讓或溢價按截至到期日止之期間攤銷，並在損益表中列作利息收益/支出項目。如出現非短期性之減值，則作出撥備。

個別持至到期日之證券或持有同類證券之賬面值均於年結日檢討，以評估有關之信貸風險及其賬面值能否收回。倘若預期賬面值無法收回，則作出撥備，並即時在損益表列作開支。

(g) 存貨

存貨主要包括食物及消耗品，按成本值與可變現淨值兩者之較低者入賬。成本值以先入先出法計算，包括購入成本及將貨品運至現時地點達至現時狀況之費用。可變現淨值按估計一般售價減估計完成及出售另需之費用計算。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(h) Trade and other debtors

Provision is made against trade and other debtors to the extent they are considered to be doubtful. Trade and other debtors in the balance sheet are stated net of such provision.

(i) Cash and cash equivalents

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

(j) Provisions

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

(k) Employee benefits

(i) Employee leave entitlements

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

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

2. 主要會計政策 (續)

(h) 營業及其他應收賬款

凡被視為呆賬之營業及其他應收賬款，均作出撥備。資產負債表所列之營業及其他應收賬款已扣除有關之撥備。

(i) 現金及現金等值項目

現金及現金等值項目按成本值在資產負債表內列賬。在現金流動表中，現金及現金等值項目包括現存現金、銀行通知存款、於購買時起三個月內期滿之現金投資及銀行透支。

(j) 撥備

當本集團因過去事件而承擔了現時的法定或推定責任，而履行該責任時有可能消耗含有經濟利益的資源，同時在該金額能夠可靠估算時，本集團會為該金額作出撥備。當本集團預計撥備金額可獲償付，例如有保險合約作保障，則將償付金額確認為一項獨立資產，惟只能在償付金額可實質地確定時確認。

(k) 僱員福利

(i) 僱員有薪假期

僱員之有薪年假在僱員應享有時認算入賬。於年結日，本集團已就年內僱員已提供服務而產生之年假預計開支作出撥備。

僱員之有薪病假、產假或陪妻分娩假不會被確認，直至僱員正式領享該等假期。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(k) Employee benefits (Cont'd)

(ii) Profit sharing and bonus plans

The expected cost of profit sharing and bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for profit sharing and bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

(iii) Pension obligations

The Group operates a defined benefit and certain defined contribution plans, the assets of which are generally held in separate trustee-administered funds. The pension plans are generally funded by payments from employees and by the relevant group companies, taking account of the recommendations of independent qualified actuaries.

The Group's contributions to the defined contribution schemes are expensed as incurred and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

For the defined benefit scheme, pension costs are assessed using the projected unit credit method. The cost of providing pensions is charged to the profit and loss account so as to spread the regular cost over the service lives of employees in accordance with the advice of the actuaries who carry out a valuation of the scheme each year. The pension obligation is measured as the present value of the estimated future cash outflows using a discount rate determined by reference to market yields on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Actuarial gains and losses are recognised by amortising the amount by which the cumulative unrecognised gains and losses exceed 10% of the greater of the scheme's assets and defined benefit obligations over the average expected future working lifetime of the members of the scheme. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

2. 主要會計政策 (續)

(k) 僱員福利 (續)

(ii) 利潤分享和花紅計劃

當本集團因僱員已提供之服務而產生現有法定或推定責任，而該責任金額能可靠估算時，利潤分享和花紅計劃之預計成本將被確立為負債。

利潤分享和花紅計劃之負債預期在十二個月內支付，並以預計之金額繳付。

(iii) 退休金責任

本集團提供一項界定福利計劃及若干界定供款退休計劃，該等計劃之資產一般由獨立信託管理基金持有。退休金計劃一般會考慮獨立合資格精算師之建議，由集團相關公司與員工供款。

本集團對界定供款退休計劃作出之供款在供款時作為費用支銷，而員工在全數領取既得之利益前退出計劃而被沒收之僱主供款將不會作扣減。

於界定福利計劃中，退休金成本以預計單位信貸記存法計算。有關退休金之費用皆按僱員的服務年期攤分撥往損益表，而每年則由合資格精算師執行計算工作。退休金責任乃按預計未來現金流出的貼現值計算，貼現率為到期日與集團負債期相若之優質企業債券於結算日之收益率。累計未實現之精算損益超過界定福利負債的貼現值和計劃資產的百分之十兩者中較高者，則該部份將按參與是項計劃之僱員的預計平均剩餘工作年期攤銷認算入賬。僱員以往的服務金將於平均期內以直線法在損益表內確認為支出，直至福利歸屬為止。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(k) Employee benefits (Cont'd)

(iv) Long service payments

The Group's net obligation in respect of long service payments on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The obligation is calculated using the project unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

(l) Deferred taxation

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

(m) Contingent liabilities and contingent assets

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

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

2. 主要會計政策 (續)

(k) 僱員福利 (續)

(iv) 長期服務金

本集團根據香港僱傭條例在若干情況下終止聘用員工而支付之長期服務金負債淨額，是指僱員現時及過往提供服務所賺取的未來福利。

此負債額是以預計單位信貸記存法計算，並計算其貼現值，並扣除本集團退休計劃下集團供款所佔之應計權益。貼現率為到期日與集團負債期相若之優質企業債券於結算日的收益率。

(l) 遞延稅項

遞延稅項乃以現行稅率就稅務溢利與入賬溢利之時差計算，而確認入賬之金額以預期在可預見將來須支付或可收回之稅務承擔或資產為限。

(m) 或然負債及或然資產

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

或然負債不會被確認入賬，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(m) Contingent liabilities and contingent assets (Cont'd)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the accounts, where necessary, when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(n) Turnover

Turnover comprises (i) the value of sales in the normal course of the restaurant and catering businesses and (ii) rental income.

(o) Revenue recognition

(i) Sales of goods and services

Sales of goods and services are recognised on the transfer of risks and rewards of ownership of the goods, which generally coincides with the time when the goods are delivered to customers and title has passed and when services are rendered.

(ii) Rental income

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

(iii) Management and service fee income

Management and service fee income are recognised when services are rendered.

(iv) Interest income

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

2. 主要會計政策 (續)

(m) 或然負債及或然資產 (續)

或然資產指因已發生的事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。

或然資產不會被確認，但會於可能收到經濟效益時在賬目附註中披露。若確定收到實質經濟效益時，此等效益才被確立為資產。

(n) 營業額

營業額包括(i)日常餐廳及飲食業務之銷售價值及(ii)租金收入。

(o) 收益確認

(i) 銷售貨品及服務

銷售貨品及服務收入乃按貨品已出售及主權之風險及利益已轉給顧客或服務已提供而認算入賬。

(ii) 租金收入

經營租賃之租金收入乃按直線法認算入賬。

(iii) 管理及服務費收入

管理及服務費收入乃按服務已提供而認算入賬。

(iv) 利息收入

利息收入乃按未償還本金額及適當利率按時間比例確認。

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(p) Cost of sales

Cost of sales represents costs which vary directly or indirectly with the level of sales of the Group. It comprises cost of stocks and operating costs incurred to generate sales of goods and services, and rental income. The operating costs include mainly operating lease rentals, staff costs, utility costs and depreciation of fixed assets incurred by quick service restaurants, fast casual dining, institutional catering and specialty restaurant chains, and outgoings for rental income.

(q) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

3. SEGMENT INFORMATION

No segment information is provided as over 90% of the turnover and contribution to the Group's results are attributable to the restaurants and catering services in Hong Kong.

2. 主要會計政策 (續)

(p) 銷售成本

銷售成本乃與本集團銷售水平有直接或間接關係之使費。這包括銷售貨物及租金收入之存貨成本和營運使費。營運使費主要包括連鎖式速食餐飲業務、快餐廳、機構飲食業務及特式餐廳之經營租賃租金、員工使費、水費、電費、煤氣費及固定資產折舊和租金收入之支出。

(q) 借貸成本

凡直接與購置、興建或生產某項資產（該資產必須經過頗長時間籌備以作預定用途或出售）有關之借貸成本，均資本化為資產之部分成本。

所有其他借貸成本均於發生年度內在損益表支銷。

3. 分類資料

香港餐廳及飲食業務佔本集團營業額及溢利百分之九十以上，所以無需提供分類資料。

Notes to the Accounts

賬目附註

4. TURNOVER AND OTHER INCOME

Sales of goods and services	出售貨物及服務	2,592,801	2,588,338
Rental income	租金收入	28,746	25,209
Total turnover	總營業額	2,621,547	2,613,547
Interest income	利息收入	19,244	31,244
Management and service fee income	管理及服務費收入	4,715	4,697
Net gain on disposals of fixed assets other than investment properties	出售非投資物業的固定資產之淨溢利	18,814	14,479
Net gain on disposal of an investment property	出售投資物業之淨溢利	567	–
Sundry income	什項收入	7,141	10,676
Total other income	其他收入總額	50,481	61,096
		2,672,028	2,674,643

5. FINANCE COSTS

Interest expense on bank loans wholly repayable within five years	就須於五年內全部償還之銀行貸款而支付的利息	9,485	21,417
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4. 營業額及其他收入

	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Sales of goods and services	2,592,801	2,588,338
Rental income	28,746	25,209
Total turnover	2,621,547	2,613,547
Interest income	19,244	31,244
Management and service fee income	4,715	4,697
Net gain on disposals of fixed assets other than investment properties	18,814	14,479
Net gain on disposal of an investment property	567	–
Sundry income	7,141	10,676
Total other income	50,481	61,096
	2,672,028	2,674,643

5. 財務成本

	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Interest expense on bank loans wholly repayable within five years	9,485	21,417

6. PROFIT BEFORE TAXATION

The consolidated profit before taxation was determined after charging and crediting the following:

6. 除稅前溢利

除稅前綜合溢利已扣除及計入下列各項：

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Charging:	扣除：		
Depreciation of fixed assets	固定資產之折舊	125,986	116,029
Cost of stocks sold	售貨成本	784,984	803,818
Staff costs (including directors' emoluments) (Note 11)	員工開支 (包括董事酬金) (附註 11)	704,673	698,889
Operating lease rentals in respect of rented premises	土地及樓宇之經營 租賃租金	298,493	290,789
Net loss related to investments	有關投資之淨虧損	4,470	-
Amortisation of trademarks (included in administrative expenses)	商標之攤銷 (包括於行政使費內)	2,704	2,704
Amortisation of premium on acquisition of a jointly controlled entity (included in share of results of jointly controlled entities)	收購合營公司溢價之攤銷 (包括於應佔合營公司 之業績內)	1,520	570
Net exchange loss	匯兌淨虧損	109	-
Auditors' remuneration	核數師酬金	1,662	1,737
Crediting:	計入：		
Gross rental income from investment properties	投資物業租金收入	11,165	9,718
Less: Outgoings	減：支出	(22)	(108)
		11,143	9,610
Other rental income less outgoings	其他租金收入減支出	10,983	8,856
Net exchange gain	匯兌淨溢利	-	30
Net gain related to investments	有關投資之淨溢利	-	216

Notes to the Accounts 賬目附註

7. TAXATION

The Company is exempted from taxation in Bermuda until 2016. Hong Kong profits tax has been provided at the rate of 16% (2002: 16%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

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

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Current taxation:	現行稅項：		
Hong Kong profits tax	香港利得稅	39,790	34,298
Overseas taxation	海外稅項	2,183	649
Deferred taxation (Note 25)	遞延稅項 (附註 25)	2,454	4,856
		<u>44,427</u>	<u>39,803</u>
Share of taxation attributable to:	應佔稅項：		
Associated company	聯營公司	84	297
Jointly controlled entities	合營公司	(1,683)	2,603
		<u>42,828</u>	<u>42,703</u>

8. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of approximately HK\$128,000,000 (2002: HK\$107,004,000).

7. 稅項

本公司於百慕達獲豁免徵稅至二零一六年。香港利得稅根據於香港產生或從香港而得之估計應課稅溢利以 16% (二零零二年：16%) 撥備。海外利得稅乃按估計應課稅溢利及當地稅率計算。

於綜合損益表內之稅項包括：

8. 股東應佔溢利

計入本公司賬目之股東應佔溢利約為港幣 128,000,000 元 (二零零二年：港幣 107,004,000 元)。

9. DIVIDENDS

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Interim, paid, of 6.4 cents (2002: 4.4 cents) per ordinary share	已撥派中期股息：每股港幣 6.4 仙 (二零零二年：港幣 4.4 仙)	34,425	24,044
Final, proposed, 18 cents (2002: 17.1 cents) per ordinary share	建議末期股息：每股港幣 18 仙 (二零零二年：港幣 17.1 仙)	95,515	93,336
		129,940	117,380

At a meeting held on 8th July, 2003, the directors proposed a final dividend of 18 cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these accounts, but will be reflected as an appropriation of retained profits for the year ending 31st March, 2004.

於二零零三年七月八日舉行之董事局會議上，董事局建議派發末期股息每股港幣 18 仙。此項建議派發股息並無於本賬目中列作應付股息，惟將於截至二零零四年三月三十一日止年度列作保留溢利分派。

10. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share are based on the Group's profit attributable to shareholders of approximately HK\$245,274,000 (2002: HK\$280,000,000).

The basic earnings per share is based on the weighted average of 542,510,932 (2002: 546,397,803) ordinary shares in issue during the year. The diluted earnings per share is based on 553,446,296 (2002: 554,462,694) ordinary shares which is the weighted average number of ordinary shares in issue during the year plus the effect of dilutive potential ordinary shares of 10,935,364 (2002: 8,064,891) ordinary shares if all outstanding options had been exercised.

10. 每股溢利

每股基本及攤薄溢利乃按年內本集團股東應佔綜合溢利約港幣 245,274,000 元 (二零零二年：港幣 280,000,000 元) 計算。

每股基本溢利乃按年內已發行普通股之加權平均股數 542,510,932 股 (二零零二年：546,397,803 股) 之基準而計算。每股攤薄溢利乃按 553,446,296 股 (二零零二年：554,462,694 股) 即年內已發行普通股之加權平均股數加上若行使所有潛在普通股認股權而產生的攤薄影響之股數 10,935,364 股 (二零零二年：8,064,891 股) 之基準而計算。

Notes to the Accounts 賬目附註

11. STAFF COSTS

Staff costs, including directors' emoluments, were as follows:

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Wages and salaries	薪酬工資	666,946	662,581
Unutilised annual leave	未用年假	1,350	—
Pension costs – defined contribution schemes	退休成本—界定供款計劃	28,315	28,137
Pension costs – defined benefit scheme (Note 24(b))	退休成本—界定福利計劃 (附註 24(b))	7,550	7,652
Long service payment expense (Note 24(c))	長期服務金支出 (附註 24(c))	512	519
		<u>704,673</u>	<u>698,889</u>

12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(a) Directors' emoluments

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

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Fees	袍金		
– Executive directors	– 執行董事	200	200
– Non-executive directors and independent non-executive directors	– 非執行董事及 獨立非執行董事	400	400
Other emoluments for executive directors	執行董事之其他酬金		
– Basic salaries, gratuities and other allowances	– 底薪、約滿酬金及 其他津貼	5,011	5,011
– Contributions to pension schemes	– 公積金供款	408	422
– Discretionary bonuses	– 非固定花紅	6,887	6,667
		<u>12,906</u>	<u>12,700</u>

11. 員工成本

員工成本（包括董事酬金）如下：

12. 董事及五位最高薪酬人士酬金

(a) 董事酬金

年內本公司向董事支付之酬金總額如下：

12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Cont'd)

(a) Directors' emoluments (Cont'd)

No directors waived any emoluments during the year.

During the year, no emoluments were paid by the Group to the directors as inducement to join or as compensation for loss of office.

The emoluments of the executive directors fell within the following bands:

Nil to HK\$1,000,000	港幣 1,000,000 元或以下
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至港幣 1,500,000 元
HK\$4,500,001 to HK\$5,000,000	港幣 4,500,001 元至港幣 5,000,000 元
HK\$5,000,001 to HK\$5,500,000	港幣 5,000,001 元至港幣 5,500,000 元

The emoluments of all non-executive directors were below HK\$1,000,000.

12. 董事及五位最高薪酬人士酬金 (續)

(a) 董事酬金 (續)

於本年度內並無董事放棄任何酬金。

本集團於年內並無向董事支付酬金作為引導到職之報酬或離職之賠償。

支付予執行董事之酬金組別如下：

Number of directors 董事人數	
2003 二零零三年	2002 二零零二年
1	1
1	1
—	1
2	1
4	4

所有非執行董事之酬金均少於港幣 1,000,000 元。

Notes to the Accounts 賬目附註

12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Cont'd)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2002: three) directors whose emoluments are reflected in the analysis presented in Note 12(a). The emoluments payable to the remaining one (2002: two) individual during the year were as follows:

Basic salaries, gratuities and other allowances	底薪、約滿酬金及其他津貼	467	843
Benefits from share options exercised	行使認股特權得益	392	765
Contributions to pension schemes	公積金供款	50	90
Discretionary bonuses	非固定花紅	—	154
		909	1,852

The emoluments fell within the following bands:

Nil to HK\$1,000,000	港幣 1,000,000 元或以下	1	2
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12. 董事及五位最高薪酬人士酬金 (續)

(b) 五位最高薪酬人士

本年度集團內五名最高薪酬人士包括四名(二零零二年:三名)董事,其酬金已載於上文附註12(a)。其餘一名(二零零二年:兩名)最高薪酬人士於本年度之酬金如下:

	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Basic salaries, gratuities and other allowances	467	843
Benefits from share options exercised	392	765
Contributions to pension schemes	50	90
Discretionary bonuses	—	154
	909	1,852

酬金之組別如下:

Number of individuals 人數

	2003 二零零三年	2002 二零零二年
Nil to HK\$1,000,000	1	2

13. FIXED ASSETS

(a) Movements in fixed assets of the Group were as follows:

13. 固定資產

(a) 本集團固定資產之變動情況如下：

		Investment properties 投資物業 HK\$'000 港幣千元	Land and buildings 土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃 樓宇裝設 HK\$'000 港幣千元	Furniture, restaurant and other equipment 傢俬、餐廳 及其他設備 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Cost or valuation:	成本或估值：					
At 1st April, 2002	二零零二年四月一日	115,800	555,026	244,774	820,578	1,736,178
Revaluation	重估虧損	(10,300)	–	–	–	(10,300)
Additions	添置	–	3,532	13,422	99,276	116,230
Disposals	出售	(600)	(27,134)	(12,419)	(59,027)	(99,180)
At 31st March, 2003	二零零三年三月 三十一日	104,900	531,424	245,777	860,827	1,742,928
Accumulated depreciation:	累積折舊：					
At 1st April, 2002	二零零二年四月一日	–	84,533	178,391	519,408	782,332
Charge for the year	本年度撥備	–	10,126	17,894	97,966	125,986
Disposals	出售	–	(5,025)	(12,075)	(49,414)	(66,514)
At 31st March, 2003	二零零三年 三月三十一日	–	89,634	184,210	567,960	841,804
Net book value:	賬面淨值：					
At 31st March, 2003	二零零三年 三月三十一日	104,900	441,790	61,567	292,867	901,124
At 31st March, 2002	二零零二年 三月三十一日	115,800	470,493	66,383	301,170	953,846
The analysis of the cost or valuation is as follows:	資產之成本或估值分析如下：					
At 31st March, 2003	二零零三年三月三十一日					
At cost	成本	–	531,424	245,777	860,827	1,638,028
At valuation	估值	104,900	–	–	–	104,900
		104,900	531,424	245,777	860,827	1,742,928
At 31st March, 2002	二零零二年三月三十一日					
At cost	成本	–	555,026	244,774	820,578	1,620,378
At valuation	估值	115,800	–	–	–	115,800
		115,800	555,026	244,774	820,578	1,736,178

13. FIXED ASSETS (Cont'd)

(b) The Group's interests in investment properties and land and buildings at their net book values are analysed as follows:

		Investment properties 投資物業		Land and buildings 土地及樓宇	
		2003 二零零三年	2002 二零零二年	2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
In Hong Kong, held on:	在香港持有：				
Leases of over 50 years	50 年以上租約	72,500	79,700	171,248	188,711
Leases of between 10 to 50 years	10 至 50 年租約	32,400	36,100	204,073	216,919
Outside Hong Kong, held on:	在海外持有：				
Freehold	永久業權	—	—	16,993	17,099
Leases of over 50 years	50 年以上租約	—	—	—	7,996
Leases of between 10 to 50 years	10 至 50 年租約	—	—	49,476	39,768
		104,900	115,800	441,790	470,493

The investment properties were revalued at 31st March, 2003 on the basis of their open market values by FPD Savills (Hong Kong) Limited, independent professional valuers. As a result of the appraisal, the revaluation deficit amounted to approximately HK\$10,300,000 (2002: HK\$4,050,000) of which approximately HK\$2,604,000 (2002: HK\$4,050,000) was set off against the property revaluation reserve and the remaining amount of approximately HK\$7,696,000 (2002: nil) was charged to the consolidated profit and loss account.

13. 固定資產 (續)

(b) 集團在投資物業與土地及樓宇之權益按其賬面淨值分析如下：

投資物業由獨立專業估價師 FPD Savills (Hong Kong) Limited 按二零零三年三月三十一日之公開市值估值。估值使本集團投資物業價值減少約港幣 10,300,000 元 (二零零二年：港幣 4,050,000 元)，其中約港幣 2,604,000 元 (二零零二年：港幣 4,050,000 元) 於物業重估儲備內扣除，餘額約港幣 7,696,000 元 (二零零二年：無) 已撥往綜合損益表內支銷。

14. TRADEMARKS

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cost:	成本：		
Beginning and end of year	年度開始及結束	64,694	64,694
		<hr/>	<hr/>
Accumulated amortisation:	累積攤銷：		
Beginning of year	年度開始	39,236	36,532
Amortisation for the year	年度攤銷	2,704	2,704
		<hr/>	<hr/>
End of year	年度結束	41,940	39,236
		<hr/>	<hr/>
Net book value:	賬面淨值：		
End of year	年度結束	22,754	25,458
		<hr/>	<hr/>
Beginning of year	年度開始	25,458	28,162
		<hr/>	<hr/>

The trademarks mainly represent the intellectual properties relating to the 'Ah Yee Leng Tong' and 'The Spaghetti House' operations.

The directors are of the opinion that the fair values of the trademarks were not less than their carrying values as at 31st March, 2003.

商標主要包括經營「阿二靚湯」及「意粉屋」等知識產權。

董事局認為商標市值不低於二零零三年三月三十一日之賬面值。

Notes to the Accounts

賬目附註

15. INVESTMENT IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本值
Due from subsidiaries	應收附屬公司款項

Details of principal subsidiaries as at 31st March, 2003 are set out on pages 92 to 97.

The amounts due from subsidiaries are unsecured, non-interest bearing and not repayable within the next twelve months.

The directors are of the opinion that the underlying values of the subsidiaries were not less than their carrying values as at 31st March, 2003.

16. INVESTMENT IN AN ASSOCIATED COMPANY

Investment in unlisted shares, at cost	非上市股份投資，按成本值
Share of retained profits	應佔保留溢利
Due from the associated company	應收聯營公司款項

15. 於附屬公司投資

		Company 公司	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		331,802	331,802
		25,094	75,289
		<u>356,896</u>	<u>407,091</u>

於二零零三年三月三十一日有關主要附屬公司詳情刊載於第 92 至 97 頁。

應收附屬公司款項均無抵押、無附帶利息及無須於未來十二個月內償還。

董事局認為附屬公司之實際價值並不少於二零零三年三月三十一日之賬面值。

16. 於聯營公司投資

		Group 集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		200	200
		578	576
		60	60
		<u>838</u>	<u>836</u>

16. INVESTMENT IN AN ASSOCIATED COMPANY (Cont'd)

(a) Details of the associated company at 31st March, 2003 were as follows:

Name	Place of incorporation and operation	Principal activities	Particulars of issued shares held	Interest held indirectly
公司名稱	註冊及經營地點	主要業務	持有已發行股本	本集團間接持有權益比率
Miracle Time Enterprises Limited	Hong Kong	Operation of a restaurant	Ordinary shares of HK\$1 each	20%
天譽企業有限公司	香港	餐廳	普通股每股港幣 1 元	

(b) The amount due from the associated company is unsecured, non-interest bearing and has no fixed repayment terms.

(c) The directors are of the opinion that the underlying value of the associated company was not less than its carrying amount as at 31st March, 2003.

16. 於聯營公司投資 (續)

(a) 於二零零三年三月三十一日聯營公司詳情如下：

(b) 應收聯營公司款項並無抵押、不計利息及無固定償還條款。

(c) 董事局認為聯營公司之實際價值並不少於二零零三年三月三十一日之賬面值。

17. INVESTMENT IN JOINTLY CONTROLLED ENTITIES

Investment in unlisted shares, at cost
Share of (accumulated losses)/
retained profits
Due from jointly controlled entities
Cumulative translation differences

非上市股份投資，按成本值
應佔（累積虧損）/保留
溢利
應收合營公司款項
累積匯兌差額

17. 於合營公司投資

		Group	
		2003	2002
		二零零三年	二零零二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
		18,014	17,070
		(2,236)	3,810
		9,739	2,509
		2,740	2,328
		28,257	25,717

Notes to the Accounts

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17. INVESTMENT IN JOINTLY CONTROLLED ENTITIES (Cont'd)

(a) Details of the jointly controlled entities at 31st March, 2003 were as follows:

Name	Place of incorporation/ operation	Principal activities	Percentage of interest in ownership/voting power/profit sharing 本集團應佔擁有權、 投票權及利益比率
公司名稱	註冊及經營地點	主要業務	
Manchu Wok Enterprises, Inc ("MWEL")	Canada/The United States and Canada 加拿大/美國及加拿大	Operation of restaurants 餐廳	48%
Manchu Wok Enterprises II Inc ("MWEII")	Canada/ The United States 加拿大/美國	Operation of restaurants 餐廳	48%
Beijing Spaghetti Catering Co., Ltd 北京斯巴達餐飲有限公司	The People's Republic of China 中華人民共和國	Operation of restaurants 餐廳	33%

(b) The amounts due from the jointly controlled entities are unsecured, non-interest bearing and not repayable within the next twelve months.

(c) The directors are of the opinion that the underlying values of the jointly controlled entities were not less than their carrying values as at 31st March, 2003.

17. 於合營公司投資 (續)

(a) 於二零零三年三月三十一日合營公司詳情如下：

(b) 應收合營公司款項並無抵押、不計利息及無須於未來十二個月內償還。

(c) 董事局認為合營公司之實際價值不少於二零零三年三月三十一日之賬面值。

18. OTHER INVESTMENTS

		Group 集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Unlisted club debentures, at cost	非上市會所債券，按成本值	350	350
Equity securities listed in Hong Kong, at cost	香港上市之股份，按成本值	18,181	18,183
Provision for impairment in value	減值撥備	(12,174)	—
		<u>6,357</u>	<u>18,533</u>
Quoted market value of listed investments	上市投資之市值	<u>5,753</u>	<u>10,496</u>

19. HELD-TO-MATURITY SECURITIES

Held-to-maturity securities represented investments in bonds and range notes which the Group intended to hold them to maturity and will be able to recover substantially all of their recorded investment cost.

		Group 集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Debt securities listed overseas, at amortised cost	海外上市債券，按折舊成本值	7,824	—
Unlisted debt securities, at amortised cost	非上市債券，按折舊成本值	78,155	—
		<u>85,979</u>	<u>—</u>
Quoted market value of listed debt securities	上市債券之市值	<u>7,828</u>	<u>—</u>

18. 其他投資

19. 持至到期日之證券

持至到期日之證券包括投資債券及可贖回浮息票據，而本集團亦有意持有該等投資至其到期日並將能收回大部份記錄之投資成本。

Notes to the Accounts

賬目附註

20. SHORT-TERM INVESTMENTS

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Equity securities listed in Hong Kong, at market value	香港上市之股份， 按市值	7,365	6,448

21. TRADE DEBTORS AND CREDITORS

The Group's sales to customers are mainly on a cash basis. The Group also grants a credit period which is usually less than 90 days to certain customers of the Group's institutional catering services and food manufacturing businesses.

As at 31st March, 2003, approximately 86% (2002: 87%) of the Group's trade debtors were aged less than 60 days while over 99% (2002: 99%) of the trade creditors were aged less than 60 days.

22. SHORT-TERM BANK LOANS

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Short-term bank loans, unsecured	短期銀行貸款，無抵押	220,000	150,000

20. 短期投資

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Equity securities listed in Hong Kong, at market value	香港上市之股份， 按市值	7,365	6,448

21. 營業應收及應付賬項

本集團之銷售以現金交易為主。本集團亦給予一般不超出九十天信貸期予部份本集團機構飲食服務及食品製造之顧客。

於二零零三年三月三十一日，本集團約百分之八十六（二零零二年：百分之八十七）之營業應收賬項少於六十天內未收，而百分之九十九以上（二零零二年：百分之九十九）之營業應付賬項少於六十天內未付。

22. 短期銀行貸款

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Short-term bank loans, unsecured	短期銀行貸款，無抵押	220,000	150,000

23. LONG-TERM BANK LOANS

23. 長期銀行貸款

		Group 集團	
		2003	2002
		二零零三年	二零零二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unsecured bank loans not wholly repayable within 5 years	無須於五年內全部償還之無抵押銀行貸款		
Repayable in the second year	兩年內償還	–	30,000
Repayable in third to fifth years	三年至五年內償還	–	50,000
		<u>–</u>	<u>80,000</u>

24. RETIREMENT BENEFIT LIABILITIES AND PROVISION FOR LONG SERVICE PAYMENTS

24. 退休金福利責任及長期服務金撥備

		Group 集團	
		2003	2002
		二零零三年	二零零二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Retirement benefit liabilities on:	退休金福利責任：		
Defined contribution schemes (note (a))	界定供款計劃 (附註(a))	4,104	3,990
Defined benefit scheme (note (b))	界定福利計劃 (附註(b))	21,303	20,443
		<u>25,407</u>	<u>24,433</u>
Provision for long service payments (note (c))	長期服務金撥備 (附註(c))	9,033	8,674
		<u>34,440</u>	<u>33,107</u>

The retirement benefit liabilities and provision for long service payments are included in other creditors and accrued liabilities.

退休金福利責任及長期服務金撥備已包括在其他應付賬項及應計費用內。

**24. RETIREMENT BENEFIT LIABILITIES AND PROVISION FOR
LONG SERVICE PAYMENTS (Cont'd)**

(a) Defined contribution schemes

The Group operates the Mandatory Provident Fund Scheme (“MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The scheme is administered by an independent trustee.

Under the MPF scheme, each of the Group and the eligible employees make monthly mandatory contributions to the scheme at 5% of the employees’ relevant income as defined under the Mandatory Provident Fund Schemes Ordinance. The mandatory contributions by each party are subject to a maximum of HK\$1,000 per month. Contributions to the scheme vest immediately upon the completion of service in the relevant service period.

The Group also operates defined contribution schemes for employees in the PRC. The Group is required to make contributions to the schemes at various applicable rates of monthly salary that are in accordance with the local practice and regulations.

(b) Defined benefit scheme

The Group also operates a defined benefit scheme for its employees in Hong Kong. The benefit entitlement under the scheme is calculated based on the final salary of the staff and the length of service with the Group. The scheme assets are administered by an independent trustee and are maintained independently of the Group’s finance.

The scheme is funded by contributions from the Group and the employees in accordance with qualified independent actuary’s recommendation from time to time on the basis of periodic valuations.

The latest independent actuarial valuation of the scheme, in accordance with SSAP 34 (revised), were carried out on 31st March, 2003 and was prepared by HSBC Life (International) Limited, a qualified actuary, using the projected unit credit method.

**24. 退休金福利責任及長期服務金
撥備 (續)**

(a) 界定供款計劃

本集團按香港強制性公積金計劃條例為根據香港僱傭條例司法權利保障之香港僱員提供強制性公積金計劃（「強積金計劃」）。該強積金計劃由獨立信託基金管理。

根據強積金計劃，本集團及其合資格僱員均須根據強制性公積金計劃條例之規定，每月按僱員有關薪金百分之五為強積金計劃供款，有關薪金之定義乃根據強制性公積金計劃條例而計算。雙方的供款上限為每月港幣 1,000 元。所有供款按服務提供期間完成後繳付。

本集團亦為服務於中華人民共和國之僱員提供界定供款計劃，並根據當地慣例及條例按月薪之百分率計算供款。

(b) 界定福利計劃

本集團亦為香港僱員提供界定福利計劃。該計劃的福利權益按照僱員於集團內服務之年期及其最終薪金計算。此等計劃之資產乃由獨立信託基金管理，並獨立於本集團的財政。

此計劃由本集團與僱員按合資格獨立精算師定期計算之供款額建議進行供款。

根據會計實務準則第三十四號（經修訂），此等計劃最近期之估值已於二零零三年三月三十一日由合資格獨立精算師 HSBC Life (International) Limited 採用預計單位信貸記存法評估。

24. RETIREMENT BENEFIT LIABILITIES AND PROVISION FOR
LONG SERVICE PAYMENTS (Cont'd)

(b) Defined benefit scheme (Cont'd)

The net liability recognised in the consolidated balance sheet was determined as follows:

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Present value of funded obligations	注資責任之現值	106,000	105,020
Fair value of plan assets	計劃資產之公平值	(75,094)	(84,577)
		<u>30,906</u>	<u>20,443</u>
Unrecognised actuarial losses	未確認精算虧損	(9,603)	—
Net liability in the balance sheet	資產負債表內之淨負債	<u>21,303</u>	<u>20,443</u>

Amounts recognised in the consolidated profit and loss account were as follows:

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Current service cost	現有服務成本	7,051	7,572
Interest cost	利息成本	6,814	6,516
Expected return on plan assets	計劃資產之預計回報	(6,315)	(6,436)
Total, included in staff costs (Note 11)	總額，已包括在員工成本內 (附註 11)	<u>7,550</u>	<u>7,652</u>

24. 退休金福利責任及長期服務金
撥備 (續)

(b) 界定福利計劃 (續)

在綜合資產負債表內確認之淨負債
按下列方式釐定：

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Present value of funded obligations	注資責任之現值	106,000	105,020
Fair value of plan assets	計劃資產之公平值	(75,094)	(84,577)
		<u>30,906</u>	<u>20,443</u>
Unrecognised actuarial losses	未確認精算虧損	(9,603)	—
Net liability in the balance sheet	資產負債表內之淨負債	<u>21,303</u>	<u>20,443</u>

在綜合損益表內確認之金額如下：

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Current service cost	現有服務成本	7,051	7,572
Interest cost	利息成本	6,814	6,516
Expected return on plan assets	計劃資產之預計回報	(6,315)	(6,436)
Total, included in staff costs (Note 11)	總額，已包括在員工成本內 (附註 11)	<u>7,550</u>	<u>7,652</u>

Notes to the Accounts

賬目附註

24. RETIREMENT BENEFIT LIABILITIES AND PROVISION FOR LONG SERVICE PAYMENTS (Cont'd)

(b) Defined benefit scheme (Cont'd)

Of the total charge, approximately HK\$4,566,000 (2002: HK\$4,530,000) and HK\$2,984,000 (2002: HK\$3,122,000) were included, respectively, in cost of sales and administrative expenses.

The actual return on plan assets was a loss of approximately HK\$8,737,000 (2002: HK\$2,777,000).

Movements in the liability recognised in the consolidated balance sheet were as follows:

Beginning of year	年度開始		
Total expense – as shown above	總支出 – 如上列示		
Contributions paid	已付供款		
End of year	年度結束		

The principal actuarial assumptions used were as follows:

Discount rate	貼現率		
Expected rate of return on plan assets	計劃資產之預期回報率		
Expected rate of future salary increases	未來薪酬之預期增長率		

24. 退休金福利責任及長期服務金撥備 (續)

(b) 界定福利計劃 (續)

總支出中已包括銷售成本及行政使費分別約港幣4,566,000元(二零零二年: 港幣4,530,000元)及港幣2,984,000元(二零零二年: 港幣3,122,000元)。

計劃資產之實際虧損約港幣8,737,000元(二零零二年: 港幣2,777,000元)。

在綜合資產負債表內確認之負債變動如下:

		Group 集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Beginning of year	年度開始	20,443	20,443
Total expense – as shown above	總支出 – 如上列示	7,550	7,652
Contributions paid	已付供款	(6,690)	(7,652)
End of year	年度結束	<u>21,303</u>	<u>20,443</u>

所採用之主要精算假設如下:

		2003 二零零三年	2002 二零零二年
Discount rate	貼現率	5.50% p.a./ 每年	6.50% p.a./ 每年
Expected rate of return on plan assets	計劃資產之預期回報率	7.00% p.a./ 每年	7.50% p.a./ 每年
Expected rate of future salary increases	未來薪酬之預期增長率	4.50% p.a./ 每年	5.50% p.a./ 每年

24. RETIREMENT BENEFIT LIABILITIES AND PROVISION FOR LONG SERVICE PAYMENTS (Cont'd)

(c) Provision for long service payments

Movements in the liability recognised in the consolidated balance sheet were as follows:

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Beginning of year	年度開始	8,674	8,674
Total expense for the year (Note 11)	年度總支出 (附註 11)	512	519
Payments to employees	支付予員工之數額	(153)	(519)
End of year	年度結束	<u>9,033</u>	<u>8,674</u>

25. DEFERRED TAXATION

The movements on deferred taxation were as follows:

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Beginning of year	年度開始	16,235	11,379
Deferred taxation charged to profit and loss account (Note 7)	在損益表扣除之遞延稅項 (附註 7)	2,454	4,856
End of year	年度結束	<u>18,689</u>	<u>16,235</u>
Provided for in respect of:	就下列因素作出之撥備：		
Accelerated depreciation allowances	加速折舊	<u>18,689</u>	<u>16,235</u>

Deferred taxation is not provided on the property revaluation surplus because the realisation of the surplus will not be subject to taxation.

As at 31st March, 2003, there was no significant unprovided deferred taxation.

24. 退休金福利責任及長期服務金撥備 (續)

(c) 長期服務金撥備

在綜合資產負債表內確認之負債變動如下：

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Beginning of year	年度開始	8,674	8,674
Total expense for the year (Note 11)	年度總支出 (附註 11)	512	519
Payments to employees	支付予員工之數額	(153)	(519)
End of year	年度結束	<u>9,033</u>	<u>8,674</u>

25. 遞延稅項

遞延稅項之變動如下：

		Group 集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Beginning of year	年度開始	16,235	11,379
Deferred taxation charged to profit and loss account (Note 7)	在損益表扣除之遞延稅項 (附註 7)	2,454	4,856
End of year	年度結束	<u>18,689</u>	<u>16,235</u>
Provided for in respect of:	就下列因素作出之撥備：		
Accelerated depreciation allowances	加速折舊	<u>18,689</u>	<u>16,235</u>

物業重估溢價並無作遞延稅項撥備，因為無須為該等溢價繳稅。

於二零零三年三月三十一日，本集團並無未撥備之重大遞延稅項。

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26. SHARE CAPITAL

26. 股本

		2003 二零零三年		2002 二零零二年	
		Number of Shares 股份數目 '000 千股	Nominal Value 面值 HK\$'000 港幣千元	Number of Shares 股份數目 '000 千股	Nominal Value 面值 HK\$'000 港幣千元
Authorised	法定股本				
Ordinary shares of HK\$0.10 each	普通股每股面值 港幣 0.10 元				
Beginning and end of year	年度開始與結束	1,000,000	100,000	1,000,000	100,000
Issued and fully paid	已發行及繳足股本				
Beginning of year	年度開始	545,726	54,573	546,888	54,689
Shares issued under the share option schemes (Note 27)	根據特權認股 計劃發行 (附註 27)	100	10	1,460	146
Shares purchased and cancelled by the Company (note (a))	本公司回購 及註銷 (附註(a))	(12,186)	(1,219)	(2,622)	(262)
End of year	年度結束	533,640	53,364	545,726	54,573

(a) During the year, the Company purchased and cancelled 12,186,000 (2002: 2,622,000) ordinary shares of HK\$0.10 each on the SEHK at a price range of HK\$4.325 to HK\$5.250 (2002: HK\$3.825 to HK\$4.500) per share for total consideration of approximately HK\$60,234,000 (2002: HK\$10,767,000) including related expenses.

(a) 本公司在本年度內於聯交所回購及註銷本公司每股面值港幣 0.10 元普通股合共 12,186,000 股 (二零零二年: 2,622,000 股), 每股回購價格為港幣 4.325 元至港幣 5.250 元 (二零零二年: 港幣 3.825 元至港幣 4.500 元), 所付現金總額及有關開支約港幣 60,234,000 元 (二零零二年: 港幣 10,767,000 元)。

27. SHARE OPTIONS

Pursuant to a share option scheme adopted by the Company on 30th January, 1991 (the “Previous Scheme”), the Company has granted certain options to executives and employees of the Group including executive directors employed by the Group to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated therein. The Previous Scheme was terminated upon the passing of a shareholders’ resolution for adoption of a new share option scheme on 19th September, 2000 (the “Scheme”). The Scheme remains in force until 18th September, 2010 unless otherwise terminated under terms of the Scheme. Accordingly, no options can be granted under the Previous Scheme as at the date of this report. However, for the outstanding options granted and yet to be exercised under the Previous Scheme, the existing rights of the grantees are not affected. No share options have been granted by the Company under the Scheme since its adoption on 19th September, 2000.

For options granted under the Previous Scheme, the exercise price in relation to each option was determined by the board of directors of the Company, but in any event would be the higher of (i) the nominal value of the shares of the Company or (ii) an amount which is not less than 80% nor more than 100% of the average of the closing price of the shares as stated in the SEHK’s daily quotations sheets for the 5 business days immediately preceding the date of offer of the option.

For options granted under the Previous Scheme, the exercisable period and the vesting period of the options are determined by the directors and the options expire at the end of a 5-year period after the options become exercisable.

(a) Movements in share options:

Beginning of year	年度開始	24,500,000	27,060,000
Granted	年內授出	–	–
Exercised (note (b))	年內行使 (附註(b))	(100,000)	(1,460,000)
Lapsed on expiry	因期滿而失效	–	–
Cancelled upon termination of employment	因離職而註銷	(900,000)	(1,100,000)
End of year (note (c))	年度結束 (附註(c))	23,500,000	24,500,000
Options vested (note (c))	獲授認股特權 (附註(c))	–	100,000

27. 認股特權

根據本公司於一九九一年一月三十日採納之特權認股計劃（「前計劃」），本公司按前計劃之條款規定，已向受僱於本集團之行政人員及僱員，包括執行董事，授予認股特權以認購本公司之普通股。前計劃已於二零零零年九月十九日股東通過採納新特權認股計劃（「該計劃」）之決議案後而終止。該計劃之有效期至二零一零年九月十八日，惟根據該計劃之條款提前終止者除外。因此，於本報告日本公司已不能根據前計劃授予認股特權。但按前計劃已授出而未行使之認股特權，承授人之現有權利則不受影響。自二零零零年九月十九日採納該計劃以來，本公司並無根據該計劃授出認股特權。

根據前計劃授出之任何認股特權，其行使價由董事局決定，但不得低於 (i) 本公司股份面值或(ii) 授出認股特權日期前五個交易日本公司股份於聯交所每日報價表所載之平均收市價之折讓比率（介乎80%與100%之間），以較高者為準。

根據前計劃授出之任何認股特權，由董事局決定認股特權之行使期及持有期，認股特權於可行使之日起計五年期滿。

(a) 認股特權之變動情況如下：

		Number of options 認股特權數目	
		2003 二零零三年	2002 二零零二年
	年度開始	24,500,000	27,060,000
	年內授出	–	–
	年內行使 (附註(b))	(100,000)	(1,460,000)
	因期滿而失效	–	–
	因離職而註銷	(900,000)	(1,100,000)
	年度結束 (附註(c))	23,500,000	24,500,000
	獲授認股特權 (附註(c))	–	100,000

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27. SHARE OPTIONS (Cont'd)

(b) Details of share options exercised during the year:

Exercise date	認購日期	Exercise price	認購價	Market value per share at exercise date	認購日之每股市價	2003		2002	
						Proceed received	Number of options	Proceed received	Number of options
		HK\$	港幣	HK\$	港幣	HK\$'000	港幣千元	HK\$'000	港幣千元
22nd – 23rd May, 2001	二零零一年五月二十二日至二十三日	2.820	3.650 – 3.700	–	–	479	170,000		
4th – 29th June, 2001	二零零一年六月四日至二十九日	2.820	3.800 – 4.050	–	–	818	290,000		
7th – 18th June, 2001	二零零一年六月七日至十八日	2.232	3.825 – 4.075	–	–	402	180,000		
4th – 12th July, 2001	二零零一年七月四日至十二日	2.232	3.800 – 3.975	–	–	290	130,000		
5th July, 2001	二零零一年七月五日	2.820	3.900	–	–	113	40,000		
23rd August, 2001	二零零一年八月二十三日	2.232	4.050	–	–	246	110,000		
12th September, 2001	二零零一年九月十二日	2.820	4.000	–	–	226	80,000		
31st October, 2001	二零零一年十月三十一日	2.232	4.550	–	–	89	40,000		
7th – 19th November, 2001	二零零一年十一月七日至十九日	2.232	4.475 – 4.700	–	–	357	160,000		
13th November, 2001	二零零一年十一月十三日	2.820	4.675	–	–	338	120,000		
18th December, 2001	二零零一年十二月十八日	2.232	4.525	–	–	223	100,000		
16th January, 2002	二零零二年一月十六日	2.820	5.300	–	–	113	40,000		
18th June, 2002	二零零二年六月十八日	2.232	6.150	223	100,000	–	–		
						223	100,000	3,694	1,460,000

27. 認股特權 (續)

(b) 年內行使認股特權之詳情：

27. SHARE OPTIONS (Cont'd)

(c) Details of outstanding share options as at 31st March, 2003:

Grant date	Exercise period	Exercise price	2003 二零零三年		2002 二零零二年	
			Number of options outstanding	Number of options vested	Number of options outstanding	Number of options vested
授出日期	行使日期	認購價 HK\$ 港幣	尚未行使之 認股特權 數目	獲授 認股特權 數目	尚未行使之 認股特權 數目	獲授 認股特權 數目
1st November, 1994 一九九四年 十一月一日	24th November, 1997 to 23rd November, 2006 一九九七年十一月二十四日至 二零零六年十一月二十三日	2.232	–	–	100,000	100,000
4th November, 1999 一九九九年 十一月四日	1st April, 2003 to 31st March, 2013 二零零三年四月一日至 二零一三年三月三十一日	2.950	23,500,000	–	24,400,000	–
			<u>23,500,000</u>	<u>–</u>	<u>24,500,000</u>	<u>100,000</u>

27. 認股特權 (續)

(c) 於二零零三年三月三十一日，尚未行使認股特權之詳情：

Notes to the Accounts

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28. RESERVES

28. 儲備

		Capital Share premium	Exchange redemption reserve	translation reserve	Property Capital reserve	revaluation reserve	Contributed surplus	Retained profits	Total
		資本 股份溢價	外幣 贖回儲備	外幣 折算儲備	物業 資本儲備	物業 重估儲備	實繳盈餘	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
The Group:	本集團：								
At 1st April, 2002, as previously reported	二零零二年四月一日，如上年度報告	105,375	64,697	1,012	(2,470)	3,052	172,534	1,031,938	1,376,138
Change in accounting policy – provided for transitional liability for defined benefit scheme and long service payments (Note 2(a))	會計政策之變更—根據界定福利計劃及長期服務金之責任撥備之過渡負債(附註 2(a))	–	–	–	–	–	–	(29,117)	(29,117)
At 1st April, 2002, as restated	二零零二年四月一日，重列	105,375	64,697	1,012	(2,470)	3,052	172,534	1,002,821	1,347,021
Premium on shares issued upon exercise of share options	因行使認股特權而發行股份產生之溢價	213	–	–	–	–	–	–	213
Reduction in share premium upon repurchase of shares	因回購股份之股份溢價縮減	(59,015)	–	–	–	–	–	–	(59,015)
Transfer of reserves on repurchase of shares	回購股份之儲備調撥	–	60,234	–	–	–	(60,234)	–	–
Transferred to the consolidated profit and loss account upon disposal of an investment property	出售投資物業後撥往綜合損益表之儲備	–	–	–	–	(448)	–	–	(448)
Deficit on revaluation of investment properties	投資物業減值	–	–	–	–	(2,604)	–	–	(2,604)
Exchange differences arising on consolidation	綜合賬項匯差	–	–	374	–	–	–	–	374
Profit attributable to shareholders	股東應佔溢利	–	–	–	–	–	–	245,274	245,274
Dividends	股息	–	–	–	–	–	–	(127,761)	(127,761)
At 31st March, 2003	二零零三年三月三十一日	46,573	124,931	1,386	(2,470)	–	112,300	1,120,334	1,403,054
Representing:	代表：								
2003 final dividend proposed	二零零三年擬撥派末期股息								95,515
Reserves	儲備								1,307,539
At 31st March, 2003	二零零三年三月三十一日								1,403,054
The Company and subsidiaries	本公司及附屬公司	46,573	124,931	(1,354)	(2,470)	–	112,300	1,121,992	1,401,972
Associated company	聯營公司	–	–	–	–	–	–	578	578
Jointly controlled entities	合營公司	–	–	2,740	–	–	–	(2,236)	504
At 31st March, 2003	二零零三年三月三十一日	46,573	124,931	1,386	(2,470)	–	112,300	1,120,334	1,403,054

28. RESERVES (Cont'd)

28. 儲備 (續)

	Share premium	Capital redemption reserve	Exchange translation reserve	Capital reserve	Property revaluation reserve	Contributed surplus	Retained profits	Total
	股份溢價	贖回儲備	折算儲備	資本儲備	重估儲備	實繳盈餘	保留溢利	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
The Group:	本集團:							
At 1st April, 2001, as previously reported	112,332	53,930	1,179	(2,470)	7,102	183,301	858,461	1,213,835
Change in accounting policy – provided for transitional liability for defined benefit scheme and long service payments (Note 2(a))	–	–	–	–	–	–	(29,117)	(29,117)
At 1st April, 2001, as restated	112,332	53,930	1,179	(2,470)	7,102	183,301	829,344	1,184,718
Premium on shares issued upon exercise of share options	3,548	–	–	–	–	–	–	3,548
Reduction in share premium upon repurchase of shares	(10,505)	–	–	–	–	–	–	(10,505)
Transfer of reserves on repurchase of shares	–	10,767	–	–	–	(10,767)	–	–
Deficit on revaluation of investment properties	–	–	–	–	(4,050)	–	–	(4,050)
Exchange differences arising on consolidation	–	–	(167)	–	–	–	–	(167)
Profit attributable to shareholders	–	–	–	–	–	–	280,000	280,000
Dividends	–	–	–	–	–	–	(106,523)	(106,523)
At 31st March, 2002	<u>105,375</u>	<u>64,697</u>	<u>1,012</u>	<u>(2,470)</u>	<u>3,052</u>	<u>172,534</u>	<u>1,002,821</u>	<u>1,347,021</u>
Representing:	代表:							
2002 final dividend proposed	–	–	–	–	–	–	–	93,336
Reserves	–	–	–	–	–	–	–	<u>1,253,685</u>
At 31st March, 2002	–	–	–	–	–	–	–	<u>1,347,021</u>
The Company and subsidiaries	105,375	64,697	(1,316)	(2,470)	3,052	172,534	998,435	1,340,307
Associated company	–	–	–	–	–	–	576	576
Jointly controlled entities	–	–	2,328	–	–	–	3,810	6,138
At 31st March, 2002	<u>105,375</u>	<u>64,697</u>	<u>1,012</u>	<u>(2,470)</u>	<u>3,052</u>	<u>172,534</u>	<u>1,002,821</u>	<u>1,347,021</u>

Notes to the Accounts 賬目附註

28. RESERVES (Cont'd)

28. 儲備 (續)

		Capital				Total
		Share premium	redemption reserve	Contributed surplus	Retained profits	
		股份溢價	贖回儲備	實繳盈餘	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
The Company:	本公司：					
At 1st April, 2002	二零零二年四月一日	105,375	64,697	181,804	801	352,677
Premium on shares issued on exercise of share options	因行使認股特權而發行股份產生之溢價	213	—	—	—	213
Reduction in share premium upon repurchase of shares	因回購股份之股份溢價縮減	(59,015)	—	—	—	(59,015)
Transfer of reserves on repurchase of shares	回購股份之儲備調撥	—	60,234	(60,234)	—	—
Profit attributable to shareholders	股東應佔溢利	—	—	—	128,000	128,000
Dividends	股息	—	—	—	(127,761)	(127,761)
At 31st March, 2003	二零零三年三月三十一日	<u>46,573</u>	<u>124,931</u>	<u>121,570</u>	<u>1,040</u>	<u>294,114</u>
Representing:	代表：					
2003 final dividend proposed	二零零三年擬撥派末期股息					95,515
Reserves	儲備					<u>198,599</u>
At 31st March, 2003	二零零三年三月三十一日					<u>294,114</u>
At 1st April, 2001	二零零一年四月一日	112,332	53,930	192,571	320	359,153
Premium on shares issued on exercise of share options	因行使認股特權而發行股份產生之溢價	3,548	—	—	—	3,548
Reduction in share premium upon repurchase of shares	因回購股份之股份溢價縮減	(10,505)	—	—	—	(10,505)
Transfer of reserves on repurchase of shares	回購股份之儲備調撥	—	10,767	(10,767)	—	—
Profit attributable to shareholders	股東應佔溢利	—	—	—	107,004	107,004
Dividends	股息	—	—	—	(106,523)	(106,523)
At 31st March, 2002	二零零二年三月三十一日	<u>105,375</u>	<u>64,697</u>	<u>181,804</u>	<u>801</u>	<u>352,677</u>
Representing:	代表：					
2002 final dividend proposed	二零零二年擬撥派末期股息					93,336
Reserves	儲備					<u>259,341</u>
At 31st March, 2002	二零零二年三月三十一日					<u>352,677</u>

28. RESERVES (Cont'd)

Under the Companies Act of Bermuda, contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

29. CONSOLIDATED CASH FLOW STATEMENT

Analysis of changes in financing during the year:

At 1st April, 2001	二零零一年四月一日
Net cash outflow from financing	融資活動淨現金流出
At 31st March, 2002	二零零二年三月三十一日
Net cash outflow from financing	融資活動淨現金流出
At 31st March, 2003	二零零三年三月三十一日

30. COMMITMENTS AND CONTINGENT LIABILITIES

(a) Operating lease commitments

At 31st March, 2003, the Group had total future aggregate minimum lease payments under non-cancellable operating leases as follows:

Land and buildings	土地及樓宇
– Not later than one year	– 一年內期滿
– Later than one year and not later than five years	– 第二至第五年內期滿
– Later than five years	– 五年後期滿

28. 儲備 (續)

根據百慕達公司法，實繳盈餘可分配予股東，惟如(i)分配後無力償還到期債務或(ii)因而資不抵債，本公司則不可以由實繳盈餘中派發股息或作出分派。

29. 綜合現金流動表

年內之融資變動分析如下：

Share capital and share premium 股本及股份溢價	Bank loans 銀行貸款
HK\$'000 港幣千元	HK\$'000 港幣千元
At 1st April, 2001	336,541
Net cash outflow from financing	(106,541)
At 31st March, 2002	230,000
Net cash outflow from financing	(10,000)
At 31st March, 2003	220,000

30. 承擔及或然負債

(a) 經營租賃承擔

於二零零三年三月三十一日，本集團不可撤銷之經營租賃的總未來最低租約付款如下：

Group 集團	
2003 二零零三年	2002 二零零二年
HK\$'000 港幣千元	HK\$'000 港幣千元
Land and buildings	258,992
– Not later than one year	236,747
– Later than one year and not later than five years	389,081
– Later than five years	9,571
	657,644

30. COMMITMENTS AND CONTINGENT LIABILITIES (Cont'd)

(a) Operating lease commitments (Cont'd)

The above lease commitments only include commitments for basic rentals, and do not include commitments for additional rentals payable, if any, when turnover of individual restaurants exceeds a pre-determined level as it is not possible to determine in advance the amount of such additional rentals.

The Company did not have any operating lease commitments at 31st March, 2003 and 31st March, 2002.

(b) Capital commitments

The Group had the following capital commitments:

Acquisition of fixed assets	收購固定資產
Authorised and contracted for	已批准及已簽約
Authorised but not contracted for	已批准但未簽約

In addition to the above, pursuant to a sale and purchase agreement dated 4th March, 2003, a wholly-owned subsidiary of the Company, agreed to acquire a 50% equity interest in Shanghai New Asia Snack Co., Limited ("SNAS") from Shanghai New Asia (Group) Co., Limited, whose shares are listed on the Shanghai Stock Exchange, and its affiliate. SNAS is principally engaged in the operation of a Chinese quick service restaurant chain under the brand name "New Asia Dabao" in Shanghai. The consideration for the acquisition is approximately RMB40,495,000, to be settled in cash.

The Company did not have any capital commitments at 31st March, 2003 and 31st March, 2002.

30. 承擔及或然負債 (續)

(a) 經營租賃承擔 (續)

上述租賃承擔只包括基本租金，並不包括因營業額超越預定金額而需繳交之額外租金，因為目前不可能計算該等額外租金。

於二零零三年三月三十一日及二零零二年三月三十一日，本公司並沒有任何經營租賃承擔。

(b) 資本承擔

本集團之資本承擔如下：

		Group 集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		4,700	6,943
		142,919	122,843
		<u>147,619</u>	<u>129,786</u>

除上述外，根據二零零三年三月四日簽訂的買賣協議，本公司的一間全資附屬公司同意向上海新亞（集團）股份有限公司（於上海股票交易所上市之公司）及其聯屬公司收購旗下上海新亞大包有限公司百分之五十股份。上海新亞大包有限公司乃一家以「新亞大包」為品牌於上海經營之中式快餐連鎖店。成交價為人民幣40,495,000元，以現金支付。

於二零零三年三月三十一日及二零零二年三月三十一日，本公司並沒有任何資本承擔。

30. COMMITMENTS AND CONTINGENT LIABILITIES (Cont'd)

(c) Guarantees

As at 31st March, 2003, the Company has given guarantees totalling approximately HK\$950,296,000 (2002: HK\$916,368,000) to financial institutions in connection with loans granted to its subsidiaries and jointly controlled entities. In addition, the Group's interests in the issued shares of the jointly controlled entities are pledged as securities against the bank loans of the jointly controlled entities.

31. RELATED PARTY TRANSACTION

On 31st March, 2003, Barson Development Limited, an indirectly wholly-owned subsidiary of the Company, disposed of its entire interest in a real estate property to a company controlled by a non-executive director of the Company and his associates for a consideration of HK\$6,800,000. The resulting gain on disposal amounted to approximately HK\$1,828,000.

The consideration was agreed by the parties after arm's length negotiations and was determined with reference to the current market prices and the valuation performed by an independent valuer.

32. SUBSEQUENT EVENT

Pursuant to a sale and purchase agreement dated 19th May, 2003, a wholly-owned subsidiary of the Company agreed to purchase the assets relating to the operation of a local restaurant chain (the "Business") from a third party. The assets to be purchased included, amongst others, fixed assets, stocks, franchise agreements and statutory licences connected with the Business. In connection with the asset purchase, another wholly-owned subsidiary of the Company is granted a perpetual royalty free licence to use the trademark and authorised business names of the Business.

33. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 8th July, 2003.

30. 承擔及或然負債 (續)

(c) 擔保

於二零零三年三月三十一日，本公司向財務機構擔保附屬公司及合營公司之總貸款約港幣 950,296,000 元(二零零二年：港幣 916,368,000 元)。此外，本集團已抵押合營公司之已發行股份作為合營公司銀行貸款之擔保。

31. 關連人士交易

於二零零三年三月三十一日，本公司一間間接持有之全資附屬公司，霸新發展有限公司，以港幣 6,800,000 元出售一房產物業予本公司一名非執行董事及其有關連人士控制之公司。出售該等物業之溢利約為港幣 1,828,000 元。

該物業出售之成交價是買賣雙方在公平原則商討下及按現行市值及獨立物業估值師評估而釐定。

32. 結算日後事項

根據二零零三年五月十九日簽訂的買賣協議，本公司一間全資附屬公司同意向第三者購買本地一間連鎖餐廳之營運資產（「業務」）。購買資產包括固定資產、存貨、特許經營權協議及其他與業務相關之法定牌照。與此同時，本公司的另一間全資附屬公司亦享有永久免版權費用之許可，使用該業務之商標與商業名稱。

33. 通過賬目

董事局已於二零零三年七月八日通過本年度賬目。

Principal Subsidiaries

主要附屬公司

The following is a list of the principal subsidiaries whose operations and assets materially affect the results or assets of the Group:

以下為對本集團業績或資產有重大影響之附屬公司：

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份面值比率*	Principal activities 主要業務
Ah Yee Leng Tong Restaurants Limited 阿二靚湯有限公司	Hong Kong 香港	HK\$600,000 600,000港元	Ordinary 普通	100%	Catering 飲食
Amigo Mio Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Ashlone Limited	Hong Kong 香港	HK\$1,320,000 1,320,000港元	Ordinary 普通	100%	Catering 飲食
Asia Pacific Catering Corporation Limited 泛亞飲食有限公司	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Bamburgh Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Barneston Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Investment holding 投資控股
Barson Development Limited 霸新發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Ordinary 普通	100%	Property investment 物業投資
Birgitta Limited	Hong Kong 香港	HK\$900,000 900,000港元	Ordinary 普通	100%	Investment holding 投資控股
Bloomcheer Limited 報昌有限公司	Hong Kong 香港	HK\$500,000 500,000港元	Ordinary 普通	100%	Catering 飲食
Bravo le Café Limited	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食
Brilliantwin Limited 皓勝有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立 及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份 面值比率*	Principal activities 主要業務
Café de Coral Assets Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral Central Processing Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Food processing 食品加工
Café de Coral (China) Limited 大家樂(中國)有限公司	Hong Kong 香港	HK\$40,000,000 40,000,000港元	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral (Denmark) ApS	Denmark 丹麥	DKK125,000 125,000丹麥克郎	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral Development Limited*	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral Fast Food Limited 大家樂快餐有限公司	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Café de Coral Group Limited 大家樂企業有限公司	Hong Kong 香港	HK\$44,894,967 44,894,967港元	Ordinary 普通	100%	Catering 飲食
Café de Coral (Guangzhou) Catering Company Limited 大家樂(廣州)食品有限公司	The PRC 中華人民共和國	HK\$21,000,000 21,000,000港元	Ordinary 普通	100%	Catering 飲食
Café de Coral Investment Limited	British Virgin Islands 英屬維京群島	AUD500,000 500,000澳元	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral (Macau) Limited 大家樂(澳門)有限公司	Macau 澳門	MOP300,000 300,000澳門元	Ordinary 普通	70%	Catering 飲食
Café de Coral Overseas Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Café de Coral Properties Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股

Principal Subsidiaries

主要附屬公司

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份面值比率*	Principal activities 主要業務
Charley's Chicken Limited	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食
City Energy Limited 國能有限公司	Hong Kong 香港	HK\$200,000 200,000港元	Ordinary 普通	100%	Property investment 物業投資
Dai Lo Foo (Holdings) Limited 大老虎(集團)有限公司	Hong Kong 香港	HK\$1,340,000 1,340,000港元	Ordinary 普通	100%	Catering 飲食
Diners Court Management Limited 名食坊管理有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食
Dongguan Continental Foods Limited 東莞歐陸食品有限公司	The PRC 中華人民共和國	RMB17,330,000 17,330,000人民幣	Ordinary 普通	100%	Food processing 食品加工
Eldoon Limited	Hong Kong 香港	HK\$10,000 10,000港元	Ordinary 普通	100%	Catering 飲食
Exo Enterprises Limited	Hong Kong 香港	HK\$ 4,000,000 4,000,000港元	Ordinary 普通	100%	Catering 飲食
Foshan Café de Coral Catering Company Limited 佛山大家樂飲食有限公司	The PRC 中華人民共和國	HK\$6,000,000 6,000,000港元	Ordinary 普通	100%	Catering 飲食
Gateway City Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Glory Congee and Noodles Food Limited 俾粥麵食品有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Investment holding (securities) 證券投資
Goodton Development Limited 冠頓發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Ordinary 普通	100%	Investment holding 投資控股

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立 及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份 面值比率*	Principal activities 主要業務
Grand Regent China Limited 天亨中國有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Investment holding 投資控股
Grand Seasons (Central) Food and Beverages Caterers Company Limited	Hong Kong 香港	HK\$10,000 10,000港元	Ordinary 普通	100%	Catering 飲食
Interface Consultants Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Provision of consultancy services 顧問服務
Invol Resources Limited	Hong Kong (incorporation)/ The PRC (operation)	HK\$ 6,125,000	Ordinary	100%	Property investment
國際富豪資源有限公司	香港(註冊)/ 中華人民共和國 (經營)	6,125,000港元	普通		物業投資
Jiangmen Café de Coral Catering Company Limited 江門大家樂飲食有限公司	The PRC 中華人民共和國	HK\$5,000,000 5,000,000港元	Ordinary 普通	100%	Catering 飲食
Kolink Enterprises Limited 國聯企業有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Leasing of premises space 租賃物業位置
Maradona Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Paramount Success Limited 速成有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食
Radeberg Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Investment holding 投資控股

Principal Subsidiaries

主要附屬公司

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份面值比率*	Principal activities 主要業務
Roberto Assets Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Prime Deal Developments Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Samworth Investments Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
Scanfoods International S.A.	The Republic of Panama 巴拿馬共和國	US\$3,000,000 3,000,000美元	Ordinary 普通	100%	Investment holding 投資控股
Scanfoods Limited 北歐國際食品有限公司	Hong Kong 香港	HK\$2,100,000 2,100,000港元	Ordinary 普通	100%	Food trading 食品貿易
Shenzhen Café de Coral Catering Company Limited 深圳大家樂飲食有限公司	The PRC 中華人民共和國	HK\$12,000,000 12,000,000港元	Ordinary 普通	100%	Catering 飲食
Sheriafort Assets Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding (securities) 證券投資
Sparango Limited	Hong Kong 香港	HK\$20 20港元	Ordinary 普通	100%	Catering 飲食
Speedy Chef Limited 小飛廚有限公司	Hong Kong 香港	HK\$2 2港元	Ordinary 普通	100%	Catering 飲食
Sturgate Investments Limited	British Virgin Islands 英屬維京群島	US\$1 1美元	Ordinary 普通	100%	Investment holding 投資控股
The Spaghetti House Restaurants Limited 意粉屋有限公司	Hong Kong 香港	HK\$10,000,000 10,000,000港元	Ordinary 普通	100%	Investment holding 投資控股

Name of subsidiary 附屬公司名稱	Country of incorporation and operation 註冊成立 及經營地區	Issued share capital 已發行股本	Class of shares held 股份類別	Percentage of shares held* 持有股份 面值比率*	Principal activities 主要業務
Very Nice Fast Food Limited	Hong Kong	HK\$17,025,000	Class A	100%	Catering
好樂意食品有限公司	香港	HK\$5,675,000 17,025,000港元 5,675,000港元	Class B A B	100%	飲食
Weli Company Limited 合二有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	Ordinary 普通	100%	Catering 飲食
Winfast Holdings Limited	Hong Kong (incorporation)/ The PRC (operation)	HK\$10,000	Ordinary	100%	Property investment
永發集團有限公司	香港(註冊)/ 中華人民共和國 (經營)	10,000港元	普通		物業投資
Worldway Limited 宏偉有限公司	Macau 澳門	MOP300,000 300,000澳門元	Ordinary 普通	100%	Property investment 物業投資
Yumi Yumi Caterers Limited	Hong Kong	HK\$6,701,560	Class A	100%	Catering
音音飲食有限公司	香港	HK\$2,872,100 6,701,560港元 2,872,100港元	Class B A B	100%	飲食
Zhongshan Café de Coral Catering Company Limited	The PRC	HK\$1,200,000	Ordinary	100%	Catering
中山大家樂飲食有限公司	中華人民共和國	1,200,000港元	普通		飲食
Zhuhai Café de Coral Catering Company Limited	The PRC	HK\$4,000,000	Ordinary	100%	Catering
珠海大家樂飲食有限公司	中華人民共和國	4,000,000港元	普通		飲食

* Café de Coral Development Limited is held directly by the Company. All other subsidiaries are held indirectly.

* Café de Coral Development Limited乃本公司直接持有。其他附屬公司均為間接持有。

AUDITORS' REPORT TO THE SHAREHOLDERS OF CAFÉ DE CORAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the accounts on pages 40 to 97 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

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

BASIS OF OPINION

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

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

致大家樂集團有限公司
(於百慕達註冊成立之有限公司)
全體股東

本核數師已完成審核第40至97頁之賬目，該等賬目乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

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

本核數師之責任是根據審核之結果，對該等賬目作出獨立意見，並向股東報告。

意見之基礎

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

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

OPINION

In our opinion the accounts 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 Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 8th July, 2003

意見

本核數師認為，上述賬目足以真實兼公平地顯示貴公司及貴集團於二零零三年三月三十一日結算時之財務狀況，及貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例的披露要求妥為編製。

羅兵咸永道會計師事務所

執業會計師

香港，二零零三年七月八日

Five Year Summary 五年財務概要

FOR THE FIVE YEARS ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止五個年度

CONSOLIDATED PROFIT AND LOSS ACCOUNTS

綜合損益表

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元 (restated) (重列)	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
Turnover	營業額	2,621,547	2,613,547	2,540,326	2,408,822	2,350,904
Cost of sales	銷售成本	(2,235,220)	(2,219,469)	(2,167,477)	(2,039,906)	(2,048,894)
Gross Profit	毛利	386,327	394,078	372,849	368,916	302,010
Administrative expenses	行政使費	(114,421)	(119,501)	(115,730)	(125,225)	(116,930)
Other income	其他收入	50,481	61,096	54,540	49,604	55,806
Deficit on revaluation of investment properties	投資物業減值	(7,696)	—	—	—	—
Profit from operations	營運溢利	314,691	335,673	311,659	293,295	240,886
Provision for impairment in value of investments	投資之減值撥備	(12,174)	—	—	—	—
Finance costs	財務成本	(9,485)	(21,417)	(25,987)	(39,514)	(52,441)
		293,032	314,256	285,672	253,781	188,445
Share of profit of an associate	應佔聯營公司 溢利	526	1,499	731	—	—
Share of (loss)/profit of jointly controlled entities	應佔合營公司 (虧損)/溢利	(5,456)	6,948	3,141	—	—
Profit before taxation	除稅前溢利	288,102	322,703	289,544	253,781	188,445
Taxation	稅項	(42,828)	(42,703)	(37,970)	(34,963)	(16,005)

CONSOLIDATED PROFIT AND LOSS ACCOUNTS (Cont'd)

綜合損益表 (續)

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元 (restated) (重列)	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
Profit attributable to shareholders	股東應佔溢利	245,274	280,000	251,574	218,818	172,440
Dividends paid	已支付股息	(127,761)	(106,523)	(94,333)	(78,992)	(71,300)
Retained profit for the year	本年度保留溢利	117,513	173,477	157,241	139,826	101,140
Retained profit brought forward	保留溢利滾存	1,002,821	829,344	701,220	561,394	460,254
Retained profit carried forward	保留溢利結存	1,120,334	1,002,821	858,461	701,220	561,394
Basic earnings per share	每股基本溢利	45.21 cents 仙	51.24 cents 仙	45.84 cents 仙	39.63 cents 仙	32.81 cents 仙
Diluted earnings per share	每股攤薄溢利	44.32 cents 仙	50.50 cents 仙	45.78 cents 仙	39.55 cents 仙	32.75 cents 仙

Five Year Summary 五年財務概要

FOR THE FIVE YEARS ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止五個年度

CONSOLIDATED BALANCE SHEETS

綜合資產負債表

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元 (restated) (重列)	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
Non-current assets	非流動資產					
Fixed assets	固定資產	901,124	953,846	890,154	861,413	873,269
Construction in progress	在建工程	—	—	—	5,338	3,364
Trademarks	商標	22,754	25,458	28,162	31,286	34,590
Investment in an associate	於聯營公司投資	838	836	1,614	—	—
Investment in jointly controlled entities	於合營公司投資	28,257	25,717	14,339	—	—
Other investments	其他投資	6,357	18,533	18,547	18,562	18,562
Held-to-maturity securities	持至到期日之證券	85,979	—	—	—	—
		1,045,309	1,024,390	952,816	916,599	929,785
Current assets	流動資產					
Stocks, at cost	存貨，以成本值計算	52,966	48,836	49,375	54,188	49,866
Prepayments and deposits	預付款項及按金	103,870	148,163	122,154	101,369	97,087
Trade and other debtors	營業及其他應收賬項	26,586	26,561	25,475	16,092	15,903
Short-term investment in promissory notes	短期承兌票據投資	—	—	—	—	257,119
Short-term investments	短期投資	7,365	6,448	9,169	—	—
Cash and bank balances	現金及銀行存款	733,281	650,981	681,313	524,714	419,757
		924,068	880,989	887,486	696,363	839,732

CONSOLIDATED BALANCE SHEETS (Cont'd)

綜合資產負債表 (續)

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元 (restated) (重列)	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
Current liabilities	流動負債					
Short-term bank borrowings	短期銀行貸款	220,000	150,000	236,541	221,278	481,294
Trade creditors	營業應付賬項	61,365	57,096	58,198	52,129	53,367
Other creditors and accrued liabilities	其他應付賬項及應計費用	198,796	193,727	153,232	146,780	138,301
Taxation payable	應付稅項	14,109	6,727	12,428	11,424	10,314
		<u>494,270</u>	<u>407,550</u>	<u>460,399</u>	<u>431,611</u>	<u>683,276</u>
Net current assets	淨流動資產	<u>429,798</u>	<u>473,439</u>	<u>427,087</u>	<u>264,752</u>	<u>156,456</u>
Total assets less current liabilities	扣除流動負債後總資產	<u>1,475,107</u>	<u>1,497,829</u>	<u>1,379,903</u>	<u>1,181,351</u>	<u>1,086,241</u>
Non-current liabilities	非流動負債					
Long-term bank loans	長期銀行貸款	—	80,000	100,000	31,536	62,893
Deferred taxation	遞延稅項	18,689	16,235	11,379	12,015	9,983
		<u>18,689</u>	<u>96,235</u>	<u>111,379</u>	<u>43,551</u>	<u>72,876</u>
NET ASSETS	淨資產	<u>1,456,418</u>	<u>1,401,594</u>	<u>1,268,524</u>	<u>1,137,800</u>	<u>1,013,365</u>

Five Year Summary 五年財務概要

FOR THE FIVE YEARS ENDED 31ST MARCH, 2003
截至二零零三年三月三十一日止五個年度

CONSOLIDATED BALANCE SHEETS (Cont'd)

綜合資產負債表 (續)

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元 (restated) (重列)	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
CAPITAL AND RESERVES	股本及儲備					
Share Capital	股本	53,364	54,573	54,689	55,066	55,179
Share Premium	股份溢價	46,573	105,375	112,332	125,958	129,707
Capital Redemption Reserve	資本贖回儲備	124,931	64,697	53,930	35,212	27,633
Exchange Translation Reserve	外幣折算儲備	1,386	1,012	1,179	(1,186)	(1,007)
Capital Reserve	資本儲備	(2,470)	(2,470)	(2,470)	11,704	11,704
Property Revaluation Reserve	物業重估儲備	—	3,052	7,102	7,807	19,157
Contributed Surplus	實繳盈餘	112,300	172,534	183,301	202,019	209,598
Retained Profits	保留溢利	1,120,334	1,002,821	858,461	701,220	561,394
Total reserves	總儲備	1,403,054	1,347,021	1,213,835	1,082,734	958,186
Shareholders' equity	股東權益	1,456,418	1,401,594	1,268,524	1,137,800	1,013,365

Note: In order to comply with Statement of Standard Accounting Practice No. 34 (revised) "Employee benefits" issued by the Hong Kong Society of Accountants, the Group adopted a new accounting policy for employee benefits for the years ended 31st March, 2002 and 2003. Figures as at and for each of the years ended 31st March, 1999, 2000 and 2001 have not been adjusted and it is not practicable to restate earlier years for comparison purposes.

附註：為符合香港會計師公會頒佈之會計實務準則第三十四號(經修訂)「僱員福利」的規定，本集團截至二零零二年三月三十一日及二零零三年三十一日之年結已採納有關僱員福利之新會計政策。截至一九九九年三月三十一日、二零零零年三月三十一日及二零零一年三月三十一日的數字並未調整，因重列以往年度數字以作比較並不可行。



大家樂集團有限公司
CAFÉ DE CORAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)