

DIGITAL
HONG KONG



數碼香港 DIGITALHONGKONG.COM

Digital Hong Kong

ANNUAL REPORT 2004

About DIGITALHONGKONG.COM 數碼香港簡介 (stock code 股票編號: 8007)

DIGITALHONGKONG.COM (“Digital HK” or “the Company”) was listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in April 2000. Started as a commerce service provider (CSP) that specialised in the provision of electronic payment outsourcing services for online commerce, Digital HK has strategically positioned itself to integrate both online and offline assets, as well as to engage in selected technology investments and distribution of branded technology products and solutions.

Digital HK and its subsidiaries (“the Group”) now operate the following complementary lines of business:

- provision of Internet and e-commerce enabling solutions
- provision of IT consulting and technical services
- strategic investments in selected technologies and applications with a view to providing total solutions

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

數碼香港（「本公司」）於二零零零年四月在香港聯合交易所有限公司（「聯交所」）創業板上市。早期定位為商貿服務供應商（CSP），以提供在線商貿電子付款外判服務為主；其後作策略性定位，綜合在線及離線兩方面之業務，並進行選擇性之科技投資，以及分銷品牌科技產品及解決方案。

數碼香港及其附屬公司（「本集團」）現同時經營下列之互補業務：

- 提供互聯網及電子商貿組成方案
- 提供資信科技顧問及技術支援服務
- 策略性投資於合適之科技及應用項目，期望提供全面解決方案

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

Characteristics of the Growth Enterprise Market (“GEM”) of the Stock Exchange 聯交所創業板特色

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

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

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

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

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

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

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02 FINANCIAL HIGHLIGHTS

	2004 HK\$'000	2003 HK\$'000	2002 HK\$'000	2001 HK\$'000	2000 HK\$'000
Results					
(for the year ended 30 June)					
- Turnover	8,492	9,642	13,393	10,829	3,213
- Net profit/(loss)	243	142	274	(3,350)	(9,262)
- Earnings/(Loss) per share					
- basic (in cents)	0.16	0.09	0.18	(2.23)	(7.12)
Financial Position (as at 30 June)					
- Non-current assets	1,142	1,810	104	310	515
- Current assets	15,863	14,795	16,450	16,058	19,897
- Current liabilities	678	521	612	700	1,394
- Shareholders' funds	16,327	16,084	15,942	15,668	19,018
Financial Ratios (as at 30 June)					
- Current assets/Current liabilities	23	28	27	23	14
- Assets/Shareholders' funds	1.04	1.03	1.04	1.04	1.07
- Sales/Assets	0.50	0.58	0.81	0.66	0.16

Executive directors

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

Independent non-executive directors

Francis Gilbert KNIGHT
Billy HO Yiu Ming
SHAO Xiang Ming*

Company secretary

Jennifer CHEUNG Mei Ha, solicitor

Qualified accountant

John WONG Yuk Lung, FHKSA, FCPA

Compliance officer

Shirley HA Suk Ling

Authorised representatives

Paul KAN Man Lok
Shirley HA Suk Ling

Audit committee

Billy HO Yiu Ming (Committee Chairman)
Francis Gilbert KNIGHT
SHAO Xiang Ming[†]
John WONG Yuk Lung, FHKSA, FCPA[‡]

Registered office

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of business

Room 1702 One Exchange Square
8 Connaught Place
Hong Kong

Principal Bankers

Standard Chartered Bank (Hong Kong) Limited
4-4A Des Voeux Road Central
Hong Kong

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

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

DBS Bank (Hong Kong) Limited
99 Queen's Road Central
Hong Kong

Auditors

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

Principal share registrar and transfer office

The Harbour Trust Co. Ltd.
P.O. Box 1787
Grand Cayman
Cayman Islands
British West Indies

Hong Kong branch share registrar and transfer office

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

Company homepage/website

<http://www.digitalhongkong.com>

Stock code on GEM

8007

* appointed as a director on 29 March 2004

[†] appointed as a member of audit committee on 29 March 2004

[‡] retired as a member of audit committee on 16 September 2004

Dear Shareholders,

I am pleased to report that the Group attained profitability for the third consecutive year and for the fourteenth consecutive quarter since we were listed in April 2000. The general economy in Hong Kong has rebounded and overall sentiment has improved after the devastating effects brought by the sudden outbreak of SARS. IT sector, however, was slow to recover, and corporations whether big or small, come under continued pressure to lower their budget, or to achieve reasonable return in order to justify any spending on IT services.

FINANCIAL HIGHLIGHTS

For the year ended 30 June 2004, the Group's financial performance is summarised as below:

- achieved a turnover of HK\$8,492,000 compared with HK\$9,642,000 last year
- reported an audited consolidated profit for the year of approximately HK\$243,000, which represents an improvement of 71% over last year

The Group's financial position remains healthy and we have no bank borrowings.

BUSINESS REVIEW

During the year under review, the Group's main focus was continuing pursuit of business in relation to e-commerce solutions. Service fees derived from the Group's technical consultation services remained the primary source of income for the Group.

Amidst intense market competition and soft demand for IT services, the Group has taken a more conservative approach in rolling out its business objectives than was originally planned. This was reflected in the reduced spending on new systems and networks, as well as in upgrading our infrastructure in order to align with the level of business attained. Management felt that it would not be in the Group's interest to engage in aggressive marketing in order to increase revenue from e-commerce activities at the expense of our margins.

NEW BUSINESS OPPORTUNITY

In our previous years' annual reports, I already predicted that organic growth through continuing pursuit of e-commerce activities would be quite unexciting, considering the substantial resources required to build market share to achieve the necessary critical mass, while the Internet and high technology industry we are in is fast changing. To expand our revenue base, Digital HK has been exploring new prospective business opportunities and pursuing partnerships which could offer synergy to the Group's development.

During the year, the Group has identified healthcare and related IT services as the direction for growth. Websites on healthcare, as well as online purchases of health foods, medical prescriptions and consultation are gaining increasing popularity, especially among the younger Internet population. Encouraged by the strong growth prospects, the Group intends to participate more actively in the marketing and promotion of information medicine and online healthcare services in order to achieve enhanced return.

NEW BOARD DIRECTOR

I would like to extend a warm welcome to Ms Shao Xiang Ming, who joined our Board as Independent Non-executive Director in March 2004. Shao's 15 years of experience in biomedical research, Chinese medicine, and information science would prove to be of immense value to the Group in its new pursuit of healthcare and related IT services.

OUTLOOK

In spite of the gradual economic recovery and increasing optimism on the general operating environment, overall outlook for the IT industry remains uncertain, and intense price and services competition is expected to continue.

To expand our revenue streams and increase our growth potential, the Group has identified healthcare and related IT services as the direction and opportunity for future growth. Globally, the huge demand for health services and the heightened consciousness of hygiene has created an enormous market with abundant opportunities. The sector is also a heavy user of IT where the Group's expertise can be leveraged. The directors hope to participate more actively in the healthcare arena and to bring enhanced revenue to the Group through new investments and partnerships.

Paul KAN Man Lok

Chairman

16 September 2004

RESULTS FOR THE YEAR

For the year ended 30 June 2004, the Group recorded a profit for the third consecutive year of HK\$243,000, an improvement of 71% from HK\$142,000 of last year. Audited consolidated turnover for the year was HK\$8,492,000, a drop of 12% compared with HK\$9,642,000 of last year. For the quarter ended 30 June 2004, turnover was HK\$2,091,000, and net profit was HK\$117,000. It was the fourteenth quarter of reported profit for the Group since it was listed in April 2000.

The Board of Directors does not recommend the payment of any dividend for the year in order to retain cash to finance the continuing development of the Group's business as well as prospective investment opportunities.

FINANCIAL REVIEW

Operating profit margin increased from 1.5% to 2.9% during the year under review. Such increase was mainly attributable to the Group's effective cost control measures, which resulted in a further savings of 13% in operating costs from HK\$9,536,000 of last year to HK\$8,285,000 this year. Among the operating cost items, there was a 66% reduction in acquired technology expensed in line with the level of business activity attained and a 19% reduction in staff costs, which were recorded at HK\$962,000 and HK\$2,151,000 respectively. Meanwhile, general and administrative expenses increased by 13% to HK\$2,667,000, which was attributable to the full-year amortisation of systems and networks acquired in the previous year; while marketing and promotion expenses rose 48% to HK\$2,505,000 as a result of the increased use of third parties and business partners to promote the Group's services.

There was no impairment in assets or provision for accounts receivable during the year.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2004, shareholders' funds of the Group stood at approximately HK\$16,327,000 (2003: HK\$16,084,000). Current assets amounted to approximately HK\$15,863,000 (2003: HK\$14,795,000) and current liabilities amounted to approximately HK\$678,000 (2003: HK\$521,000). As at 30 June 2004, the Group had deposits, bank balances and cash of HK\$4,868,000 (2003: HK\$7,327,000). The Group continued to finance its operations with internally generated cashflows. During the year under review, the Group had no non-current liabilities.

As at 30 June 2004, the Group did not have any bank borrowings. Neither did it have any material contingent liabilities nor any charges on its assets. With net current assets of HK\$15,185,000, the Group was in a financially liquid position at the end of the financial year under review. As at 30 June 2004, the Group's gearing ratio, defined as the Group's total borrowings to the shareholders' funds, was nil. It is envisaged that the Company's financial resources are adequate to provide for expenditure on ongoing operations and prospective investments.

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group's foreign currency exposure is limited, as most of its transactions, assets and liabilities are denominated in Hong Kong dollars and United States dollars.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSAL

The Group has no acquisitions or disposals of subsidiaries and affiliated companies during the year under review.

CAPITAL COMMITMENTS

As at 30 June 2004, the Group's capital commitments authorised but not contracted for was HK\$500,000 (2003: HK\$500,000). These commitments were set aside for the acquisition of property, plant and equipment, and systems and networks.

HUMAN RESOURCES

During the year, the Group employed 8 full-time staff members, all of whom are based in Hong Kong. Staff costs for the year under review were HK\$2,151,000. Remuneration is determined by reference to market terms and the performance, qualification and experience of the individual employee. Remuneration includes monthly salaries, performance-linked year-end bonuses, share options, the retirement benefits under the Mandatory Provident Fund Scheme and other benefits.

EXECUTIVE DIRECTORS

Paul KAN Man Lok is Chairman with responsibility for Digital HK's visionary planning and development. He is also Chairman of both Champion Technology Holdings Limited and Kantone Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange. Mr Kan holds a Master's degree in Business Administration from the Chinese University of Hong Kong, and brings over 30 years of experience in the computing and telecommunications industries to bear on fully leveraging the e-commerce technology that is a key success factor for business today. As author of the books in The Hong Kong e-Commerce Studies Series published by Digital HK, he has forged a strong link between his IT legacy and the promise of an online-assisted life. Prior to setting up the Champion Technology group in 1987, he was the general manager of Asiadata Limited, a computing services subsidiary of Cable & Wireless PLC.

In civic duties, Mr Kan has served twice on the Stock Exchange Working Group on Corporate Governance during 1994-1995 and 1999-2000, and was a member of the Listing Committee of the GEM Board for the period 1999-2003. He is currently Chairman for the second successive term of the Hong Kong Information Technology Industry Council; council committee member of the Federation of Hong Kong Industries; and member of Hong Kong Legislative Council Election Committee for the IT sector. Other memberships include the Hong Kong Trade Development Council Electronics and Electrical Appliances Advisory Committee; the Chinese People's Political Consultative Conference of Anhui Province in the PRC; and the Election Committee for the Hong Kong representatives of National People's Congress of China.

Mr Kan also sits on the board of CLP Holdings Limited as an independent non-executive director.

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

Shirley HA Suk Ling is responsible for overseeing the Group's business activities including corporate finance and strategic development. She also focuses on building strategic partnerships and alliances for the Group, liaising with government departments, solutions and business partners, different sectors of the business and academic communities in driving the e-revolution.

Prior to joining the Group, she was the Executive Vice President of Corporate Development for Champion Technology which she joined in March 1992, and oversaw the listing and corporate development of three listed companies within Champion Technology group. She holds a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Business Administration from the Chinese University of Hong Kong. She is a member of the Advisory Committee of the Division of Computer Studies at the City University of Hong Kong, member of the Hong Kong Information Technology Industry Council of the Federation of Hong Kong Industries, and member of the Hong Kong Corporate Counsel Association. She has been appointed by Hong Kong Science and Technology Parks Corporation as Mentor to two incubatees under the Mentorship Programme.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Billy HO Yiu Ming joined the board of directors in November 2001. In March 2004, he was appointed as an independent non-executive director of Kantone Holdings Limited. He is the senior partner of an accountant firm and has extensive management experience in various industries. He is a chartered certified accountant, and is a fellow member of Hong Kong Society of Accountants, a member of Chartered Institute of Arbitrators, and a fellow member of the Hong Kong Association of the Advancement of Science and Technology. He holds a Master's degree in Business Administration. He is also an independent non-executive director of Jade Dynasty Food Culture Group Limited, whose shares are listed on the Main Board of the Stock Exchange.

Francis Gilbert KNIGHT has been an independent non-executive director since March 2000. Mr Knight is the Chairman and Managing Director of Asian Security and Investigation Services Limited which is a private company. Mr Knight has over 20 years' experience in the field of copyright protection, security and commercial investigations, and acts as security adviser to a number of major organisations. He is a member of the International Association of Police Chiefs, a member of the Hong Kong Intellectual Property Society, and a fellow of each of the British Institute of Directors and the British Institute of Management. He had also been the past President of the American Society for Industrial Security (Hong Kong Branch).

SHAO Xiang Ming was appointed as an Independent Non-executive Director of the Company in March 2004. She has over 15 years of experience in biomedical research, Chinese Medicine, and healthcare products. She graduated from No. 3 Military Medical University in China in 1985 with a Bachelor's degree in medicine, and in 1988, with a Master's degree in Pathology Analysis. In 2000, she served as a director of the World Association of Special Medical Treatment. In 2001, she was appointed as Deputy Executive Officer of Health and Poverty Relief of The Foundation of Chinese Elementary Hygiene and Healthcare, responsible for the promotion of health education and the use of preventive medicine in villages and communities. Since 2001, she has served as chief research officer of Beijing East-West Medical Center, responsible for research and development of bioenergetic medicine. In the past ten years, Ms Shao's main research interest is information medicine.

SENIOR MANAGEMENT

Paul KAN Man Lok is Chief Information Architect, with responsibility for shaping and spearheading the Group's e-information revolution, planning and control. He holds a Master's degree in Business Administration from the Chinese University of Hong Kong and is the author of the books in The Hong Kong e-Commerce Studies Series published by Digital HK. He has over 30 years of experience in the computing and telecommunications industries to bear on fully leveraging the e-commerce technology. Mr Kan is also Chairman and an Executive Director of the Company.

Shirley HA Suk Ling is Chief Corporate Development Officer, with responsibility for overseeing the Group's corporate and strategic development as well as new business activities. She holds a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Business Administration from the Chinese University of Hong Kong. She has over 20 years of experience in business management, corporate development and marketing. Ms Ha is also an Executive Director of the Company.

John WONG Yuk Lung is Chief Financial Officer, with responsibility for the Group's financial and accounting policy and control. He has 30 years of financial and management experience in the information technology field and brings extensive financial expertise to the Group. He is a fellow member of the Hong Kong Society of Accountants and the Australian Society of Certified Practising Accountants, and an associate member of the Australian Institute of Banking and Finance. Mr Wong is also an Executive Director of the Company.

Robert SIA Chun Chung is Vice President, e-Commerce Projects. He oversees the technical management and systems support of the Group's e-Commerce and Internet operations. He holds a Bachelor's degree in Engineering from the University of Hong Kong and a Master of Science degree in Electronic Engineering from the Polytechnic University of Hong Kong. He had been working in the Champion Technology group since 1995 before joining the Group in July 1999.

董事謹提呈彼等截至二零零四年六月三十日止年度之年報及經審核財務報告。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報告附註12。

業績

本集團截至二零零四年六月三十日止年度之業績載於第19頁之綜合損益表。

董事不建議派付股息。

儲備

本集團及本公司於年內之儲備變動詳情載於財務報告附註19。

物業、廠房與設備

有關本集團於年內之物業、廠房與設備之變動詳情載於財務報告附註10。

附屬公司

本公司各附屬公司於二零零四年六月三十日之詳情載於財務報告附註12。

董事

年內及截至本報告刊發日期止，本公司之董事為：

執行董事：

簡文樂先生 (主席)
黃玉龍先生
夏淑玲女士

獨立非執行董事：

Francis Gilbert Knight先生
何耀明先生
邵向明女士 (於二零零四年
三月二十九日獲委任)

The directors present their annual report and the audited financial statements for the year ended 30 June 2004.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 12 to the financial statements.

RESULTS

The results of the Group for the year ended 30 June 2004 are set out in the consolidated income statement on page 19.

The directors do not recommend the payment of a dividend.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 19 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 10 to the financial statements.

SUBSIDIARIES

Details of the Company's subsidiaries at 30 June 2004 are set out in note 12 to the financial statements.

DIRECTORS

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

Executive directors:

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

Independent non-executive directors:

Mr. Francis Gilbert Knight
Mr. Ho Yiu Ming
Ms. Shao Xiang Ming (appointed on 29 March 2004)

董事 (續)

根據本公司組織細則之規定，夏淑玲女士及邵向明女士將會告退，並符合資格膺選連任。

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

每位非執行董事與本公司訂立為期一年的服務合約。

董事於合約及關連交易之權益

截至二零零四年六月三十日止年度，本集團曾與冠軍科技集團有限公司（「冠軍」，本公司之最終控股公司）及冠軍科技有限公司（冠軍之附屬公司）進行下文所述之交易。根據香港聯合交易所有限公司（「聯交所」）創業板證券上市規則（「創業板上市規則」）之規定，彼等被視為關連人士。

自冠軍科技有限公司收取之
登記費、年費及技術費
本集團支付予冠軍之行政費用

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

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

DIRECTORS (Continued)

In accordance with provisions of the Company's Articles of Association, Ms. Shirley Ha Suk Ling and Ms. Shao Xiang Ming retire and, being eligible, offer themselves for re-election.

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

Each of the independent non-executive directors has a service contract with the Company for a term of one year.

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year ended 30 June 2004, the Group had the following transactions with Champion Technology Holdings Limited ("Champion", the Company's ultimate holding company) and Champion Technology Limited (a subsidiary of Champion) which are deemed to be connected parties pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "GEM Listing Rules"):

	HK\$'000 千港元
Registration fee, annual fee and technical fee received from Champion Technology Limited	884
Administration fees paid by the Group to Champion	960

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

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

董事於合約及關連交易之權益 (續)

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

董事之證券權益及淡倉

於二零零四年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之股東名冊記錄所示，或根據創業板上市規則第5.46條向聯交所另行作出之通知，本公司董事在本公司及其任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有之權益及淡倉如下：

好倉：

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

(Continued)

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

DIRECTORS' INTERESTS OR SHORT POSITIONS IN SECURITIES

At 30 June 2004, the interests and short positions of the directors of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules were as follows:

Long position:

	Name of director	Capacity	Number of shares	Percentage of the issued share capital	Number of warrants
	董事姓名	身份	股份數目	已發行股本之百分比	認股權證數目
Securities of the Company 本公司證券	Mr. Paul Kan Man Lok 簡文樂先生	The person who set up the discretionary trust and a discretionary object of the trust 乃設立該全權信託的人士及該信託之其中一名受益人	Note 1 附註1	79.98%	-
Securities of Champion 冠軍證券	Mr. Paul Kan Man Lok 簡文樂先生	The person who set up the discretionary trust and a discretionary object of the trust 乃設立該全權信託的人士及該信託之其中一名受益人	Note 2 附註2	28.80%	Note 2 附註2
Securities of Kantone Holdings Limited 看通集團有限公司證券 (“Kantone”, a subsidiary of Champion) (「看通」，冠軍之附屬公司)	Mr. Paul Kan Man Lok 簡文樂先生	The person who set up the discretionary trust and a discretionary object of the trust 乃設立該全權信託的人士及該信託之其中一名受益人	Note 3 附註3	74.95%	-

董事之證券權益及淡倉 (續)

附註:

- 117,300,000股由冠軍持有，而2,669,171股則由Lawnside International Limited (「Lawnside」) 持有，Lawnside由Lanchester Limited全資擁有。Lanchester Limited乃一間由一項合資格受益人包括簡文樂先生及其家族成員以及冠軍及其附屬公司員工之全權信託所實益擁有之公司。目前，僅簡文樂先生及其家族成員為全權信託受益人。於二零零四年六月三十日，Lawnside擁有冠軍全部權益中約28.80%之權益及因而被視為擁有該等由冠軍擁有之股份權益。
- 340,930,150股及64,437,619份認股權證由Lawnside持有。該等認股權證乃由冠軍發行，並全數將於二零零五年二月七日屆滿。
- 1,322,420,962股由冠軍持有及407,779,752股由Lawnside持有。

除上文所披露者外，於二零零四年六月三十日，各董事或彼等之聯繫人士概無在本公司或其相關法團（定義見證券及期貨條例第XV部）之證券、相關股份或債券中擁有任何權益及淡倉。

主要股東

於二零零四年六月三十日，下列人士（上文董事之證券權益或淡倉所披露之本公司董事除外）於本公司根據證券及期貨條例第336條存置的登記冊中記錄持有本公司股本或相關股份的權益或淡倉：

Name of shareholder 股東名稱	Long/short position 長倉／淡倉	Capacity 身份	Number of shares 股份數目	Percentage of the issued share capital 已發行股本百分比
Champion 冠軍	Long 長倉	Beneficial owner 實益擁有人	117,300,000	78.20%

除上文所披露者外，本公司並無接獲通知有任何其他佔本公司已發行股本5%或以上之權益。

DIRECTORS' INTERESTS OR SHORT POSITIONS IN SECURITIES (Continued)

Notes:

- 117,300,000 shares were held by Champion and 2,669,171 shares were held by Lawnside International Limited ("Lawnside"). Lawnside is wholly owned by Lanchester Limited which is a company beneficially owned by a discretionary trust, the eligible discretionary objects of which include Mr. Paul Kan Man Lok and his family members and staff of Champion and its subsidiaries. Currently, only Mr. Paul Kan Man Lok and his family members are discretionary objects of the trust. As at 30 June 2004, Lawnside had interests in approximately 28.80% of the entire interest of Champion and was accordingly deemed to have an interest in these shares which were owned by Champion.
- 340,930,150 shares and 64,437,619 warrants were held by Lawnside. The warrants issued by Champion will expire on 7 February 2005.
- 1,322,420,962 shares were held by Champion and 407,779,752 shares were held by Lawnside.

Save as disclosed above, none of the directors or any of their associates had any interest or short position in the securities, underlying shares or debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as at 30 June 2004.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2004, the following persons (other than the directors of the Company whose interests are disclosed above under directors' interests or short positions in securities) that had interests or short positions in the share capital or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

Other than as disclosed above, the Company has not been notified of any other interests representing 5% or more of the Company's issued share capital.

可換股證券、購股權、認股權證或類似權利

除了本報告所載之購股權計劃外，於二零零四年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或類似權利；及在本年度內並無行使任何可換股證券、購股權、認股權證或類似權利。

購股權及董事購買股份或債券之權利

於二零零零年三月二十七日，本公司採納購股權計劃（「舊有計劃」）。自本公司採納舊有計劃以來並無根據舊有計劃授出購股權。有關舊有計劃之詳情載於財務報告附註18。

於二零零二年十一月二十九日，本公司批准終止舊有計劃，並採納一項將於二零一二年十一月二十八日屆滿之新購股權計劃（「新計劃」），以遵守創業板上市規則第23章之新訂條款。有關新計劃之詳情載於財務報告附註18。

冠軍及看通各自設立一套高級行政人員購股權計劃。據此，冠軍及看通之董事可向董事及僱員授出購股權，主要作為給予其僱員之獎勵，並藉此分別認購冠軍及看通之股份。根據冠軍及看通以往採納之購股權計劃，冠軍及看通授出之購股權可在其董事釐定之期間內隨時行使。所授出之購股權可於授出日期起計最長十年期間內行使，而接納日期須不遲於要約日期後21日。購股權股份之認購價乃股份之面值及緊隨授出日期前五個交易日每股收市價平均值之80%（以較高者為準）。冠軍及看通並無向本公司董事授出任何購股權。

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the share option scheme as set out in the report, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2004 and there was no exercise of convertible securities, options, warrants or similar rights during the year.

SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 27 March 2000, the Company adopted the share option scheme (the "Old Scheme"). No share option was granted by the Company under the Old Scheme since its adoption. Particulars of the Old Scheme are set out in note 18 to the financial statements.

On 29 November 2002, the Company approved the termination of the Old Scheme and adopted the new share option scheme (the "New Scheme") which will expire on 28 November 2012 in order to comply with the terms of the new Chapter 23 of the GEM Listing Rules. No share option was granted by the Company under the New Scheme. Particulars of the New Scheme are set out in note 18 to the financial statements.

Champion and Kantone each has an executive share option scheme which enables the directors of Champion and Kantone to grant options to directors and employees, for the primary purpose of providing incentives to their employees, to subscribe for shares in Champion and Kantone respectively. Under the previously adopted share option schemes of Champion and Kantone, the share options granted by Champion and Kantone are exercisable at any time for a period as it may be determined by its directors. Options granted are exercisable for a period of up to ten years from the date of grants, where the acceptance date should not be later than 21 days after the date of offer. The subscription price of the option shares is the higher of the nominal value of the shares and an amount which is 80% of the average of the closing prices of the shares on the five trading days immediately preceding the date of grant of the options. No share option was granted by Champion and Kantone to directors of the Company.

購股權及董事購買股份或債券之權利 (續)

於二零零二年十一月二十九日，冠軍採納一項全新之購股權計劃，而看通則批准終止以往所採納之購股權計劃並採納新購股權計劃，以遵守聯交所證券上市規則（「上市規則」）第17章之新訂條款。新購股權計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為冠軍及看通之業務及營運作出貢獻。根據新購股權計劃，董事可就本公司、其附屬公司或聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜，向任何董事、僱員、顧問、諮詢人或受益人包括上述人士之任何全權信託或由上述人士實益擁有之公司及冠軍與看通之客戶及供應商授予購股權，讓彼等藉此認購冠軍及看通之股份。冠軍及看通所授出之購股權可在其董事釐定之期間內隨時行使。所授出之購股權可於授出日期起計最長十年期間內行使，而接納日期須不遲於要約日期後21日。認購價（如本文所述可予調整）乃(i)股份之面值；(ii)於授出日期（必須為營業日）在聯交所每日報價表所報之每股收市價；及(iii)緊隨授出日期前五個營業日在聯交所每日報價表所報之每股收市價之平均值（以較高者為準）。截至二零零四年六月三十日止年度，冠軍及看通並無向本公司董事授出任何購股權。

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

SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

On 29 November 2002, Champion adopted a new share option scheme while Kantone approved to terminate the previously adopted share option scheme and to adopt another new share option scheme in order to comply with the terms of the new Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The purpose of the new share option schemes is to attract and retain quality personnel and other persons and to provide incentive to them to contribute to the business and operation of Champion and Kantone. Under the new share option schemes, the directors may grant options to any directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of the Company, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of Champion and Kantone, to subscribe for shares of Champion and Kantone. The share options granted by Champion and Kantone are exercisable at any time for a period as it may be determined by its directors. Options granted are exercisable for a period of up to ten years from the date of grants, where the acceptance date should not be later than 21 days after the date of offer. The subscription price (subject to adjustment as provided therein) is the higher of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant. No share option under the newly adopted share option schemes was granted by Champion and Kantone to directors of the Company for the year ended 30 June 2004.

Other than the share option schemes as described above, at no time during the year was the Company, any of its holding company, fellow subsidiaries or subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights during the year.

主要客戶及供應商

於本年度內，本集團五大客戶佔本集團營業額約74.2%，而本集團最大客戶則佔總營業額約24.4%。

於截至二零零四年六月三十日止財政年度，概無任何董事、彼等各自之聯繫人士及據董事所知擁有本公司已發行股本5%以上之本公司股東在本集團五大客戶任何一位中擁有任何權益。

截至二零零四年六月三十日止年度，並無任何人士被歸類為本集團供應商。

購買、出售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購買、出售或贖回本公司任何上市證券。

優先購股權

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

競爭業務權益

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 74.2% of the turnover of the Group and the largest customer of the Group accounted for about 24.4% of the total turnover.

None of the directors, their respective associates and shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued capital of the Company) had any interest in any of the five largest customers of the Group for the financial year ended 30 June 2004.

For the year ended 30 June 2004, no party has been classified as a supplier of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

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 with the Company or may compete with the business of the Group.

公司監管及審核委員會

於本年度內，本公司在董事會運作及程序上均符合創業板上市規則第5.34條至第5.45條之規定。

本公司之審核委員會乃由獨立非執行董事何耀明先生、Francis Gilbert Knight先生及邵向明女士所組成。

年內，審核委員會曾召開四次會議。審核委員會之主要職責為審閱年報、中期報告、季度報告及監督財務申報程序及內部監控系統。

核數師

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

代表董事會

主席
簡文樂

二零零四年九月十六日

CORPORATE GOVERNANCE AND AUDIT COMMITTEE

The Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules during the year.

The Company's audit committee comprised of Mr. Ho Yiu Ming, Mr. Francis Gilbert Knight and Ms. Shao Xiang Ming, all of whom are independent non-executive directors.

During the year, the audit committee held four meetings. The primary duties of the audit committee are to review annual report, interim report and quarterly report and supervise the financial reporting process and internal control system.

AUDITORS

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

On behalf of the Board

Paul KAN Man Lok
Chairman

16 September 2004

Deloitte.

德勤

致數碼香港列位股東

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第19頁至第41頁按照香港普遍採納之會計準則編製之財務報告。

董事及核數師之個別責任

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

本行之責任乃根據審核工作之結果，對該等財務報告作出獨立之意見，並向股東作出報告，除此以外別無其他目的。本行並無就本報告內容向任何其他人士承擔任何責任。

意見之基礎

本行已按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報告所載數額及披露事項有關之憑證，亦包括評審董事於編製該等財務報告時所作之重大估計及判斷、所釐定之會計政策是否適合貴公司及貴集團之具體情況，以及是否貫徹運用並充分披露該等會計政策。

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

意見

本行認為上述財務報告均真實及公平地反映貴公司及貴集團於二零零四年六月三十日之財務狀況及貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零零四年九月十六日

TO THE SHAREHOLDERS OF DIGITALHONGKONG.COM

(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 19 to 41 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 Institute of Certified Public 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 2004 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
16 September 2004

CONSOLIDATED INCOME STATEMENT 綜合損益表

For the year ended 30 June 2004 截至二零零四年六月三十日止年度

		NOTES 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
營業額	Turnover	4	8,492	9,642
其他經營收入	Other operating income	5	36	36
經營成本	Operating costs			
購入技術支出	Acquired technology expensed		(962)	(2,808)
一般及行政費用	General and administrative expenses		(2,667)	(2,362)
市場推廣費用	Marketing and promotion expenses		(2,505)	(1,697)
僱員成本	Staff costs		(2,151)	(2,669)
經營溢利	Profit from operations	6	243	142
稅項	Taxation	8	-	-
本年度溢利淨額	Net profit for the year		243	142
每股盈利－基本	Earnings per share – basic	9	0.16 cents 仙	0.09 cents 仙

CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 30 June 2004 於二零零四年六月三十日

		NOTES 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
非流動資產	Non-current assets			
物業·廠房與設備	Property, plant and equipment	10	5	23
系統及網絡	Systems and networks	11	1,137	1,787
			1,142	1,810
流動資產	Current assets			
應收貿易款項	Trade receivables	13	1,823	4,455
按金及預付款項	Deposits and prepayments	14	8,883	1,062
應收一間同系附屬公司之款項	Amount due from a fellow subsidiary	15	289	1,951
存款·銀行結餘及現金	Deposits, bank balances and cash	16	4,868	7,327
			15,863	14,795
流動負債	Current liabilities			
其他應付款項及應計費用	Other payables and accrued charges		678	521
流動資產淨額	Net current assets		15,185	14,274
資產淨額	Net assets		16,327	16,084
資本及儲備	Capital and reserves			
股本	Share capital	17	15,000	15,000
儲備	Reserves	19	1,327	1,084
股東資金	Shareholders' funds		16,327	16,084

第19頁至第41頁所載之財務報告已於二零零四年九月十六日由董事會批核及由下列董事代表簽署：

The financial statements on pages 19 to 41 were approved and authorised for issue by the Board of Directors on 16 September 2004 and are signed on its behalf by:

Paul KAN Man Lok 簡文樂
DIRECTOR 董事

Shirley HA Suk Ling 夏淑玲
DIRECTOR 董事

BALANCE SHEET 資產負債表

At 30 June 2004 於二零零四年六月三十日

		NOTES 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
非流動資產	Non-current assets			
於附屬公司之投資	Investments in subsidiaries	12	2,071	2,071
流動資產	Current assets			
預付款項	Prepayments		60	63
應收附屬公司之款項	Amounts due from subsidiaries		10,395	11,109
存款、銀行結餘及現金	Deposits, bank balances and cash	16	3,365	2,694
			13,820	13,866
流動負債	Current liabilities			
其他應付款項及應計費用	Other payables and accrued charges		568	451
流動資產淨額	Net current assets		13,252	13,415
資產淨額	Net assets		15,323	15,486
資本及儲備	Capital and reserves			
股本	Share capital	17	15,000	15,000
儲備	Reserves	19	323	486
股東資金	Shareholders' funds		15,323	15,486

Paul KAN Man Lok 簡文樂
DIRECTOR 董事

Shirley HA Suk Ling 夏淑玲
DIRECTOR 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股東權益變動表

For the year ended 30 June 2004 截至二零零四年六月三十日止年度

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
年初	At beginning of the year	16,084	15,942
本年度溢利淨額	Net profit for the year	243	142
年結	At end of the year	16,327	16,084

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流動表

For the year ended 30 June 2004 截至二零零四年六月三十日止年度

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
經營業務所得之現金流量	Cash flows from operating activities		
本年度溢利淨額	Net profit for the year	243	142
調整：	Adjustments for:		
利息收入	Interest income	(34)	(34)
物業、廠房與設備之折舊	Depreciation of property, plant and equipment	18	82
系統及網絡之攤銷	Amortisation of systems and networks	650	163
營運資金變動前之經營業務 現金流量	Operating cash flows before movements in working capital	877	353
應收貿易款項之減少(增加)	Decrease (increase) in trade receivables	2,632	(1,194)
按金及預付款項之增加	Increase in deposits and prepayments	(7,821)	(1,000)
應收一間同系附屬公司款項之減少	Decrease in amount due from a fellow subsidiary	1,662	1,328
其他應付款項及應計費用 增加(減少)	Increase (decrease) in other payables and accrued charges	157	(91)
經營業務所耗之現金淨額	Net cash used in operating activities	(2,493)	(604)
投資活動所得之現金流量	Cash flows from investing activities		
已收利息	Interest received	34	34
系統及網絡款項	Payments for systems and networks	-	(780)
購置物業、廠房與設備	Purchase of property, plant and equipment	-	(1)
投資活動所得(所耗)之現金淨額	Net cash from (used in) investing activities	34	(747)
現金及現金等額之減少淨額	Net decrease in cash and cash equivalents	(2,459)	(1,351)
年初之現金及現金等額	Cash and cash equivalents at beginning of the year	7,327	8,678
年終之現金及現金等額· 存款、銀行結餘及現金	Cash and cash equivalents at end of the year, represented by deposits, bank balances and cash	4,868	7,327

1. 一般資料

本公司在開曼群島根據開曼群島經修訂公司法註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）之創業板（「創業板」）上市，其最終控股公司為冠軍科技集團有限公司（「冠軍」）。冠軍原本為於開曼群島註冊成立之公司，惟其後將註冊地重訂為百慕達，其股份亦於聯交所上市。

本公司為一間投資控股公司，其附屬公司之主要業務已載於附註12。

2. 採納香港財務報告準則

在本年度，本集團首次採納香港會計師公會所頒佈之香港財務報告準則－會計實務準則（「會計實務準則」）第12號（經修訂）「所得稅」（「會計實務準則第12號（經修訂）」）。香港財務報告準則包括會計實務準則及香港會計師公會批准之詮釋。

本集團經已採納會計實務準則第12號（經修訂）。採納會計實務準則第12號（經修訂）之主要影響與遞延稅項相關。在過往年度經已使用損益表負債法就遞延稅項作出部份撥備，據此須就所產生之時差確認負債，除非該等時差預期不會在可見將來撥回。會計實務準則第12號（經修訂）要求採納資產負債表負債法；據此，除少數例外情況外，遞延稅項乃就財務報表內資產及負債之賬面值與用以計算應課稅溢利之相應稅基之所有臨時性差異予以確認。採納會計實務準則第12號（經修訂）並無對目前或過往會計期間之業績造成重大影響。因此毋須作出任何前期調整。

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Champion Technology Holdings Limited ("Champion"), a company which was originally incorporated in the Cayman Islands but subsequently re-domiciled to Bermuda, and its shares are also listed on the Stock Exchange.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 12.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, Hong Kong Financial Reporting Standards ("HKFRS") – the Statement of Standard Accounting Practice ("SSAP") 12 (Revised) "Income taxes" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") ("SSAP 12 (Revised)"). The term of HKFRS is inclusive of SSAPs and Interpretations approved by the HKICPA.

The Group has adopted SSAP 12 (Revised). The principal effect of the adoption of SSAP 12 (Revised) is in relation to deferred tax. In previous years, partial provision was made for deferred tax using the income statement liability method under which a liability was recognised in respect of timing differences arising, except where those timing differences were not expected to reverse in the foreseeable future. SSAP 12 (Revised) requires the adoption of a balance sheet liability method, whereby deferred tax is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, with limited exceptions. The adoption of SSAP 12 (Revised) has had no significant effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

3. 重要會計政策

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

綜合基準

綜合財務報告包括本公司及其附屬公司截至每年六月三十日止之財務報告。

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

本集團內公司間之一切重大交易及結餘已於綜合賬目時對銷。

於附屬公司之投資

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

收入之確認

服務收入乃於服務已提供時確認。

源自特許權之收入於有關之特許權協議正式訂立後確認。

利息收入乃按時間基準，根據未償還本金額及適用之利率計算而定。

物業、廠房與設備

物業、廠房與設備乃按成本值減除折舊及任何累計減值虧損後列賬。

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

3. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of consolidation

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

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

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

Investments in subsidiaries

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

Revenue recognition

Service income is recognised when the services are rendered.

Income from licensing is recognised when the relevant licensing agreements are formally concluded.

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

Property, plant and equipment

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

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

3. 重要會計政策 (續)**物業、廠房與設備 (續)**

物業、廠房與設備之成本值以直線法折舊，按其估計可使用年期並按以下年率予以撇銷：

電腦系統及設備	20% - 33 ¹ / ₃ %
傢俬及裝置	20%

系統及網絡

系統及網絡乃按成本值減攤銷及任何累計減值虧損列賬。

系統及網絡指本集團於設立系統及網絡時所引致之所有直接成本，包括設備成本、開發成本及分包開支。該等資產僅於符合下列所有情況時方才確認：

- 所設立之資產可予確定（如軟件及新程序）；
- 所設立之資產可能帶來未來經濟利益；及
- 資產之開發成本可合理地計量。

未能符合上述情況之開發成本於產生期間內確認作開支。符合上述情況之系統及網絡按直線法於其估計可用年期（三年）內攤銷。倘若系統及網絡之可收回金額下降至低於其賬面值，則賬面值將予以減少以反映其價值減幅。

稅項

稅項支出指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按年內應課稅溢利計算。應課稅溢利與損益表中所報溢利不同，乃由於前者不包括在其他年度之應課稅收入及可減免開支。此外，應課稅溢利之計算不包括永不用課稅及永不獲減免之損益表項目。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Property, plant and equipment (Continued)**

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

Computer system and equipment	20% - 33 ¹ / ₃ %
Furniture and fixtures	20%

Systems and networks

Systems and networks are stated at cost less amortisation and any accumulated impairment losses.

Systems and networks represent all direct costs incurred by the Group in setting up systems and networks, including the cost of equipment, development cost and subcontracting expenditure. Such assets are recognised only if all of the following conditions are met:

- an asset is created that can be identified (such as software and new processes);
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Development costs that cannot fulfil the above conditions are recognised as expenses in the period in which they are incurred. Systems and networks that fulfil the above conditions are amortised on a straight line basis over their estimated useful lives of three years. Where the recoverable amount of systems and networks has declined below their carrying amount, the carrying amount is reduced to reflect the decline in value.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable and deductible.

3. 重要會計政策 (續)**稅項 (續)**

遞延稅項為就財務報表資產及負債之賬面值與計算應課稅溢利之相應稅務基礎的差額而預期應付或可收回之稅項。遞延稅項採用資產負債表債務方法入賬。在一般情況下，遞延稅項負債就所有應課稅暫時性差額予以確認，而如有可能利用可減免暫時性差異抵銷應課稅溢利，遞延稅項資產將被確認。如暫時性差異源自商譽或對應課稅溢利及會計溢利皆無影響交易中資產及負債之初期確認（商業合併除外），該等資產及負債將不予確認。

遞延稅項負債乃按投資於附屬公司而引致之應課稅暫時性差異予以確認，除非本集團可控制暫時性差異之逆轉以及暫時性差異在可見將來將不會逆轉。

遞延稅項資產之賬面值於每個結算日作重估，將因應不可能存在足夠應課稅溢利還原全部或部份該等資產而調減。

遞延稅項以當該負債被結算或資產被確認時所預期之稅率計算。遞延稅項將於損益表中扣除或計入損益表中，惟倘那些項目已直接在資本中扣除或計入，在此情況下，遞延稅項亦於資本中處理。

減值

於各結算日，本集團已審閱其資產之賬面值以釐定該等物業是否有任何情況顯示出現減值虧損。倘估計資產之可收回金額將少於其賬面值，則資產之賬面值須減至其可收回金額。減值虧損將即時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Taxation (Continued)**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its 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. 重要會計政策 (續)**減值 (續)**

倘減值虧損於其後撤銷，資產之賬面值將增加至其經修訂之估計可收回金額，致使已增加之賬面值不會超過假如資產於過往年度並無確認減值虧損下應有之賬面值。減值虧損之撤銷將即時確認為收入。

研究及開發成本

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

外幣

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

退休福利成本

定額供款退休計劃之付款於到期支付時作為開支扣除。

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, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Research and development costs

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

Foreign currencies

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

Retirement benefit costs

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

NOTES TO THE FINANCIAL STATEMENTS 財務報告附註

For the year ended 30 June 2004 截至二零零四年六月三十日止年度

4. 營業額及分類資料

營業額乃指成立及提供安全電子付款程序平台服務及提供軟件特許服務之已收及應收款項。

4. TURNOVER AND SEGMENT INFORMATION

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

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
提供安全電子付款程序平台	Provision of secured electronic payment processing platform	6,233	9,018
提供軟件特許服務	Provision of software licensing services	2,259	624
		8,492	9,642

於兩個年度並無呈列業務分類分析及地區分類資料分析，此乃由於本集團之營業額及業績貢獻主要來自開發及經營有助促進中華人民共和國（包括香港）網上交易之付款基礎設施。

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

5. 其他經營收入

其他經營收入包括利息收入34,000港元（二零零三年：34,000港元）。

5. OTHER OPERATING INCOME

Included in other operating income is interest income of HK\$34,000 (2003: HK\$34,000).

6. 經營溢利**6. PROFIT FROM OPERATIONS**

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
經營溢利已扣除：	Profit from operations has been arrived at after charging:		
核數師酬金	Auditors' remuneration	272	260
計入一般及行政費用之系統及網絡之攤銷	Amortisation of systems and networks included in general and administrative expenses	650	163
物業、廠房與設備之折舊	Depreciation of property, plant and equipment	18	82
研究及開發成本，包括員工成本776,000港元（二零零三年：1,003,000港元）	Research and development costs, including staff costs of HK\$776,000 (2003: HK\$1,003,000)	1,979	4,070

7. 董事酬金及僱員酬金

7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
董事酬金	Directors' Emoluments		
獨立非執行董事	Independent non-executive directors		
袍金	Fees	11	70
其他酬金	Other emoluments	64	-
執行董事	Executive directors		
薪金及其他福利	Salaries and other benefits	960	1,216
退休福利計劃供款	Retirement benefits scheme contributions	24	24
董事酬金總額	Total directors' emoluments	1,059	1,310

三名執行董事於截至二零零四年六月三十日止年度各自已收取之酬金分別為120,000港元(二零零三年:131,000港元)、738,000港元(二零零三年:882,000港元)及126,000港元(二零零三年:227,000港元)。三名(二零零三年:兩名)獨立非執行董事於截至二零零四年六月三十日止年度分別已收取5,000港元(二零零三年:50,000港元)、5,000港元(二零零三年:20,000港元)及1,000港元(二零零三年:無)之董事袍金。三名獨立非執行董事於截至二零零四年六月三十日止年度分別已收取45,000港元、15,000港元及4,000港元之其他酬金。於上年度,兩名獨立非執行董事並無收取任何其他酬金。

The three executive directors received individual emoluments for the year ended 30 June 2004 of HK\$120,000 (2003: HK\$131,000), HK\$738,000 (2003: HK\$882,000) and HK\$126,000 (2003: HK\$227,000). The three (2003: two) independent non-executive directors received directors' fees for the year ended 30 June 2004 of HK\$5,000 (2003: HK\$50,000), HK\$5,000 (2003: HK\$20,000) and HK\$1,000 (2003: HK\$nil) respectively. For the year ended 30 June 2004, the three independent non-executive directors received other emoluments of HK\$45,000, HK\$15,000 and HK\$4,000 respectively. The two independent non-executive directors did not receive other emoluments in prior year.

7. 董事酬金及僱員酬金 (續)**僱員酬金**

於兩個年度內，五名最高薪人士包括兩名董事，其酬金已分析呈列如上，支付其餘三名人士之酬金總額詳情如下：

7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS*(Continued)***Employees' Emoluments**

During both years, the five highest paid individuals include two directors whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining three individuals were as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
薪金及其他福利	Salaries and other benefits	675	669
退休福利計劃供款	Retirement benefits scheme contributions	28	29
		703	698
Number of employees 僱員人數			
		2004 二零零四年	2003 二零零三年
僱員之酬金介乎下列範圍：	Emoluments of the employees were within the following band:		
無 – 1,000,000港元	Nil – HK\$1,000,000	3	3

8. 稅項

由於兩個年度之估計應課稅溢利已全數分攤至結轉稅項虧損，故並無就香港利得稅作出撥備。

稅項之對賬報表列載如下：

8. TAXATION

No provision for Hong Kong Profits Tax has been made as the estimated assessable profit for both years was wholly absorbed by tax losses carried forward.

A statement of reconciliation of taxation is as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
經營溢利	Profit from operations	243	142
按香港利得稅率17.5% 計算之稅項	Tax at Hong Kong Profits Tax rate of 17.5%	42	25
不獲稅項減免支出之 稅務影響	Tax effect of expenses not deductible for tax purposes	10	28
免稅收入之稅務影響	Tax effect of income not taxable for tax purposes	(6)	(67)
於應用往年未確認稅項 虧損之稅務影響	Tax effect on utilisation of tax losses previously not recognised	(81)	(35)
未確認稅項虧損之 稅務影響	Tax effect of tax losses not recognised	28	35
其他	Others	7	14
年度稅項	Taxation for the year	-	-

9. 每股盈利

每股盈利乃按本年度之溢利淨額243,000港元(二零零三年:142,000港元)及年內已發行股份加權平均數150,000,000(二零零三年:150,000,000)股計算。

由於並無發行任何具有攤薄潛力之普通股，故此並無呈列每股攤薄盈利。

9. EARNINGS PER SHARE

The calculation of the earnings per share is based on the net profit for the year of HK\$243,000 (2003: HK\$142,000) and on the weighted average of 150,000,000 (2003: 150,000,000) shares in issue throughout the year.

No diluted earnings per share has been presented as there were no dilutive potential ordinary shares in issue.

NOTES TO THE FINANCIAL STATEMENTS 財務報告附註

For the year ended 30 June 2004 截至二零零四年六月三十日止年度

10. 物業、廠房與設備

10. PROPERTY, PLANT AND EQUIPMENT

		Computer system and equipment 電腦系統及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總額 HK\$'000 千港元
本集團	THE GROUP			
成本	COST			
於二零零三年七月一日及 二零零四年六月三十日	At 1 July 2003 and 30 June 2004	733	6	739
折舊	DEPRECIATION			
於二零零三年七月一日	At 1 July 2003	714	2	716
本年度撥備	Provided for the year	16	2	18
於二零零四年六月三十日	At 30 June 2004	730	4	734
賬面淨值	NET BOOK VALUES			
於二零零四年六月三十日	At 30 June 2004	3	2	5
於二零零三年六月三十日	At 30 June 2003	19	4	23

於結算日，本公司並無任何物業、
廠房與設備。

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

11. 系統及網絡

11. SYSTEMS AND NETWORKS

		HK\$'000 千港元
本集團	THE GROUP	
成本	COST	
於二零零三年七月一日及 二零零四年六月三十日	At 1 July 2003 and 30 June 2004	1,950
攤銷	AMORTISATION	
於二零零三年七月一日	At 1 July 2003	163
本年度撥備	Provided for the year	650
於二零零四年六月三十日	At 30 June 2004	813
賬面淨值	NET BOOK VALUE	
於二零零四年六月三十日	At 30 June 2004	1,137
於二零零三年六月三十日	At 30 June 2003	1,787

11. 系統及網絡 (續)

系統及網絡包括設立及開發以互聯網為本之知識系統及網絡所引致之所有直接成本。本集團之系統及網絡自投入商業運作日期起按項目估計經濟可用年期(為期最長三年)攤銷。

於結算日，本公司並無任何系統及網絡。

12. 於附屬公司之投資

於附屬公司之投資之賬面值反映各附屬公司成為本公司成員之日期之基本資產值。

以下為本公司各附屬公司之詳細資料，彼等均於二零零四年六月三十日由本公司直接持有：

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

11. SYSTEMS AND NETWORKS (Continued)

Systems and networks include all direct costs incurred in the setting up and development of internet based knowledge systems and networks. The Group's systems and networks are amortised over the estimated economic useful lives of the projects from the date of commencement of commercial operations subject to a maximum period of three years.

The Company did not have any systems and networks at the balance sheet date.

12. INVESTMENTS IN SUBSIDIARIES

		THE COMPANY 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
非上市股份	Unlisted shares	2,071	2,071

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

Details of the Company's subsidiaries, all of which are held directly by the Company at 30 June 2004, are as follows:

12. 於附屬公司之投資 (續)

於本年度結束時及於年內任何時間，各附屬公司概無任何尚未償還之債務證券。

13. 應收貿易款項

於結算日之應收貿易款項賬齡分析如下：

0至60日	0 - 60 days
61至120日	61 - 120 days
120日以上	Over 120 days

本集團給予其貿易客戶之平均信貸期為90日至120日。

14. 按金及預付款項

結餘包括為數7,702,000港元(二零零三年:無)之已付可退還訂金，該等訂金與一項與一名獨立第三方經營互聯網之準投資項目有關，而部份訂金亦於結算日後就終止磋商投資該項目而已獲退還。

15. 應收一間同系附屬公司之款項**本集團**

該款項乃無抵押且不付息。董事認為，償還之款項乃按照提供予外間之相類似條款。

12. INVESTMENTS IN SUBSIDIARIES (Continued)

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

13. TRADE RECEIVABLES

The aging analysis of trade debtors at the balance sheet date is as follows:

		THE GROUP 本集團	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
0至60日	0 - 60 days	1,823	2,308
61至120日	61 - 120 days	-	2,026
120日以上	Over 120 days	-	121
		1,823	4,455

The Group allows an average credit period ranging from 90 days to 120 days to its trade customers.

14. DEPOSITS AND PREPAYMENTS

Included in the balance is an amount of HK\$7,702,000 (2003: HK\$nil) representing a refundable deposit paid in connection with a potential investment project relating to internet operations with an independent third party. The deposit was partially refunded subsequent to the balance sheet date upon the termination of negotiation in respect of the investment project.

15. AMOUNT DUE FROM A FELLOW SUBSIDIARY**THE GROUP**

The amount is unsecured and non-interest bearing. In the opinion of the directors, the amount is repayable under the terms comparable to outsiders.

16. 存款、銀行結餘及現金

16. DEPOSITS, BANK BALANCES AND CASH

		THE GROUP 本集團		THE COMPANY 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
附息存款	Interest bearing deposits	109	7,179	109	2,678
銀行結餘及現金	Bank balances and cash	4,759	148	3,256	16
		4,868	7,327	3,365	2,694

17. 股本

17. SHARE CAPITAL

		2004 & 2003 二零零四年及二零零三年 HK\$'000 千港元		
法定:	Authorised:	800,000,000股每股面值0.10港元之股份	800,000,000 shares of HK\$0.10 each	80,000
已發行及繳足:	Issued and fully paid:	150,000,000股每股面值0.10港元之股份	150,000,000 shares of HK\$0.10 each	15,000

於上述兩個年度，本公司之法定、已發行及繳足股本概無變動。

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

18. 購股權計劃

根據本公司於二零零零年三月二十七日所採納之購股權計劃（「舊有計劃」），本公司可向本公司或其附屬公司之執行董事及僱員授予購股權，主要作為給予其僱員之獎勵，並藉此讓彼等可無須支付認購價而認購本公司股份。所授出之購股權可在董事釐定之期間內隨時行使，惟該期間不得少於有關購股權發行日期起計三年及超過十年，而接納日期須不遲於要約日期後21日。認購價（如本文所述可予調整）乃(i)股份之面值；(ii)於授出日期（必須為營業日）在聯交所每日報價表所報之每股收市價；及(iii)緊隨授出日期前五個營業日在聯交所每日報價表所報之每股收市價之平均值（以較高者為準）。根據舊有計劃可授出之購股權所涉及之股份最高數目不得超過本公司不時發行之股本10%（惟(i)根據舊有計劃已發行之股份及(ii)舊有計劃於期內涉及(i)所述之股份之已發行額外股份所附按比例之任何權利除外）及授予任何一名僱員之購股權所涉及之股份最高數目不得超過根據舊有計劃可授出之購股權所涉及之股份最高數目之25%。除非以其他方式終止或更改，否則舊有計劃將自採納日期起計十年期間一直生效。由採納舊有計劃之日起，本公司並無根據舊有計劃授出任何購股權。

18. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme (the "Old Scheme") adopted on 27 March 2000, the Company may grant options to executive directors and employees of the Company or its subsidiaries, for the primary purpose of providing incentives to its employees, to subscribe for shares in the Company without initial payment at a subscription price. Options granted are exercisable at any time during a period as may be determined by the directors, which shall be not less than three years and not more than ten years from the date of issue of the relevant options, where the acceptance date should not be later than 21 days after the date of offer. The subscription price (subject to adjustments as provided therein) is equal to the higher of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which options may be granted under the Old Scheme shall not exceed 10% of the share capital of the Company in issue from time to time (except (i) shares issued pursuant to the Old Scheme and (ii) any pro rata entitlements to further shares issued in respect of those shares mentioned in (i) during the period of the Old Scheme) and the maximum number of shares in respect of which options may be granted to any one employee shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Old Scheme. Unless otherwise terminated or altered, the Old Scheme will remain in force for a period of ten years from the date of adoption. No share option was granted by the Company under the Old Scheme since its adoption.

18. 購股權計劃 (續)

於二零零二年十一月二十九日，本公司批准終止舊有計劃，並採納一項將於二零一二年十一月二十八日屆滿之新購股權計劃（「新計劃」），以遵守聯交所創業板證券上市規則第23章之新訂條款。新購股權計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據新計劃，董事可就本公司、其附屬公司或聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜，向任何董事、僱員、顧問、諮詢人或受益人包括上述人士之任何全權信託或由上述人士實益擁有之公司及冠軍與看通之客戶及供應商授予購股權，讓彼等藉此可毋須支付認購價而認購本公司之股份，而毋須按認購價支付首筆款項。所授出之購股權可於授出日期起計最長十年期間內行使，而接納日期須不遲於要約日期後21日。

新計劃項下之購股權股份之認購價（如本文所述可予調整）乃(i)股份之面值；(ii)於授出日期（必須為營業日）在聯交所每日報價表所報之每股收市價；及(iii)緊隨授出日期前五個營業日在聯交所每日報價表所報之每股收市價之平均值（以較高者為準）。根據新計劃可授出之購股權所涉及之股份最高數目不得超過本公司於新計劃批准日期發行之股本10%。然而，因行使所有未行使購股權而可發行之最高股份數目不得超過本公司不時發行之股本30%。在未經本公司股東事先批准下，於任何一年授予任何一名個別人士之購股權所涉及之股份最高數目不得超過本公司不時發行之股份1%。本公司自採納新計劃以來並無根據新計劃授予購股權。

18. SHARE OPTION SCHEME (Continued)

On 29 November 2002, the Company approved the termination of the Old Scheme and adoption of the new share option scheme (the "New Scheme") which will expire on 28 November 2012 in order to comply with the terms of new Chapter 23 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. The purpose of the New Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the New Scheme, the directors may grant options to any eligible persons of the Group, including directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of the Company, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the Group, to subscribe for shares in the Company without initial payment at a subscription price. Options granted are exercisable for a period of up to ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer.

The subscription price (subject to adjustment as provided therein) of the option shares under the New Scheme is equal to the higher of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the New Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the New Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders. No share option under the New Scheme was granted since its adoption.

19. 儲備

19. RESERVES

		Special reserve 特別儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
本集團	THE GROUP					
於二零零二年七月一日	At 1 July 2002	-	7,540	8,461	(15,059)	942
本年度溢利淨額	Net profit for the year	-	-	-	142	142
於二零零三年六月三十日 及二零零三年七月一日	At 30 June 2003 and 1 July 2003	-	7,540	8,461	(14,917)	1,084
本年度溢利淨額	Net profit for the year	-	-	-	243	243
於二零零四年六月三十日	At 30 June 2004	-	7,540	8,461	(14,674)	1,327
本公司	THE COMPANY					
於二零零二年七月一日	At 1 July 2002	1,971	-	8,461	(9,741)	691
本年度虧損淨額	Net loss for the year	-	-	-	(205)	(205)
於二零零三年六月三十日 及二零零三年七月一日	At 30 June 2003 and 1 July 2003	1,971	-	8,461	(9,946)	486
本年度虧損淨額	Net loss for the year	-	-	-	(163)	(163)
於二零零四年六月三十日	At 30 June 2004	1,971	-	8,461	(10,109)	323

資本儲備乃指購買代價與本集團於收購日期分佔附屬公司之獨立資產淨值之公平價值之餘額或差額。

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

The capital reserve represents the excess or shortfall of the purchase consideration over the Group's share of the fair value ascribed to the separable net assets of the subsidiaries at the date of acquisition.

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

19. 儲備 (續)

截至二零零四年六月三十日，本公司可分派之儲備約323,000港元(二零零三年：486,000港元)。本公司可撥充股份溢價以向股東派發股息，惟須受本公司之公司組織章程大綱及公司組織細則之條款限制及緊隨於派發股息後，本公司可償還一般業務過程之到期債項，方可作實。遵照本公司之公司組織細則，本公司可撥充溢利、特別儲備及股份溢價派發股息。

20. 未確認遞延稅項

於結算日，本集團及本公司未動用之稅項虧損分別約15,941,000港元(二零零三年：16,245,000港元)及3,783,000港元(二零零三年：3,622,000港元)，可供抵銷未來應課稅溢利。由於不能預測未來之溢利情況，故並無確認遞延稅項資產。稅項虧損可無限期結轉。

21. 資本承擔

購置物業、廠房與設備之
已授權但未訂約
資本開支

Capital expenditure in respect of the
acquisition of property, plant and
equipment authorised but not
contracted for

19. RESERVES (Continued)

The Company's reserves available for distribution amounted to approximately HK\$323,000 (2003: HK\$486,000) as at 30 June 2004. The share premium of the Company is available for paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company.

20. UNRECOGNISED DEFERRED TAXATION

At the balance sheet date, the Group and the Company have unused tax losses of approximately HK\$15,941,000 (2003: HK\$16,245,000) and HK\$3,783,000 (2003: HK\$3,622,000) respectively available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

21. CAPITAL COMMITMENTS

		THE GROUP 本集團		THE COMPANY 本公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
		500	500	500	500

22. 退休福利計劃

本集團安排於香港之所有合資格僱員參加強制性公積金(「強積金」)計劃。強積金計劃之退休福利成本,即本集團按強積金計劃規則所指定比率之供款,於綜合損益表內扣除。

於年內,退休福利計劃供款(扣除沒收供款:無(二零零三年:25,821港元))為64,053港元(二零零三年:25,493港元)。

23. 關連人士披露

年內,本集團曾與關連人士進行下列交易:

自一間同系附屬公司收取之登記費、年費及技術費

支付予冠軍之行政費用

附註:

- (a) 服務收入乃由本公司董事經參考可供比較之市場價格後釐定。
- (b) 上述兩個年度之行政費用乃根據本公司與冠軍訂立之管理協議收取,月費為80,000港元。

有關與一間同系附屬公司之結餘之詳情載於附註15。

22. RETIREMENT BENEFITS SCHEME

The Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the "MPF") scheme. The retirement benefit cost for the MPF scheme charged to the consolidated income statement represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefits scheme contributions paid, net of forfeited contributions of HK\$nil (2003: HK\$25,821), amounted to HK\$64,053 (2003: HK\$25,493).

23. RELATED PARTY DISCLOSURES

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

	Notes 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
自一間同系附屬公司收取之登記費、年費及技術費	Registration fee, annual fee and technical fee received from a fellow subsidiary (a)	884	945
支付予冠軍之行政費用	Administration fees paid to Champion (b)	960	960

Notes:

- (a) The service income was charged with reference to comparable market prices as determined by the directors of the Company.
- (b) The administration fees were charged at a monthly fee of HK\$80,000 for both years pursuant to a management agreement entered into between the Company and Champion.

Details of the balance with a fellow subsidiary are set out in note 15.

		Year ended 30 June 截至六月三十日止年度				
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
業績	RESULTS					
營業額	Turnover	8,492	9,642	13,393	10,829	3,213
其他經營收入	Other operating income	36	36	116	930	270
經營成本	Operating costs					
購入技術支出	Acquired technology expensed	(962)	(2,808)	(2,807)	(3,778)	(4,674)
一般及行政費用	General and administrative expenses	(2,667)	(2,362)	(4,780)	(4,774)	(3,954)
市場推廣費用	Marketing and promotion expenses	(2,505)	(1,697)	(1,250)	(2,203)	(250)
僱員成本	Staff costs	(2,151)	(2,669)	(4,398)	(4,354)	(3,867)
本年度(虧損)溢利	(Loss) profit for the year	243	142	274	(3,350)	(9,262)

		At 30 June 於六月三十日				
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
資產及負債	ASSETS AND LIABILITIES					
非流動資產	Non-current assets	1,142	1,810	104	310	515
流動資產	Current assets	15,863	14,795	16,450	16,058	19,897
流動負債	Current liabilities	(678)	(521)	(612)	(700)	(1,394)
		16,327	16,084	15,942	15,668	19,018

附註：截至二零零零年六月三十日止年度之業績乃按合併基準編製，猶如緊隨集團重組（見本公司於二零零零年四月五日刊發之招股章程附錄三「公司重組」一段所述）後之集團架構自一九九七年七月一日起已一直存在。

Note: The results for the year ended 30 June 2000 have been prepared on a combined basis as if the group structure immediately after the group reorganisation, as set out in the paragraph headed "Corporate reorganisation" in Appendix III of the prospectus issued by the Company dated 5 April 2000, had been in existence since 1 July 1997.

	二零零四年 千港元	二零零三年 千港元	二零零二年 千港元	二零零一年 千港元	二零零零年 千港元
業績					
(截至六月三十日止年度)					
—營業額	8,492	9,642	13,393	10,829	3,213
—溢利／(虧損)淨額	243	142	274	(3,350)	(9,262)
—每股盈利／(虧損)					
—基本(港仙)	0.16	0.09	0.18	(2.23)	(7.12)
財務狀況(於六月三十日)					
—非流動資產	1,142	1,810	104	310	515
—流動資產	15,863	14,795	16,450	16,058	19,897
—流動負債	678	521	612	700	1,394
—股東資金	16,327	16,084	15,942	15,668	19,018
財務比率(於六月三十日)					
—流動資產／流動負債	23	28	27	23	14
—資產／股東資金	1.04	1.03	1.04	1.04	1.07
—營業額／資產	0.50	0.58	0.81	0.66	0.16

執行董事

簡文樂 (主席)
黃玉龍
夏淑玲

獨立非執行董事

Francis Gilbert KNIGHT
何耀明
邵向明*

公司秘書

張美霞律師

合資格會計師

黃玉龍 FHKSA, FCPA

規章主任

夏淑玲

法定代表

簡文樂
夏淑玲

審核委員會

何耀明 (委員會主席)
Francis Gilbert KNIGHT
邵向明†
黃玉龍 FHKSA, FCPA‡

註冊辦事處

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
Cayman Islands
British West Indies

總辦事處暨主要營業地點

香港中環
康樂廣場8號
交易廣場1期1702室

主要往來銀行

渣打銀行(香港)有限公司
香港
德輔道中4-4A號

香港上海滙豐銀行有限公司
香港
皇后大道中1號

中國銀行(香港)有限公司
香港
花園道1號

星展銀行(香港)有限公司
香港
皇后大道中99號

核數師

德勤•關黃陳方會計師行
執業會計師
香港
干諾道中111號
永安中心26樓

主要股份過戶登記處

The Harbour Trust Co. Ltd.
P.O. Box 1787
Grand Cayman
Cayman Islands
British West Indies

股份過戶登記香港分處

秘書商業服務有限公司
香港灣仔
告士打道56號
東亞銀行港灣中心

企業網址

<http://www.digitalhongkong.com>

創業板股票編號

8007

* 於二零零四年三月二十九日獲委任為獨立非執行董事

† 於二零零四年三月二十九日獲委任為審核委員會委員

‡ 於二零零四年九月十六日退任審核委員會委員

致各位股東：

本人欣然公佈本集團自於二零零零年四月上市以來，目前已連續第三年及連續第十四季錄得盈利。期內，縱使香港經濟已從「沙士」突襲後之低谷中回升，而整體氣氛亦漸見改善；然而，資信科技界仍然復甦緩慢，大小企業之開支預算持續受壓，任何資信科技服務開支均須有合理回報方獲通過。

財務撮要

截至二零零四年六月三十日止年度，集團之財務表現撮要如下：

- 全年營業額為8,492,000港元，去年之比較數字為9,642,000港元
- 全年經審核綜合溢利約為243,000港元，較去年上升71%

集團之財務狀況保持穩健，並無銀行借貸。

業務回顧

在回顧年度內，本集團繼續從事各項與電子商貿解決方案相關之業務。集團之主要收入乃來自為客戶提供技術顧問服務所收取之費用。

期間，由於市場競爭激烈以及對資信科技服務之需求持續偏軟，本集團在推展業務目標時，經已採取較原訂計劃更審慎之策略。為此，本集團已按照業務活動狀況，減低就購置新系統及網絡，以及就提升集團基建所作之開支。管理層認為採取非常進取之市場策略，以增加電子商貿業務收入而不惜減低邊際利潤，並不符合本集團利益。

新業務機會

在過往之年報內，本人已經指出互聯網及高科技業轉變快速，行業的特性需要投入大量資源以建立市場佔有率及凝聚足夠之客戶基礎群，回報卻未可預料；因此，單靠電子商貿業務的自然增長並不容易出現意外驚喜。為擴闊收入基礎及增加資本回報，數碼香港一直致力開拓新商機，並建立能夠為集團業務發展帶來協同增值效應之夥伴關係。

在回顧年度內，集團確認以健康護理及相關資信科技服務為未來發展之方向及商機。健康護理網站、網上購買健康食品、以至網上醫藥及顧問諮詢服務日益普遍，尤其受年青一代網民歡迎。由於預計此範疇之增長前景樂觀，集團計劃更積極參與推廣及宣傳資信醫藥及網上健康護理範疇的業務，從而取得更高回報。

新董事會成員

本人謹此熱烈歡迎邵向明女士於二零零四年三月加入董事會，出任獨立非執行董事。邵女士在生物醫學研究、傳統中醫藥及信息科學範疇擁有十五年經驗；相信將有助集團董事局更能掌握及評估健康護理及相關資信科技業務之投資商機。

展望

縱使經濟展現回升之勢，而整體經營環境亦漸見樂觀；然而，資信科技界之整體前景仍然未見明朗，預期價格及服務競爭將持續激烈。

為拓展收入來源及加強增長潛力，集團已訂下以健康護理及相關資信科技服務為未來發展之方向及商機。由於全球市場對健康服務之需求巨大，加上人們之衛生意識不斷加強，因而創造了龐大市場，提供無限商機。健康護理界一向均須大量應用資信科技，這正是本集團能夠發揮所長之範疇；董事會期望更積極參與健康護理相關業務，並透過新投資及新夥伴提升集團收入。

董事會主席

簡文樂

二零零四年九月十六日

全年業績

截至二零零四年六月三十日止年度，本集團連續第三年取得全年盈利，錄得243,000港元，較去年之142,000港元上升71%；本年度之經審核綜合營業額則為8,492,000港元，較去年之9,642,000港元下調12%。於截至二零零四年六月三十日止季度，本集團分別錄得營業額2,091,000港元及溢利淨額117,000港元，乃本集團自二零零零年四月上市以來第十四季錄得盈利。

董事會建議本年度不派發任何股息，從而保留現金，支援集團持續開發業務及潛在投資機會。

財務回顧

在回顧年度內，經營邊際利潤（operating profit margin）由上年度之1.5%上升至本年度之2.9%；盈利上升乃主要受惠於本集團有效之成本控制措施，令本年度之經營成本較上年度之9,536,000港元進一步下降13%至8,285,000港元。在各項經營成本中，購入技術支出按照業務活動狀況下降66%至962,000港元，僱員成本亦減少19%至2,151,000港元；而一般及行政費用則上升13%至2,667,000港元，反映上一年度購入之系統及網絡之全年攤薄影響；市場推廣費用亦上升48%至2,505,000港元，反映本集團增加透過第三者及業務夥伴推廣本集團服務。

在回顧年度內，本集團並無就其資產進行減值或應收賬進行撥備。

現金流動性及財務資源

於二零零四年六月三十日，本集團之股東資金約為16,327,000港元（二零零三年：16,084,000港元），流動資產約為15,863,000港元（二零零三年：14,795,000港元），流動負債則約為678,000港元（二零零三年：521,000港元）。於二零零四年六月三十日，本集團擁有存款、銀行結餘及現金合共4,868,000港元（二零零三年：7,327,000港元）。本集團繼續透過營運所得資金支援日常運作。在回顧年度內，本集團並無非流動負債。

於二零零四年六月三十日，本集團並無任何銀行借貸，亦無任何重大或然負債及資產抵押。在本回顧年度完結時，本集團擁有淨流動資產15,185,000港元，財政週轉流暢。於二零零四年六月三十日，按本集團總貸款額及股東資金計算，本集團之貸款權益比率為零。本公司認為其財務資源足夠支持持續營運開支以及潛在投資機會。

外匯兌換風險

由於本集團大部份之交易、資產及負債均以港元及美元為主，因此外匯風險有限。

重大投資、購入及出售

在回顧年度內，本集團並無購入或出售附屬及關連公司。

資本承擔

於二零零四年六月三十日，本集團已授權但仍未簽署合約之資本承擔為500,000港元（二零零三年：500,000港元）。該等資本承擔乃預留作購入物業、廠房與設備、以及系統及網絡之用。

人力資源

在回顧年度內，本集團僱用8名全職僱員，全部均以香港為工作基地。在回顧年度內，僱員成本為2,151,000港元。本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之年終獎金、購股權、以及強制性公積金等福利。

執行董事

簡文樂，主席兼執行董事，負責數碼香港的宏觀計劃與發展。彼亦為香港聯合交易所主板上市公司冠軍科技集團有限公司及看通集團有限公司主席。彼持有香港中文大學工商管理碩士學位，於電腦及電信業累積逾三十年經驗，這有助全面推行電子商貿科技，也正是當前業務致勝之道。彼亦為香港電子商業研究系列之作者，該系列由數碼香港出版，將彼在資信科技上的經驗及對未來網上生活的構想牢牢地連繫起來。於一九八七年成立冠軍科技集團以前，彼曾任英國大東電報局的電腦附屬公司亞洲電腦有限公司之總經理。

在公職方面，他曾先後兩次參與聯交所之公司管治工作小組（於一九九四年至一九九五年及於一九九九年至二零零零年），亦曾為創業板上市委員會成員（於一九九九年至二零零三年）。彼目前亦為香港資信科技業議會主席、香港工業總會委員會委員、及香港立法會選舉委員會資信科技界委員。此外，彼亦為香港貿易發展局電子及電器業諮詢委員會委員、中國安徽省人民政治協商委員會委員、及中華人民共和國香港特別行政區全國人民代表大會代表選舉會議成員。

彼亦獲委任為中電控股有限公司之獨立非執行董事。

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

夏淑玲，負責監控本集團業務如企業財務及策略發展，亦為集團尋覓合適企業以建立策略夥伴及聯盟關係，並就驅動電子改革事宜與各政府部門、解決方案及業務夥伴、以及商界及學術界等多方面聯絡。

於加入本集團以前，彼於一九九二年三月加入冠軍科技集團出任企業發展執行副總裁，其間統籌冠軍科技集團內三家上市公司之上市及企業發展事宜。彼持有香港大學文學士學位及香港中文大學工商管理碩士學位。目前為香港城市大學電腦學系顧問委員會委員、香港工業總會香港資信科技業議會成員、以及Hong Kong Corporate Counsel Association會員。彼亦獲香港科技园公司委任，成為其科培輔導計劃下兩名栽培對象之輔導顧問。

獨立非執行董事

何耀明，於二零零一年十一月加入董事會，並於二零零四年三月獲委任為看通集團有限公司之獨立非執行董事。彼乃會計師樓資深合夥人，並在不同行業擁有豐富管理經驗。彼為特許執業會計師，亦是香港會計師公會會員、Chartered Institute of Arbitrators會員、及香港科技協進會資深會員。彼持有工商管理碩士學位，現時亦為於香港聯合交易所有限公司主板上市之玉皇朝飲食文化集團有限公司之獨立非執行董事。

Francis Gilbert KNIGHT，自二零零零年三月起出任本集團獨立非執行董事。Mr. Knight為私人公司Asian Security and Investigation Services Limited之主席兼董事總經理，擁有逾二十年版權保障、保安及商業調查經驗，並擔任多個主要團體之保安顧問。彼為The International Association of Police Chiefs會員、香港知識產權會個人會員、以及The British Institute of Directors及The British Institute of Management資深會員。彼亦為The American Society for Industrial Security (Hong Kong Branch)之前任主席。

邵向明，於二零零四年三月獲委任為本公司獨立非執行董事。彼在生物醫學研究、傳統中醫藥及保健產品範疇擁有逾十五年經驗。彼於一九八五年畢業於中國第三軍醫大學軍醫系，取得學士學位，並於一九八八年取得病理解剖學碩士學位。彼於二零零零年出任世界特種診療學會理事；於二零零一年獲委任為中國初級衛生保健基金會健康扶貧工程副執行主任，負責推廣健康教育、以及農村及社區預防醫學。自二零零一年起，彼獲聘為北京東西醫學研究中心主任，負責生物能信息醫學的研究開發工作。過去十年，彼之研究工作集中於信息醫學。

高層管理人員

簡文樂，總資信策劃師，負責勾劃及驅動本集團之電子資信革新、策劃及監控。彼持有香港中文大學工商管理碩士學位，亦為香港電子商業研究系列之作者，該系列由數碼香港出版。彼於電腦及電信業累積逾三十年經驗，有助全面推行電子商貿科技。彼亦為本公司之主席及執行董事。

夏淑玲，企業發展總監，負責監督本集團之企業與策略發展及新業務。彼持有香港大學文學士學位及香港中文大學工商管理碩士學位，擁有逾二十年業務管理、企業發展及市場推廣經驗。彼亦為本公司之執行董事。

黃玉龍，財務總監，負責本集團之財務及會計政策及監控。彼在資信科技行業擁有三十年財務及管理經驗，為集團帶來豐富財務專業知識。彼為香港會計師公會及澳洲會計師公會之資深會員，亦為Australian Institute of Banking and Finance之會員。彼亦為本公司之執行董事。

余振中，電子商貿項目副總裁，負責監督本集團在電子商貿及互聯網營運方面之技術管理及系統支援。彼持有香港大學工程學士學位，以及香港理工大學電子工程碩士學位。彼於一九九九年七月加入本集團之前，自一九九五年起一直效力冠軍科技集團。

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