



DIGITALHONGKONG.COM

2005

Annual Report

www.digitalhongkong.com

About DIGITALHONGKONG.COM (stock code: 8007)

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

Digital HK and its subsidiaries now operate the following complementary lines of business:

- provision of Internet and e-commerce enabling solutions
- provision of IT consulting and technical services
- strategic investments in selected technologies and applications

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

Characteristics of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”)

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

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

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

數碼香港簡介 (股票編號:8007)

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

數碼香港及其附屬公司現同時經營下列之互補業務：

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

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

聯交所創業板特色

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

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

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

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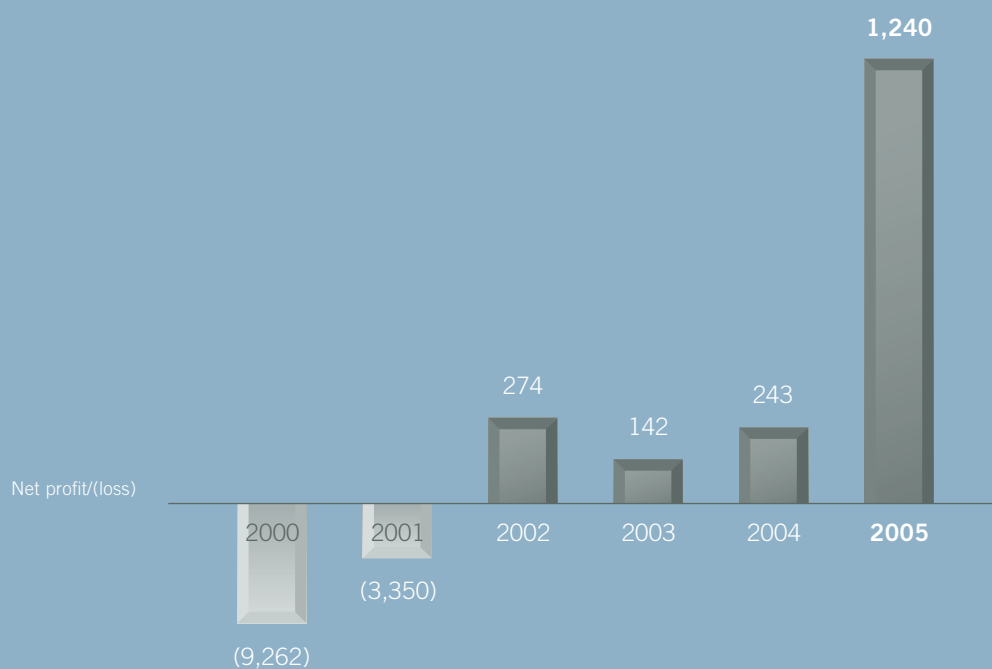
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Financial Highlights

	2005 HK\$'000	2004 HK\$'000	2003 HK\$'000	2002 HK\$'000	2001 HK\$'000	2000 HK\$'000
Results (for the year ended 30 June)						
– Turnover	8,724	8,492	9,642	13,393	10,829	3,213
– Net profit/(loss)	1,240	243	142	274	(3,350)	(9,262)
– Earnings/(Loss) per share						
– basic (in cents)	0.83	0.16	0.09	0.18	(2.23)	(7.12)
Financial Position (as at 30 June)						
– Non-current assets	800	1,142	1,810	104	310	515
– Current assets	17,456	15,863	14,795	16,450	16,058	19,897
– Current liabilities	689	678	521	612	700	1,394
– Shareholders' funds	17,567	16,327	16,084	15,942	15,668	19,018
Financial Ratios (as at 30 June)						
– Current assets/Current liabilities	25	23	28	27	23	14
– Assets/Shareholders' funds	1.04	1.04	1.03	1.04	1.04	1.07
– Sales/Assets	0.48	0.50	0.58	0.81	0.66	0.16

EARNINGS PROFILE (2000-2005)

(in HK\$'000)



Corporate Information

EXECUTIVE DIRECTORS

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

NON-EXECUTIVE DIRECTORS

Leo KAN Kin Leung*
LAI Yat Kwong*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Francis Gilbert KNIGHT
Billy HO Yiu Ming
SHAO Xiang Ming

COMPANY SECRETARY

Jennifer CHEUNG Mei Ha, solicitor

QUALIFIED ACCOUNTANT

John WONG Yuk Lung, *CPA, FCPA*

COMPLIANCE OFFICER

Shirley HA Suk Ling

AUTHORISED REPRESENTATIVES

Paul KAN Man Lok
Shirley HA Suk Ling

AUDIT COMMITTEE

Billy HO Yiu Ming (*Committee Chairman*)
Francis Gilbert KNIGHT
SHAO Xiang Ming
Leo KAN Kin Leung†
LAI Yat Kwong†
John WONG Yuk Lung, *CPA, FCPA*^Δ

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1702 One Exchange Square
8 Connaught Place
Hong Kong

PRINCIPAL BANKERS

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

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

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

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

AUDITORS

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY HOMEPAGE/WEBSITE

<http://www.digitalhongkong.com>

STOCK CODE ON GEM

8007

* appointed as directors on 3 January 2005

† appointed as members of audit committee on 3 January 2005

Δ retired as a member of audit committee on 16 September 2004

Chairman's Statement

DEAR SHAREHOLDERS,

I AM PLEASED TO PRESENT THE ANNUAL REPORT OF DIGITALHONGKONG.COM ("DIGITAL HK" OR "THE COMPANY") FOR THE YEAR ENDED 30 JUNE 2005, AND TO RECORD SATISFACTORY PERFORMANCE BY THE COMPANY OVER THIS PERIOD.

THE PERIOD UNDER REVIEW HAS SEEN THE GRADUAL RECOVERY OF HONG KONG'S ECONOMY. AT THE SAME TIME, THERE HAS BEEN INCREASING ADOPTION OF THE INTERNET AND WEB-BASED PAYMENT SERVICES, RESULTING IN INCREASED UTILISATION OF OUR E-COMMERCE SOLUTIONS. HOWEVER, THE IT MARKET CONTINUED TO BE DOMINATED BY INTENSE COMPETITION AND PRICE PRESSURE, AND MANAGEMENT WAS CONSTANTLY AWARE OF THE NEED TO OPTIMISE OUR RESOURCES AND MAINTAIN STRICT DISCIPLINE IN MANAGING OUR COSTS.

MEANWHILE, OUR STRATEGIC INVESTMENT IN A BIOINFORMATICS PROJECT WHICH FOCUSED ON DEVELOPING CUSTOMISED DATABASE DESIGN TOOLS TARGETED AT EMPOWERING THE PROCESS OF DRUG DISCOVERY IS MAKING STEADY PROGRESS, AND WE EXPECT CONTRIBUTION TO THE GROUP'S RESULTS IN THE COMING YEARS.

OUR RESULTS

For the year ended 30 June 2005, the Group's financial performance is summarised as below:

- Achieved a turnover of HK\$8,724,000 compared with HK\$8,492,000 last year
- Reported profit for the fourth consecutive year, with net profit for the year of HK\$1,240,000, a growth of over 4 times compared with last year
- Earnings per share was HK0.83 cents

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

BUSINESS REVIEW

During the period under review, the Group continued to maintain momentum in its pursuit of business in relation to e-commerce solutions. It benefited from a steadily growing customer base as there was increased awareness of the Group's products and services. Service fees derived from the Group's online payment solutions and technical consultation on e-commerce integration remained the primary source of income for the Group.

Amidst intense market competition and pricing pressure, the Group had taken a conservative approach in rolling out its business objectives. Spending on technology development, as well as infrastructure upgrades, were strictly in line with the level of business attained, and the Group's resources were deployed in such a way as to produce optimum results. Management strongly believes that it would be in the Group's best interest to avoid aggressive marketing and to preserve margins.

STRATEGIC INVESTMENT

In order to expand its revenue sources other than the provision of electronic payment services, the Group identified healthcare and related IT services as opportunity for future growth. It acquired a 40% interest in Belcher Technology Limited ("Belcher"), a company involved in software consulting and the development of software packages that enable researchers to efficiently examine, interpret and store data to speed up drug discovery and advanced scientific knowledge. Belcher's solutions are based on proprietary software and customised database design tools targeted at empowering the process of drug discovery. Its area of expertise is in bio-pharmaceutical products, particularly in developing drugs and vaccines for serious infectious diseases.

Meanwhile, the Group had been in active pursuit of alliances with universities, research institutes, and technological partners to seek collaboration on research and development in bioinformatics. The presence on our Board of Ms Shao Xiang Ming as Independent Non-executive Director, with her 15 years of experience in biomedical research and information science, had proved to be of value in providing input for related opportunities and in achieving synergy for the Group.

OUTLOOK

We have continued to achieve important strategic objectives in the face of escalating competition during the period. The final results speak for themselves and clearly show that the Group has adapted itself admirably in the highly competitive marketplace and the rapid technological changes in the IT industry.

Globally, the huge demand for health services and the recognition of the merits of information medicine has created an enormous market with abundant opportunities. The sector is also a heavy user of IT where the Group's expertise can be leveraged. Websites on healthcare, for example, as well as online purchases of health foods, medical prescriptions and consultation are gaining increasing popularity. The Directors are confident that the Group's investment in life sciences and information medicine will bring promising return.

Looking ahead, I can envisage that the Group will continue to maintain its agility in making the necessary investments in complementary businesses that can expand its income base and generate reliable cashflows.

Paul KAN Man Lok
Chairman

23 September 2005

Management Discussion and Analysis

RESULTS FOR THE YEAR

The Group attained profitability for the fourth consecutive year, with a net profit of HK\$1,240,000, a growth of over four times compared with last year's profit of HK\$243,000. Audited consolidated turnover for the year was HK\$8,724,000, compared with HK\$8,492,000 of last year. For the quarter ended 30 June 2005, turnover was HK\$3,424,000, and net profit was HK\$472,000. Earnings per share for the year was HK0.83 cents, compared with HK0.16 cents for last year.

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

FINANCIAL REVIEW

The financial results reflected persistent efforts of management in optimising the Group's operational efficiency in a very competitive environment, notwithstanding an improvement in demand for IT services in general. Strict discipline in cost management continued to be maintained. Overall operating costs for the year stood at HK\$7,518,000, a 9% reduction from HK\$8,285,000 of last year. Notable savings were achieved in marketing and promotion expenses as the Group benefited from a growing awareness by the market of its products and services. General and administrative expenses were reduced to HK\$2,420,000, a saving of 9% compared with HK\$2,667,000 last year. The Group's financial position remains liquid and healthy with no bank borrowings.

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

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2005, the Group's shareholders' funds amounted to approximately HK\$17,567,000. Current assets amounted to approximately HK\$17,456,000, of which approximately HK\$9,154,000 were deposits, bank balances and cash. The Group had no non-current liabilities, and its current liabilities amounted to approximately HK\$689,000 made up mainly of other payables and accruals arising in the normal course of operations.

The Group did not have any bank borrowings at 30 June 2005. The Group financed its operations primarily with internally generated cashflows. As at 30 June 2005, the Group did not have any material contingent liabilities nor any charges on its assets. With net current assets of HK\$16,767,000, the Group was in a financially liquid position at the end of the period under review. The Group's gearing ratio, defined as the Group's total borrowings divided by shareholders' funds, was nil.

It is envisaged that the Company's financial resources are sufficient to provide for expenditure on operations and the development of new software solutions based on current plan. If required, the Directors would consider the use of either debt or equity financing, or both, for business expansion, especially when the appropriate business opportunities become available and market conditions are favourable.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSAL

Save for the acquisition of 40% interest in Belcher Technology Limited, details of which are set out in the section headed "Strategic Investment" under "Chairman's Statement", the Group made no significant acquisitions or disposals of subsidiaries and affiliated companies during the reporting period.

CAPITAL COMMITMENTS

As at 30 June 2005, the Group's capital commitments authorised but not contracted for was HK\$500,000 (2004: HK\$500,000). These commitments were set aside for the acquisition of property, plant and equipment, and systems and networks.

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

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

HUMAN RESOURCES

During the year, the Group employed 8 full-time staff members, all of whom are based in Hong Kong. Staff costs for the year under review were HK\$2,190,000 (2004: HK\$2,151,000). Remuneration is determined with reference to market terms and the performance, qualifications, and experience of the individual employee. Remuneration includes monthly salaries, performance-linked year-end bonuses, share options, the retirement benefits under the Mandatory Provident Fund Scheme and other benefits.

In determining the remuneration of all the directors, including benefits in kind, pension rights and compensation payments, the remuneration committee will consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment condition and desirability of performance-based remuneration.

Directors and Senior Management Profile

EXECUTIVE DIRECTORS

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

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

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

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

Shirley HA Suk Ling is responsible for overseeing the Group's business activities including corporate finance and strategic development. She also focuses on building strategic partnerships and alliances for the Group, liaising with government departments, solutions and business partners, different sectors of the business and academic communities in driving the e-revolution. Prior to joining the Group, she was the Executive Vice President of Corporate Development for Champion Technology which she joined in March 1992, and oversaw the listing and corporate development of three listed companies within Champion Technology group. She holds a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Business Administration from the Chinese University of Hong Kong. She is a member of the Advisory Committee of the Division of Computer Studies at the City University of Hong Kong, member of the Hong Kong Information Technology Industry Council of the Federation of Hong Kong Industries, and member of the Hong Kong Corporate Counsel Association. She has been appointed by Hong Kong Science and Technology Parks Corporation for three consecutive years as Mentor to the incubatees under the Mentorship Programme.

Ms Ha also sits on the board of Champion Technology Holdings Limited and Kantone Holdings Limited as non-executive director.

NON-EXECUTIVE DIRECTORS

Leo KAN Kin Leung was appointed as a non-executive director of the Company in January 2005. He is the Chief Executive Officer and an executive director of Champion Technology Holdings Limited, as well as a non-executive director of Kantone Holdings Limited. He is the brother of Mr Paul Kan Man Lok, Chairman and substantial shareholder of the Company. Prior to joining the Champion Group in 1988, Mr Kan held management positions in several international companies in Hong Kong. He holds a Master's degree in Business Administration from Dalhousie University in Canada and a Master's degree in Economics from the University of Alberta in Canada.

Mr Kan is a member of the Telecommunications Standards Advisory Committee at the Office of the Telecommunications Authority. He serves on a number of sub-committees of the Hong Kong Information Technology Industry Council of the Federation of Hong Kong Industries, including International Development and Co-operation Sub-committee, China Development and Co-operation Sub-committee, and Government and Sub-vented Funding Sub-committee. He is Chairman of the IT Committee of the Hong Kong IT Alliance.

LAI Yat Kwong was appointed as a non-executive director of the Company in January 2005. He is the Chief Financial Officer and an executive director of Champion Technology Holdings Limited, and the Chief Executive Officer (Acting), Chief Financial Officer, as well as an executive director of Kantone Holdings Limited. He holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong and has over 32 years of experience in accounting, auditing and company secretarial matters. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (Practising).

Directors and Senior Management Profile

INDEPENDENT NON-EXECUTIVE DIRECTORS

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

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

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

SENIOR MANAGEMENT

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

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

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

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

Directors' Report 董事會報告

The directors present their annual report and the audited financial statements for the year ended 30 June 2005.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries and associate are set out in notes 12 and 13 to the financial statements respectively.

RESULTS

The results of the Group for the year ended 30 June 2005 are set out in the consolidated income statement on page 20.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 20 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

DIRECTORS

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

Executive directors:

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

Non-executive directors:

Mr. Leo Kan Kin Leung (appointed on 3 January 2005)
Mr. Lai Yat Kwong (appointed on 3 January 2005)

Independent non-executive directors:

Mr. Francis Gilbert Knight
Mr. Ho Yiu Ming
Ms. Shao Xiang Ming

In accordance with provisions of the Company's Articles of Association, Messrs. Ho Yiu Ming, Leo Kan Kin Leung and Lai Yat Kwong retire and, being eligible, offer themselves for re-election.

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

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

董事謹提呈彼等截至二零零五年六月三十日止年度之年報及經審核財務報告。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務分別載於財務報告附註12及13。

業績

本集團截至二零零五年六月三十日止年度之業績載於第20頁之綜合損益表。

儲備

本集團及本公司於年內之儲備變動詳情載於財務報告附註20。

物業、廠房與設備

有關本集團於年內之物業、廠房與設備之變動詳情載於財務報告附註10。

董事

年內及截至本報告刊發日期止，本公司之董事為：

執行董事：

簡文樂先生 (主席)
黃玉龍先生
夏淑玲女士

非執行董事：

簡堅良先生 (於二零零五年一月三日獲委任)
黎日光先生 (於二零零五年一月三日獲委任)

獨立非執行董事：

Francis Gilbert Knight先生
何耀明先生
邵向明女士

根據本公司組織細則之規定，何耀明先生、簡堅良先生及黎日光先生將會告退，並符合資格膺選連任。

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

每位非執行董事與本公司訂立為期一年的服務合約。

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year ended 30 June 2005, the Group had the following transactions with Champion Technology Holdings Limited ("Champion", the Company's ultimate holding company) and Champion Technology Limited (a subsidiary of Champion) which are deemed to be connected parties pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "GEM Listing Rules"):

董事於合約及關連交易之權益

截至二零零五年六月三十日止年度，本集團曾與冠軍科技集團有限公司（「冠軍」，本公司之最終控股公司）及冠軍科技有限公司（冠軍之附屬公司）進行下文所述之交易。根據香港聯合交易所有限公司（「聯交所」）創業板證券上市規則（「創業板上市規則」）之規定，彼等被視為關連人士。

HK\$'000
千港元

Annual fee and technical fee received from Champion Technology Limited	自冠軍科技有限公司收取之年費及技術費	408
Administration fees paid by the Group to Champion	本集團支付予冠軍之行政費用	480

In the opinion of the independent non-executive directors, the above transactions were carried out in the ordinary and usual course of business under normal commercial terms and are in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Details of connected transactions are set out in note 24 to the financial statements.

獨立非執行董事認為，上述交易乃於日常及正常業務過程中按一般商業條款進行，並符合監管彼等之有關協議之規定，且按公平合理及符合本公司股東整體利益之條款進行。關連交易之詳情載於財務報告附註24中。

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

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

Directors' Report 董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2005, the interests and short positions of the directors of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the directors of the listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long position:

Name of director 董事姓名	Capacity 身份	Number of shares 股份數目	Percentage of the issued share capital 佔已發行股本之百分比	Number of warrants 認股權證數目
Securities of the Company 本公司證券				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 1 附註1	79.98%	—
Securities of Champion 冠軍證券				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 2 附註2	28.64%	Note 2 附註2
Securities of Kantone Holdings Limited (“Kantone”, a subsidiary of Champion) 看通集團有限公司證券 (「看通」·冠軍之附屬公司)				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 3 附註3	75.00%	—

Notes:

- 117,300,000 shares were held by Champion and 2,669,171 shares were held by Lawnside International Limited (“Lawnside”). Lawnside is beneficially wholly owned by Mr. Paul Kan Man Lok. As at 30 June 2005, Lawnside had interests in approximately 28.64% of the entire interest of Champion. Mr. Paul Kan Man Lok was deemed to have corporate interest in the shares which were owned by Champion and Lawnside.
- 355,783,876 shares and 66,054,182 warrants were held by Lawnside. The warrants were issued by Champion pursuant to a bonus issue effected in February 2005, all of which will be expired on 16 February 2006.
- 1,387,020,962 shares were held by Champion and 407,779,752 shares were held by Lawnside.

Save as disclosed above, none of the directors or any of their associates had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as at 30 June 2005.

董事之證券權益及淡倉

於二零零五年六月三十日·按本公司根據證券及期貨條例(「證券及期貨條例」)第352條存置之股東名冊記錄所示·或根據創業板上市規則第5.46條有關上市發行人董事進行買賣之準則規定向本公司及聯交所另行作出之通知·本公司董事在本公司及其任何相關法團(定義見證券及期貨條例第XV部)之股份·相關股份或債券中擁有之權益及淡倉如下:

好倉:

Name of director 董事姓名	Capacity 身份	Number of shares 股份數目	Percentage of the issued share capital 佔已發行股本之百分比	Number of warrants 認股權證數目
Securities of the Company 本公司證券				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 1 附註1	79.98%	—
Securities of Champion 冠軍證券				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 2 附註2	28.64%	Note 2 附註2
Securities of Kantone Holdings Limited (“Kantone”, a subsidiary of Champion) 看通集團有限公司證券 (「看通」·冠軍之附屬公司)				
Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 3 附註3	75.00%	—

附註:

- 117,300,000股由冠軍持有·而2,669,171股則由Lawnside International Limited(「Lawnside」)持有·Lawnside由簡文樂先生實益全資擁有。於二零零五年六月三十日·Lawnside擁有冠軍全部權益中約28.64%之權益。簡文樂先生因而被視為於該等由冠軍及Lawnside擁有之股份中擁有公司權益。
- 355,783,876股及66,054,182份認股權證由Lawnside持有。該等認股權證乃由冠軍於二零零五年二月按照發行紅股決議而發行·並全數將於二零零六年二月十六日屆滿。
- 1,387,020,962股由冠軍持有及407,779,752股由Lawnside持有。

除上文所披露者外·於二零零五年六月三十日·各董事或彼等之聯繫人士概無在本公司或其相關法團(定義見證券及期貨條例第XV部)之股份·相關股份或債券中擁有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2005, the following persons (other than the directors of the Company whose interests are disclosed above under the section of directors' interests and short positions in securities) that had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

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

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

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the share option scheme as set out in the report, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2005 and there was no exercise of convertible securities, options, warrants or similar rights during the year.

主要股東

於二零零五年六月三十日，下列人士（上文董事之證券權益及淡倉一節所披露之本公司董事除外）於本公司根據證券及期貨條例第336條存置的登記冊中記錄持有本公司股份或相關股份的權益及淡倉：

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

可換股證券、購股權、認股權證或類似權利

除了本報告所載之購股權計劃外，於二零零五年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或類似權利；及在本年度內並無行使任何可換股證券、購股權、認股權證或類似權利。

Directors' Report 董事會報告

SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 29 November 2002, the Company adopted a share option scheme (the "Scheme") which will expire on 28 November 2012. No share option was granted by the Company under the Scheme. Particulars of the Scheme are set out in note 19 to the financial statements.

Champion and Kantone each has a share option scheme which enables the directors of Champion and Kantone to grant options to any directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of Champion, Kantone and their respective affiliates as well as their respective customers and suppliers to subscribe for shares of Champion and Kantone respectively. The purpose of the share option schemes is to attract and retain quality personnel and other persons and to provide incentive to them to contribute to the business and operation of Champion and Kantone. The share options granted by Champion and Kantone are exercisable at any time for a period as it may be determined by its directors which shall be less than ten years from the date of grants, where the acceptance date should not be later than 21 days after the date of offer. The exercise price (subject to adjustment as provided therein) of the option is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant of the option. No share option was granted by Champion and Kantone to directors of the Company for the year ended 30 June 2005.

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 95.1% of the turnover of the Group and the largest customer of the Group accounted for about 35.8% of the total turnover.

To the best knowledge of the Company, none of the directors, their respective associates and shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued capital of the Company) had any interest in any of the five largest customers of the Group for the financial year ended 30 June 2005.

For the year ended 30 June 2005, no party has been classified as a supplier of the Group.

購股權及董事購買股份或債券之權利

於二零零二年十一月二十九日，本公司採納一項將於二零一二年十一月二十八日屆滿之購股權計劃（「計劃」）。有關計劃之詳情載於財務報告附註19。

冠軍及看通各自設立一套高級行政人員購股權計劃。據此，冠軍及看通之董事可就冠軍、看通及其各自之聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜，向任何董事、僱員、顧問、諮詢人及其各自之客戶及供應商授予購股權，讓彼等藉此分別認購冠軍及看通之股份。冠購股權計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為冠軍及看通之業務及營運作出貢獻。冠軍及看通所授出之購股權可在其董事釐定之期間內隨時行使，而該期間應為授出日期起計最長十年期間內，及接納日期須不遲於要約日期後21日。購股權之行使價（如本文所述可予調整）相當於(i)股份之面值；(ii)於授出日期（必須為營業日）在聯交所每日報價表所報之每股收市價；及(iii)緊隨授出日期前五個營業日在聯交所每日報價表所報之每股收市價之平均值（以最高者為準）。截至二零零五年六月三十日止年度，冠軍及看通並無向本公司董事授出任何購股權。

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

主要客戶及供應商

於本年度內，本集團五大客戶佔本集團營業額約95.1%，而本集團最大客戶則佔總營業額約35.8%。

據本公司所深知，於截至二零零五年六月三十日止財政年度，概無任何董事、彼等各自之聯繫人士及據董事所知擁有本公司已發行股本5%以上之本公司股東在本集團五大客戶任何一位中擁有任何權益。

截至二零零五年六月三十日止年度，並無任何人被歸類為本集團供應商。

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

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

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

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

CORPORATE GOVERNANCE AND AUDIT COMMITTEE

During the year, the Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules which were in force until 1 January 2005.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company.

The Company has received an annual confirmation of independence from each of the independent non-executive directors of the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all the independent non-executive directors to be independent.

The Company's audit committee comprised three independent non-executive directors, Mr. Francis Gilbert Knight, Mr. Ho Yiu Ming and Ms. Shao Xiang Ming and two non-executive directors, Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong.

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

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購股權

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

競爭業務權益

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

公司監管及審核委員會

於本年度內，本公司在董事會運作及程序上均符合有效期至二零零五年一月一日之創業板上市規則第5.34條至第5.45條之規定。

本公司已按不遜於創業板上市規則第5.48條至第5.67條所載之買賣準則規定之條款，採納董事進行證券交易之作為守則。經向全體董事作出特定查詢後，各董事已確認彼等已遵守本公司所採納有關董事進行證券交易之買賣準則規定及作為守則。

根據創業板上市規則第5.09條，本公司已接獲本公司各獨立非執行董事作出之年度獨立確認。本公司認為所有獨立非執行董事皆為獨立。

本公司之審核委員會乃由三位獨立非執行董事 Francis Gilbert Knight先生、何耀明先生及邵向明女士及兩位非執行董事簡堅良先生及黎日光先生所組成。

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

Directors' Report 董事會報告

REMUNERATION COMMITTEE

The Company established a remuneration committee, comprising a majority of independent non-executive directors and a non-executive director of the Company, with written terms of reference. The remuneration committee comprised Mr. Francis Gilbert Knight (Chairman of the remuneration committee), Mr. Ho Yiu Ming, Ms. Shao Xiang Ming, Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong.

The remuneration committee will consult the chairman about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.

The duties of the remuneration committee include the following:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors;
- (c) to review and approve performance-based remuneration in accordance with corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve the compensation payable to executive directors and senior management relating to any loss or termination of their office or appointment to ensure that such compensation is determined with reference to relevant contractual terms and that such compensation is otherwise fair and not excessive for the issuer;
- (e) to review and approve compensation arrangements in connection with dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration.

AUDITORS

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

On behalf of the Board

Paul KAN Man Lok
Chairman

23 September 2005

酬金委員會

本公司已成立主要由本公司獨立非執行董事及非執行董事組成之酬金委員會，並已制訂其書面職權範圍。酬金委員會包括Francis Gilbert Knight (酬金委員會主席)、何耀明先生、邵向明女士、簡堅良先生及黎日光先生。

酬金委員會之主要職責包括就本公司所有董事及高級管理層之酬金政策及結構向董事會作出推薦意見，並審閱所有執行董事及高級管理層之特定酬金組合。

薪酬委員會之職責包括以下各項：

- (a) 就本公司董事及高級管理人員所有薪酬的政策及架構，及就制訂此薪酬政策而建立正規及具透明度的程序，向董事會提出建議；
- (b) 釐定所有執行董事及高級管理人員的特定薪酬組合（包括實物利益、退休金權益及失去或終止職務或聘用的任何應付賠償等賠償款項），以及就非執行董事之薪酬向董事會給予意見；
- (c) 根據董事會不時議決的公司目標和宗旨，審閱及批准根據工作表現而釐定的薪酬；
- (d) 審閱及批准就失去或終止職務或聘用而應付的任何執行董事及高級管理人員的賠償，以確保有關賠償乃參照有關合約條款釐定，且有關於賠償誠屬公平，及並非對本公司不合理；
- (e) 審閱及批准關於行為失當而解僱或罷免董事之賠償安排，以確保該等安排乃按照有關合約條款釐定，且有關於賠償誠屬合理及恰當；及
- (f) 確保並無任何董事或其任何聯繫人士參與其薪酬之決定。

核數師

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

代表董事會

主席
簡文樂

二零零五年九月二十三日

Auditors' Report 核數師報告

Deloitte.
德勤**TO THE SHAREHOLDERS OF DIGITALHONGKONG.COM**
(incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 20 to 39 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of directors and auditors

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

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Basis of opinion

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

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

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 30 June 2005 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
23 September 2005

致數碼香港列位股東

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第20頁至第39頁按照香港普遍採納之會計準則編製之財務報告。

董事及核數師之個別責任

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

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

意見之基礎

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

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

意見

本行認為上述財務報告均真實及公平地反映 貴公司及 貴集團於二零零五年六月三十日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零零五年九月二十三日

Consolidated Income Statement 綜合損益表

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

		NOTES 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Turnover	營業額	4	8,724	8,492
Other operating income	其他經營收入	5	34	36
Operating costs	經營成本			
Acquired technology expensed	購入技術支出		(1,699)	(962)
General and administrative expenses	一般及行政費用		(2,420)	(2,667)
Marketing and promotion expenses	市場推廣費用		(1,209)	(2,505)
Staff costs	僱員成本		(2,190)	(2,151)
Profit from operations	經營溢利	6	1,240	243
Taxation	稅項	8	–	–
Net profit for the year	本年度溢利淨額		1,240	243
Earnings per share – basic	每股盈利 – 基本	9	0.83 cents 仙	0.16 cents 仙

Consolidated Balance Sheet 綜合資產負債表

At 30 June 2005 於二零零五年六月三十日

		NOTES 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房與設備	10	1	5
Systems and networks	系統及網絡	11	487	1,137
Interest in an associate	於聯營公司之權益	13	312	–
			800	1,142
Current assets	流動資產			
Trade receivables	應收貿易款項	14	3,873	1,823
Deposits and prepayments	按金及預付款項	15	4,353	8,883
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	16	76	289
Deposits, bank balances and cash	存款、銀行結餘及現金	17	9,154	4,868
			17,456	15,863
Current liabilities	流動負債			
Other payables and accrued charges	其他應付款項及應計費用		689	678
Net current assets	流動資產淨額		16,767	15,185
Net assets	資產淨額		17,567	16,327
Capital and reserves	資本及儲備			
Share capital	股本	18	15,000	15,000
Reserves	儲備	20	2,567	1,327
Shareholders' funds	股東資金		17,567	16,327

The financial statements on pages 20 to 39 were approved and authorised for issue by the Board of Directors on 23 September 2005 and are signed on its behalf by:

第20頁至第39頁所載之財務報告已於二零零五年九月二十三日由董事會批核及由下列董事代表簽署:

Paul KAN Man Lok 簡文樂
DIRECTOR 董事

Shirley HA Suk Ling 夏淑玲
DIRECTOR 董事

Balance Sheet 資產負債表

At 30 June 2005 於二零零五年六月三十日

		NOTES 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	12	2,071	2,071
Current assets	流動資產			
Prepayments	預付款項		78	60
Amounts due from subsidiaries	應收附屬公司之款項		5,822	10,395
Deposits, bank balances and cash	存款、銀行結餘及現金	17	7,695	3,365
			13,595	13,820
Current liabilities	流動負債			
Other payables and accrued charges	其他應付款項及應計費用		586	568
Net current assets	流動資產淨額		13,009	13,252
Net assets	資產淨額		15,080	15,323
Capital and reserves	資本及儲備			
Share capital	股本	18	15,000	15,000
Reserves	儲備	20	80	323
Shareholders' funds	股東資金		15,080	15,323

Paul KAN Man Lok 簡文樂
DIRECTOR 董事

Shirley HA Suk Ling 夏淑玲
DIRECTOR 董事

Consolidated Statement of Changes in Equity 綜合股東權益變動表

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
At beginning of the year	年初	16,327	16,084
Net profit for the year	本年度溢利淨額	1,240	243
At end of the year	年結	17,567	16,327

Consolidated Cash Flow Statement 綜合現金流動表

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Cash flows from operating activities	經營業務所得之現金流量		
Net profit for the year	本年度溢利淨額	1,240	243
Adjustments for:	調整：		
Interest income	利息收入	(31)	(34)
Depreciation of property, plant and equipment	物業、廠房與設備之折舊	4	18
Amortisation of systems and networks	系統及網絡之攤銷	650	650
Operating cash flows before movements in working capital	營運資金變動前之經營業務現金流量	1,863	877
(Increase) decrease in trade receivables	應收貿易款項之(增加)減少	(2,050)	2,632
Decrease (increase) in deposits and prepayments	按金及預付款項之減少(增加)	4,530	(7,821)
Decrease in amount due from a fellow subsidiary	應收一間同系附屬公司款項之減少	213	1,662
Increase in other payables and accrued charges	其他應付款項及應計費用之增加	11	157
Net cash from (used in) operating activities	經營業務所得(所耗)之現金淨額	4,567	(2,493)
Cash flows from investing activities	投資活動所得之現金流量		
Interest received	已收利息	31	34
Acquisition of interest in an associate	收購聯營公司之權益	(31)	-
Advance to an associate	墊支予一間聯營公司	(281)	-
Net cash (used in) from investing activities	投資活動(所耗)所得之現金淨額	(281)	34
Net increase (decrease) in cash and cash equivalents	現金及現金等額之增加(減少)淨額	4,286	(2,459)
Cash and cash equivalents at beginning of the year	年初之現金及現金等額	4,868	7,327
Cash and cash equivalents at end of the year, represented by deposits, bank balances and cash	年終之現金及現金等額·存款·銀行結餘及現金	9,154	4,868

Notes to the Financial Statements 財務報告附註

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

1. GENERAL

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

The Company is an investment holding company. The principal activities of its subsidiaries and associate are set out in notes 12 and 13 respectively.

2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

Since 2004, the Hong Kong Institute of Certified Public Accountants (the "HKICPA") issued a number of new or revised Hong Kong Accounting Standards ("HKASs") and Hong Kong Financial Reporting Standards ("HKFRSs") and interpretations (hereinafter collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005 except for HKFRS 3 "Business Combinations". The Group has not early adopted these new HKFRSs in the financial statements for the year ended 30 June 2005.

HKFRS 3 is applicable to business combinations for which the agreement date is on or after 1 January 2005. The Group has not entered into any business combination for which the agreement date is on or after 1 January 2005. Therefore HKFRS 3 did not have any impact on the Group for the year ended 30 June 2005.

The Group has commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

1. 一般資料

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

本公司為一間投資控股公司，其附屬公司及聯營公司之主要業務已分別載於附註12及13。

2. 近期頒佈之會計準則所產生之潛在影響

由二零零四年起，香港會計師公會（「香港會計公會」）頒佈多項新訂或經修訂香港會計準則（「香港會計準則」）及香港財務報告準則（「香港財務報告準則」）和詮釋（下文統稱「新訂香港財務報告準則」），並對於二零零五年一月一日或以後開始之會計期間生效，惟香港財務報告準則第3號「業務合併」除外。本集團並無於截至二零零五年六月三十日止年度之財務報表內提早採納該等新訂香港財務報告準則。

香港財務報告準則第3號適用於協議日期為二零零五年一月一日或以後之業務合併。本集團並無訂立協議日期為二零零五年一月一日或以後之任何業務合併。因此，香港財務報告準則第3號於截至二零零五年六月三十日止年度並無對本集團造成任何影響。

本集團已開始考慮該等新訂香港財務報告準則之潛在影響，惟尚未能夠確定該等新訂香港財務報告準則對其經營業績及財政狀況之編製及呈列方式是否具有重大影響。該等新訂香港財務報告準則日後可能對業績及財政狀況之編製及呈列方式出現變動。

Notes to the Financial Statements 財務報告附註

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of consolidation

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

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

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

Investments in subsidiaries

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

Investments in associates

The results and assets and liabilities of associates are incorporated in the financial statements using the equity method of accounting. The carrying amount of such interest is reduced to recognise any identified impairment loss in the value of individual investments.

Revenue recognition

Service income is recognised when the services are rendered.

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

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

Property, plant and equipment

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

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

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

Computer system and equipment	20% - 33 $\frac{1}{3}$ %
Furniture and fixtures	20%

3. 重要會計政策

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

綜合基準

綜合財務報告包括本公司及其附屬公司截至每年六月三十日止之財務報告。

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

本集團內公司間之一切重大交易及結餘已於綜合賬目時對銷。

於附屬公司之投資

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

於聯營公司之投資

於聯營公司業績及資產與負債乃以權益會計法計入財務報表內。該權益之賬面值會予以減低，以確認個別投資價值已認定之任何減值虧損。

收入之確認

服務收入乃於服務已提供時確認。

源自特許之收入於有關之特許協議正式訂立後確認。

利息收入乃按時間基準，根據未償還本金額及適用之利率計算而定。

物業、廠房與設備

物業、廠房與設備乃按成本值減除折舊及任何累計減值虧損後列賬。

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

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

電腦系統及設備	20% - 33 $\frac{1}{3}$ %
傢俬及裝置	20%

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Systems and networks

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

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

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

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

Taxation

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

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

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

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

3. 重要會計政策 (續)

系統及網絡

系統及網絡乃按成本值減攤銷及任何累計減值虧損列賬。

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

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

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

稅項

稅項支出指本期應付稅項及遞延稅項之總和。

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

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

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

Notes to the Financial Statements 財務報告附註

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

Impairment

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

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

Research and development costs

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

Foreign currencies

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

Retirement benefit costs

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

3. 重要會計政策 (續)

稅項 (續)

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

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

減值

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

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

研究及開發成本

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

外幣

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

退休福利成本

定額供款退休計劃之付款於到期支付時作為開支扣除。

4. TURNOVER AND SEGMENT INFORMATION

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

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Provision of secured electronic payment processing platform	提供安全電子付款程序平台	6,501	6,233
Provision of software licensing services	提供軟件特許服務	2,223	2,259
		8,724	8,492

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

4. 營業額及分類資料

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

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

5. OTHER OPERATING INCOME

Included in other operating income is interest income of HK\$31,000 (2004: HK\$34,000).

5. 其他經營收入

其他經營收入包括利息收入31,000港元（二零零四年：34,000港元）。

6. PROFIT FROM OPERATIONS

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit from operations has been arrived at after charging:	經營溢利已扣除：		
Auditors' remuneration	核數師酬金	260	272
Amortisation of systems and networks included in general and administrative expenses	計入一般及行政費用之系統及網絡之攤銷	650	650
Depreciation of property, plant and equipment	物業、廠房與設備之折舊	4	18
Research and development costs, including staff costs of HK\$833,000 (2004: HK\$776,000)	研究及開發成本，包括員工成本833,000港元（二零零四年：776,000港元）	2,692	1,979

6. 經營溢利

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7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS
Directors' Emoluments

Year ended 30 June 2005

7. 董事酬金及僱員酬金

董事酬金

截至二零零五年六月三十日止年度

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Name of executive directors	執行董事名稱				
Paul Kan Man Lok	簡文樂	–	114	6	120
John Wong Yuk Lung	黃玉龍	–	120	6	126
Shirley Ha Suk Ling	夏淑玲	–	793	12	805
Name of non-executive directors	非執行董事				
Leo Kan Kin Leung	簡堅良	2	7	–	9
Lai Yat Kwong	黎日光	2	7	–	9
Francis Gilbert Knight	Francis Gilbert Knight	5	45	–	50
Ho Yiu Ming	何耀明	5	25	–	30
Shao Xiang Ming	邵向明	5	17	–	22
		19	1,128	24	1,171

Year ended 30 June 2004

截至二零零四年六月三十日止年度

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Name of executive directors	執行董事名稱				
Paul Kan Man Lok	簡文樂	–	114	6	120
John Wong Yuk Lung	黃玉龍	–	120	6	126
Shirley Ha Suk Ling	夏淑玲	–	726	12	738
Name of non-executive directors	非執行董事				
Francis Gilbert Knight	Francis Gilbert Knight	5	45	–	50
Ho Yiu Ming	何耀明	5	15	–	20
Shao Xiang Ming	邵向明	1	4	–	5
		11	1,024	24	1,059

7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' Emoluments

During both years, the five highest paid individuals include one (2004: two) director(s) whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining four (2004: three) individuals were as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	853	675
Retirement benefits scheme contributions	退休福利計劃供款	35	28
		888	703

Number of employees 僱員人數

		2005 二零零五年	2004 二零零四年
Emoluments of the employees were within the following band:	僱員之酬金介乎下列範圍:		
Nil - HK\$1,000,000	無 - 1,000,000港元	4	3

8. TAXATION

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

The tax charge for the year can be reconciled to the profit per the consolidated income statement as follows:

7. 董事酬金及僱員酬金 (續)

僱員酬金

於兩個年度內，五名最高薪人士包括一名（二零零四年：兩名）董事，其酬金已分析呈列如上，支付其餘四名（二零零四年：三名）人士之酬金總額詳情如下：

8. 稅項

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

本年度之稅項支出與綜合損益表之溢利對賬如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit from operations	經營溢利	1,240	243
Tax at Hong Kong Profits Tax rate of 17.5% (2004: 17.5%)	按香港利得稅率17.5% (二零零四年:17.5%) 計算之稅項	217	42
Tax effect of expenses not deductible for tax purposes	不獲稅項減免支出之稅務影響	121	10
Tax effect of income not taxable for tax purposes	免稅收入之稅務影響	(5)	(6)
Tax effect on utilisation of tax losses previously not recognised	於應用往年未確認稅項虧損之稅務影響	(380)	(81)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	46	28
Others	其他	1	7
Taxation for the year	年度稅項	-	-

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9. EARNINGS PER SHARE

The calculation of the earnings per share is based on the net profit for the year of HK\$1,240,000 (2004: HK\$243,000) and on the number of 150,000,000 (2004: 150,000,000) shares in issue throughout the year.

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

9. 每股盈利

每股盈利乃按本年度之溢利淨額1,240,000港元(二零零四年:243,000港元)及年內已發行股份150,000,000(二零零四年:150,000,000)股計算。

由於並無具有攤薄潛力之普通股，故此並無呈列每股攤薄盈利。

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、廠房與設備

		Computer system and equipment 電腦系統及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE GROUP	本集團			
COST	成本			
At 1 July 2004 and 30 June 2005	於二零零四年七月一日及 二零零五年六月三十日	733	6	739
DEPRECIATION	折舊			
At 1 July 2004	於二零零四年七月一日	730	4	734
Provided for the year	本年度撥備	3	1	4
At 30 June 2005	於二零零五年六月三十日	733	5	738
NET BOOK VALUES	賬面淨值			
At 30 June 2005	於二零零五年六月三十日	–	1	1
At 30 June 2004	於二零零四年六月三十日	3	2	5

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

於結算日，本公司並無任何物業、廠房與設備。

11. SYSTEMS AND NETWORKS

11. 系統及網絡

		HK\$'000 千港元
THE GROUP	本集團	
COST	成本	
At 1 July 2004 and 30 June 2005	於二零零四年七月一日及 二零零五年六月三十日	1,950
AMORTISATION	攤銷	
At 1 July 2004	於二零零四年七月一日	813
Provided for the year	本年度撥備	650
At 30 June 2005	於二零零五年六月三十日	1,463
NET BOOK VALUE	賬面淨值	
At 30 June 2005	於二零零五年六月三十日	487
At 30 June 2004	於二零零四年六月三十日	1,137

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

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

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

於結算日，本公司並無任何系統及網絡。

12. INVESTMENTS IN SUBSIDIARIES

12. 於附屬公司之投資

		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted shares	非上市股份	2,071	2,071

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For the year ended 30 June 2005 截至二零零五年六月三十日止年度

12. INVESTMENTS IN SUBSIDIARIES (Continued)

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

Details of the Company's subsidiaries, all of which are held directly by the Company at 30 June 2005, are as follows:

12. 於附屬公司之投資 (續)

於附屬公司之投資之賬面值反映各附屬公司成為本公司成員之日期之基本資產值。

以下為本公司各附屬公司之詳細資料，彼等均於二零零五年六月三十日由本公司直接持有：

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

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

於本年度結束時及於年內任何時間，各附屬公司概無任何尚未償還之債務證券。

13. INTEREST IN AN ASSOCIATE

13. 於聯營公司之權益

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Share of net assets	分佔資產淨值	31	—
Amount due from an associate	應收聯營公司款項	281	—
		312	—

The amount due from an associate is unsecured, interest free and has no fixed repayment terms. In the opinion of the directors, the amount will not be repaid within the next twelve months from the balance sheet date. Accordingly, the amount is shown as a non-current asset.

應收聯營公司款項乃無抵押、免息及無固定還款期。董事認為，該款項將不會於結算日起計未來十二個月內償還。因此，該款項列為非流動資產。

Particulars of the Group's associate at 30 June 2005 are as follows:

本集團於二零零五年六月三十日之聯營公司詳情如下：

Name of company	Form of business structure	Place of incorporation	Proportion of nominal value of issued share capital indirectly held by the Company 本公司間接持有已發行股本面值之比例	Principal activity
公司名稱	業務結構形式	註冊成立地點		主要業務
Belcher Technology Limited	Incorporated 註冊成立	Samoa 薩摩亞	40%	Investment holding in software consultation and the development of software systems 投資於軟件顧問及開發軟件系統

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14. TRADE RECEIVABLES

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

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

14. 應收貿易款項

於結算日之應收貿易款項賬齡分析如下:

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 - 60 days	0至60日	2,664	1,823
61 - 120 days	61至120日	51	—
Over 120 days	120日以上	1,158	—
		3,873	1,823

The Group allows an average credit period ranging from 90 days to 120 days to its trade customers dependent on their credit worthiness, nature of services and condition of the market.

本集團根據其貿易客戶之借貸商譽、服務性質及市場情況而給予其平均為90日至120日之信貸期。

15. DEPOSITS AND PREPAYMENTS

THE GROUP

Included in the balance is an amount of HK\$4,162,000 (2004: HK\$7,702,000) representing the balance of a refundable deposit paid in connection with a potential investment project relating to internet operations with an independent third party. The deposit was partially refunded during the year upon the termination of negotiation in respect of the investment project.

15. 按金及預付款項

本集團

結餘包括為數4,162,000港元(二零零四年: 7,702,000港元)之餘下已付可退還訂金。該等訂金與一項與一名獨立第三方經營互聯網之準投資項目有關,而部份訂金亦於年內就終止磋商投資該項目而已獲退還。

16. AMOUNT DUE FROM A FELLOW SUBSIDIARY

THE GROUP

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

16. 應收一間同系附屬公司之款項

本集團

該款項乃無抵押且不付息。董事認為,償還之款項乃按照提供予外間之相類似條款。

17. DEPOSITS, BANK BALANCES AND CASH

17. 存款、銀行結餘及現金

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest bearing deposits	付息存款	6,999	109	6,999	109
Bank balances and cash	銀行結餘及現金	2,155	4,759	696	3,256
		9,154	4,868	7,695	3,365

18. SHARE CAPITAL

		2005 & 2004 二零零五年及二零零四年 HK\$'000 千港元
Authorised:	法定:	
800,000,000 shares of HK\$0.10 each	800,000,000股每股面值0.10港元之股份	80,000
Issued and fully paid:	已發行及繳足:	
150,000,000 shares of HK\$0.10 each	150,000,000股每股面值0.10港元之股份	15,000

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

於上述兩個年度，本公司之法定、已發行及繳足股本概無變動。

19. SHARE OPTION SCHEME

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

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

19. 購股權計劃

於二零零二年十一月二十九日，本公司採納一項將於二零一二年十一月二十八日屆滿之購股權計劃（「計劃」）。購股計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據計劃，董事可就本公司、其附屬公司或聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜，向本集團之任何合資格人士（包括董事、僱員、顧問、諮詢人）或受益人包括上述人士之任何全權信託或由上述人士實益擁有之公司及本集團之客戶及供應商授予購股權，讓彼等藉此可毋須支付認購價而認購本公司之股份。所授出之購股權可於授出日期起計最多十年內行使，及接納日期應不遲於要約日期後21日。

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

Notes to the Financial Statements 財務報告附註

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

20. RESERVES

20. 儲備

		Special reserve 特別儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE GROUP	本集團					
At 1 July 2003	於二零零三年七月一日	–	7,540	8,461	(14,917)	1,084
Net profit for the year	本年度溢利淨額	–	–	–	243	243
At 30 June 2004 and 1 July 2004	於二零零四年六月三十日 及二零零四年七月一日	–	7,540	8,461	(14,674)	1,327
Net profit for the year	本年度溢利淨額	–	–	–	1,240	1,240
At 30 June 2005	於二零零五年六月三十日	–	7,540	8,461	(13,434)	2,567
THE COMPANY	本公司					
At 1 July 2003	於二零零三年七月一日	1,971	–	8,461	(9,946)	486
Net loss for the year	本年度虧損淨額	–	–	–	(163)	(163)
At 30 June 2004 and 1 July 2004	於二零零四年六月三十日 及二零零四年七月一日	1,971	–	8,461	(10,109)	323
Net loss for the year	本年度虧損淨額	–	–	–	(243)	(243)
At 30 June 2005	於二零零五年六月三十日	1,971	–	8,461	(10,352)	80

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

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

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

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

The Company's reserves available for distribution amounted to approximately HK\$80,000 (2004: HK\$323,000) as at 30 June 2005. The share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debts as they fall due in ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company.

截至二零零五年六月三十日，本公司可分派之儲備約 80,000 港元（二零零四年：323,000 港元）。本公司可撥充股份溢價以向股東派發分派或股息，惟須受本公司之公司組織章程大綱及公司組織細則之條款限制及緊隨於派發分派或股息後，本公司可償還一般業務過程之到期債項，方可作實。遵照本公司之公司組織細則，本公司可撥充溢利、特別儲備及股份溢價派發股息。

21. UNRECOGNISED DEFERRED TAXATION

At the balance sheet date, the Group and the Company have unused tax losses of approximately HK\$14,037,000 (2004: HK\$15,941,000) and HK\$4,048,000 (2004: HK\$3,783,000) respectively available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

22. CAPITAL COMMITMENTS

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

購置物業、廠房與設備與系統及網絡之已授權但未訂約資本開支

21. 未確認遞延稅項

於結算日，本集團及本公司未動用之稅項虧損分別約14,037,000港元（二零零四年：15,941,000港元）及4,048,000港元（二零零四年：3,783,000港元），可供抵銷未來應課稅溢利。由於不能預測未來之溢利情況，故並無確認遞延稅項資產。稅項虧損可無限期結轉。

22. 資本承擔

	THE GROUP 本集團		THE COMPANY 本公司	
	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, systems and networks authorised but not contracted for	500	500	500	500

23. RETIREMENT BENEFITS SCHEME

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

During the year, retirement benefits scheme contributions paid, net of forfeited contributions of HK\$nil (2004: HK\$nil), amounted to approximately HK\$65,000 (2004: HK\$64,000).

23. 退休福利計劃

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

於年內，退休福利計劃供款（扣除沒收供款：無（二零零四年：無））為65,000港元（二零零四年：64,000港元）。

24. RELATED PARTY DISCLOSURES

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

	Notes 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Annual fee and technical fee received from a fellow subsidiary	(a)	408	884
Administration fees paid to Champion	(b)	480	960

Notes:

- (a) The service income was charged with reference to comparable market prices as determined by the directors of the Company.
- (b) The administration fees were charged at a monthly fee of HK\$40,000 (2004: HK\$80,000) pursuant to a management agreement entered into between the Company and Champion.

Details of the balance with a fellow subsidiary are set out in note 16.

24. 關連人士披露

年內，本集團曾與關連人士進行下列交易：

	Notes 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Annual fee and technical fee received from a fellow subsidiary	(a)	408	884
Administration fees paid to Champion	(b)	480	960

附註：

- (a) 服務收入乃由本公司董事經參考可供比較之市場價格後釐定。
- (b) 上述兩個年度之行政費用乃根據本公司與冠軍訂立之管理協議收取，月費為40,000港元（二零零四年：80,000港元）。

有關一間同系附屬公司之結餘之詳情載於附註16。

Financial Summary 財務摘要

		Year ended 30 June 截至六月三十日止年度					2005
		2000	2001	2002	2003	2004	2005
		二零零零年	二零零一年	二零零二年	二零零三年	二零零四年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
RESULTS	業績						
Turnover	營業額	3,213	10,829	13,393	9,642	8,492	8,724
Other operating income	其他經營收入	270	930	116	36	36	34
Operating costs	經營成本						
Acquired technology expensed	購入技術支出	(4,674)	(3,778)	(2,807)	(2,808)	(962)	(1,699)
General and administrative expenses	一般及行政費用	(3,954)	(4,774)	(4,780)	(2,362)	(2,667)	(2,420)
Marketing and promotion expenses	市場推廣費用	(250)	(2,203)	(1,250)	(1,697)	(2,505)	(1,209)
Staff costs	僱員成本	(3,867)	(4,354)	(4,398)	(2,669)	(2,151)	(2,190)
Net (loss) profit for the year	本年度(虧損)溢利淨額	(9,262)	(3,350)	274	142	243	1,240
		At 30 June 於六月三十日					2005
		2000	2001	2002	2003	2004	2005
		二零零零年	二零零一年	二零零二年	二零零三年	二零零四年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債						
Non-current assets	非流動資產	515	310	104	1,810	1,142	800
Current assets	流動資產	19,897	16,058	16,450	14,795	15,863	17,456
Current liabilities	流動負債	(1,394)	(700)	(612)	(521)	(678)	(689)
		19,018	15,668	15,942	16,084	16,327	17,567

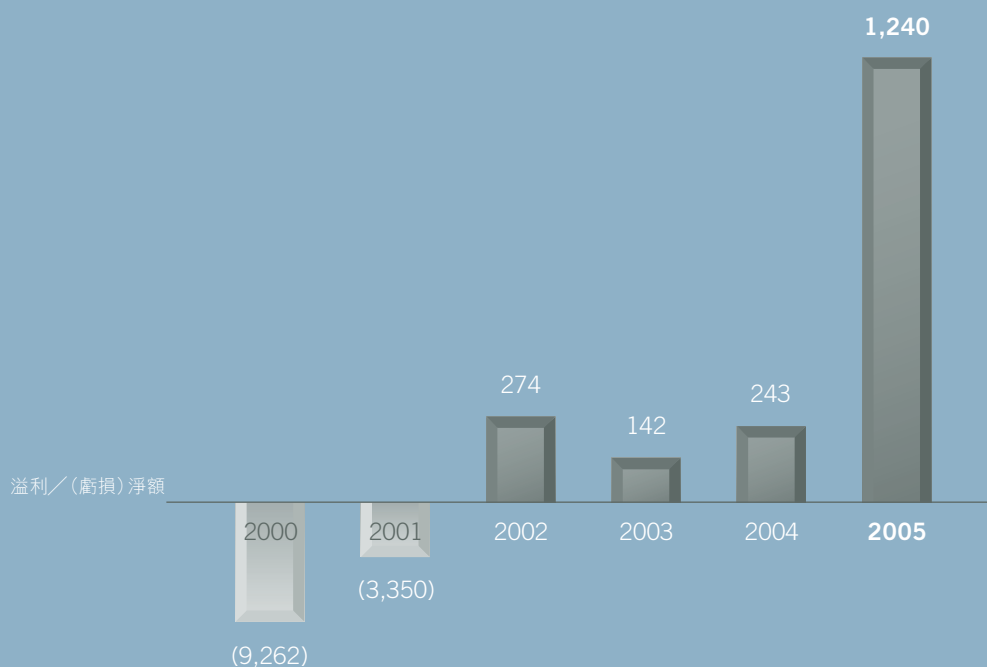
Note: The results for the year ended 30 June 2000 have been prepared on a combined basis as if the group structure immediately after the group reorganisation, as set out in the paragraph headed "Corporate reorganisation" in Appendix III of the prospectus issued by the Company dated 5 April 2000, had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

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

財務撮要

	二零零五年 千港元	二零零四年 千港元	二零零三年 千港元	二零零二年 千港元	二零零一年 千港元	二零零零年 千港元
業績 (截至六月三十日止年度)						
— 營業額	8,724	8,492	9,642	13,393	10,829	3,213
— 溢利 / (虧損) 淨額	1,240	243	142	274	(3,350)	(9,262)
— 每股盈利 / (虧損)						
— 基本 (港仙)	0.83	0.16	0.09	0.18	(2.23)	(712)
財務狀況 (於六月三十日)						
— 非流動資產	800	1,142	1,810	104	310	515
— 流動資產	17,456	15,863	14,795	16,450	16,058	19,897
— 流動負債	689	678	521	612	700	1,394
— 股東資金	17,567	16,327	16,084	15,942	15,668	19,018
財務比率 (於六月三十日)						
— 流動資產 / 流動負債	25	23	28	27	23	14
— 資產 / 股東資金	1.04	1.04	1.03	1.04	1.04	1.07
— 營業額 / 資產	0.48	0.50	0.58	0.81	0.66	0.16

盈利圖表 (2000-2005)
(千港元)



企業資信

執行董事

簡文樂 (主席)
黃玉龍
夏淑玲

非執行董事

簡堅良*
黎日光*

獨立非執行董事

Francis Gilbert KNIGHT
何耀明
邵向明

公司秘書

張美霞律師

合資格會計師

黃玉龍·CPA·FCPA

規章主任

夏淑玲

法定代表

簡文樂
夏淑玲

審核委員會

何耀明 (委員會主席)
Francis Gilbert KNIGHT
邵向明
簡堅良†
黎日光†
黃玉龍·CPA·FCPA^Δ

註冊辦事處

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

總辦事處暨主要營業地點

香港中環
康樂廣場8號
交易廣場1期1702室

主要往來銀行

渣打銀行(香港)有限公司
香港
德輔道中4-4A號

香港上海匯豐銀行有限公司
香港
皇后大道中1號

中國銀行(香港)有限公司
香港
花園道1號

星展銀行(香港)有限公司
香港
皇后大道中99號

核數師

德勤·關黃陳方會計師行
執業會計師
香港
干諾道中111號
永安中心26樓

主要股份過戶登記處

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

股份過戶登記香港分處

秘書商業服務有限公司
香港灣仔
告士打道56號
東亞銀行港灣中心

企業網址

<http://www.digitalhongkong.com>

創業板股票編號

8007

* 於二零零五年一月三日獲委任為董事

† 於二零零五年一月三日獲委任為審核委員會委員

Δ 於二零零四年九月十六日退任審核委員會委員

主席報告

致各位股東：

本人欣然呈報數碼香港（「數碼香港」或「本公司」或「本集團」）截至二零零五年六月三十日止年度之年報，及其期內之理想表現。

回顧年度內，香港經濟日漸復甦，加上互聯網及網上付款服務之使用日趨普遍；集團電子商貿解決方案之使用亦因而相應上升。然而，由於資信科技市場競爭激烈，價格亦受到壓力，管理層一直明瞭必須確保集團之資源運用達至最佳效益，並採取嚴謹成本管理措施。

與此同時，集團較早前就一項生物信息項目進行策略性投資；該項目集中開發特設數據庫設計工具，目標為促進藥物之開發過程。項目進展穩定，我們預期未來將可為集團帶來盈利貢獻。

本集團業績

截至二零零五年六月三十日止年度，集團之財務表現撮要如下：

- 全年營業額為8,724,000港元，去年之比較數字為8,492,000港元
- 連續四年錄得盈利，本年度溢利淨額為1,240,000港元，較去年增長逾4倍
- 每股盈利為0.83港仙

集團之財務狀況保持穩健，並無銀行借貸。

主席報告

業務回顧

在回顧年度內，集團從事各項與電子商貿解決方案相關之業務，並繼續保持動力。此乃受惠於市場對本集團產品及服務之認識提高，客戶基礎穩步增長。集團之主要收入來自網上付款方案及為客戶就電子商貿整合提供技術顧問服務所收取之費用。

期間，由於市場競爭激烈以及價格受到壓力，本集團在推展業務目標時，經已採取審慎策略。為此，本集團於技術拓展及提升集團基礎設備時，已嚴格控制開支，按照業務規模及狀況作出配合，從而令集團之資源運用達至最佳效益。管理層認為維護邊際利潤，避免採取過度進取之市場策略，乃符合本集團之最佳利益。

策略投資

為拓展來自電子付款服務以外的收入，集團已訂下以健康護理及相關資訊科技服務為未來發展之商機。集團已投資於Belcher Technology Limited（「Belcher」），取得其四成權益。Belcher從事軟件顧問服務及生命科技之軟件套裝開發，該等軟件致力為研究人員提供有效工具，以便審閱、演譯及儲存有關數據，從而加快藥物開研進度以及提升科學知識。Belcher之解決方案以專有軟件及特設數據庫設計工具為基礎，目標為促進藥物之開發過程。其專業範疇為生物藥劑產品，尤其專於開發用以治療嚴重感染疾病之藥物及疫苗。

與此同時，集團亦積極尋求與大學、研究院、及科技夥伴建立聯盟，合作開研生物信息。本集團之獨立非執行董事邵向明女士擁有逾十五年生物醫藥研究及信息科學經驗，可為集團之相關商機提供寶貴專業意見，帶來協同效益。

展望

在回顧期內，雖然市場競爭激烈，但集團仍能繼續穩步實現其重要策略目標。上述業績清楚反映集團能夠妥善適應市場環境之高度競爭以及資訊科技界之高速科技發展。

全球對健康服務之需求殷切，加上各界對信息醫藥之認同，創造了龐大市場及無限商機。由於此界別需要大幅使用資訊科技，集團之專業將可獲充分發揮。事實上，健康護理網站、網上購買健康食品、以至網上醫藥及顧問諮詢服務均日益受歡迎。董事有信心集團就生命科學及信息醫藥之投資，將可帶來可觀回報。

展望將來，本人預期集團於進行投資時將可繼續保持靈活敏捷，並透過引入配合集團業務之項目，進一步拓闊收入基礎，創造穩定流動資金。

董事會主席
簡文樂

二零零五年九月二十三日

管理層討論及分析

全年業績

本集團連續第四年取得全年盈利。於截至二零零五年六月三十日止年度，集團錄得溢利淨額1,240,000港元，較去年之243,000港元增長逾4倍。本年度之經審核綜合營業額為8,724,000港元，去年之比較數字為8,492,000港元。於截至二零零五年六月三十日止季度，本集團分別錄得營業額3,424,000港元及溢利淨額472,000港元。本年度之每股盈利為0.83港仙，去年之比較數字為0.16港仙。

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

財務回顧

上述財務業績反映管理層一直致力提升集團之營運效率；期內，縱使市場對資信科技服務之整體需求有改善，然而競爭仍然非常激烈。集團採取嚴謹成本管理措施，全年整體經營成本由去年同期之比較數字8,285,000港元下降9%至7,518,000港元。當中，市場推廣費用有明顯節省，此乃受惠於市場對集團產品及服務之認識提高；一般及行政費用亦較去年同期之比較數字2,667,000港元下調9%至2,420,000港元。集團之財務狀況保持穩健及持有淨現金，並無銀行借貸。

在回顧年度內，本集團並無進行資產減值或應收賬撥備。

管理層討論及分析

現金流動性及財務資源

於二零零五年六月三十日，本集團之股東資金約為17,567,000港元；而流動資產則約為17,456,000港元，當中約有9,154,000港元為存款、銀行結餘及現金；本集團並無非流動負債，而流動負債則約為689,000港元，主要為日常營運之其他應付款項及應計費用。

於二零零五年六月三十日，本集團並無任何銀行借貸。本集團主要透過營運所得資金支援日常營運。於二零零五年六月三十日，本集團並無任何重大或然負債或資產抵押。在本回顧期完結時，本集團擁有淨流動資產約16,767,000港元，財政週轉流暢。按本集團總貸款額及股東資金計算，本集團之貸款權益比率為零。

本集團認為按照現行之業務計劃，現有之財務資源足夠應付日常營運開支以及開發新軟件方案。假若市況有利及出現合適商機，董事局將考慮在有需要時透過舉債及／或發行新股之融資方式拓展業務。

重大投資、購入及出售

在回顧年度內，除購入Belcher Technology Limited四成權益（詳情見上文「主席報告」中之「策略投資」項）以外，本集團並無購入或出售重大之附屬及關連公司。

資本承擔

於二零零五年六月三十日，本集團已授權但仍未簽署合約之資本承擔為500,000港元（二零零四年：500,000港元）。該等資本承擔乃預留作購入物業、廠房與設備、以及系統及網絡之用。

外匯兌換風險

由於本集團大部份之交易、資產及負債均以港元及美元為主，因此外匯風險有限。

人力資源

於回顧年度內，本集團僱用8名全職僱員，全部均以香港為工作基地。期內之僱員成本為2,190,000港元（二零零四年：2,151,000港元）。本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之年終獎金、購股權、以及強制性公積金等福利。

在釐定董事的薪酬組合（包括實物利益、退休金權益及賠償款項）時，薪酬委員會將考慮的因素包括可茲比較公司支付的薪酬、董事須付的時間及其職責、僱用條件及是否應按表現釐定薪酬等。

董事及高層管理人員

執行董事

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

在公職方面，彼曾先後兩次參與聯交所之公司管治工作小組（於一九九四年至一九九五年及於一九九九年至二零零零年），亦曾為創業板上市委員會成員（於一九九九年至二零零三年）。彼目前亦為連任三屆之香港資信科技業議會主席、目前亦為香港工業總會委員會委員、及香港立法會選舉委員會資信科技界委員。此外，彼亦為香港貿易發展局電子及電器業諮詢委員會委員、中國安徽省人民政治協商委員會委員、及中華人民共和國香港特別行政區全國人民代表大會代表選舉會議成員。

彼亦獲委任為中電控股有限公司之獨立非執行董事。

董事及高層管理人員

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

夏淑玲，負責監控本集團業務如企業財務及策略發展，亦為集團尋覓合適企業以建立策略夥伴及聯盟關係，並就驅動電子改革事宜與各政府部門、解決方案及業務夥伴、以及商界及學術界等多方面聯絡。於加入本集團以前，彼於一九九二年三月加入冠軍科技集團出任企業發展執行副總裁，其間統籌冠軍科技集團內三家上市公司之上市及企業發展事宜。彼持有香港大學文學士學位及香港中文大學工商管理碩士學位。目前為香港城市大學電腦學系顧問委員會委員、香港工業總會香港資信科技業議會成員、以及Hong Kong Corporate Counsel Association 會員。彼亦獲香港科技園公司委任，連續三年成為其科培輔導計劃栽培對象之輔導顧問。

彼亦為冠軍科技集團有限公司及看通集團有限公司之非執行董事。

非執行董事

簡堅良，於二零零五年一月獲委任為本公司之非執行董事。彼為冠軍科技集團有限公司(「冠軍科技」)行政總裁及執行董事，以及看通集團有限公司非執行董事。彼為本公司主席及主要股東簡文樂之胞弟。彼於一九八八年加入冠軍科技之前，曾於香港多間國際公司擔任管理要職，持有加拿大Dalhousie University工商管理碩士學位及加拿大University of Alberta經濟學碩士學位。

彼目前為電訊管理局電訊標準諮詢委員會成員；以及香港工業總會香港資信科技業議會之國際發展及合作分組、中國發展及合作分組、及政府資金補助分組成員。此外，彼亦為香港資信科技聯盟屬下資信科技組主席。

黎日光，於二零零五年一月獲委任為本公司之非執行董事。彼為冠軍科技集團有限公司(「冠軍科技」)財務總監及執行董事，以及看通集團有限公司署理行政總裁、財務總監及執行董事。彼持有香港中文大學工商管理學士學位，擁有逾三十二年之會計、審核及公司秘書事務經驗。彼乃香港會計師公會執業資深會計師及英國特許會計師公會資深會員。

獨立非執行董事

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

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

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

董事及高層管理人員

高層管理人員

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

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

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

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

