

TIGER TECH HOLDINGS LIMITED
老虎科技(控股)有限公司



TIGER TECH

GROWING REVENUE
THROUGH
DIVERSIFIED SOURCES

ANNUAL REPORT
年 2004 報

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創業板乃為帶高投資風險的公司提供一個上市的市場，尤其在創業板上市的公司毋須備有過往溢利記錄，亦毋須預測未來溢利。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，並應經過審慎周詳的考慮後方作出投資決定。創業板的較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的投資者。

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創業板所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站刊登。上市公司毋須在憲報指定報章刊登付款公佈發放資料。因此，有意投資的人士應注意彼等須瀏覽創業板網站www.hkgem.com，以便取得創業板上市發行人的最新資料。

香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦無發表聲明，且表明不會就本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照創業板證券上市規則（「創業板上市規則」）之規定提供有關老虎科技（控股）有限公司之資料。老虎科技（控股）有限公司各董事對本報告所載資料願共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，i. 本報告所載資料在各主要方面均為準確及完整，且無誤導成份；ii. 本報告並無遺漏其他事項致使本報告所載內容有所誤導；及iii. 本報告所載一切意見已經審慎周詳考慮，並以公平及合理之基準與假設為基礎。

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BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Lee Hai Chu (*Chairman*)
Mr. Tony Hoo
Mr. Tang Tsz Hoo, Anthony
Mr. Chow Kwok Keung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwok Ming Fai
Mr. Lam Din Kan

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Miss Wong Fei Tat *CPA, ACS, ACIS*

AUDIT COMMITTEE

Mr. Kwok Ming Fai (*Chairman*)
Mr. Lam Din Kan
Mr. Tony Hoo

COMPLIANCE OFFICER

Mr. Chow Kwok Keung

AUTHORISED REPRESENTATIVES

Mr. Tony Hoo
Mr. Chow Kwok Keung

REGISTERED OFFICE

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Hamilton HM11
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HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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STOCK CODE

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COMPANY INTERNET HOMEPAGE

<http://www.tigertechcorp.com>

董事會

執行董事

李海柱先生 (*主席*)
胡棟良先生
鄧子豪先生
周國強先生

獨立非執行董事

郭明輝先生
林典勤先生

合資格會計師及公司秘書

黃飛達小姐 *CPA, ACS, ACIS*

審核委員會

郭明輝先生 (*主席*)
林典勤先生
胡棟良先生

法規主任

周國強先生

授權代表

胡棟良先生
周國強先生

註冊辦事處

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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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As to Bermuda law
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FINANCIAL HIGHLIGHTS

財務摘要

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		Year ended 30 June 2004 截至二零零四年 六月三十日 止年度 HK\$'000 千港元	Year ended 30 June 2003 截至二零零三年 六月三十日 止年度 HK\$'000 千港元 (restated) (重列)
Turnover	營業額	29,600	12,147
Loss for the year and attributable to equity holders of the parent	母公司股權持有人於年內應佔虧損	(20,949)	(13,723)
Loss per share	每股虧損		
- Basic (HK cents)	- 基本 (港仙)	(5.03)	(4.28)
- Diluted	- 攤薄	N/A 不適用	N/A 不適用
Turnover by Business Segment:	按業務分類劃分之營業額：		
- Enterprise Thin Client Solutions	- 企業瘦客戶機解決方案	20,955	4,194
- Cable Network Thin Client Solutions	- 有線網絡瘦客戶機解決方案	5,780	-
- Customised Thin Client Application Solutions	- 定製瘦客戶機應用程式解決方案	2,865	4,633
- Others	- 其他	-	3,320
		29,600	12,147
Turnover by Geographical Area:	按地區劃分之營業額：		
- Hong Kong	- 香港	22,037	9,662
- Taiwan	- 台灣	1,624	2,485
- United States	- 美國	2,806	-
- Singapore	- 星加坡	135	-
- PRC	- 中國	2,998	-
		29,600	12,147

STATEMENT FROM STATEMENT FROM MANAGING DIRECTOR 執行董事報告書 MANAGING DIRECTOR

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On behalf of the Board of Directors (the "Board") of Tiger Tech Holdings Limited, I am pleased to present the annual report of the Company for the financial year ended 30 June 2004.

FINANCIAL PERFORMANCE

For the financial year ended 30 June 2004, Tiger Tech and its subsidiaries (collectively the "Group") recorded a turnover and loss attributable to shareholders of approximately HK\$30 million and approximately HK\$21 million respectively while the Group recorded a turnover of approximately HK\$12 million and loss attributable to shareholders of approximately HK\$14 million in previous financial year.

The financial year of 2004 for the Group was a year of changes and challenges. For the local circumstance, although the IT and telecommunication sectors have gradually recovered, the competition for the IT market continued to be intense. In order to remain competitive, the Group deployed more resources on research and development for the Group's thin client technology to capitalise the changing customer's requirement. Also, the Group has expanded its distribution network by dedicating more resources in marketing and promotional activities in different regions, including Hong Kong, the People's Republic of China (the "PRC"), Taiwan, USA, Singapore, Malaysia, Australia and New Zealand.

During the year under review, the Group has actively explored new investment opportunities in IT related businesses with high growth potential in the future periods. However, as these companies are still in its development stage, full impairment was being accounted for in the consolidated income statement for the financial year ended 30 June 2004.

Although the expansion of the Group making the Company recorded a loss attributable to shareholders for this financial year, the Company has pragmatically in pursuit of its business objectives as stated in the Company's prospectus dated 31 March 2003.

本人謹代表老虎科技(控股)有限公司董事會(「董事會」)欣然呈列本公司截至二零零四年六月三十日止財政年度之年報。

財務表現

於截至二零零四年六月三十日止財政年度，老虎科技及其附屬公司(統稱「本集團」)錄得的營業額及股東應佔虧損分別約30,000,000港元及21,000,000港元，而本集團上個財政年度錄得營業額約12,000,000港元及股東應佔虧損約14,000,000港元。

本集團經歷了一個充滿變數及挑戰的二零零四年財政年度。綜觀本地經濟形勢，資訊科技及電訊行業雖然漸趨復甦，但資訊科技市場的競爭日趨激烈。為保持競爭優勢，本集團在瘦客戶機技術上的研究及開發投入更多資源，以掌握客戶變幻莫測的要求。本集團亦致力投入更多資源，於不同地區進行市場推廣活動，如香港，中國，台灣，美國，星加坡，馬來西亞，澳洲及紐西蘭，以擴大其分銷網絡。

於回顧年度內，本集團積極發掘具高增長潛力並與資訊科技有相關業務的投資商機。然而，由於這些公司仍然處於發展階段，於截至二零零四年六月三十日止財政年度，全數投資的減值已反映在綜合損益表內。

儘管本集團之擴充導致本公司於本財政年度錄得股東應佔虧損，本集團已實事求是地按本公司於二零零三年三月三十一日發行的招股章程所訂下的業務目標進行。

BUSINESS REVIEW

During the year under review, the Group continued to engage in the research, development, sales and implementation of Enterprise Thin Client Solutions, Customized Thin Client Application Solutions and Cable Network Thin Client Solutions. The Group provides its customers with thin client solutions by offering them a one stop solutions which include the design of thin client network architecture, development and provision of operating and application software and hardware, system integration as well as consultation services.

During the year under review, the Group has actively carried out marketing and promotional activities in order to strengthen its corporate identity and brand's visual presentation. These activities not only increased the Group's sales, the Group also found the way to form strategic alliance with new partners, such as Culturecom, which is a Hong Kong listed company, Toptrend Meta (HK) International Limited, of which the smart card solution is the only solution approved by the People's Bank of China for online payment and The Hong Kong Polytechnic University. The Group is allied to these companies to extend its business network and develop new IT solutions. The Company also acquired 10% of equity interests in Mediacute Technology Limited ("Mediacute"), with an aim to develop the embedded solutions with Thai Language function in mobile phones and penetrate into the Thailand market.

In view of the business opportunities in the PRC market, the Group has formed a wholly-owned subsidiary in Beijing of the PRC in August 2004. The Group believes such business expansion will bring positive influence to its business performance in the following year and beyond.

業務回顧

於回顧年度內,本集團繼續從事研究、開發、銷售及推行企業瘦客戶機解決方案、定製瘦客戶機應用程式解決方案及有線網絡瘦客戶機解決方案。本集團向客戶提供一站式瘦客戶機解決方案,其中包括為客戶提供瘦客戶機網絡架構設計、開發及提供操作及應用軟件及硬件、系統集成及顧問服務。

於回顧年度內,本集團積極進行市場推廣活動,以建立其品牌識別並加深大眾對品牌的印象。這些活動不但可以增加本集團銷售,同時可以幫助本集團尋求新伙伴以作出策略性聯盟,如文化傳訊為一間香港上市公司,矽谷學人(香港)國際公司,其聰明卡解決方案乃為中國人民銀行網上付款之唯一認可解決方案及香港理工大學等。本集團與這些公司結盟共同擴充其業務網絡及發展新資訊科技解決方案。本公司亦收購 Mediacute Technology Limited ("Mediacute") 之10%權益,其目的是為手提電話內之泰文功能開發嵌入式解決方案及進軍泰國市場。

本集團看準中國市場的業務商機,於二零零四年八月在中國北京成立一間全資附屬公司。本集團相信其業務擴張能為來年及往後的業務表現帶來正面的影響。

PROSPECTS

Since the “Mainland and Hong Kong Closer Economic Partnership Arrangement” (“CEPA”) signed between Hong Kong and the Mainland on 29 June 2003, Hong Kong’s economy is gradually recovered. Notwithstanding the global economic environment continues to be challenging, the PRC market is still highly potential. With stable foundation, huge advances in thin client technology and excellent standalone solutions and products, the Group remains cautiously optimistic about the future. The Group will remain cautious to pursue the stated business objectives, and concentrate on its development in the PRC market. As the Group’s business activities are on the right track, the Group expects to take a favorable turn and achieve a strong growth in the next financial year.

APPRECIATION

On behalf of the board, I would like to express our gratitude to the shareholders, customers, suppliers and professional advisors for their energetic support of the Company over the past year, and to sincerely thank the management and staff for their steady dedication and diligence.

Tony Hoo
Managing Director

24 September 2004

展望

隨著香港和中國於二零零三年六月二十九日簽署之「內地與香港關於建立更緊密經貿關係的安排(『更緊密經貿關係』)」帶來的優勢，香港經濟已穩步復甦。儘管全球經濟環境仍然充滿挑戰，中國市場依然擁有高度潛力。在穩健的基礎上，加上瘦客戶機技術大幅提升，及質素精良的解決方案及產品，本集團對未來前景表示審慎樂觀。本集團將保持審慎態度，繼續實行已訂下的業務目標，並將中國市場的發展放在首位。本集團的業務活動正在理想軌道，本集團展望下一個財政年度將會好轉並取得顯著增長。

致謝

本人謹代表董事會，對股東、客戶、供應商及專業顧問於過去一年來，對本集團之鼎力支持致謝，並感謝管理層及員工一直以來為集團之發展盡心盡力工作。

報行董事
胡棟良

二零零四年九月二十四日

FINANCIAL REVIEW

The turnover of the Group for the year ended 30 June 2004 amounted to approximately HK\$30 million, representing an increase of approximately HK\$18 million as compared to the last financial year, which was mainly attributable from the sales of hardware and software products derived from the provision of both Enterprise Thin Client Solutions and Cable Network Thin Client Solutions. The increase of sales was mainly due to effective promotional campaigns carried out by the Group throughout the year and more referrals from existing clients and business partners. Overall, there was an increase in sales, but the increase in operation costs and the relatively lower gross profit margin ratio set by the Group as compared to the last financial year, had attributed to the loss of HK\$21 million recorded by the Company in this financial year.

Comments on segmental information

1. Enterprise Thin Client Solutions

The income derived from the provision of total thin client solution services was increased from approximately HK\$4 million for the financial year of 2003 to approximately HK\$21 million for the financial year of 2004, mainly from the sales of hardware and software products. The Group also recorded the royalty income from two newly secured distributors as granting the exclusive rights to them for selling Tiger Tech brand's products in USA, Singapore and Malaysia.

財務回顧

本集團於截至二零零四年六月三十日止財政年度之營業額約為30,000,000港元，較上年財政年度增長約18,000,000港元，主要來自企業瘦客戶機解決方案及有線網絡瘦客戶機解決方案之硬件及軟件產品銷售。銷售上升主要歸因於本集團於整年間實行了有效的宣傳推廣計劃及由於現有客戶及生意夥伴介紹更多生意予本集團。整體而言，雖然銷售上升，但營運成本增加以及本集團較上年財政年度調低毛利率，導致本公司於本財政年度錄得21,000,000港元之虧損。

分部資料之評論

1. 企業瘦客戶機解決方案

由企業瘦客戶機解決方案所錄得之收入，由二零零三年財政年度錄得之4,000,000港元增加至二零零四年財政年度之21,000,000港元，主要來自本集團之硬件及軟件銷售。本集團亦從兩名新經銷商獲得專利收入，主要是給予獨家專利權，允許彼等經銷商於美國，星加坡及馬來西亞銷售老虎科技品牌之產品。

2. Cable Network Thin Client Solutions

Because of the outbreak of SARS, the Group had no revenue for Cable Network Thin Client Solutions in the previous fiscal year. However, due to the effective business promotional activities and the staff's efforts, the Group had obtained a good result of sales for approximately HK\$6 million in this financial year.

3. Customized Thin Client Application Solutions

Turnover from Customized Thin Client Application Solutions was mainly derived from licensing fees received from the financial data providers. The income decreased from approximately HK\$5 million for the financial year ended 30 June 2003 to approximately HK\$3 million for the financial year ended 30 June 2004, mainly because of the expiration of contracts signed with two data providers in March 2004 and no new customer was secured since April 2004.

Changes in inventories

Change in inventories represented the changes in closing balances of merchandise between two fiscal years. No significant changes between two financial years.

Purchase of merchandise

Since most of the income generated in this fiscal year were sales of goods, the amount was significantly increased from approximately HK\$1.8 million for the financial year ended 30 June 2003 to approximately HK\$22.6 million for the financial year ended 30 June 2004.

2. 有線網絡瘦客戶機解決方案

由於SARS的爆發，影響本集團於上一個財政年度在有線網絡瘦客戶機解決方案方面錄得零收入。然而，藉由有效的業務推廣活動及員工的勤奮成果，本集團於本財政年度在銷售上錄得約6,000,000港元之美好成績。

3. 定製瘦客戶機應用程式解決方案

定製瘦客戶機應用程式解決方案之營業額主要來自向財經數據供應商收取特許使用費用。此收入由截至二零零三年六月三十日止財政年度約5,000,000港元降至截至二零零四年六月三十日止財政年度約3,000,000港元，主要由於與兩名財經數據供應商之特許協議已於二零零四年三月屆滿及由二零零四年四月開始至今仍未找到新的客戶。

存貨變動

存貨變動指兩個財政年度期間之期末存貨變動，存貨於兩個財政年度之間並無重大改變。

貨品採購

由於本財政年度所產生之收入主要來自銷售，令貨品採購由截至二零零三年六月三十日止年度的約1,800,000港元大幅度升至截至二零零四年六月三十日止年度的約22,600,000港元。

Employee benefits expense

Employee benefits expense for the year under review decreased by HK\$288,000 as compared to previous fiscal year, mainly because the management decided to cut headcount in order to have cost effective control.

Depreciation and amortisation

Depreciation and amortization charges were increased from HK\$904,000 in the financial year of 2003 to HK\$2,481,000 in the financial year of 2004, mainly because the interactive voice recognition system ("IVRS") purchased in last fiscal year was amortised from the purchase date, therefore full year amortisation for the IVRS was reflected in the consolidated income statement in this fiscal year.

Other operating expenses

Other operating expenses included an impairment for the investments and the intangible assets amounted to HK\$7.9 million. The consideration for acquiring Mediacute was HK\$2.5 million. American Appraisal China Limited, a qualified surveyor, had conducted an appraisal of the fair market value for the Thai character input technology ("Technology") as of 31 December 2003, which is owned by Mediacute, and the fair market value of the Technology was valued for US\$10,155,000. Mediacute also generated income during the year, as it is still in development stage, it had net liabilities as at 30 June 2004 and full impairment was made.

In addition to the impairment loss for Mediacute, full impairment of HK\$4.2 million for the IVRS was made. The Group has appointed Malcolm Associates Appraisal, a qualified surveyor, to conduct a valuation for the IVRS as of 30 June 2004 and the fair market value of the IVRS was valued for HK\$4.2 million. Also, HK\$600,000 of Group's income was generated from the IVRS for the year ended 30 June 2004.

員工福利開支

員工福利開支與上個財政年度比較，員工成本於回顧年度內減少了288,000港元，主要歸因於管理人員決定減少人手以達致有效成本控制。

折舊及攤銷

折舊及攤銷開支由二零零三年財政年度的904,000港元增加至二零零四年財政年度的2,481,000港元，主要歸因於本集團於上個財政年度所購的互動語音相認軟件系統由購入日期開始攤銷，所以互動語音相認軟件系統的全年攤銷已反映在綜合損益表內。

其他營運開支

其他營運開支包括投資及無形資產的減值為7,900,000港元。收購Mediacute之作價為2,500,000港元。美國評值有限公司為一間執業測量師，為Mediacute擁有之泰文輸入技術「技術」評估此技術於二零零三年十二月三十一日之公平市場價值，而評估之公平市場價值為10,155,000美元。Mediacute亦於年內產生收入，但由於Mediacute仍然處於發展階段，於二零零四年六月三十日仍處於淨負債，所以全數已被減值。

除了為Mediacute作出減值，價值4,200,000港元的互動語音相認軟件系統亦已全數被減值。本集團已委任了一間執業測量師，Malcolm Associates Appraisal，為互動語音相認軟件系統評估於二零零四年六月三十日之公平市場價值，而評估之公平市場價值為4,200,000港元。而且，截至二零零四年六月三十日止財政年度互動語音相認軟件系統亦為本集團帶來600,000港元的收入。

Excluding the impairment and share issuing expenses, the operating costs was approximately HK\$14 million (2003: HK\$7.5 million). The increase in operating costs was contributed by the aggressive business activities carried out by the Group to fulfill the implementation of business plan. As a result, operating lease rental, research and development for the Group's thin client technology, advertising and promotion expenses and legal and professional fees were all increased as compared to previous financial year.

Overall, the Group had achieved a satisfactory result for its sales level. However, the increase of operating expenses had placed a certain impact on the business achievement.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group had no gearing (defined as long-term debt to equity) as at 30 June 2004. The Group relies on the internal resources and the net proceeds from the placing of the Company's shares as sources of funding. In January 2004, the Company raised approximately HK\$7.2 million net proceeds from placing of its new shares. The funds generated by the placing have been used to finance the Group's operations and will be used to develop new business opportunities. In addition, the Company obtained a loan from a financial institution for general working capital during the year and the loan was guaranteed by Mr. Tony Hoo. The loan was fully repaid as at 30 June 2004. There is no charge on the Group's assets as at 30 June 2004 (2003: nil). The Group had no credit facilities and no bank borrowing outstanding as at 30 June 2004 (2003: nil). As at 30 June 2004, the Group's bank balances was approximately HK\$8.2 million (2003: HK\$8.6 million), the total current assets amounted to approximately HK\$14 million (2003: HK\$21 million), representing 33% decrease as compared with 2003. The Directors believe that the existing financial resources are sufficient to fulfill its current working capital requirements.

撇除減值及發行股份支出，其他營運支出約14,000,000港元（二零零三年：7,500,000港元），營運支出增加乃由於本集團積極發展業務活動以履行業務計劃。所以，租賃租金、本集團瘦客戶技術研發費用、宣傳及推廣費用，以及法律與專業費用都較上個財政年度有所升幅。

整體而言，本集團的銷售額錄得美好成績。然而，經營成本的增長對業績帶來一定影響。

流動資金、財務資源及資本結構

本集團於二零零四年六月三十日並無資本負債比率（定義為長期負債除以股本之比率）。本集團依賴內部資源及配售本公司股份所得款項淨額撥付資金需求。於二零零四年一月，本公司配售新股集資約7,200,000港元淨額。配售所得資金用作本集團營運及用以發掘新商機。此外，本公司於年內向一間財務公司取得一筆貸款作一般營運用途，而此貸款由胡棟良先生擔保。於二零零四年六月三十日，此貸款已全部清還。本集團於二零零四年六月三十日並無抵押資產（二零零三年：無）。本集團於二零零四年六月三十日並無未償還信貸融通及銀行貸款（二零零三年：無）。於二零零四年六月三十日，本集團之銀行結存約為8,200,000港元（二零零三年：8,600,000港元），流動資產總額約為14,000,000港元（二零零三年：21,000,000港元），較二零零三年下跌33%。董事相信，現有財務資源足以應付現時營運資金需求。

FOREIGN EXCHANGE EXPOSURE

During the year under review, the Group earned revenue and incurred costs and expenses mainly in Hong Kong dollars and United States dollars. As the exchange rate of United States dollars is officially pegged, no hedging or other alternatives have been implemented.

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 30 June 2004.

ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

In January 2004, the Company has acquired 10% of equity interests in Mediacute Technology Limited for a consideration of HK\$2.5 million. Details of the transaction have been disclosed in the announcements of the Company dated 18 December 2003.

The Group also acquired the license rights of some software products from Toptrend for a consideration of HK\$1.8 million.

In May 2004, the Company acquired additional 50% of equity interests in Tiger Tech (China) Holdings Limited "TT (China)" for a consideration of HK\$1.4 million, making TT (China) became the wholly-owned subsidiary of the Company. The acquisition is with the aim of better control of those projects currently carried out by TT (China).

Save as disclosed above, neither the Company, nor any of its subsidiaries had any significant acquisitions, disposals and investment during the year.

外匯風險

於回顧年度內，本集團所賺取之收入及應計成本及開支主要以港元及美元定值。由於港元及美元實施聯繫匯率，因此集團概無進行對沖及採取其他替代方案。

或然負債

本集團於二零零四年六月三十日並無重大或然負債。

收購、出售及重大投資

於二零零四年一月，本公司以代價2,500,000港元收購Mediacute Technology Limited之10%權益。有關交易詳情已於本公司日期為二零零三年十二月十八日之公佈披露。

本集團亦向矽谷學人以代價1,800,000港元收購指定軟件產品之特許使用權。

於二零零四年五月，本公司以代價1,400,000港元收購老虎科技中華控股有限公司（「老虎科技中華」）額外50%之權益，令老虎科技中華成為本公司之全資附屬公司。此收購目的是可以令本集團更容易控制老虎科技中華目前正在進行之項目。

除上文之披露外，本公司及其附屬公司於年內概無任何重大收購、出售及投資。

FUTURE PLANS FOR INVESTMENTS OR CAPITAL ASSETS AND SOURCES OF FUNDING

Except for those plans as set out in the Prospectus, there has been no plans for significant investment, capital assets and sources of funding.

EMPLOYEE INFORMATION

As at 30 June 2004, the Group had 9 employees. The total employees' remuneration, including that of the Directors, amounted to approximately HK\$3.4 million. (2003: HK\$3.7 million). The Group continues to provide remuneration package to employees according to market practices, their experience and performance. Other benefits include contributions of statutory mandatory provident fund for the employees and medical scheme.

The Group also established a Pre-IPO Share Option Scheme and Share Option Scheme to reward its employees for their individual performance. During the year under review, all Pre-IPO share option had been exercised and no share option had been granted nor exercised. There has been no major change on staff remuneration policies during the year.

未來投資或資本資產計劃及資金來源

除招股章程所載之計劃外，概無任何重大投資、資本資產及資金來源計劃。

僱員資料

於二零零四年六月三十日，本集團聘有9名僱員。僱員薪酬總額（包括董事薪酬）約達3,400,000港元（二零零三年：3,700,000港元）。本集團繼續按市場慣例、僱員經驗及表現釐定僱員薪酬福利。其他福利包括為僱員繳交法定強制性公積金供款以及提供醫療計劃。

本集團亦設有首次公開招股前購股權計劃及購股權計劃，以酬報個別僱員之優秀表現。於回顧年度內，所有首次公開招股前購股權已行使，亦無授出或行使任何購股權。年內僱員薪酬政策並無重大變動。

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

業務目標與實際業務進展比較

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The following is the comparison of the implementation plan of the Group's business objectives as disclosed in the Prospectus and its actual progress. The Group's implementation plan as disclosed in the Prospectus has been completed gradually. Nevertheless, in order to achieve long-term business goals, the Group will continue to follow and review its business objectives and strategies on an on-going basis and make adjustments as necessary.

Business Objectives stated in the Prospectus

招股章程所列之業務目標

Development and enhancement of thin client solutions

發展及提升瘦客戶機解決方案

- Focus on the development of wireless thin client products
集中力量開發無線瘦客戶機產品
- Replace existing thin client version with further enhanced version and implement leasing model
以升級產品代替現有瘦客戶機產品並落實出租產品型號
- Implement ASP model with windows XP Embedded Enterprise Thin Client Solutions
落實結合ASP運作模型予Windows XP嵌入式企業瘦客戶機解決方案
- Alliance with top-tier software companies to offer full scope of applications to run on thin client leasing model
與頂尖軟件公司建立聯盟以提供在出租型瘦客戶機運行的全面性應用程式

以下為本集團於招股章程內所訂下之實行業務目標計劃與實際進展之比較。本集團於招股章程所披露之計劃已逐步完成。儘管如此，為了達到長遠業務目標，本集團將會繼續跟隨並檢討業務目標及策略，並在需要時作出調整。

Actual progress as at 30 June 2004

於二零零四年六月三十日之實際進展

- The Group has developed a wireless thin server.
本集團已開發出無線瘦伺服器。
- The existing version of thin client has been successfully upgraded from wince 3.0 to wince.net 4.x. The leasing model is TT-5530.
瘦客戶機的現有版本已由wince 3.0成功升級為wince.net 4.x。出租型號為TT-5530。
- One of the stock information provider tried our windows XP Embedded Enterprise Thin Client Solutions with their ASP model.
其中一名股票報價供應商嘗試本集團的Windows XP嵌入式企業瘦客戶機解決方案配合其ASP運作模型。
- The Group joined with W-channel and a hardware manufacturer for leasing thin client to Hong Kong Broker.
本集團與W-channel及一名硬件製造商聯盟，向香港證券公司提供出租瘦客戶機。

Business Objectives stated in the Prospectus

招股章程所列之業務目標

Actual progress as at 30 June 2004

於二零零四年六月三十日之實際進展

Development of Cable Network Thin Client Solutions and Customized Thin Client Application Solutions

發展有線網絡瘦客戶機解決方案及定製瘦客戶機應用程式

- Launch interactive Cable TV Set Top Box with middleware and conditional access system
推出含中介軟件和有條件存取系統之互動有線電視機頂盒

- The Group has successfully developed and planned to launch the interactive Cable TV Set Top Box with middleware and conditional access system.

本集團已成功研發含中介軟件和有條件存取系統之互動有線電視機頂盒，並準備推出市場。

- Further expand Cable Network Thin Client Solutions distribution network in the PRC
在中國進一步擴大有線網絡瘦客戶機解決方案經銷網

- The Beijing office has been set up as the base for the further expansion of Cable Network Thin Client Solutions distribution network in the PRC in order to attract distributors in other regions.

在北京已成立辦事處，作為在中國進一步擴大有線網絡瘦客戶機解決方案經銷網的基地，藉以招攬其他地區的經銷商。

Distribution and Marketing Strategies

銷售及市場策略

Recruit channel partners to increase sales penetration for thin client products

聘請行業夥伴，為瘦客戶機產品增加銷售

- More advertising campaign to be launched in the PRC
在中國發起更多推廣活動

- The Group has sent the product catalogues to clients by e-mail and made phone call to the potential customers for advertising and introducing the products. Product samples were displayed in many computer stores.

本集團利用電郵向客戶發出產品目錄並致電潛在客戶作宣傳及產品介紹。產品樣本已陳列在各電腦專賣店。

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

業務目標與實際業務進展比較

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Business Objectives stated in the Prospectus

招股章程所列之業務目標

- Liaise with cable TV operators in the PRC for Cable Network Thin Client Solutions
為有線網絡瘦客戶機解決方案聯絡中國的有線電視營運商
- Establish joint marketing program with distributors
與經銷商制定聯合市場推廣計劃

Brand recognition

品牌意識

- Continue efforts in brand building through comprehensive marketing campaigns
加大力度透過全面市場推廣活動打造品牌
- Participate in exhibitions and expos
參加展銷會及博覽會

Actual progress as at 30 June 2004

於二零零四年六月三十日之實際進展

- The Group promoted the Cable Network Thin Client Solutions to the Cable TV operators in Sichuan.
本集團向四川的有線電視營運商推廣有線網絡瘦客戶機解決方案。
- The Group has established joint marketing program with Sichuan distributors and was collecting opinions from other distributors in Sichuan.
本集團與四川經銷商制定了聯合市場推廣計劃,並正向其他四川經銷商收集意見。
- The Group has hosted two conferences and provided training to one educational institution. Advertisements were placed with two prominent local computer magazines and product brochures were also distributed to potential clients.
本集團舉辦了兩個會議及為一間教育機構提供培訓。宣傳廣告已在兩本知名的本地電腦雜誌上刊登並向潛在客戶派發產品小冊子。
- The Group has sponsored a computer show in Tai Po in November 2003. The Group has also conducted a seminar at a local primary school in January 2004, and participated a seminar held by the Information Technology Services Department in March 2004.
本集團於二零零三年十一月贊助了一個在大埔舉行的電腦展覽。本集團亦於二零零四年一月在一所本地小學舉辦了一個研討會並於二零零四年三月參加了由資訊科技署所舉辦之研討會。

Business Objectives stated in the Prospectus

招股章程所列之業務目標

Actual progress as at 30 June 2004

於二零零四年六月三十日之實際進展

R&D

研究及開發

- | | |
|---|---|
| <ul style="list-style-type: none"> - Develop payment gateway over DVB-C platform
開發透過DVB-C的付款閘道器 | <ul style="list-style-type: none"> - The Group has developed a payment gateway into set top box over DVB-C platform.
本集團已開發透過DVB-C的付款閘道器的機頂盒。 |
| <ul style="list-style-type: none"> - Develop cross border trading platform
開發跨境交易平台 | <ul style="list-style-type: none"> - The cross border trading has integrated into set top box solution as online trading.
跨境交易已與機頂盒解決方案綜合為網上交易。 |
| <ul style="list-style-type: none"> - Continue research and enhance the ASP solutions
繼續研究及提升ASP解決方案 | <ul style="list-style-type: none"> - The research on new model of Thin Client for the ASP solutions and the enhancement of stability and extensivity of ASP solutions in the financial field were under control.
研究新型號的瘦客戶機於ASP解決方案應用範圍及提升ASP解決方案在商業機構上的運行穩定性能和擴展性能正在順利進行。 |
| <ul style="list-style-type: none"> - Continue research on the possibility of offering applications through PDA
繼續研究有關透過PDA提出應用程式之可行性 | <ul style="list-style-type: none"> - The Group has jointed with a PDA company for the research on the possibility of its applications and has developed a test version of the CRM system.
本集團與一間PDA公司合作進行其應用程式之可行性研究及開發了CRM系統的測試版本。 |

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

業務目標與實際業務進展比較

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Business Objectives stated in the Prospectus

招股章程所列之業務目標

- Continue research and development on valued-added services ie, home shopping, entertainment and data storage for Cable Network Thin Client Solutions

繼續研究及開發增值服務，即為有線網絡瘦客戶機解決方案加入家庭購物、娛樂及數據儲存

- Start integration of online trading with Cable Network Thin Client Solutions

開始將網上交易與有線網絡瘦解決方案整合

Expansion Plan Acquisition/Joint Venture

擴充計劃收購／合資經營

- Set up offices in Shanghai and Beijing
在上海及北京設立辦事處

Actual progress as at 30 June 2004

於二零零四年六月三十日之實際進展

- The entertainment and data storage as valued-added services for Cable Network Thin Client Solutions were developed while the research and development on home shopping for Cable Network Thin Client Solutions was still going on.

已成功為有線網絡瘦客戶機解決方案開發娛樂及數據儲存的增值服務，而有關家庭購物方面之研發仍正進行。

- The Group has successfully developed the online trading system and embedded it into its set top box for the first test run.

本集團已成功開發了網上交易系統並將其嵌入在機頂盒內進行了初步測試。

- The Group has successfully set up an office in Beijing in August 2004.
於二零零四年八月，本集團已成功地設立了北京辦事處。

USE OF PROCEEDS

所得款項用途

Up to 30 June 2004, the net proceeds from the initial placing of the Company on 16 April 2003 had been utilized in line with the terms stipulated in the prospectus issued by the Company dated 31 March 2003 (the "Prospectus"), particulars of which are set out as follows:

截至二零零四年六月三十日，於二零零三年四月十六日之最初配售所得款項淨額已按本公司於二零零三年三月三十一日發行的招股章程（「招股章程」）所載的條款應用於有關方面，詳情如下：

		Proposed amount to be used up to 30 June 2004 as per prospectus 預計使用的 款項（根據 招股章程） HK\$'000 千港元	Actual amount used up to 30 June 2004 實際已 使用的款項 HK\$'000 千港元
Brand building – Marketing events in Asia	建立品牌 – 在亞洲的市場推廣活動	1,060	1,158
Marketing and promotion – Organize and conduct joint marketing activities with product suppliers and distributors	市場推廣及促銷 – 與產品供應商及經銷商籌劃及進行聯合市場推廣活動	2,100	1,839
Sales – Setting up sales distribution channels and offices	銷售 – 建立銷售分銷渠道及辦事處	3,900	2,200
Research and development	研究及開發	3,900	4,118
Inventory financing	存貨融資	2,500	2,004
General working capital	營運資金	2,000	2,160
Total	總計	15,460	13,479

The Directors consider that the amount of use of proceeds is only slightly different from those as planned in the prospectus under the actual course of business.

董事認為根據招股章程配售所得款項之預計撥付金額與根據實際業務所用之撥付金額只有少許差別。

The remaining proceeds were placed with licensed banks and financial institutions in Hong Kong.

餘下之資金現存於香港之持牌銀行及金融機構。

EXECUTIVE DIRECTORS

Mr. Lee Hai Chu, aged 44, joined the Group as the Executive Director and Chairman of the Group on 31 December 2003. Mr. Lee has worked in various enterprises for over 20 years. He has solid and extensive experience in the management of Cable TV and Broadcasting companies and has strong business networking in the Cable TV and Broadcasting industries.

Mr. Tony Hoo, aged 38, is the Managing Director of the Company and a co-founder of the Group. Mr. Hoo is responsible for the overall management and planning business strategy of the Group. Mr. Hoo possesses extensive overseas working experience with four years in a New York based real estate development and construction project management firm named Lico Group Inc. as the Director of Operation in charge of the entire group operation logistics and gain valuable experience in operation logistics and computer information system, and two years in Hanning Properties Pty. in Sydney, as the Director of IT. Mr. Hoo was in charge of the whole process of the computerisation based on thin client technology.

Mr. Tang Tsz Hoo, Anthony, aged 32, is an Executive Director and a co-founder of the Group in charge of the business development and corporate strategy of the Group. Mr. Tang joined the Group since the set-up of the Group in September 1999 and is also responsible for advisory work on thin client computing. Mr. Tang has been in the computing industry for over seven years and also has extensive overseas working experience in the IT industry. He had gained valuable computing experience while working at Telex Limited in Toronto and Pacific Hawk International Limited as a system analyst. Prior to joining the Group, he was a senior consultant of China Investments Services Ltd., an investment consulting firm in Hong Kong, in charge of the IT operation of the company.

執行董事

李海柱先生，44歲，於二零零三年十二月三十一日加入本集團，並成為本集團之執行董事及主席。李先生於不同企業工作超過二十年。李先生在管理有線電線及廣播公司方面擁有實質及豐富經驗，而在有線電線及廣播行業中亦擁有強大的業務脈絡。

胡棟良先生，38歲，本公司之董事總經理及本集團之聯席創辦人。胡先生負責本集團之總體管理及業務策略規劃。胡先生的海外工作經驗豐富，曾在紐約房地產發展及建築項目管理公司Lico Group Inc.任營運總監共四年，負責集團之全部物流運作並累積了物流作業及電腦資訊系統方面之寶貴經驗。胡先生亦曾擔任悉尼Hanning Properties Pty.之資訊科技主管共兩年。胡先生於該公司負責以瘦客戶機技術運作之電腦化全部過程。

鄧子豪先生，32歲，執行董事及本集團之聯席創辦人，負責本集團之業務發展及企業策略工作。鄧先生自一九九九年九月本集團成立以來便已加入本集團，負責瘦客戶機計算的諮詢工作。鄧先生從事電腦行業超過七年，亦積累了有關資訊科技業之廣泛海外工作經驗。鄧先生於多倫多Telex Limited工作期間累積了寶貴的計算機經驗，並於Pacific Hawk International Limited任系統分析員。鄧先生於加入本集團前是一間香港投資諮詢公司－中國投資有限公司的高級顧問，負責全公司之資訊科技運作。

Mr. Chow Kwok Keung, aged 27, is an Executive Director and also the compliance officer of the Group. Mr. Chow has been appointed as director of the Group since December 2001. Possessing extensive experience in thin client market obtained since he joined the Group in November 1999 as a technical operations manager, he was responsible for sales and marketing as well as providing technical support. Mr. Chow has assisted in developing key strategic alliances with the Group's business partners such as PCCW-HKT and Microsoft. He obtained a diploma in mechanical engineering from the Lee Wai Lee Technical Institute in 1997.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwok Ming Fai, aged 40, joined the Company as an Independent Non-executive Director in September 2002. Currently, he is an executive director of Sunny Global Holdings Limited and an independent non-executive director of Poly Investments Holdings Limited, both are listed companies in Hong Kong. Prior to the present positions, he held executive positions at a number of international financial institutions and was a consultant of an accounting firm in Hong Kong. He has over 14 years of experience in banking, finance and accounting. Mr. Kwok obtained his bachelor degree in Accounting and Economics from the University of Sheffield in the United Kingdom, and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants.

周國強先生，27歲，本集團之執行董事兼監察主任。周先生自二零零一年十二月起獲委任為本集團董事。周先生於一九九九年十一月加入本集團後出任為技術營運經理，負責銷售及市場推廣以及提供技術支援，在瘦客戶機市場上擁有廣泛的經驗。在本集團與業務夥伴(例如PCCW-HKT及微軟)建立重要策略聯盟的工作上，周先生之貢獻良多。他於一九九七年獲李惠利技術學院頒授機械工程文憑。

獨立非執行董事

郭明輝先生，40歲，於二零零二年九月加入本公司後出任為獨立非執行董事。郭先生目前為新怡環球控股有限公司之執行董事及保興投資控股有限公司之獨立非執行董事，此兩間公司均為香港上市公司。在此之前，郭先生曾在多家國際金融機構擔任行政職位及為一間香港會計師行之企業顧問。郭先生在銀行、金融界及會計界方面積逾14年工作經驗。郭先生獲英國謝斐爾德大學會計及經濟學學士學位並獲澳洲阿德雷得大學商業及行政碩士學位。郭先生亦為澳洲會計師公會會員及香港會計師公會會員。

Mr. Lam Din Kan, Rodney, aged 34, joined the Company as an Independent Non-executive Director in September 2002. Mr. Lam is currently a Manager, Project Finance of Hsin Chong Construction Group Limited, dealing with investment and financing activities for “Build, Operate and Transfer” projects in China. Prior to the present job, Mr. Lam was with NetStar Group of Companies, a regional network integrator with developed operations in Asia Pacific, specialising in corporate finance and business development. Mr. Lam was an associate of VP Private Equity Limited, a private equity arm of Value Partners Limited, focusing on special situations and buyout opportunities in Asia. Mr. Lam started his career as an investment analyst at Value Partners Limited, followed by an associate of an investment bank specialising in cross-border mergers and acquisitions activities. Mr. Lam obtained a bachelor degree in accounting and financial management from University of Sheffield, England in 1993.

SENIOR MANAGEMENT

Miss Wong Fei Tat, aged 29, is the qualified accountant, the company secretary and being a Vice President of the Group, she is responsible for strategic planning and financial management of the Group. She holds a bachelor degree in commerce from the University of Sydney. She is an associate member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Company Secretaries and CPA Australia. She joined the Group in June 2002 and has over 8 years of experience in the accounting field.

林典勤先生，34歲，於二零零二年九月加入本公司後出任為獨立非執行董事。林先生目前是新昌營造集團有限公司的融資項目經理，負責與中國「建設、營運及轉移」項目有關之投資及融資活動。在未就任現職之前，林先生曾於網達集團公司工作，該公司為地區網絡綜合商，在亞太區擁有發展成熟之業務，專門從事企業融資及業務開發業務。林先生亦曾於惠理基金管理公司之私人產業部 VP Private Equity Limited 任職襄理，專門處理亞洲的特殊情況及收購機會。林先生於惠理基金管理公司開展個人事業，起初出任投資分析員，其後為投資銀行之襄理，專長跨境合併及收購活動。林先生於一九九三年獲得英國謝斐爾德大學會計及金融管理學士學位。

高級管理層

黃飛達小姐，29歲，為合資格會計師兼公司秘書，亦是本集團之副總裁，負責本集團之策略規劃及財務管理，持悉尼大學商業學士學位。黃小姐是香港會計師公會、特許秘書及行政人員公會、香港公司秘書公會及澳洲會計師公會之會員。黃小姐於二零零二年六月加入本集團，於會計行業擁有超過8年經驗。

The directors have pleasure in submitting their report and the audited financial statements of the Company and the Group for the year ended 30 June 2004.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of Enterprise Thin Client Solutions, Customised Thin Client Application Solutions and Cable Network Thin Client Solutions. Details of the principal activities of its subsidiaries are set out in note 16 to the financial statements.

There have been no changes in the nature of the Group's principal activities during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2004 are set out in the consolidated income statement on page 36.

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 12 to the financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 22 to the financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 24 to the financial statements and in the consolidated statement of changes in equity on page 37 respectively.

董事欣然呈上彼等之報告及本公司及本集團截至二零零四年六月三十日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要從事企業瘦客戶機解決方案、定製瘦客戶機應用程式解決方案及有線網絡瘦客戶機解決方案。有關附屬公司之主要業務詳情載於財務報表附註16。

本集團主要業務性質於年內並無改變。

業績及分配

本集團截至二零零四年六月三十日止年度之業績載於第36頁之綜合損益表。

董事建議不派發股息。

物業、廠房及設備

年內本集團物業、廠房及設備變動詳情載於財務報表附註12。

股本

年內本公司股本變動詳情載於財務報表附註22。

儲備

年內本公司及本集團儲備變動詳情分別載於財務報表附註24及載於第37頁之綜合權益變動表。

DISTRIBUTABLE RESERVES

At 30 June 2004, the Company did not have any reserves available for cash distribution and/or distribution in specie, as computed in accordance with the Companies Act 1981 of Bermuda (as amended). In addition, the Company's share premium account with a balance of HK\$36,850,000 as at 30 June 2004 may be distributed in the form of fully paid bonus shares.

DIRECTORS

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

Executive directors

Mr. Lee Hai Chu (appointed on 31 December 2003)
(Chairman)

Mr. Tony Hoo

Mr. Tang Tsz Hoo, Anthony

Mr. Chow Kwok Keung

Independent non-executive directors

Mr. Kwok Ming Fai

Mr. Lam Din Kan

In accordance with the Company's Bye-law No. 86(2), two Directors, Mr. Lee Hai Chu who has been appointed as an Executive Director effective on 31 December 2003 and Mr. Chai Chi Keung, who will be appointed as an independent non-executive Director effective on 30 September 2004 shall hold office until the forthcoming Annual General Meeting and being eligible, to offer themselves for re-election at the forthcoming Annual General Meeting.

Also, in accordance with the Company's Bye-law No. 87(1), Mr. Tang Tsz Hoo, Anthony and Mr. Lam Din Kan will retire by rotation and being eligible, to offer themselves for re-election, at the forthcoming Annual General Meeting.

The Company has received written confirmations from all independent non-executive directors pursuant to the GEM Listing Rule 5.09 and therefore considers all independent non-executive directors to be independent.

可供分派儲備

於二零零四年六月三十日，本公司並無任何可作現金分派及／或可作實物分派之儲備（按照百慕達一九八一年公司法（經修訂）計算）。此外，本公司於二零零四年六月三十日之股份溢價賬結餘為36,850,000港元，可以繳足紅股形式分派。

董事

年內及截至本報告日期在任董事為：

執行董事

李海柱先生（主席）（於二零零三年十二月三十一日委任）

胡棟良先生

鄧子豪先生

周國強先生

獨立非執行董事

郭明輝先生

林典勤先生

根據公司細則第86(2)條，兩名董事，李海柱先生，獲委任為執行董事，生效日期為二零零三年十二月三十一日，及柴志強先生，將獲委任為獨立非執行董事，生效日期為二零零四年九月三十日，將獲委任直至來屆股東週年大會，並符合資格膺選連任。

另外，根據公司細則第87(1)條，鄧子豪先生及林典勤先生將輪值告退並符合資格膺選連任。

本公司已收到全體獨立非執行董事根據創業板上市規則第5.09條作出之書面確認因而認為全體獨立非執行董事均為獨立。

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 20 to 22.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Tony Hoo, Mr. Tang Tsz Hoo, Anthony and Mr. Chow Kwok Keung has entered into a director's service agreement dated 13 March 2003 with the Company under which they have been appointed to act as executive directors for an initial term of three years commencing on 13 March 2003. Mr. Lee Hai Chu has entered into director's service agreement date 1 December 2003 with the Company under which he has been appointed to act as executive director for an initial term of 1 year commencing on 31 December 2003. The remunerations and discretionary bonuses received by the executive directors are subject to annual increment at such rate as the Board in its absolute discretion provided that a director shall abstain from voting and not be counted in the quorum in respect of the resolution regarding the increase of his own salary or benefit.

Each of the independent non-executive directors Mr. Kwok Ming Fai and Mr. Lam Din Kan has entered into an agreement with the Company on 13 March 2003, and for an initial term of one year commencing on 13 March 2003 and will continue thereafter unless and until terminated by either the Company or the relevant non-executive director and such appointment is subject at all times to the Bye-Laws of the Company.

DIRECTORS' INTEREST IN CONTRACTS

No contracts of significance (as defined in Rule 18.25 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") to which the Company or its subsidiaries were a party and in which a director and substantial shareholder 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.

董事及高級管理層履歷

本公司董事及本集團高級管理層履歷詳情載於第20頁至22頁。

董事之服務合約

胡棟良先生、鄧子豪先生及周國強先生各與本公司於二零零三年三月十三日訂立一份董事服務協議，據此，彼等獲委任為執行董事，由二零零三年三月十三日起初步為期三年。李海柱先生於二零零三年十二月一日與本公司簽訂董事服務合約，獲委任為執行董事，由二零零三年十二月三十一日起初步為期一年。執行董事所收取之酬金及酌定花紅之每年增幅由董事會全權決定，惟董事就有關調升其本身之薪酬或福利之決議案須避席投票及不得被計入會議法定人數內。

各獨立非執行董事郭明輝先生及林典勤先生已於二零零三年三月十三日與本公司訂立一份協議，由二零零三年三月十三日起初步為期一年，並將於其後自動續約，除非及直至本公司或有關非執行董事提出終止委任為止，而有關任命無論何時均須符合本公司細則規定。

董事之合約權益

本公司或其附屬公司概無訂立任何於年結日或年內任何時間存續而本公司董事及主要股東於其中直接或間接擁有重大權益之重大合約（定義見香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）第18.25條）。

SHARE OPTION SCHEMES

Details of terms of the Company's Share Option Scheme and Pre-IPO Share Option Scheme are included in note 23 to the financial statements.

The followings are the details of the share options of the Company granted to directors, executives and employees of the Group:

Director	Number of share options outstanding at 1 July 2003 (Note 1) 於二零零三年七月一日尚未行使的購股權數目 (註1)	Exercised during the year 於年內行使	Number of share options outstanding at 30 June 2004 於二零零四年六月三十日尚未行使的購股權數目
董事			
Mr. Tony Hoo 胡棟良先生	34,000,000	(34,000,000)	—
Mr. Tang Tsz Hoo, Anthony 鄧子豪先生	2,000,000	(2,000,000)	—
Mr. Chow Kwok Keung 周國強先生	2,000,000	(2,000,000)	—
Senior management 高級管理層			
Ms. Wong Fei Tat (Note 2) 黃飛達小姐 (註2)	2,000,000	(2,000,000)	—

Notes:

- The share options were all granted under the Pre-IPO Share Option Scheme of the Company adopted on 13 March 2003 with an exercise price of HK\$0.01. Share Options granted have been fully exercised during the year.
- Ms. Wong Fei Tat is a qualified accountant, company secretary and vice president of the Group.
- The Share Option Scheme will remain in force for 10 years commencing from 13 March 2003. No share option has been granted under this Scheme since 13 March 2003.

購股權計劃

有關本公司購股權計劃及首次公開招股前購股權計劃條款之詳情載於財務報表附註23。

本公司授予本集團董事、行政人員及僱員之購股權之詳情如下：

Director	Number of share options outstanding at 1 July 2003 (Note 1) 於二零零三年七月一日尚未行使的購股權數目	Exercised during the year 於年內行使	Number of share options outstanding at 30 June 2004 於二零零四年六月三十日尚未行使的購股權數目
董事			
Mr. Tony Hoo 胡棟良先生	34,000,000	(34,000,000)	—
Mr. Tang Tsz Hoo, Anthony 鄧子豪先生	2,000,000	(2,000,000)	—
Mr. Chow Kwok Keung 周國強先生	2,000,000	(2,000,000)	—
Senior management 高級管理層			
Ms. Wong Fei Tat (Note 2) 黃飛達小姐 (註2)	2,000,000	(2,000,000)	—

註：

- 購股權乃根據本公司於二零零三年三月十三日採納之首次公開招股前購股權計劃授出，行使價為0.01港元。授出的購股權已於年內行使。
- 黃飛達小姐為本集團合資格會計師、公司秘書兼副總裁。
- 購股權計劃於二零零三年三月十三日起十年內有效，自二零零三年三月十三日起此計劃並無授出購股權。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES OR SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 30 June 2004, the interests of the directors or chief executives of the Company or their respective associates in shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which are required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules relating to securities transactions by directors, to be notified to the Company and the Stock Exchange were as follows:

董事及主要行政人員於股份及相關股份之權益或短倉

於二零零四年六月三十日，本公司董事或主要行政人員或彼等各自之聯繫人士於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證之權益而須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所者及須載入本公司根據證券及期貨條例第352條存置之登記冊，或根據創業板上市規則有關董事進行證券交易之第5.46至第5.66條須通知本公司及聯交所者如下：

Director	Personal interest	Family interests	Corporate interests	Total interests	Total interests as % of the issued share capital 總權益佔已發行股本之百分比
董事	個人權益	家族權益	公司權益	總權益	
Mr. Tony Hoo 胡棟良先生	4,000,000	–	242,832,000 (Note) (註)	246,832,000	53.08%
Mr. Lee Hai Chu 李海柱先生	20,000,000	–	–	20,000,000	4.3%
Mr. Tang Tsz Hoo, Anthony 鄧子豪先生	2,000,000	–	–	2,000,000	0.4%
Mr. Chow Kwok Keung 周國強先生	2,000,000	–	–	2,000,000	0.4%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES OR SHORT POSITION IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

These shares were held as to 42,832,000 shares by Bestmind Associates Limited ("Bestmind"), a company incorporated in the British Virgin Islands; as to 100,000,000 shares by Precision Assets Limited ("Precision"), a company incorporated in the British Virgin Islands; and as to 100,000,000 shares by Timepiece Associates Limited ("Timepiece"), a company incorporated in the British Virgin Islands. The entire issued share capital of each of Bestmind, Precision and Timepiece is directly wholly owned by Mr. Tony Hoo, who is also the sole director of each of these companies.

Save as disclosed above, as at 30 June 2004, none of the directors or chief executives or their respective associates had any personal, family, corporate or other interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation as defined in Part XV of the SFO or which, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, are required to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Directors' and chief executives' interests in shares or short positions in shares and underlying shares" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, their spouse or children under 18 years of age to acquire such rights in any other body corporate.

董事及主要行政人員於股份及相關股份之權益或短倉 (續)

註：

該等股份中，42,832,000股乃由英屬處女群島註冊成立公司 Bestmind Associates Limited (「Bestmind」) 持有，100,000,000股由英屬處女群島註冊成立公司 Precision Assets Limited (「Precision」) 持有，100,000,000股由英屬處女群島註冊成立公司 Timepiece Associates Limited (「Timepiece」) 持有。Bestmind、Precision及 Timepiece各自之全部已發行股本由胡棟良先生直接全資擁有，而其本人亦為此三家公司之唯一董事。

除上文披露外，於二零零四年六月三十日，概無董事、主要行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債權證中擁有任何個人、家族、公司或其他權益或短倉，或根據創業板上市規則第5.46至5.66條須通知本公司及聯交所者。

董事購買股份或債權證之權利

除上文「董事及主要行政人員於股份及相關股份之權益或短倉」項下所披露外，於年內概無授出任何可藉收購本公司或任何其他法人團體之股份或債權證獲利之權利予任何董事或彼等各自之配偶或十八歲以下子女，彼等亦無行使任何此等權利，而本公司或其任何附屬公司亦從未訂立任何安排，致使董事、彼等之配偶或十八歲以下子女可收購任何其他法人團體之上述權利。

INTEREST OR SHORT POSITION DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 30 June 2004, so far as was known to any directors or chief executives, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued share capital of the Company, or which were recorded in register of interests required to be kept under Section 336 of the SFO or have otherwise notified to the Company were as follows:

Long position in shares of the Company

Name 名稱	Capacity 身分	Number of shares 股數	Percentage shareholding 股權百分比
Bestmind	Beneficial owner	42,832,000 (Note)	9.21%
	實益擁有人	42,832,000 (註)	
Precision	Beneficial owner	100,000,000 (Note)	21.51%
	實益擁有人	100,000,000 (註)	
Timepiece	Beneficial owner	100,000,000 (Note)	21.51%
	實益擁有人	100,000,000 (註)	

Note: Bestmind, Precision and Timepiece are companies incorporated in the British Virgin Islands with limited liability. The entire issued share capital of each of Bestmind, Precision and Timepiece is directly wholly owned by Mr. Tony Hoo, who is also the sole director of each of these companies.

Saved as disclosed above, as at 30 June 2004 no person, other than the directors of the Company and chief executive of the Group, whose interests are set out in the section "Directors' and chief executives' interests in shares or short position in shares and underlying shares" above, had registered an interest or short position in the share capital, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

根據證券及期貨條例須予披露之 權益或短倉及主要股東

於二零零四年六月三十日，就董事或主要行政人員所知，以下權益為須根據證券及期貨條例第XV部第2及3分部予以披露，或屬被視為直接或間接擁有5%或以上本公司已發行股本之人士，或記錄在根據證券及期貨條例第336條須存置之登記冊，或已以其他方式通知本公司者：

於本公司股份之長倉

註： Bestmind、Precision及Timepiece均為於英屬處女群島註冊成立之有限公司。Bestmind、Precision及Timepiece各自之全部已發行股本乃由胡棟良先生直接全資擁有，而其本人亦為各公司之唯一董事。

除上文披露外，於二零零四年六月三十日概無任何人士（不包括其權益已載於上文「董事及主要行政人員於股份及相關股份之權益或短倉」一節之本公司董事及本集團主要行政人員）於本公司股本、相關股份及債權證中擁有權益或短倉而須根據證券及期貨條例第336條予以記錄。

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's turnover and purchases attributable to the major customers and suppliers respectively during the year is as follows:

	Percentage of the Group's 佔本集團百分比	
	Turnover 營業額	Purchases 採購額
The largest customer 最大客戶	28%	—
Five largest customers in aggregate 五大客戶合計	77%	—
The largest supplier 最大供應商	—	29%
Five largest suppliers in aggregate 五大供應商合計	—	91%

None of the directors or any of their associates or any shareholders (which to the best knowledge of the directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers respectively.

The trade receivables due from one of the customers, Creative Trading Development Limited as at 30 June 2004 amounted to HK\$2,205,000, which represented approximately 13% of the total assets of the Group. The trade receivables were made under normal commercial terms and in the ordinary course of business of the Group. The amount was fully repaid after year end.

PRE-EMPTIVE RIGHTS

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

主要客戶及供應商

年內主要客戶及供應商分別應佔本公司營業額及採購額之資料如下：

	Percentage of the Group's 佔本集團百分比	
	Turnover 營業額	Purchases 採購額
The largest customer 最大客戶	28%	—
Five largest customers in aggregate 五大客戶合計	77%	—
The largest supplier 最大供應商	—	29%
Five largest suppliers in aggregate 五大供應商合計	—	91%

概無董事或彼等之任何聯繫人士或就董事所知擁有本公司已發行股本5%以上之股東於本集團五大客戶及供應商中擁有任何實益權益。

應收賬款中之其中一名客戶 Creative Trading Development Limited，於二零零四年六月三十日之應收賬款共2,205,000港元，佔本集團總共資產約13%。應收賬款乃按一般條款於本集團日常業務過程中提供。此數額已於年結日後全部清還。

優先購買權

本公司細則或百慕達法律並無有關優先購買權之條文，規定本公司須按比例向現股東提呈發售新股。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

COMPLIANCE WITH THE GEM LISTING RULES

Since the Company's shares were listed on GEM of the Stock Exchange on 16 April 2003, the Company has complied with Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

AUDIT COMMITTEE

The Group has established an Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.30 of the GEM Listing Rules. The Audit Committee comprises two independent non-executive directors, namely Mr. Kwok Ming Fai and Mr. Lam Din Kan and one executive director, Mr. Tony Hoo. The Audit Committee is chaired by Mr. Kwok Ming Fai. The duties of the Audit Committee include reviewing the Group's annual reports and accounts, half-year reports and quarterly reports and providing advice and comments thereon to the board of directors. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control system of the Group. The Audit Committee had held five meetings to review the 2003 annual report, the first quarterly report, the interim report, the third quarterly report and the 2004 annual report during the year and up to the date of this report.

COMPETING INTERESTS

None of the directors or 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, or has any other conflict of interests with the Group.

買賣或贖回本公司之上市證券

於年內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

遵守創業板上市規則

自本公司股份於二零零三年四月十六日在聯交所創業板上市以來，本公司一直遵守創業板上市規則第5.34至5.45條所載董事會常規及程序。

審核委員會

本集團已遵照創業板上市規則第5.28至5.30條成立具明文職權範圍之審核委員會。審核委員會由郭明輝先生及林典勤先生兩位獨立非執行董事及執行董事胡棟良先生組成。審核委員會由郭明輝先生為主席。審核委員會之職責包括審閱本集團年報及賬目、半年報告及季度報告，並就此向董事會提供意見。審核委員會亦負責檢討及監督本集團之財務申報程序及內部控制系統。審核委員會於年內及截至本報告日曾舉行五次會議以審閱二零零三年年報、第一季季度報告、中期報告、第三季季度報告及二零零四年年報。

競爭權益

概無本公司管理層股東(定義見創業板上市規則)於任何與本集團業務競爭或可能構成競爭之業務中擁有權益或任何與本集團有利益衝突之權益。

SPONSOR'S INTERESTS

Subsequent to 16 April 2003 and immediately after completion of the placing of the shares of the Company, the Company's sponsor, CSC Asia Limited, its directors, employees or associates (as defined in Rules 6.36 and 18.63 of the GEM Listing Rules) did not have any interest in the shares of the Company, or any right to subscribe for or to nominate persons to subscribe for any share of the Company.

Pursuant to a sponsor's agreement dated 31 March 2003 entered into between the Company and CSC Asia Limited, CSC Asia Limited will receive a fee for acting as the Group's sponsor for the period from 16 April 2003 to 30 June 2005.

COURT CASE IN RELATION TO THE SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As announced in the announcement of the Company dated 8 June 2004, the Company received a letter from Fortuna Investments Limited ("Fortuna") in respect of its intention to make a voluntary offer to acquire all the issued shares of the Company at HK\$0.012 per share and the executive director and the substantial shareholder of the Company, Mr. Tony Hoo ("Mr. Hoo") has confirmed that he would not accept such offer.

On 9 June 2004, Mr. Hoo has confirmed to the Board that he has received a writ of summons issued from Fortuna in respect of his alleged breach of verbal contract to sell 237,150,000 shares in the Company, representing 51% of the total issued shares of the Company, at the price of HK\$0.012 per share to Fortuna. Fortuna is seeking for a declaration by the Court that Mr. Hoo shall sell his interest in the Company to Fortuna or claims for damages for the alleged breach. Mr. Hoo has appointed a lawyer to defend such claim on his behalf. The application by Fortuna to the Court for an injunction preventing Mr. Hoo from disposing of his interest in the Company to any third party was heard by the Court on 29 July 2004 and the ruling of the Court on that application is expected to be delivered in August 2004. However, the Company has been notified by Mr. Hoo on 30 August 2004 that the Judge is currently not in Hong Kong and the delivery of the ruling of the Court has to be postponed.

保薦人權益

繼二零零三年四月十六日後及緊隨本公司股份配售完成後，本公司保薦人群益亞洲有限公司、其董事、僱員或聯繫人士(定義見聯交所創業板證券上市規則第6.36條及18.63條)概無於本公司股份擁有任何權益，或擁有任何可認購或提名他人認購本公司股份之權利。

根據本公司與群益亞洲有限公司於二零零三年三月三十一日訂立之保薦人協議，群益亞洲有限公司將會就二零零三年四月十六日至二零零五年六月三十日期間擔任本集團保薦人收取費用。

有關本公司主要股東之法庭案件

本公司於二零零四年六月八日曾發表公佈，本公司收到由Fortuna Investments Limited (「Fortuna」)發出之信件，有關計劃以每股0.012港元作出自願性全面收購本公司之已發行股份，而本公司執行董事及主要股東胡棟良先生(「胡先生」)已確認不會接受其建議。

於二零零四年六月九日，胡先生已予董事會確認曾收到由Fortuna發出之傳票，就有關胡先生曾口頭承諾出售237,150,000股本公司股份，佔本公司已發行股本51%，每股作價0.012港元予Fortuna 悔約之事宜。Fortuna現正尋求法庭作出聲明，要求胡先生出售其持有之權益予Fortuna或對違反協議所造成之損失作出賠償。胡先生已委任律師為此索償辯護。有關Fortuna向法庭申請禁制令制止胡先生出售其持有本公司之權益予第三者，法庭已於二零零四年七月二十九日舉行聆訊，有關此申請之法院規則預計於二零零四年八月發出。然而，胡先生於二零零四年八月三十日知會本公司，法官現不在香港及法院規則將延遲發出。

The Company will keep the public informed of any new developments in this matter and will make further announcement immediately after the ruling is made.

LEGAL OPINION FOR THE DISSOLVED STATUS OF THE TAIWANESE COMPANY

As disclosed in last year's annual report, the Group engaged a Taiwanese Company on 1 April 2003 to perform the marketing activities on behalf of the Group. This company was found to be in dissolved status subsequent to the remittance of payment by the Group to this company. Upon clarification made by the Group with this company, the Group was given to understand that the company underwent a group reorganization.

The Group has subsequently engaged a Taiwan legal advisor to further examine the case on behalf of the Group. The legal advisor has counseled the Group that unless the company has been legally dissolved under the court order, it would remain as legally existing even though the company has deregistered with the business registry. Also, all transactions carried out by this company, including the work done for the Group, should be valid and legal.

On 24 September 2004, the Group received the result of a legal search and confirmed that the District Court of Kao-hsiung of Taiwan has no records that the company has appointed liquidators to liquidate the company.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and the assets and liabilities of the Group for the past four financial years is set out on page 84.

AUDITORS

A resolution will be submitted to the annual general meeting of the Company to re-appoint, Messrs. Moores Rowland Mazars, *Chartered Accountants, Certified Public Accountants*, as auditors of the Company.

On behalf of the Board

Tony Hoo
Managing Director
Hong Kong

24 September 2004

本公司將繼續知會公眾任何有關此事之最新發展及於法院規則發出後將即時再次發出公佈。

關於台灣公司解散的法律意見

就去年公司年報所載，本集團於二零零三年四月一日僱用一家台灣公司為本集團進行市場活動。隨後，本集團於匯出付款後發現該公司正處於解散狀態，在本集團與該公司作出澄清時，該公司通知本集團該公司正進行集團重組。

本集團隨後僱用一家台灣法律顧問代本集團就此案進行進一步調查。該法律顧問給予本集團意見為除非該公司循法律途徑於法院被判為已解散，否則該公司儘管已在經濟部辦理解散登記卻在法律上仍然存在。另外，該公司所進行的全部交易(包括已為本集團所完成的工作)應為有效及具法律約束力。

於二零零四年九月二十四日，本集團收到一份法律查核結果及確認台灣高雄之地方法院沒有該公司解散之記錄，證明該公司並未委命清算人為該公司進行清算。

財務資料概要

本集團過往四個財政年度之業績及資產與負債概要載於第84頁。

核數師

本公司股東週年大會上將提呈續聘摩斯倫•馬賽會計師事務所，特許會計師，香港執業會計師為本公司核數師之決議案。

代表董事會

執行董事
胡棟良
香港

二零零四年九月二十四日

Moores Rowland Mazars

To the members of
Tiger Tech Holdings Limited
(incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 36 to 83 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, in accordance with section 90 of the Companies Act 1981 of Bermuda (as amended), 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

致**老虎科技(控股)有限公司**
(於百慕達註冊成立之有限公司)
各股東

本核數師已完成審核第36至83頁之財務報表，該等財務報表乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

編製真實兼公平之財務報表乃 貴公司董事之責任。在編製該等真實兼公平之財務報表時，董事必須採用適當之會計政策，並且貫徹應用該等會計政策。

本核數師之責任是根據審核之結果，對該等財務報表作出獨立意見，並僅向全體股東報告，根據百慕達公司法(一九八一)之第九十段(經修訂)，除此之外本報告並無其他目的。本核數師不會就本報告之內容向任何其他人士負責或承擔任何責任。

意見之基礎

吾等是按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式審核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重大估計和判斷，所釐定之會計政策是否適合 貴公司及 貴集團之具體情況，及有否貫徹運用並足夠披露該等會計政策。

BASIS OF OPINION *(Continued)*

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 of the Group as at 30 June 2004 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.

Moores Rowland Mazars
Chartered Accountants
Certified Public Accountants
Hong Kong

24 September 2004

意見之基礎 (續)

吾等在策劃和進行審核工作時，均以取得一切吾等認為必需之資料及解釋為目標，使吾等能獲得充分之憑證，就該等財務報表是否存在重要錯誤陳述，作出合理之確定。在作出意見時，吾等亦已衡量該等財務報表所載之資料在整體上是否足夠。吾等相信，吾等之審計工作已為下列意見建立了合理之基礎。

意見

吾等認為財務報表均真實與公平地反映 貴公司及 貴集團於二零零四年六月三十日之財政狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定適當地編製。

摩斯倫•馬賽會計師事務所
特許會計師
香港執業會計師
香港

二零零四年九月二十四日

CONSOLIDATED INCOME STATEMENT

綜合損益表

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

		Note 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元 (restated) (重列)
Turnover	營業額	4	29,600	12,147
Other income	其他收入	5	1,159	90
Changes in inventories	存貨變動		(45)	(95)
Purchase of merchandise	貨品採購		(22,598)	(1,777)
Employee benefits expense	員工福利開支		(3,371)	(3,659)
Depreciation and amortisation	折舊及攤銷		(2,481)	(904)
Other operating expenses	其他營運開支		(22,681)	(19,476)
Share of results of jointly controlled entities	應佔共同控制 公司業績		(3)	-
Finance costs	融資成本	6	(529)	-
Loss from ordinary activities before taxation	除稅前日常業務 虧損	6	(20,949)	(13,674)
Taxation	稅項	7	-	(49)
Loss for the year and attributable to equity holders of the parent	屬於母公司股權持有人 於年內應佔虧損	9	(20,949)	(13,723)
Loss per share	每股虧損	10		
Basic (HK cents)	基本 (港仙)		(5.03)	(4.28)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

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綜合
權益
變動
表

		Attributable to the equity holders of the parent 屬於母公司股權持有人				
		Issued capital	Share premium	Capital reserve	Accumulated (losses) profits	Total
		已發行股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	累計(虧損) 溢利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 July 2002	於二零零二年七月一日	-	-	(595)	8,298	7,703
Issue of shares	發行股份	1,600	29,000	-	-	30,600
Capitalisation issue	資本化發行	2,400	(2,400)	-	-	-
Net loss for the year (restated)	年度虧損淨額 (重列)	-	-	-	(13,723)	(13,723)
At 30 June 2003	於二零零三年六月三十日	4,000	26,600	(595)	(5,425)	24,580
At 1 July 2003	於二零零三年七月一日	4,000	14,588	(595)	6,587	24,580
Prior year adjustment (Note 3)	上年度調整 (註3)	-	12,012	-	(12,012)	-
As restated	經重列	4,000	26,600	(595)	(5,425)	24,580
Issue of shares for acquisition of investment securities	發行股份 用以收購 證券投資	50	2,450	-	-	2,500
Issue of shares	發行股份	600	7,800	-	-	8,400
Net loss for the year	年度虧損淨額	-	-	-	(20,949)	(20,949)
At 30 June 2004	於二零零四年六月三十日	4,650	36,850	(595)	(26,374)	14,531

		Note	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
		附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	2,167	1,552
Intangible assets	無形資產	13	-	5,719
Goodwill	商譽	14	-	-
Investment securities	證券投資	15	-	-
Interests in jointly controlled entities	於共同控制公司之權益	17	34	1
			2,201	7,272
Current assets	流動資產			
Inventories	存貨	18	443	488
Due from a shareholder of a jointly controlled entity	應收共同控制公司股東之款項	19	-	4,300
Trade and other receivables	應收賬款及其他應收款項	20	4,225	7,805
Tax prepaid	預付稅款		1,322	-
Bank balances and cash	銀行結餘及現金		8,239	8,590
			14,229	21,183
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	21	1,899	1,926
Taxation	稅項		-	1,949
			1,899	3,875
Net current assets	流動資產淨值		12,330	17,308
NET ASSETS	資產淨值		14,531	24,580
CAPITAL AND RESERVES	母公司股權			
ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	持有人應佔資本及儲備			
Issued capital	已發行股本	22	4,650	4,000
Reserves	儲備		9,881	20,580
			14,531	24,580

Approved and authorised for issue by the Board of Directors on 24 September 2004.

於二零零四年九月二十四日經董事會批准及授權刊發。

Tony Hoo
胡棟良
Director
董事

Chow Kwok Keung
周國強
Director
董事

		Note 附註	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment securities	證券投資	15	-	-
Interests in subsidiaries	於附屬公司之權益	16	100	14,402
Interests in jointly controlled entities	於共同控制公司之權益	17	-	1
			100	14,403
Current assets	流動資產			
Due from a shareholder of a jointly controlled entity	應收共同控制公司股東之款項	19	-	4,300
Trade and other receivables	應收賬款及其他應收款項	20	4	72
Bank balances and cash	銀行結餘及現金		-	1
			4	4,373
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	21	772	950
Net current (liabilities) assets	流動(負債)資產淨值		(768)	3,423
NET (LIABILITIES) ASSETS	(負債)資產淨值		(668)	17,826
CAPITAL AND RESERVES	母公司股權			
ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	持有人應佔資本及儲備			
Issued capital	已發行股本	22	4,650	4,000
Reserves	儲備	24	(5,318)	13,826
			(668)	17,826

Approved and authorised for issue by the Board of Directors on 24 September 2004.

於二零零四年九月二十四日經董事會批准及授權刊發。

Tony Hoo
胡棟良
Director
董事

Chow Kwok Keung
周國強
Director
董事

CONSOLIDATED

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

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

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		Note	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元 (restated) (重列)
		附註		
OPERATING ACTIVITIES	經營業務			
Cash used in operations	營運所用現金	25	(6,350)	(15,934)
Interest paid	支付利息		(529)	-
Hong Kong profits tax paid	支付香港利得稅		(3,271)	-
Net cash used in operating activities	營運活動所用現金淨額		(10,150)	(15,934)
INVESTING ACTIVITIES	投資活動			
Acquisition of jointly controlled entities	收購共同控制公司		(198)	(1)
Acquisition of software license rights	購置軟件特許使用權		-	(6,100)
Advance to a shareholder of a jointly controlled entity	向共同控制公司股東之墊款		-	(4,300)
Repayment from a jointly controlled entity	由共同控制公司償還之墊款		4,200	-
Purchase of property, plant and equipment	購置物業、廠房及設備		(1,211)	(25)
Net cash outflow from acquisition of interests in a subsidiary	收購一間附屬公司權益之現金流出淨額	26	(1,302)	-
Expenses incurred on acquisition of investment securities	收購證券投資所產生之開支		(90)	-
Net cash from (used in) investing activities	投資活動所得(所用)現金淨額		1,399	(10,426)
FINANCING ACTIVITIES	融資活動			
New loan raised	新籌得貸款		3,500	-
Repayment of amounts borrowed	償還貸款		(3,500)	-
Proceeds from issue of shares	發行股份所得款項		8,400	30,000
Net cash from financing activities	融資活動所得現金淨額		8,400	30,000
Net (decrease) increase in cash and cash equivalents	現金及現金等價物之(減少)增加淨額		(351)	3,640
Cash and cash equivalents at beginning of year	於年初之現金及現金等價物		8,590	4,950
Cash and cash equivalents at end of year, represented by bank balances and cash	於結算日之現金及現金等價物，代表銀行結餘及現金		8,239	8,590

1. GROUP REORGANISATION AND BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company was incorporated as an exempted company with limited liability in Bermuda on 9 September 2002 under the Companies Act 1981 of Bermuda (as amended). Pursuant to a group reorganisation (the "Group Reorganisation") to rationalise the group structure in connection with the listing of the Company's shares on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the ultimate holding company of the companies now comprising the Group. This was accomplished by acquiring the entire issued share capital of Cableplus Group Limited ("Cableplus"), the then holding company of the Group, in consideration for the allotment and issue of shares of the Company to the then shareholder of Cableplus on 13 March 2003 and the Company has become the ultimate holding company of the Group. Further details of the Group Reorganisation are set out in the Company's prospectus dated 31 March 2003 (the "Prospectus"). Pursuant to the placing arrangement (the "Placing"), details of which are set out in the Prospectus, 100,000,000 ordinary shares were issued. The shares of the Company were listed on the GEM of the Stock Exchange on 16 April 2003.

2. GOING CONCERN BASIS

The financial statements have been prepared in conformity with the principles applicable to a going concern. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in the future in view of recurring losses and negative cashflows from operations. Going concern basis is adopted because the directors consider the level of cash on hand is sufficient for operations.

1. 集團重組及財務報表之編製基準

本公司於二零零二年九月九日根據百慕達一九八一年公司法(經修訂),於百慕達註冊成立為受豁免有限公司。根據就本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市而精簡本集團架構所進行之集團重組(「集團重組」),本公司成為現時組成本集團之公司之最終控股公司。此乃透過於二零零三年三月十三日收購Cableplus Group Limited(「Cableplus」),本集團當時之控股公司全部已發行股本而完成。為支付收購代價,本公司向Cableplus當時之股東配發及發行股份而本公司則成為本集團之最終控股公司。集團重組之進一步詳情載於本公司於二零零三年三月三十一日刊發之招股章程(「招股章程」)。根據配售安排(「配售」),詳情請參閱招股章程,本公司發行100,000,000股普通股。本公司股份於二零零三年四月十六日於聯交所創業板上市。

2. 持續經營基準

財務報表乃根據持續經營基準編製。其有效性須取決於持續可用的足夠融資或將來能達到之盈利(因目前營運出現虧損及負現金流量)。持續經營基準被採納,因為董事認為所存現金已足夠繼續經營。

3. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

In the current year, the Group adopted revised Statement of Standard Accounting Practice 12 "Income taxes" issued by HKICPA, which is effective for accounting periods commencing on or after 1 January 2003. The adoption of revised SSAP12 represents a change in accounting policy, which has been applied retrospectively but has no material effects on these financial statements. The changes to the Group's accounting policy on income taxes are set out in the accounting policy below.

The Group has adopted Hong Kong Accounting Standard ("HKAS") 1 "Presentation of Financial Statements" issued by the HKICPA in advance of its effective date. The presentation in the current year's financial statements has been modified in order to conform with the requirements of the new standard. Comparative amounts have been restated in order to achieve a consistent presentation. Under the HKAS1, all items of expense, including share issuing expense, recognised in a period shall be included in profit or loss unless another accounting standard or interpretation requires otherwise. As a result of the adoption of HKAS1, the loss for the year has been increased by HK\$749,000 (2003: HK\$12,012,000). The adoption of HKAS1 has been applied retrospectively, with the opening accumulated losses and the comparative information adjusted for the amounts relating to prior periods as disclosed in the consolidated statement of changes in equity and note 24 to the financial statements.

A summary of the principal accounting policies adopted by the Group is set out below.

3. 主要會計政策

遵例聲明

本財務報表乃根據香港會計師公會頒佈之香港財務報告準則，香港普遍採納之會計原則及香港公司條例之披露規定而編製。本財務報表亦符合聯交所創業板證券上市規則之適用披露規定。

在本年度，本集團已按照其採納由香港會計師公會頒佈之會計準則第十二號(經修訂)「所得稅」，該條會計準則由二零零三年一月一日或之後之會計期間生效。採納經修訂之會計準則第12號構成會計政策之變動並已追溯應用。此採用對本年度及歷年業績沒有重大影響。有關本集團所得稅會計政策之變更將載列於以下會計政策內。

本集團於生效前提前採納由香港會計師公會頒佈之會計準則「會計準則」第一號「提呈財務報表」。本年度財務報表之呈示方式有所修改，以符合該等準則之規定。比較數額已重新列算，以使呈列方式一致。於會計準則第一號內，所有開支，包括發行股份開支，須要在發生期內在損益表內確認，除非其他會計準則或詮釋另有規定。因採納會計準則第一號，本年度虧損增加多749,000港元(二零零三年：12,012,000港元)。採納會計準則第一號並已追溯應用，有關在綜合權益變動及財務報表附註24所披露之資料，如年初累計虧損及前期相關數額亦已被修改。

本集團採納之主要會計政策概要載列如下。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost.

Basis of consolidation

The consolidated financial statements have been prepared using the merger basis of accounting as a result of the Group Reorganisation. Under this basis, the Company has been treated as the holding company of its subsidiaries for the financial years presented rather than from the date of acquisition of the subsidiaries. Except for the Group Reorganisation as described above, 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.

In the opinion of the directors, the consolidated financial statements prepared on the above basis present more fairly the results and the state of affairs of the Group taken as a whole.

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

Subsidiaries

A subsidiary is an enterprise, in which the Company, directly or indirectly, has the power to govern the financial and operating policies so as to obtain benefits from its activities. Investments in subsidiaries are stated at cost less accumulated impairment losses. The carrying amount of the investment is reduced to its recovered amount on individual basis.

3. 主要會計政策 (續)

編製基準

編製財務報表時所採用之計算基準為歷史成本。

綜合賬目基準

綜合財務報表乃因為集團重組而使用合併會計法編製。根據此基準，本公司被視作所呈報之財政年度而非自收購附屬公司日期起之附屬公司控股公司處理。除上述之集團重組外，年內收購或出售之附屬公司業績乃由收購生效日期起或截至出售生效日期(如適用)止計入綜合損益表。

董事認為，按照上列基準編製之綜合財務報表更公允地呈列本集團整體業績及財政狀況。

集團內部公司間之所有重大交易及結餘已於綜合賬目時抵銷。

附屬公司

附屬公司乃本公司直接或間接有權規管其財務及經營決策以從其業務得益之企業。於附屬公司之投資乃按成本減累計減值虧損列賬。有關投資之賬面值乃按個別投資之情況調低至可收回金額。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Jointly controlled entity

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

Joint venture arrangements which involve the establishment of a separate entity in which each venture has an interest are referred to as jointly controlled entities.

The Group's interest in a jointly controlled entity is included in the consolidated balance sheet at the Group's share of the net assets of the jointly controlled entities less any identified impairment losses determined on an individual basis. The Group's share of the post-acquisition results of its jointly controlled entity is included in the consolidated income statement.

The Company's interest in a jointly controlled entity is stated at cost less accumulated impairment losses. Results of the jointly controlled entity are accounted for by the Company on the basis of dividends received and receivable.

3. 主要會計政策 (續)

共同控制公司

合營企業為合約安排，據此，本集團或本公司與其他人士進行須共同控制之經濟活動，而參與各方對合營企業之經濟活動概無任何單方面控制。

涉及成立各合營方擁有權益之獨立公司之合營安排屬於共同控制公司。

本集團於共同控制公司之權益乃按本集團應佔共同控制公司之資產淨值減去各共同控制公司之已辨識減值虧損後計入綜合資產負債表。本集團應佔共同控制公司於收購後之業績乃計入綜合損益表。

本公司於共同控制公司之權益乃按成本減去共同控制公司之累計減值虧損後列賬。本公司應佔共同控制公司業績乃按已收及應收股息計算。

3. PRINCIPAL ACCOUNTING POLICIES*(Continued)***Goodwill**

Positive goodwill arising on consolidation represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable assets and liabilities acquired.

Positive goodwill is amortised to the consolidated income statement on a straight-line basis over its estimated useful life or twenty years, whichever is shorter. Positive goodwill is stated in the consolidated balance sheet at cost less any accumulated amortisation and any impairment losses.

Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Negative goodwill arising on consolidation represents the excess of the Group's share of the fair value of the identifiable assets and liabilities acquired over the cost of the acquisition.

To the extent that negative goodwill relates to an expectation of future losses and expenses that are identified in the plan of acquisition and can be measured reliably, but which have not yet been recognised, it is recognised in the consolidated income statement when the future losses and expenses are recognised. Any remaining negative goodwill, but not exceeding the fair values of the non-monetary assets acquired, is recognised in the consolidated income statement over the weighted average useful life of those non-monetary assets that are depreciable/amortisable. Negative goodwill in excess of the fair values of the non-monetary assets acquired is recognised immediately in the consolidated income statement.

Negative goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet as a deduction from assets.

On disposal of a subsidiary, any attributable amount of purchased goodwill not previously amortised through the consolidated income statement is included in the calculation of the profit or loss on disposal.

3. 主要會計政策 (續)**商譽**

綜合所產生之正商譽指收購成本超出本集團佔所收購可辨認資產及負債之公平價值之差額。

正商譽乃按預計可使用年期或二十年攤銷，以較短者為準，於綜合損益表以直線法攤銷。正商譽乃按成本減累計攤銷列賬於綜合資產負債表。

收購附屬公司產生之商譽另外呈列於綜合資產負債表。

負商譽指本集團應佔所購入淨資產之公平值高於購入成本之差額。

若負商譽是由於在收購計劃中預計會出現並可以可靠地計量之未來虧損或開支所致，但不屬於在收購日可識別之負債，則該部分之負商譽將於該等虧損或開支出現時在綜合收益表確認。而餘下並不超過所收購非貨幣性資產公平值之負商譽則按有關資產之餘下加權平均可使用年期在收益表確認；若該負商譽超出該等非貨幣性資產之公平價值，則超出部分立即在收益表確認。

收購附屬公司產生之負商譽另外呈列於綜合資產負債表，由資產扣除。

出售附屬公司之盈虧包括未於綜合收益表所攤銷應計收購商譽餘額。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Investment securities

Investment held on a continuing basis with an identified long term purpose are classified as investment securities, which are stated at cost less any provision for impairment losses that is expected to be other than temporary.

The carrying amount of individual investment securities, or holdings of the same securities are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such investments will be reduced to its fair value. The impairment loss is recognised as an expense in the period in which the decline occurs.

The impairment loss is written back to income when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

Property, plant and equipment

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

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Major costs incurred in restoring assets to their normal working conditions are charged to the income statement. Improvements are capitalised and depreciated over their expected useful lives.

3. 主要會計政策 (續)

證券投資

證券投資指明確為長期持續持有之投資，乃按成本值扣除減值虧損撥備(屬暫時性者除外)。

個別證券投資或持有相同之證券之賬面值在每年結算日均作出檢討，以評估其公平值是否已下跌至低於其賬面值。假如下跌並非短期性，則有關證券之賬面值須削減至其公平值。減值虧損在損益賬中列作開支。

當引致撇減或撤銷之情況及事件不再存在，而有可信證據顯示新的情況和事件會於可預見將來持續，則將此項減值虧損撥回損益賬。

物業、廠房及設備

物業、廠房及設備乃按成本值減累計折舊及累計減值虧損列賬。

物業、廠房及設備項目之成本值包括其購買價及任何為使資產達至現時營運狀況及運抵營運地點作原定用途之任何直接應佔成本。將資產恢復至正常營運狀況所錄得之主要成本於損益表扣除。而改善費用則撥充資本並按有關資產之預期可使用年期予以折舊。

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

The gain or loss arising from the retirement or disposal of property, plant and equipment is determined as the difference between the estimated net sales proceeds and the carrying amount of the assets and is recognised as income or expense in the income statement.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives from the date on which they become fully operational and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Computer equipment	電腦設備	20%
Office equipment	辦公室設備	20%
Leasehold improvement	租賃物業裝修	over the lease term 按租約年期

Intangible assets*Research and development costs*

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

Costs incurred on development activities, which involve the application of research findings to a plan or design for the production of new or substantially improved products and processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development. Other development expenditure is recognised as an expense as incurred.

3. 主要會計政策 (續)**物業、廠房及設備 (續)**

報廢或出售一項物業、廠房及設備之損益乃按估計出售所得淨款項與該資產之賬面值之差額釐定並於損益表確認為收入或支出。

物業、廠房及設備乃自其全面運作起之估計可使用年期，採用直線法按以下年率並計入估計尚餘價值後計提折舊，以撇銷成本值減累計減值虧損。

無形資產*研究及開發成本*

研究活動之開支乃於產生期間確認為支出。

就開發活動所錄得之成本而言，倘若研究所得可應用於生產新的產品或顯著改進產品及程序之計劃或設計上，而有關產品或程序在技術及商業上是可行而本集團亦擁有充足資源完成開發，其產生之費用將予以資本化。其他開發開支在產生時確認為支出。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Intangible assets (Continued)

Computer software license rights

The initial cost of acquiring the computer software license rights is capitalised if it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost can be measured reliably.

Computer software license rights are stated at cost less accumulated amortisation and accumulated impairment losses. Computer software license rights are amortised on the straight-line basis over their estimated useful lives but not exceeding 4 years.

Impairment loss

At each balance sheet date, the Group reviews internal and external sources of information to determine whether the carrying amounts of its assets have suffered an impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated based on the higher of its net selling price and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income immediately.

3. 主要會計政策 (續)

無形資產 (續)

電腦軟件特許使用權

購入電腦軟件特許使用權之最初成本只會在集團極有可能令資產取得未來經濟利益及能夠可靠地計算成本時才作資本化。

電腦軟件特許使用權按成本值減累計攤銷及累計減值列賬。電腦軟件特許使用權之攤銷是根據其估計可使用年期，按直線法計算，但一般不超過四年。

減值虧損

於各個結算日，本集團均會參考內部及來自外界資料以決定評估其資產之賬面值，以釐定該等資產可有出現減值虧損，或先前計入之減值虧損是否不再存在或已經減少。倘出現減值跡象，則按該資產之淨售價或其使用價值(以較高者為準)之基準，估計其可回收金額。如未能估計個別資產之可回收金額，則本集團按最小資產組合(即產生現金之單元)所產生之獨立現金流量估算。

倘所估計之資產可收回金額或產生現金之單元低於其賬面值，資產賬面值或產生現金單元將調低至可收回金額，減值虧損即時確認為支出。

減值虧損之撥回不得超逾該項資產或產生現金單元於過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回時乃即時確認為收入。

3. PRINCIPAL ACCOUNTING POLICIES*(Continued)***Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises purchase costs and those overheads that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably and on the following bases.

Service income is recognised in the period when services are rendered.

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

Software license fee and royalty income are recognised on an accrual basis in accordance with the relevant terms of the license/royalty agreements.

3. 主要會計政策 (續)**存貨**

存貨乃按成本值與可變現淨值兩者中之較低者入賬。成本值按先進先出方法計算，包括購買成本及將存貨運抵現有位置及達致其現有狀況所產生之其他成本。可變現淨值乃在正常業務過程中之估計售價，減去為進行買賣估計之所需成本計算。

應收賬款及其他應收款項

應收賬款按原發票金額減去呆賬撥備（指任何不能收回之賬款）確認及列賬。當估計不能收回全數之賬款時，須作呆賬撥備。壞賬於產生時撇銷。

收益確認

收益乃於本集團極可能取得經濟利益及能夠可靠地計算有關收益及成本時（如適用）根據以下基準確認。

服務收入於提供服務期間確認。

貨品銷售於所有權之風險及報酬移交時確認，這通常與貨品運抵買家及擁有權轉讓時間吻合。

軟件特許使用費／專利費乃根據特許使用協議／專利協議之有關條款按應計基準確認。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Foreign currencies

The Group maintains its accounting records in Hong Kong dollars and transactions involving foreign currencies are translated at the approximate rates of exchange ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates of exchange ruling at that date. Translation differences are included in the consolidated income statement.

Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided using the liability method, on all temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax liabilities or assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or liability is settled, based on the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

3. 主要會計政策 (續)

外幣

本集團之會計紀錄以港元入賬，凡涉及外幣之交易均按交易日適用概約匯率換算為港元。於結算日以外幣結算之貨幣資產及負債按當日之適用匯率再次換算為港元入賬。換算差額撥入綜合損益表內處理。

稅項

現時利得稅乃根據年內業績經不可課稅或減免項目調整後而釐定。稅項乃是按當日生效或截至結算日一直生效之稅率計算。

遞延稅項根據負債法按資產及負債之稅基與其載於財務報表之面值兩者產生之一切暫時差異予以撥備。倘收回資產或清償負債時，遞延稅項負債或資產乃按有關期間估計生效稅率而計算，並根據已生效或截至結算日一直生效之稅率及稅務法例釐定。遞延稅項資產予以確認，惟以將來應課稅溢利抵銷可予動用之可減免暫時差異、稅務虧損及撥回之金額為限。

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

No deferred tax is provided for temporary differences arising from goodwill, the initial recognition of assets or liabilities in a transaction other than a business combination and that affecting neither accounting nor taxable profits, and investment in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

In prior years, deferred taxation was accounted for at the current tax rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the financial statements to the extent that a liability was expected to be payable in the foreseeable future. Deferred tax assets were not recognised unless their realisation was assured beyond reasonable doubt. The adoption of revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively but has no material effects on these financial statements.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payable under operating leases are recognised as an expense on the straight-line basis over the lease terms. Lease incentives received are recognised in the income statement as an integral part of the net consideration agreed for the use of the leased asset.

3. 主要會計政策 (續)**稅項 (續)**

遞延稅項不會就商譽所產生之短暫差異而撥備，除非是業務合併交易中，最初確認之資產或負債，及並不影響會計及稅項盈利及附屬公司，而亦有可能在可預見未來不會撥回。

往年度，遞延稅項乃因應就課稅而計算之溢利與賬目所示之溢利二者間之時差，根據預期可預見將來支付或可收回之負債及資產而按現行稅率計算。遞延稅項不會被確認，除非確保合理確認。採納經修訂之會計準則第十二號構成會計政策之變動並已追溯應用。此採用對本年度及歷年業績沒有重大影響。

經營租約

由出租人繼續保持絕大部分所有權之報酬及風險之租約列作經營租約。根據經營租約應付之租金按直線法於租約期內確認為支出。收取之租金優惠在損益表內確認為使用租約資產所協定之淨代價之組成部分。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Cash equivalents

For the purpose of cash flow statement, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value, net of bank overdrafts, if any.

Employee benefits

Defined contribution plans

The Group participates in a Mandatory Provident Fund scheme operated by approved trustees in Hong Kong and to make contributions for its eligible employees as required by the Mandatory Provident Fund Ordinance. The assets of the scheme are held separately from those of the Group in an independently administered fund. The obligations for contributions to defined contribution retirement scheme are recognised as an expense in the income statement as incurred. The contribution borne by the Group is calculated at 5% of the salaries and wages (monthly contribution is limited to 5% of HK\$20,000 for each eligible employee).

Equity compensation benefits

The share option scheme allows the Group's employees to acquire shares of the Company. No compensation cost or obligation is recognised when the Group grants options to employees to acquire shares of the Company. When the options are exercised, equity is increased by the amount of the proceeds received.

3. 主要會計政策 (續)

現金等價物

就現金流量表而言，現金等價物指短期高流通性投資，有關投資可隨時轉換為已知數額現金並扣除銀行透支(如有)及其價值變動風險不高。

員工福利

固定供款計劃

本集團已按強積金條例規定參與由香港核准託管人所設立之強積金計劃，並為合資格僱員供款。該計劃的資產與本集團之資產分開持有，存放在獨立管理之基金內。固定供款退休計劃之供款責任在產生時於損益表中以支出入賬。本集團負責之供款以薪金及工資之5%計算(每月供款上限為每名合資格員工之20,000港元薪金之5%)。

股本報酬福利

本集團僱員可透過購股權計劃購入本公司之股份。當集團授出購股權予員工以認購本公司之股份時，本集團並不會確認報酬成本或責任。於購股權行使時，股本按所收到之款項金額上調。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decision. Parties are also considered to be related if they are subject to common control or common significant influence.

Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purpose of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment.

3. 主要會計政策 (續)

有關連人士

倘其中一方有能力直接或間接控制另一方，或可對另一方之財務及經營決策行使重大影響力，則雙方會被視作有關連人士。倘該等人士受共同控制或共同重大影響，亦視為關連人士。

分部報告

分部乃本集團提供產品或服務(業務分部)或於特定經濟環境提供產品或服務(地區分部)之可清楚分辨之部份，各分部之風險與回報不盡相同。

根據本集團之內部財務申報制度，本集團選擇以業務分部資料作為本財務報表之主要申報形式而地域分部資料為次要申報形式。

分部收益、開支、業績、資產及負債包括直接歸屬及可合理分配入該分部之項目。舉例來說，分部資產可包括存貨、應收賬款及物業、廠房及設備。分部收益、開支、資產及負債乃於集團內分部間之結餘與交易作為綜合賬目之一環而對銷前釐定，惟倘有關集團內分部間之結餘與交易乃由同一分部內之集團旗下企業所進行者則作別論。

3. PRINCIPAL ACCOUNTING POLICIES

(Continued)

Segment reporting (Continued)

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, corporate and financing expenses and minority interests.

4. TURNOVER AND REVENUE

The Company is an investment holding company. The Group is principally engaged in the provision of Enterprises Thin Client Solutions, Customised Thin Client Application Solutions and Cable Network Thin Client Solutions.

Turnover and revenue recognised by category are as follows:

3. 主要會計政策 (續)

分部報告 (續)

分部資本開支乃於本期間為收購預期將於超過一段期間使用之分部資產 (有形及無形資產) 而錄得之總成本。

未分配項目主要包括財務企業資產、付帶利息之貸款、借款、企業及融資支出及少數股東權益。

4. 營業額及收入

本公司為投資控股公司，本集團之主要業務是提供企業瘦客戶機解決方案，定製瘦客戶機應用程式解決方案及有線網絡瘦客戶機解決方案。

營業額及收入分類確認如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover	營業額		
Service income	服務收入	68	5,200
Sales of goods	產品銷售	26,261	2,314
Software license fee	軟件特許使用費	2,865	4,633
Royalty income	專利收入	406	-
		29,600	12,147

5. OTHER INCOME

Other income mainly represents the write back of provision for doubtful debts amounted to HK\$1,159,000 (2003: Nil).

5. 其他收入

其他收入主要為呆帳撥備撥回總共 1,159,000 港元 (二零零三年：無)。

6. LOSS FROM ORDINARY ACTIVITIES BEFORE TAXATION**6. 除稅前日常業務虧損**

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
This is stated after charging:			
此乃扣除下列各項後列賬：			
(a) Finance costs	(a) 融資成本		
Interest on bank overdrafts and other borrowings wholly repayable within five years	須於五年內全數償還之銀行透支及其他借款	529	-

6. LOSS FROM ORDINARY ACTIVITIES BEFORE TAXATION (Continued)

6. 除稅前日常業務虧損 (續)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
(b) Other items	(b) 其他項目		
Cost of inventories	存貨成本	22,643	1,872
Auditors' remuneration:	核數師酬金：		
Current year	本年度	500	280
Underprovision in previous year	上年度撥備不足	350	-
Contributions to defined contribution plan (included in employee benefits expense)	定額供款計劃供款 (已包括在員工福利開支)	89	117
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	108	12
Provision for doubtful debts	呆賬撥備	-	1,159
Research and development costs in respect of:	研究及開發成本：		
Hardware and design fee	硬件及設計費用	4,887	1,032
Employee benefits expense	員工福利開支	347	463
Operating lease charges on premises	物業之經營租賃費用	346	240
Impairment losses (included in other operating expenses) on:	減值虧損(包括在其他營運開支內)：		
Investment securities	證券投資	2,590	-
Goodwill	商譽	939	-
Intangible assets	無形資產	4,194	-
Interests in jointly controlled entities	於共同控制公司之權益	195	-
Share issuing expenses	發行股份開支	749	12,012

7. TAXATION

7. 稅項

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
The charge comprises:	支出包括：		
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	-	-
Under provision in prior year	上年度撥備不足	-	49
		-	49

Hong Kong Profits Tax has not been provided as the Group incurred a loss for taxation purposes for the year.

由於本集團於本年度錄得稅務虧損，故並無就香港利得稅撥備。

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Reconciliation of tax expense	稅項開支對賬		
Loss from ordinary activities before tax	除稅前日常業務虧損	(20,949)	(13,674)
Income tax at applicable tax rate of 17.5% (2003: 17.5%)	按稅率 17.5% 計算之稅項 (二零零三年：17.5%)	(3,666)	(2,393)
Non-deductible expenses	不能扣除之開支	1,007	2,108
Unrecognised tax losses	未確認稅項虧損	1,626	1,199
Unrecognised temporary differences	未確認暫時差異	1,033	(914)
Underprovision in prior year	上年度撥備不足	-	49
Tax expense for the year	本年度稅項開支	-	49

The applicable tax rate is the Hong Kong profits tax rate of 17.5% (2003: 17.5%).

採用之稅率為香港利得稅 17.5% (二零零三年：17.5%)。

8. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

Directors' emoluments paid and payable to the directors of the Company are as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Fees	袍金		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	400	300
Other emoluments	其他酬金		
Salaries and other benefits	薪金及其他福利	1,345	990
Contributions to retirement schemes	退休計劃供款	36	33
		1,781	1,323

In addition to directors' emoluments disclosed above, options to subscribe for 38,000,000 shares of the Company were granted to three executive directors as set out in note 23 to the financial statements in previous year under the Pre-IPO Share Option Scheme and the options granted were fully exercised during the year.

The four (2003: three) executive directors of the Company, Mr. Tony Hoo, Mr. Tang Tsz Hoo, Anthony, Mr. Chow Kwok Keung and Mr. Lee Hai Chu, received individual emoluments for the year ended 30 June 2004 of approximately HK\$757,000 (2003: HK\$561,000), HK\$312,000 (2003: HK\$231,000), HK\$312,000 (2003: HK\$231,000) and HK\$ Nil respectively. The two independent non-executive directors Mr. Kwok Ming Fai and Mr. Lam Din Kan, of the Company received directors' fees for the year ended 30 June 2004 of HK\$200,000 (2003: HK\$150,000) and HK\$200,000 (2003: HK\$150,000) respectively.

No directors waived any emoluments for each of the two years ended 30 June 2004. No emoluments were paid to the directors as an inducement to join or upon joining the Group during each of the two years ended 30 June 2004.

8. 董事及高級行政人員酬金

已付及應付予本公司董事之董事酬金如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Fees	袍金		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	400	300
Other emoluments	其他酬金		
Salaries and other benefits	薪金及其他福利	1,345	990
Contributions to retirement schemes	退休計劃供款	36	33
		1,781	1,323

除上文披露之董事酬金外，上年度已根據首次公開招股前購股權計劃授予三名執行董事認購公司38,000,000股股份之購股權已於本年內全部行使，詳見財務報表附註23。

本公司四名(二零零三年：三名)執行董事胡棟良先生，鄧子豪先生，周國強先生及李海柱先生，於截至二零零四年六月三十日止年度收取之個人酬金分別約為757,000港元(二零零三年：561,000港元)、312,000港元(二零零三年：231,000港元)及312,000港元(二零零三年：231,000港元)及無。本公司兩名獨立非執行董事郭明輝先生及林典勤先生，於截至二零零四年六月三十日止年度收取之董事袍金分別為200,000港元(二零零三年：150,000港元)及200,000港元(二零零三年：150,000港元)。

概無董事免收截至二零零四年六月三十日止兩年各年之酬金。本集團於截至二零零四年六月三十日止兩年各年概無向董事支付酬金，以吸引彼等加盟或作為加盟本集團後之獎勵。

8. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

The emoluments of the six (2003: five) individuals with highest emoluments in the Group for the year with two individuals having same fifth highest emoluments, including three (2003: one) directors Mr. Tony Hoo, Mr. Tang Tze Hoo, Anthony and Mr. Chow Kwok Keung, whose emoluments are set out above.

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Contributions to retirement schemes	退休計劃供款

8. 董事及高級行政人員酬金 (續)

本集團於本年度之六名最高薪人士(二零零三年：五)(其中二人同屬第五名最高薪人士)，包括三名董事(二零零三年：一)胡棟良先生，鄧子豪先生及周國強先生，而彼等之酬金詳情已於上文披露。

	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
	1,622	2,165
	54	59
	1,676	2,224

The number of the highest-paid individual senior executives whose emoluments fell within the following band is as follows:

酬金介乎以下範圍之最高薪高級行政人士人數如下：

	2004 二零零四年	2003 二零零三年
Nil – HK\$1,000,000	零 – 1,000,000 港元	3
		4

No emoluments were paid to the six (2003: five) highest-paid individuals as an inducement to join or upon joining the Group during each of the two years ended 30 June 2004.

本集團於截至二零零四年六月三十日止兩年各年概無向六名最高薪人士(二零零三年：五)支付酬金，以吸引彼等加盟或作為加盟本集團後之獎勵。

The 2,000,000 options granted to one senior management under the Pre-IPO Share Option Scheme in 2003 was granted to one of the senior executives mentioned above. All such options granted were fully exercised during the year.

二零零三年根據首次公開招股前購股權計劃授予一名高級管理人員之2,000,000股購股權是授予以上一名高級行政人士，於年內所有購股權已被行使。

9. LOSS FOR THE YEAR AND ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The consolidated loss attributable to equity holders of the parent for the year includes a loss of approximately HK\$29,394,000 (2003: HK\$12,175,000) which has been dealt with in the financial statements of the Company.

10. LOSS PER SHARE

The calculation of basic loss per share is based on the consolidated loss attributable to the equity holders of the parent for the year of HK\$20,949,000 (2003: HK\$13,723,000) and weighted average number of 416,672,000 (2003: 320,822,000) ordinary shares in issue during the year.

The weighted average number of shares used to calculate prior year's loss per share is based on the assumption that the 300,000,000 shares were deemed to have been in issue comprising 60,000,000 shares issued as a consideration for the acquisition of the entire share capital of Cableplus and the capitalisation issue of 240,000,000 shares.

Additionally, the weighted average number of shares used for prior year also includes the 100,000,000 shares issued pursuant to the Placing.

No diluted loss per share has been presented for current year as there were no potential ordinary shares. No diluted loss per share has been presented for the year ended 30 June 2003 because the exercise of the outstanding potential ordinary shares would have been anti-dilutive.

11. SEGMENT INFORMATION

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

9. 屬於母公司股權持有人於年內應佔虧損

本年度母公司股權持有人應佔綜合虧損包括已於本公司之財務報表內處理之虧損約29,394,000港元(二零零三年:12,175,000港元)。

10. 每股虧損

每股基本虧損是根據本年度之母公司股權持有人應佔綜合虧損20,949,000港元(二零零三年:13,723,000港元)及年內已發行股份之加權平均數416,672,000股(二零零三年:320,822,000股)計算。

用以計算上年度每股虧損之股份加權平均數乃假設300,000,000股股份,作為收購Cableplus全部股本之代價而發行之60,000,000股股份及根據資本化發行而發行之240,000,000股股份所組成,被視為已發行而計算。

此外,用以計算上年度每股虧損之股份加權平均數亦包括根據配售而發行之100,000,000股股份。

於本年並無任何潛在攤薄普通股,因此無呈列每股攤薄虧損。由於行使年內未發行潛在普通股具反攤薄影響,故於二零零三年六月三十日結算日並無呈列每股攤薄虧損。

11. 分部資料

本文所呈列之分部資料乃關於本集團之業務及地區分部。由於業務分部資料與本集團內部財務申報之關係更加密切,故被選為主要申報形式。

11. SEGMENT INFORMATION (Continued)

Business segment

The Group comprises the following main business segments:

11. 分部資料 (續)

業務分部

本集團之主要業務分部劃分如下：

	Enterprise Thin Client Solutions 企業瘦客戶機解決方案		Customised Thin Client Application Solutions 定製瘦客戶機應用程式解決方案		Cable Network Thin Client Solutions 有線網絡瘦客戶機解決方案		Others 其他		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	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	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
Revenue										
Segment turnover from external customers	20,955	4,194	2,865	4,633	5,780	-	-	3,320	29,600	12,147
Segment results	1,031	842	(1,909)	2,847	(3,693)	-	-	2,392	(4,571)	6,081
Unallocated income									-	90
Unallocated expenses									(15,846)	(19,845)
Loss from operations									(20,417)	(13,674)
Share of results of jointly controlled entities									(3)	-
Finance costs									(529)	-
Loss from ordinary activities before taxation									(20,949)	(13,674)
Taxation									-	(49)
Loss for the year and attributable to equity holders of the parent									(20,949)	(13,723)
Assets										
Segment assets	1,734	2,367	-	6,877	2,205	-	-	3,320	3,939	12,564
Unallocated assets									12,491	15,891
Consolidated total assets									16,430	28,455
Liabilities										
Segment liabilities	365	453	-	-	-	-	-	-	365	453
Unallocated liabilities									1,534	3,422
Consolidated total liabilities									1,899	3,875
Other information										
Capital expenditure	-	-	-	6,100	-	-	-	-	-	6,100
Unallocated capital expenditure									1,211	25
									1,211	6,125
Depreciation and amortisation	-	-	1,525	381	-	-	-	-	1,525	381
Unallocated depreciation and amortisation									956	523
									2,481	904
Impairment loss	-	-	4,194	-	-	-	-	-	4,194	-
Unallocated impairment loss									3,724	-
									7,918	-

11. SEGMENT INFORMATION (Continued)

Geographical segment

In presenting information on the basis of geographical segment, segment revenue is based on the geographical location of customers. Segment assets and capital expenditure are based on the geographical location of the assets.

11. 分部資料 (續)

地域分部

按地域分部基準呈報資料時，分部收入乃按客戶所在地域劃分。分部資產及資本開支乃按資產所在地域劃分。

		Revenue from external customers 來自外來客戶收入		Segment assets 分部資產		Capital expenditure incurred during the year 於本年產生之資本開支	
		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	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Hong Kong	香港	22,037	9,662	12,918	27,296	11	6,125
Taiwan	台灣	1,624	2,485	-	1,159	-	-
USA	美國	2,806	-	271	-	-	-
Singapore	星加坡	135	-	-	-	-	-
PRC	中國	2,998	-	3,241	-	1,200	-
		29,600	12,147	16,430	28,455	1,211	6,125

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Computer equipment 電腦設備 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 July 2003	於二零零三年七月一日	2,595	26	-	2,621
Additions	添置	11	-	1,200	1,211
Disposals	出售	(180)	-	-	(180)
At 30 June 2004	於二零零四年六月三十日	2,426	26	1,200	3,652
Accumulated depreciation	累計折舊				
At 1 July 2003	於二零零三年七月一日	1,053	16	-	1,069
Charge for the year	年度折舊	483	5	-	488
Eliminated on disposals	出售時對銷	(72)	-	-	(72)
At 30 June 2004	於二零零四年六月三十日	1,464	21	-	1,485
Net book value	賬面淨值				
At 30 June 2004	於二零零四年六月三十日	962	5	1,200	2,167
At 1 July 2003	於二零零三年七月一日	1,542	10	-	1,552

The carrying amount of property, plant and equipment are subject to the review of impairment loss at the balance sheet date. The process of review of impairment loss as set out in the accounting policy above involves significant estimation of the assets' recoverable amounts by the directors, including the assets' value in use.

物業、廠房及設備的帳面值在每年結算日均作出有關減值虧損的檢討。減值虧損的檢討程序已於上述的會計政策上載列，並涉及董事就資產的可回收數額的價值作出重大評估，包括資產的使用價值。

13. INTANGIBLE ASSETS

13. 無形資產

		Software license rights 軟件特許使用權 HK\$'000 千港元
At beginning of year	於年初	
Cost	成本	6,100
Accumulated amortisation	累計折舊	(381)
Opening carrying amount	年初之賬面值	5,719
Amortisation charge	扣除攤銷	(1,525)
Impairment losses	減值虧損	(4,194)
Closing carrying amount	年末之賬面值	-
At balance sheet date	於結算日	
Cost	成本	6,100
Accumulated amortisation and impairment losses	累計折舊及減值虧損	(6,100)
Closing carrying amount	年末之賬面值	-

During the year ended 30 June 2003, the Group acquired exclusive rights to use and to sub-license an interactive voice recognition system (the "System") specialised for use in securities trading in Hong Kong, the People's Republic of China (the "PRC") and Taiwan at a cost of HK\$6,100,000. The Group also entered into an agreement with a customer in Taiwan to sub-license the System for use in Taiwan. Sub-license fee of HK\$455,000 had been received up to 30 June 2003 and such fee was recognised as income for the year then ended.

本集團於二零零三年六月三十日的結算年度期間，以6,100,000港元購置一個可以專用於香港、中華人民共和國（「中國」）及台灣股票交易上的互動語音相認軟件系統（「系統」）的獨家及特許分銷使用權。本集團亦分銷可用於台灣使用的特許使用權予一名台灣顧客並簽訂合約。為數455,000港元的特許使用費已於二零零三年六月三十日前收到及已確認於結算年度之收入內。

13. INTANGIBLE ASSETS (Continued)

During the year, technical problems were identified and the Group has taken prompt steps to improve the System. Upon negotiation with the customer, further sub-license fee of HK\$600,000 had been mutually agreed and received during the current financial year as a final settlement for the outstanding contract sum. In preparing the financial statements for the year ended 30 June 2004, the directors have reviewed the future potential economic benefits to be generated from the System and consider that it is prudent to make provision against the carrying amount of the intangible assets.

14. GOODWILL**13. 無形資產** (續)

於年內，技術問題被確認，本集團亦立刻採取步驟以改善系統。與顧客協商後，額外為數600,000港元的特許使用費已被雙方贊成並在本財政年度內收到，作為合約餘額的最後決算。董事已就該系統於將來能產生的潛在經濟效益作出檢討，並審慎地就此無形資產的帳面值作出撥備。

14. 商譽

		Total
		總計
		HK\$'000
		千港元
Additions	添置	1,407
Amortisation charges	扣除攤銷	(468)
Impairment losses	減值虧損	(939)
Closing carrying amount	年末之賬面值	—
At balance sheet date	於結算日	
Cost	成本	1,407
Accumulated amortisation and impairment losses	累計折舊及減值虧損	(1,407)
Closing carrying amount	年末之賬面值	—

14. GOODWILL (Continued)

Goodwill of HK\$1,407,000 arose from the acquisition of additional 50% interest in a jointly control entity, Tiger Tech (China) Holdings Limited ("Tiger Tech China"), during the year. As a result of the acquisition, Tiger Tech China became a wholly-owned subsidiary of the Company. Tiger Tech China was originally set up by the Company and a third party with a view to engage in the provision of enterprise thin client solutions and cable network thin client solutions in the PRC. However, up to the date of these financial statements, Tiger Tech China has not yet generated any income and impairment loss on the balance of unamortised goodwill of HK\$939,000 is recognised accordingly.

15. INVESTMENT SECURITIES

Unlisted shares, at cost	非上市股份，按成本
Less: Impairment loss	減：減值虧損

At the balance sheet date, the Company held 10% interest in the ordinary share capital of Mediacute Technology Limited, a company incorporated in Hong Kong and is engaged in the development of Thai language input method for mobile phones.

Up to the date of these financial statements, the investee has not yet generated any profits. Future performance of the investee is uncertain and, therefore, impairment loss has been made accordingly.

14. 商譽

價值1,407,000港元之商譽乃本公司於年內收購老虎科技中華控股有限公司（「老虎科技中華」）額外50%之權益時產生。收購後，老虎科技中華成為本公司的全資附屬公司。老虎科技中華最初由本公司與一名第三者共同成立，以在中國從事瘦客戶機解決方案及有線網絡瘦客戶機解決方案。然而，直到財務報表日，老虎科技中華仍未產生收益，因此，扣除商譽攤銷後的餘數939,000港元已確認為減值虧損列賬。

15. 證券投資

The Group and the Company 本集團及本公司

	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Unlisted shares, at cost	2,590	-
Less: Impairment loss	(2,590)	-
	-	-

於結算日，本公司持有的Mediacute Technology Limited 10%股權，一間於香港成立及從事研發手機泰文輸入法的公司。

直到財務報表日，此投資仍未產生任何盈利，亦未肯定將來之表現，因此，全數投資已被減值。

16. INTERESTS IN SUBSIDIARIES

16. 於附屬公司之權益

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	1,401	1
Impairment loss	減：減值虧損	(1,400)	-
		1	1
Due from subsidiaries	應收附屬公司款項	23,211	14,401
Provision for doubtful debts	呆賬撥備	(23,112)	-
		99	14,401
		100	14,402

The amount due from subsidiaries are unsecured, interest-free and not expected to be realised in the next twelve months from the balance sheet date.

應收附屬公司款項為無抵押，免息及預期將不會於由結算日起計十二個月內套現之款項。

16. INTERESTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries at the balance sheet date are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of equity interest held by the Company 本公司所持股本權益之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Cableplus Group Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	10 ordinary shares of US\$1 each 10股每股面值1美元之普通股	100%	–	Investment holding 投資控股
Eurosino Holdings Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	–	Inactive 未有業務
Tiger Tech Corporation Limited 老虎科技有限公司	Hong Kong 香港	5,000 ordinary shares of HK\$1 each 5,000股每股面值1港元之普通股	–	100%	Provision of Enterprise Thin Client Solutions, Customised Thin Client Application Solutions and Cable Network Thin Client Solutions 提供企業瘦客戶機解決方案、定製瘦客戶機應用程式解決方案及有線網絡瘦客戶機解決方案
Tiger Tech (China) Holdings Limited 老虎科技中華控股有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	100 ordinary shares of US\$1 each 100股每股面值1美元之普通股	100%	–	Provision of Enterprise Thin Client Solutions, Customised Thin Client Application Solutions and Cable Network Thin Client Solutions 提供企業瘦客戶機解決方案、定製瘦客戶機應用程式解決方案及有線網絡瘦客戶機解決方案

16. 於附屬公司之權益 (續)

本公司附屬公司於結算日之詳情如下：

17. INTERESTS IN JOINTLY CONTROLLED ENTITIES

17. 於共同控制公司之權益

		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
Unlisted shares, at cost	非上市股份，按成本	-	-	195	1
Less: Impairment loss	減：減值虧損	-	-	(195)	-
Share of net assets	分佔資產淨額	-	1	-	-
Due from a jointly controlled entity	應收共同控制公司款項	34	-	-	-
		34	1	-	1

Particulars of jointly controlled entities at the balance sheet date are as follows:

於結算日共同控制公司之詳情如下：

Name of jointly controlled entity 共同控制公司名稱	Form of business structure 公司結構形式	Principal place of operation 主要營運地點	Place of incorporation 成立地點	Nature of business 業務性質	Class of share 股份類別	Proportion of nominal value of issued capital held by the Company 本公司持有之已發行股本
AI-Times International Limited 智能時代科技國際有限公司	Corporate 企業	Hong Kong 香港	Hong Kong 香港	Development of software 軟件開發	Ordinary 普通	50%
Tiger Tech Mobile Limited	Corporate 企業	Hong Kong 香港	British Virgin Islands 英屬處女群島	Distribution of mobile and related IT products 銷售手機及相關科技產品	Ordinary 普通	50%

At 30 June 2003, interest in a jointly controlled entity represented 50% equity interest in Tiger Tech China which became a wholly-owned subsidiary of the Company during the year.

於二零零三年六月三十日，本公司持有50%權益之共同控制公司，老虎科技中華，已於年內成為全資附屬公司。

18. INVENTORIES

Inventories represent merchandise of computer hardware and accessories.

19. DUE FROM A SHAREHOLDER OF A JOINTLY CONTROLLED ENTITY

As at 30 June 2003, the amount due from a shareholder of a jointly controlled entity who held 50% equity interest of the issued capital of the Company's jointly controlled entity was unsecured and interest-free. During the year, the amount was deposited into the bank account of the jointly controlled entity on behalf of the Company in fulfillment of the Company's obligation to contribute to the working capital of the jointly controlled entity.

18. 存貨

存貨代表電腦硬件及配件之商品。

19. 應收共同控制公司股東之款項

於二零零三年六月三十日，應收共同控制公司股東（其持有本公司一間共同控制公司已發行股本之50%股權）之款項為無抵押及免息。於年內，有關款項已由該共同控制公司股東代本公司存入該共同控制公司之銀行賬戶，以全面履行本公司向共同控制公司注入營運資金之承擔。

20. TRADE AND OTHER RECEIVABLES

20. 應收賬款及其他應收款項

		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
Trade receivables	應收賬款				
From third parties	來自第三方	2,696	6,356	-	-
Other receivables	其他應收款項				
Deposits, prepayments and other debtors	按金、預付款項及 其他應收款項	1,529	1,449	4	72
		4,225	7,805	4	72

The Group has no specific credit policy. However, the Group normally allows one to six months repayment period to its customers. Aging analysis of trade receivables is as follows:

本集團並無特定除賬條款，但本集團一般給予顧客一至六個月之還款期。應收賬款之賬齡分析如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
0 – 30 days	零至三十日	2	1,380
31 – 90 days	三十一至九十日	203	638
91 – 180 days	九十一至一百八十日	2,220	4,622
Over 180 days	一百八十日以上	271	875
		2,696	7,515
Provision for doubtful debts	呆賬撥備	-	(1,159)
		2,696	6,356

The carrying value of trade receivables of the Group amounted to HK\$2,696,000 (2003: HK\$6,356,000) are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Such allowances are estimated by the directors by reference to a number of factors such as past default experience, the relationship with customers and the actual settlement subsequent to the balance sheet date.

本集團應收賬款的帳面值總額為2,696,000港元（二零零三年：6,356,000港元），已為估計不可收回的數額作適當的扣減後列作集團的面值。扣減額由董事基於多個因素如過往不履行經驗，與顧客的關係和資產負債表結算日後的實際決算而作出估計。

21. TRADE AND OTHER PAYABLES

21. 應付賬款及其他應付款項

		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
Trade payables	應付賬款				
To third parties	付予第三方	-	452	-	-
Other payables	其他應付款項				
Accrued charges and other creditors	應計費用及 其他應付款項	1,899	1,474	772	950
		1,899	1,926	772	950

Aging analysis of trade payables is as follows:

應付賬款之賬齡分析如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
0 – 30 days	零至三十日	-	296
31 – 90 days	三十一至九十日	-	156
		-	452

22. ISSUED CAPITAL

22. 已發行股本

	Note 註	2004 二零零四年		2003 二零零三年	
		Number of share 股份數目	HK\$'000 千港元	Number of share 股份數目	HK\$'000 千港元
Authorised:	法定：				
At beginning of year, at HK\$0.01 each	於年初，每股面值0.01港元	10,000,000,000	100,000	-	-
On incorporation	於註冊成立時	-	-	10,000,000	100
Increase in authorised share capital	法定股本增加	-	-	9,990,000,000	99,900
At balance sheet date	於結算日	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At beginning of year, at HK\$0.01 each	於年初，每股面值0.01港元	400,000,000	4,000	-	-
Issue of shares upon incorporation	於註冊成立時發行股份	-	-	10,000,000	100
Issue of shares on Group Reorganisation	於集團重組時發行股份	-	-	50,000,000	500
Capitalisation issue	資本化發行	-	-	240,000,000	2,400
Issue of shares upon exercise of share options	行使購股權發行之股份	(c) 40,000,000	400	-	-
Issue of shares for acquisition	用以收購發行之股份	(a) 5,000,000	50	-	-
Issue of shares	發行股份	(b) 20,000,000	200	-	-
Issue of shares pursuant to the Placing	透過配售發行之股份	-	-	100,000,000	1,000
At balance sheet date	於結算日	465,000,000	4,650	400,000,000	4,000

22. ISSUED CAPITAL (Continued)

Notes:

- (a) On 9 January 2004, 5,000,000 shares of HK\$0.01 each of the Company were issued at a price of HK\$0.5 per share in consideration of 10% equity interest in an investment securities. The excess of HK\$0.49 each for total 5,000,000 shares was credited as share premium.
- (b) During the year, the Company issued 20,000,000 shares of HK\$0.01 each at a price of HK\$0.4 per share at a placement. The excess of HK\$0.39 per share from the placement was credited to share premium.
- (c) Pursuant to the Company's Pre-IPO share option scheme, the Company issued 40,000,000 shares of HK\$0.01 each of which all were exercised during the year, resulting in net proceed of approximately HK\$400,000.

23. SHARE OPTION SCHEMES

Pursuant to the written resolutions of the sole shareholder of the Company dated 13 March 2003, two share option schemes, namely the pre-IPO share option scheme ("Pre-IPO Share Option Scheme") and the share option scheme ("Share Option Scheme") were approved and adopted.

Share Option Scheme

The major terms of the Share Option Scheme which will remain in force for 10 years from 13 March 2003 are summarised as follows:

- (a) The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants, which include any person who is a full time or part time employee or director of the Group, a consultant or agent of or advisor to the Group, as incentives or rewards for their contributions to the Group.

22. 已發行股本 (續)

註：

- (a) 於二零零四年一月九日，本公司以每股作價0.5港元發行5,000,000股每股面值0.01港元之股份，作為證券投資之10%權益代價。超出之每股0.49港元之總共5,000,000股股份已於股份溢價內記賬。
- (b) 於年內，本公司以每股0.4港元配售及發行每股0.01港元面值之20,000,000股股份。配售超出之每股0.39港元股份已於股份溢價內記賬。
- (c) 根據本公司前購股權計劃，本公司發行以每股面值0.01港元之40,000,000股股份，並於年內已被行使，取得約400,000港元之淨額。

23. 購股權計劃

根據於二零零三年三月十三日當時本公司唯一股東通過之書面決議案，兩項購股權計劃即首次公開招股前購股權計劃（「首次公開招股前購股權計劃」）及購股權計劃（「購股權計劃」）均已予批准及採納。

購股權計劃

購股權計劃條款自二零零三年三月十三日起為期十年，其概要如下：

- (a) 購股權計劃旨在令本集團可向指定參與者（包括本集團全職或兼職僱員或董事、本集團之顧問、代理或諮詢人等任何人士）授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。

23. SHARE OPTION SCHEMES (Continued)**Share Option Scheme** (Continued)

- (b) The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 10% of the shares in issue upon completion of the Placing, the capitalisation issue and the issue of shares which may fall to be issued pursuant to the exercise of the Over-allotment Option (details as set out in the Prospectus). The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time (including the Pre-IPO Share Option Scheme) shall not exceed 30% of the shares in issue from time to time.
- (c) The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue at date of grant.

23. 購股權計劃 (續)**購股權計劃** (續)

- (b) 因行使根據購股權計劃或本公司任何其他購股權計劃將予授出之購股權而可能發行之股份總數，不得超過完成配售及資本化發行以及因行使超額配股權發行股份後已發行股份總數之10% (詳情載於招股章程)。行使根據購股權計劃或本公司於任何時間之任何其他購股權計劃 (包括首次公開招股前購股權計劃) 已予授出而尚未行使之未行使購股權時可予發行之最高股數，不得超過不時已發行股份之30%。
- (c) 因行使已根據購股權計劃或本公司任何其他購股權計劃授予每位承授人之購股權 (包括已行使、已撤銷及尚未行使之購股權) 已予發行或可予發行之股份總數，於任何十二個月內至授出之日不得超過授出當日已發行股份之1%。

23. SHARE OPTION SCHEMES (Continued)

Share Option Scheme (Continued)

- (d) Any grant of options to a director, chief executive or substantial shareholder of the Company or any of its associates is required to be approved by the independent non-executive directors. In addition, if the Company proposes to grant options to a substantial shareholder of the Company or any independent non-executive director or their respective associates, in excess of 0.1% of the shares of the Company on the date of the offer and with an aggregate value (based on the closing price of the shares at the date of each offer) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in a general meeting.
- (e) The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercisable period of the share options granted is determinable by the directors after a certain vesting period at the discretion of the directors and ends on a date which is not later than ten years from the date of approval of the Share Option Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the closing price of shares as stated in Stock Exchange on the date of grant, (ii) the average of the closing prices of the share as stated in the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

Upto the date of this report, no options have been granted or agreed to be granted under the Share Option Scheme since its effective date on 13 March 2003.

23. 購股權計劃 (續)

購股權計劃 (續)

- (d) 任何授予本公司之董事、高級行政人員或主要股東或其任何聯繫人士之購股權均須得獨立非執行董事批准。此外，倘本公司打算向本公司主要股東或其他獨立非執行董事或彼等各各自之聯繫人士授出購股權而導致截至及包括授出日期前任何十二個月期間授出之購股權獲行使時已發行及將發行之股份之數日超逾提出要約當日本公司股份數目之0.1%，且按提出要約當日股份收市價計算之總值超過5,000,000港元時，則須得股東於股東大會批准。
- (e) 授出購股權之要約可於提出要約當日後28日內，由承授人支付名義總代價1港元接納。所授出購股權之行使期由董事釐定，並於批准購股權計劃當日後不遲於十年內完結。

購股權之行使價由董事釐定，惟不可低於(i)於授出當日股份於聯交所所報之收市價；(ii)於緊接授出當日前五個營業日股份於聯交所所報之平均收市價；或(iii)本公司股份之面值之最高者。

自其生效日期二零零三年三月十三日起至本年報日止，概無根據購股權計劃授出或同意授出任何購股權。

23. SHARE OPTION SCHEMES (Continued)**Pre-IPO Share Option Scheme**

The purpose of the Pre-IPO Share Option Scheme is to recognise the contributions of certain employees of the Group and/or other persons to the growth of the Group and/or the listing of the Company's shares on GEM. The principal terms of the Pre-IPO Share Option Scheme approved and adopted by written resolutions of the sole shareholder of the Company dated 13 March 2003 are substantially the same as the terms of the Share Option Scheme described above, except that:

- (a) The exercise price per share is HK\$0.01, being the par value of the shares, representing a discount of approximately 97% of the Placing price of HK\$0.30;
- (b) The aggregate number of shares subject to the Pre-IPO Share Option Scheme is 40,000,000 equivalent to 10% of the issued share capital of the Company as at 16 April 2003 assuming the Over-allotment Option is not exercised;
- (c) There are no similar restrictions on (i) the granting of options to connected persons (as defined in the GEM Listing Rules); (ii) the total number of shares which may be issued upon exercise of all of the options to be granted; and (iii) the maximum entitlement of each grantee in relation to the total number of shares issuable to him/her upon exercise of options granted to him/her under the Pre-IPO Share Option Scheme; and
- (d) Save for the options which have been granted under the Pre-IPO Share Option Scheme, no further options will be offered or granted under the Pre-IPO Share Option Scheme, as the right to do so will terminate upon the listing of the shares on GEM.

23. 購股權計劃 (續)**首次公開招股前購股權計劃**

首次公開招股前購股權計劃旨在對本集團若干僱員及／或其他人士對本集團之增長及／或本公司股份於創業板上市所作貢獻作出認同。根據本公司於二零零三年三月十三日時唯一股東通過之書面決議案批准及接納之首次公開招股前購股權計劃，其主要條款與上文所述購股權計劃之條款大致相同，惟以下各項除外：

- (a) 認購價為每股0.01港元，即股份之面值，較配售價0.30港元有約97%折讓；
- (b) 首次公開招股前購股權計劃項下之股份總數為40,000,000股，相等於二零零三年四月十六日本公司已發行股本之10%（假設並無行使超額配股權）；
- (c) 於以下事項並無類似限制：(i) 向關連人士（定義見創業板上市規則）授予購股權；(ii) 全數行使已授出購股權時可予發行之股份總數；及(iii) 每位承授人行使根據首次公開招股前購股權計劃授予彼等之購股權時可發行之股份總數中之最高權限。
- (d) 除根據首次公開招股前購股權計劃已予授出之購股權外，由於該權利已於股份在創業板上市後終止，故將不會再根據首次公開招股前購股權計劃要約或授出更多購股權。

23. SHARE OPTION SCHEMES (Continued)

Pre-IPO Share Option Scheme (Continued)

Details of the movement of Pre-IPO Share Options granted on 13 March 2003 with exercise price of HK\$0.01 are as follows:

Category of grantees 承授人類別	Options outstanding at 1 July 2003 於二零零三年 七月一日 尚未行使的購股權	Exercised during the year 於年內行使	Options outstanding at 30 June 2004 於二零零四年 六月三十日 尚未行使之購股權	Exercisable period 行使期
Three executive directors: 三名執行董事				
Mr. Tony Hoo 胡棟良先生	34,000,000	(34,000,000)	-	16 April 2004 to 12 March 2013 二零零四年 四月十六日至 二零一三年 三月十二日
Mr. Tang Tsz Hoo, Anthony 鄧子豪先生	2,000,000	(2,000,000)	-	16 April 2004 to 12 March 2013 二零零四年 四月十六日至 二零一三年 三月十二日
Mr. Chow Kwok Keung 周國強先生	2,000,000	(2,000,000)	-	16 April 2004 to 12 March 2013 二零零四年 四月十六日至 二零一三年 三月十二日
One senior executive 一名高級管理人員	2,000,000	(2,000,000)	-	13 March 2003 to 12 March 2013 二零零三年 三月十三日至 二零一三年 三月十二日

23. 購股權計劃 (續)

首次公開招股前購股權計劃 (續)

於二零零三年三月十三日以行使價0.01港元所授予之首次公開招股前購股權之變動詳情如下：

24. RESERVES

The Company

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Issue of shares on incorporation	於成立時 發行股份	-	(600)	-	(600)
Issue of shares for acquisition of subsidiaries	發行股份用以 收購附屬公司	-	1	-	1
Issue of shares	發行股份	29,000	-	-	29,000
Capitalisation issue	資本化發行	(2,400)	-	-	(2,400)
Net loss for the year (restated)	年度虧損淨額 (重列)	-	-	(12,175)	(12,175)
At 30 June 2003	於二零零三年六月三十日	26,600	(599)	(12,175)	13,826
At 1 July 2003	於二零零三年七月一日	14,588	(599)	(163)	13,826
Prior year adjustment (note 3)	上年度調整 (註3)	12,012	-	(12,012)	-
As restated	經重列	26,600	(599)	(12,175)	13,826
Arising from acquisition of investment securities	發行股份用以 收購證券投資	2,450	-	-	2,450
Issue of shares	發行股份	7,800	-	-	7,800
Net loss for the year	年度虧損淨額	-	-	(29,394)	(29,394)
At 30 June 2004	於二零零四年六月三十日	36,850	(599)	(41,569)	(5,318)

Share premium

The application of the share premium account is governed by the Company's Bye-Law and the Companies Act 1981 of Bermuda (as amended).

Capital reserve

The capital reserve of the Group represents the difference between the nominal value of shares of the subsidiaries acquired pursuant to the Group Reorganisation as set out in note 1 to the financial statements, over the nominal value of the shares of the Company issued in exchange therefor.

24. 儲備

本公司

	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Issue of shares on incorporation	-	(600)	-	(600)
Issue of shares for acquisition of subsidiaries	-	1	-	1
Issue of shares	29,000	-	-	29,000
Capitalisation issue	(2,400)	-	-	(2,400)
Net loss for the year (restated)	-	-	(12,175)	(12,175)
At 30 June 2003	26,600	(599)	(12,175)	13,826
At 1 July 2003	14,588	(599)	(163)	13,826
Prior year adjustment (note 3)	12,012	-	(12,012)	-
As restated	26,600	(599)	(12,175)	13,826
Arising from acquisition of investment securities	2,450	-	-	2,450
Issue of shares	7,800	-	-	7,800
Net loss for the year	-	-	(29,394)	(29,394)
At 30 June 2004	36,850	(599)	(41,569)	(5,318)

股份溢價

股份溢價之應用是受到本公司之公司細則及百慕達一九八一年公司法所管轄(經修訂)。

資本儲備

本集團之資本儲備指根據集團重組(詳見財務報表附註1)收購之附屬公司股份之賬面值超出本公司為換取有關附屬公司而發行之股份面值之差額。

24. RESERVES (Continued)

Capital reserve (Continued)

The capital reserve of the Company represents the difference between the nominal value of the share capital of Cableplus acquired pursuant to the Group Reorganisation as set out in note 1 to the financial statements, over the nominal value of the shares of the Company issued in exchange therefor.

Accumulated losses

Included in the figures for the accumulated losses of the Group is an amount of HK\$3,000 (2003: HK\$Nil), being the accumulated losses attributable to the jointly controlled entities.

25. CASH USED IN OPERATIONS

24. 儲備 (續)

資本儲備 (續)

本公司之資本儲備指根據集團重組 (如財務報表附註1所載) 所收購之 Cableplus 股本面值與本公司發行作為交換條件之股份之面值之差額。

累計虧損

本集團之累計虧損包括數額為3,000港元 (二零零三年：無)，為共同控制公司之累計虧損。

25. 經營所用現金

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元 (restated) (重列)
Loss from ordinary activities before taxation	除稅前日常業務虧損	(20,949)	(13,674)
Interest expenses	利息支出	529	-
Depreciation and amortisation	折舊及攤銷	2,481	904
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	108	12
(Write back) Provision for doubtful debts	呆壞帳撥備 (撥回)	(1,159)	1,159
Share of results of jointly controlled entities	應佔共同控制公司業績	3	-
Impairment loss on jointly controlled entities	共同控制公司減值虧損	195	-
Impairment loss on intangible assets	無型資產減值虧值	4,194	-
Impairment loss on goodwill	商譽減值虧損	939	-
Impairment loss on investment securities	證券投資減值虧損	2,590	-
Changes in working capital:	營運資金變動：		
Inventories	存貨	45	95
Trade and other receivables	應收賬款及其他應收款項	4,739	(667)
Trade and other payables	應付賬款及其他應付款項	(31)	(3,763)
Due from jointly controlled entities	應收共同控制公司之款項	(34)	-
Cash used in operations	經營所用現金	(6,350)	(15,934)

26. ACQUISITION OF A SUBSIDIARY

On 19 April 2004, the Group acquired additional 50% interest in Tiger Tech China for HK\$1,400,000, satisfied in cash.

26. 收購一間附屬公司

於二零零四年四月十九日，本集團以1,400,000港元購入老虎科技中華額外50%權益，並以現金支付。

		HK\$'000 千港元
Net assets acquired:	資產淨值購入：	
Bank balances	銀行結餘	98
Other creditors	其他應付款項	(104)
Contribution of capital by venturer	由投資者投入之資金	<u>(1)</u>
Net identifiable assets and liabilities	已確定之資產及負債淨額	(7)
Carrying value of interest in the jointly controlled entity	共同控制公司權益之帳面值	-
Goodwill arising on consolidation	合併所產生之商譽	<u>1,407</u>
Total consideration paid, satisfied in cash	由現金支付代價總額	1,400
Less: Cash and cash equivalents acquired	扣減：現金及現金等價物之購入	<u>(98)</u>
Net cash outflow in respect of the acquisition of a subsidiary	與收購一間附屬公司相關的現金支出淨額	<u>1,302</u>

The subsidiary acquired did not have significant contribution to the Group's turnover, results and cash flows for the year.

收購之附屬公司於年內並未有對本集團之營業額、業績及現金流量作出重大貢獻。

27. MATERIAL NON-CASH TRANSACTIONS

During the year, the Group acquired 10% equity interest in Mediacute Technology Limited at a consideration of HK\$2,500,000 by the issuance of 5,000,000 ordinary shares of the Company at an issue price of HK\$0.5 per share.

As set out in note 19 to the financial statements, a shareholder of a jointly controlled entity settled the amount of HK\$4,300,000 due to the Group by depositing the settlement into the bank account of the jointly controlled entity on behalf of the Company.

28. DEFERRED TAXATION

Recognised deferred tax assets (liabilities)

Depreciation allowance	折舊豁免
Tax losses	稅項虧損
Net deferred tax assets (liabilities)	遞延稅項資產(負債)淨額

Unrecognised deferred tax assets

The Group has not recognised deferred tax assets in respect of tax losses of HK\$11,608,000 (2003: HK\$144,000). The tax losses have no expiry date under current tax legislation.

27. 重大非現金交易

於年內，本集團以發行價每股0.5港元發出共5,000,000股普通股份，以作價2,500,000港元收購 Mediacute Technology Limited 10%的股權。

如財務報表內註解19所述，共同控制公司內的一位股東已代本公司存入4,300,000港元予共同控制公司之銀行戶口，因此，共同控制公司股東應付本集團之墊款已付清。

28. 遞延稅項

確認之遞延稅項資產(負債)

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
(238)	(1,174)
238	1,174
-	-

未被確認之遞延稅項資產

本集團並未就稅項虧損11,608,000港元(二零零三年：144,000港元)確認遞延稅項資產。就目前稅制而言，稅項虧損並沒有屆滿期。

29. RELATED PARTY TRANSACTION

During the year, the Group borrowed a loan amounting to HK\$3,500,000 for general working capital purpose from a finance company which was guaranteed by a director of the Company and secured by floating charge of the Company's assets. The amount borrowed has been fully repaid during the year.

30. COMMITMENTS**Commitments under operating leases**

At the balance sheet date, the Group had total future minimum lease payments under a non cancellable operating lease, which are payable as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Within one year	一年內	1,283	355
In the second to fifth years inclusive	第二至第五年 (首尾兩年包括在內)	2,175	195
		3,458	550

Capital expenditure commitments

At the balance sheet date, the Group had capital commitments contracted but not provided for net of deposit paid amounting to HK\$1,200,000 (2003: Nil). The Company had no material commitments at the respective balance sheet dates.

31. POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, the Company has established a wholly owned foreign enterprise in the PRC of which the registered capital amounted to US\$500,000.

29. 有關連人士交易

於本年度，本集團以公司董事擔保及公司資產作流動抵押，向一間財務公司借款3,500,000港元，作營運資金之用。此貸款已在本年度全數償還。

30. 承擔**經營租約承擔**

於結算日，本集團根據不可撤銷之經營租約而最低應付租金總額如下：

資本支出承擔

於結算日，本集團曾簽署合約而產生資本承擔，扣除預付定金後而未作撥備之款項為1,200,000港元(二零零三年：無)。本公司於各結算日並沒有重大承諾。

31. 結算日後事項

在結算日後，本公司已在中國成立一個全資擁有的海外公司，而註冊資本為500,000美元。

The following is a summary of the combined results and combined assets and liabilities of the Group for each of the four years ended 30 June 2004 prepared on the basis set out in the notes below:

以下為根據下文附註所載基準編製之本集團截至二零零四年六月三十日止四年各年之合併業績及合併資產負債概要：

COMBINED RESULTS

合併業績

		2001 二零零一年 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 (restated) (重列)	2004 二零零三年 HK\$'000 千港元
Turnover	營業額	1,119	23,376	12,147	29,600
(Loss) Profit from ordinary activities before taxation	除稅前日常業務(虧損)溢利	(379)	14,639	(13,674)	(20,949)
Taxation	稅項	-	(1,900)	(49)	-
(Loss) Profit for the year and attributable to equity holders of the parent	母公司股權持有人於年內應佔(虧損)溢利	(379)	12,739	(13,723)	(20,949)
Basic (loss) earnings per share (HK cents)	每股基本(虧損)盈利(港仙)	(0.13)	4.25	(4.28)	(5.03)
Diluted (loss) earnings per share (HK cents)	每股攤薄(虧損)盈利(港仙)	N/A不適用	N/A不適用	N/A不適用	N/A不適用

COMBINED ASSETS AND LIABILITIES

合併資產及負債

Non-current assets	非流動資產	94	2,062	7,272	2,201
Current assets	流動資產	1,150	13,830	21,183	14,229
Current liabilities	流動負債	1,680	7,589	3,875	1,899
Non-current liabilities	非流動負債	-	-	-	-

Notes:

註：

- The results of the Group for each of the two years ended 30 June 2002 presented above have been extracted from the Company's Prospectus dated 31 March 2003 when the listing of the Company's shares was sought on the GEM of The Stock Exchange of Hong Kong Limited.
 - The results for each of the two years ended 30 June 2004 have been extracted from consolidated income statement as set out on page 36 of the financial statements.
 - The financial summary of the Group, which is presented for information only, has been prepared on the basis that the structure and business activities of the Group immediately after the completion of the Group Reorganisation had been in existence throughout the three years ended 30 June 2003.
- 本集團截至二零零二年六月三十日止兩年各年之業績乃摘錄自本公司於二零零三年三月三十一日刊發之招股章程，其時本公司股份正申請在香港聯合交易所有限公司創業板上市。
 - 截至二零零四年六月三十日止兩個年度業績乃摘錄自第36頁之財務報表所載之綜合損益表。
 - 本集團之財務概要僅供參考，乃假設本集團於緊隨集團重組完成後之架構及業務活動於截至二零零三年六月三十日止三年內一直存在而編製。



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