

**TeleEye**

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# TeleEye Holdings Limited

## 千里眼控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)



**ANNUAL  
REPORT  
2003 年報**

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本報告(千里眼控股有限公司(「本公司」)各董事(「董事」)願共同及個別對此負全責)乃遵照香港聯合交易所有限公司《創業板證券上市規則》之規定而提供有關本公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成份；(2)並無遺漏任何其他事實致使本報告所載任何聲明產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

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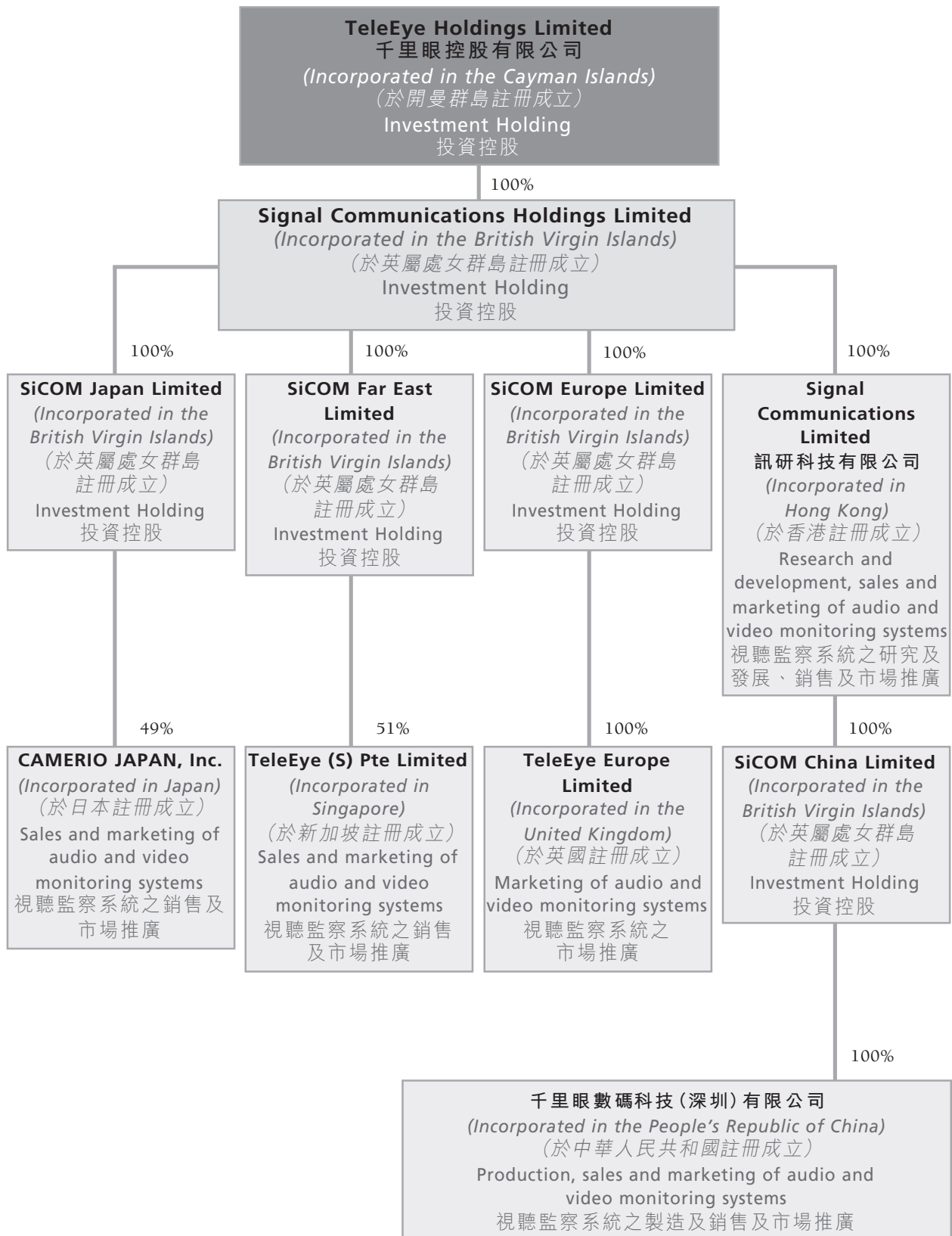
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On behalf of the board of directors (the "Board") of TeleEye Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), I hereby present the audited consolidated results of the Group for the year ended 30 June 2003 (the "Year") and summarise the recent development and major activities of the Group in the Year.

The Year remained challenging to the Group while the global and local economic situations were still at the low side. Together with outbreaks of the war in Iraq and the Severe Acute Respiratory Syndrome ("SARS") crisis, certain business developments and operations of the Group were affected.

Despite the impact of poor economic situation, new products introduced during the Year had received positive responses and brought satisfactory results to the Group. The rapid advancement of broadband Internet and digital products brought new opportunities to the Group, i.e., opening up many new applications for IP based cameras, video servers and recorders. The Group made use of these opportunities to develop and launch products addressing the growing demands. Through persistent efforts, the Group is establishing itself as one of the premier developers and suppliers of advanced Network CCTV system and mobile video surveillance solution.

## OPERATING RESULTS

For the Year, the Group's turnover was approximately HK\$26,447,000 (2002: HK\$17,005,000), increased by 56% comparing with last year. The encouraging result was primarily due to the Group's global expansion and new product development efforts. This resulted in a reduction of loss attributable to shareholders from approximately HK\$4,399,000 in 2002 to approximately HK\$1,209,000 in the Year. Basic loss per share was 0.67 HK cent in the Year.

Though the Group received promising results in the nine months ended 31 March 2003, the Group experienced an exceptional unsatisfactory result for the quarter ended 30 June 2003 due to the outbreak of SARS in Asia. The travel warning issued by the World Health Organisation to Hong Kong brought a halt to most of the business travel and activities in Hong Kong, which inevitably affected the Group's result in the Year.

There was a substantial increase in expenditure of the Group, especially in staff costs and operating expenses, which were resulted from the Group's expansion and set up of overseas offices. However, the Group believes that its turnover from target markets will continue to improve particularly with the coming launch of new products and further penetration into the global markets.

本人謹代表千里眼控股有限公司（「本公司」）及其附屬公司（以下統稱「本集團」）之董事會（「董事會」），提呈本集團截至二零零三年六月三十日止年度（「本年度」）之經審核綜合業績，並概述本集團於本年度之最新發展及主要活動。

由於全球及本地經濟持續疲弱，對本集團而言本年度仍然為充滿挑戰的一年；再加上爆發伊拉克戰事及嚴重急性呼吸系統綜合症（「非典型肺炎」）等危機，本集團的若干業務發展及運作均受到影響。

即使受到不景的經濟情況所影響，本集團在年度內推出之新產品仍然獲得不俗的反應，並為本集團帶來理想的業績。寬頻互聯網及數碼產品的急速發展亦為本集團帶來新機遇，例如開拓以IP為主的攝像機、視像伺服器及錄像機的新應用方案。本集團借助此等機會發展及推出產品，以應付不斷增長的需求。經過不斷努力，本集團現已躋身為網絡閉路電視系統及流動視像監察解決方案發展商及供應商的翹楚。

## 經營業績

於本年度，本集團之營業額約為26,447,000港元（二零零二年：17,005,000港元），較去年增加56%。取得此令人振奮的業績主要是由於本集團之全球拓展策略及發展新產品所致，致使股東應佔虧損由二零零二年之約4,399,000港元減少至本年度之約1,209,000港元，而本年度每股基本虧損則為0.67港仙。

縱使本集團在截至二零零三年三月三十一日止九個月取得可觀的業績，但由於亞洲爆發非典型肺炎，導致本集團於截至二零零三年六月三十日止季度取得未如理想的業績。此外，在世界衛生組織對香港發出旅遊警告後，致令香港之旅遊業及許多經濟活動差不多停頓，因此本集團於本年度之業績亦無可避免地受到打擊。

鑑於本集團積極拓展及成立海外辦事處，因此本集團的開支大幅增加，特別是員工成本及經營開支方面。然而，本集團相信，源自目標市場的營業額將會在推出新產品及進一步進軍全球市場後繼續得到改善。

## BUSINESS DEVELOPMENT

To cope with the Group's global expansion plan, the Group set up a subsidiary in China aiming at capturing the China's growing market opportunities while at the same time reducing costs. TeleEye Digital Technology (Shenzhen) Company Limited ("TeleEye China") was set up in Shenzhen Hi-tech Industrial Park and commenced operation in October 2002. In the first year, TeleEye China focused on marketing, sales and technical support activities. However, the business development was slowed down by the outbreak of SARS, which postponed its participation in major security exhibitions in Guangzhou and Shanghai.

TeleEye (S) Pte Limited ("TeleEye (S)") performed well in the nine months ended 31 March 2003 since the launch of the Group's *TeleEye III+ VR Video Recording Transmitter* ("*TeleEye III+ VR*"). Like the Hong Kong and China markets, its sales in the quarter ended 30 June 2003 was adversely affected by the outbreak of SARS. In addition to the terrorist attacks in Indonesia, the short-term outlook for the Singapore market will continue to be challenging.

The Group's another subsidiary, TeleEye Europe Limited ("TeleEye Europe"), carried out intensive marketing activities by launching a nationwide network of "Approved Installer Program". Companies in the United Kingdom ("UK") with expertise in security system installation were invited to become members and more than ten approved installers having extensive connection in the market were appointed. The Group also unveiled its latest products in the IFSEC 2003 in May, which was one of the major security exhibitions in Europe.

In the Year, the major breakthrough of CAMERIO Japan Inc. ("CAMERIO Japan") was to engage in a development project with NTT DoCoMo, a telecommunications giant in Japan. The Group successfully tested the CAMERIO video transmission and recording products on the mobile network of NTT DoCoMo. An agreement was signed pursuant to joint promotion of CAMERIO products using the "Link to DoCoMo" symbol. NTT DoCoMo acknowledged the full compatibility of CAMERIO products to its mobile service and started a business development project with CAMERIO Japan. The Group believes that the project with NTT DoCoMo will make a great contribution to the Group's revenue in near future when the market becomes aware of this application.

## PRODUCT LAUNCH

During the Year, the Group launched a series of new products to meet customers' demands and further penetrate into the global market. The products are well received by the market and bring fruitful results to the Group.

## 業務發展

為配合本集團的全球發展計劃，本集團於中國成立一間附屬公司，藉以捉緊中國市場不斷湧現的商機，同時亦可降低成本。千里眼數碼科技(深圳)有限公司(「TeleEye China」)於深圳高新科技產業園成立，並於二零零二年十月開始經營。於首個年度，TeleEye China集中於市場推廣、銷售及技術支援業務等方面。然而，本集團的業務發展步伐卻因為爆發非典型肺炎而減慢，並因疫情而擱置參與在廣州及上海的大型保安展覽會。

自從推出本集團之 *TeleEye III+ VR* 數碼錄像傳送器(「*TeleEye III+ VR*」)以來，TeleEye (S) Pte Limited(「TeleEye (S)」)於二零零三年三月三十一日止九個月之表現理想；但與香港及中國市場一樣，其截至二零零三年六月三十日止季度之銷售額亦因非典型肺炎的爆發而大受影響。加上就印尼受到恐怖襲擊之影響，短期而言新加坡市場之前景依然充滿挑戰。

本集團之另一家附屬公司 TeleEye Europe Limited(「TeleEye Europe」)透過推出全國性網絡一「認可工程商計劃」，進行緊密的市場推廣活動，並在英國(「英國」)廣邀擅於安裝保安系統的公司成為該計劃之成員，同時在保安市場擁有廣泛聯繫的十多家認可工程商已獲委聘。本集團亦於五月舉行的 IFSEC 2003 展示其最新產品。IFSEC 為歐洲大型的保安展覽會之一。

於本年度，CAMERIO Japan Inc.(「CAMERIO Japan」)取得重大突破，參與日本電訊行業的翹楚 NTT DoCoMo 的發展項目，成功在 NTT DoCoMo 之流動電話網絡測試 CAMERIO 視像傳送及錄像產品，並簽署協議。根據協議，本集團可利用「Link To DoCoMo」的標誌共同推廣 CAMERIO 產品。NTT DoCoMo 確認 CAMERIO 產品可全面支援其流動網絡服務，並與 CAMERIO Japan 展開業務發展項目。本集團相信當市場對此應用解決方案有較深認識時，與 NTT DoCoMo 合作的發展項目在日後將可為本集團之收入帶來更大的回報。

## 推出產品

於年度內，本集團推出一系列新產品以應付客戶的需求，進一步進軍全球市場，此等產品廣受市場歡迎，並為本集團帶來豐厚的業績。



### Video on Network

In addition to the *TeleEye III+ VT* Video Transmitter (“*TeleEye III+ VT*”) and *TeleEye III+ VR*, the Group launched the *TeleEye III+ VX* Series Video Recording Transmitter (“*TeleEye III+ VX*”) and *TeleEye III+ NF610* Network Camera (“*TeleEye III+ NF610*”).

*TeleEye III+ VX* Series is a range of all-in-one video recording transmitters with dual composite video outputs and OSD menus for standalone operations. Its removable hard disk architecture allows flexible recording space expansion and management. It is designed to fulfil every contemporary video surveillance requirement.

*TeleEye III+ NF610* is a range of network cameras for direct connection to any existing TCP/IP networks. *TeleEye III+ NF610* enables remote video access through the Internet by using standard web browser. Users can use it to incorporate video to web page and broadcast video to numerous viewers.

In conjunction with the launch of *TeleEye III+ VX* and *TeleEye III+ NF610*, the Group has also reorganised the product models in the existing *TeleEye III+ VR* Series. The new models will basically have the same features and performance as comparing with the old models but with double recording capacity.

### Multi-site Video Monitoring

A one-camera model of *TeleEye III+ VT* together with 16-site Reception Software was launched in September 2002. It is a one-plug module on computer network. Together with the 16-site Reception Software, it allows users to view and record videos up to 16 remote locations simultaneously from a personal computer within the network.

### Video on Web

A web video development tool for putting *TeleEye* live videos on existing web sites, *Cyber TeleEye Web Video Solution*, was launched in September 2002. It opens up unlimited video web casting applications including tourist attraction, traffic monitoring and event promotion etc.

### CCTV Camera

Further to the launch of *TeleEye DM326* Colour Pan/Tilt Dome Camera and a series of colour CCD cameras, the Group enhanced its camera line with the addition of a speed dome camera series, *TeleEye DM860*. Market responses to the *TeleEye* cameras were encouraging. The Group will continue to build up its CCTV camera product line so as to provide a one-stop shop video surveillance solution to the customers.

### 網絡上作視像傳送

除了 *TeleEye III+ VT* 視像傳送器 (「*TeleEye III+ VT*」) 及 *TeleEye III+ VR* 外，本集團推出 *TeleEye III+ VX* 系列數碼錄像傳送器 (「*TeleEye III+ VX*」) 及 *TeleEye III+ NF610* 網絡攝像機 (「*TeleEye III+ NF610*」)。

*TeleEye III+ VX* 系列是一系列集各種功能於一身的數碼錄像傳送器，具有內置視頻分割器及 OSD 屏幕顯示功能，可獨立運作，其抽取式硬盤設計可彈性地擴大錄像的容量，方便處理，*TeleEye III+ VX* 系列專為滿足市場對視像監察系統之要求而設。

*TeleEye III+ NF610* 為一系列直接接駁任何現有 TCP/IP 網絡的網絡攝像機，而 *TeleEye III+ NF610* 可利用標準網際瀏覽器透過互聯網接駁遙距視像。使用者亦可以此網絡攝像機將視像置入網頁及播放視像，以供更多人士觀看。

除了推出 *TeleEye III+ VX* 及 *TeleEye III+ NF610* 之外，本集團亦已重整現有的 *TeleEye III+ VR* 系列的產品型號；基本上新型號與舊型號在功能及表現方面均完全相同，但新型號卻具備雙倍的錄影容量。

### 多地區視像監察

本集團於二零零二年九月推出可配合監察十六個地區接收軟件的一路視頻之 *TeleEye III+ VT*。此產品可直接連繫電腦網絡，連同該監察十六個地區的接收軟件，可讓使用者透過網絡從個人電腦中同時監察多達十六個不同地區的情況。

### 以網際作視像傳送

於二零零二年九月推出之 *Cyber TeleEye* 網際視像方案為一種可將 *TeleEye* 即時傳送的視像加進其現有網頁之網際視像製作工具，此產品開拓多元化之網上視像直播應用，包括旅遊宣傳、交通監察及活動宣傳等。

### 閉路電視攝像機

在推出彩色可垂直及水平轉動之半球型攝像機 *TeleEye DM326* 及一系列彩色 CCD 攝像機後，本集團新添高速半球型 *TeleEye DM860* 攝像機系列以加強現有攝像機產品線。市場對於 *TeleEye* 攝像機的反應熱烈，本集團將繼續建立其閉路電視攝像機產品系列，藉以向客戶提供一站式的視像監察解決方案。

## RESEARCH AND DEVELOPMENT

The Group believes that keeping pace with market trends and technological advancement is the way to equip the Group in meeting the challenges ahead. Some of the major developments are:

### Mobile Camera

The Group is developing new models of *TeleEye III+ NF* that have built-in PCMCIA interface. The new camera can become a recording and mobile camera. It will be a plug and play camera that works with web browser or proprietary *TeleEye* software for recording and alarm functions. It is expected to be ready by the end of 2003.

### Security Management Solution

The Group has developed the *TeleEye Central Monitoring Station* ("TeleEye CMS01") software, which is specially designed for central monitoring applications and security management. The *TeleEye CMS01* has reached the stage of final testing and scheduled for launching by the end of 2003.

### Dialup CCTV

The first prototype of *TeleEye* dial up CCTV monitoring system is developed and has reached the final stage of testing.

## SALES AND MARKETING

In view of the poor economic environment, the Group had worked hard to expand market penetration. The Group actively promoted and marketed its new products by adopting cost-effective promotion programs like direct mailing and holding seminars to introduce hottest Network CCTV. Moreover, the Group had successfully raised the awareness of the *TeleEye* products by joining major international trade shows in Germany, Dubai, China and the UK during the Year. To further extend its distribution network of *TeleEye* products in the South and North America, the Group had appointed two distributors in Mexico and the USA.

To expand the Group's global distribution network, the Group had established a nationwide network of approved reseller program, which had been adopted in the UK, Middle East and China markets. Companies with expertise in security system installation were invited to become members of the reseller program.

The Group's sales and marketing team had visited distributors and major customers in Europe and Asia. However, the overseas visits were affected by the outbreak of SARS, which ultimately affected the sales performance of the Group in the quarter ended 30 June 2003.

## 研究及發展

本集團相信，緊貼市場發展趨勢、掌握嶄新的科技發展是本集團迎接面前挑戰的不二法門。本集團若干主要發展如下：

### 流動攝像機

本集團現正發展備有內置PCMCIA介面的 *TeleEye III+ NF* 新型號，此種插入即用式的嶄新攝像機可成為具有錄影功能的流動攝像機，並可與網際瀏覽器或 *TeleEye* 的專有軟件同時使用，以作錄影及警報之用，預期此產品可於二零零三年年底推出市場。

### 保安管理解決方案

本集團已開發專為中央監察應用方案及保安管理而設的 *TeleEye Central Monitoring Station* (「*TeleEye CMS01*」) 軟件。現時 *TeleEye CMS01* 已進入最後測試階段，並計劃於二零零三年年底推出。

### 撥號監察系統

本集團已開發 *TeleEye* 撥號閉路電視的監察系統的原型，並已進入最後的測試階段。

## 銷售及市場推廣

鑑於目前市況不景，本集團現正致力拓展市場佔有率，並積極透過採納具成本效益的宣傳計劃來宣傳及推廣其新產品，例如透過直接郵寄宣傳資料及舉辦研討會介紹其廣受歡迎的網絡閉路電視系統。此外，本集團在本年度內亦參加在德國、杜拜、中國及英國舉行的大型國際性貿易展覽，成功提升 *TeleEye* 產品的知名度。為進一步拓展 *TeleEye* 產品於南美洲及北美洲的分銷網絡，本集團已委聘兩家分別位於墨西哥及美國的分銷商。

為拓展本集團的全球分銷網絡，本集團已建立全國性認可轉售商計劃，並已於英國、中東及中國等市場推行；專業保安系統安裝公司已獲邀成為轉售商計劃之成員。

本集團之銷售及市場推廣隊伍已造訪歐洲及亞洲的分銷商及主要客戶，然而海外客戶的探訪活動因爆發非典型肺炎而受阻，令本集團截至二零零三年六月三十日止季度的銷售表現受到影響。

### ISO 9001 QUALITY MANAGEMENT SYSTEM

The Group aims at acquiring ISO 9001 certification in the coming year. The Group expects to strengthen the management systems, improve the production process and empower the staff's spirits in the pursuit of providing good quality service and operation. All areas of the Group's management system will be reviewed. Improvements and restructuring will be implemented and put into daily practices. A consulting team will be engaged to go through the Group's system for ISO 9001 compliance and finally, the Group will put themselves for audit by certification body. "Quality" is not an easy way to go. However, all the staff of the Group is committed to achieve it as "Quality" is the only way forward.

### PROSPECTS

Despite the unfavourable business environment, the Group had achieved a significant improvement in its turnover comparing with last year. Looking into the financial year 2003/2004, the Group foresees a tougher business environment. To sustain our position in the established markets, the Group will continue to enhance the Group's profitability by penetrating into new markets and maintaining its competitiveness.

To combine the forces and streamline the operations, the Group's head office and service centre have been relocated to a new location with larger floor area in Kwun Tong in August and September 2003, respectively. The Group expects the integration will enable the Group to have greater efficiency and better service to the customers.

### APPRECIATION

On behalf of the Board, I would like to express my gratitude to the management and staff of the Group for their hard work and dedication particularly in the harsh economic environment. I would also like to thank our shareholders, business associates, the City University of Hong Kong, customers and suppliers for their continuous support. The management and staff will continue to work diligently to achieve progress and good results.

Dr. Chan Chok Ki

*Chairman and Chief Executive Officer*

Hong Kong, 10 September 2003

### ISO 9001品質管理體系

本集團冀望於來年取得ISO 9001認證，藉以加強本集團之管理體系，改善生產程序，增強員工的士氣、群策群力，務求提供優質的服務及運作。同時本集團亦會檢討管理體系之各個範疇；並會在日常運作中進行改善及重組工作。另外，本集團亦會委託顧問團監察本集團的體系能否符合取得ISO 9001的規定，最後亦會邀請核查機構審核本集團是否符合有關要求。要達致「優質」的標準殊非易事，但本集團全體員工均會竭盡所能達致「優質」的目標，因此舉乃成功的關鍵。

### 展望

雖然營商環境不理想，但本集團之營業額較去年取得重大改善。展望二零零三／二零零四年財政年度，本集團預料營商環境將更為艱巨，為維持於各個市場的地位，本集團將透過開拓新市場，保持競爭力，以提升其溢利。

與此同時，為集中資源及精簡業務運作，本集團之總辦事處及服務中心已分別於二零零三年八月及九月遷往觀塘一個面積更寬敞的新辦事處，預期綜合業務可提升本集團之效率，並可向客戶提供更佳的服務。

### 鳴謝

本人謹代表董事會向本集團之管理層及員工就彼等在艱巨的營商環境下作出的努力致謝，並感謝列位股東、業務夥伴、香港城市大學、各位客戶及供應商的支持。管理層及員工將繼續竭盡全力，以取得進展及令人滿意的業績。

陳作基博士

*主席兼行政總裁*

香港，二零零三年九月十日

## FINANCIAL REVIEW

Turnover of the Group for the year ended 30 June 2003 surged to approximately HK\$26,447,000 (2002: HK\$17,005,000), representing an increase of 56% as compared to the last corresponding year. On a quarter-to-quarter comparison, turnover of the Group for the three months ended 30 June 2003 slightly increased by 2% to approximately HK\$5,859,000 when compared with the same quarter last year. Such increases were mainly due to deeper market penetration, especially in Hong Kong and Europe. However, in comparison with the previous quarter ended 31 March 2003, the Group's turnover for this quarter ended 30 June 2003 decreased by 19% or approximately HK\$1,365,000. It was substantially due to the outbreak of SARS in Asia.

Consequently, loss attributable to shareholders for the year ended 30 June 2003 diminished to approximately HK\$1,209,000 as compared to approximately HK\$4,399,000 for the corresponding year ended 30 June 2002. This encouraging result further proved the Group's success in global expansion and advanced product development strategies.

During the year ended 30 June 2003, *TeleEye* video surveillance systems and cameras generated over 90% of the Group's total turnover. Due to continuous growing demand in digital video recorders, the Group recorded strong revenue from *TeleEye III+ VR*, which accounted for approximately 50% (2002: approximately 10% as its debut was in March 2002) of the Group's total turnover.

Other income significantly dropped by 37% to approximately HK\$435,000, which was mainly attributable to the drop in interest rate for short-term deposits as well as the Group's surplus cash.

Total operating costs for the year ended 30 June 2003 were approximately HK\$19,612,000 (2002: HK\$17,392,000), representing a 13% increase. Such increase, in general, was attributable to an increase in operating expenses, particularly staff costs and rental expenses, incurred by the new overseas offices which mainly commenced operations in the second half of the financial year 2002 and in 2003. In addition, for the year ended 30 June 2003, the commercial sales of *TeleEye III+ VR* (which was debuted in March 2002) and other newly launched products (as stated in the Chairman's Statement) led to a rise in the level of amortisation of capitalised development costs. On the other hand, during the year ended 30 June 2003, the Group had been adopting a more cost effective promotion strategy, like focusing on joint promotion with distributors/resellers, direct mailing, press release and cold calling, which favourably resulted in a sharp decrease in advertising and promotion expenses but an increase in turnover.

## 財務回顧

本集團截至二零零三年六月三十日止年度之營業額上升至約26,447,000港元(二零零二年: 17,005,000港元),較去年同期上升56%。按季度比較,本集團截至二零零三年六月三十日止三個月之營業額,較去年同一季度輕微上升2%至約5,859,000港元。出現此等增幅主要是由於在香港及歐洲等地取得更高的市場滲透率所致。然而,與截至二零零三年三月三十一日止季度相比,本集團截至二零零三年六月三十日止季度之營業額減少19%,即約1,365,000港元,這主要是由於亞洲爆發非典型肺炎所致。

因此,截至二零零三年六月三十日止年度之股東應佔虧損,較截至二零零二年六月三十日止年度之約4,399,000港元減少至約1,209,000港元。取得此令人鼓舞的成績,再次證明本集團推行全球發展,以及發展嶄新產品策略之成功。

於二零零三年六月三十日止年度內,本集團之總營業額逾90%源自*TeleEye*視像監察系統及攝像機。鑑於數碼錄像傳送器之需求持續增加,本集團之*TeleEye III+ VR*錄得龐大收益,佔本集團之總營業額約50%(二零零二年:約為10%,因其自二零零二年三月才面世)。

其他收入大幅減少37%至約435,000港元,這主要是由於短期存款之利率下調及本集團之現金盈餘減少所致。

截至二零零三年六月三十日止年度之總經營成本約19,612,000港元(二零零二年:17,392,000港元),上升13%。整體而言,出現該等增幅主要歸因於新海外辦事處於二零零二年財政年度下半年及二零零三年才開始經營,致使員工成本及租金支出等經營開支增加。此外,在截至二零零三年六月三十日止年度,於二零零二年三月推出之*TeleEye III+ VR*之商業銷售,以及其他新推出之產品(誠如主席報告所述)導致發展成本資本化之攤銷水平有所增加。另一方面,在截至二零零三年六月三十日止年度內,本集團採取更具成本效益之宣傳策略,例如集中與分銷商/轉售商進行聯合宣傳活動,直接郵寄宣傳資料、刊發新聞稿及電話推銷等方式,均有助大幅降低廣告及宣傳支出,並增加營業額。



Consistent with the Group's policy, there was no share of loss of an associate, namely CAMERIO Japan, as the Group's accumulated share of loss had already exceeded its carrying amount of investment in CAMERIO Japan. For the year ended 30 June 2003, turnover generated by CAMERIO Japan was increasing while its loss was diminishing. In view of uncertain market condition in Japan and the recurring losses of CAMERIO Japan, as at 30 June 2003, the Board recognised an allowance of approximately HK\$131,000 for the loan made to this associate.

Basic loss per share reduced from 2.44 HK cents for the year ended 30 June 2002 to 0.67 HK cent for the corresponding year ended 30 June 2003.

## COMMENTS ON SEGMENT INFORMATION

### Europe

Europe became the largest market of the Group, whose turnover for the year ended 30 June 2003 amounted to approximately HK\$8,610,000 (2002: HK\$3,664,000) or 33% of the total turnover. Turnover from Europe significantly increased by approximately HK\$4,946,000 or 135% as compared to last financial year ended 30 June 2002. Such increase was contributed by timely and sufficient technical and marketing supports made by TeleEye Europe to the Group's distributors/approved installers in Europe. Such increase was also the result of frequent business visits to the Group's distributors in the area. Because of extensive marketing efforts in Europe, this year's segment result improved by approximately HK\$2,056,000 or 511% to approximately HK\$2,458,000.

### Hong Kong

Hong Kong was the second largest market of the Group, whose turnover for the year ended 30 June 2003 amounted to approximately HK\$8,592,000 (2002: HK\$5,783,000) or 32% of the total turnover. Compared with last corresponding year, there was a significant increase of 49%, which was mainly due to the substantial orders from project customers, particularly a major telecommunications operator in Hong Kong using the Group's products to monitor telephone exchange centers in Hong Kong. On the other hand, the Group executed many cost effective ways in promotion, like press release, direct mailing and cold calling. This resulted in a sharp increase in segment result of approximately HK\$2,446,000 or 131% to approximately HK\$4,310,000.

由於本集團應佔CAMERIO Japan之累積虧損已超逾其投資賬面值，根據本集團一貫政策，再無錄得應佔聯營公司CAMERIO Japan之虧損。截至二零零三年六月三十日止年度，源自CAMERIO Japan之營業額有所增長，而其虧損則減少。由於日本之市況不明朗，而CAMERIO Japan連續錄得虧損，於二零零三年六月三十日，董事會確認向此聯營公司之貸款提撥額外準備約131,000港元。

截至二零零二年六月三十日止年度之每股基本虧損由2.44港仙減少至截至二零零三年六月三十日止年度同期之0.67港仙。

## 分部資料之意見

### 歐洲

歐洲成為本集團最龐大之市場，截至二零零三年六月三十日止年度之營業額約為8,610,000港元（二零零二年：3,664,000港元），佔總營業額之33%。與截至二零零二年六月三十日止的上一個財政年度相比，歐洲之營業額大幅上升約4,946,000港元，即135%。出現該等增長主要歸功於TeleEye Europe能夠為本集團之歐洲分銷商／認可工程商提供適時及充足的技術支援及市場推廣服務；同時，此等增幅亦由於本集團積極地探訪區內的分銷商所致。再加上本集團在歐洲進行緊密的市場推廣工作，致使本年度分部業績得以改善，上升約2,056,000港元即511%至約2,458,000港元。

### 香港

香港為本集團之第二大市場，截至二零零三年六月三十日止年度之營業額約為8,592,000港元（二零零二年：5,783,000港元），佔總營業額之32%。與去年同期相比，營業額大幅增加49%，這主要是源於取得項目客戶的大宗訂單，包括香港一間大型電訊營辦商利用本集團之產品監察其於香港的電話交流中心。另一方面，本集團推行多項具有成本效益的宣傳策略，例如刊發新聞稿、直接郵寄宣傳資料及進行電話推銷，致使分部業績攀升約2,446,000港元至約4,310,000港元，升幅為131%。



#### Other Asian countries

Turnover from Asia, other than Hong Kong, for the year ended 30 June 2003 largely contributed by the Group's overseas offices in Singapore, China and Japan and increased by approximately HK\$1,037,000 or 20% as compared to last year. Such increase was mainly attributable to the sales in Singapore. During the year, TeleEye (S) continued to participate actively in market promotion, especially in arousing market acceptance of the Group's newly launched *TeleEye III+ VR* in Singapore. This year's segment result slightly decreased by approximately HK\$232,000 or 20% which was mainly due to the operating costs incurred by the newly established office in China (as TeleEye China was in full operation since the second quarter of the financial year 2002/2003).

#### Others

It was mainly contributed by the Middle East market, of which turnover was approximately HK\$1,444,000 for the year ended 30 June 2003. The next contributor to this segment was North America, of which turnover was approximately HK\$849,000 for the year ended 30 June 2003. Because of increasing market awareness in the Middle East and North America, both turnover and segment result increased as compared with last corresponding year.

#### DIVIDEND

The Board does not recommend the payment of dividend in order to retain sufficient cash for future business development (2002: Nil).

#### PROSPECTS OF NEW PRODUCTS AND MARKETS

Looking ahead, the Group will aggressively develop advanced products in network camera, digital video recording and alarm centre application software to cater for the market demand. The Group will continuously strengthen its existing markets, particularly in Europe, and further develop those growing markets, like China and Middle East. The Group expects these will widen its turnover base in future.

#### EMPLOYEES

The Group's staff costs, including employees' salaries, directors' emoluments and retirement benefits scheme contributions, were approximately HK\$12,610,000 for the year ended 30 June 2003 as compared with that of approximately HK\$10,924,000 in last corresponding year. Such rise was in line with the increase in headcount of full-time employees from 37 as at 30 June 2002 to 47 as at 30 June 2003. Out of the 10 new employees, 6 are employed for an overseas office.

#### 其他亞洲國家

截至二零零三年六月三十日止年度，源自亞洲（不包括香港）之營業額主要源自本集團於新加坡、中國及日本的海外辦事處，較去年同期增加約1,037,000港元，即20%，出現此等增加主要源自新加坡之銷售。在本年度內，TeleEye (S)繼續積極參與市場推廣活動，並增強本集團新近在新加坡推出之*TeleEye III+ VR*在市場的認受性。本年度之分部業績略為減少約232,000港元，即20%，主要是由於在中國成立之新辦事處—TeleEye China自二零零二／二零零三年財政年度第二季起全面投入運作所產生經營成本所致。

#### 其他

其他地區之營業額主要以中東市場為主，截至二零零三年六月三十日止年度之營業額約為1,444,000港元；而北美洲對此分部的貢獻僅次於中東市場，截至二零零三年六月三十日止年度之營業額約為849,000港元。由於本集團在中東及北美洲之知名度提高，因此營業額及分部業績均較去年同期有所增加。

#### 股息

董事會不擬派付股息以提供充裕現金以備日後業務發展所需（二零零二年：無）。

#### 新產品及市場前景

展望未來，本集團將積極在網絡攝像機、數碼錄像及警報中心應用軟件等方面研發嶄新產品以應付市場需求。本集團亦將繼續鞏固其現有市場（特別是歐洲市場），並進一步加快增長速度較快市場的發展，如中國及中東等地，預期此等市場日後可拓闊本集團的營業額基礎。

#### 僱員

截至二零零三年六月三十日止年度本集團之員工成本（包括僱員薪酬、董事酬金及退休福利計劃供款）約為12,610,000港元，而去年同期則約為10,924,000港元。員工成本乃隨全職僱員人數由二零零二年六月三十日之37人增加至二零零三年六月三十日之47人而增加，在10名新僱員中，6人為一駐海外辦事處員工。

Employees are paid at market remuneration with discretionary bonus and benefits of medical insurance, retirement benefit schemes, training and share options. Details of the employee share options were set out in note 23 to the financial statements.

## LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 30 June 2003, the Group continued to obtain a short-term advance from a minority shareholder to finance the operation of TeleEye (S), which is denominated in Singapore dollars and repayable on demand. The advance became non-interest bearing during this financial year.

Except for the above advance, the Group used substantially its internal resources and proceeds from listing to finance its operations. As at 30 June 2003, the Group has available banking facilities of HK\$5,000,000 from Hang Seng Bank but none of them had been utilised (30 June 2002: Nil). Consequently, the Group did not have any interest bearing loan as at 30 June 2003 and its gearing ratio, as a percentage of bank and other borrowings over total assets, as at 30 June 2002 was approximately 1%.

The Group had bank balances, deposits and cash of approximately HK\$19,348,000 as at 30 June 2003 (30 June 2002: HK\$22,851,000).

## CAPITAL STRUCTURE

Apart from the aforesaid advance, the Group did not have any other borrowings during the year under review.

There was no change in the Company's share capital and outstanding share options granted under the Company's share option schemes during the year ended 30 June 2003, other than the lapse of certain share options granted upon the resignation of grantees.

## SIGNIFICANT INVESTMENT

Apart from those blue chips securities and bonds acquired in 2001, the Group did not hold any significant investments as at 30 June 2003.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year under review, the Group invested approximately HK\$1,012,000 in TeleEye China and had no other material acquisitions and disposals of subsidiaries and affiliated companies.

僱員薪酬乃參照市場酬金而釐定，並包括酌情花紅及各種福利，如醫療保險、退休福利計劃、培訓及購股權。僱員購股權計劃之詳情載於財務報表附註23。

## 流動現金、財政資源及資本負債率

於二零零三年六月三十日，本集團繼續取得少數股東之短期墊款作為TeleEye (S)之經營資金。該筆墊款以新加坡元列示，並須按要求而償還。在本財政年度內該筆墊款改為不附利息。

除上述之墊款外，本集團主要運用其內部資源及上市所籌得之資金營運。於二零零三年六月三十日，本集團持有恒生銀行可動用銀行融資額5,000,000港元，惟所有款額均尚未動用(二零零二年六月三十日：無)。據此，本集團於二零零三年六月三十日並無任何附息貸款，而二零零二年六月三十日之資本負債率(銀行及其他借款除總資產之百分比)約為1%。

於二零零三年六月三十日本集團之銀行結餘、存款及現金約為19,348,000港元(二零零二年六月三十日：22,851,000港元)。

## 資本結構

除上文所述之墊款外，於回顧年度內本集團並無任何其他借款。

截至二零零三年六月三十日止年度內本公司之股本及根據本公司之購股權計劃已授出但尚未行使之購股權並無變動，惟因承授人辭任而致使若干已授出之購股權失效者除外。

## 重大投資

除於二零零一年購買之藍籌證券及債券外，於二零零三年六月三十日本集團並無持有任何重大投資。

## 重大收購及出售附屬公司及聯屬公司

於回顧年度內，本集團投資約1,012,000港元於TeleEye China，此外並無其他重大收購，亦無出售附屬公司及聯屬公司。

#### CHARGE ON ASSETS

As at 30 June 2003, the Group did not have any charge on its assets (30 June 2002: Nil).

#### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Other than those disclosed in the Company's prospectus dated 24 April 2001, the Group does not have any other plan for material investments or capital assets for the coming year.

#### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

During the year under review, the Group's transactions were substantially denominated in either Hong Kong or US dollars. Since the Hong Kong dollars are pegged to the US dollars, the Board considers that the potential foreign exchange exposure of the Group is limited. During the year under review, the Group did not use any financial instruments for hedging purposes (30 June 2002: Nil).

The Group closely monitors its foreign currency exposure from time to time and will engage appropriate hedging activities should needs arise.

#### CONTINGENT LIABILITIES

As at 30 June 2003, the Group did not have any contingent liabilities (30 June 2002: Nil).

#### 資產抵押

於二零零三年六月三十日，本集團之資產並無作任何抵押（二零零二年六月三十日：無）。

#### 重大投資或資本資產之未來計劃

除本公司於二零零一年四月二十四日之招股章程所披露者外，於來年本集團並無任何其他重大投資或資本資產之計劃。

#### 匯率波動及匯率對沖之風險

於回顧年度內，本集團之交易主要以港元或美元進行，由於港元與美元掛鈎，故董事會認為本集團之潛在匯兌風險有限。於回顧年度內，本集團並無運用任何財務工具作對沖之用（二零零二年六月三十日：無）。

本集團將不時密切留意外幣風險，並於必要時進行適當的對沖活動。

#### 或然負債

於二零零三年六月三十日，本集團並無任何或然負債（二零零二年六月三十日：無）。

The comparison of the Group's business objectives as set out in the Prospectus to actual business progress for the six months ended 31 December 2002 has been reported in the interim report during the year. The comparison for the six months ended 30 June 2003 is as follows:

#### BUSINESS OBJECTIVES

##### 業務目標

#### Product development

##### 產品發展

- Launch second generation of *TeleEAR*
- 推出第二代 *TeleEAR*
- Launch web based video recorder
- 推出網際攝像機
- Launch various versions of improved PDA video reception software
- 推出多個電子手帳視像接收軟件的改良版本
- Launch mobile phone video reception software
- 推出流動電話視像接收軟件
- Further improve network based audio reception and recording system
- 進一步改良網絡語音接收及錄音系統
- Test all existing software products on new operating systems
- 在新的操作系統測試所有現有軟件產品

如招股章程所載本集團截至二零零二年十二月三十一日止六個月之業務目標與實際業務進度之比較已呈報於本年度之中期業績報告內。截至二零零三年六月三十日止六個月之比較如下：

#### ACTUAL BUSINESS PROGRESS

##### 實際業務進度

Project is delayed subject to review of market demand

項目已押後以待進行市場對產品要求之檢討

Development of web based video playback function for *TeleEye III+ Video Recording Transmitter* finished and has been included in new products  
為 *TeleEye III+* 數碼錄像傳送器而設的網絡視像重播功能已完成並已用於新產品中

Work finished and has been included in new products

已完成工作並已用於新產品中

Investigation is commenced on the 3G mobile video transmission technology

開始研發第三代流動電話視像傳送技術

Audio recording function has been incorporated into the reception software and *TeleEye III+ Video Recording Transmitter*

語音錄音功能已加入接收軟件及 *TeleEye III+* 數碼錄像傳送器中

Work finished

已完成工作

## BUSINESS OBJECTIVES

## 業務目標

## Product development – continued

## 產品發展 – 續

- Further development in web cameras
- 進一步發展網際攝像機
- Further development in mobile phone video applications
- 進一步發展流動電話視像應用方案
- Commence development of various software and models of the fourth generation *TeleEye*
- 開始發展*TeleEye*第四代之多種軟件及型號

## Sale and marketing

## 銷售及市場推廣

- Explore the possibility of setting up an office or a joint venture company in a major city where potential for *TeleEye* Systems can be identified
- 在已確定對*TeleEye*系統有發展潛力之主要城市發掘成立辦事處或合營企業的機會
- Attend trade fairs and exhibitions in Japan, the UK, the USA and Hong Kong
- 在日本、英國、美國及香港參加交易會及展覽會
- Organise a distributors' conference to provide technical training, review marketing plans, sales techniques and resolve any distribution problems
- 舉辦分銷商會議以提供技術培訓、檢討市場推廣計劃及銷售技巧，並協助解決任何涉及分銷的問題
- Continue to create brand name awareness through promotional activities such as press conferences, product profile coverage in trade magazines and by mass media, and advertising in major trade magazines and mass media
- 透過宣傳活動(例如召開記者招待會、在貿易雜誌及大眾傳媒刊載有關產品之資料及在主要貿易雜誌及大眾傳媒刊登廣告)，繼續為本集團之品牌打響知名度

## ACTUAL BUSINESS PROGRESS

## 實際業務進度

Development of *TeleEye III+* NF Network Camera with built-in PCMCIA interface has commenced

已開始發展內置PCMCIA介面之*TeleEye III+* NF 網絡攝像機

Investigation is commenced on the 3G mobile video transmission technology

開始研發第三代流動電話視像傳送技術

Development of all real time Digital Video Recorder has commenced

已開始發展所有即時的數碼錄像機

Under the current economic situation, the plan for setting up new office in other city will be reviewed

在目前的經濟情況下，將重新檢討於其他城市成立新辦事處之計劃

Participated in major exhibitions in the UK, Middle East and China

在英國、中東及中國參加大型展覽會

Technical training, seminars and customer visits have been conducted

已提供技術培訓、舉辦研討會及造訪客戶

All the promotional activities have been carried out as planned especially for the launch of new products

所有宣傳活動，尤其為推出新產品而進行的宣傳活動已依計劃進行



**BUSINESS OBJECTIVES**  
 業務目標

**Sale and marketing – continued**  
 銷售及市場推廣 – 續

- Visit overseas distributors to review marketing plans, provide technical training and support
- 探訪海外分銷商，檢討市場推廣計劃，提供技術培訓及支援

Visits have been paid to China, Eastern and Western Europe, Japan, Middle East and the South East Asia 已完成探訪中國、東歐、西歐、日本、中東及東南亞

**Resources deployment**  
 資源調度

- Increase management, finance and administration staff by 2 to 8
- 增聘2名管理、財務及行政職員，令部門職員總數增至8名
- Increase engineering and research and development staff by 5 to 41
- 增聘5名工程、研究及發展職員，令該部門職員總數增至41名
- Increase sales and marketing staff by 3 to 20
- 增聘3名銷售及市場推廣職員，令該部門職員總數增至20名
- Total number of full-time staff expected to be 69
- 預期全職員工總數為69名

One additional staff has been employed. Total number of full-time staff is 7  
 已額外增聘1名職員。全職員工總數為7名

Four more staff has been employed. Total number of full-time engineering and research and development staff is 21  
 額外增聘4名職員。全職工程、研究及發展部門的員工總數為21名

Total number of full-time sales and marketing staff is decreased by 1 to 19  
 減少1名銷售及市場推廣部門的職員，全職員工總數為19名

Total number of full time staff is 47  
 全職員工總數為47名

**USE OF PROCEEDS**

The net proceeds from the public listing was applied in the following areas:

**所得款項用途**

公開上市所得款項淨額已作下列用途：

		For the six months ended 30 June 2003 截至二零零三年 六月三十日止六個月	
		Proposed 建議	Actual 實際
		HK\$ million 百萬港元	HK\$ million 百萬港元
Sales and marketing	銷售及市場推廣	18	4.4
Product development	產品發展	5	2.3
		23	6.7

After reviewing the global economic situation, the Group takes a more prudent approach in its business expansion plan in order to minimise any business risks arising from the uncertainties in the economic downturn. As a result, the rate of application of proceeds had been slowed down.

在審視全球之經濟情況後，本集團擬以更審慎的態度進行其業務拓展計劃，以減少任何因全球經濟逆轉而產生之不明朗因素所帶來之業務風險。故此，所得款項之應用速度減慢。

As at 30 June 2003, the Group has fully utilized its net proceeds from the listing.

於二零零三年六月三十日，本集團已悉數運用其公開上市所得款項淨額。

## DIRECTORS

### Executive Directors

**Dr. Chan Chok Ki**, aged 48, is a founder, chairman and the Chief Executive Officer of the Group, responsible for the overall corporate management and business development of the Group. He also actively participates in the strategic research and development of the Group. Dr. C.K. Chan is a research veteran in the digital signal processing and image compression technology. He had taught at the City University of Hong Kong (“City University”) since 1985 and was a professor of the Department of Electronic Engineering at the City University before he officially became involved in the management of the Group on a full-time basis in December 2000. He is presently an Adjunct Professor of the Department of Computer Engineering and Information Technology at the City University.

Dr. C.K. Chan is presently the Vice Chairman of the Industry and Technology Committee of the Hong Kong General Chamber of Commerce and the member of the HKTDC Electronics/Electrical Appliances Industry Advisory Committee of the Hong Kong Trade Development Council. Currently, he is also an independent non-executive director of Shun Cheong Holdings Ltd. He has received many awards which include the EDN Asia Innovator in 1996 and IEEE Third Millennium Award in 2000 for his outstanding achievement and contributions.

Dr. C.K. Chan obtained both his bachelor and master degrees of science in electrical engineering from The University of California, Los Angeles. He received his PhD degree in electronics from The Chinese University of Hong Kong.

**Dr. Ma Chi Kit**, aged 35, is a founder and the Chief Marketing Officer of the Group. He has extensive knowledge on digital signal processing and telecommunications technologies. He is presently responsible for formulation and implementation of marketing strategies, product pricing and positioning, and strategic management of channel distribution for the Group.

Dr. Ma obtained his bachelor’s degree with first class honours and a PhD degree in electronic engineering from the City University.

**Mr. Ho Ka Ho**, aged 31, is a founder and the Engineering Director of the Group. He is in charge of the engineering department of the Group and is responsible for product design, quality control, research and development of the Group. Mr. Ho has expertise in computer architecture, software engineering and digital signal processing.

Mr. Ho obtained his bachelor of engineering degree in computer engineering with first class honours and master of science degree in electronic engineering from the City University.

## 董事

### 執行董事

**陳作基**博士，現年48歲，為本集團創辦人、主席及行政總裁，負責本集團整體公司管理及業務發展，並積極參與本集團之策略研究及發展。陳博士為資深之數碼訊號處理及視像壓縮科技研究員。陳博士自一九八五年起於香港城市大學（「城市大學」）任教，擔任電子工程系教授，直至二零零零年十二月正式全職參與本集團管理。彼現為城市大學電腦工程與資訊科技系之特約教授。

陳博士現為香港總商會工業及科技委員會副主席及香港貿易發展局電子及家電業諮詢委員會會員。目前，彼亦為順昌集團有限公司之獨立非執行董事。陳博士曾多次獲獎，包括一九九六年的EDN亞洲發明家及二零零零年的電機暨電子工程師學會的IEEE Third Millennium Award，以表揚其傑出成就及貢獻。

陳博士於美國洛杉磯加州大學取得電機工程學士及碩士學位，並於香港中文大學取得電子學博士學位。

**馬志傑**博士，現年35歲，為本集團創辦人及市場總監，於數碼訊號處理及電訊科技具有廣泛經驗。彼現時負責制定及執行市場推廣策略、產品定價及定位，以及本集團分銷渠道之策略管理。

馬博士於城市大學獲得電子工程一級榮譽學士學位及博士學位。

**何家豪**先生，現年31歲，為本集團創辦人及董事（工程）。彼擔任本集團工程部門之主管，負責本集團之產品設計、品質控制、研究及開發。何先生於電腦建構、軟件工程及數碼訊號處理方面具有專業知識。

何先生獲頒城市大學電腦工程一級榮譽電腦工程學士學位，以及電子工程碩士學位。

#### Non-executive Director

**Dr. Chan Cheung Fat**, aged 45, is a founder and a research and development consultant of the Group, responsible for spearheading the research and development team on a part-time basis with particular focus on product design and development. Dr. C.F. Chan is a research veteran in the digital signal processing and speech compression technology.

Dr. C.F. Chan is presently an associate professor of the Department of Computer Engineering and Information Technology at the City University. He is also a director of Signal Communications Holdings Limited and Signal Communications Limited, both wholly-owned subsidiaries of the Company.

In 1998, he was named "EDN Asia Innovator" by the EDN Asia Magazine for his contribution in speech compression technology.

He received all his bachelor, master and PhD degrees in electronic engineering from The University of Essex, England.

#### Independent Non-executive Directors

**Professor Siu Wan Chi**, aged 53, is an independent non-executive Director who was appointed in September 2000. He is presently the Chair Professor and Director of Centre for Multimedia Signal Processing of the Department of Electronic and Information Engineering, The Hong Kong Polytechnic University. He was the Head of the same department and Dean of Engineering Faculty between 1994 and 2002.

Prof. Siu has held numerous public offices in the academic field including guest editor, associate editor and member of editorial board of renowned journals in the U.S., the UK and the PRC and chairman of academic/professional assessment panels.

Prof. Siu obtained his master of philosophy degree from The Chinese University of Hong Kong, and the PhD degree from The Imperial College of Science, Technology and Medicine, UK.

**Dr. Liao York**, age 57, is an independent non-executive Director who was appointed in November 2000. He is the managing director of a private investment and consultancy company Winbridge. He also serves on the board of a number of public and private companies in various fields: manufacturing, software, environmental and investment. He was appointed by the Government to the Boards of the Science and Technology Park and the Applied Science and Technology Research Institute.

#### 非執行董事

**陳祥發博士**，現年45歲，為本集團創辦人兼研究及開發顧問，以兼職性質負責推動研究及發展隊伍，特別專注於產品設計及發展。陳博士為數碼訊號處理及語音壓縮科技之資深研究員。

陳博士現任城市大學電腦工程與資訊科技系副教授。彼亦為本公司兩家全資附屬公司Signal Communications Holdings Limited及訊研科技有限公司之董事。

於一九九八年獲EDN亞洲雜誌選為「EDN亞洲發明家」，表揚其對語音壓縮技術之貢獻。

彼於英國Essex大學取得電子工程學士，碩士及博士學位。

#### 獨立非執行董事

**蕭允洽教授**，現年53歲，於二零零零年九月獲委任為獨立非執行董事。蕭教授任教於香港理工大學，他乃前任（一九九四年至二零零二年）電子及資訊工程學系系主任及工程學院院長，現為電子及資訊工程學系講座教授及多媒體信號處理中心主任。

蕭教授曾於學術界擔任多項公職，包括美國、英國及中國多份著名學術刊物之特約編輯、副主編及編輯委員會成員，並擔任學術／專業評審小組主席。

蕭教授於香港中文大學獲取哲學碩士學位，並取得英國倫敦大學帝國學院之博士學位。

**廖約克博士**，現年57歲。從二零零零年十一月被委任為獨立非執行董事。他目前是一家私人投資顧問公司的執行董事。他同時也是幾家工業生產、軟件、環保及投資公司的董事。香港政府委任他為香港科技園及應用科技研究所的董事。

On the public service side, Dr. Liao has been an active member of the University Grants Committee since 1994. He is a member of the Council of Advisors for Innovation and Technology, as well as the Chief Executive's Commission on Strategic Development.

Dr. Liao obtained his bachelor's degree in physics from California Institute of Technology. He received his master of arts and PhD degrees in applied physics from Harvard University.

## SENIOR MANAGEMENT

**Ms. Wong Siu Fan**, aged 31, is the financial controller, qualified accountant and company secretary of the Group. She has over nine years of experience in auditing, accounting and financial management. Prior to joining the Group in September 2000, Ms. Wong had worked for an international accounting firm and a public listed company in Hong Kong. Ms. Wong holds a bachelor's degree in accounting from The Hong Kong Polytechnic University, and is an associate member of the Hong Kong Society of Accountants and a fellow member of The Association of Chartered Certified Accountants.

**Mr. Lee Chiu Shing**, aged 35, is the regional manager of the Group. He joined the Group in May 1998. He is responsible for development of the Japanese market for the Group's products. He has over nine years of working experience in the electronics industry, including stationing as an electronic engineer in Japan for two years. Mr. Lee is responsible for setting up the operation, staff training, business development and technical support for the Group's joint venture company in Japan. Recently, he also takes the position of product quality assurance manager and is in charge of the quality assurance activities of the Group.

**Ms. Leung Pui Shan, Lydia**, aged 32, is the marketing communications manager of the Group. She has over seven years of experience in corporate communications, marketing, promotions and event management. Prior to joining the Group in September 1998, Ms. Leung had worked for listed companies in Hong Kong and high-technology fields. Ms. Leung holds a master degree in marketing from The University of Stirling, the UK.

在社會服務方面，他從一九九四年起已參與大學資助委員會的工作。他同時也是創新科技委員會及策略發展委員會的成員。

廖博士於加州理工學院取得物理學士；並於哈佛大學獲得文學碩士及應用物理博士學位。

## 高級管理層

**黃少芬女士**，現年31歲，為本集團之財務總監、合資格會計師及公司秘書，於二零零零年九月加入本集團。彼於審核、會計及財務管理方面積累超過九年經驗。加入本集團以前，彼曾於香港一間國際會計師行及一間上市公司工作。彼持有香港理工大學會計學士學位，並為香港會計師公會會士及英國特許會計師公會資深會士。

**李朝成先生**，現年35歲，為本集團之地區經理，彼於一九九八年五月加入本集團，負責為本集團產品開拓日本市場。彼於電子業擁有超過九年經驗，其中兩年擔任電子工程師，駐於日本。李先生負責為本集團於日本之合資經營公司建立運作架構、進行員工培訓、業務發展及技術支援。目前，彼擔任本集團之產品品質稽查經理，並負責品質稽查工作。

**梁佩珊女士**，現年32歲，為本集團之市場推廣經理，彼於企業傳訊、行銷、推廣及項目策劃方面累積超過七年經驗。彼於一九九八年九月加入本集團，在此之前於本港上市公司及高科技行業工作。彼持有英國史特靈大學市場學碩士學位。

The directors present their annual report and the audited financial statements for the year ended 30 June 2003.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company with its shares listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activities of its subsidiaries and an associate are set out in notes 13 and 14, to the financial statements, respectively.

## RESULTS

The results of the Group for the year ended 30 June 2003 are set out in the consolidated income statement on page 27.

The directors do not recommend the payment of a dividend.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

## SHARE CAPITAL

Details of the share capital of the Company are set out in note 22 to the financial statements.

## SHARE OPTIONS

Details of the share option schemes of the Company are set out in note 23 to the financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2003:

- (i) The Group's five largest customers accounted for less than 30% of the Group's total turnover.
- (ii) The Group's largest supplier and five largest suppliers accounted for 15% and 45%, respectively, of the Group's total purchases (not including purchases of items which are of capital nature).

According to the understanding of the directors, none of the directors, their associates (within the meaning of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules")) or any shareholders who owned more than 5% of the Company's share capital had any interest in the Group's five largest suppliers.

董事謹提呈截至二零零三年六月三十日止年度之年報及經審核財務報表。

## 主要業務

本公司為一家投資控股公司，其股份於香港聯合交易所有限公司（「聯交所」）之創業板（「創業板」）上市，其附屬公司及聯營公司之主要業務分別載於財務報表附註13及14。

## 業績

本集團截至二零零三年六月三十日止年度之業績載於第27頁之綜合收益表。

董事不擬派付股息。

## 物業、廠房及設備

本年度內有關本集團之物業、廠房及設備之變動詳情載於財務報表附註11內。

## 股本

有關本公司之股本變動詳情載於財務報表附註22內。

## 購股權

有關本公司之購股權變動詳情載於財務報表附註23內。

## 主要客戶及供應商

截至二零零三年六月三十日止年度：

- (i) 本集團之五大客戶佔本集團之總營業額少於30%。
- (ii) 本集團之最大供應商及五大供應商分別佔本集團之總採購額（不包括屬資本性質之採購項目）之15%及45%。

根據董事所知，各董事、彼等之聯繫人士（見聯交所創業板證券上市規則（「創業板上市規則」）之定義）或任何股東（指擁有本公司股本5%以上者）概無於本集團之五大供應商中擁有任何權益。



**DIRECTORS AND DIRECTORS' SERVICE CONTRACTS**

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

**Executive directors:**

Dr. Chan Chok Ki  
Dr. Ma Chi Kit  
Mr. Ho Ka Ho

**Non-executive director:**

Dr. Chan Cheung Fat

**Independent non-executive directors:**

Professor Siu Wan Chi  
Dr. Liao York

In accordance with Article 87 of the Company's Articles of Association, Professor Siu Wan Chi retires from office by rotation at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

The term of office of each non-executive director is the period up to his retirement or rotation in accordance with the Company's Articles of Association.

Each of the executive directors has entered into a service contract with the Company for an initial term of one year commencing 1 April 2001, which will continue thereafter unless and until terminated by either party by giving six months' prior written notice.

Dr. Chan Cheung Fat has entered into a two-year consultancy agreement with the Company commencing 1 April 2001 under which he has agreed to act as a research and development consultant to the Group on a part-time basis. The service period of such agreement has been extended and will continue unless and until terminated by either party by giving three months' prior notice.

Save as disclosed above, 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).

**董事及董事之服務合約**

於本年度內及截至本報告日期本公司之董事成員如下：

**執行董事：**

陳作基博士  
馬志傑博士  
何家豪先生

**非執行董事：**

陳祥發博士

**獨立非執行董事：**

蕭允治教授  
廖約克博士

根據本公司之組織章程細則第87條，蕭允治教授須於即將舉行之股東週年大會上輪值退任，惟彼乃合資格膺選連任。

各非執行董事之任期是根據本公司之組織章程細則所指截至其退任或輪值退任止之期間。

執行董事各自均與本公司訂立自二零零一年四月一日起生效之服務合約，初步為期一年，其後將會自動續約，直至其中一方向對方發出六個月之事先書面通知，方可終止。

陳祥發博士已與本公司訂立一項自二零零一年四月一日起計為期兩年之顧問協議。據此，彼同意以兼職之基準擔任本集團之研究及開發顧問。該協議之服務期限已延長，並將會自動續約，直至其中一方向對方發出三個月之事先書面通知後終止。

除上文所披露者外，於即將舉行之股東週年大會上被提名重選之董事，並無與本公司訂立任何本集團不能於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

## DIRECTORS' INTERESTS IN SECURITIES

At 30 June 2003, the interests of the directors and their associates in the share capital and underlying shares of the Company or any of its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or which are required, pursuant to Rule 5.40 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Name of director	董事姓名	Interests in issued shares 於已發行股份之權益 (notes 1 and 3) (附註1及3)	Interests in underlying shares pursuant to share options 根據購股權於相關股份中之權益 (notes 2 and 3) (附註2及3)	Total interests in issued shares/ underlying shares 於已發行股份/ 相關股份中之 權益總額	Approximate percentage of interests in issued shares 於已發行股份中之權益概約 百分比
Dr. Chan Chok Ki	陳作基博士	104,000,000	1,800,000	105,800,000	57.8
Dr. Chan Cheung Fat	陳祥發博士	104,000,000	–	104,000,000	57.8
Dr. Ma Chi Kit	馬志傑博士	–	1,440,000	1,440,000	–
Mr. Ho Ka Ho	何家豪先生	–	1,364,000	1,364,000	–

### Notes:

- These shares, representing 57.8% of the issued share capital of the Company as at 30 June 2003, are held by Etin City Limited, which is owned by Etin Tech Limited and CityU Enterprises Limited in the proportion of 70% and 30%, respectively. Etin Tech Limited is owned by Dr. Chan Chok Ki, Dr. Chan Cheung Fat, Dr. Ma Chi Kit and Mr. Ho Ka Ho in the proportion of approximately 44.3%, 34.3%, 14.3% and 7.1%, respectively. As Dr. Chan Chok Ki and Dr. Chan Cheung Fat are entitled to exercise or control the exercise of 30% or more of the voting power in general meetings of Etin Tech Limited, they are deemed to be interested in the entire shares in the Company held by Etin City Limited.
- The share options are granted to the directors pursuant to the share option schemes adopted by the Company, details of which are set out in note 23 to the financial statements.
- Interests in shares and underlying shares stated above are long positions.

Save as disclosed above, and other than a nominee share in a subsidiary held by a director in trust for the Group, at 30 June 2003, none of the directors of the Company had any interests or short positions in any securities of the Company or any of its associated corporations as defined in the SFO, or which are required, pursuant to Rule 5.40 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## 董事於證券之權益

於二零零三年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第352條而存置之登記冊所載，及根據創業板上市規則第5.40條須知會本公司及聯交所之規定，本公司之董事及彼等之聯繫人士於本公司或其任何相聯法團之股本及相關股份中擁有之權益如下：

Name of director	董事姓名	Interests in issued shares 於已發行股份之權益 (notes 1 and 3) (附註1及3)	Interests in underlying shares pursuant to share options 根據購股權於相關股份中之權益 (notes 2 and 3) (附註2及3)	Total interests in issued shares/ underlying shares 於已發行股份/ 相關股份中之 權益總額	Approximate percentage of interests in issued shares 於已發行股份中之權益概約 百分比
Dr. Chan Chok Ki	陳作基博士	104,000,000	1,800,000	105,800,000	57.8
Dr. Chan Cheung Fat	陳祥發博士	104,000,000	–	104,000,000	57.8
Dr. Ma Chi Kit	馬志傑博士	–	1,440,000	1,440,000	–
Mr. Ho Ka Ho	何家豪先生	–	1,364,000	1,364,000	–

### 附註：

- 於二零零三年六月三十日，此等佔本公司已發行股本57.8%之股份由Etin City Limited持有。Etin City Limited由Etin Tech Limited及城大企業有限公司分別按70%及30%之比例持有。Etin Tech Limited乃由陳作基博士、陳祥發博士、馬志傑博士及何家豪先生分別按約44.3%、34.3%、14.3%及7.1%之比例擁有。由於陳作基博士及陳祥發博士有權於股東大會上行使或控制行使30%或以上之Etin Tech Limited之投票權，故彼等被視作擁有所有由Etin City Limited持有本公司之股份。
- 董事獲授購股權乃根據本公司採納之購股權計劃而定，有關購股權計劃之詳情載於財務報表附註23。
- 上述於股份及相關股份中之權益均屬好倉。

除上文所披露者及由一名董事以本集團信託之身份持有於附屬公司之代理人股份外，於二零零三年六月三十日，根據創業板上市規則第5.40條須知會本公司及聯交所之規定，本公司之董事並無於本公司或其任何相聯法團（見證券及期貨條例之定義）之任何證券中擁有任何權益或淡倉。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes detailed in note 23 to the financial statements, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding company or any of its 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.

## SUBSTANTIAL SHAREHOLDERS

Save as the interests disclosed in the paragraph headed "Directors' Interests in Securities", the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having any interest or short position in the issued share capital of the Company as at 30 June 2003.

## COMPETING INTERESTS

The directors believe that none of the directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group.

## 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.

## 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.

## CORPORATE GOVERNANCE

The Company has complied throughout the year ended 30 June 2003 with the board practices and procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules.

## 購買股份或債務證券之安排

除財務報表附註23內所詳述之購股權計劃外，於本年度任何時間內，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債務證券而獲得利益之安排，而本公司之董事、彼等之配偶或年齡在18歲以下之子女於本年度內亦無擁有可認購本公司之證券之任何權益或行使任何該等權益。

## 董事在重要合約之利益

在本年度終結時或在本年度內任何時間，本公司各董事在本公司、其控股公司或其任何附屬公司所參與訂立之任何重要合約中，並無直接或間接擁有任何重大利益。

## 主要股東

除上文「董事於證券之權益」一段所披露者外，於二零零三年六月三十日，按照本公司根據證券及期貨條例第336條而須存置之主要股東登記冊所披露，並無任何人士於本公司之已發行股本中擁有任何權益或淡倉。

## 競爭權益

董事相信，本公司各董事或管理層股東（見創業板上市規則之定義）沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務擁有任何權益。

## 優先購買權

本公司之組織章程細則或開曼群島法例均無優先購買權之規定，致使本公司須按比例向現有股東授出新股份。

## 買賣或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

## 公司管治

截至二零零三年六月三十日止年度內，本公司一直遵照創業板上市規則第5.28至5.39條所載之董事會遵例及程序。

## AUDIT COMMITTEE

The audit committee has two members comprising two independent non-executive directors, namely Professor Siu Wan Chi and Dr. Liao York.

The primary duties of the audit committee are to review the Company's annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comment thereon to the board of directors. The audit committee will also be responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group.

The audit committee held four meetings during the year ended 30 June 2003.

## SPONSOR'S INTERESTS

Neither the sponsor of the Company, AMS Corporate Finance Limited ("AMS"), nor its associates obtained any material benefit as a result of the listing of the Company on the GEM of the Stock Exchange, other than by a sponsor agreement entered into between AMS and the Company, pursuant to which AMS received, and will receive, fees for acting as the Company's retained sponsor for the period from 8 May 2001 to 30 June 2003.

Save as disclosed above, as at 30 June 2003, AMS, its directors, employees and associates did not have any interest in the securities of the Company or any members of the Group, or any right to subscribe for or to nominate persons to subscribe for the securities of the Company or any members of the Group.

## AUDITORS

Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for the past three financial years, except for the year ended 30 June 2001, in which KPMG acted as auditors of the Company. A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors.

On behalf of the Board

Dr. Chan Chok Ki  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Hong Kong, 10 September 2003

## 審核委員會

審核委員會包括兩位獨立非執行董事蕭允治教授及廖約克博士。

審核委員會之首要任務為審閱本公司之年報及財務報表、季度報告及半年期間報告，並就該等報告向董事會提供意見及評價。審核委員會將負責檢討及監察本集團之財務申報程序及內部監控制度。

截至二零零三年六月三十日止年度內，審核委員會曾先後舉行四次會議。

## 保薦人權益

本公司之保薦人博資財務有限公司（「博資」）或其聯繫人士概無因本公司於聯交所創業板上市而獲取任何重大利益（惟本公司與博資訂立之保薦人協議除外）。據此保薦人協議，博資由二零零一年五月八日至二零零三年六月三十日止期間擔任本公司之保留保薦人而收取或將因此收取費用。

除上文所披露者外，於二零零三年六月三十日，博資、其董事、僱員及聯繫人士概無於本公司或本集團任何成員公司之證券中擁有任何權益，或擁有認購或提名任何人士認購本公司或本集團任何成員公司之證券之任何權利。

## 核數師

德勤•關黃陳方會計師行於過往三個財政年度均出任本公司之核數師，惟截至二零零一年六月三十日止年度除外，於該年度畢馬威會計師事務所出任本公司之核數師。於本公司之股東週年大會上將提呈一項決議案以重新委任德勤•關黃陳方會計師行為核數師。

承董事會命

陳作基博士  
主席及行政總裁

香港，二零零三年九月十日

## 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**

### TO THE SHAREHOLDERS OF TELEEEYE HOLDINGS LIMITED (incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 27 to 58 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 financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### 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 2003 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  
Certified Public Accountants

10 September 2003

### 致千里眼控股有限公司股東 (於開曼群島註冊成立的有限公司)

本核數師已完成審核刊於第27至第58頁按照香港普遍採納之會計原則所編製之財務報表。

#### 董事及核數師之責任

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

本核數師之責任是根據審核工作之結果，對該等財務報表表達獨立意見，並僅向股東作出群體及無其他用途之報告。本核數師不會就本報告內容對任何其他人士負責或承擔責任。

#### 意見之基礎

本核數師乃按照香港會計師公會所頒佈之核數準則進行是次審核工作。審核工作範圍包括以抽查方式審查與財務報表內所載各數額及披露事項有關之憑證，並包括評估董事於編製該等財務報表時所作出之各重大估計和判斷，及衡量究竟其所釐定之會計政策是否適合貴公司及貴集團之情況，及有否貫徹地應用並充份披露該等會計政策。

本核數師計劃及進行審核工作時，均以取得一切認為必需之資料及解釋為目標，使本核數師能獲得充份之憑證，就該等財務報表是否存有重要之錯誤陳述，作出合理之確定。於作出意見時，本核數師並衡量該等財務報表內所載之資料在整體上是否足夠，本核數師相信，我們之審核工作已為核數意見建立合理之基礎。

#### 意見

本核數師認為該等財務報表均真實與公平地反映貴公司及貴集團於二零零三年六月三十日之財務狀況及截至該日止年度貴集團之虧損及現金流量，並按照香港公司條例之披露要求而妥善編製。

德勤·關黃陳方會計師行  
執業會計師

香港，二零零三年九月十日



For the year ended 30 June 2003 截至二零零三年六月三十日止年度

			2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Turnover	營業額		26,447	17,005
Cost of sales	銷售成本		(8,531)	(4,952)
Gross profit	毛利		17,916	12,053
Other operating income	其他經營收入	5	435	688
Distribution costs	分銷成本		(7,436)	(6,779)
Administrative expenses	行政費用		(7,434)	(6,741)
Research and development expenditure	研究及發展支出		(4,742)	(3,872)
Loss from operations	經營虧損	6	(1,261)	(4,651)
Finance costs	財務費用	7	(11)	(9)
Share of loss of an associate	應佔聯營公司虧損		-	(404)
Loss before taxation	除稅前虧損		(1,272)	(5,064)
Taxation (charge) credit	稅項(支出)抵免	9	(30)	589
Loss before minority interest	扣除少數股東權益前 虧損		(1,302)	(4,475)
Minority interest	少數股東權益		93	76
Loss attributable to shareholders	股東應佔虧損		(1,209)	(4,399)
Basic loss per share	每股基本虧損	10	(0.67 cent 仙)	(2.44 cents 仙)

# 28 CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

TeleEye Holdings Limited  
千里眼控股有限公司  
Annual Report 2003 年報

At 30 June 2003 於二零零三年六月三十日

		Notes	2003	2002
		附註	二零零三年	二零零二年
			HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	888	1,061
Capitalised development costs	發展成本資本化	12	3,035	3,298
Interest in an associate	於聯營公司之權益	14	-	-
Investments in securities	證券投資	15	4,588	4,913
			8,511	9,272
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	16	4,604	3,154
Trade and other receivables	應收賬款及其他應收款	17	2,333	1,839
Amount due from an associate	應收聯營公司之款項	18	414	393
Bank balances, deposits and cash	銀行結餘、存款及現金		19,348	22,851
			26,699	28,237
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	19	2,501	3,130
Amount due to a minority shareholder	應付少數股東款項	20	325	332
Amounts due to directors	應付董事款項	21	347	371
Taxation	稅項		31	8
			3,204	3,841
<b>Net current assets</b>	<b>流動資產淨值</b>		23,495	24,396
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		32,006	33,668
<b>Minority interest</b>	<b>少數股東權益</b>		167	66
			32,173	33,734
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	22	1,800	1,800
Reserves	儲備		30,373	31,934
			32,173	33,734

The financial statements on pages 27 to 58 were approved and authorised for issue by the Board of Directors on 10 September 2003 and are signed on its behalf by:

第27至58頁之財務報表經董事會於二零零三年九月十日核准及授權刊印，並由下列董事代表董事會簽署：

DR. CHAN CHOK KI  
陳作基博士  
Director  
董事

MR. HO KA HO  
何家豪先生  
Director  
董事

At 30 June 2003 於二零零三年六月三十日

		Notes 附註	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
<b>Non-current asset</b>	<b>非流動資產</b>			
Investment in a subsidiary	於附屬公司之投資	13	10	10
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款		58	63
Amounts due from subsidiaries	應收附屬公司款項	21	17,559	12,670
Bank balances and deposits	銀行結餘及存款		7,838	12,199
			25,455	24,932
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款		791	285
Amounts due to subsidiaries	應付附屬公司款項	21	-	22
Amounts due to directors	應付董事款項	21	347	371
			1,138	678
<b>Net current assets</b>	<b>流動資產淨值</b>		24,317	24,254
			24,327	24,264
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	22	1,800	1,800
Reserves	儲備	24	22,527	22,464
			24,327	24,264

DR. CHAN CHOK KI

陳作基博士

Director

董事

MR. HO KA HO

何家豪先生

Director

董事

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

		Share capital	Share premium	Translation reserve	Investment revaluation reserve	Special reserve	Retained profits (deficit)	Total
		股本	股份溢價	匯兌儲備	重估儲備	特別儲備	保留溢利 (虧絀)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>THE GROUP</b>	<b>本集團</b>							
At 1 July 2001	二零零一年七月一日	1,800	21,605	(96)	-	14,990	375	38,674
Exchange differences on translation of overseas operations	因換算海外業務之賬目而產生之匯兌差距	-	-	37	-	-	-	37
Revaluation of investments in securities	重估證券投資	-	-	-	(578)	-	-	(578)
Net losses not recognised in the income statement	並未在收益表內確認之虧損淨額	-	-	37	(578)	-	-	(541)
Loss attributable to shareholders	股東應佔虧損	-	-	-	-	-	(4,399)	(4,399)
At 30 June 2002	於二零零二年六月三十日	1,800	21,605	(59)	(578)	14,990	(4,024)	33,734
Exchange differences on translation of overseas operations	因換算海外業務之賬目而產生之匯兌差距	-	-	(29)	-	-	-	(29)
Revaluation of investments in securities	重估證券投資	-	-	-	(323)	-	-	(323)
Net losses not recognised in the income statement	並未在收益表內確認之虧損淨額	-	-	(29)	(323)	-	-	(352)
Loss attributable to shareholders	股東應佔虧損	-	-	-	-	-	(1,209)	(1,209)
At 30 June 2003	於二零零三年六月三十日	1,800	21,605	(88)	(901)	14,990	(5,233)	32,173
Attributed to an associate:	源自聯營公司之權益：							
At 30 June 2003 and 2002	於二零零三年及二零零二年六月三十日	-	-	(99)	-	-	(961)	(1,060)

The special reserve of the Group represents the difference between the aggregate of the nominal value of share capital of the subsidiaries acquired pursuant to a group reorganisation in April 2001 and the nominal value of the share capital issued by the Company as consideration for the acquisition.

本集團之特別儲備乃指根據於二零零一年四月進行集團重組時被購入之附屬公司合計之股本面值與本公司發行股本作為收購代價之面值兩者之差額。

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Loss from operations	經營虧損	(1,261)	(4,651)
Adjustments for:	就下列項目作出調整：		
Interest income	利息收入	(281)	(575)
Dividend income from investments in securities	於證券投資之股息收入	(119)	(113)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	613	553
Amortisation of capitalised development costs	發展成本資本化之攤銷	1,456	828
Development cost capitalised	發展成本資本化	(1,193)	(1,399)
Allowance for bad and doubtful debts	呆壞賬撥備	57	16
Allowance for loan to an associate	給予聯營公司貸款之撥備	131	-
Allowance for inventories	存貨撥備	125	107
Exchange differences on translation	匯兌差距	(40)	32
Operating cash flows before movements in working capital	經營資金變動前之 經營現金流量	(512)	(5,202)
Increase in inventories	存貨之增加	(1,575)	(756)
(Increase) decrease in trade and other receivables	應收賬款及其他應收款(增加)減少	(551)	46
Increase in amount due from an associate	應收聯營公司之款項增加	(152)	(79)
(Decrease) increase in trade and other payables	應付賬款及其他應付款(減少)增加	(629)	1,729
Decrease in amounts due to directors	應付董事之款項減少	(24)	(775)
Cash used in operations	應用於經營業務之現金	(3,443)	(5,037)
Interest received	已收利息	283	577
Overseas tax paid	已付海外稅項	(8)	-
Hong Kong Profits Tax paid	已付香港利得稅	-	(4)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>應用於經營業務之現金淨額</b>	<b>(3,168)</b>	<b>(4,464)</b>
<b>INVESTING ACTIVITIES</b>	<b>投資業務</b>		
Purchase of property, plant and equipment	購入物業、廠房及設備	(436)	(504)
Dividend income received	已收股息收入	119	113
Purchase of investments in securities	購入證券投資	-	(5,492)
Advance to an associate	應付聯營公司之墊款	-	(314)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>應用於投資業務之現金淨額</b>	<b>(317)</b>	<b>(6,197)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資業務</b>		
Repayment of bank borrowing	償還銀行借款	(208)	-
(Repayment to) advance from a minority shareholder	(償還) 應收少數股東之墊款	(16)	332
Interest paid	已付利息	(2)	(9)
New bank borrowing raised	新造銀行借款	208	-
Capital contribution by a minority shareholder	少數股東之資本貢獻	-	2
Dividend paid	已付股息	-	(1,200)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>應用於融資業務之現金淨額</b>	<b>(18)</b>	<b>(875)</b>
<b>DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少</b>	<b>(3,503)</b>	<b>(11,536)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>於年初的現金及現金等價物</b>	<b>22,851</b>	<b>34,387</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR, representing bank balances, deposits and cash</b>	<b>於年終的現金及現金等價物 (即銀行結餘、存款及現金)</b>	<b>19,348</b>	<b>22,851</b>



For the year ended 30 June 2003 截至二零零三年六月三十日止年度

## 1. GENERAL

The Company was incorporated in the Cayman Islands with limited liability 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 Etin Tech Limited, a company incorporated in the British Virgin Islands (“BVI”).

The Company is an investment holding company. The principal activities of its subsidiaries and an associate are set out in notes 13 and 14, respectively.

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

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

### Foreign currencies

The revisions to SSAP 11 “Foreign currency translation” have eliminated the choice of translating the income statements of overseas operations at the closing rate for the year, the policy previously followed by the Group. They are now required to be translated at an average rate. This change in accounting policy has not had any material effect on the results for the current or prior accounting periods.

### Cash flow statements

Under SSAP 15 (Revised) “Cash flow statements”, cash flows are classified under three headings - operating, investing and financing, rather than the previous five headings. Interest received and paid, which were previously presented under a separate heading, are classified as operating and financing cash flows, respectively. Dividend received and paid, which were also previously presented under a separate heading, are classified as investing and financing cash flow, respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. Cash flows of overseas operations have been re-translated at the rates prevailing at the dates of the cash flows rather than the rate of exchange ruling on the balance sheet date. The change in exchange rates used for translation of the cash flows of overseas operations has not had any material effect on the comparative amounts shown in the cash flow statement.

## 1. 一般事項

本公司在開曼群島註冊成立為有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市，其最終控股公司為Etin Tech Limited，一家於英屬處女群島（「英屬處女群島」）註冊成立之公司。

本公司為一家投資控股公司，其附屬公司及聯營公司之主要業務分別載於附註13及14。

## 2. 採納新增及經修訂之會計實務準則

於本年度內，本集團首次採納多項由香港會計師公會所頒佈之新增及經修訂之會計實務準則（「會計實務準則」），致使須採納下列新增及經修訂之會計政策。採納此等會計實務準則後致使現金流量表之呈列方式出現變動及加入權益變動表，惟對本期間或以前會計期間之業績並無重大影響。據此，毋須作出以前期間調整。

### 外幣

會計實務準則第11號（經修訂）「外幣匯兌」撤銷可按結算日之匯率換算海外業務之收益表之選擇，亦即本集團以往依循之政策。現時該等收益表須按平均匯率換算。此會計政策之改變對本期間或以前會計期間之業績並無任何重大影響。

### 現金流量表

根據會計實務準則第15號（經修訂）「現金流量表」，現金流量分為下列三類：經營、投資及融資活動，而並非如先前分為五類。先前分別列於不同項目下之已收及已付利息已分別列入經營及融資業務現金流量。先前亦分別列於不同項下之已收及已付股息已分別列入投資及融資現金流量。因利得稅項而產生之現金流量已列入經營業務，惟能獨立確認為投資或融資活動者除外。海外業務之現金流量已按於交易日之匯率重新換算，而非以於結算日之適用匯率換算。用以換算海外業務之現金流量之匯率改變並無對現金流量表呈列之比較數字構成重大影響。

**2. ADOPTION OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE – continued**

**Employee benefits**

SSAP 34 “Employee benefits” introduces measurement rules for employee benefits, including retirement benefit plans. Because the Group participates only in defined contribution retirement benefit scheme, the adoption of SSAP 34 has not had any material impact on the financial statements.

**3. SIGNIFICANT ACCOUNTING POLICIES**

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

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

**Basis of consolidation**

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

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.

**Turnover**

Turnover represents the amounts received and receivable for goods sold, less returns and allowances, to outside customers during the year.

**Revenue recognition**

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

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

Dividend income from investments is recognised when the shareholders’ right to receive payment have been established.

**2. 採納新增及經修訂之會計實務準則 – 續**

**僱員福利**

會計實務準則第34號「僱員福利」引入僱員福利之量度準則，包括退休福利計劃。由於本集團只參與定額供款退休福利計劃，採納會計實務準則第34號對財務報表並無任何重大影響。

**3. 主要會計政策**

財務報表乃按歷史成本法而編製，並就證券投資之重估而作出修訂。

財務報表乃根據香港一般採用之會計準則而編製。以下為本集團採納之主要會計政策：

**編製綜合賬目之基準**

綜合財務報表包括本公司及其附屬公司截至每年六月三十日之財務報表。

於本年度內（或由收購生效日期或截至出售生效日期起計（如適用））收購或出售附屬公司之業績已計入綜合收益表內。

**營業額**

營業額指本年度內已售出貨品之已收及應收回款額減給予外來客戶之退款及津貼之款項。

**收益確認**

銷售貨品在交付貨品及移交所有擁有權時確認入賬。

利息收入以時間基準，按尚餘本金及適用利率計算確認入賬。

投資之股息收入在股東獲授權收取款項時確認入賬。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES – continued**

**Property, plant and equipment**

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

Depreciation is provided to write off the cost of property, plant and equipment, over their estimated useful lives and after taking into account their estimated residual value, if any, using the straight-line method, at the following rates per annum:

Leasehold improvements	33 <sup>1</sup> / <sub>3</sub> %
Furniture and fixtures	20%
Office equipment	20% – 33 <sup>1</sup> / <sub>3</sub> %

The gain or loss arising on the 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.

**Research and development costs**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its useful life.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

**Impairment**

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

**3. 主要會計政策 – 續**

**物業、廠房及設備**

物業、廠房及設備是按成本減折舊及累計減值虧損確認入賬。

物業、廠房及設備折舊的計算方法是以直線法按其估計可使用年期及經考慮其估計剩餘價值來撇銷其成本，年率如下：

租賃物業裝修	33 <sup>1</sup> / <sub>3</sub> %
傢俬及裝置	20%
辦公室設備	20% – 33 <sup>1</sup> / <sub>3</sub> %

因出售或報廢資產而產生之收益或虧損是按資產之銷售所得款項與賬面值之差額計算，並記入收益表內。

**研究及發展成本**

研究活動之支出在其產生之期間內列為一項開支。

因發展支出而出現由內部產生之無形資產僅會在預期已清楚界定項目所產生之發展成本將可透過日後之商業活動所彌補時確認。所產生之資產按直線之基準以其可使用年期攤銷。

倘並無由內部產生之無形資產可予以確認，則發展支出將在其產生之期間內列為一項支出。

**減值**

本集團於各結算日均對其有形資產及無形資產之賬面值作出評估，以釐定有否任何跡象顯示該等資產出現減值虧損。倘若估計資產之可收回金額低於其賬面值，則資產之賬面值將調低至其可收回金額之價值。減值虧損乃即時列為一項支出。

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### Impairment – continued

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

#### Investments in subsidiaries

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

#### Interests in associates

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

#### Investments in securities

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

At subsequent reporting date, debt securities that the Group has the expressed intention and ability to hold to maturity (held-to-maturity debt securities) are measured at amortised cost, less any impairment loss recognised to reflect irrecoverable amounts. The annual amortisation of any discount or premium on the acquisition of a held-to-maturity security is aggregated with other investment income receivable over the term of the instrument so that the revenue recognised in each period represents a constant yield on the investment.

All securities other than held-to-maturity debt securities are measured at subsequent reporting dates at fair value.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the period. For other securities, unrealised gains and losses are dealt with in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the net profit or loss for the year.

### 3. 主要會計政策 – 續

#### 減值 – 續

倘若減值虧損於其後撥回，資產之賬面值將調升至重估後之可收回金額，而增加後之賬面值不得超過倘若該資產在過往年度並無確認減值虧損時原應確認之賬面值。減值虧損之撥回乃即時列為一項收入。

#### 於附屬公司之投資

於附屬公司之投資已按成本，減任何已識別之減值虧損列入本公司之資產負債表內。

#### 於聯營公司之權益

綜合收益表包括截至本年度本集團應佔其聯營公司收購後之業績。於綜合資產負債表內，於聯營公司之權益是按本集團應佔聯營公司之資產淨值減任何已識別之減值虧損列賬。

#### 於證券之投資

於證券之投資是按交易日期之基準首先以成本列賬。

於其後之報告日期，本集團表示有意及有能力持有至到期之債務證券(持有至到期之債務證券)是以攤銷成本減任何已確認減值虧損計算以反映無法收回之金額。收購持有至到期之債務證券而產生之任何折讓或溢價之年度攤銷乃連同其他應收投資收入按債務證券年期計算，致使各期間之已確認收益達致固定投資利潤。

除持有至到期之債務證券外，所有證券在其後之報告日期按公平值計算。

倘持有證券作買賣而言，未確認收益及虧損將列入該期間之溢利或虧損淨額。就其他證券而言，未確認收益及虧損均須記入儲備，直至該證券出售或視為減值，屆時先前在儲備中確認之累計收益或虧損則列入其年度之溢利或虧損淨額內。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

#### Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of the 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 an asset will crystallise in the foreseeable future.

#### Foreign currencies

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

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

#### Operating leases

Rentals paid and payable under operating leases are charged to the income statement on a straight-line basis over such term of the relevant lease.

#### Retirement benefits costs

Payments to the Group's defined contribution retirement schemes are charged as expenses as they fall due.

### 3. 主要會計政策 – 續

#### 存貨

存貨是按成本與可變現淨值兩者中的較低者列賬。成本是按先進先出的成本公式計算。

#### 稅項

稅項支出乃根據截至本年度之業績並就毋須課稅或不可扣除之項目作出調整而計算。時差是由於在計算稅項時確認若干項目之收入及支出之期間與該等項目記入財務報表之期間有所不同而產生。因時差產生之稅務影響以負債方式於財務報表中確認為遞延稅項，惟只限於確認在可見將來可能實現之負債或資產。

#### 外幣換算

港元以外之貨幣進行的交易初步是按交易日的適用匯率紀錄。以港元以外貨幣計算的貨幣資產及負債均按結算日的適用匯率重新兌換為港元。因換算而產生之收益及虧損將列入收益表內。

編製綜合財務報表時，本集團海外業務之資產及負債乃以結算日之適用匯率兌換為港元。收入及支出項目則以該年度之平均匯率兌換。若產生兌換差距，則分類為權益，並轉入本集團之匯兌儲備。該等兌換差距於出售業務之期間內確認為收入或支出。

#### 經營租約

已付及應付之經營租約租金支出是以直線之基準按有關租約之年期列入收益表內。

#### 退休福利成本

本集團對到期之定額供款退休計劃之供款視作一項支出。



#### 4. SEGMENT INFORMATION

In accordance with the Group's internal financial reporting, the Group has determined that geographical segment by location of customers is its primary reporting format.

##### Geographical segments

The Group reports its primary segment information by geographical location of its customers who are principally located in Hong Kong, other Asian countries and Europe. Segment information about these geographical markets is presented below:

2003

二零零三年

		Hong Kong	Other Asian countries 其他 亞洲國家	Europe 歐洲	Others 其他	Eliminations 對銷	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
TURNOVER	營業額						
External sales	來自外界 之銷售	8,592	6,147	8,610	3,098	-	26,447
Inter-segment sales	分部間之銷售	-	1,167	-	-	(1,167)	-
Total turnover	總營業額	8,592	7,314	8,610	3,098	(1,167)	26,447
SEGMENT RESULT	分部業績	4,310	904	2,458	1,635	-	9,307
Unallocated corporate income	未劃分的 公司收入						435
Unallocated corporate expenses	未劃分的 公司費用						
- Administrative and other expenses	- 行政及其他 費用						(6,261)
- Research and development expenditure	- 研究及發展 支出						(4,742)
Loss from operations	經營虧損						(1,261)
Finance costs	財務費用						(11)
Loss before taxation	除稅前虧損						(1,272)
Taxation charge	稅項支出						(30)
Loss before minority interest	扣除少數股東 權益前虧損						(1,302)

#### 4. 分部資料

根據本集團之內部財務呈報方式，本集團決定以客戶之所在地區分部作為其主要呈報方式。

##### 地區分部

本集團以其客戶(其客戶主要位於香港、其他亞洲國家及歐洲)之所在地區呈報其主要業務資料。以下為按上述地區劃分之市場之分部資料：

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

**4. SEGMENT INFORMATION – continued**

**Geographical segments – continued**

Inter-segment sales are charged at cost plus a percentage mark-up.

The following is an analysis of the carrying amount of segment assets and segment liabilities, analysed by the geographical location of its customers:

2003

二零零三年

**4. 分部資料 – 續**

**地區分部 – 續**

分部間之銷售是按成本加某一百分比溢價計算。

以下為按客戶所在地區劃分之分部資產及分部負債之賬面值之分析：

		Hong Kong	Other Asian countries 其他	Europe	Others	Consolidated	
		香港	亞洲國家	歐洲	其他	綜合	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	537	2,169	997	22	3,725	
Unallocated corporate assets	未劃分的公司資產					31,485	
Consolidated total assets	綜合總資產					<u>35,210</u>	
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	710	330	215	161	1,416	
Unallocated corporate liabilities	未劃分的公司負債					1,788	
Consolidated total liabilities	綜合總負債					<u>3,204</u>	
		Hong Kong	Other Asian countries 其他	Europe	Others	Corporate	Consolidated
		香港	亞洲國家	歐洲	其他	公司	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Capital additions	資本添置	–	219	24	–	193	436
Development costs capitalised	發展成本資本化	–	–	–	–	1,193	1,193
Depreciation	折舊	–	45	26	–	542	613
Amortisation of capitalised development costs	發展成本資本化之攤銷	–	–	–	–	1,456	1,456
Other non-cash expenses	其他非現金費用	54	134	–	–	125	313

4. SEGMENT INFORMATION – continued  
Geographical segments – continued4. 分部資料 – 續  
地區分部 – 續

2002

二零零二年

		Hong Kong	Other Asian countries 其他	Europe 歐洲	Others 其他	Eliminations 對銷	Consolidated 綜合
		香港	亞洲國家	歐洲	其他	對銷	綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
TURNOVER	營業額						
External sales	來自外界之 銷售	5,783	5,110	3,664	2,448	-	17,005
Inter-segment sales	分部間之銷售	-	431	-	-	(431)	-
Total turnover	總營業額	5,783	5,541	3,664	2,448	(431)	17,005
SEGMENT RESULT	分部業績	1,864	1,136	402	1,092	-	4,494
Unallocated corporate income	未劃分的公司 收入						688
Unallocated corporate expenses	未劃分的公司 費用						
- Administrative and other expenses	- 行政及其他 費用						(5,961)
- Research and development expenditure	- 研究及發展 支出						(3,872)
Loss from operations	經營虧損						(4,651)
Finance costs	財務費用						(9)
Share of loss of an associate	應佔聯營公司 虧損	-	(404)	-	-	-	(404)
Loss before taxation	除稅前虧損						(5,064)
Taxation credit	稅項抵免						589
Loss before minority interest	扣除少數股東 權益前虧損						(4,475)

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**4. SEGMENT INFORMATION – continued**

**Geographical segments – continued**

Inter-segment sales are charged at cost plus a percentage mark-up.

The following is an analysis of the carrying amount of segment assets and segment liabilities, analysed by the geographical location of its customers:

2002

二零零二年

**4. 分部資料 – 續**

**地區分部 – 續**

分部間之銷售是按成本加某一百分比溢價計算。

以下為按客戶所在地區劃分之分部資產及分部負債之賬面值之分析：

		Hong Kong	Other Asian countries	Europe	Others	Consolidated
		香港	其他亞洲國家	歐洲	其他	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>ASSETS</b>	<b>資產</b>					
Segment assets	分部資產	495	686	607	30	1,818
Unallocated corporate assets	未劃分的公司資產					35,691
Consolidated total assets	綜合總資產					37,509
<b>LIABILITIES</b>	<b>負債</b>					
Segment liabilities	分部負債	933	152	430	342	1,857
Unallocated corporate liabilities	未劃分的公司負債					1,984
Consolidated total liabilities	綜合總負債					3,841

		Hong Kong	Other Asian countries	Europe	Others	Corporate	Consolidated
		香港	其他亞洲國家	歐洲	其他	公司	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Capital additions	資本添置	-	55	70	-	379	504
Development costs capitalised	發展成本資本化	-	-	-	-	1,399	1,399
Depreciation	折舊	-	11	9	-	533	553
Amortisation of capitalised development costs	發展成本資本化之攤銷	-	-	-	-	828	828
Other non-cash expenses	其他非現金費用	11	-	5	-	107	123

4. SEGMENT INFORMATION – continued

Geographical segments – continued

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

4. 分部資料 – 續

地區分部 – 續

以下為按資產所在地區劃分之分部資產與物業、廠房及設備之添置及資本化發展成本之賬面值之分析。

		Carrying amounts of segment assets 分部資產之賬面值		Additions to property, plant and equipment and capitalised development costs 物業、廠房及設備 與資本化發展成本之添置	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Hong Kong	香港	33,053	36,672	1,386	1,778
Other Asian countries	其他亞洲國家	1,937	568	219	55
Europe	歐洲	220	269	24	70
		35,210	37,509	1,629	1,903

Business segments

The Group is solely engaged in research and development and sales and marketing of audio and video monitoring systems. Accordingly, all of the Group's turnover, contribution to loss from operations and assets were attributable to this business segment.

業務分部

本集團只從事視聽監察系統之研究及開發，銷售及市場推廣。據此，本集團之所有營業額、經營虧損貢獻及資產已納入本業務分部。

5. OTHER OPERATING INCOME

5. 其他經營收入

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Other operating income is analysed as follows:			
Interest income from			
- bank deposits	源自以下項目之利息收入 - 銀行存款	211	524
- investments in securities, net of amortisation of premium on acquisition of approximately HK\$2,000 (2002: HK\$1,000)	- 證券之投資，扣減收購 溢價之攤銷約2,000港元 (二零零二年：1,000港元)	67	49
- amount due from an associate	- 應收聯營公司之款項	3	2
Dividends from investments in securities	於證券投資之股息	119	113
Others	其他	35	-
		435	688



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**6. LOSS FROM OPERATIONS**

**6. 經營虧損**

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Loss from operations has been arrived at after charging:	經營虧損 已扣除：		
Staff costs including directors' emoluments	員工成本(包括董事酬金)	12,093	10,548
Retirement benefits scheme contributions	退休福利計劃供款	517	376
<b>Total staff costs</b>	<b>員工成本總額</b>	<b>12,610</b>	<b>10,924</b>
Less: Amount capitalised as development costs	減：資本化並列作發展成本之款項	(1,193)	(1,399)
		<b>11,417</b>	<b>9,525</b>
Allowance for bad and doubtful debts	呆壞賬撥備	57	16
Allowance for inventories	存貨撥備	125	107
Allowance for loan to an associate	給予聯營公司貸款之撥備	131	-
Amortisation of capitalised development costs included in research and development expenditure	發展成本資本化之攤銷 (已列入研究及發展支出)	1,456	828
Auditors' remuneration	核數師酬金	246	240
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	613	553

**7. FINANCE COSTS**

**7. 財務費用**

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Interest on	利息		
- bank borrowing wholly repayable within five years	- 須於五年內全數償還之 銀行借款	2	-
- advance from a minority shareholder wholly repayable within five years	- 來自一少數股東須於 五年內全數償還之墊款	9	9
		<b>11</b>	<b>9</b>

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

8. 董事及僱員酬金

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Directors' fees:	董事袍金：		
Executive	執行董事	-	-
Non-executive	非執行董事	-	-
Independent non-executive	獨立非執行董事	160	160
		160	160
Other emoluments for executive and non-executive directors:	執行及非執行董事的其他酬金：		
Salaries and other benefits	薪金及其他福利	3,527	3,551
Retirement benefits scheme contributions	退休福利計劃供款	36	36
		3,563	3,587
		3,723	3,747

Emoluments of the directors were within the following bands:

酬金在以下範圍內的董事人數如下：

		No. of directors 董事人數	
		2003 二零零三年	2002 二零零二年
HK\$1,000,000 or below	1,000,000港元或以下	5	5
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	1	1

The four (2002: four) executive and non-executive directors received emoluments of approximately HK\$2,016,000, HK\$732,000, HK\$628,000 and HK\$187,000 for the year ended 30 June 2003 (2002: approximately HK\$2,016,000, HK\$756,000, HK\$628,000 and HK\$187,000). Other than a fee of approximately HK\$80,000 (2002: HK\$80,000) for the year ended 30 June 2003, each of the two independent non-executive directors is not entitled to any other emoluments from the Group.

本公司四位(二零零二年：四位)執行及非執行董事在截至二零零三年六月三十日止年度內收取之酬金分別約為2,016,000港元、732,000港元、628,000港元及187,000港元(二零零二年：約2,016,000港元、756,000港元、628,000港元及187,000港元)。除截至二零零三年六月三十日止年度之袍金約80,000港元(二零零二年：80,000港元)外，兩名獨立非執行董事各自均不能獲取本集團之任何其他酬金。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

**8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS**  
 – continued

The five highest paid individuals included three (2002: three) directors of the Company, details of whose emoluments are set out above. The emoluments of the remaining two (2002: two) individuals, which fall within the band of nil to HK\$1,000,000 for each of the two years ended 30 June 2003, are as follows:

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,021	780
Bonus	花紅	–	68
Retirement benefits scheme contributions	退休福利計劃供款	82	24
		<b>1,103</b>	<b>872</b>

During each of the years ended 30 June 2003 and 2002, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director waived any emoluments during the years ended 30 June 2003 and 2002.

**9. TAXATION (CHARGE) CREDIT**

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
The (charge) credit comprises:	稅項(支出)抵免包括：		
Taxation outside Hong Kong – current year	香港以外之稅項－本年度	(30)	(8)
Deferred taxation credit (note 25)	遞延稅項抵免(附註25)	–	597
		<b>(30)</b>	<b>589</b>

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group incurred tax losses for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Details of the deferred taxation are set out in note 25.

**8. 董事及僱員酬金－續**

在五位酬金最高的人士中，包括本公司之三位(二零零二年：三位)董事，已在上文載有有關的酬金詳情。其餘兩位(二零零二年：兩位)人士於截至二零零三年六月三十日止兩個年度各自的酬金介乎零至1,000,000港元，詳情如下：

截至二零零三年及二零零二年六月三十日止各個年度內，本集團並無向五位酬金最高的人士(包括董事)支付任何款項作為吸引此等人士加入本集團之獎勵或在加入本集團之時收取獎勵或離職補償。此外，截至二零零三年及二零零二年六月三十日止年度內並無任何有關董事放棄任何酬金。

**9. 稅項(支出)抵免**

由於本集團在截至兩個年度內均出現稅項虧損，故並無在財務報表中撥備香港利得稅。

在其他司法權區產生的稅項是按有關司法權區現行的稅率計算。

有關遞延稅項的詳情載於附註25。

**10. BASIC LOSS PER SHARE**

The calculation of basic loss per share is based on a loss of approximately HK\$1,209,000 (2002: loss of HK\$4,399,000), being loss attributable to shareholders and 180,000,000 (2002: 180,000,000) ordinary shares in issue during the year.

No disclosure of diluted loss per share for the years ended 30 June 2003 and 2002 is shown as the effect of the potential ordinary shares outstanding would result in a decrease in loss per share for both years.

**11. PROPERTY, PLANT AND EQUIPMENT****10. 每股基本虧損**

每股基本虧損乃根據虧損(即股東應佔虧損)約1,209,000港元(二零零二年:虧損4,399,000港元)及年度內已發行普通股180,000,000股(二零零二年:180,000,000股)計算。

截至二零零三年及二零零二年六月三十日止年度並無每股攤薄虧損之披露,是由於具有潛在影響之已發行普通股將導致截至兩個年度之每股虧損減少。

**11. 物業、廠房及設備**

		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>				
<b>COST</b>	<b>成本</b>				
At 1 July 2002	於二零零二年 七月一日	254	470	1,629	2,353
Exchange adjustments	匯兌調整	-	-	7	7
Additions	添置	73	43	320	436
At 30 June 2003	於二零零三年 六月三十日	327	513	1,956	2,796
<b>DEPRECIATION</b>	<b>折舊</b>				
At 1 July 2002	於二零零二年 七月一日	130	242	920	1,292
Exchange adjustments	匯兌調整	-	-	3	3
Provided for the year	本年度撥備	97	84	432	613
At 30 June 2003	於二零零三年 六月三十日	227	326	1,355	1,908
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>				
At 30 June 2003	於二零零三年 六月三十日	100	187	601	888
At 30 June 2002	於二零零二年 六月三十日	124	228	709	1,061

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**12. CAPITALISED DEVELOPMENT COSTS**

**12. 發展成本資本化**

HK\$'000  
 千港元

THE GROUP	本集團	
COST	成本	
At 1 July 2002	於二零零二年七月一日	4,336
Additions	添置	1,193
At 30 June 2003	於二零零三年六月三十日	5,529
AMORTISATION	攤銷	
At 1 July 2002	於二零零二年七月一日	1,038
Provided for the year	本年度撥備	1,456
At 30 June 2003	於二零零三年六月三十日	2,494
NET BOOK VALUE	賬面淨值	
At 30 June 2003	於二零零三年六月三十日	3,035
At 30 June 2002	於二零零二年六月三十日	3,298

Development costs recognised as an asset are amortised using the straight-line method over three years from the commencement of the commercial phase of the products developed.

已確認為資產的發展成本在已發展產品的商業階段開始後，以直線法攤銷，攤銷期為三年。

**13. INVESTMENT IN A SUBSIDIARY**

**13. 於附屬公司之投資**

		THE COMPANY	
		本公司	
		2003	2002
		二零零三年	二零零二年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted investment, at cost	非上市投資，按成本	10	10



## 13. INVESTMENT IN A SUBSIDIARY – continued

Details of the Company's subsidiaries as at 30 June 2003 were as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立/註冊 及經營地點	Issued and fully paid up ordinary share capital/ registered capital 已發行及 繳足普通股 股本/註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 由本公司 持有之已發行 股本/註冊資本之 面值百分比		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Signal Communications Holdings Limited	BVI 英屬處女群島	HK\$15,000,000 15,000,000港元	100	–	Investment holding 投資控股
SiCOM China Limited	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
SiCOM Europe Limited	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
SiCOM Far East Limited	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
SiCOM Japan Limited	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
Signal Communications Limited 訊研科技有限公司	Hong Kong 香港	HK\$1,000 1,000港元	–	100	Research and development and sales and marketing of audio and video monitoring systems 視聽監察系統之研究及 發展及銷售及市場推廣
TeleEye Europe Limited	The United Kingdom 英國	GB£1 1英鎊	–	100	Marketing of audio and video monitoring systems 視聽監察系統之市場推廣
TeleEye (S) Pte Limited	Republic of Singapore 新加坡	S\$1,000 1,000新加坡元	–	51	Sales and marketing of audio and video monitoring systems 視聽監察系統之 銷售及市場推廣
千里眼數碼科技(深圳) 有限公司(Note)(附註)	The People's Republic of China (the "PRC") 中華人民共和國 (「中國」)	US\$130,000 130,000美元	–	100	Production, sales and marketing of audio and video monitoring systems 視聽監察系統之製造及 銷售及市場推廣

Note: The company is registered in the form of a wholly owned foreign enterprise.

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

## 13. 於附屬公司之投資 – 續

於二零零三年六月三十日，本集團附屬公司之詳情如下：

附註：該公司以全資擁有外資企業之方式註冊。

於本年度終結時或本年度之任何時間內概無附屬公司擁有任何尚未償還之借貸資本。

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14. INTEREST IN AN ASSOCIATE

14. 於聯營公司之權益

THE GROUP  
 本集團

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Share of net assets of an associate	應佔聯營公司之資產淨值	-	-

Details of the Group's associate as at 30 June 2003 were as follows:

於二零零三年六月三十日，本集團之聯營公司詳情如下：

Name of associate	Place of incorporation and operation	Proportion of nominal value of issued capital held by the Group 由本集團持有之已發行股本面值百份比	Principal activity
聯營公司名稱	註冊成立及經營地點		主要業務
CAMERIO Japan, Incorporated	Japan 日本	49%	Sales and marketing of audio and video monitoring systems 視聽監察系統之銷售及市場推廣

15. INVESTMENTS IN SECURITIES

15. 證券投資

THE GROUP  
 本集團

		Held-to-maturity debt securities 持有至到期債務證券		Other securities 其他證券		Total 總額	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Listed equity securities in Hong Kong	香港之上市股本證券	-	-	3,030	3,353	3,030	3,353
Listed debt securities in the United States of America	美國之上市債務證券	1,558	1,560	-	-	1,558	1,560
		1,558	1,560	3,030	3,353	4,588	4,913
Market value of listed securities	上市證券之市值	1,564	1,567	3,030	3,353	4,594	4,920

## 16. INVENTORIES

		THE GROUP 本集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原料	2,271	1,614
Finished goods	製成品	2,333	1,540
		4,604	3,154

Included in the above are raw materials of approximately HK\$27,000 (2002: Nil) and finished goods of approximately HK\$110,000 (2002: HK\$124,000) which were carried at net realisable value.

以上約27,000港元(二零零二年:無)之原料及約110,000港元(二零零二年:124,000港元)之製成品以可變現資產淨值列賬。

## 17. TRADE AND OTHER RECEIVABLES

The Group allows an average credit period of 30 days to its trade customers.

Included in trade and other receivables are trade receivables of approximately HK\$1,642,000 (2002: HK\$905,000). The following is an aged analysis of trade receivables at the balance sheet date prepared on the basis of due payment date of sales invoice:

## 17. 應收賬款及其他應收款

本集團平均給予其貿易客戶三十日之信貸期。

應收賬款及其他應收款包括應收貿易賬款約1,642,000港元(二零零二年:905,000港元)。於結算日按銷售發票到期付款日期之基準計算之賬齡分析如下:

		THE GROUP 本集團	
		2003 二零零三年	2002 二零零二年
		HK\$'000 千港元	HK\$'000 千港元
Current	即期付款	1,532	610
1 to 3 months overdue	逾期1至3個月	56	189
More than 3 months but less than 12 months overdue	逾期超過3個月但 在12個月以內	54	106
		1,642	905

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**18. AMOUNT DUE FROM AN ASSOCIATE**

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Loan account	貸款賬項	183	314
Trade account	貿易賬項	231	79
		414	393

The amount is unsecured and repayable on demand. The loan account bears interest at 1% per annum and the trade account is non-interest bearing.

**18. 應收聯營公司之款項**

該筆款項為無抵押及須按要求而償還。貸款賬項之年息為1%，而貿易賬項則不附利息。

**19. TRADE AND OTHER PAYABLES**

Included in trade and other payables are trade payables of approximately HK\$408,000 (2002: HK\$783,000). The following is an aged analysis of trade payables at the balance sheet date prepared on the basis of due payment date of supplier invoice:

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Current	即期付款	326	606
1 to 3 months overdue	逾期1至3個月	37	2
More than 3 months but less than 12 months overdue	逾期超過3個月但 在12個月以內	45	175
		408	783

**19. 應付賬款及其他應付款**

應付賬款及其他應付款包括應付貿易賬款約408,000港元(二零零二年:783,000港元)。於結算日按供應商發票之到期付款日期之基準計算之賬齡分析如下:

**20. AMOUNT DUE TO A MINORITY SHAREHOLDER**

**THE GROUP**

The balance is unsecured, non-interest bearing (2002: borne interest at prevailing market rates) and is repayable on demand.

**20. 應付少數股東款項**

**本集團**

該筆結餘為無抵押、不附利息(二零零二年:按現行市場利率計息)及須按要求而償還。

**21. AMOUNTS DUE FROM/TO SUBSIDIARIES AND DIRECTORS**

**THE GROUP AND THE COMPANY**

The balances are unsecured, non-interest bearing and are repayable on demand.

**21. 應收/應付附屬公司及董事款項**

**本集團及本公司**

該筆結餘為無抵押、不附利息及須按要求而償還。

## 22. SHARE CAPITAL

## 22. 股本

		Number of shares 股份數目	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定股本：		
At 1 July 2001, 30 June 2002 and 30 June 2003	於二零零一年七月一日、 二零零二年六月三十日及 二零零三年六月三十日	800,000,000	8,000
Issued and fully paid:	已發行及繳足股本：		
At 1 July 2001, 30 June 2002 and 30 June 2003	於二零零一年七月一日、 二零零二年六月三十日及 二零零三年六月三十日	180,000,000	1,800

## 23. SHARE OPTION SCHEMES

The Company adopts the Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") and the Share Option Scheme (the "Option Scheme") to grant share options to eligible employees, including the executive directors of the Company and its subsidiaries.

The Pre-IPO Scheme was adopted pursuant to a resolution passed on 12 April 2001 to recognise the contribution of executive directors and employees of the Company and its subsidiaries to the growth of the Group and/or the listing of the Company's shares on the GEM. The options under the scheme granted the right to the holder to subscribe for new ordinary shares of the Company at HK\$0.60 per ordinary share and the maximum number of shares in respect of which options might be granted under the scheme was 14,400,000. The number of shares in respect of which options might be granted to any individual was not permitted to exceed 3,600,000.

Options might be granted without any initial payment. Options granted are exercisable to the extent of an aggregate total of 25%, 50%, 75% and 100% at anytime after 6 months, 18 months, 30 months and 42 months, respectively, from the commencement of the trading of the shares of the Company on the GEM, and have a duration of 10 years from their respective vesting dates.

Upon the listing of the Company's shares on the GEM on 8 May 2001 no further options could be granted by the Company under the Pre-IPO Scheme. The rights of the holders of the share options granted prior thereto are not affected and such options granted continue to remain valid and exercisable in accordance with the terms of the scheme.

## 23. 購股權

本公司採納招股前購股權計劃（「招股前購股權計劃」）及購股權計劃（「購股權計劃」），藉以向合資格僱員（包括本公司及其附屬公司之執行董事）授出購股權。

本公司根據於二零零一年四月十二日通過之一項決議案採納招股前購股權計劃，藉以對本公司及其附屬公司之執行董事及僱員對本集團之成功及／或本公司股份於創業板上市所作出之貢獻予以肯定。根據計劃購股權授予持有人權利可按每股普通股0.60港元認購本公司之新普通股，而根據計劃可予授出之購股權涉及之最高股份數目為14,400,000股。可授予任何人士之購股權之股份數目不可超過3,600,000股。

購股權在並未支付任何初步款項之情況下仍然可予授出。購股權在本公司股份於創業板開始買賣後，可分別在滿六個月、十八個月、三十個月及四十二個月之後之任何時間內，順次序行使合共佔購股權總額之25%、50%、75%及100%。該等購股權由各自可行使之日期起計十年內有效。

自本公司股份於二零零一年五月八日在創業板上市後，根據招股前購股權計劃，本公司將不得再授出購股權，而在此以前獲授購股權之持有人所享有之權益將不會受到影響，根據計劃之條款該等已授出之購股權將仍然有效並可予以行使。

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**23. SHARE OPTION SCHEMES – continued**

The following table discloses movements in the Company's share options under the Pre-IPO Scheme during the years ended 30 June, 2002 and 2003:

**23. 購股權 – 續**

下表披露於截至二零零二年及二零零三年六月三十日止年度內根據招股前購股權計劃本公司之購股權之變動詳情：

Date of grant 授出日期	Exercise price per share 每股 購股權 行使價 HK\$ 港元	Balance at 1 July 2001 於二零零一年 七月一日 尚餘之購股權	Lapsed		Lapsed		Balance at 30 June 2003 於二零零三年 六月三十日 尚餘之購股權
			during the year 於年度內已 失效之購股權 (note) (附註)	Balance at 30 June 2002 於二零零二年 六月三十日 尚餘之購股權	during the year 於年度內已 失效之購股權 (note) (附註)		
<b>Directors of the Company</b> 本公司之董事							
Dr. Chan Chok Ki 陳作基博士	12 April 2001 二零零一年 四月十二日	0.60 1,800,000	-	1,800,000	-	1,800,000	
Dr. Ma Chi Kit 馬志傑博士	12 April 2001 二零零一年 四月十二日	0.60 1,440,000	-	1,440,000	-	1,440,000	
Mr. Ho Ka Ho 何家豪先生	12 April 2001 二零零一年 四月十二日	0.60 1,364,000	-	1,364,000	-	1,364,000	
		4,604,000	-	4,604,000	-	4,604,000	
Employees of the Group 本集團僱員	12 April 2001 二零零一年 四月十二日	0.60 9,796,000	(676,000)	9,120,000	(1,628,000)	7,492,000	
		14,400,000	(676,000)	13,724,000	(1,628,000)	12,096,000	

Note: These options lapsed upon the resignation of the grantees.

附註：此等購股權在承授人辭任後失效。

No options had been exercised since the date of grant. At 30 June 2003, the number of shares in respect of which options had been granted under the Pre-IPO Scheme represents 6.7% (2002: 7.6%) of the shares of the Company in issue at that date.

自授出日期起計並無購股權獲行使。於二零零三年六月三十日，根據招股前購股權計劃授出之購股權之股份數目佔該日期本公司已發行股份6.7% (二零零二年：7.6%)。



### 23. SHARE OPTION SCHEMES – continued

The Option Scheme was adopted on 12 April 2001 for the primary purpose of providing incentives to directors and eligible employees for a term of ten years. Option may be granted without any initial payment and should be accepted within 21 days from the date of grant. The subscription price, subject to adjustment, is the higher of (i) the nominal value of the shares of the Company; (ii) the closing price of the Company's shares as stated in the GEM of the Stock Exchange's daily quotation sheet ("Daily Quotation Sheet") on date of grant; and (iii) the average closing price of the Company's shares as stated in the Daily Quotation Sheet for the five business days immediately preceding the date of grant.

The option holder may subscribe for shares in the Company during such period as may be determined by the directors (which shall be not less than three years and not more than ten years from the date of grant). The maximum number of shares in respect of which options may be granted cannot exceed 10% of the issued share capital of the Company from time to time.

No employee or director shall be granted an option which, if exercised in full, would result in such employee or director becoming entitled to subscribe for more than 25% of the aggregate number of shares for the time being issued and issuable under the Option Scheme. No options had been granted since the adoption of the Option Scheme.

### 23. 購股權 – 續

本公司於二零零一年四月十二日採納購股權計劃之主要目的旨在向董事及合資格僱員提供獎勵，有效期為十年。購股權在並未支付任何款項之情況下仍然可予授出，並須於授出日期起計21日內接納。認購價(可予調整)將為(i)本公司股份面值；(ii)本公司股份在授出日期於聯交所創業板之每日報價表(「每日報價表」)之收市報價；及(iii)本公司股份在緊接授出日期前五個交易日於每日報價表之平均收市報價(三者以最高款額者為準)。

購股權持有人可在由董事釐定之該等期間內認購本公司之股份(該等期間為不得少於自授出日期起計三年但不得超過十年)。該等授出之購股權涉及之最高股份數目，任何時候都不得超過本公司已發行股份之10%。

倘僱員或董事全面行使購股權而將致使該等僱員或董事有權認購根據購股權計劃當時已發行或可予發行之股份數目合計超過25%者，則不得向彼等授出購股權。自採納購股權計劃以來本公司並無授出購股權。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

**24. RESERVES**

**24. 儲備**

		Share premium 股份溢價 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>THE COMPANY</b>	<b>本公司</b>			
At 1 July 2001	於二零零一年七月一日	21,605	565	22,170
Profit attributable to shareholders	股東應佔溢利	-	294	294
At 30 June 2002	於二零零二年六月三十日	21,605	859	22,464
Profit attributable to shareholders	股東應佔溢利	-	63	63
At 30 June 2003	於二零零三年六月三十日	21,605	922	22,527

In the opinion of the directors, the Company's reserves available for distribution to its shareholders as at 30 June 2003 comprised share premium and retained profits in aggregate amounting to approximately HK\$22,527,000 (2002: HK\$22,464,000) provided that, after distribution, the Company will be able to pay its debts as they fall due in the ordinary course of business.

本公司各董事認為，於二零零三年六月三十日本公司可向其股東派付之儲備(包括股份溢價及保留溢利)合共約為22,527,000港元(二零零二年：22,464,000港元)，惟本公司在派付後將須仍有能力償付該等在正常業務過程中到期之債項者，方可派付。

**25. DEFERRED TAXATION**

**25. 遞延稅項**

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Balance brought forward	承前結餘	-	597
Credit for the year (note 9)	本年度抵免(附註9)	-	(597)
Balance carried forward	結轉入結餘	-	-

25. DEFERRED TAXATION – continued

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

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Tax effect of timing differences attributable to:	源自下列項目之時間 差距之稅項影響：		
Development costs capitalised	發展成本資本化	486	528
Excess of tax allowances over depreciation	免稅額與折舊的差額	28	117
Unutilised tax losses	尚未動用之稅項虧損	(1,136)	(900)
		(622)	(255)

Deferred taxation asset in respect of tax losses available to set off future profits has not been recognised in the financial statements as it is not certain that the asset will crystallise in the foreseeable future.

The amount of the net unprovided deferred taxation (credit) charge for the year is as follows:

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Tax effect of timing differences attributable to:	源自下列項目之時間 差距之稅項影響：		
Development costs capitalised	發展成本資本化	(91)	528
Excess of tax allowances over depreciation	免稅額與折舊的差額	(101)	117
Tax loss arising	所產生之稅項虧損	(154)	(900)
Effect of change in tax rate	稅率轉變之影響	(21)	-
		(367)	(255)

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

25. 遞延稅項－續

於結算日，未撥備之遞延稅項（資產）負債主要包括下列各項：

可供抵銷將來溢利之稅項虧損之遞延稅項資產並無於財務報表中確認，是由於尚未能確定該資產會否於可見將來實現。

以下為截至本年度之未撥備遞延稅項（抵免）支出淨額之款項：

截至本年度或於結算日本公司並無重大未撥備遞延稅項。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

## 26. RETIREMENT BENEFIT SCHEME

The subsidiary in Hong Kong participates in a defined contribution retirement scheme (“MPF Scheme”) registered under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contributions are available to reduce contributions payable in future years.

The employees of the subsidiary in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiary is required to contribute 8% to 9% of the basic salary of its employees to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit is to make the specified contribution.

In addition to the participation in the above retirement benefit schemes, the subsidiary in the United Kingdom and the subsidiary in Singapore are required to contribute, respectively, to National Insurance Contributions and Central Provident Fund Scheme for certain of its employees in the United Kingdom and Singapore based on applicable rates in accordance with the relevant government regulations.

The total cost charged to income statement of approximately HK\$517,000 (2002: HK\$376,000) represents contributions payable to these schemes by the Group in respect of current accounting period.

## 26. 退休福利計劃

於香港之附屬公司參與根據強制性公積金計劃條例註冊的定額供款退休計劃（「強積金計劃」），強積金計劃之資產與本集團之資產分開持有，而本集團之資產則存放於由一名獨立信託人管理的基金。根據強積金計劃規則之規定，僱主及其僱員各自須按規則指定之比率供款。就強積金計劃而言本集團只須按個別計劃提供所須供款。本集團並無可用作扣減未來數年應付供款之沒收供款。

本集團於中國之附屬公司之僱員為國家管理退休福利計劃之成員，該計劃由中國政府經營。附屬公司須按照其僱員基本薪金之8%至9%向退休福利計劃作出供款。就此等退休福利而言本集團只須作出指定供款。

除參與上述退休福利計劃外，分別於英國及新加坡之附屬公司須根據英國及新加坡政府之法例，按適當比率分別為其於上述兩個國家之若干僱員向 National Insurance Contributions 及 Central Provident Fund Scheme 供款。

在收益表內扣除之總成本約517,000港元（二零零二年：376,000港元）為本集團於本會計期間向此等計劃作出之供款。

27. OPERATING LEASE ARRANGEMENTS

27. 經營租約安排

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Minimum lease payments made under operating leases in respect of premises during the year	於本年度內有關物業須支付之最低租約租金	1,560	1,209

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

於結算日，本集團就有關物業之不可取消經營租約而須在未來支付之最低租約租金之承擔於下列日期到期：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Within one year	一年內	293	1,235
In the second to fifth year inclusive	第二年至第五年 (首尾兩年包括在內)	-	253
		293	1,488

Operating lease payments represent rentals payable by the Group for office premises. Leases are negotiated and rentals are fixed for an average of two years.

應付之經營租約租金指本集團為辦公室物業支付之租金。租約及固定租金平均每兩年商定一次。

The Company had no significant lease commitments at the balance sheet date.

本公司於結算日並無重大租約承擔。

28. CAPITAL COMMITMENTS

28. 資本承擔

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements	收購物業、廠房及設備 (已訂約，但尚未在 財務報表內撥備)之資本支出	27	-

The Company had no significant capital commitments at the balance sheet date.

本公司於結算日並無重大資本承擔。

For the year ended 30 June 2003 截至二零零三年六月三十日止年度

**29. CONTINGENT LIABILITIES**

At 30 June 2003, the Company had an outstanding guarantee issued in favour of a bank of HK\$5,000,000 (2002: HK\$5,000,000) for securing general banking facilities granted to a subsidiary. The subsidiary did not utilise any of these facilities at the balance sheet date.

The Group had no significant contingent liabilities at the balance sheet date.

**31. RELATED PARTY TRANSACTIONS**

**29. 或然負債**

於二零零三年六月三十日，本公司為一附屬公司獲授之一般銀行融資額向一銀行提供5,000,000港元(二零零二年：5,000,000港元)擔保。於結算日，該附屬公司並無動用任何此等銀行融資。

本集團於結算日並無重大或然負債。

**31. 關連人士交易**

		THE GROUP 本集團	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Sales to an associate (note i)	向聯營公司銷售 (附註i)	739	292
Sales to City University of Hong Kong ("City University") and its related parties (note i)	向香港城市大學(「城大」)及其關連人士銷售 (附註i)	-	87
Interest income from an associate (note ii)	來自聯營公司之利息收入 (附註ii)	3	2
Management fee to an associate (note iii)	向聯營公司支付管理費 (附註iii)	-	44
Service fee to City University (note iii)	向城大支付服務費 (附註iii)	33	35

CityU Enterprises Limited, a wholly owned subsidiary of City University, holds a 30% interest in Etin City Limited, a substantial shareholder of the Company.

Notes:

- (i) The selling price was determined by the directors with reference to prices for similar transactions with unrelated third parties.
- (ii) Interest was charged at 1% per annum.
- (iii) The transaction was carried out in accordance with terms determined and agreed by both parties.

持有Etin City Limited(本公司之主要股東之一)30%權益之城大企業有限公司為城大之全資附屬公司。

附註：

- (i) 董事在參照非關連第三方進行類似交易之價格後始行釐定售價。
- (ii) 利息按年率1%計算。
- (iii) 交易乃按照由相方釐定及同意之條款進行。



RESULTS

業績

		Year ended 30 June 截至六月三十日止年度				
		1999 一九九九年	2000 二零零零年	2001 二零零一年	2002 二零零二年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	12,907	16,440	18,471	17,005	26,447
Profit (loss) before taxation	除稅前溢利(虧損)	3,717	5,413	1,876	(5,064)	(1,272)
Taxation (charge) credit	稅項(支出)抵免	(565)	(875)	(298)	589	(30)
Profit (loss) before minority interest	扣除少數股東權益前溢利(虧損)	3,152	4,538	1,578	(4,475)	(1,302)
Minority interest	少數股東權益	-	-	-	76	93
Profit (loss) for the year	本年度溢利(虧損)	3,152	4,538	1,578	(4,399)	(1,209)

ASSETS AND LIABILITIES

資產及負債

		At 30 June 於六月三十日				
		1999 一九九九年	2000 二零零零年	2001 二零零一年	2002 二零零二年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債	3,909	5,295	39,271	33,668	32,006
Non-current liabilities	非流動負債	-	(298)	(597)	-	-
Minority interest	少數股東權益	-	-	-	66	167
Shareholders' funds	股東資金	3,909	4,997	38,674	33,734	32,173

Notes:

附註:

- |  |   |
|--|---|
| <p>(1) The Company was incorporated in the Cayman Islands on 24 August 2000 and became the holding company of the Group on 11 April 2001 as a result of a group reorganisation (the "Group Reorganisation") in April 2001.</p>   | <p>(1) 本公司於二零零零年八月二十四日於開曼群島註冊成立，並在二零零一年四月進行集團重組(「集團重組」)後於二零零一年四月十一日成為本集團之控股公司。</p>                        |
| <p>(2) The results for each of the three years ended 30 June 1999, 2000, and 2001 and the assets and liabilities as at 30 June 1999 and 2000 have been prepared using the merger method of accounting as if the group structure immediately after the Group Reorganisation had been in existence throughout the years concerned.</p> | <p>(2) 截至一九九九年、二零零零年及二零零一年六月三十日止三個年度各自之業績及於一九九九年及二零零零年六月三十日之資產及負債乃按會計合併方法而編製，猶如緊隨在集團重組後集團結構一直在有關年度出現。</p> |

NOTICE IS HEREBY GIVEN that the AGM of the Company (“AGM”) shall be held at Nova Room, Millennium City Club, Level 6, Tower 1, Millennium City I, 388 Kwun Tong Road, Kowloon, Hong Kong, on Tuesday, 28 October 2003 at 10:30 a.m. for the purpose of transacting the following business:

#### ORDINARY BUSINESS

- 1) To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the auditors of the Company (“Auditors”) for the year ended 30 June 2003.
- 2) To re-elect the retiring Director and authorise the board of Directors to fix the remuneration of the Directors.
- 3) To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditors and authorise the board of Directors to fix their remuneration.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments the following resolutions:

##### As Ordinary Resolutions

- 4) “THAT subject to and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (“Listing Committee”) granting approval of the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the new share option scheme (“New Scheme”), a copy of which has been produced to this meeting marked “A” for the purpose of identification, the terms of the New Scheme be and are hereby approved and adopted and that the Directors be and are hereby authorised to grant options thereunder to subscribe for the shares in the Company (“Shares”) and to allot, issue, distribute and deal with the Shares pursuant to the exercise of options granted under the New Scheme and to execute such documents and take all such steps as may be necessary or desirable to implement the New

茲通告本公司謹定於二零零三年十月二十八日(星期二)上午十時三十分假座香港九龍觀塘道388號創紀之城第1期1座6樓創紀之城會悅星廳舉行股東週年大會(「股東週年大會」),以便處理下列事項:

#### 普通事項

- 1) 省覽本公司截至二零零三年六月三十日止年度之經審核綜合財務報表及本公司董事會(「董事」)與本公司核數師(「核數師」)之報告。
- 2) 重選退任董事並授權本公司董事會釐定董事酬金。
- 3) 重新委聘德勤•關黃陳方會計師行為核數師並授權董事會釐定其酬金。

#### 特別事項

考慮及酌情通過(無論有否修訂)下列決議案:

##### 普通決議案

- 4) 「動議待香港聯合交易所有限公司上市委員會(「上市委員會」)批准根據新購股權計劃(「新計劃」)(該計劃之副本已提呈該大會並註有「A」字樣以資識別)而授出之購股權獲行使時將予發行之股份上市及買賣後,批准及採納新計劃之條款,並授權董事根據該計劃授出購股權以認購本公司之股份(「股份」);根據新計劃於授出之購股權獲行使時配發、發行、分派及處理股份;簽署該等文件及在必要及在適當時採取所有該等步驟以

Scheme and the Directors may vote in respect of any resolution under or affecting the New Scheme notwithstanding any interest of any of the Directors thereunder.”

- 5) “THAT conditional on the passing of Ordinary Resolution No. 4) set out in the notice of AGM dated 29 September 2003 (“AGM Notice”) of which this resolution forms part, the share option scheme adopted by the Company on 12 April 2001, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to the prospectus of the Company dated 24 April 2001, be and is hereby terminated with immediate effect without prejudice to the accrued rights of any participants or grantees in such scheme.”

- 6) “THAT

- a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or any scrip dividend pursuant to the Articles of Association of the Company, not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and

推行新計劃，而董事可就新計劃下或使新計劃生效之任何決議案投票（不論根據計劃任何董事之任何權益）。」

- 5) 「動議待於二零零三年九月二十九日刊發之股東週年大會通告（「股東週年大會通告」）（本決議案組成股東週年大會通告之一部份）所載之第4)項決議案獲通過，本公司（在不影響該計劃之任何參與者或承授人之應計權益之情況下）將立即終止於二零零一年四月十二日採納之購股權計劃（該計劃之主要條款概述於本公司於二零零一年四月二十四日刊發之招股章程附錄四「購股權計劃」一段）。」

- 6) 「動議：

- a) 無條件授予董事於有關期間（見下文之定義）內行使本公司一切權力以配發、發行及處理本公司尚未發行之股份或可轉換為股份或購股權之證券或可認購任何股份之認股權證或類似權利，並作出或授出或需於有關期間內或有關期間後行使有關權力之建議、協議或購股權之一般授權；惟配售新股（見下文之定義），或按當時所採納之任何購股權計劃或其他類似安排而發行股份或授出可認購股份之權力，或根據本公司細則獲得之以股代息安排而不時發行之任何股份除外，不得超過於本決議案日期本公司已發行股本之面值總額20%；及

b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i) the conclusion of the next AGM of the Company;
- ii) the expiration of the period within which the next AGM of the Company is required by law or the Articles of Association of the Company to be held; and
- iii) the revocation or variation of the authority given under 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 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

7) “THAT there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:

- a) such mandate shall not extend beyond the Relevant Period;
- b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

b) 就本決議案而言，「有關期間」乃指由本決議案通過當日起計直至以下三者之最早日期為止之期間：

- i) 本公司下屆股東週年大會散會；
- ii) 法例或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿；或
- iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所賦予之授權；

而「配售新股」則指於董事指定之期間內，向於指定記錄日期名列股東登記冊之股份之持有人按彼等當時之持股量比例，提呈發售股份之建議（惟董事在認為必須或適宜時，可就零碎股份或有關任何適用於本公司之有關地區之法律或任何認可管制機構或任何證券交易所之規定而取消若干股東在此方面之權利或作出其他安排）。

7) 「動議授予董事無條件一般授權以購回股份，及動議一般性及無條件批准董事按照以下規定，行使本公司一切權力以按照所有適用法律購回股份：

- a) 在有關期間後不得擴大該項授權；
- b) 該項授權將授權董事促使本公司按董事酌情釐定之該等價格購回股份；

- c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10% of the Shares in issue at the date of passing this resolution; and
- d) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
- i) the conclusion of the next AGM of the Company;
- ii) the expiration of the period within which the next AGM of the Company is required by law or the Articles of Association of the Company to be held; and
- iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
- 8) "THAT, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6) and 7) set out in the AGM Notice of which this resolution forms part, being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7) set out in the AGM Notice shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6) set out in the AGM Notice."
- c) 本公司根據本決議案在有關期間內將予購回之股份不得超逾在本決議案獲通過當日已發行股份之10%；及
- d) 就本決議案而言，「有關期間」乃指由本決議案通過當日起計直至以下三者之最早日期為止之期間：
- i) 本公司下屆股東週年大會散會；
- ii) 法例或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿；或
- iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所賦予之授權。」
- 8) 「動議根據可供使用之尚未發行股本及待股東週年大會通告第6)及第7)項決議案(本決議案組成股東週年大會通告之一部份)獲通過，本公司根據股東週年大會通告第7)項決議案所載之規定而購回之股份面值總額，將加入董事根據股東週年大會通告第6)項決議案所載之規定將予配發或同意有條件或無條件配發之本公司股本面值總額。」

By Order of the Board  
Dr. Chan Chok Ki  
Chairman and Chief Executive Officer

承董事會命  
陳作基博士  
主席及行政總裁

Hong Kong, 29 September 2003

香港，二零零三年九月二十九日

## Notes:

1. In order to be eligible to attend and vote at the AGM to be held on 28 October 2003, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Waichai, Hong Kong not later than 4:00 p.m. on 27 October 2003.
2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person. In such event, his form of proxy will be deemed to have been revoked.
3. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Waichai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. With regard to resolutions nos. 6) and 8) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.

## 附註：

- 一、 如欲有權出席於二零零三年十月二十八日舉行之股東週年大會及於會上投票之資格，所有過戶文件連同有關之股票須於二零零三年十月二十七日下午四時正前送達本公司於香港之股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- 二、 持有兩股或以上之股份並有權出席股東週年大會及於會上投票之本公司股東，有權委任一位或以上代表或正式授權之公司代表代其出席及投票。該代表毋須為本公司股東。填妥及交回代表委任表格後，本公司股東仍可親身出席股東週年大會及於會上投票。在該情況下，其代表委任表格將視為撤銷論。
- 三、 本公司將會隨本年報附奉股東週年大會之代表委任表格。代表委任表格連同已簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於股東週年大會(或其任何續會)指定舉行時間四十八小時前，送達本公司於香港之股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
- 四、 就上文第6)項及第8)項決議案而言，董事謹此聲明彼等並無即時計劃以發行任何本公司新股份。





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