



**DigitalHongKong.com**

(Stock Code: 8007)

## 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 “Exchange”) in April 2000. Started as a commerce service provider (CSP) that specialised in providing 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 Exchange.

## 數碼香港簡介 (股票編號：8007)

數碼香港於二零零零年四月在香港聯合交易所有限公司(「聯交所」)創業板上上市。早期定位為商貿服務供應商(CSP)，以提供在線商貿外判服務為主；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。

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF 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.

## 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。有意投資的人士應瞭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。

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

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

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		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 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	2003 二零零三年 HK\$'000 千港元
<b>Results (for the year ended 30 June)</b>	<b>業績 (截至六月三十日止年度)</b>					
- Turnover	- 營業額	6,351	8,015	8,724	8,492	9,642
-(Loss) profit	-(虧損)溢利	(12)	1,362	1,240	243	142
-(Loss) earnings per share - basic (in cents)	- 每股(虧損)盈利 - 基本(港仙)	(0.01)	0.91	0.83	0.16	0.09
<b>Financial Position (as at 30 June)</b>	<b>財務狀況 (於六月三十日)</b>					
- Non-current assets	- 非流動資產	24	31	519	1,142	1,810
- Current assets	- 流動資產	19,889	19,503	17,737	15,863	14,795
- Current liabilities	- 流動負債	996	605	689	678	521
- Equity	- 權益	18,917	18,929	17,567	16,327	16,084
<b>Financial Ratios (as at 30 June)</b>	<b>財務比率 (於六月三十日)</b>					
- Current assets/Current liabilities	- 流動資產/流動負債	20	32	26	23	28
- Assets/Equity	- 資產/權益	1.05	1.03	1.04	1.04	1.03





## Executive directors

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

## 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

## Registered office

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## Operations Centre

17<sup>th</sup>, Andar D  
Macau Finance Centre  
Nos.244-246, Rua De Pequim  
Macau

## Regional office in Hong Kong

Room 1702 One Exchange Square  
8 Connaught Place, Central  
Hong Kong

## Principal bankers

Bank of China  
DBS Bank, Macau  
HSBC, Macau  
Standard Chartered Bank, Macau

## Auditor

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

## Principal share registrar and transfer office

The Harbour Trust Co. Ltd.  
One Capital Place  
PO Box 897  
Grand Cayman KY1-1103  
Cayman Islands

## Hong Kong branch share registrar and transfer office

Tricor Secretaries Limited  
(formerly known as "Secretaries Limited")  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## Company homepage/website

<http://www.digitalhongkong.com>

## Stock code on GEM

8007





**Dear Shareholders,**

*I am pleased to present the Annual Report of DIGITALHONGKONG.COM (“Digital HK” or the “Company”) and its subsidiaries (together the “Group”) for the year ended 30 June 2007.*

### **Financial Highlights**

For the year ended 30 June 2007, the Group's financial performance is summarised as below:

- Turnover of HK\$6,351,000 compared with HK\$8,015,000 last year
- Loss for the year of HK\$12,000, compared with a profit of HK\$1,362,000 last year
- Excluding the impact of development costs and impairment in relation to an investment project, the Group's profit was HK\$1,158,000

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





### Business Review

During the year under review, the Group's e-commerce business remained on course. However, the IT market continued to be dominated by intense competition and price pressure. In line with the Group's policy to position itself as a premium solutions provider, Digital HK continued its focus on high-margin customised solutions. Management was also constantly aware of the need to optimise our resources and maintain strict discipline in keeping costs under control.

### Strategic Investments

In pursuit of the Group's strategy to target innovative industries such as healthcare and related IT services as the direction for growth, Digital HK has maintained momentum in exploring business partnerships and collaboration opportunities in health technology and bioinformatics to leverage its expertise in IT and in providing e-commerce solutions. Our strategic investment in a healthcare project which focused on developing customised database design tools targeted at empowering the process of innovation towards healing therapy and curative remedies is expected to provide a closer business relationship between the Group and the rapidly emerging healthcare sector where sophisticated software packages are in strong demand.

In April 2007, the Group announced a partnership with a UK-based health technology group to develop and market telehealth services in Hong Kong and the Mainland. The project aimed at improving patient care and enabling more cost-effective deployment of clinical resources via the use of electronic health tools for distant diagnostics and remote monitoring systems. A demonstration system was set up here in Hong Kong in August.

### Outlook

Digital HK has adapted itself smoothly in the highly competitive marketplace amidst rapid technological changes in the IT industry. The Group will continue to manage its expenses while prudently invest in potential investment projects or businesses in order to create value for the Group and the shareholders of the Company. The increasing demand globally for health services and the recognition of the merits of information medicine has created an enormous market with abundant opportunities. The Directors are positive about the direction of the Group's investment in life sciences and information medicine, and that such investments will bring promising returns.

With a healthy balance sheet, the Group is well-positioned to continue its momentum and agility in making the necessary investments in complementary businesses that can expand its income base and generate reliable cashflows.

**Paul KAN Man Lok**

*Chairman*

21 September 2007





## Operations Review

During the year under review, the Group's main focus was continuing pursuit of business in relation to e-commerce solutions, as well as strategic investments. Service fees derived from the Group's enabling solutions and technical consultation on e-commerce integration and application customisation remained the primary source of income for the Group.

Amidst intense market competition and price pressure, the Group has taken a conservative approach in rolling out its business objectives. Spending on new systems and networks, as well as infrastructure upgrades, was 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 not be in the Group's interest to engage in aggressive marketing in order to increase revenue from e-commerce activities at the expense of our margins.

In order to expand its revenue base which has been derived primarily from the provision of e-commerce solutions and outsourcing services, the Group has identified healthcare and related IT services as the direction for future growth. The performance of the Group's investment in a healthcare project which focuses on consulting and the development of software packages for advancing scientific knowledge in the field of healing therapy and curative remedies has not been hitting its financial targets, and the project company requires more time to research and enhance its technology and solutions. Management will continue to monitor the progress of our investment portfolio, and take appropriate actions whenever necessary in response to changes in market situation.

Meanwhile, the Group has been in active pursuit of alliances with universities, research institutes, and technological partners to seek collaboration on research and development in other areas of healthcare. In April 2007, the Group announced a partnership with a UK-based health technology group to develop and market

telehealth services in Hong Kong and the Mainland. The project aimed at improving patient care and enabling more cost-effective deployment of clinical resources via the use of electronic health tools for distant diagnostics and remote monitoring systems. A demonstration system was set up here in Hong Kong in August. Development work continued, and the appropriate means of marketing the service was being explored.

## Results For The Year

For the year under review, the Group recorded a turnover of HK\$6,351,000 and a small loss of HK\$12,000, compared with turnover of HK\$8,015,000 and profit of HK\$1,362,000 last year. For the quarter ended 30 June 2007, turnover was HK\$1,376,000 and profit was HK\$32,000. Loss per share for the year was HK0.01 cents, compared with earnings per share of HK0.91 cents 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 lower turnover for the year reflected the Group's focus on high-margin customised solutions in e-commerce amidst intense competition and price pressure in the IT sector. Overall operating costs of HK\$6,609,000 were maintained at a similar level as last year's, despite a general upward trend of costs associated with a strengthening economy, reflecting persistent efforts of management in optimising the Group's operational efficiency in a very competitive environment. Excluding the impact of the development costs and impairment in relation to an investment project totalling HK\$1,170,000, the Group recorded a profit of HK\$1,158,000 for the year ended 30 June 2007.

The Group's financial position remained liquid and healthy with no bank borrowings.





### Liquidity and Financial Resources

As at 30 June 2007, the equity attributable to equity holders of the Company amounted to approximately HK\$18,917,000. Current assets amounted to approximately HK\$19,889,000, of which approximately HK\$17,048,000 were deposits, bank balances and cash. The Group had no non-current liabilities, and its current liabilities amounted to approximately HK\$996,000 made up mainly of other payables arising in the normal course of operation.

The Group did not have any bank borrowings at 30 June 2007. The Group financed its operations primarily with internally generated cashflows. As at 30 June 2007, the Group did not have any material contingent liabilities nor any charges on its assets. With net current assets of HK\$18,893,000, 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 equity, was nil.

It is envisaged that the Group'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.

During the reporting period, the Group made no acquisitions or disposals of subsidiaries and affiliated companies.

### Capital Commitments

As at 30 June 2007, the Group's capital commitments authorised but not contracted for was HK\$500,000 (2006: HK\$500,000). These commitments were set aside for the acquisition of property, plant and equipment, and development of 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 and Remuneration Policy

During the year, the Group employed 11 full-time staff members. Staff costs for the year under review were HK\$2,934,000 (2006: HK\$2,681,000). Remuneration is determined with reference to market terms and the performance, qualifications, and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, share options, retirement benefits under the Mandatory Provident Fund Scheme, and other benefits.

The Company has established a Human Resources and Remuneration Committee. In determining the remuneration of all the directors, the committee will consider factors such as the Company's operating results, individual performance, salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions and desirability of performance-based remuneration.







### Executive Directors

**Paul KAN Man Lok**, 60, is Chairman with responsibility for Digital HK's visionary planning and development. He is also Chairman and an executive director of both Champion Technology Holdings Limited ("Champion Technology"), the Company's holding company, and Kantone Holdings Limited ("Kantone"), a fellow subsidiary of the Company, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Exchange"). Mr. Kan holds a Master's degree in Business Administration from the Chinese University of Hong Kong, and brings over 39 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, 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 joint venture computing services company of Cable & Wireless, HSBC, Jardines and Barclays.

Mr. Kan has received a number of prestigious awards from local and international professional bodies as well as governments in recognition of his contribution to the community and the industry. These include Young Industrialist Award (1992); Hong Kong Business Award-Enterprise Trophy (1993); Governor's Award for Hong Kong Industries (1989); Honorary Doctor of Humane Letters Degree by the University of Northern Virginia, United States (2005); Honorary Fellow of the Academy of Chinese Studies (2005); Commander of the most Excellent Order of the British Empire (CBE) by Her Majesty Queen Elizabeth II (2006); Commendatore dell'Ordine della Stella della Solidarietà Italiana by the Italian Prime Minister Hon. Romano Prodi (2006); the Hong Kong SAR Government's appointment as a Justice of the Peace (2006); and Chevalier de l'Ordre de la Légion d'Honneur by the Government of France (2007).

In civic duties, Mr. Kan has served twice on the Exchange Corporate Governance Working Group 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 fourth successive term of the Hong Kong Information Technology Industry Council; Chairman of Hong Kong IT Alliance;

Chairman of the Hong Kong Trade Development Council Information and Communications Technology Services Advisory Committee; Chairman of ICT Working Group, Hong Kong – United Kingdom Business Partnership; Convener of Hungarian – Hong Kong Innovative Business Council; Council Committee Member of the Federation of Hong Kong Industries; and Member of HKSAR Chief Executive Election Committee for the IT sector. Other memberships include 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.

**Shirley HA Suk Ling**, 51, is the Chief Executive Officer of the Company, which she joined in 2000. She 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 the 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 General Committee Member of the Federation of Hong Kong Industries and Vice Chairman of the Hong Kong Information Technology Industry Council; Executive Committee Member of Internet Professional Association and Co-Chairman of Special Interest Group in Venture Capital and New Business Development; Member of Information and Communications Technology Industry Training Advisory Committee of Education and Manpower Bureau of HKSAR; Honorary Secretary of Hungarian – Hong Kong Innovative Business Council; and Mentor under the Mentorship Programme of the Hong Kong Science and Technology Parks Corporation. She is also a member of the Hong Kong Corporate Counsel Association.





## Directors and Senior Management Profile

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

**John WONG Yuk Lung**, 63, is Chief Financial Officer and the qualified accountant of the Company. 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 in Hong Kong. He stayed on as an advisor to the Champion Technology group after his departure, and re-joined the Group in early 2000. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia, and an associate member of the Australian Institute of Banking and Finance.

### Non-executive Directors

**Leo KAN Kin Leung**, 51, has been a non-executive director since January 2005. He is the Chief Executive Officer and an executive director of Champion Technology, as well as a non-executive director of Kantone. He is the brother of Mr. Paul Kan Man Lok, Chairman of the Group. Prior to joining the Champion Technology 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. In 2006, Mr. Kan completed the Oxford Advanced Management Programme at the Saïd Business School of the University of Oxford.

Mr. Kan is Chairman of the IT Committee of the Hong Kong IT Alliance; Executive Committee Member of Internet Professional Association and Co-Chairman of Special Interest Group in Venture Capital and New Business Development; Member of the Telecommunications Standards Advisory Committee at the Office of the Telecommunications Authority; and Member of the Ad Hoc Committee for International Outreach and Multi-national Corporations of the Federation of Hong Kong Industries. 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.

**LAI Yat Kwong**, 58, has been a non-executive director since January 2005. He is the Chief Financial Officer and an executive director of Champion Technology, and the Chief Executive Officer (Acting), Chief Financial Officer, as well as an executive director of Kantone. He holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong and has over 35 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).

### Independent Non-executive Directors

**Billy HO Yiu Ming**, 63, joined the board of directors in November 2001. In March 2004, he was appointed as an independent non-executive director of Kantone. He is the senior partner of an accountant firm and has extensive management experience in various industries. He is a chartered certified accountant; 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 Exchange, and Sau San Tong Holdings Limited, shares of which are listed on the GEM Board of the Exchange.

**Francis Gilbert KNIGHT**, 77, has been an independent non-executive director since March 2000. He was appointed as an independent non-executive director of Champion Technology in February 2000. Mr. Knight is the Chairman and Managing Director of Asian Security and Investigation Services Limited. 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 is also a former President of the American Society for Industrial Security (Hong Kong Branch).





**SHAO Xiang Ming**, 46, has been an independent non-executive director since 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.

### Company Secretary

**Jennifer CHEUNG Mei Ha**, 51, has been the Company Secretary since January 2000. She is a solicitor practising in Hong Kong. She is also the Company Secretary of Champion Technology and Kantone.

### Senior Management

**Paul KAN Man Lok**, 60, 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. He has over 39 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**, 51, 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 Chief Executive Officer and an executive director of the Company.

**John WONG Yuk Lung**, 63, 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 CPA Australia, 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**, 35, 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 has been working in the Champion Technology group since 1995 before joining the Group in July 1999. He also serves on the Hong Kong Radio Paging Association and the Hong Kong IT Alliance as an executive committee member, and Telecommunications Standards Advisory Committee at the Office of the Telecommunications Authority as alternate member.





The directors present their annual report and the audited consolidated financial statements for the year ended 30 June 2007.

## Principal Activities

The Company is an investment holding company. The principal activities of its subsidiaries and associate are set out in notes 22 and 12 to the consolidated financial statements respectively.

## Results

The results of the Group for the year ended 30 June 2007 are set out in the consolidated income statement on page 25.

## Property, Plant and Equipment

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

## Distributable Reserve of the Company

The Company's reserves available for distribution amounted to approximately HK\$8,567,000 (2006: HK\$8,794,000) as at 30 June 2007. 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 the 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.

## 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*  
Ms. Shirley Ha Suk Ling, *CEO*  
Mr. John Wong Yuk Lung

### Non-executive directors:

Mr. Leo Kan Kin Leung  
Mr. Lai Yat Kwong

### Independent non-executive directors:

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

董事謹提呈彼等截至二零零七年六月三十日止年度之年報及經審核綜合財務報告。

## 主要業務

本公司為一間投資控股公司。其附屬公司及聯營公司之主要業務分別載於綜合財務報告附註22及12。

## 業績

本集團截至二零零七年六月三十日止年度之業績載於第25頁之綜合損益表。

## 物業、廠房及設備

有關本集團於年內之物業、廠房及設備之變動詳情載於綜合財務報告附註11。

## 本公司之可分派儲備

截至二零零七年六月三十日，本公司可分派之儲備約為8,567,000港元（二零零六年：8,794,000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。

## 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*）  
夏淑玲女士（*行政總裁*）  
黃玉龍先生

### 非執行董事：

簡堅良先生  
黎日光先生

### 獨立非執行董事：

Francis Gilbert Knight先生  
何耀明先生  
邵向明女士





## Directors – continued

In accordance with the provisions of the Company's Articles of Association, Messrs. Shirley Ha Suk Ling, Shao Xiang Ming and Lai Yat Kwong will retire at the forthcoming annual general meeting and, being eligible, have offered 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.

## Confirmation of Independence

The Company confirms it has received from each of its independent non-executive directors an annual confirmation of his/her independence pursuant to rule 5.09 of 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") and it still considers that the independent non-executive directors are independent.

## Directors' Interest in Contracts and Connected Transactions

During the year ended 30 June 2007, 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) and Y28.com Limited (a subsidiary of Champion), which are deemed to be connected persons of the Company under the GEM Listing Rules:

		HK\$'000 千港元
Annual fee and technical fee received from Champion Technology Limited (Note 1)	自冠軍科技有限公司收取之年費及技術費 (附註 1)	171
Technical fee received from Y28.com Limited (Note 1)	自威易發有限公司收取之技術費 (附註 1)	11
Administration fees paid by the Group to Champion (Note 2)	本集團支付予冠軍之行政費用 (附註 2)	522

Notes:

- The Group had provided e-payment platform services to subsidiaries of Champion at a fee chargeable with reference to comparable market price as agreed.
- The Group had used administrative services provided by Champion which charged the Group for such services on cost basis.

These transactions are exempted continuing connected transactions under the GEM Listing Rules.

## 董事 – 續

根據本公司組織細則之規定，夏淑玲女士，邵向明女士及黎日光先生將於應屆股東週年大會上任滿退任，並符合資格及願意膺選連任。

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

每位非執行董事與本公司訂立為期一年的服務合約。

## 確認獨立性

本公司確認已接獲各獨立非執行董事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」)第5.09條之規定就其獨立性作出之年度確認函，本公司仍認為該等獨立非執行董事均屬獨立人士。

## 董事於合約及關連交易之權益

截至二零零七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)、冠軍科技有限公司(冠軍之附屬公司)及威易發有限公司(冠軍之附屬公司)進行下文所述之交易。根據創業板上市規則之規定，彼等為本公司關連人士。

附註：

- 本集團提供電子付款平台服務予冠軍之附屬公司，協定之收費乃參考可茲比較之市場價格。
- 本集團使用冠軍提供之行政服務，該服務之費用按成本基準收取。

此等交易乃按創業板上市規則被列為可豁免持續關連交易。





## Directors' Interest in Contracts and Connected Transactions – continued

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.

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

Save as disclosed above, there is no contract of significance between the Group and a controlling shareholder of the Company (as defined in the GEM Listing Rules) or any of its subsidiaries, including for the provision of services by the controlling shareholder or its subsidiaries to the Group.

## Directors' Interests and Short Positions in Securities

As at 30 June 2007, 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 Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

## 董事於合約及關連交易之權益 – 續

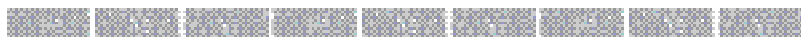
獨立非執行董事認為，上述交易乃於日常及正常業務過程中按一般商業條款進行，並符合監管彼等之有關協議之規定，且按公平合理及符合本公司股東整體利益之條款進行。

除上文所披露者外，本公司或其任何附屬公司概無訂立任何於本年度終結時或年內任何時間仍然生效而本公司董事直接或間接擁有重大權益之重大合約。

除上文所披露者外，本集團概無與本公司之控股股東（定義見創業版上市規則）或其任何附屬公司訂立重大合約，包括控股股東或其附屬公司向本集團提供服務而訂立之合約。

## 董事之證券權益及淡倉

於二零零七年六月三十日，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，或根據創業版上市規則第5.46條有關本公司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：





## Directors' Interests and Short Positions in Securities – continued

## 董事之證券權益及淡倉 – 續

Long position:

好倉：

Name of director	Capacity	Number of shares	Percentage of the issued share capital	Number of warrants
董事姓名	身份	股份數目	佔已發行股本之百分比	認股權證數目

### Securities of the Company

本公司證券

Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 1 附註1	79.98%	–
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### 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	28.99%	Note 2 附註2
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### Securities of Kantone Holdings Limited

(“Kantone”, a subsidiary of Champion)

看通集團有限公司

(「看通」，冠軍之附屬公司) 證券

Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 3 附註3	65.35%	–
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Notes:

附註：

- 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 2007, Lawnside had interests in approximately 28.99% of the entire issued share capital of Champion. Mr. Paul Kan Man Lok was deemed to have corporate interest in the shares which were owned by Champion and Lawnside.
- 464,959,494 shares and 89,278,025 units of warrants were held by Lawnside. The warrants were issued by Champion pursuant to a bonus issue effected in March 2007, all of which will expire on 7 March 2008.
- 1,642,268,111 shares were held by Champion and 448,790,629 shares were held by Lawnside.

- 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。於二零零七年六月三十日，Lawnside擁有冠軍全部已發行股本約28.99%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。
- 464,959,494股及89,278,025份認股權證由Lawnside持有。該等認股權證乃由冠軍於二零零七年三月按照發行紅股決議而發行，並全數將於二零零八年三月七日屆滿。
- 1,642,268,111股由冠軍持有及448,790,629股由Lawnside持有。

Save as disclosed above, none of the directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 June 2007.

除上文所披露者外，於二零零七年六月三十日，本公司董事或行政總裁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 2007, the following persons (other than the directors of the Company whose interests are disclosed above under the section on directors' interests and short positions in securities) that had interests and short positions in the share capital or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

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 佔已發行股本之百分比
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 person's interests or short positions representing 5% or more of the Company's issued share capital as at 30 June 2007.

## 主要股東

於二零零七年六月三十日，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人士於二零零七年六月三十日佔本公司已發行股本5%或以上之權益或淡倉。







## Share Options and Directors' Rights to Acquire Shares or Debentures

On 29 November 2002, the Company adopted a share option scheme (the "Scheme") which, with a remaining life of about 5 years, will expire on 28 November 2012. No share option has been granted by the Company under the Scheme. Particulars of the Scheme are set out in note 17 to the consolidated financial statements.

Each of Champion and Kantone 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 has been granted by Champion and Kantone to directors of the Company.

Other than the share option schemes granted 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 approximately 100% turnover of the Group and the largest customer of the Group accounted for about 96.9 % of the total turnover.

None of the directors, their respective associates and shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers of the Group for the financial year ended 30 June 2007.

For the year ended 30 June 2007, 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」），其剩餘年期約為5年。本公司並無根據計劃授出任何購股權。有關計劃之詳情載於綜合財務報告附註17。

冠軍及看通各自設立一項購股權計劃。據此，冠軍及看通之董事可向任何涉及冠軍、看通及其各自之聯繫公司之業務、營運、管理、技術、法律、會計及財務事宜之董事、僱員、諮詢人、顧問及其各自之客戶及供應商授出購股權，讓彼等藉此分別認購冠軍及看通之股份。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年購股權可在其董事釐定之期間內隨時行使，惟所釐定之年期應為購股權授出日期起計不多於十年；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；或(iii)緊接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）。冠軍及看通並無向本公司董事授出任何購股權。

除上文所述之購股權計劃外，本公司、其控股公司、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或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100%，而本集團最大客戶則佔總營業額約96.9%。

於截至二零零七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。

截至二零零七年六月三十日止年度，並無任何人士被歸類為本集團供應商。





## 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.

## Remuneration Policy

The remuneration for the employees of the Group is determined with reference to market terms and the performance, qualifications, and experience of the individual employee.

In determining the emoluments of the directors of the Company, the Human Resources and Remuneration Committee of the Company will consider factors such as the Company's operating results, individual performance, salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions and desirability of performance-based remuneration.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 17 to the consolidated financial statements.

## Auditor

A resolution will be proposed at the annual general meeting of the Company to re-appoint Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Paul KAN Man Lok**  
Chairman

21 September 2007

## 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層股東（定義見創業板上市規則）概無擁有任何與本公司業務構成競爭或可能與本集團構成競爭之業務權益。

## 薪酬政策

本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定僱員薪酬。

在釐定本公司董事的薪酬組合時，本公司人力資源及薪酬委員會將考慮之因素包括本公司之經營業績、個人表現、可茲比較公司所支付的薪酬、董事所付出的時間及其職責、僱用條件及是否按表現釐定薪酬等。

本公司已採納一項購股權計劃作為對董事及合資格僱員之獎勵，計劃之詳情載於綜合財務報告附註17。

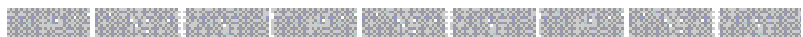
## 核數師

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

代表董事會

**簡文樂**  
主席

二零零七年九月二十一日





## Is your business strategy robust enough to cope with the regulatory pressures of the future? (from senior management's perspectives)

Increased regulation is a reality no market player can avoid or afford to ignore. And meeting this challenge with an open mind and proactive approach does not have to be costly and counterproductive. **Businesses should take a more proactive stance and embrace this challenge as an opportunity for upgrading themselves.**

Within the Group, we use our compliance exercises for internal re-engineering. By improving our systems and processes we strive to raise operational efficiency and productivity, and reduce our reliance on manual handling.

The benefits from such a positive approach help counter the increasing pressure of compliance, which can undermine morale and create internal suspicion by subjecting staff conduct and behaviour to scrutiny, potentially impairing a company's competitive edge and profitability, and increasing the burden of responsibility on chief executives and chief financial officers.

Maintaining a balance between compliance and staying competitive is a tall order. But because compliance is a global trend and we have no choice but to oblige, we believe the earlier we comply the better.

As we offer a wide range of IT solutions within the Group, we face regulatory governance on different fronts.

One of the most far-reaching aspects encountered by an international company is alignment with the ever-evolving international accounting standards whose impairment provisions would have an impact on our financial results beyond our control.

We also have to watch our step carefully under disclosure requirements. Where significant business deals are involved, we're obliged to make an announcement even if we felt the stage is not ripe for making anything public. Therefore, to meet the changing dynamics of market conditions and regulatory requirements, we need, as an organisation, well-thought-out strategies and to stay prudent at all times.

Regulations applied in a well balanced manner would help, especially in evolving sectors such as the Internet, but overdoing regulations would cause significant harm. There's a fine line between what is appropriate and what is excessive supervision and monitoring, like in the case of the Internet. The same goes with any emerging industry or sector, and the authorities should avoid killing the goose before it can hatch an egg.

As far as I am concerned, corporations should be allowed discretionary power and judgment which tallied with their unique requirements in compliance. In our case, we do challenge every now and then evolving regulatory provisions that we consider impracticable or excessive.

## 你的營商策略是否足夠應付未來的監管壓力?(從管理層角度)

加強監管是市場參與者無法避免或忽略的現實，以開明及積極的態度迎接這挑戰，也不一定代價高昂或產生不良後果的。企業應該採取更積極的立場，並接受這挑戰，作為提升自己的契機。

在集團內我們用協調訓練進行內部重整。通過改進我們的制度和程序，努力提高經營效率和生產力，並減少依賴人手處理。

這種積極態度的好處，有助於對抗因協調而增加的壓力。壓力來自屬下員工的品行及行為，受到監管及檢查而感受到無形壓力，這情況可破壞士氣和引起內部猜疑，甚至潛在的損害了公司的競爭力及盈利能力，並增加行政總裁和首席財務人員負擔的責任。

在遵守規則及維持競爭力之間保持平衡是非常困難的。但由於遵守規則是一個全球性的趨勢，我們別無選擇，只能加以貢獻。我們相信能及早進行會更好。

集團提供廣泛的資信科技解決方案，自然面對不同介面的企業管治。

一間國際公司所遇到的其中影響最深遠的環節，是要符合不斷變化的國際會計標準，因為有關的虧損撥備對我們財務結果的影響將在我們的控制範圍之外。

在披露權益的規則下，我們必須小心謹慎行距步。凡涉及重大商業交易，即使我們覺得仍未成熟到可以公開的階段，我們仍有義務向外界公佈。因此，倘要滿足不斷變化的市場條件和監管的要求，作為企業機構，我們需要有周詳的策略，並經常保持審慎。

施行監管時能取得適當的均衡將會有所幫助，尤其付諸於不斷變化的行業如互聯網；但過度的監管將會造成重大傷害。什麼是適當，什麼是過分的監管和監視，兩者之間只有一條微細的分界，不容易劃分清楚，互聯網便是一個例子。同樣，在任何新興行業或界別施行時，當局應避免在能孵出蛋前便把鵝殺掉。

社會應該容許企業具自由度的權力及判斷，以符合他們在新興行業協調企業管治方面的獨特要求。以本集團為例，倘監管演變為不可行或過度時，集團將會提出質詢。



## Extract of speech by Paul Kan at ACCA Hong Kong Annual Conference 2007 in June this year. The theme for this year's conference was "Enhancing Shareholder Value in an Increasingly Regulated Environment".

以上節錄主席簡文樂於本年七月份舉行之「ACCA香港分會週年研討會2007」之講辭。今年研討會議題為《如何在日益加強監管的金融市場下提高股東的回報》。





### Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions in the Code on Corporate Governance Practices (the “Code”) set out in Appendix 15 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”) in the year ended 30 June 2007.

### Directors’ Securities Transactions

The Company has adopted a code of conduct regarding directors’ securities transactions on terms set out in the standard of dealings contained in rules 5.48 to 5.67 under the GEM Listing Rules (the “Standard of Dealings”).

The Company has made specific enquiry of all directors of the Company, and the directors have confirmed compliance with the Standard of Dealings during the year ended 30 June 2007.

### Board of Directors

The Company is governed by a board of directors (the “Board”) which has the responsibility for leadership and control of the Company. The directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board set strategies and directions for the Group’s activities with a view to developing its business and enhancing shareholders value.

The Board met 4 times during the year ended 30 June 2007. Its composition and the attendance of individual directors at these board meetings were as follows:

Name	姓名	Number of meetings held during the director’s term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<i>Executive directors</i>			
Paul KAN Man Lok (Chairman)	簡文樂(主席)	4	4
Shirley HA Suk Ling (Chief Executive Officer)	夏淑玲(行政總裁)	4	4
John WONG Yuk Lung	黃玉龍	4	4
<i>Non-executive directors</i>			
Leo KAN Kin Leung*	簡堅良*	4	4
LAI Yat Kwong	黎日光	4	4
<i>Independent non-executive directors</i>			
Francis Gilbert KNIGHT	Francis Gilbert KNIGHT	4	4
HO Yiu Ming	何耀明	4	4
SHAO Xiang Ming	邵向明	4	4

\* Mr. Leo KAN Kin Leung is the brother of Mr. Paul KAN Man Lok.

### 企業管治常規

本公司致力維持高水平之企業管治。於截至二零零七年六月三十日止年度內，本公司已遵守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」)附錄15所載之企業管治常規守則(「守則」)之所有條文。

### 董事的證券交易

本公司已根據創業板上市規則第5.48至5.67條所載的交易必守標準所載之條款(「交易必守標準」)，就董事進行證券交易採納一套操守守則。

本公司已向本公司全體董事作出特定查詢，而所有董事均已確認於截至二零零七年六月三十日止年度內均有遵守交易必守標準。

### 董事會

本公司受董事會(「董事會」)監管，彼等須負責領導及監察本公司。董事負責指示及監控本集團之事務，共同帶領本集團邁向成功。董事會製訂本集團業務之策略及方向，使業務得以發展及提升股東價值。

董事會於截至二零零七年六月三十日止年度內共舉行4次會議。其組成架構及各董事於該等董事會會議之出席情況載列如下：

Name	姓名	Number of meetings held during the director’s term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<i>Executive directors</i>			
Paul KAN Man Lok (Chairman)	簡文樂(主席)	4	4
Shirley HA Suk Ling (Chief Executive Officer)	夏淑玲(行政總裁)	4	4
John WONG Yuk Lung	黃玉龍	4	4
<i>Non-executive directors</i>			
Leo KAN Kin Leung*	簡堅良*	4	4
LAI Yat Kwong	黎日光	4	4
<i>Independent non-executive directors</i>			
Francis Gilbert KNIGHT	Francis Gilbert KNIGHT	4	4
HO Yiu Ming	何耀明	4	4
SHAO Xiang Ming	邵向明	4	4

\* 簡堅良先生為簡文樂先生之胞弟。





## Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company are segregated, with a clear division of responsibilities.

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

The Chief Executive Officer is responsible for the day-to-day management of the Group's business.

## Non-executive Directors

Mr. Francis Gilbert KNIGHT, Mr. HO Yiu Ming, Ms. SHAO Xiang Ming, Mr. Leo KAN Kin Leung and Mr. LAI Yat Kwong, the non-executive directors of the Company, are appointed for a term of 1 year and are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles of Association of the Company.

## Remuneration of Directors

The Human Resources & Remuneration Committee (the "Remuneration Committee") has 5 members, comprising Mr. Leo KAN Kin Leung and Mr. LAI Yat Kwong (non-executive directors) and Mr. Francis Gilbert KNIGHT, Mr. HO Yiu Ming and Ms. SHAO Xiang Ming (independent non-executive directors). The Remuneration Committee is chaired by Mr. Francis Gilbert KNIGHT.

The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the Company's policy for the remuneration of directors and senior management.

The Remuneration Committee met 2 times during the year ended 30 June 2007. The attendance of individual members at these meetings was as follows:

Name	姓名	Number of meetings held during the director's term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<i>Non-executive directors</i>			
Leo KAN Kin Leung	簡堅良	2	2
LAI Yat Kwong	黎日光	2	2
<i>Independent non-executive directors</i>			
Francis Gilbert KNIGHT	Francis Gilbert KNIGHT	2	2
HO Yiu Ming	何耀明	2	2
SHAO Xiang Ming	邵向明	2	2

## 主席及行政總裁

本公司主席及行政總裁之職務已予分開，並清晰界定彼等之責任。

主席須負責領導董事會，確保董事會能有效益地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之事宜載入議程內。透過董事會，彼負責確保本集團有遵守良好企業管治常規及程序。

行政總裁負責管理本集團之日常業務。

## 非執行董事

本公司非執行董事 Francis Gilbert KNIGHT 先生、何耀明先生、邵向明女士、簡堅良先生及黎日光先生之任期均為一年，並須根據本公司之組織細則於本公司之股東週年大會上輪席退任及重選連任。

## 董事薪酬

人力資源及薪酬委員會（「薪酬委員會」）由5名成員組成，包括簡堅良先生及黎日光先生（非執行董事）及 Francis Gilbert KNIGHT 先生、何耀明先生及邵向明女士（獨立非執行董事）。Francis Gilbert KNIGHT 先生為薪酬委員會之主席。

本公司已根據守則所載之指引制訂薪酬委員會之職權範圍，其職能之一為就本公司董事及高級管理人員的薪酬政策向董事會提出建議。

薪酬委員會於截至二零零七年六月三十日止年度內共舉行2次會議。各成員於該等會議之出席情況載列如下：





Work performed by the Remuneration Committee during the year ended 30 June 2007 includes reviewing the Group's remuneration policy for its executive directors and senior management and their levels of remuneration.

### Nomination of Directors

The Nomination Committee has 4 members, comprising Mr. Paul KAN Man Lok (executive director) and Mr. Francis Gilbert KNIGHT, Mr. HO Yiu Ming and Ms. SHAO Xiang Ming (independent non-executive directors). This Committee is chaired by Mr. Francis Gilbert KNIGHT.

The terms of reference of the Nomination Committee have been determined with reference to the Code.

The Nomination Committee is responsible for identifying potential new directors and recommends to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his appointment. Under the Company's Articles of Association, all directors are subject to retirement by rotation and re-election by shareholders every 3 years.

Potential new directors are selected on the basis of their qualifications, skills and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board.

During the year ended 30 June 2007, the Nomination Committee met 2 times and work performed by the Committee includes reviewing the structure, size and composition of the Board of Directors of the Company and reviewing the independence of the Independent Non-executive Directors of the Company. The attendance of individual members at these meetings was as follows:

Name	姓名	Number of meetings held during the director's term of office 於董事任期 舉行之會議次數	Number of meetings attended 所出席會議次數
<i>Executive directors</i>			
Paul KAN Man Lok	簡文樂	2	2
<i>Independent non-executive directors</i>			
Francis Gilbert KNIGHT	Francis Gilbert KNIGHT	2	2
HO Yiu Ming	何耀明	2	2
SHAO Xiang Ming	邵向明	2	2

No director was appointed during the year ended 30 June 2007.

於截至二零零七年六月三十日止年度內，薪酬委員會之工作包括審閱本集團執行董事及高級管理層之薪酬政策及彼等之薪酬水平。

### 董事提名

提名委員會由4名成員組成，包括簡文樂先生(執行董事)及Francis Gilbert KNIGHT先生、何耀明先生及邵向明女士(獨立非執行董事)。Francis Gilbert KNIGHT先生為該委員會之主席。

本公司已參考守則釐訂提名委員會之職權範圍。

提名委員會負責物色有潛質成為新任董事之人士，並就董事會作出決定提供推薦建議。由董事會委任之董事須於其獲委任後之首個股東週年大會上經股東重選。根據本公司之組織章程細則，所有董事須每3年輪席退任一次及經股東重選。

挑選有潛質成為新任董事之人士時，提名委員會將以該等人士之資歷、技能及經驗是否能對董事會之表現帶來正面貢獻作為遴選基準。

於截至二零零七年六月三十日止年度內，提名委員會共舉行2次會議，其工作包括審閱本公司董事會之架構、人數及組成，以及檢視本公司獨立非執行董事之獨立性。各成員於該等會議之出席情況載列如下：

截至二零零七年六月三十日止年度並無委任董事。





## Accountability and Audit

The directors acknowledge their responsibility for preparing the accounts of the Company. As at 30 June 2007, the directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going-concern basis.

The responsibilities of the external auditor on financial reporting are set out in the Independent Auditor's Report attached to the Company's Financial Statements for the year ended 30 June 2007.

The Board has conducted a review of the effectiveness of the Group's internal control system with an aim to safeguard the shareholders' investment and the Company's assets. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

## Auditor's Remuneration

For the year ended 30 June 2007, fee for the Company's external auditors for audit services was HK\$437,000 (2006: HK\$384,000) and that for non-audit services relating to tax and other services was HK\$79,000 (2006: HK\$52,500).

## Audit Committee

The Audit Committee has 5 members, comprising Mr. Leo KAN Kin Leung and Mr. LAI Yat Kwong (non-executive directors) and Mr. HO Yiu Ming, Mr. Francis Gilbert KNIGHT and Ms. SHAO Xiang Ming (independent non-executive directors). The Chairman of this Committee is Mr. HO Yiu Ming.

The terms of reference of the Audit Committee follow the guidelines set out in the Code.

During the year ended 30 June 2007, the Audit Committee had reviewed the Group's quarterly, half-yearly and annual results and its internal control system.

## 問責及核數

董事明白彼等須負責編製本公司之賬目。於二零零七年六月三十日，董事並不知悉任何與本公司能否繼續以持續基準經營構成重大疑問之事件或情況有關之重大不明朗因素。因此，董事已按持續經營基準編製本公司之財務報告。

外聘核數師對財務申報之責任載列於本公司截至二零零七年六月三十日止年度之財務報告中之獨立核數師報告。

董事會已對本集團內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理（而非絕對地）保證並無重大失實陳述、錯誤、損失或欺詐，以及管理而非抵銷未能達致本集團業務目標之風險。

## 核數師酬金

截至二零零七年六月三十日止年度，本公司外聘核數師之核數服務費用為437,000港元（二零零六年：384,000港元），關於稅項及其他服務之非核數服務費用則為79,000港元（二零零六年：52,500港元）。

## 審核委員會

審核委員會由5名成員組成，包括簡堅良先生及黎日光先生（非執行董事），以及何耀明先生、Francis Gilbert KNIGHT先生及邵向明女士（獨立非執行董事）。何耀明先生為該委員會之主席。

本公司已根據守則所載之指引制訂審核委員會之職權範圍。

截至二零零七年六月三十日止年度內，審核委員會已審閱本集團之季度、半年度及全年業績，以及其內部監控系統。





The Audit Committee met 4 times during the year ended 30 June 2007.  
The attendance of individual members at these meetings was as follows:

審核委員會於截至二零零七年六月三十日止年度內共舉行4次會議。各成員於該等會議之出席情況載列如下：

Name	姓名	Number of meetings held during the director's term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<i>Non-executive directors</i>			
Leo KAN Kin Leung	簡堅良	4	4
LAI Yat Kwong	黎日光	4	4
<i>Independent non-executive directors</i>			
HO Yiu Ming	何耀明	4	4
Francis Gilbert KNIGHT	Francis Gilbert KNIGHT	4	4
SHAO Xiang Ming	邵向明	4	4







## TO THE SHAREHOLDERS OF DIGITALHONGKONG.COM

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of DIGITALHONGKONG.COM (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 48, which comprise the consolidated balance sheet as at 30 June 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit 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. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

### 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25頁至第48頁數碼香港(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報告。綜合財務報告包括於二零零七年六月三十日的綜合資產負債表、截至該日止年度的綜合損益表、綜合股本權益變動表及綜合現金流動表，以及重大會計政策概要及其他說明附註。

### 董事就綜合財務報告須承擔的責任

貴公司董事須根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實及公平之綜合財務報告。這包括設計、實施及維護與編製及真實而公平地列報綜合財務報告相關的內部監控，以使綜合財務報告不會因欺詐或錯誤而導致重大錯誤陳述；選擇和應用適當的會計政策；及按情況作出合理的會計估計。

### 核數師的責任

本核數師行的責任是根據我們的審核而對該等綜合財務報告作出意見，並僅向整體股東報告。除此以外，本核數師行的報告書不可用作其他用途。本核數師行概不就本報告書的內容，對其他任何人士負責或承擔法律責任。本核數師行已根據香港會計師公會頒佈的香港核數準則進行審核。該等準則要求本核數師行遵守道德規範，並規劃及實行審核，以合理確定該等綜合財務報告是否不會有任何重大錯誤陳述。





## Auditor's Responsibility – continued

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30 June 2007 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards 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

21 September 2007

## 核數師的責任 – 續

審核涉及執行程序以獲取有關綜合財務報告所載金額及披露資料的審核憑證。所選定的程序取決於核數師之判斷，包括評估因欺詐或錯誤而導致綜合財務報告存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公正地列報綜合財務報告相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。審核亦包括評估董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評估綜合財務報告的整體列報方式。

本核數師行相信，我們所獲得的審核憑證充足和適當地為本核數師行的審核意見提供基礎。

## 意見

本行認為綜合財務報告已根據香港財務報告準則真實及公平地反映 貴集團於二零零七年六月三十日之財務狀況及截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零零七年九月二十一日





# Consolidated Income Statement 綜合損益表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		NOTES 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Turnover	營業額	5	6,351	8,015
Other income	其他收入	6	246	123
Acquired technology expensed	購入技術支出		(858)	(825)
General and administrative expenses	一般及行政費用		(2,219)	(2,326)
Depreciation and amortisation	折舊及攤銷		(3)	(488)
Impairment loss recognised in respect of interest in an associate and amount due from an associate	就一間聯營公司之權益及應收款項所確認之減值虧損		(312)	-
Marketing and promotion expenses	市場推廣費用		(283)	(456)
Staff costs	僱員成本		(2,934)	(2,681)
(Loss) profit before taxation	除稅前(虧損)溢利		(12)	1,362
Taxation	稅項	8	-	-
(Loss) profit for the year attributable to equity holders of the Company	本公司股本權益持有人應佔年度(虧損)溢利	9	(12)	1,362
(Loss) earnings per share – basic	每股(虧損)盈利—基本	10	HK(0.01)cents 港仙	HK0.91 cents 港仙





# Consolidated Balance Sheet

# 綜合資產負債表

At 30 June 2007 於二零零七年六月三十日

		NOTES 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	24	-
Interest in an associate	於聯營公司之權益	12	-	31
			24	31
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	應收貿易及其他款項	13	2,841	4,174
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	14	-	84
Amount due from an associate	應收一間聯營公司之款項		-	281
Deposits, bank balances and cash	存款、銀行結餘及現金	15	17,048	14,964
			19,889	19,503
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	應付其他款項		977	605
Amount due to a fellow subsidiary	應付一間同系附屬公司之款項	14	19	-
			996	605
Net current assets	流動資產淨額		18,893	18,898
Net assets	資產淨額		18,917	18,929
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	16	15,000	15,000
Reserves	儲備		3,917	3,929
Equity attributable to equity holders of the Company	本公司股本權益持有人應佔權益		18,917	18,929

The consolidated financial statements on pages 25 to 48 were approved and authorised for issue by the Board of Directors on 21 September 2007 and are signed on its behalf by:

第25頁至第48頁所載之綜合財務報告已於二零零七年九月二十一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





# Consolidated Statement of Changes in Equity

# 綜合股本權益變動表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		Attributable to equity holders of the Company 本公司股本權益持有人應佔				
		Share capital 股本 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
At 1 July 2005	於二零零五年七月一日	15,000	7,540	8,461	(13,434)	17,567
Profit for the year and total recognised income	本年度溢利及已確認 收入總額	-	-	-	1,362	1,362
At 30 June 2006	於二零零六年六月三十日	15,000	7,540	8,461	(12,072)	18,929
Loss for the year and total recognised expense	本年度虧損及已確認 開支總額	-	-	-	(12)	(12)
At 30 June 2007	於二零零七年六月三十日	15,000	7,540	8,461	(12,084)	18,917

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition, arisen from a group reorganisation in March 2000.

資本儲備指於二零零零年三月之集團重組本公司所發行股本面值與附屬公司可分割淨資產於收購日所釐訂之公平價值兩者之差額。





# Consolidated Cash Flow Statement

# 綜合現金流動表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Operating activities	經營業務		
(Loss) profit before taxation	除稅前(虧損)溢利	(12)	1,362
Adjustments for:	調整:		
Interest income	利息收入	(244)	(121)
Impairment loss recognised in respect of interest in an associate and amount due from an associate	就一間聯營公司之權益及應收款項所確認之減值虧損	312	-
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	3	1
Amortisation of development costs for systems and networks	系統及網絡開發成本之攤銷	-	487
Operating cash flows before movements in working capital	營運資金變動前之經營業務現金流量	59	1,729
Decrease in trade and other receivables	應收貿易及其他款項之減少	1,333	4,052
Decrease (increase) in amount due from a fellow subsidiary	應收一間同系附屬公司款項之減少(增加)	84	(8)
Increase (decrease) in other payables	應付其他款項之增加(減少)	372	(84)
Increase in amount due to a fellow subsidiary	應付一間同系附屬公司款項之增加	19	-
Net cash from operating activities	經營業務所得之現金淨額	1,867	5,689
Investing activities	投資活動		
Interest received	已收利息	244	121
Purchases of property, plant and equipment	購置物業、廠房及設備	(27)	-
Net cash from investing activities	投資活動所得之現金淨額	217	121
Net increase in cash and cash equivalents	現金及現金等額之增加淨額	2,084	5,810
Cash and cash equivalents at beginning of the year	年初之現金及現金等額	14,964	9,154
Cash and cash equivalents at end of the year	年結之現金及現金等額	17,048	14,964
Represented by:	包括:		
Deposits, bank balances and cash	存款、銀行結餘及現金	17,048	14,964





## 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 addresses of the registered office and principal place of business of the Company are disclosed in the Corporation Information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of its subsidiaries and associate are set out in notes 22 and 12 respectively.

## 2. Application of Hong Kong Financial Reporting Standards

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (the “HKFRSs”), Hong Kong Accounting Standards (the “HKASs”) and Interpretations (hereinafter collectively referred to as “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are effective for accounting periods beginning on or after 1 July 2006.

The adoption of the new HKFRSs has had no material effect on how the results of the Group are prepared and presented for the current and prior accounting years. Accordingly, no prior year adjustment has been required.

The Group has not early adopted the following new standards, amendments and interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendments or interpretations will have no material impact on the results and financial positions of the Group.

## 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。本公司註冊辦事處及主要營業地點之地址已於年報內企業資信一節中披露。

綜合財務報告乃以港元呈示，而港元亦為本公司之功能貨幣。

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 22 及 12。

## 2. 採納香港財務報告準則

於本年度，本集團首次應用由香港會計師公會（「香港會計師公會」）頒佈的多項新訂香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（以下統稱「新訂香港財務報告準則」）。新訂香港財務報告準則於二零零六年七月一日或之後開始的會計年度期間起生效。

採納新訂香港財務報告準則對現有或過往會計年度本集團業績的編製及呈列方式並無重大影響。因此，無需作出過往年度調整。

本集團並無提早採納以下已經頒佈但尚未生效的新準則、修訂及詮釋。本公司董事預期，採納此等新準則、修訂或詮釋不會對本集團的業績及財務狀況構成重大影響。





## 2. Application of Hong Kong Financial Reporting Standards – continued

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKAS 23 (revised)	Borrowing costs <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>
HKFRS 8	Operating segments <sup>2</sup>
HK(IFRIC) – Int 10	Interim financial reporting and impairment <sup>3</sup>
HK(IFRIC) – Int 11	HKFRS 2 – Group and treasury share transactions <sup>4</sup>
HK(IFRIC) – Int 12	Service concession arrangements <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2009.

<sup>3</sup> Effective for annual periods beginning on or after 1 November 2006.

<sup>4</sup> Effective for annual periods beginning on or after 1 March 2007.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2008.

## 3. Significant Accounting Policies

The consolidated financial statements have been prepared on the historical cost basis and in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and the Hong Kong Companies Ordinance. 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.

## 2. 採納香港財務報告準則 – 續

香港會計準則第1號 (修訂本)	資本披露 <sup>1</sup>
香港會計準則第23號 (修訂本)	借貸成本 <sup>2</sup>
香港財務報告準則 第7號	金融工具：披露 <sup>1</sup>
香港財務報告準則 第8號	業務分類 <sup>2</sup>
香港(國際財務報告 詮釋委員會) – 詮釋10	中期財務報告及減值 <sup>3</sup>
香港(國際財務報告 詮釋委員會) – 詮釋11	香港財務報告準則第2號 – 集團及庫存股份交易 <sup>4</sup>
香港(國際財務報告 詮釋委員會) – 詮釋12	服務特許權安排 <sup>5</sup>

<sup>1</sup> 於二零零七年一月一日或以後開始的年度期間生效。

<sup>2</sup> 於二零零九年一月一日或以後開始的年度期間生效。

<sup>3</sup> 於二零零六年十一月一日或以後開始的年度期間生效。

<sup>4</sup> 於二零零七年三月一日或以後開始的年度期間生效。

<sup>5</sup> 於二零零八年一月一日或以後開始的年度期間生效。

## 3. 主要會計政策

綜合財務報告乃根據歷史成本基準及按香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報告亦載入聯交所創業板證券上市規則及香港公司條例所規定之適用披露資料。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，或結算至出售生效日期止(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。







### 3. Significant Accounting Policies – continued Interest in an Associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associate is incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

When a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

#### Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

Service income is recognised when the services are rendered.

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

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

### 3. 主要會計政策 – 續 於聯營公司之投資

聯營公司指本集團對其有重大影響力之實體，且不屬於附屬公司或於合資公司之權益。重大影響力指有權參與投資對象之財務及經營政策決策，但並無控制或共同控制該等政策。

於聯營公司業績及資產與負債乃以權益會計法計入綜合財務報告內。根據該權益法，於聯營公司之投資乃按成本另就本集團攤佔聯營公司之損益及權益變動於收購後之變動調整，減任何已識別減值虧損列於綜合資產負債表。當本集團攤佔聯營公司之虧損等同或超過其於該聯營公司之權益（包括實質構成本集團於該聯營公司投資淨額一部份之長期權益），本集團不再確認其攤佔之進一步虧損。額外攤佔虧損會提撥準備及確認為負債，惟僅以本集團已招致之法定或推定責任或已代表該聯營公司支付之款項為限。

當集團個體與本集團之聯營公司進行交易，損益會互相抵銷，數額以本集團於有關聯營公司之權益為限。

#### 收入之確認

收益按已收或應收代價之公平值計量，即相當於日常業務中提供服務之應收款項減去折扣及銷售相關稅項後之金額。

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。

金融資產之利息收入乃按時間基準，根據未償還本金額及適用之實際利率（即於金融資產預計有效年期內將估計未來現金收款貼現至該資產之淨賬面值之比率）計算而定。





### 3. Significant Accounting Policies – continued Property, Plant and Equipment

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

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

Computer system and equipment	20% – 33 <sup>1</sup> / <sub>3</sub> %
Furniture and fixtures	20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

#### Financial Instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the profit or loss.

#### Financial Assets

The Group's financial assets are classified as loans and receivables. The accounting policies adopted are set out below.

### 3. 主要會計政策 – 續 物業、廠房及設備

物業、廠房及設備乃按成本值減除折舊及任何累計減值虧損後列賬。

物業、廠房及設備之成本值以直線法折舊，按其估計可使用年期及在已考慮其估計剩餘價值後並按以下年率予以撇銷：

電腦系統及設備	20% – 33 <sup>1</sup> / <sub>3</sub> %
傢俬及裝置	20%

物業、廠房及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時解除確認。解除確認資產之任何損益(按出售所得款項淨額與該項目之賬面值之差額計算)在項目解除確認之年度計入綜合損益表。

#### 金融工具

當集團個體成為工具合約條款的一方時，會在綜合資產負債表上確認金融資產及金融負債。金融資產和金融負債在初始確認時會以公平值進行計量。直接歸屬於購置或發行金融資產及金融負債(按公平值計入損益之金融資產及金融負債除外)之交易費用在初始確認時計入或扣自各金融資產或金融負債(視何者適用而定)之公平值。直接歸屬於購置按公平值計入損益之金融資產或金融負債之交易費用立即在損益中確認。

#### 金融資產

本集團之金融資產分類為貸款及應收款項，所採納之會計政策載列如下。





### 3. Significant Accounting Policies – continued

#### Financial Instruments – continued

#### Financial Assets – continued

#### Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables and deposits, bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in the profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

#### Financial Liabilities and Equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

#### Financial Liabilities

Financial liabilities including other payables and amount due to a fellow subsidiary are subsequently measured at amortised cost, using the effective interest rate method.

#### Equity Instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

#### 金融資產 – 續

#### 貸款及應收款項

貸款及應收款項指並非於活躍市場報價而具有固定或可確定付款之非衍生金融資產。於初步確認後之各個結算日，貸款及應收款項(包括應收貿易及其他款項，以及存款、銀行結餘及現金)乃利用實際利息法按攤銷成本扣除任何已確定減值虧損列賬。減值虧損在有客觀證據顯示資產出現減值時在損益確認，並按該項資產賬面值及以原有實際利率折現所得估計未來現金流量現值之差額計算。當該項資產之可收回金額增加可客觀地與該項減值獲確認後出現之事件關連，則減值虧損可於其後期間撥回，惟於減值日期該項資產所撥回賬面值不得超出倘該項減值未獲確認本應出現之攤銷成本。

#### 金融負債及權益

集團個體發行的金融負債及權益工具根據所訂立之合約安排之實質內容以及金融負債及權益工具之定義分類。

權益工具指能證明擁有本集團資產在減除其所有負債後之剩餘權益之任何合約。就金融負債及權益工具採納之會計政策載於下文。

#### 金融負債

金融負債包括應付其他款項及應付一間同系附屬公司之款項，乃其後運用實際利率法以攤銷成本計量。

#### 權益工具

本公司發行之權益工具乃按實得款項(扣除直接發行成本)入賬。





### 3. Significant Accounting Policies – continued Financial Instruments – continued

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership and control of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's consolidated balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

#### 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 the profit as reported in the consolidated 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 consolidated 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 the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

### 3. 主要會計政策 – 續 金融工具 – 續

#### 解除確認

當從資產收取現金流之權利屆滿時，或金融資產已轉讓而本集團已大致轉移金融資產之所有權及控制權所附帶之全部風險及報酬後，即會解除確認該項金融資產。一旦解除確認金融資產，資產賬面值與所收代價及已直接在權益中確認之累計損益總和兩者之差額會在損益中確認。

當金融負債消除時（即有關合約中規定之義務解除、取消或到期時），會將該項金融負債從本集團之綜合資產負債表內剔除。解除確認之金融負債之賬面值與已付或應付代價之間之差額會在損益中確認。

#### 稅項

稅項支出指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表中所報溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括損益表內永不用課稅及永不獲減免之項目。

遞延稅項指預期就綜合財務報告內資產及負債賬面值及用以計算應課稅溢利所用之相應稅基之差額須支付或可收回之稅項，並以資產負債表負債法處理。遞延稅項負債一般就所有應課稅臨時差額確認，而遞延稅項資產亦會被確認，直至應課稅溢利可用作抵銷可扣稅臨時差額。若於一項交易中初次確認之資產及負債而引致之臨時差異既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。





### 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 realised. Deferred tax is charged or credited to the consolidated 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.

#### Foreign Currencies

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in the profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange difference are also recognised directly in equity.

#### Retirement Benefit Costs

Payments to the defined contribution retirement schemes are charged as expense when employees have rendered service entitling them to contributions.

### 3. 主要會計政策 – 續

#### 稅項 – 續

遞延稅項資產之賬面值於每個結算日作檢討，並扣減直至再無可能有足夠應課稅溢利復完全或部分資產價值。

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算。遞延稅項於損益表中扣除或計入損益表，惟倘遞延稅項直接在權益中扣除或計入權益之情況（在此情況下遞延稅項亦會於權益中處理）除外。

#### 減值

於每個結算日，本集團檢討其資產之賬面值以決定是否有任何顯示該等資產受到減值虧損。若某資產之可收回金額估計少於其賬面值，該資產賬面值減至其可收回金額。減值虧損隨即確認為開支。

當減值虧損其後撥回，該資產之賬面值會增至其可收回金額之修訂估計值，惟賬面值之增加不會超過假若該資產過往年度並無作出減值確認而釐定之賬面值。減值虧損之撥回數額隨即確認為收入。

#### 外幣

結算及換算貨幣項目時所產生的匯兌差額會計入期間的盈虧。換算非貨幣項目時所產生的匯兌差額會按公平值計入期間的盈虧，惟換算有關盈虧直接在權益確認之非貨幣項目時所產生的匯兌差額除外，在此情況下，有關匯兌差額亦會直接在權益確認。

#### 退休福利成本

定額供款退休計劃之款項於員工提供之服務令其合資格享有供款時作為開支扣除。





## 4. Financial Risk Management Objectives and Policies

The Group's major financial instruments include trade and other receivables, deposits, bank balances and cash and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### Credit Risk

The Group's financial assets are trade and other receivables, and deposits, bank balances and cash, the carrying amounts of those assets stated in the consolidated balance sheet represent the Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 30 June 2007 in relation to financial assets.

In order to minimise the credit risk in relation to trade receivables, the management of the Group will only advance credit to customers with good credit history. In addition, the management reviews the recoverable amount of each individual debt at each balance sheet date, taking into account of future discounted cash flows, to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Credit risk is concentrated to a small number of debtors. However management considers, based on the good credit history and the long term business relationship with the debtors, there are no significant credit risks.

## 4. 財務風險管理目標及政策

本集團的主要財務工具包括應收貿易及其他款項、存款、銀行結餘及現金及應付其他款項。該等財務工具詳情於相關附註披露。有關該等財務工具附帶的風險及減低該等風險的政策載於下文。管理層管理及監察該等風險，確保能按時及有效採取相應措施。

### 信貸風險

本集團之財務資產為應收貿易及其他款項、存款、銀行結餘及現金，綜合資產負債表所列該等資產之賬面值代表本集團就財務資產而言，若合約對方於二零零七年六月三十日未有履行責任而面對之最大信貸風險。

為了降低有關應收貿易款項之信貸風險，本集團管理層僅向具有良好信貸記錄之客戶給予信貸期。此外，管理層亦於每個結算日檢討各項個別交易債務之可收回金額（計及未來貼現現金流量），以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅減少。

信貸風險集中於少數顧客，惟管理層認為基於債務人良好的信譽及與債務人的長期業務關係，本集團並無重大信貸風險。





## 5. 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.

## 5. 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。

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Provision of secured electronic payment processing platform	提供安全電子付款程序平台服務	5,181	4,864
Provision of software licensing services	提供軟件特許服務	1,170	3,151
		<b>6,351</b>	<b>8,015</b>

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

於兩個年度並無呈列業務分類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。

## 6. Other Income

Included in other income is interest income of HK\$244,000 (2006: HK\$121,000).

## 6. 其他收入

其他收入包括利息收入 244,000 港元(二零零六年：121,000 港元)。





## 7. Directors' Emoluments and Employees' Emoluments

### Directors' Emoluments

Year ended 30 June 2007

## 7. 董事酬金及僱員酬金

### 董事酬金

截至二零零七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	-	1,092	12	1,104
Name of non-executive directors	非執行董事名稱				
Leo Kan Kin Leung	簡堅良	10	18	-	28
Lai Yat Kwong	黎日光	10	18	-	28
Francis Gilbert Knight	Francis Gilbert Knight	10	50	-	60
Ho Yiu Ming	何耀明	10	34	-	44
Shao Xiang Ming	邵向明	10	24	-	34
		50	1,470	24	1,544

Year ended 30 June 2006

截至二零零六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	-	1,028	12	1,040
Name of non-executive directors	非執行董事名稱				
Leo Kan Kin Leung	簡堅良	10	18	-	28
Lai Yat Kwong	黎日光	10	18	-	28
Francis Gilbert Knight	Francis Gilbert Knight	10	50	-	60
Ho Yiu Ming	何耀明	10	34	-	44
Shao Xiang Ming	邵向明	10	24	-	34
		50	1,406	24	1,480





**7. Directors' Emoluments and Employees'****Emoluments** – *continued***Employees' Emoluments**

During both years, the five highest paid individuals include one (2006: one) director whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining four (2006: four) individuals were as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,081	1,002
Retirement benefits scheme contributions	退休福利計劃供款	42	38
		<b>1,123</b>	1,040

**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(二零零六年：一名)董事，其酬金已分析呈列如上，支付其餘四名(二零零六年：四名)人士之酬金總額詳情如下：

		Number of employees 僱員人數	
		2007 二零零七年	2006 二零零六年
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	零 – 1,000,000 港元	4	4



## 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 (loss) profit per the consolidated income statement as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
(Loss) profit before taxation	稅前(虧損)溢利	(12)	1,362
Tax at Hong Kong Profits Tax rate of 17.5% (2006: 17.5%)	按香港利得稅率 17.5% (二零零六年: 17.5%) 計算之稅項	(2)	238
Tax effect of expenses not deductible for tax purposes	不獲稅項減免支出之稅務影響	190	83
Tax effect of income not taxable for tax purposes	免稅收入之稅務影響	(43)	(21)
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	(223)	(337)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	80	36
Others	其他	(2)	1
Taxation for the year	年度稅項	-	-

## 8. 稅項

由於兩個年度之估計應課稅溢利已全數被其累計稅務虧損抵銷，因此並無就香港利得稅作出撥備。

年度稅項與載於綜合損益表之(虧損)溢利對賬如下:

## 9. (Loss) Profit for the Year

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
(Loss) profit for the year has been arrived at after charging:	本年度(虧損)溢利已扣除:		
Auditor's remuneration	核數師酬金	437	384
Amortisation of development costs for systems and networks	系統及網絡開發成本之攤銷	-	487
Depreciation of property, plant and equipment	物業、廠房與設備之折舊	3	1
Research and development costs, including staff costs of HK\$1,085,000 (2006: HK\$998,000)	研究及開發成本，包括員工成本 1,085,000 港元 (二零零六年: 998,000 港元)	2,063	1,943

## 9. 本年度(虧損)溢利



**10. (Loss) Earnings Per Share**

The calculation of the (loss) earnings per share is based on the loss for the year of HK\$12,000 (2006: profit of HK\$1,362,000) and on the number of 150,000,000 (2006: 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.

**10. 每股(虧損)盈利**

每股(虧損)盈利乃按本年度之虧損12,000港元(二零零六年: 盈利為1,362,000港元)及年內已發行股份150,000,000(二零零六年: 150,000,000)股計算。

由於並無具攤薄潛力之普通股, 故此並無呈列每股攤薄盈利。

**11. Property, Plant and Equipment****11. 物業、廠房及設備**

		<b>Computer system and equipment</b>	<b>Furniture and fixtures</b>	<b>Total</b>
		電腦系統及設備	傢俬及裝置	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>COST</b>	<b>成本</b>			
At 1 July 2005 and 30 June 2006	於二零零五年七月一日 及二零零六年六月三十日	733	6	739
Additions	添置	26	1	27
At 30 June 2007	於二零零七年六月三十日	759	7	766
<b>DEPRECIATION</b>	<b>折舊</b>			
At 1 July 2005	於二零零五年七月一日	733	5	738
Provided for the year	本年度撥備	-	1	1
At 30 June 2006	於二零零六年六月三十日	733	6	739
Provided for the year	本年度撥備	3	-	3
At 30 June 2007	於二零零七年六月三十日	736	6	742
<b>CARRYING VALUES</b>	<b>賬面值</b>			
At 30 June 2007	於二零零七年六月三十日	23	1	24
At 30 June 2006	於二零零六年六月三十日	-	-	-



## 12. Interest in an Associate

## 12. 於聯營公司之權益

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Unlisted investment at cost	非上市投資成本	31	31
Share of post acquisition profits	分佔收購後溢利	-	-
Impairment loss recognised	已確認之減值虧損	(31)	-
		-	31

Particulars of the Group's associate at 30 June 2007 are as follows:

本集團於二零零七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%	Provision of software consultation and the development of software systems. The business had not yet commenced during the year. 提供軟件諮詢服務及開發軟件系統。於年內該業務並未展開。

Impairment loss was recognised based on the estimated recoverable amount of the associate which was determined by projected discounted cash flows from the associate.

減值虧損乃根據聯營公司之估計可收回金額確認，而估計可收回金額乃根據該聯營公司之預測折現現金流量釐定。





## 13. Trade and Other Receivables

## 13. 應收貿易及其他款項

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade receivables (Note i)	應收貿易款項(附註i)	2,679	2,579
Other receivables (Note ii)	應收其他款項(附註ii)	162	1,595
		<b>2,841</b>	4,174

Notes:

- (i) The Group allows an average credit period ranging from 90 days to 120 days for its trade customers dependent on their credit worthiness, nature of services and condition of the market. The aging analysis of trade receivables at the balance sheet date is as follows:

附註：

- (i) 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平均介乎90日至120日之信貸期。於結算日之應收貿易款項賬齡分析如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
0 – 60 days	0至60日	1,728	2,251
61 – 120 days	61至120日	951	328
		<b>2,679</b>	2,579

The directors consider that the fair value of trade receivables at 30 June 2007 approximates its carrying amount.

董事認為，於二零零七年六月三十日應收貿易款項之公平值近似其賬面額。

- (ii) Included in the balance of 2006 was an amount of HK\$1,432,000 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 fully refunded during the year upon the termination of negotiation in respect of the investment project.

- (ii) 二零零六年之結餘包括為數1,432,000港元之可退還訂金餘額，該等訂金乃關於一項與一名獨立第三方經營互聯網之潛在投資項目，該等訂金於年內就該投資項目終止進行磋商後已獲全數退還。



#### 14. Amount Due to/from a Fellow Subsidiary

The amount is unsecured, non-interest bearing and is repayable on demand. The fair value of the amount approximates its carrying amount.

#### 15. Deposits, Bank Balances and Cash

The Group's deposits, bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

#### 14. 應付／應收一間同系附屬公司之款項

該款項乃無抵押、不付息且須於要求時償還。該款項之公平值近似其賬面額。

#### 15. 存款、銀行結餘及現金

以有關集團實體功能貨幣以外之貨幣計值之本集團之存款、銀行結餘及現金載列如下：

		US dollars 美元 HK\$'000 千港元
As at 30 June 2007	於二零零七年六月三十日	-
As at 30 June 2006	於二零零六年六月三十日	13,262

The deposits, bank balances and cash comprise short-term deposits with maturity of three months or less and cash held by the Group. As at 30 June 2007, the deposits carried interest at an average rate of 3% (2006: 1%). The directors consider that the fair value of deposits, bank balances and cash at 30 June 2007 approximates its carrying amount.

存款、銀行結餘及現金包括本集團持有之三個月內到期之短期存款及現金。於二零零七年六月三十日，存款之平均利率為3厘(二零零六年：1厘)計息。董事認為，於二零零七年六月三十日，存款、銀行結餘及現金之公平值近似其賬面額。





## 16. Share Capital

## 16. 股本

		2007 & 2006 二零零七年及 二零零六年 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。

## 17. 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. 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.

## 17. 購股權計劃

於二零零二年十一月二十九日，本公司採納一項購股權計劃（「計劃」）。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，董事可向本集團任何合資格人士，包括涉及本公司、其附屬公司或聯繫公司之業務、營運、管理、技術、法律、會計及財務事宜之董事、僱員、顧問、諮詢人，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及本集團之客戶及供應商授予購股權，讓彼等認購本公司之股份。所授出之購股權可於授出日期起計最多十年內行使，而接納日期不得遲於要約日期後 21 日。



### 17. Share Option Scheme – continued

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, amounting to 15,000,000 shares. 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 has been granted by the Company since its adoption.

### 18. Unrecognised Deferred Taxation

At the balance sheet date, the Group has unused tax losses of approximately HK\$11,435,000 (2006: HK\$12,251,000) 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.

### 19. Capital Commitments

Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks authorised but not contracted for	購置物業、廠房及設備與系統及網絡開發之已授權但未訂約資本開支
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### 17. 購股權計劃 – 續

計劃下之購股權股份之行使價(可按該計劃訂明予以調整)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;或(iii)緊接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之已發行股本10%，達15,000,000股股份。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於任何時間內之已發行股本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於任何時間內之已發行股份數目之1%。本公司自採納計劃以來並無根據計劃授予購股權。

### 18. 未確認遞延稅項

於結算日，本集團未動用之稅項虧損約為11,435,000港元(二零零六年：12,251,000港元)，可供抵銷未來溢利。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。

### 19. 資本承擔

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks authorised but not contracted for	購置物業、廠房及設備與系統及網絡開發之已授權但未訂約資本開支	500	500







## 20. 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 amounted to approximately HK\$73,000 (2006: HK\$70,000).

## 21. Related Party Disclosures

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Annual fee and technical fee received from fellow subsidiaries	自一間同系附屬公司收取之年費及技術費	182	474
Administration fees paid to Champion	支付予冠軍之行政費用	522	480

The key management personnel are the executive directors of the Company. The details of the remuneration paid to them are set out in note 7.

## 20. 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，已於綜合損益表內扣除。

於年內，退休福利計劃供款為73,000港元(二零零六年：70,000港元)。

## 21. 關連人士披露

年內，本集團曾與關連人士進行下列交易：

主要管理人員為本公司之執行董事。支付予彼等之薪酬載列於附註7。





## 22. Subsidiaries

Details of the Company's subsidiaries, all of which are held directly by the Company at 30 June 2007, are as follows:

Name of subsidiary	Place of incorporation	Issued and fully paid share capital 已發行及繳足股本	Attributable equity interest of the Group 本集團應佔權益	Principal activity
附屬公司名稱	註冊成立地點			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 英屬處女群島	US\$1 1美元	100%	Provision of an e-Commerce platform for payment process for global business 為全球公司提供電子商貿平台
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
Honest (Macao Commercial Offshore) Limited 至誠(澳門離岸商業服務)有限公司	Macau 澳門	MOP100,000 100,000澳門幣	100%	Provision of consulting services, data processing and selling activities 提供諮詢服務、數據處理及銷售活動
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.

## 22. 附屬公司

以下為本公司於二零零七年六月三十日各附屬公司之公司詳細資料，彼等均由本公司直接持有：

於本年度結束時及於年內任何時間，各附屬公司概無任何未償還之債務證券。





# FINANCIAL SUMMARY 財務摘要

		Year ended 30 June 截至六月三十日止年度				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 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	2003 二零零三年 HK\$'000 千港元
RESULTS	業績					
Turnover	營業額	6,351	8,015	8,724	8,492	9,642
Other income	其他收入	246	123	34	36	36
Acquired technology expensed	購入技術支出	(858)	(825)	(1,699)	(962)	(2,808)
General and administrative expenses and depreciation and amortisation	一般及行政費用以及折舊與攤銷	(2,222)	(2,814)	(2,420)	(2,667)	(2,362)
Impairment loss recognised in respect of interest in an associate and amount due from an associate	就一間聯營公司之權益及應收款項所確認之減值虧損	(312)	-	-	-	-
Marketing and promotion expenses	市場推廣費用	(283)	(456)	(1,209)	(2,505)	(1,697)
Staff costs	僱員成本	(2,934)	(2,681)	(2,190)	(2,151)	(2,669)
(Loss) profit for the year	本年度(虧損)溢利	(12)	1,362	1,240	243	142

		At 30 June 於六月三十日				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 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	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	24	31	519	1,142	1,810
Current assets	流動資產	19,889	19,503	17,737	15,863	14,795
Current liabilities	流動負債	(996)	(605)	(689)	(678)	(521)
		18,917	18,929	17,567	16,327	16,084



## 執行董事

簡文樂 (主席)  
夏淑玲 (行政總裁)  
黃玉龍

## 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

## 註冊辦事處

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 營運中心

澳門  
新口岸北京街244-246號  
澳門金融中心  
17樓D座

## 香港區域辦事處

香港中環  
康樂廣場8號  
交易廣場1期1702室

## 主要往來銀行

中國銀行  
澳門星展銀行  
澳門滙豐銀行  
澳門渣打銀行

## 核數師

德勤·關黃陳方會計師行  
執業會計師  
香港  
金鐘道88號  
太古廣場1座35樓

## 主要股份過戶登記處

The Harbour Trust Co. Ltd.  
One Capital Place  
PO Box 897  
Grand Cayman KY1-1103  
Cayman Islands

## 股份過戶登記香港分處

卓佳秘書商務有限公司  
(前稱「秘書商業服務有限公司」)  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 企業網址

<http://www.digitalhongkong.com>

## 創業板股票編號

8007





致各位股東：

本人欣然呈報數碼香港（「數碼香港」或「本公司」）及其附屬公司（合稱「本集團」）截至二零零七年六月三十日止年度之年報。

### 財務摘要

截至二零零七年六月三十日止年度，集團之財務摘要如下：

- 營業額為6,351,000港元，去年之比較數字為8,015,000港元
- 回顧年度虧損為12,000港元，去年之比較數字為溢利1,362,000港元
- 撇除與投資項目相關之減值及開發成本之影響，集團溢利為1,158,000港元

集團之財務狀況保持穩健，並無銀行借貸。





### 業務回顧

在回顧年度內，集團之電子商貿業務保持穩定。然而，資信科技市場競爭持續激烈，對價格造成壓力。集團定位為卓越之解決方案供應商，故策略上繼續專注於高邊際利潤之特設解決方案。同時，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。

### 策略性投資

為配合集團以開發創新行業，例如康健護理及相關資信科技服務，作日後發展方向，數碼香港正繼續在康健護理科技及生物資信行業中物色業務夥伴及合作機會，同時該等創新行業亦令集團的資信科技及電子商貿方案專長得以發揮，達到互補互利作用。集團較早前對一項康健護理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，目標為以創新方式促進康復療法及治療。鑑於康健護理行業對先進的套裝軟件需求強勁，該投資項目預期能為集團與迅速興起之康健護理行業建立更為緊密之業務聯繫。

於二零零七年四月，集團宣佈夥拍一英國康健科技集團，於香港及國內開發及推出數碼遙距康健醫療服務；透過利用電子器材為病人作遙距診斷及進行病情監控，從而提升對病人的醫療照顧質素及令病床資源的運用達到更佳的成本效益。該項目的模擬系統於本年八月在香港進行測試。

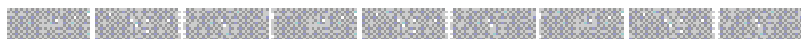
### 展望

數碼香港通過不斷調整其營運及管理策略，得以順利適應瞬息萬變及高度競爭之資信科技市場。集團將繼續審慎理財，一方面控制開支，另一方面則對具潛力之項目或業務作出適當之投資，從而為本集團及本公司股東創造價值。全球對康健服務之需求上升，加上各界對信息醫藥之認同，創造了龐大市場及無限商機。董事就集團從事生命科學及信息醫藥之投資保持樂觀的態度，並認為該等投資將可帶來理想回報。

本集團之財務狀況穩健，有利集團繼續保持動力，靈活進行投資，從而引入配合集團業務發展之項目，進一步拓闊收入基礎，創造穩定的流動資金。

主席  
簡文樂

二零零七年九月二十一日





### 業務回顧

在回顧年度內，集團之主要焦點為繼續從事各項與電子商貿解決方案相關之業務，及進行策略性投資。集團之主要收入來自為客戶就電子商貿整合及特設應用項目提供組成方案及技術顧問服務。

期間，由於市場競爭激烈以及爭相競價，本集團在推展業務目標時，經已採取審慎態度。於添置新系統網絡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。

為拓展來自電子商貿解決方案及外判服務以外的收入，集團已訂下以康健護理及相關資信科技服務為未來發展之方向。本集團較早前投資於一項康健護理項目，主要透過提供顧問服務及開發軟件套裝，從而在康復療法及治療方面提升科學知識。回顧年度內，該項目表現未能達到其財務指標，有關項目需要更多時間進行研究及提升其科技及方案。管理層將會繼續觀察集團內投資組合之進度，需要時作出相應行為，以配合市場環境之變化。

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，合作開研康健護理範疇之其他項目。於二零零七年四月，集團宣佈夥拍一英國康健科技集團，於香港及國內開發及推出數碼遙距康健醫療服務；透過利用電子器材為病人作遙距診斷及進行

病情監控，從而提升對病人的醫療照顧質素及令病床資源的運用達到更佳的成本效益。八月期間，模擬系統在香港進行測試。系統開發工作持續進行，現正探索推廣有關服務的適當途徑。

### 全年業績

於回顧年度內，本集團錄得營業額**6,351,000**港元，輕微虧損**12,000**港元，去年之比較數字分別為營業額**8,015,000**港元及溢利**1,362,000**港元。於截至二零零七年六月三十日止季度，本集團之營業額及溢利則分別為**1,376,000**港元及**32,000**港元。本年度之每股虧損為**0.01**港仙，去年之比較數字為每股盈利**0.91**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

本年度之營業額較去年有所下降，反映集團於資信科技行業競爭激烈以及爭相競價下，繼續集中於具高邊際利潤之電子商貿特設解決方案。儘管成本因經濟持續增長而趨勢普遍上升，整體經營成本仍維持於**6,609,000**港元，與去年相約，反映管理層一直致力在競爭激烈之市場環境中提升集團營運效率。撇除合共**1,170,000**港元與投資項目相關之減值及開發成本之影響，集團於截至二零零七年六月三十日止年度內錄得溢利**1,158,000**港元。

本集團之財務狀況保持穩健，週轉流暢，並無任何銀行借貸。





### 現金流動性及財務資源

於二零零七年六月三十日，本公司股本權益持有人應佔權益約為18,917,000港元；而流動資產則約為19,889,000港元，當中約有17,048,000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996,000港元，主要為日常營運之應付其他款項。

於二零零七年六月三十日，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。於二零零七年六月三十日，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18,893,000港元，財政週轉流暢。按本集團總貸款額及權益計算，本集團之貸款權益比率為零。

按照現行之業務計劃，集團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。

在回顧期內，本集團並無購入或出售任何附屬公司或關連公司。

### 資本承擔

於二零零七年六月三十日，本集團已授權但仍未簽署合約之資本承擔為500,000港元(二零零六年：500,000港元)。該等資本承擔乃預留作購入物業、廠房與設備、以及開發系統及網絡之用。

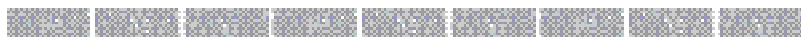
### 外匯兌換風險

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。

### 人力資源及薪酬政策

於回顧年度內，本集團僱用11名全職僱員。期內之僱員成本為2,934,000港元(二零零六年：2,681,000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、與表現相關之獎金、購股權、強制性公積金，以及其他福利。

本公司已成立人力資源及薪酬委員會。在釐定董事的薪酬組合時，委員會將考慮之因素包括本公司之經營業績、個人表現、可茲比較公司所支付的薪酬、董事所付出的時間及其職責、僱用條件及是否按表現釐定薪酬等。







### 執行董事

**簡文樂**，六十歲，本公司主席，負責數碼香港的宏觀計劃與發展。彼亦為於香港聯合交易所有限公司（「聯交所」）主板上市之冠軍科技集團有限公司（「冠軍科技」）及看通集團有限公司（「看通」）之主席及執行董事，冠軍科技為本公司控股公司，看通則為本公司同系附屬公司。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三十九年經驗，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，將其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，彼曾任亞洲電腦有限公司之總經理，該公司為一家由英國大東電報局、匯豐銀行、怡和及 Barclays 合營之電腦服務公司。

彼曾獲授不同之本地及國際工業及企業家獎，亦獲外國政府頒授勳章，其中包括青年工業家獎(1992)、香港商業成就獎之傑出企業獎(1993)、總督工業獎(1989)、美國北維珍尼亞大學 (UNVA) 人文科學榮譽博士(2005)、中國文化研究院榮譽院士(2005)、英女王授予英帝國司令勳章(CBE) (2006)、意大利總理普羅迪頒發意大利仁惠之星司令勳章(Commendatore dell' Ordine della Stella della Solidarieta Italiana) (2006)、香港特別行政區政府委任為太平紳士(2006)、以及法國政府頒發法國榮譽騎士級勳章(Chevalier de l' Ordre de la Legion d' Honneur) (2007)。

在公職方面，他曾先後兩次參與聯交所之公司管治工作小組（於一九九四年至一九九五年及於一九九九年至二零零零年），亦曾為創業板上市委員會成員（於一九九九年至二零零三年）。彼目前為連任四屆之香港資訊科技業協會主席、香港資訊科技聯盟主席、香港貿易發展局資訊及通訊科技服務業諮詢委員會主席、香港-英國商業合作協會資訊科技會主席、香港-匈牙利創新商務促進會召集人、香港工業總會委員會委員、及香港特別行政區行政長官選舉委員會（資訊科技界）委員。此外，彼亦為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。

**夏淑玲**，五十一歲，本公司行政總裁。彼於二零零零年加入本公司，負責監控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。在加入本集團以前，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。目前為香港工業總會理事及旗下香港資訊科技業協會副主席。彼亦為互聯網專業協會執委成員及旗下分組「創業基金及新業務發展」之共同主席、香港特別行政區政府教育統籌局之資訊科技及通訊行業培訓諮詢委員會成員、香港-匈牙利創新商務促進會之義務秘書、香港科技園公司之科培輔導計劃栽培對象之輔導顧問、及 Hong Kong Corporate Counsel Association 會員。

彼亦為冠軍科技及看通之非執行董事。

**黃玉龍**，六十三歲，本公司財務總監及合資格會計師，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。

### 非執行董事

**簡堅良**，五十一歲，自二零零五年一月起出任本公司非執行董事。彼為冠軍科技行政總裁及執行董事，以及看通非執行董事。彼為本集團主席簡文樂之胞弟。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。於二零零六年，彼完成英國牛津大學 Saïd Business School 之管理深造課程 (Oxford Advanced Management Programme)。

彼目前為香港資信科技聯盟屬下資信科技委員會主席、互聯網專業協會執委成員及旗下分組「創業基金及新業務發展」之共同主席、電訊管理局電訊標準諮詢委員會成員、以及香港工業總會跨越國際領域及跨國企業特別委員會成員。此外，彼亦為香港工業總會香港資訊科技業協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。





**黎日光**，五十八歲，自二零零五年一月起出任本公司非執行董事。彼為冠軍科技財務總監及執行董事，以及看通署理行政總裁、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，擁有逾三十五年之會計、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**，六十三歲，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，現時亦為分別於聯交所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**，七十七歲，自二零零零年三月起出任本集團獨立非執行董事，並於二零零零年二月獲委任為冠軍科技之獨立非執行董事。彼乃Asian Security and Investigation Services Limited之主席兼董事總經理，擁有逾二十年版保障、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**，四十六歲，自二零零四年三月起出任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。

### 公司秘書

**張美霞**，五十一歲，自二零零零年一月起擔任本集團公司秘書。彼為香港執業律師，亦為冠軍科技及看通之公司秘書。

### 高層管理人員

**簡文樂**，六十歲，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。彼於電腦及電信業累積逾三十九年經驗，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**，五十一歲，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。彼亦為本公司之行政總裁及執行董事。

**黃玉龍**，六十三歲，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**，三十五歲，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。彼現為香港無線電傳呼協會及香港資訊科技聯盟執行委員會成員，亦為電訊管理局電訊標準諮詢委員會代理成員。

