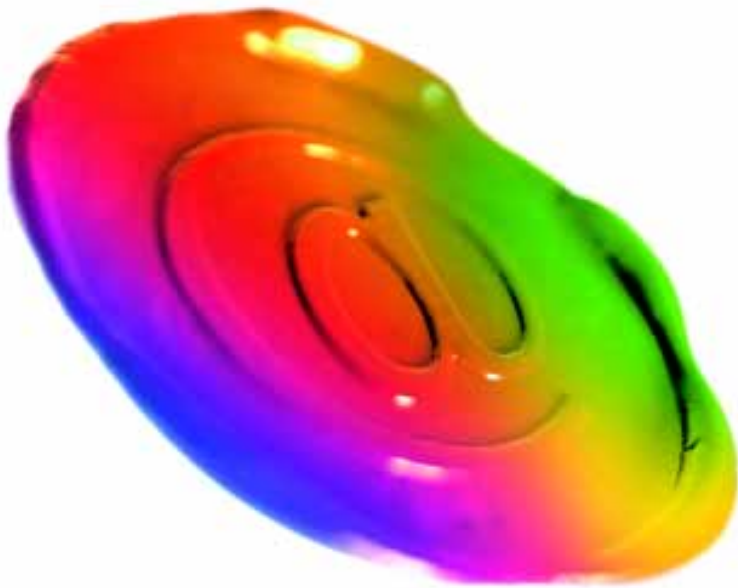




DIGITALHONGKONG.COM  
數碼香港



# Alive & Kicking

Innovation and value driven  
Annual Report 2001

## Characteristics of GEM of the Stock Exchange

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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## About DigitalHongKong.Com

DIGITALHONGKONG.COM (“Digital HK” or “Company”) was listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong in April 2000 (stock code: 8007). Started as a commerce service provider (CSP) that was engaged in the provision of electronic payment outsourcing services for online commerce, the Company has, throughout the year, strategically repositioned itself to integrate both online and offline assets. The Company today focuses on e-commerce enabling solutions, information security products and services, systems development, and provision of IT consulting services.

Digital HK is a subsidiary of Champion Technology Holdings Limited (“Champion Technology”), a communications software development group which is listed on the Main Board of the Stock Exchange.

EXECUTIVE DIRECTORS  
Paul KAN Man Lok (Chairman)  
John WONG Yuk Lung  
Shirley HA Suk Ling

INDEPENDENT  
NON-EXECUTIVE DIRECTORS  
FAN Sheung Tak  
Francis Gilbert KNIGHT

REGISTERED OFFICE  
Zephyr House  
George Town  
Grand Cayman  
British West Indies

CORPORATE OFFICE  
1702 One Exchange Square  
Hong Kong

HEADQUARTERS  
3rd Floor, Kantone Centre  
Chai Wan, Hong Kong

COMPANY HOMEPAGE/WEBSITE  
<http://www.digitalhongkong.com>

STOCK CODE ON GEM  
8007

# 01.

# Corporate Information

QUALIFIED ACCOUNTANT  
John WONG Yuk Lung, FHKSA,  
FCPA

COMPLIANCE OFFICER  
Shirley HA Suk Ling

AUTHORISED REPRESENTATIVES  
Paul KAN Man Lok  
Shirley HA Suk Ling

COMPANY SECRETARY  
Jennifer CHEUNG Mei Ha, solicitor

PRINCIPAL BANKERS  
Dao Heng Bank Limited  
16th Floor, The Center  
99 Queen's Road Central  
Hong Kong

Standard Chartered Bank  
4-4a Des Voeux Road Central  
Hong Kong

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

AUDITORS  
Deloitte Touche Toshmatsu  
Certified Public Accountants  
26th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

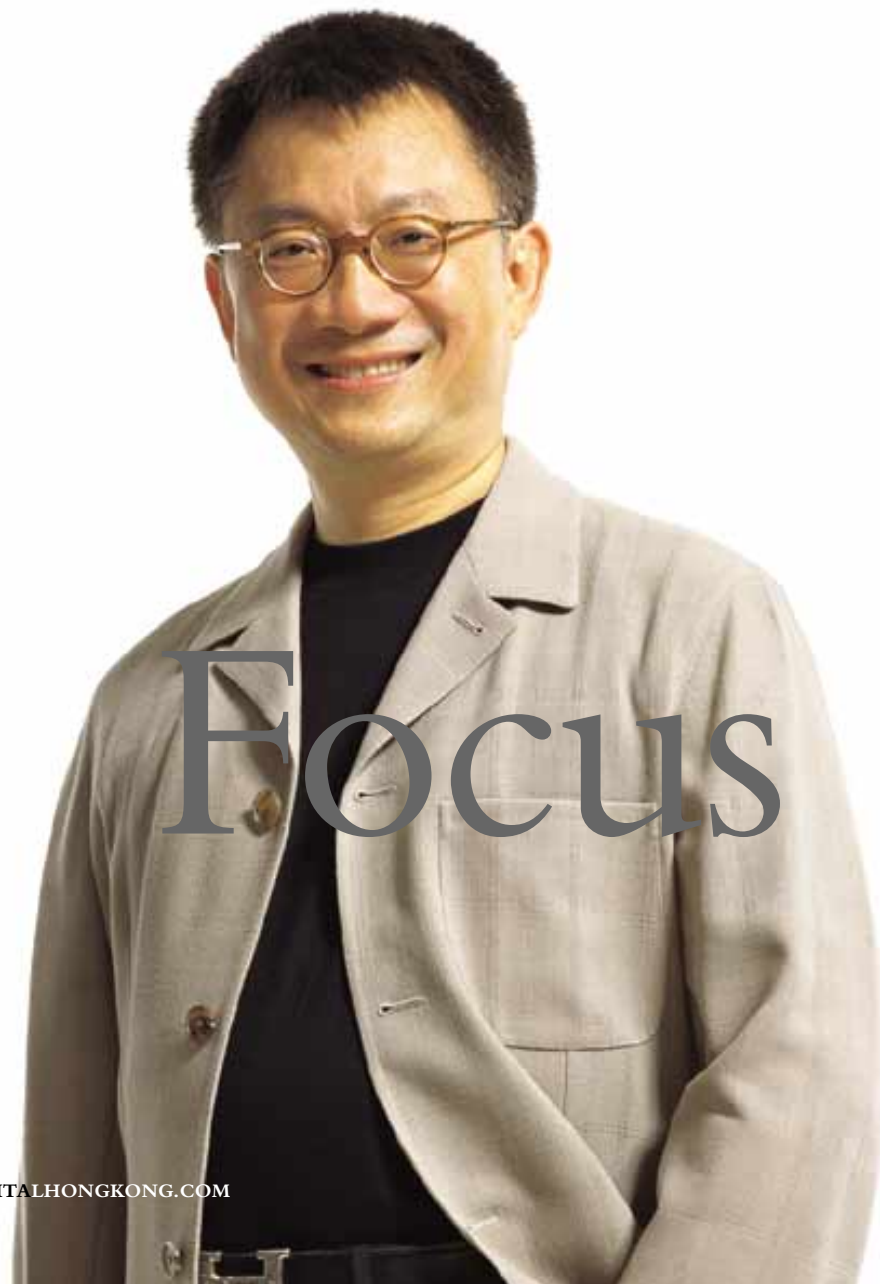
PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE  
The Harbour Trust Co. Ltd  
P.O. Box 1787  
Grand Cayman  
Cayman Islands  
British West Indies

HONG KONG BRANCH  
SHARE REGISTRAR AND  
TRANSFER OFFICE  
Secretaries Limited  
5th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

# 02.

## Chairman's Statement

Coping with change is one of the biggest challenges for an IT business in the digital age. Too aggressive, you lose money. Keeping a balance between preparing for the future and avoiding risk is what management is.



Dear Shareholders,

If anything, the experience of the last twelve months has been nerve-racking, as the entire business landscape has changed. The whole concept of the joyous young dotcom as a driver of change has taken a nosedive, relegating some exciting-looking businesses to early demise, while many others have not lived up to their promises.

On a wider scale, the past year has shown that, other than a handful of new business models such as online auctions, growing from start-up to profitable world-beater is simply asking too much.

### Reality Check

As a participant in the Internet industry, we are not immune to the global slowdown in the development of e-business. Started as a commerce service provider (CSP) that was engaged in the provision of payment outsourcing services for online commerce, Digital HK has developed in the early days the backbone of an open, secure and robust electronic payment processing platform targeted at interfacing with multiple payment systems and handling various payment methods for both B2B and B2C applications. We were quick to recognize that the momentum for e-commerce has been disturbed by the global economic downturn, and that revenues from our online payment solution would be slow to come by.



Internet time in its early growth path runs more quickly than time in the normal world of business, so for a brief period most people would think that the world would adapt to online commerce in no time, and that margins and transaction income would be a mainstream source of any revenue.

As soon as we noted that the global sentiment has changed and when we recognized that online business has to be integrated with its offline sibling, we took immediate remedial measures by slowing down the development of our payment platform, streamlining our operations, and trimming operating expenses. Some of our staff were deployed to take on business activities which would be more promising in terms of near-term revenue streams.

## Strategic Repositioning

We were quick to adjust ourselves during the technology meltdown. Some encouraging developments have been made during the period under review. While we continued to provide online payment solutions and services through our payment platform, and technical consultation on e-commerce integration, we have broadened our business scope as a CSP to embrace other prospective revenue-generating activities through leveraging our technological strengths. Such activities include:

- **Systems development**  
**Phone-a-Drink M-Vending kiosk with secure mobile payment solution**  
Showcasing state-of-the-art wireless data technology in vending, the kiosk system provides a unique integration of software and hardware solution that manipulates vending function and

inventory records; enables user to fast download chosen drink with just one phone call; and is the only vending kiosk in Hong Kong that accepts calls from any mobile phone network. A secure mobile payment solution has been developed alongside.

Other than selling merchandise, these kiosk systems provide an ideal advertising channel, and are also useful to disseminate information and messages to the public such as community information.

Initially the kiosk system is licensed to sister company **Y28 Innovations** to promote cross-selling opportunities, as the latter is transforming into a diversified media company embracing Internet portal and offline media assets.

- **Internet security solutions**

Alongside the rapid development of the IT industry, management has long recognized that information security is a high growth sector. Indeed, few technology issues are as vast as security, which includes everything from viruses to theft of confidential information and the financial fraud of false electronic transactions.

During the year, alliances have been formed with several developers of ingenious Internet security solutions, with a view to developing commercial applications and enhancing our product offerings.

## Financial Highlights

Total turnover for the financial year ended 30 June 2001 amounted to HK\$10,829,000, an increase of 2.4 times over the previous year's figure. Revenues were derived mainly from the provision of technical and consultation services in relation to electronic payment integration and e-commerce. Fourth quarter revenue was HK\$6,614,000, an increase of 6.1 times over the corresponding period of last year.

It's encouraging to note that the Group has achieved profitability for two successive quarters ended 31 March 2001 and 30 June 2001, with net profit of HK\$122,000 and HK\$501,000 respectively.

Loss for the year narrowed to HK\$3,350,000, compared with HK\$9,262,000 of the previous year.

As at 30 June 2001, the Group had cash on hand of HK\$9,356,000, most of which was placed on short-term deposits.

To conserve cash for future development, the Board does not intend to recommend a final dividend at the upcoming Annual General Meeting.

## Prospects

The Internet industry has come through a rude awakening, and the market conditions may continue to be uncertain and challenging in the coming year. Prudent as we always are, we have taken steps to preserve our cash and adjust to the era of reality. We also share the view of the industry that pure online assets and business model are not viable, and the only way for Internet businesses to survive and make money is to develop offline sources of revenue.

For the coming year, the Group's focus as a CSP will be in the following key areas:

- ★ network and e-business security products and solutions
- ★ systems development, with a new product providing innovative multi-media advertising display solution which supports wireless and broadband communication
- ★ m-commerce, exploring Smart Card related opportunities
- ★ IT consultancy services to commercial and government clients, and
- ★ bidding for various IT contracts in partnership with other solution providers

With the new found business direction, and the pro-active steps taken to establish new technology alliances, the Directors have confidence that the Group will prosper and continue to improve its results and performance.

**Paul KAN Man Lok**  
*Chairman of the Board*  
September 2001

# 04.

## Dialogue: Look for the Silver Lining

# Challenge

*An Interview with Shirley Ha, Director Of Digital HK*

*A year or so ago, everyone wanted to be a dotcom. Now, even web-only firms are taking “dotcom” out of their names. Is e-business just a passing fad?*

E-business is here to stay. What we learned from the “first wave” of e-business is that people’s habits take a long time to change. Ignoring this is at one’s peril. The bubble was speculation on ways to make money on the Internet that turned out to be not real. Some companies were burning cash like there was no tomorrow and seemed to have no clear business. The result has been a rapid change of fortunes and an international crash.

*What is your view of the Internet?*

The Internet is rapidly becoming an essential tool for business and personal communications. The power of the web is that it extends the reach of existing businesses that have real products and real

services. It also makes all businesses more efficient in communicating internally and dealing with suppliers and customers. And it makes possible new kinds of services for which people might actually pay. But we’re actually at the beginning stage of deciding what those services might be.

The lesson we have learned is that businesses shouldn’t focus on how to go on the Internet. They should focus on how to run the company in light of the fact that the Internet exists.

*With the slowdown of the global economy and the panic of a long period of consolidation, are you finding it hard to adjust?*

Consolidation is happening all over. More and more companies are beginning to realize that this downturn is going to last longer than many of us expected.

In fact the crash has done some good, and I believe it has been necessary. The crash has “cut out a lot of chaff, a lot of ideas that were never going to work”, but if an entrepreneur comes up with an idea that will make money, there’s still a silver lining. The result of all this has been a touch of realism instilled into dotcom entrepreneurs and business models, which is a welcoming sign, notwithstanding the fact that the truth hurts.

In the case of Digital HK, we’ll continue to drive innovation and stay ahead of emerging technologies. It is difficult though to predict which new products will have mass appeal.

*How are you preparing Digital HK for the major challenges ahead?*

I'm counting on collective wisdom.

Standing still is not an option. But it is essential to be cautiously aggressive, seeking a balance between preparing for the future and avoiding risk. Building solid technological capabilities is necessary preparation. At the same time, pioneering and exploring new product offerings are also required. In today's fast changing economy, innovative thinking is essential not just for success but for survival.

*How is the Internet economy different? How do organizations motivate their people in the Internet economy?*

The Internet economy doesn't mean we have overturned conventional wisdom. It's just that we have to do things faster and more fervently. And speed makes a huge difference in how you run a company.

More leadership is required at more levels of the organization, and initiative is expected to be taken by every member of the team in order to drive the company forward.

Indeed I see my biggest challenge as driving a team of bright people and keeping them motivated.

*Are you always so passionate and excited about everything you do?*

Yes, I'm always excited, and I'm always positive. With me, the glass is always half full because I'm an optimist. Indeed, optimism affects my health in a positive way, and I believe the world is still in front of me. My horoscope asks me to challenge myself more, and look into intellectual and physical games that will test my abilities.

I fully endorse the saying, "it's difficult to get anyone motivated if there's no pressure. It almost feels like you didn't have a full day's work if your work day is only nine to five."

ngge

My key challenge is to drive a team of bright people and keep them motivated.



## Operations Review

Amidst the Internet meltdown that hit the global markets, Digital HK has proved its agility and nimbleness in adjusting and adapting to a rapidly changing competitive climate.

While we continued to provide online payment solutions and services through our payment platform, and technical consultation on e-commerce integration, we have broadened the business scope of our CSP (commerce service provider) endeavour to embrace other prospective revenue-generating activities by leveraging our technological strengths.

Systems development is one area which Digital HK has embarked on to expand its revenue base from its CSP undertaking. The first project is geared towards mobile commerce where Digital HK has designed and developed vending kiosks by providing a unique integration of software and hardware solution to



Amidst the Internet meltdown that hit the global markets, **Digital HK** has proved its agility and nimbleness in adjusting and adapting to a rapidly changing competitive climate.

Management  
Discussion &  
Analysis

06.

Growth



enable mobile payment for B2C applications via mobile phones, making use of the Company's existing online platform. The initial focus was on micropayments for merchandise sold under sister company **Y28™ HOTSPOT** mobile vending. The first of such varied vending kiosks was **Phone-a-Drink**, where the consumer just presses the mobile phone and gets a drink in thirty seconds.

**Phone-a-Drink** showcases state-of-the-art wireless data technology in vending, and is the only vending kiosk in Hong Kong that accepts phone calls from any mobile network.

**Phone-a-Drink** debuted at the Hong Kong Information Infrastructure Expo 2001 at Convention and Exhibition Centre in February, drawing sponsorship from a major drinks distributor and attracting wide publicity as well as a crowd of some 2,000 visitors to our booth.

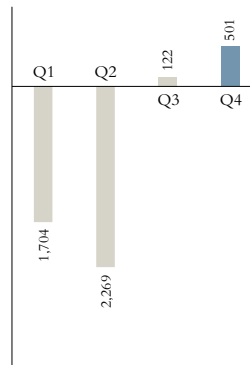
Other than selling merchandise, these kiosk systems can be enhanced and Internet-enabled to provide entertainment, fun and excitement to consumers. Placed in popular locations, these systems provide an ideal advertising channel, and are also useful to disseminate information and messages to the public such as community information.

Further vending kiosks are under development and testing to tie in with Y28's roll-out campaign, as the latter is transforming into a diversified media company embracing Internet portal and off-line media assets.

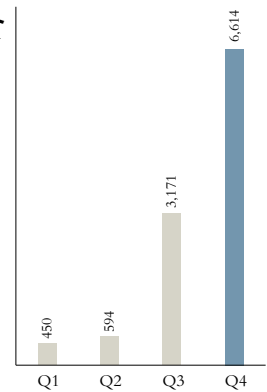
Another pursuit for our CSP business is the high-growth sector of network and Internet security products and services. As digital information and its conditions become ever more present in our society, the chance that those systems will be attacked grows.

In recognition of this opportunity, Digital HK has, during the year, formed alliances with several developers of ingenious Internet security solutions, which encompasses smart cards, e-commerce and m-commerce payment system security, as well as intrusion detection, with a view to developing commercial applications and enhancing our product offerings.

## Net Profit (HK\$'000)



## Turnover (HK\$'000)



# Two Consecutive Profitable Quarters with Turnover Doubled.

One of the products involved the integration of innovative authentication technologies with the Group's open payment platform to enable secure electronic and mobile commerce. It has received a lot of favourable reviews from the industry, and the Group is currently exploring opportunities with international partners to build a wider range of commercial applications surrounding such technologies.

At CommunicAsia2001, the 13th Asian International Communications and Information Technology Exhibition & Conference held in June in Singapore, Digital HK exhibited the above authentication technologies application by integrating with its payment platform.

## Financial Performance

### • Results for the year

The Group recorded audited consolidated turnover for the year ended 30 June 2001 of HK\$10,829,000, representing an increase of 2.4 times over last year. Turnover for the quarter ended

30 June 2001 was HK\$6,614,000, an increase of 6.1 times over corresponding period of last year. Revenues were derived mainly from the provision of technical and consultation services in relation to electronic payment integration and e-commerce solutions.

The Group recorded profitability for two successive quarters ended 31 March 2001, and 30 June 2001, with net profit of HK\$122,000 and HK\$501,000 respectively.

Through continued disciplined cost management, operating expenses were kept at HK\$15,109,000 comprising product development and enhancement, general and administrative expenses, marketing and promotion expenses, as well as staff costs. Loss for the year narrowed to HK\$3,350,000, as compared with HK\$9,262,000 of previous year.

### • Liquidity and Financial Resources

Deposits, bank balances and cash amounted to HK\$9,356,000 as at 30 June 2001 (2000: HK\$18,685,000). The current ratio was 23 (2000: 14). The



Group's total liabilities amounted to HK\$700,000 (2000: HK\$1,394,000). Barring unforeseen circumstances, management is confident that the Company has sufficient funds to meet its daily business operation requirements as well as to finance new product development.

## New Business Development

### • *Video Vision*

Leveraging the Group's capability to combine online and offline assets, the Group has embarked on the development of *Video Vision* - an innovative multimedia advertising display solution that integrates the Internet, wireless communication and flat panel display technology to empower the new generation of out-of-home advertising. The system remote updates advertising materials from a central server to various remote clients. Currently under systems testing, the *Video Vision* product family is specially designed for targeted advertising to passengers, patrons of shopping malls, waiting customers or pedestrians in transit or other "in store" and high traffic environments.

Initially licensed to sister company **Y28 Innovations**, *Video Vision* provides a highly effective and cost-efficient advertising medium, which

is capable of delivering short snippets of motion video advertisement in desired sequence on high resolution video screens. Real-time info such as news headlines, racing results, and stock quotes can be displayed concurrently to capture viewer attention. This would have the effect of maximizing customer reach through cross-selling opportunities.

### • *Smart Card Related Opportunities*

Another exciting development is in the exploration of Smart Card related opportunities, which are tied to both e-commerce and m-commerce. In recent years, Java has enabled the development of multi-application platforms, and the days of one-application-per-card problem are gone. Today chip- and java-based cards are capable of serving many different practical uses, including network access, online e-tailing, e-cash, m-commerce, and physical identification and authentication.

Digital HK is working closely with technology partners and merchants to develop security and applications enhancements to the Smart Card. Initial development will revolve around our mobile vending project, whereby user can use the card as a debit card for purchase of merchandise as well as to record loyalty points for redemption of gifts or bonus coupons. Future development will involve the integration of PKI security and digital signature features in the cards for B2B applications.

## Human Resources

As at 30 June 2001, the Group employed 17 full time staff (2000: 19). Staff costs were HK\$4,354,000 for the year under review (2000: HK\$3,867,000). Remuneration includes monthly salaries, performance-linked year-end bonuses, share options, and the retirement benefits under Mandatory Provident Fund Scheme and other benefits.

## Comparison of Business Objectives with Actual Business Progress

In accordance with the business objectives as laid down in the IPO prospectus dated 5 April 2000, below is our progress report. Some of the objectives have been achieved, some are still in progress, and new business developments have been added. Digital HK will continue to review its business objectives and make adjustments as and when necessary to reflect market conditions.

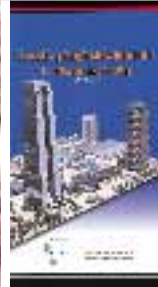
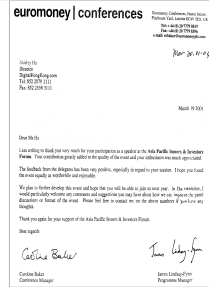
# Progress Against Business Objectives Adjust 09.

Business objectives as stated in the Prospectus dated 5 April 2000	Actual business progress in respect of the twelve-month period ended 30 June 2001
<p><b>Payment Platform</b> (1 July 2000 to 31 December 2000)</p> <ul style="list-style-type: none"> <li>* continued Web-based Payment System (“WPS”) development and testing</li> <li>* planning and design of Smart Card, Pre-Paid Card and Telephone-based Payment System</li> <li>* continued WPS merchant interface development and testing</li> </ul> <p>(1 January 2001 to 30 June 2001)</p> <ul style="list-style-type: none"> <li>* live with WPS</li> <li>* Smart Card, Pre-Paid Card and Telephone-based Payment System development and testing</li> <li>* distribution channel recruitment for Pre-Paid Card</li> </ul>	<ul style="list-style-type: none"> <li>* testing results of WPS satisfactory</li> <li>* focused on phone-based payment testing, deferring introduction of Smart Card and Pre-Paid Card</li> <li>* steady increase in number of merchants and testing of interface continued</li> <li>* B2C WPS using credit card in operation</li> <li>* B2B WPS under testing</li> <li>* Telephone-based Payment System testing satisfactory, preparing for pilot run</li> <li>* Smart Card and Pre-Paid Card under initial development and testing</li> <li>* pursuit deferred in line with delay in development and testing of Pre-Paid Card</li> </ul>
<p><b>Marketing and Promotion</b> (1 July 2000 to 31 December 2000)</p> <ul style="list-style-type: none"> <li>* on-going promotion and marketing campaign to recruit consumers, merchants, and financial acquirers</li> </ul> <p>(1 January 2001 to 30 June 2001)</p> <ul style="list-style-type: none"> <li>* ongoing promotion of Digital HK’s brandname and services</li> </ul>	<ul style="list-style-type: none"> <li>* mainly through direct sales and joint promotion with fellow subsidiaries like Y28.COM to economise on spending and maximise results</li> <li>* promotion mainly through web-based media; various e-commerce sites with potential to use our payment platform; direct sales; appearance of senior executives at public conferences and networking occasions, exhibition of products/solutions at Expo</li> </ul>
<p><b>Use of Proceeds</b> (1 July 2000 to 31 December 2000)</p> <ul style="list-style-type: none"> <li>* an estimate of approximately HK\$10 million will be allocated for the above scheduled events for the corresponding period, of which approximately HK\$5 million is intended to be used for the development of payment platform, and HK\$5 million is intended to be used for marketing and promotion</li> </ul> <p>(1 January 2001 to 30 June 2001)</p> <ul style="list-style-type: none"> <li>* an estimate of approximately HK\$25 million to be raised for the above events for the corresponding period</li> </ul> <p>This amount was forecast to be raised from capital markets or new equity issue subject to the GEM Listing Rules.</p>	<ul style="list-style-type: none"> <li>* approximately HK\$5.3 million has been deployed to develop and enhance payment platform, including the integration of mobile solution and mobile security</li> <li>* approximately HK\$3.2 million has been deployed on marketing and promotion</li> <li>* approximately HK\$9 million has been placed on short-term deposits for future marketing and promotion, and working capital requirement</li> <li>* in view of the current market conditions and slowdown of e-commerce momentum, we have scaled back the development of our payment platform as well as our marketing and promotion programme. As a result, the Group has sufficient funds to meet its daily business operation requirements as well as to finance new product development, and there is no requirement for raising new funds</li> </ul>



At CommunicAsia2001, the 13th Asian International Communications and Information Technology Exhibition & Conference held in Singapore in June, Digital HK exhibited its authentication technologies application through integration with its payment platform. The demonstration focused on the consummation of online purchases with complete transaction security, and there was no need to input sensitive credit card or personal details.

# Overseas 10. Snapshots



During the year, Digital HK participated in a number of IT forum and Internet conferences. Various speeches were delivered covering topics such as “How e-Commerce maximises opportunities for SMEs”, “Is the Asia Pacific region ready for the world of mobile commerce”, “Human resources needs of the IT industry”, and “e-Business and Social Services”.

Interviews with the Press were conducted, discussing “Impact on Hong Kong businesses on the eve of China’s Accession to the WTO”, and “Importance of security in today’s e-business model.”

# Conferences

# Events



At the Hong Kong Information Infrastructure Expo 2001 held in February, Digital HK showcased its **Phone-a-Drink** vending kiosk, which applies state-of-the-art wireless data technology, enabling the consumer to press a mobile phone and get a drink in thirty seconds. Over 2,000 visitors queued up to try the kiosk system, and wide publicity was attracted.



# Community



On community events, Digital HK continues to promote community-wide awareness and usage of e-commerce under its e-Commerce initiative, e-CCAP (e-Commerce Community Awareness Programme). The Company received the Diamond Award under the Corporate and Employee Contribution Programme of the Community Chest for its fundraising efforts.

Digital HK also sponsored the Homepage Design Competition organized by the Faculty of Engineering of the Chinese University of Hong Kong.

# Directors & Senior Management

## 12.

## Br

### Executive Directors

PAUL KAN MAN LOK is the Chairman and Executive Director with responsibility for Digital HK's visionary planning and development. He is also Chairman of both Champion Technology Holdings Limited and Kantone Holdings Limited, the shares of which are listed on the Main Board. Mr. Kan brings over 30 years of experience in the computing and telecommunications industries to bear on fully leveraging the e-commerce technology that is a key success factor for business today. As author of the books in The Hong Kong e-Commerce Studies Series published by Digital HK, he has forged a strong link between his IT legacy and the promise of an online-assisted life. Prior to setting up the Champion Group in 1987, he was the general manager of Asiadata Limited, a computing services subsidiary of Cable & Wireless PLC. He has served twice on the Stock Exchange Working Group on Corporate Governance during 1994-95 and 1999-2000, and is currently a member of the Listing Committee of the GEM Board. He is also Chairman of Software and Information Technology Group of the Federation of Hong Kong Industries, and member of the Hong Kong Legislative Council Election Committee for the IT sector. Recently, he has been appointed an independent non-executive director of CLP Holdings Limited.

JOHN WONG YUK LUNG, Executive Director and Chief Financial Officer, has extensive financial and management experience in the information technology field, having previously served in various senior positions including Chief Financial Officer of the Champion Group between June 1992 and August 1994, and having served in similar capacities for 16 years with the Cable and Wireless Group. He stayed on as advisor to the Champion Group after his departure, and rejoined the Group in early 2000. He is a Fellow Member of the Hong Kong Society of Accountants and the Australian Society of Certified Practising Accountants, and an associate member of the Australian Institute of Banking and Finance.

SHIRLEY HA SUK LING is responsible for spearheading the Group's business activities including corporate finance and strategic development. In addition, she heads the Group's e-Commerce Community Awareness Programme (e-CCAP) and liaises with government departments, solutions and business partners, different sectors of the business and academic communities in driving the e-revolution. Prior to joining the Group, she was Executive Vice President of Corporate Development for Champion which she joined in March 1992. She holds a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Business Administration from the Chinese University of Hong Kong. She is a member of the Advisory Committee of the Division of Computer Studies at the City University of Hong Kong, and Convenor of IDC (International Development and Co-operation) Subcommittee of Software and Information Technology Group of the Federation of Hong Kong Industries.

# ain Power

## Independent non-executive Directors

FAN SHEUNG TAK has been an Independent Non-executive Director since March 2000. Mr. Fan is a Fellow Member of the Chartered Association of Certified Accountants, the Hong Kong Society of Accountants, the Institute of Management Consultants and the Taxation Institute of Hong Kong. Mr. Fan serves as advisor and/or committee member on a number of major professional bodies. He is the Founder and Senior Partner of Fan, Mitchell & Co., certified public management consultancy and financial advisory services.

FRANCIS GILBERT KNIGHT has been an Independent Non-executive Director since March 2000. Mr. Knight is the Chairman and Managing Director of Asian Security and Investigation Services Limited which is a private company. A fellow of the British Institute of Directors and the British Institute of Management, the American Society for Industrial Security and the International Association of Police Chiefs, Mr. Knight has over 17 years' experience in the field of copyright protection, security and commercial investigations, and acts as security adviser to a number of major organizations.

## Senior Management

CINDY MAK MANYEE is V.P. e-Commerce. She oversees the day-to-day e-operations, and leads and coordinates staff support.

GARY CHOY KIN CHUNG is V.P. Business Development. He is responsible for project implementation and directs the technical staff and engineers to develop innovative network and system solutions.

JOANNE CHIU YIM FAN is V.P. Administration and Logistics. She is the primary liaison point with external organisations and co-ordinates a wide range of e-mall operations.

ROBERT SIA CHUN CHUNG is V.P. e-Commerce Operation. He oversees the technical management and systems support of the Group's e-Commerce and Internet operations.

*"More details are available on our website  
<http://www.digitalhongkong.com>."*

# 14. Notice of Annual General Meeting

## AGM

NOTICE IS HEREBY GIVEN that the annual general meeting of DIGITALHONGKONG.COM (the “Company”) will be held at Room 1702 One Exchange Square, 8 Connaught Place, Hong Kong on 30 November 2001 at 10:00 a.m. for the following purposes:

1. *To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 30 June 2001.*
2. *To elect directors and to authorise the board of directors to fix their remuneration.*
3. *To appoint auditors and to authorise the board of directors to fix their remuneration.*
4. *As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:*



“THAT:

(a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board  
**JENNIFER CHEUNG MEI HA**  
*Company Secretary*

Hong Kong, 21 September 2001

Principal office:  
Room 1702 One Exchange Square,  
8 Connaught Place,  
Hong Kong.

## Note:

A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's principal office in Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

# 16. Directors' Report

## 董事會報告

董事謹提呈彼等截至二零零一年六月三十日止年度之年報及經審核財務報告。

The directors present their annual report and the audited financial statements for the year ended 30 June 2001.

### 主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報告附註11。

本年度並無呈列按業務分析及地區資料分析。此乃由於本集團之營業額及業績貢獻主要來自開發及經營有助促進香港網上交易之付款基礎設施業務。

### Principal Activities

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 11 to the financial statements.

No activity analysis and geographical analysis are presented for the year as substantially all the Group's turnover and contribution to results were derived from the business of development and operation of payment infrastructure which facilitates web-enabled transactions in Hong Kong.

### 業績

本集團截至二零零一年六月三十日止年度之業績載於第23頁之綜合收益表。

董事不建議派付股息。

### Results

The results of the Group for the year ended 30 June 2001 are set out in the consolidated income statement on page 23.

The directors do not recommend the payment of a dividend.

### 財務摘要

本集團截至二零零一年六月三十日止四年各年之業績及於一九九九年、二零零零年及二零零一年六月三十日之資產及負債概要載於第40頁。

### Financial Summary

A summary of the results of the Group for each of the four years ended 30 June 2001 and of the assets and liabilities as at 30 June 1999, 2000 and 2001 is set out on page 40.

### 儲備

本集團及本公司於年內之儲備變動詳情載於財務報告附註16。

### Reserves

Movements in the reserves of the Group and of the Company during the year are set out in note 16 to the financial statements.

### 物業、廠房與設備

於本年度內，本集團動用了合共約76,000港元增購電腦系統及設備。有關上述事項及本集團於年內之物業、廠房與設備之其他變動之詳情載於財務報告附註10。

### Property, Plant and Equipment

During the year, the Group incurred an aggregate of approximately HK\$76,000 in the acquisition of additional computer system and equipment. Details of these and other movements in property, plant and equipment of the Group during the year are set out in note 10 to the financial statements.

## 附屬公司

本公司各附屬公司於二零零一年六月三十日之詳情載於財務報告附註11。

## 董事

年內及截至本報告刊發日期止，本公司之董事為：

### 執行董事：

簡文樂先生 (主席)  
黃玉龍先生  
夏淑玲女士

### 獨立非執行董事：

范尚德先生  
Francis Gilbert Knight先生

根據本公司「公司組織細則」之規定，黃玉龍先生與夏淑玲女士將會告退，並符合資格膺選連任。

擬於應屆股東週年大會上動議連任之董事概無訂立任何本集團不能於一年內毋須作出補償 (法定補償除外) 而終止之服務合約。

按本公司公司組織細則之規定，非執行董事之任期為直至彼等輪席告退之期間。

## 董事於合約及關連交易之權益

於截至二零零一年六月三十日止年度，本集團曾與冠軍科技集團有限公司 (「冠軍」，本公司之最終控股公司) 及冠軍科技有限公司 (冠軍之附屬公司) 進行下文所述之交易。根據香港聯合交易所有限公司創業板證券上市規則 (「創業板上市規則」) 之規定，彼等被視為關連人士。

自冠軍科技有限公司收取之  
登記費、年費及技術費

本集團支付予冠軍之行政費用

本公司及冠軍於二零零零年三月二十七日訂立了一項攤分收費協議，據此，冠軍同意採用本集團之付款平台服務。本集團將會按照本集團及冠軍與其附屬公司 (本集團除外) 所議定之比率，攤分因使用付款平台而收取之交易款項。

## Subsidiaries

Details of the Company's subsidiaries at 30 June 2001 are set out in note 11 to the financial statements.

## Directors

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

### Executive directors:

Mr. Paul Kan Man Lok, Chairman  
Mr. John Wong Yuk Lung  
Ms. Shirley Ha Suk Ling

### Independent non-executive directors:

Mr. Fan Sheung Tak  
Mr. Francis Gilbert Knight

In accordance with provisions of the Company's Articles of Association, Mr. John Wong Yuk Lung and Ms. Shirley Ha Suk Ling retire and, being eligible, offer themselves for re-election.

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The non-executive directors have been appointed for a period up to their retirement by rotation as required by the Company's Articles of Association.

## Directors' Interest in Contracts and Connected Transactions

During the year ended 30 June 2001, the Group had the following transactions with Champion Technology Holdings Limited ("Champion", the Company's ultimate holding company) and Champion Technology Limited (a subsidiary of Champion) which are deemed to be connected parties pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"):

HK\$'000  
千港元

Registration fee, annual fee and technical fee received  
from Champion Technology Limited

3,921

Administration fees paid by the Group to Champion

3,000

The Company and Champion entered into a fee sharing agreement dated 27 March 2000 whereby Champion agrees to employ the payment platform services of the Group. The Group will share the transaction amount received by using the payment platform at a rate to be agreed between the Group and Champion and its subsidiaries (other than the Group).

獨立非執行董事認為，上述交易乃於日常及正常業務過程中按一般商業條款進行，並符合監管彼等之有關協議之規定，且按公平合理及符合本公司股東整體利益之條款進行。關連交易之詳情載於財務報告附註23中。

除上文所披露者外，本公司董事在本公司、其任何控股公司、同系附屬公司或附屬公司參與訂立、且在本年度結束時或在本年度內任何時間仍然有效之重大合約中，概無直接或間接擁有任何重大權益。

## 董事之證券權益

於二零零一年六月三十日，按本公司根據香港證券（披露權益）條例（「披露權益條例」）第29條存置之股東名冊記錄所示，董事及彼等之聯繫人士在本公司及其相關法團之證券權益如下：

董事姓名	Name of director	Number of shares 股份數目	Number of warrants 認股權證數目
本公司證券 簡文樂先生	Securities of the Company Mr. Paul Kan Man Lok	Note 註 1	—
冠軍證券 簡文樂先生（附註2）	Securities of Champion Mr. Paul Kan Man Lok (Note 2)	2,097,277,694	413,104,336
看通集團有限公司證券 （「看通」，冠軍之附屬公司） 簡文樂先生	Securities of Kantone Holdings Limited （「Kantone」，a subsidiary of Champion） Mr. Paul Kan Man Lok	Note 註 3	—

## 附註：

- 117,300,000股由冠軍持有，而2,669,171股則由Lawnside International Limited（「Lawnside」）持有，Lawnside由Lanchester Limited全資擁有。Lanchester Limited乃一間由一項合資格受益人包括簡文樂先生及其家族成員以及冠軍及其附屬公司員工之全權信託所實益擁有之公司。目前信託全權受益人僅為簡文樂先生及其家族成員。於二零零一年六月三十日，Lawnside擁有冠軍全部權益中約35.35%之權益及因而被視為擁有該等由冠軍擁有之股份權益。根據創業板上市規則，該等股份被歸類為其他權益。
- 該等股份及認股權證由Lawnside持有。於二零零一年六月三十日，Lawnside擁有冠軍全部權益中約35.35%之權益，因而被視為擁有該等由冠軍擁有之股份權益。該等認股權證乃由冠軍根據二零零零年十二月二十二日生效之紅利予以發行，並全數將於二零零一年十二月二十二日屆滿。根據創業板上市規則，該等股份被歸類為其他權益。
- 該等股份中之632,970,351股由冠軍持有及該等股份中之199,542,210股由Lawnside持有。根據創業板上市規則，該等股份被歸類為其他權益。

除上文所披露者外及除了由董事以本公司或其附屬公司之受託人名義持有之若干附屬公司之代名人股份外，於二零零一年六月三十日，各董事或彼等之聯繫人士概無擁有本公司或其相聯法團（定義見披露權益條例）之證券權益。

In the opinion of the independent non-executive directors, the above transactions were carried out in the ordinary and usual course of business under normal commercial terms and are in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Details of connected transactions are set out in note 23 to the financial statements.

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

## Directors' Interests in Securities

At 30 June 2001, the interests of the directors and their associates in the securities of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of Hong Kong Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

## Notes:

- 117,300,000 shares were held by Champion and 2,669,171 shares were held by Lawnside International Limited ("Lawnside"). Lawnside is wholly owned by Lanchester Limited which is a company beneficially owned by a discretionary trust, the eligible discretionary objects of which include Mr. Paul Kan Man Lok and his family members and staff of Champion and its subsidiaries. Currently only Mr. Paul Kan Man Lok and his family members are discretionary objects of the trust. As at 30 June 2001, Lawnside had interests in approximately 35.35% of the entire interest of Champion and was accordingly deemed to have an interest in these shares which were owned by Champion. These are classified as other interests under the GEM Listing Rules.
- These shares and warrants were held by Lawnside. As at 30 June 2001, Lawnside had interests in approximately 35.35% of the entire interest of Champion and was accordingly deemed to have an interest in these shares which were owned by Champion. The warrants were issued by Champion pursuant to a bonus issue effected on 22 December 2000, all of which will be expired on 22 December 2001. These are classified as other interests under the GEM Listing Rules.
- 632,970,351 of these shares were held by Champion and 199,542,210 of these shares were held by Lawnside. These are classified as other interests under the GEM Listing Rules.

Save as disclosed above and other than certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, none of the directors or any of their associates had any interest in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as at 30 June 2001.

## 主要股東

於二零零一年六月三十日，除上文「董事之證券權益」所披露之權益外，按本公司根據披露權益條例第16(1)條存置之主要股東名冊所示，本公司並無接獲通知有任何人士持有本公司已發行股本10%或以上。

## 可換股證券、購股權、認股權證或類似權利

除了財務報告附註15所載之購股權計劃外，於二零零一年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或類似權利。於年內亦無行使任何可換股證券、購股權、認股權證或類似權利。

## 董事購買股份或債券之權利

本公司購股權計劃之詳情載於財務報告附註15。本公司、冠軍及看通各自設立一套高級行政人員購股權計劃。據此，本公司、冠軍及看通之董事可各自向董事及僱員授出分別可認購本公司、冠軍及看通股份之購股權。

本公司自採納購股權計劃以來並無授出任何購股權。

冠軍及看通授出之購股權可在其董事決定之期間內隨時行使。購股權股份之認購價乃股份之面值或股份於緊接購股權授出日期前五個交易日之平均收市價之80%（以較高者為準）。

於截至二零零一年六月三十日止年度內，冠軍及看通並無向本公司董事授出任何購股權。

除上文所述之購股權計劃外，本公司、其控股公司、其任何同系附屬公司或附屬公司於年內任何時間概無訂立任何安排，以致本公司之董事可藉購入本公司或任何其他法人團體之股份或債券而獲益；而各董事或彼等之配偶或18歲以下之子女亦無擁有可認購本公司證券之任何權利，亦無於年內行使任何該等權利。

## 主要客戶及供應商

於本年度內，本集團五大客戶佔本集團營業額約97%。本集團最大客戶為冠軍之附屬公司，其佔總營業額約36%。

除上文所披露者外，於截至二零零一年六月三十日止財政年度，概無任何董事、彼等各自之聯繫人士及據董事所知擁有本公司已發行股本5%以上之本公司股東在本集團五大客戶任何一位中擁有任何權益。

截至二零零一年六月三十日止兩年各年，並無任何人士被歸類為本集團供應商。

## Substantial Shareholders

As at 30 June 2001, the register of substantial shareholders maintained under Section 16 (1) of the SDI Ordinance showed that, other than the interests disclosed above under directors' interests in securities, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital.

## Convertible Securities, Options, Warrants or Similar Rights

Other than the share option scheme as set out in note 15 to the financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2001 and there was no exercise of convertible securities, options, warrants or similar rights during the year.

## Directors' Rights to Acquire Shares or Debentures

Details of the share option scheme of the Company are set out in note 15 to the financial statements. The Company, Champion and Kantone each has an executive share option scheme which enables the directors of the Company, Champion and Kantone to grant to directors and employees options to subscribe for shares in the Company, Champion and Kantone respectively.

No share option was granted by the Company under the share option scheme since its adoption.

The share options granted by the Champion and Kantone are exercisable at any time for a period as it may be determined by its directors. The subscription price of the option shares is the higher of the nominal value of the shares and an amount which is 80% of the average of the closing prices of the shares on the five trading days immediately preceding the date of grant of the options.

No share option was granted by Champion and Kantone to directors of the Company for the year ended 30 June 2001.

Other than the share option schemes as described above, at no time during the year was the Company, its holding company, any of its fellow subsidiaries or 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 and none of the directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights during the year.

## Major Customers and Suppliers

During the year, the five largest customers of the Group accounted for about 97% of the turnover of the Group and the largest customer is a subsidiary of Champion which accounted for about 36% of the total turnover.

Save as disclosed above, none of the directors, their respective associates and shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued capital of the Company) had any interest in any of the five largest customers of the Group for the financial year ended 30 June 2001.

For each of the two years ended 30 June 2001, no party has been classified as a supplier of the Group.

## 購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

## 優先購股權

本公司之公司組織細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東發售新股份。

## 競爭業務權益

本公司各董事或管理股東（定義見創業板上上市規則）概無擁有任何與本集團業務構成競爭或可能構成競爭之業務權益。

## 保薦人權益

於二零零一年六月三十日，本公司之保薦人道亨證券有限公司（「道亨證券」），其董事、僱員或聯繫人士（定義見創業板上上市規則第6.35條附註3）概無於本公司或本集團任何其他公司之任何類別證券（包括購股權或可認購該等證券之權利）中擁有任何權益。

根據本公司及道亨證券於二零零零年四月十七日訂立之協議，道亨證券已於二零零零年四月十七日至二零零二年六月三十日期間繼續出任本公司之保薦人，並就此收取顧問月費。

## 核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司之股東週年大會上提呈。

代表董事會

主席  
簡文樂

二零零一年九月二十一日

## Purchase, Sale or Redemption of the Company's Listed Securities

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## Pre-emptive Rights

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

## Competing Interest

None of the directors or the management shareholders (as defined in the GEM Listing Rules) of the Company had an interest in a business which competes with the Company or may compete with the business of the Group.

## Sponsor's Interests

None of the Company's sponsor, Dao Heng Securities Limited ("Dao Heng Securities"), its directors, employees or associates (as referred to in Note 3 to the Rule 6.35 of the GEM Listing Rules) had any interests in any class of securities of the Company or any other company in the Group (including options or rights to subscribe for such securities) as at 30 June 2001.

Pursuant to the agreement dated 17 April 2000 entered into between the Company and Dao Heng Securities, Dao Heng Securities has been retained to act as the Company's sponsor for the period from 17 April 2000 to 30 June 2002 in return for a monthly advisory fee.

## Auditors

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

On behalf of the Board

Paul KAN Man Lok  
Chairman

21 September 2001

# 21. Auditors' Report

## 核數師報告

### 德勤·關黃陳方會計師行

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

香港中環干諾道中111號  
永安中心26樓

**Deloitte  
Touche  
Tohmatsu**

#### 致 數碼香港 列位股東

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第23頁至第39頁按照香港普遍採納之會計準則編製之財務報告。

#### 董事及核數師之個別責任

貴公司之董事須負責編製真實及公平之財務報告。在編製該等財務報告時，董事必須貫徹採用合適之會計政策。

本行之責任乃根據審核工作之結果，對該等財務報告作出獨立之意見，並向股東作出報告。

#### To the Shareholders of DIGITALHONGKONG.COM (incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 23 to 39 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

#### Respective Responsibilities of Directors and Auditors

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

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

## 意見之基礎

本行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財務報告所載數額及披露事項有關之憑證，亦包括評審董事於編製該等財務報告時所作之重大估計及判斷、所釐定之會計政策是否適合 貴公司及 貴集團之具體情況，以及是否貫徹運用並充分披露該等會計政策。

本行在策劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本行能獲得充分之憑證，就該等財務報告是否存在重要錯誤陳述，作出合理之確定。在表達意見時，本行亦已衡量該等財務報告所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立合理之基礎。

## 意見

本行認為上述財務報告均真實及公平地反映 貴公司及 貴集團於二零零一年六月三十日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行  
香港  
二零零一年九月二十一日

## Basis of Opinion

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

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

## Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 30 June 2001 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu  
Hong Kong  
21 September 2001



# 23. Consolidated Income Statement

## 綜合收益表

FOR THE YEAR ENDED 30 JUNE 2001  
截至二零零一年六月三十日止年度

	Notes附註	2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)	
營業額	Turnover	3	10,829	3,213
其他收入	Other revenue	4	930	270
經營成本	Operating costs			
購入技術撇賬	Acquired technology written off		(3,778)	(4,674)
一般及行政費用	General and administrative expenses		(4,774)	(3,954)
市場推廣費用	Marketing and promotion expenses		(2,203)	(250)
僱員成本	Staff costs		(4,354)	(3,867)
經營虧損	Loss from operations	5	(3,350)	(9,262)
稅項	Taxation	7	—	—
本年度虧損淨額	Net loss for the year	8	(3,350)	(9,262)
每股虧損—基本	Loss per share – basic	9	2.23 cents	7.12 cents

除了本年度虧損淨額外，並無任何已確認之收益或虧損。

There were no recognised gains or losses other than the net loss for the year.

# 24. Consolidated Balance Sheet

## 綜合資產負債表

AT 30 JUNE 2001  
於二零零一年六月三十日

	Notes附註	2001 HK\$'000 千港元	2000 HK\$'000 千港元
<b>資產及負債</b>	<b>ASSETS AND LIABILITIES</b>		
非流動資產	Non-current assets		
物業、廠房與設備	Property, plant and equipment	10	310
流動資產	Current assets		
貿易及其他應收款項	Trade and other receivables		3,981
按金及預付款項	Deposits and prepayments		117
應收一間同系附屬公司之款項	Amount due from a fellow subsidiary	12	2,604
存款、銀行結餘及現金	Deposits, bank balances and cash	13	9,356
			16,058
流動負債	Current liabilities		
貿易及其他應付款項	Trade and other payables		700
流動資產淨額	Net current assets		15,358
資產淨額	Net assets		15,668
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>		
股本	Share capital	14	15,000
儲備	Reserves	16	668
股東資金	Shareholders' funds		15,668

第23至第39頁所載之財務報告已於二零零一年九月二十一日由董事會批核及由下列董事代表簽署：

The financial statements on pages 23 to 39 were approved by the Board of Directors on 21 September 2001 and are signed on its behalf by:

Paul KAN Man Lok 簡文樂  
Director 董事

Shirley HA Suk Ling 夏淑玲  
Director 董事

# 25. Balance Sheet

## 資產負債表

AT 30 JUNE 2001  
於二零零一年六月三十日

	Notes附註	2001 HK\$'000 千港元	2000 HK\$'000 千港元
<b>資產及負債</b>	<b>ASSETS AND LIABILITIES</b>		
非流動資產	Non-current assets		
於附屬公司之投資	Investments in subsidiaries	11	2,071
流動資產	Current assets		
預付款項	Prepayments		60
應收附屬公司款項	Amounts due from subsidiaries	12	12,541
存款、銀行結餘及現金	Deposits, bank balances and cash	13	9,255
			21,856
流動負債	Current liabilities		
貿易及其他應付款項	Trade and other payables		429
流動資產淨額	Net current assets		21,427
資產淨額	Net assets		23,498
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>		
股本	Share capital	14	15,000
儲備	Reserves	16	8,498
股東資金	Shareholders' funds		23,498

Paul KAN Man Lok 簡文樂  
Director 董事

Shirley HA Suk Ling 夏淑玲  
Director 董事

# 26. Consolidated Cash Flow Statement

## 綜合現金流動表

FOR THE YEAR ENDED 30 JUNE 2001  
截至二零零一年六月三十日止年度

	Notes附註	2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
經營業務所耗之現金淨額	NET CASH OUTFLOW FROM OPERATING ACTIVITIES 18	(9,880)	(12,068)
投資回報及融資費用之所得現金	CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
已收利息	Interest received	627	270
投資活動所耗現金	CASH OUTFLOW FROM INVESTING ACTIVITIES		
購置物業、廠房與設備	Purchase of property, plant and equipment	(76)	(518)
融資前所耗現金淨額	NET CASH OUTFLOW BEFORE FINANCING	(9,329)	(12,316)
融資	FINANCING 19		
發行股份 (已扣除6,879,000港元之費用)	Issue of shares (net of expenses of HK\$6,879,000)	–	23,361
自最終控股公司及同系附屬公司所得之現金淨額	Net cash inflow from ultimate holding company and fellow subsidiaries	–	7,640
融資所得現金	CASH INFLOW FROM FINANCING	–	31,001
現金及現金等額之(減少)增加	(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(9,329)	18,685
年初之現金及現金等額	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	18,685	–
年終之現金及現金等額—存款、銀行結餘及現金	CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by deposits, bank balances and cash	9,356	18,685

# 27

# Notes to the Financial Statements

## 財務報告附註

FOR THE YEAR ENDED 30 JUNE 2001  
截至二零零一年六月三十日止年度

### 1. 一般資料

本公司於二零零零年一月二十七日在開曼群島根據開曼群島經修訂公司法註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）之創業板（「創業板」）上市，其最終控股公司為冠軍科技集團有限公司（「冠軍」）。冠軍亦為於開曼群島註冊成立之公司，其股份於聯交所上市。

本公司為一間投資控股公司，其附屬公司之主要業務為成立及提供安全電子付款程序平台。

根據一系列精簡本集團架構以籌備本公司股份在聯交所創業板上市之集團重組步驟（「集團重組」），本公司於二零零零年三月二十七日成為本集團之控股公司。

本集團旗下各公司於二零零零年三月二十七日曾進行重組，重組計劃涉及下列各項：

- (a) 本公司向冠軍之兩間附屬公司收購 DIGITALHONGKONG.COM INC.，DIGITAL COMMERCE LIMITED 及數碼香港有限公司之全部已發行股本及向冠軍發行100股股份作為此項交易之代價；及
- (b) 本公司向冠軍收購墊支予數碼香港有限公司總額為7,640,000港元之股東貸款之利益及發行999,899股股份予冠軍作為此項交易之代價。

本公司之股份於二零零零年四月十七日在聯交所創業板上市。

### 1. GENERAL

The Company was incorporated on 27 January 2000 as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate holding company is Champion Technology Holdings Limited (“Champion”), a company also incorporated in the Cayman Islands with its shares listed on the Stock Exchange.

The Company is an investment holding company. The principal activities of its subsidiaries are establishing and providing secured electronic payment processing platform.

Pursuant to a series of group reorganisation steps (the “Group Reorganisation”) to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the GEM of the Stock Exchange, the Company became the holding company of the Group on 27 March 2000.

The companies in the Group underwent a reorganisation on 27 March 2000 which involved the following:

- (a) The Company acquired the entire issued share capital of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited from two subsidiaries of Champion and issued 100 shares to Champion as consideration thereof; and
- (b) The Company acquired from Champion the benefits of a shareholder’s loan in the total sum of HK\$7,640,000 advanced to Digital Hong Kong Limited and issued 999,899 shares to Champion as consideration thereof.

The shares of the Company were listed on the GEM of the Stock Exchange on 17 April 2000.

## 1. 一般資料 – 續

經集團重組後之本集團被視為一個持續經營實體。因此，本集團之財務報告已按合併會計基準編製，猶如本公司一直為本集團之控股公司。

集團重組之詳情載於本公司於二零零零年四月五日刊發之招股章程中之附錄三內「公司重組」一段。

## 2. 重要會計政策

財務報告乃根據原始成本準則及按香港普遍採納之會計原則編製。所採納之主要會計政策載述如下：

### 綜合基準

綜合財務報告包括本公司及其附屬公司截至每年六月三十日止之財務報告。

截至二零零零年六月三十日止年度綜合財務報告載列了集團重組之影響及已利用合併會計方法處理重組。

年內收購或出售之附屬公司之業績由該等公司之收購生效日起，計入綜合收益表內，或計至出售生效日期（如適用）。

本集團內公司間之一切重大交易及結餘已於綜合賬目時對銷。

### 於附屬公司之投資

附屬公司乃指本公司持有其50%以上已發行股本或控制其50%以上投票權或本公司控制其董事會或相等管治機構組成之公司。

於附屬公司之投資乃按賬面值列帳，並已減去任何已識別減值虧損。本公司按年內已收或應收之股息基準為附屬公司之業績入賬。

### 收入之確認

服務收入乃於服務已提供時確認。

### 商譽及資本儲備

因收購附屬公司而產生之商譽或資本儲備分別代表購買代價高於或低於本集團攤佔該附屬公司之可分離淨資產於收購日期之公平價值之數。商譽或資本儲備乃於進行收購之年度分別直接自儲備撇銷或撥入儲備。

於出售附屬公司時，過往自儲備撇銷或撥入儲備之應計商譽或資本儲備均計入出售損益內。

## 1. GENERAL – continued

The Group resulting from the Group Reorganisation is regarded as a continuing entity. Accordingly, these financial statements of the Group have been prepared on the merger accounting basis as if the Company had always been the holding company of the Group.

Details of the Group Reorganisation are set out in the paragraph headed “Corporate reorganisation” in Appendix III of the prospectus issued by the Company dated 5 April 2000.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 30 June each year.

The consolidated financial statements for the year ended 30 June 2000 incorporate the effects of the Group Reorganisation and the reorganisation has been accounted for by using the merger accounting.

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

All significant intercompany transactions and balances between group companies are eliminated on consolidation.

### Investments in subsidiaries

A subsidiary is an enterprise in which the Company holds more than half of the issued share capital, or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

Investments in subsidiaries are stated at carrying value, as reduced by any identified impairment loss. Results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

### Revenue recognition

Service income is recognised when the services are rendered.

### Goodwill and capital reserve

Goodwill or capital reserve arising on acquisition of a subsidiary represents respectively the excess or shortfall of the purchase consideration over the Group's share of the fair value ascribed to the separable net assets of the subsidiary at the date of acquisition. Goodwill or capital reserve is written off or credited directly to reserves respectively in the year of acquisition.

On disposal of a subsidiary, the attributable amount of goodwill or capital reserve previously written off against or credited to reserves is included in the determination of the profit or loss on disposal.

## 2. 重要會計政策 – 續

### 物業、廠房與設備

物業、廠房與設備乃按成本值減除折舊後列賬。資產之成本包括其購買價及令資產達至現時之營運狀況及送往某地點作擬定用途之任何直接應佔成本。於物業、廠房與設備有關投入服務後所產生之開支，例如維修及保養及大型檢修之費用通常於產生期間之收益表內扣除。倘能清晰地顯示有關開支能提高該物業、廠房與設備在使用時所帶來之未來經濟效益，其開支即會轉作物業、廠房與設備之額外成本。

資產出售或報銷時之收益或虧損乃按銷售所得款項與資產之賬面值之差額釐定，並於收益表內予以確認。

倘資產可收回數額減至低於其賬面值，則該賬面值須予削減以反映價值之削減。在釐訂資產之可收回數額時，預期未來現金流量將不會折現至其現值。

物業、廠房與設備之成本值以直線法折舊，按其估計可使用年期予以撇銷，每年之折舊率介乎20%至33<sup>1</sup>/<sub>3</sub>%。

### 稅項

稅項支出乃根據各年度業績計算，並已扣除毋須課稅或不獲寬減稅項之項目計算。由於若干收支項目就稅務目的確認與在財務報告確認之會計期間有所不同，因而產生時差。以負債法計算之時差稅務影響在財務報告上列作遞延稅項，惟僅以可於可見將來實現之負債或資產為限。

### 研究及開發成本

研究費用於支銷之年內列入收益表。開發費用於支銷之年內列入收益表，除非該年度內正進行一項重大計劃，且有理由預期開發成本將透過未來之商業活動得以收回。該等開發成本將由展開商業活動之日起計，按該項計劃之年期遞延及註銷，為期最長五年。

### 外幣

以外幣進行之交易均按交易日期之概約匯率折算。以外幣訂值之貨幣資產及負債均按結算日之匯率重新折算。滙兌盈虧撥入收益表中處理。

## 2. SIGNIFICANT ACCOUNTING POLICIES – continued

### Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of the property, plant and equipment.

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

Where the recoverable amount has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are not discounted to their present values.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives, using the straight line method, ranged from 20% to 33<sup>1</sup>/<sub>3</sub>% per annum.

### Taxation

The charge for taxation is based on the results for the year after adjusting for items which are non-assessable or disallowed. Certain items of income and expense are recognised for tax purposes in a different accounting period from that in which they are recognised in the financial statements. The tax effect of the resulting timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

### Research and development costs

Research costs are charged to the income statement in the year in which they are incurred. Development costs are charged to the income statement in the year in which it is incurred except where a major project is undertaken and it is reasonably anticipated that development costs will be recovered through future commercial activity. Such development costs are deferred and written off over the life of the project from the date of commencement of commercial operation subject to a maximum of five years.

### Foreign currencies

Transactions in foreign currencies are translated at the approximate rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

### 3. 營業額

營業額乃指成立及提供安全電子付款程序平台服務之已收及應收款項。

本年度並無呈列業務分析及地區資料分析，此乃由於本集團之營業額及業績貢獻主要來自開發及經營有助促進香港網上交易之付款基礎設施。

### 4. 其他收入

其他收入包括利息收入627,000港元(二零零零年:270,000港元)。

### 5. 經營虧損

### 3. TURNOVER

Turnover represents the amounts received and receivable for services rendered in establishing and providing secured electronic payment processing platform.

No activity analysis and geographical analysis are presented for the year as substantially all the Group's turnover and contribution to results were derived from the business of development and operation of payment infrastructure which facilitates web-enabled transactions in Hong Kong.

### 4. OTHER REVENUE

Included in other revenue is interest income of HK\$627,000 (2000: HK\$270,000).

### 5. LOSS FROM OPERATIONS

		2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
經營虧損已扣除:	Loss from operations has been arrived at after charging:		
核數師酬金	Auditors' remuneration	200	300
折舊	Depreciation	281	110
研究及開發成本	Research and development costs	5,737	5,506

### 6. 董事酬金及僱員酬金

### 6. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

		2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
董事酬金	<i>Directors' Emoluments</i>		
獨立非執行董事袍金	Independent non-executive directors Fees	120	25
執行董事薪金及其他福利	Executive directors Salaries and other benefits	1,211	390
退休福利計劃供款	Retirement benefits scheme contributions	13	-
董事酬金總額	Total directors' emoluments	1,344	415

三名執行董事於截至二零零一年六月三十日止年度各自已收取之酬金分別為123,000港元(二零零零年:30,000港元)、896,000港元(二零零零年:210,000港元)及205,000港元(二零零零年:150,000港元)。兩名獨立非執行董事於截至二零零一年六月三十日止期間分別已收取70,000港元(二零零零年:12,500港元)及50,000港元(二零零零年:12,500港元)之董事袍金。並無任何獨立非執行董事於兩年內收取任何其他酬金。

The three executive directors received individual emoluments for the year ended 30 June 2001 of HK\$123,000 (2000: HK\$30,000), HK\$896,000 (2000: HK\$210,000) and HK\$205,000 (2000: HK\$150,000). The two independent non-executive directors received directors' fees for the year ended 30 June 2001 of HK\$70,000 (2000: HK\$12,500) and HK\$50,000 (2000: HK\$12,500) respectively. No independent non-executive director received other emoluments in both years.



## 6. 董事酬金及僱員酬金－續

### 僱員酬金

於本年度內，五名最高薪人士包括一名董事（二零零零：無），其酬金已分析呈列如上，支付其餘四名（二零零零年：五名）人士之酬金詳情如下：

## 6. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS – continued

### Employees' Emoluments

During the year, the five highest paid individuals include one director (2000: nil) whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining four (2000: five) individuals were as follows:

		2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
薪金及其他福利	Salaries and other benefits	1,611	1,618
退休福利計劃供款	Retirement benefits scheme contributions	28	–
		<b>1,639</b>	<b>1,618</b>

		Number of employees 僱員人數	
		2001	2000
僱員之酬金介乎下列範圍：	Emoluments of the employees were within the following band:		
無－1,000,000港元	Nil – HK\$1,000,000	4	5

## 7. 稅項

由於本集團於本年度錄得稅項虧損，故並無作出香港利得稅撥備。

未確認遞延稅項資產淨額之詳情載於附註17。

## 7. TAXATION

No provision for Hong Kong Profits Tax has been made as the Group incurred tax losses for the year.

Details of net unrecognised deferred tax asset are set out in note 17.

## 8. 本年度虧損淨額

在本集團於本年度之虧損淨額中，其中1,227,000港元虧損（二零零零年：707,000港元）已列入本公司之財務報告中。

## 8. NET LOSS FOR THE YEAR

Of the Group's net loss for the year, a loss of HK\$1,227,000 (2000: HK\$707,000) has been dealt with in the financial statements of the Company.

## 9. 每股虧損

每股虧損乃按本年度之虧損淨額3,350,000港元（二零零零年：9,262,000港元）及年內已發行股份加權平均數150,000,000股（二零零零年：130,170,492股）計算。

## 9. LOSS PER SHARE

The calculation of the loss per share is based on the net loss for the year of HK\$3,350,000 (2000: HK\$9,262,000) and on the weighted average of 150,000,000 shares (2000: 130,170,492 shares) in issue throughout the year.

10. 物業、廠房與設備

10. PROPERTY, PLANT AND EQUIPMENT

		Computer system and equipment 電腦系統及設備 HK\$'000 千港元
<b>本集團 成本</b>	<b>THE GROUP COST</b>	
於二零零零年七月一日	At 1 July 2000	632
添置	Additions	76
於二零零一年六月三十日	At 30 June 2001	708
<b>折舊</b>	<b>DEPRECIATION</b>	
於二零零零年七月一日	At 1 July 2000	117
本年度撥備	Provided for the year	281
於二零零一年六月三十日	At 30 June 2001	398
<b>賬面淨值</b>	<b>NET BOOK VALUE</b>	
於二零零一年六月三十日	At 30 June 2001	310
於二零零零年六月三十日	At 30 June 2000	515

於結算日，本公司並無任何廠房及設備。

The Company did not have any plant and equipment at the balance sheet date.

11. 於附屬公司之投資

11. INVESTMENTS IN SUBSIDIARIES

		THE COMPANY 本公司	
		2001 HK\$'000 千港元	2000 HK\$'000 千港元
非上市股份	Unlisted shares	2,071	2,071

於附屬公司之投資之賬面值反映各附屬公司根據集團重組成為本公司成員之日期之基本資產值。

The carrying value of investments in subsidiaries reflects the underlying net assets values of the subsidiaries at the time they became members of the Group under the Group Reorganisation.

## 11. 於附屬公司之投資 – 續

以下為本公司各附屬公司之詳細資料，彼等均於二零零一年六月三十日由本公司直接持有：

## 11. INVESTMENTS IN SUBSIDIARIES – Continued

Details of the Company's subsidiaries, all of which are held directly by the Company at 30 June 2001, are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Attributable equity interest of the Group 本集團應佔股本權益	Principal activity 主要業務
DIGITALHONGKONG.COM INC.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Provision of an e-Commerce platform for payment process for global business 為全球公司提供電子商貿付款程序平台
DIGITAL COMMERCE LIMITED	Hong Kong 香港	HK\$2 2港元	100%	Development of e-Commerce platform and evaluation of e-Commerce opportunities 開發電子商貿平台及評估電子商貿商機
Digital Hong Kong Limited 數碼香港有限公司	Hong Kong 香港	HK\$2 2港元	100%	Provision of an e-Commerce platform for payment process for retail customers and e-malls based in Hong Kong 為香港之零售客戶及電子商場提供電子商貿平台

於本年度結束時及於年內任何時間，各附屬公司概無任何尚未償還之債務證券。

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

## 12. 應收一間或多間同系附屬公司之款項

該(等)款項乃無抵押且不附息。董事認為，償還之款項乃按照提供予外間之相類條款。

## 12. AMOUNT(S) DUE FROM A FELLOW SUBSIDIARY/SUBSIDIARIES

The amount(s) due was/were unsecured and non-interest bearing. In the opinion of the directors, the amounts were repayable under the terms comparable to outsiders.

## 13. 存款、銀行結餘及現金

## 13. DEPOSITS, BANK BALANCES AND CASH

		THE GROUP 本集團		THE COMPANY 本公司	
		2001 HK\$'000 千港元	2000 HK\$'000 千港元	2001 HK\$'000 千港元	2000 HK\$'000 千港元
附息存款	Interest bearing deposits	9,172	5,385	9,172	5,385
銀行結餘及現金	Bank balances and cash	184	13,300	83	10,087
		<b>9,356</b>	18,685	<b>9,255</b>	15,472

14. 股本

14. SHARE CAPITAL

		2001 & 2000 HK\$'000 千港元
法定：	Authorised:	
800,000,000股每股 面值0.10港元之股份	800,000,000 shares of HK\$0.10 each	80,000
已發行及繳足：	Issued and fully paid:	
150,000,000股每股 面值0.10港元之股份	150,000,000 shares of HK\$0.10 each	15,000

於本年度，本公司之法定、已發行及繳足股本概無變動。

There were no changes in the Company's authorised, issued and fully paid share capital during the year.

於上年度，本公司之法定、已發行及繳足股本之變動如下：

Details of movements in the Company's authorised, issued and fully paid share capital in prior year were as follows:

- (a) 本公司於二零零零年一月二十七日在開曼群島根據公司法註冊成立為獲豁免公司，法定股本為100,000港元，分為1,000,000股股份，其中一股股份於二零零零年一月二十七日以現金按面值發行。
- (a) The Company was incorporated as an exempted company in the Cayman Islands under the Companies Law on 27 January 2000 with an authorised share capital of HK\$100,000 divided into 1,000,000 shares, one share of which was issued for cash at par on 27 January 2000.
- (b) 根據本公司唯一股東於二零零零年三月二十七日通過之書面決議案，藉額外設立799,000,000股股份，本公司之法定股本由100,000港元增至80,000,000港元。
- (b) Pursuant to the written resolutions passed by the sole shareholder of the Company on 27 March 2000, the authorised share capital of the Company was increased from HK\$100,000 to HK\$80,000,000 by the creation of an additional 799,000,000 shares.
- (c) 根據本公司唯一股東於二零零零年三月二十七日通過之書面決議案，董事獲授權向冠軍配發及發行合共999,999股入賬列作繳足之股份，作為向(i) KTT (Cook Islands) Limited及Champion (Cook Islands) Limited收購DIGITALHONGKONG.COM INC.，DIGITAL COMMERCE LIMITED及數碼香港有限公司全部已發行股本；及(ii)收購冠軍墊支予數碼香港有限公司總額為7,640,000港元之股東貸款之利益之代價。
- (c) By written resolutions of the sole shareholder of the Company dated 27 March 2000, the directors were authorised to allot and issue an aggregate of 999,999 shares, credited as fully paid, to Champion as consideration for the acquisition of (i) the entire issued share capital of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited from KTT (Cook Islands) Limited and Champion (Cook Islands) Limited and (ii) the benefits of shareholder's loan in the total sum of HK\$7,640,000 advanced by Champion to Digital Hong Kong Limited.
- (d) 在若干於其後達成之條件限制下，鑑於配售新股份予專業及機構投資者，本公司於二零零零年四月十四日按每股1.20港元之價格發行25,200,000股每股面值0.10港元之新普通股。
- (d) Subject to certain conditions which were subsequently fulfilled, by means of placing of new shares to professional and institutional investors, the Company issued 25,200,000 new ordinary shares of HK\$0.10 each at a price of HK\$1.20 per share on 14 April 2000.
- (e) 於二零零零年四月十四日，本公司藉資本化本公司之股份溢價賬，向於二零零零年三月二十七日營業時間結束時，名列本公司股東名冊之現有股東按彼等當時之持股比例，發行123,800,000股每股面值0.10港元之本公司股份。
- (e) On 14 April 2000, the Company issued 123,800,000 shares of HK\$0.10 each in the Company to the then existing shareholders on the register of members at the close of business on 27 March 2000 in proportion to their then existing shareholdings in the Company by capitalising the Company's share premium account.

#### 14. 股本－續

本公司將於二零零零年發行新股份所得款項淨額用於融資本集團所開發之付款平台，以增強其電子商貿業務、銷售及推廣活動，以及將之用作一般營運資金。

所有於二零零零年發行之股份在所有方面與當時之現有股份享有同等權益。

#### 15. 購股權計劃

根據本公司之購股權計劃（「購股權計劃」），本公司可向本公司或其附屬公司之執行董事及僱員授出購股權，以認購本公司之股份，並毋須支付初步認購價。獲授之購股權可於董事決定之期間內隨時行使，惟該期間必須為有關購股權授出日期起計三年後但十年內。認購價（可按該計劃之規定予以調整）為：(i) 股份面值；(ii) 股份於購股權授出當日（必須為營業日）在聯交所每日報價表上所列明之每股收市價；及(iii) 股份於緊接購股權授出日期前五個營業日在聯交所每日報價表上所列明之每股平均收市價（以較高者為準）。根據購股權計劃授出之購股權可認購股份之最高數目，不得超過本公司不時已發行股本之10%（惟(i) 根據購股權計劃發行之股份及(ii) 於購股權計劃期間，就(i) 所述之該等股份已發行額外股份之按比例權益除外），而授予任何一名僱員之購股權可認購股份之最高數目，不得超過根據購股權計劃授出之有關購股權所涉及股份最高數目之25%。

自購股權計劃獲採納以來，本公司並無根據購股權計劃授出任何購股權。

#### 14. SHARE CAPITAL – continued

The Company used the net proceeds from the new issue of shares in 2000 to finance the Group's development of payment platform so as to enhance its e-Commerce operations, marketing and promotion activities and general working capital requirements.

All shares which were issued in 2000 rank pari passu with the then existing shares in all respects.

#### 15. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme (the "Share Option Scheme"), the Company may grant options to executive directors and employees of the Company or its subsidiaries to subscribe for shares in the Company without initial payment at a subscription price. Options granted are exercisable at any time during a period as may be determined by the directors, which shall be not less than three years and not more than 10 years from the date of issue of the relevant options. The subscription price (subject to adjustments as provided therein) is equal to the higher of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the share capital of the Company in issue from time to time (except (i) shares issued pursuant to the Share Option Scheme and (ii) any pro rata entitlements to further shares issued in respect of those shares mentioned in (i) during the period of the Share Option Scheme) and the maximum number of shares in respect of which options may be granted to any one employee shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Share Option Scheme.

No option was granted by the Company under the Share Option Scheme since its adoption.

16. 儲備

16. RESERVES

		Special reserve 特別儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>本集團</b>	<b>THE GROUP</b>					
於一九九九年七月一日	At 1 July 1999	—	—	—	(2,721)	(2,721)
附註1所載集團重組所產生 之盈餘	Surplus arising on Group Reorganisation set out in note 1	—	7,540	—	—	7,540
發行股份所產生之溢價	Premium arising on issue of shares	—	—	27,720	—	27,720
資本化發行	Capitalisation issue	—	—	(12,380)	—	(12,380)
發行股份之費用	Expenses incurred in connection with the issue of shares	—	—	(6,879)	—	(6,879)
本年度虧損淨額	Net loss for the year	—	—	—	(9,262)	(9,262)
於二零零零年六月三十日 及二零零零年七月一日	At 30 June 2000 and 1 July 2000	—	7,540	8,461	(11,983)	4,018
本年度虧損淨額	Net loss for the year	—	—	—	(3,350)	(3,350)
於二零零一年六月三十日	<b>At 30 June 2001</b>	<b>—</b>	<b>7,540</b>	<b>8,461</b>	<b>(15,333)</b>	<b>668</b>
<b>本公司</b>	<b>THE COMPANY</b>					
附註1所載集團重組所產生 之盈餘	Surplus arising on Group Reorganisation set out in note 1	1,971	—	—	—	1,971
發行股份所產生之溢價	Premium arising on issue of shares	—	—	27,720	—	27,720
資本化發行	Capitalisation issue	—	—	(12,380)	—	(12,380)
發行股份之費用	Expenses incurred in connection with the issue of shares	—	—	(6,879)	—	(6,879)
本年度虧損淨額	Net loss for the year	—	—	—	(707)	(707)
於二零零零年六月三十日 及二零零零年七月一日	At 30 June 2000 and 1 July 2000	1,971	—	8,461	(707)	9,725
本年度虧損淨額	Net loss for the year	—	—	—	(1,227)	(1,227)
於二零零一年六月三十日	<b>At 30 June 2001</b>	<b>1,971</b>	<b>—</b>	<b>8,461</b>	<b>(1,934)</b>	<b>8,498</b>

特別儲備乃指於本公司收購DIGITALHONGKONG.COM INC.、DIGITAL COMMERCE LIMITED及數碼香港有限公司股份當日，該等公司之基本資產賬面淨值連同所收購之股東貸款7,640,000港元，與就此項收購而發行之本公司股份面值兩者間之差額。根據開曼群島經修訂公司法，特別儲備可供分派之用。

截至二零零一年六月三十日，本公司可分派之儲備約8,498,000港元（二零零零年：9,725,000港元）。本公司可撥充股份溢價以向股東公司派發股息，惟須受本公司之公司組織章程大綱及公司組織細則之條款限制及緊於派發股息後，本公司可償還一般業務過程之到期債項，方可作實。遵照本公司之公司組織細則，本公司可撥充溢利、特別儲備及股份溢價派發股息。

The special reserve represents the difference between the book values of the underlying net assets of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited at the date on which the shares of these companies were acquired by the Company together with the acquisition of a shareholder's loan of HK\$7,640,000, and the nominal amount of the Company's shares issued for the acquisition. The special reserve is available for distribution under the Companies Law (Revised) of the Cayman Islands.

The Company's reserves available for distribution amounted to approximately HK\$8,498,000 (2000: HK\$9,725,000) as at 30 June 2001. The share premium of the Company is available for paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company.

## 17. 未確認遞延稅項資產淨值

## 17. NET UNRECOGNISED DEFERRED TAX ASSETS

		THE GROUP 本集團	
		2001 HK\$'000 千港元	2000 HK\$'000 千港元
年初	At beginning of the year	1,835	418
本年度撥回	Credit for the year	723	1,417
年終	At end of the year	<b>2,558</b>	1,835

於結算日，未確認遞延稅項資產淨值主要指可供抵銷未來應課稅溢利之稅項虧損之時差所引起之稅務影響及在有關財務報告內扣除之超額會計折舊額與因計算稅項而扣減之折舊免稅額兩者之時差。由於未能確定有關稅項利益將在可見未來變現，故並無確認遞延稅項資產淨值。

At the balance sheet date, the net unrecognised deferred tax asset represented principally the tax effect of timing differences attributable to tax losses available to offset future assessable profits and the timing differences attributable to the excess of accounting depreciation charged in the financial statements over depreciation allowances claimed for tax purposes. The net deferred tax asset has not been recognised as it is not certain that the tax benefit will be realised in the foreseeable future.

於年內或於結算日，本公司並無任何重大未確認遞延稅項。

The Company had no significant unrecognised deferred tax for the year or at the balance sheet date.

## 18. 本年度虧損淨額與經營業務所耗現金淨額對賬表

## 18. RECONCILIATION OF NET LOSS FOR THE YEAR TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

		2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
本年度虧損淨額	Net loss for the year	<b>(3,350)</b>	(9,262)
利息收入	Interest income	<b>(627)</b>	(270)
折舊	Depreciation	<b>281</b>	110
貿易及其他應收款項增加	Increase in trade and other receivables	<b>(2,910)</b>	(1,071)
按金及預付款項增加	Increase in deposits and prepayments	<b>(107)</b>	(2)
應收一間同系附屬公司之款項增加	Increase in amount due from a fellow subsidiary	<b>(2,473)</b>	(131)
貿易及其他應付款項(減少)增加	(Decrease) increase in trade and other payables	<b>(694)</b>	1,389
應付同系附屬公司之款項減少	Decrease in amounts due to fellow subsidiaries	<b>-</b>	(2,831)
經營業務所耗現金淨額	Net cash outflow from operating activities	<b>(9,880)</b>	(12,068)

19. 融資變動分析

19. ANALYSIS OF CHANGES IN FINANCING

		Share capital and share premium 股本及 股份溢價 HK\$'000 千港元	Amounts due from ultimate holding company and fellow subsidiaries 應收最終 控股公司及 同系附屬公司 款項 HK\$'000 千港元
於一九九九年七月一日	At 1 July 1999	–	–
集團重組而發行股份 (附註20)	Issue of shares upon Group Reorganisation (Note 20)	100	–
發行股份予專業及機構投資者	Issue of shares to professional and institutional investors	30,240	–
發行股份之費用	Expenses incurred for the issue of shares	(6,879)	–
年內所得現金淨額	Net cash inflow during the year	–	7,640
年內減少 (附註20)	Decrease during the year (Note 20)	–	(7,640)
於二零零零年六月三十日 及二零零一年六月三十日	At 30 June 2000 and 30 June 2001	23,461	–

20. 主要非現金交易

20. MAJOR NON-CASH TRANSACTIONS

於二零零零年三月二十七日，本公司就收購DIGITALHONGKONG.COM INC.，DIGITAL COMMERCE LIMITED及數碼香港有限公司之全部已發行股本及總額為7,640,000港元之股東貸款之利益（詳見附註1 所載「集團重組」），發行了999,999股股份（面值約為100,000港元）。

On 27 March 2000, the Company issued 999,999 shares with a nominal value of approximately HK\$100,000 to acquire the entire issued share capital of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited and the benefits of a shareholder's loan of HK\$7,640,000 (see Group Reorganisation as set out in note 1).

21. 資本承擔

21. CAPITAL COMMITMENTS

		THE GROUP AND THE COMPANY 本集團及本公司	
		2001 HK\$'000 千港元	2000 HK\$'000 千港元
購置物業、廠房及設備之 已訂約但未在財務報告中 撥備之資本開支	Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements	–	–
購置物業、廠房及設備之 已授權但未訂約資本開支	Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	1,000	1,000



## 22. 退休福利計劃

本公司及其附屬公司於過去年度並無為其僱員安排任何退休計劃。自二零零零年十二月起，本集團安排於香港之所有合資格僱員參加強制性公積金計劃（「強積金」）。強積金計劃之退休福利成本，即本集團按強積金計劃規則所指定比率之供款，於綜合收益表內扣除。

於年內，退休福利計劃供款（扣除沒收供款：無）為141,000港元。

## 23. 關連人士交易

年內，本集團曾與關連人士進行下列交易：

自一間同系附屬公司收取之  
登記費、年費及技術費

支予予最終控股公司之  
行政費用

支予予一間同系附屬公司之  
行政費用

附註：

- (a) 服務收入乃由本公司董事經參考可資比較之市場價格後釐定。
- (b) 行政費用乃根據本公司及冠軍訂立之管理協議收取，月費為250,000港元。

有關與一間同系附屬公司之結餘之詳情載於附註12。

## 22. RETIREMENT BENEFITS SCHEME

The Company and its subsidiaries did not operate any retirement schemes covering their employees in previous years. Commencing from December 2000, the Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the “MPF”) scheme. The retirement benefit cost for the MPF scheme charged to the consolidated income statement represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefits scheme contributions paid, net of nil forfeited contributions, amounted to HK\$141,000.

## 23. RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with related parties:

	Notes附註	2001 HK\$'000 千港元	2000 HK\$'000 千港元 (Note 註 1)
自一間同系附屬公司收取之 登記費、年費及技術費	Registration fee, annual fee and technical fee received from a fellow subsidiary (a)	3,921	2,142
支予予最終控股公司之 行政費用	Administration fees paid to ultimate holding company (b)	3,000	750
支予予一間同系附屬公司之 行政費用	Administration fees paid to a fellow subsidiary (b)	—	2,250

Notes:

- (a) The service income was charged with reference to comparable market prices as determined by the directors of the Company.
- (b) The administration fees were charged at a monthly fee of HK\$250,000 pursuant to a management agreement entered into between the Company and Champion.

Details of the balance with a fellow subsidiary are set out in note 12.

# 40. Financial Summary

## 財務摘要

		Year ended 30 June 截至六月三十日止年度			2001 HK\$'000 千港元
		1998	1999	2000	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>業績</b>	<b>RESULTS</b>				
營業額	Turnover	—	—	3,213	10,829
其他收入	Other revenue	—	—	270	930
經營成本	Operating costs				
購入技術撇賬	Acquired technology written off	—	—	(4,674)	(3,778)
一般及行政費用	General and administrative expenses	(24)	(2,605)	(3,954)	(4,774)
市場推廣費用	Marketing and promotion expenses	—	—	(250)	(2,203)
僱員成本	Staff costs	—	(4)	(3,867)	(4,354)
本年度虧損	Loss for the year	(24)	(2,609)	(9,262)	(3,350)

		At 30 June 於六月三十日			2001 HK\$'000 千港元
		1999	2000		
		HK\$'000 千港元	HK\$'000 千港元		
<b>資產及負債</b>	<b>ASSETS AND LIABILITIES</b>				
非流動資產	Non-current assets	107	515		310
流動資產	Current assets	8	19,897		16,058
流動負債	Current liabilities	(2,836)	(1,394)		(700)
股東資金結餘 (虧損)	Balance (deficiency) of shareholders' fund	(2,721)	19,018		15,668

附註:

Notes:

- 截至二零零零年六月三十日止三年各年之業績乃按合併基準編製，猶如緊隨集團重組後之集團架構自一九九七年七月一日起已一直存在。
- 於一九九九年六月三十日之資產及負債乃摘錄自二零零零年年報。
- The results for each of the three years ended 30 June 2000 have been prepared on a combined basis as if the group structure immediately after the Group Reorganisation had been in existence since 1 July 1997.
- The assets and liabilities as at 30 June 1999 have been extracted from the 2000 annual report.

# 企業資訊

執行董事  
簡文樂 (主席)  
黃玉龍  
夏淑玲

獨立非執行董事  
范尚德  
Francis Gilbert KNIGHT

註冊辦事處  
Zephyr House  
George Town  
Grand Cayman  
British West Indies

企業辦事處  
香港中環  
交易廣場一期1702室

總辦事處  
香港柴灣  
看通中心三字樓

企業網址  
<http://www.digitalhongkong.com>

創業板股票編號  
8007

合資格會計師  
黃玉龍 FHKSA, FCPA

規章主任  
夏淑玲

法定代表  
簡文樂  
夏淑玲

公司秘書  
張美霞

主要往來銀行  
道亨銀行有限公司  
香港  
皇后大道中99號  
中環中心16樓

渣打銀行  
香港  
德輔道中4-4a號

香港上海匯豐銀行有限公司  
香港  
皇后大道中1號

核數師  
德勤•關黃陳方會計師行  
執業會計師  
香港  
干諾道中111號  
永安中心26樓

主要股份過戶登記處  
The Harbour Trust Co. Ltd  
P.O. Box 1787  
Grand Cayman  
Cayman Islands  
British West Indies

股份過戶登記香港分處  
秘書商業服務有限公司  
香港  
干諾道中111號  
永安中心5樓

## 主席報告

在數碼世紀中，與時並進是資訊科技企業的最大挑戰之一。然而，發展過急，卻只會燒掉資金。在策劃將來與避免風險兩者之間取得平衡，正是現今管理之道。

致各位股東：

隨著整體營商環境之轉變，要駕馭過去十二個月的商路歷程，實在令人絞盡腦汁。同時，冀望憑藉嶄新網絡企業以推動經濟轉變此一概念，亦已經急速幻滅。這除了促使部份令人振奮之業務夭折以外，亦令其他很多企業未能實踐業務承諾。

從較宏觀的角度而言，過去一年的經驗顯示，除了少數項目如網上拍賣以外，寄望各種新業務概念在短期內驟然升格為擁有盈利之環球企業，是一步登天的空想。

## 踏實面對

置身互聯網業界，面對電子商務環球性發展放緩，我們並不能獲得額外免疫。數碼香港起步時乃一家商貿服務供應商 (CSP)，為在線商貿提供電子付款外判服務，並已經於成立初期奠下基礎，發展安全穩健的開放式電子付款處理平台，目標藉以接合不同付款系統及處理各種商業對消費客戶 (B2C) 及商業對商業 (B2B) 應用付款選項。然而，很快以後，我們便已洞悉電子商貿之起動力受環球經濟放緩干擾，這令網上在線付款解決方案之收入進賬減慢。

互聯網於早期成長階段之增長比傳統之商業世界時間表快上多倍，這令人們一度相信大眾會很快習慣使用網上商貿，而相關之毛利及交易收入將會是主要收入來源。

然而，當我們注視到環球氣氛有所改變，以及發現網上業務必須與相關之離線傳統業務互相配合後，即馬上採取補救措施，包括放緩電子付款平台之發展、提高營運效率、以及減省不必要之營運開支。我們也將部分職員調配至更具短期收入貢獻之業務項目。

## 更新策略定位

科技界形勢急轉，我們亦迅速作出調整。在回顧期內，已經取得一些鼓舞性進展。我們一方面繼續透過集團的電子付款平台，提供網上在線付款解決方案及服務，以及就電子商貿整合提供技術顧問服務，另一方面，我們也同時充份運用集團之科技強項，擴闊我們作為商貿服務供應商 (CSP) 之業務範圍，以涵蓋其他有收入潛力之業務項目，包括：

### • 系統開發

設有安全流動電子付款解決方案之 **Phone-a-Drink** 流動自動售賣站

該自動售賣站系統展示先進之自動售賣無線電數據科技，乃整合軟硬件之獨有解決方案，能夠有效管理自動售賣功能及存貨紀錄，讓用者只撥一個電話，即可迅速獲取所選擇之飲品。同時，其亦為香港唯一能夠接受任何流動電話網絡來電之自動售賣站，並已附設安全流動電子付款解決方案。

除售賣商品以外，該自動售賣站系統亦提供理想之廣告宣傳渠道，同時也可用作向大眾發放資訊及信息，例如社區資訊。

在初期發展階段，該等自動售賣站系統之特許權乃發放予姊妹公司 **Y28 Innovations**，從而促進相互行銷機會。**Y28 Innovations** 正轉化為多元化媒體企業，包括經營入門網站及離線媒體業務資產。

### • 互聯網保安解決方案

資訊科技急速發展，管理層早已洞悉信息保安乃高增長之業務。事實上，保安科技所涉範圍之廣，在科技項目中並不常見，當中涵蓋各類電腦病毒、機密資料盜竊，以及由虛假電子交易所導致的財務欺詐等。

在回顧期內，我們已經與不同互聯網保安解決方案開發者建立聯盟，期望開拓商業性應用方案以及加強我們的產品系列。

## 財務摘要

截至二零零一年六月三十日止財政年度，總營業額為10,829,000港元，較去年增長2.4倍。收入主要來自就電子付款整合及電子商貿解決方案所提供之技術及顧問服務。第四季之營業額為6,614,000港元，較去年同期增長6.1倍。

令人鼓舞的是，集團分別於截至二零零一年三月三十一日止及截至二零零一年六月三十日止季度內，連續兩季錄得盈利，純利分別為122,000港元及501,000港元。

全年度虧損收窄至3,350,000港元，去年同期之比較數字為9,262,000港元。

於二零零一年六月三十日，集團持有現金9,356,000港元，大部份均作短期存款。

為保留現金作未來發展，董事會不會於即將舉行之股東周年大會中建議派發末期股息。

## 展望

互聯網業在猛然醒覺後，來年的市場狀況可能會續具挑戰性及不明朗。貫徹我們一向之審慎政策，我們已經採取措施保留現金，以及就現實情況作出踏實調整。我們亦贊同業界之意見，單純的網上在線資產及業務模式並不可行，互聯網業務要繼續生存及賺取盈利，必須開發離線收入來源。

在來年，集團作為商貿服務供應商(CSP)之主要業務焦點為：

- ★ 網絡及電子業務保安產品及解決方案；
- ★ 系統開發：新產品之一是能夠支援無線電及寬頻通訊之嶄新多媒體廣告展示解決方案；
- ★ 流動商貿：現正開拓與智能咭有關之業務機會；
- ★ 為商界及政府客戶提供資訊科技顧問服務；以及
- ★ 與其他解決方案提供者合作競投各類資訊科技合約。

憑藉新訂立之業務方向，以及集團積極主動建立新的科技聯盟，董事會深信集團將會大展鴻圖，並繼續在業績及表現方面有所進步。

董事會主席  
簡文樂

二零零一年九月

## 追尋曙光

### 專訪數碼香港董事夏淑玲

夏淑玲：本人最大的挑戰是要推動一群精英，保持各人動力。

約一年前，人人均希望成為網絡公司。如今，就算是只以網絡為唯一業務之企業，也要把「網絡」一字從名稱中除下。電子商務是否只是一時狂熱？

電子商務將繼續存在。「第一浪」電子商務告訴我們，人們的習慣是需要一段長時間方能更改。盲目否認此點將會是冒險的做法。以投機方式透過互聯網賺錢是泡沫的成因，此泡沫現已成泡影。此外，一些企業「燒錢」的速度就像沒有明天，他們也似乎沒有明確的業務。結果是互聯網的命運逆轉，形成全球性的急轉直下。

你對互聯網的看法如何？

互聯網現正快速成為商業及個人通訊之必然工具。互聯網之威力是能夠為擁有實質產品及實質服務的現有企業，延展接觸面。互聯網亦能讓所有企業在內部通訊及在供應商及客戶聯繫方面，更具效率。同時，互聯網也能創造人們可能願意購買的新服務種類；有關的新服務種類目前正處於初期構思階段。

我們的教訓是，企業不應只埋首於如何駕馭及利用互聯網，而是如何在兼顧互聯網存在的情況下，好好營運企業。

面對全球經濟放緩，以及憂慮經濟需要長期整固，閣下是否覺得難以調整？

整固根本是一直存在，只是愈來愈多企業開始醒覺，是次經濟放緩將會較多人所預期的，持續得更長。

事實上，放緩也帶來一些好處，而且是必須的。放緩「刪除了很多冗餘，也刪除了很多永不可行的概念」。然而，如果企業家擁有能夠賺錢的概念，卻仍可看到曙光。上述種種正為網絡企業家及業務模式注入現實元素。雖然稍嫌苦澀，但卻是有效良藥。

就數碼香港而言，我們將繼續推動創新，務要站穩科技之前頭位置。然而，現時仍難以預測何種新產品可吸引大眾。

面對眼前之重大挑戰，你如何為數碼香港作好準備？

這將有賴集體智慧。

按兵不動並非方法，但進取之同時也必須審慎小心，要在策劃將來及避免風險兩者之間取得平衡。建立穩固之科技實力是必要準備，同時，開拓新產品系列也是不可或缺。處身現今轉變快速之經濟環境，創新思維不僅是成功要素，更是生存必備之道。

互聯網經濟有何不同？企業如何在互聯網經濟中推動員工？

互聯網經濟並不代表要推翻傳統智慧，只是我們必須要更快及更熱切地做事，速度在公司營運方面將帶來重大分別。

企業在不同員工階層均須有更多領袖人物，每一成員亦須積極主動，推動公司前進。

事實上，本人最大的挑戰是要推動一群精英，保持各人動力。

你是否時常如此充滿熱誠，是否對每件所做的事情均時常如此感到振奮？

對，我時常都感到振奮，也時常保持正面樂觀，我是樂觀主義者。事實上，樂觀主義正面影響著我的健康，而我也相信美好前景仍在眼前。我的星座讓我要挑戰自己更多，要透過智力及體力活動測試自己的能力。

我絕對支持以下的想法：「沒有壓力，就難以推動任何人；只是朝九晚五地工作，就幾乎等於仍未完成整天的工作。」

## 管理層討論及分析

### 業務回顧

雖然互聯網業正處於全球性放緩階段，然而，數碼香港憑藉其快速及靈活應變能力，已經因應迅速轉變之競爭環境作出調整及適應。

我們一方面繼續透過集團之電子付款平台，提供在線電子付款解決方案及服務，以及就電子商貿整合提供技術顧問服務，另一方面，我們也同時充份運用集團之科技強項，擴充我們作為商貿服務供應商(CSP)之業務範圍，涵蓋其他有收入潛力之業務項目。

系統開發是數碼香港其中所開展之範疇之一，藉以擴闊其作為商貿服務供應商(CSP)之收入。首個項目環繞流動商貿，數碼香港已經設計及開發流動自動售賣站，該售賣站乃整合軟硬件之獨有解決方案，能夠運用集團現有之在線付款平台，讓用者透過流動電話進行商業對消費客戶(B2C)流動付款應用。初期焦點乃應用於姊妹公司威易發™熱賣點(Y28™ HOTSPOT)流動自動售賣站之商品買賣微付款上。有關之流動自動售賣站可售賣多種不同產品，頭炮是Phone-a-Drink，消費者只需一撥流動電話，即可在三十秒內獲取飲品。

Phone-a-Drink展示先進之自動售賣無線電數據科技，亦是香港唯一能夠接受任何流動電話網絡來電之自動售賣站。

Phone-a-Drink於本年二月於香港會議展覽中心舉行之香港資訊基建博覽2001中首度亮相，獲得一主要飲品分銷商贊助，也吸引廣泛注意及報導，期間約有二千人次參觀我們的展覽攤位。

除銷售商品以外，該等售賣站系統可進一步加強功能及連接互聯網，為消費者提供娛樂、消閒及刺激享受。由於該等售賣站設置於人流充足地點，因此亦可提供理想之廣告宣傳渠道，以及用作向大眾發放資訊及信息，例如社區資訊。

其他類別之自動售賣站正在開發及測試當中，以配合威易發(Y28)之業務開展計劃。威易發(Y28)目前正轉化為多元化媒體企業，包括經營入門網站及離線媒體業務資產。

保安是任何網上在線商貿之重要元素，因此，我們作為商貿服務供應商(CSP)之另一業務焦點是：高增長之網絡及互聯網保安產品及服務。隨著數碼資訊於社會上愈見普及，有關系統遭受攻擊之機會亦相應增加。

有鑑於此一業務機會，數碼香港在回顧期內已經與不同互聯網保安解決方案開發者建立聯盟，當中包括智能咭、電子商貿及流動商貿付款系統保安、以及網絡入侵偵察等解決方案開發者。我們期望能夠藉此開拓商業性應用方案以及加強集團的產品系列。

其中一項產品為把嶄新之認證科技整合至集團之開放式電子付款平台，從而促進安全電子及流動商貿。至今，該產品已獲得業界的廣泛好評，集團亦正與國際伙伴開拓進一步機會，為有關科技建立更廣泛之商業性應用。

於本年六月在新加坡舉行之第十三屆亞洲國際通訊及資訊科技展覽及會議(CommunicAsia 2001, the 13th Asian International Communications and Information Technology Exhibition & Conference)中，數碼香港已經展示其整合上述認證科技應用方案之電子付款平台。

## 財務表現

### • 本年度業績

截至二零零一年六月三十日止財政年度，集團錄得經審核綜合營業額10,829,000港元，較去年增長2.4倍。截至二零零一年六月三十日止季度之營業額為6,614,000港元，較去年同期增長6.1倍。收入主要來自就電子付款整合及電子商貿解決方案所提供之技術及顧問服務。

集團分別於截至二零零一年三月三十一日止及截至二零零一年六月三十日止季度內，連續兩季錄得盈利，純利分別為122,000港元及501,000港元。

透過審慎有效之成本管理措施，營運開支為15,109,000港元，當中包括產品開發及增值費用、一般及行政開支、市場推廣及宣傳費用、以及員工成本。全年度虧損收窄至3,350,000港元，去年同期之比較數字為9,262,000港元。

### • 現金流動性及財務資源

於二零零一年六月三十日，存款、現金及銀行結餘為9,356,000港元(二零零零年：18,685,000港元)。流動比率為23(二零零零年：14)。集團之總負債為700,000港元(二零零零年：1,394,000港元)。撇除不能預見之因素，管理層深信集團擁有足夠資金應付日常業務營運需要，以及為開發新產品提供財務支援。

## 新業務發展項目

### • 影像通(Video Vision)

匯聚集團整合在線及離線業務資產的實力，集團現正發展影像通(Video Vision)項目。影像通(Video Vision)乃嶄新多媒體廣告播放解決方案，能夠整合互聯網、無線電通訊及平面播放科技，締造適用於家居以外播放之新一代廣告模式。系統能夠透過中央伺服器把最新廣告內容轉送至不同地區客戶。影像通(Video Vision)產品系列現正進行系統測試，該等產品特別為有特定觀眾對象之廣告而設，包括乘客、商場客人、等候服務中之客戶、交通交匯處行人、以及其他處身高人流環境之人士等。

影像通(Video Vision)初期把特許權給予姊妹公司Y28 Innovations。影像通(Video Vision)是擁有高效能及高成本效益之廣告媒體，能夠於高解像度影像屏幕，按照客戶所需之程序，播放動感影像廣告片段。同時，即時資訊如新聞短訊、賽事結果及股票價位等，均可與廣告片段同步播放，吸引觀眾注目。這可望加強相互行銷機會，擴闊客戶接觸面。

### • 智能咭相關業務機會

另一重要業務發展機會是開拓智能咭相關項目，這與電子商貿及流動商貿均有密切關係。近年，Java技術已可容許開發多用途平台，因此，一張智能咭已不再局限於只得一種用途。現時以晶片及Java技術為本之智能咭，已能作多種應用，包括網絡連接、在線電子零售、電子現金、流動商貿、以及實體辨識及鑑證等。

數碼香港現正與科技伙伴及商人合作為智能咭引入保安及各種加強應用功能。初期之發展將環繞我們的流動自動售賣站項目，目標是讓用家能夠以智能咭作為購物預繳咭，以及紀錄購物積分以換取禮品或禮券。未來之發展則著重為智能咭注入能夠整合公匙基建保安及數碼簽署技術之功能，以作商業對商業(B2B)應用。

## 人力資源

於二零零一年六月三十日，集團之全職僱員數目為17(二零零零年：19)。在回顧年度內，員工成本為4,354,000港元(二零零零年：3,867,000港元)。薪酬包括月薪、與表現掛鈎之年終獎金、購股權、以及強制性公積金等福利。

# 業務目標與 業務進展對比

## 業務目標與 業務實際進展對比

以下之本公司業務進展報告，乃根據於二零零零年四月五日印發之本公司招股章程中所述之業務目標作為對比基準。當中部份目標已經達致，部份仍在進行中，我們亦同時加入新的業務發展項目。數碼香港將會繼續檢視其業務目標，如有需要即會作出調整，藉以反映市場狀況。

於二零零零年四月五日印發之招股章程中所述業務目標	截至二零零一年六月三十日止十二個月之業務實際進展
<p><b>付款平台</b> (二零零零年七月一日至二零零零年十二月三十一日)</p> <ul style="list-style-type: none"> <li>★ 繼續開發及測試網上付款系統 (WPS)</li> <li>★ 計劃及設計聰明咭、預繳咭及電話為本付款系統</li> <li>★ 繼續開發及測試網上付款系統商戶介面</li> </ul> <p>(二零零一年一月一日至二零零一年六月三十日)</p> <ul style="list-style-type: none"> <li>★ 以網上付款系統 (WPS) 為主</li> </ul> <ul style="list-style-type: none"> <li>★ 開發及測試聰明咭、預繳咭及電話為本付款系統</li> <li>★ 拓展預繳咭之分銷渠道</li> </ul>	<ul style="list-style-type: none"> <li>★ 網上付款系統測試結果滿意</li> <li>★ 集中於電話為本付款系統測試，延緩推出聰明咭及預繳咭</li> <li>★ 商戶數目穩步增長並繼續測試介面</li> </ul> <ul style="list-style-type: none"> <li>★ 商業對消費客戶 (B2C) 信用咭網上付款系統運作中</li> <li>★ 商業對商業 (B2B) 網上付款系統測試中</li> <li>★ 電話為本付款系統測試滿意，準備試驗性推出</li> <li>★ 聰明咭及預繳咭初期開發及測試中</li> <li>★ 因預繳咭延遲開發及測試，此項目亦相應推遲</li> </ul>
<p><b>推廣及宣傳</b> (二零零零年七月一日至二零零零年十二月三十一日)</p> <ul style="list-style-type: none"> <li>★ 持續舉辦宣傳及市場推廣活動，以招攬消費客戶、商人及收單財務機構</li> </ul> <p>(二零零一年一月一日至二零零一年六月三十日)</p> <ul style="list-style-type: none"> <li>★ 持續推廣數碼香港之品牌及服務</li> </ul>	<ul style="list-style-type: none"> <li>★ 主要透過直接銷售及與同系附屬公司威易發 (Y28.COM) 舉辦聯合推廣活動，從而令開支更具經濟效益及增強效果</li> <li>★ 推廣主要透過網絡為本媒體，以及有潛力使用集團之電子付款平台之電子商貿網站；推廣方式主要為直接銷售、高層行政人員參與公開會議及網絡聯繫活動，以及於博覽會展示產品及解決方案等</li> </ul>
<p><b>配售所得淨額之應用</b> (二零零零年七月一日至二零零零年十二月三十一日)</p> <ul style="list-style-type: none"> <li>★ 估計將大約一千萬港元分配在上述之計劃項目上，其中約五百萬港元預算用於開發付款平台，另外約五百萬港元預算用於市場推廣及宣傳</li> </ul> <p>(二零零一年一月一日至二零零一年六月三十日)</p> <ul style="list-style-type: none"> <li>★ 估計在有關期間大約需要籌集二千五百萬港元進行上述項目</li> </ul> <p>當時預計該等資金將按照創業板上市規則，從資本市場或以發行新股方式籌集</p>	<ul style="list-style-type: none"> <li>★ 大約五百三十萬港元用於開發及加強電子付款平台，包括整合流動解決方案及流動保安</li> <li>★ 大約三百二十萬港元用於市場推廣及宣傳</li> <li>★ 大約九百萬港元作短期存款，以備將來用作市場推廣及宣傳，以及作為流動資本</li> </ul> <ul style="list-style-type: none"> <li>★ 基於目前市場狀況以及電子商貿之動力偏軟，我們已放緩開發電子付款平台以及減慢市場推廣及宣傳計劃。因此，集團擁有足夠資金應付日常業務營運需要，以及為開發新產品提供財務支援，並不需要籌集新資金</li> </ul>

## 剪影

於本年六月在新加坡舉行之第十三屆亞洲國際通訊及資訊科技展覽及會議 (CommunicAsia 2001, the 13th Asian International Communications and Information Technology Exhibition & Conference) 中, 數碼香港經已展示其整合認證科技應用方案之電子付款平台。有關產品讓網上在線購物擁有全面之交易保安, 用戶毋須輸入敏感性資料如信用咭號碼或個人資料等。

年內, 數碼香港參與多個資訊科技論壇及互聯網會議, 發表多次演說, 題材包括: 「電子商貿如何為中小企增加業務機會」 (How e-Commerce maximises opportunities for SMEs), 「亞太區是否已就流動商務準備就緒」 (Is the Asia Pacific region ready for the world of mobile commerce), 「資訊科技界之人力資源需求」 (Human resources needs of the IT industry) 及「電子商務與社會服務」 (e-Business and Social Services) 等。

數碼香港亦接受報界訪問, 探討「中國入世前夕對香港商務發展之影響」 (Impact on Hong Kong businesses on the eve of China's Accession to the WTO), 以及「保安在現今電子商貿業務模式中之重要性」 (Importance of security in today's e-business model)。

於本年二月舉行之香港資訊基建博覽2001, 數碼香港展示其**Phone-a-Drink**自動售賣站。該自動售賣站運用先進無線電數據科技, 消費者只需按動流動電話, 即可於三十秒內獲取飲品。展覽期間, 超過二千人排隊嘗試該售賣站系統, 吸引廣泛注意。

在社區貢獻方面, 數碼香港繼續透過其電子商業推進運動 (e-Commerce Community Awareness Programme (e-CCAP)), 加強大眾社群對電子商貿之認知及使用習慣。集團亦就其在慈善方面之努力, 獲香港公益金頒發商業及僱員募捐計劃鑽石獎。

數碼香港亦贊助由香港中文大學工程學系所舉辦之網頁設計比賽。

## 董事及高層管理人員

### 執行董事

簡文樂, 主席兼執行董事, 負責數碼香港的宏觀計劃與發展。彼亦為主板上市公司冠軍科技集團有限公司及看通集團有限公司主席。簡先生於電腦和電訊業累積逾三十年經驗, 這有助全面推行電子商貿科技, 也正是當前業務致勝之道。彼亦為香港電子商業研究系列之作者, 該系列由數碼香港出版, 將彼在資訊科技上的經驗及對未來網上生活的構想牢牢地連繫起來。於一九八七年成立冠軍集團以前, 彼曾任英國大東電報局的電腦附屬公司亞洲電腦有限公司之總經理。彼曾先後兩次參與聯交所之公司管治工作小組 (於一九九四年至一九九五年及於一九九九年至二零零零年), 目前為創業板上市委員會成員之一。彼目前亦為香港工業總會軟件及資訊科技組主席, 及香港立法會選舉委員會資訊科技界委員, 彼最近亦獲委任為中電控股有限公司之獨立非執行董事。

黃玉龍, 執行董事兼財務總監, 在資訊科技行業擁有豐富的財務和管理經驗。彼曾出任多項高級職位, 包括於一九九二年六月至一九九四年八月期間出任冠軍集團財務總監, 亦曾於香港電訊集團任職類同職位十六年之久。黃先生於離職後仍擔任冠軍集團顧問, 於二零零零年三月重新加入本集團。彼為香港會計師公會及澳洲會計師公會之資深會員, 亦為Australian Institute of Banking and Finance之會員。

夏淑玲, 負責驅動本集團業務如企業財務及策略發展, 亦統領本集團的電子商業推進運動 (e-CCAP), 並就驅動電子改革事宜與各政府部門、解決方案及業務夥伴, 以及商界及學術界等多方面聯絡。於加入本集團以前, 彼於一九九二年三月加入冠軍集團出任企業發展執行副總裁。彼持有香港大學文學士銜及香港中文大學工商管理碩士銜。目前亦為香港城市大學電腦學系顧問委員會委員, 以及香港工業總會軟件及資訊科技組國際發展及合作分組召集人。

### 獨立非執行董事

范尚德, 自二零零零年三月起出任本集團獨立非執行董事。范先生為英國特許會計師公會、香港會計師公會、Institute of Management Consultants及香港稅務學會之會員, 同時亦為多個主要專業團體之顧問及/或幹事。彼為執業管理顧問兼財務顧問服務公司Fan, Mitchell & Co.之創辦人兼資深合夥人。

FRANCIS GILBERT KNIGHT, 自二零零零年三月起出任本集團獨立非執行董事。Mr. Knight為私人公司Asian Security and Investigation Services Limited之主席兼董事總經理。彼為British Institute of Directors、British Institute of Management、the American Society for Industrial Security及International Association of Police Chiefs之會員。彼擁有逾十七年版權保障、保安及商業調查經驗, 乃多個主要團體之保安顧問。

### 高層管理人員

麥敏怡, 電子商貿副總裁, 負責監督日常電子營運, 並統籌及調配員工支援。

蔡健聰, 業務發展副總裁, 負責項目推行, 並帶領技術人員及工程師發展創新網絡及系統解決方案。

趙艷芬, 行政及後勤副總裁, 乃集團與外界機構之主要聯繫點, 並協調多個電子商場之運作。

余振中, 電子商貿營運副總裁, 負責監督本集團在電子商貿及互聯網營運方面之技術管理及系統支援。

(有關上述人員之詳細履歷, 請參閱本公司網頁 <http://www.digitalhongkong.com>)

# 股東週年大會 通告

茲通告數碼香港（「本公司」）謹訂於二零零一年十一月三十日上午十時正假座香港中環康樂廣場8號交易廣場1期1702室舉行股東周年大會，藉以處理下列事項：

1. 省覽截至二零零一年六月三十日止年度之經審核財務報表及董事會與核數師之報告。
2. 選舉董事並授權董事會釐定其酬金。
3. 委聘核數師並授權董事會釐定其酬金。
4. 作為特別事項，考慮及酌情通過下列決議案為普通決議案：—

## 「動議：

- (a) 在(c)分節之限制下，一般及無條件批准本公司董事可於有關期間內行使本公司之一切權力，以配發、發行及處置本公司股本中之新增股，以及在需要行使上述權力時作出或授予建議、協議或購股權；
- (b) 根據(a)分節之批准，本公司董事亦獲批准在有關期間內作出或授予可能須於有關期間結束後行使上述權力之建議、協議或購股權；
- (c) 本公司董事依據(a)分節之批准（不論依據購股權或其他方式）配發或有條件或無條件同意配發（惟根據供股或就行使本公司購股權計劃之認購權或以股代息計劃者除外）之股本總面值，不得超過本公司於本決議案通過日期之股本總面值百分之二十，而上述批准亦受此限制；及
- (d) 就本決議案而言：

「有關期間」乃指本決議案通過之日至下列較早日期之期間：

- (i) 本公司下屆股東周年大會結束時；
- (ii) 本公司之細則或適用法例規定本公司須舉行下屆股東周年大會期限屆滿之時；與
- (iii) 本決議案所述之授權由本公司股東在股東大會通過普通決議案撤銷或修訂之日；而

「供股」指本公司董事於指定期間內向於指定記錄日期名列本公司股東名冊之股份持有人按當時持股比例發售股份（惟董事可按需要或權宜就零碎股權或香港以外任何地區之法律限制或責任或該等地區任何認可監管機構或證券交易所之規定而取消若干股份持有人在此方面之權利或另作安排）。

承董事會命  
公司秘書  
張美霞

香港，二零零一年九月二十一日

主要辦事處：  
香港中環  
康樂廣場8號  
交易廣場1期1702室

## 附註：

凡有權出席上述通告召開之會議並於會上投票之股東均可委派代表代其出席會議，並於進行表決時代其投票。受委代表毋須為本公司股東。代表委任表格連同授權簽署該表格之授權書或其他授權文件（如有）或經公證人證明之該等授權文件副本最遲須於會議或續會之指定舉行時間48小時前送達本公司之香港主要辦事處，方為有效。



# 香港聯合交易所 有限公司（「聯交所」）創業板特色

創業板為帶高投資風險的公司提供一個上市的市場。尤其在創業板上市的公司無需有過往盈利記錄，亦無需預測未來盈利。此外，在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應了解投資於該等公司的潛在風險，並應審慎周詳考慮後方決定投資。創業板的高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於在創業板上市公司居於新興性質，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

創業板發佈資料的主要方法為在聯交所為創業板而設的互聯網網頁上刊登。上市公司無需在憲報指定報章刊登付款公佈披露資料。因此，有意投資的人士應注意彼等能閱覽創業板網頁，以便取得創業板上市發行人的最新資料。

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## 數碼香港簡介

數碼香港（「本公司」）於二零零零年四月在香港聯合交易所有限公司（「聯交所」）創業板上市（股票編號：8007），初時乃一家商貿服務供應商（CSP），為在線商貿提供電子付款外判服務。數碼香港其後更新策略定位，綜合在線及離線兩方面之業務資產，目前的業務焦點為電子商貿組成方案、資訊保安產品及服務、系統開發、以及資訊科技顧問服務。

數碼香港為冠軍科技集團有限公司（「冠軍科技」）附屬公司。冠軍科技乃通訊軟件開發集團，於聯交所主板上市。

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數碼香港二零零一年年報  
生氣盎然 動力充沛 創新及價值主導