



2012 Annual Report 年報



TeleEye Holdings Limited 千里眼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8051

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EXECUTIVE DIRECTORS

Prof. CHAN Chok Ki
Dr. MA Chi Kit
Mr. HO Ka Ho

NON-EXECUTIVE DIRECTOR

Dr. CHAN Cheung Fat

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. YU Hon To, David
Prof. SIU Wan Chi
Prof. CHING Pak Chung, BBS

REGISTERED OFFICE

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Cayman Islands

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<http://www.TeleEye.es>
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<http://www.TeleEye.asia>
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執行董事

陳作基教授
馬志傑博士
何家豪先生

非執行董事

陳祥發博士

獨立非執行董事

俞漢度先生
蕭允治教授
程伯中教授，BBS

註冊辦事處

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Cayman Islands

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<http://www.TeleEye.com.bd>
<http://www.TeleEye.net.bd>
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<http://www.TeleEyeThailand.com>
<http://www.TeleEye.es>
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<http://www.CAMERIO.com>
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<http://www.千里眼.net>
<http://www.香港千里眼.com>
<http://www.香港千里眼.cn>

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Mr. CHOI Wai Yip

AUTHORISED REPRESENTATIVES

Prof. CHAN Chok Ki

Mr. HO Ka Ho

Mr. CHOI Wai Yip

COMPLIANCE OFFICER

Mr. HO Ka Ho

AUDIT COMMITTEE

Mr. YU Hon To, David

Prof. SIU Wan Chi

Prof. CHING Pak Chung, BBS

Dr. CHAN Cheung Fat

REMUNERATION COMMITTEE

Prof. SIU Wan Chi

Prof. CHING Pak Chung, BBS

Dr. CHAN Cheung Fat

NOMINATION COMMITTEE

Prof. SIU Wan Chi

Prof. CHING Pak Chung, BBS

Prof. CHAN Chok Ki

PRINCIPAL BANKER

Hang Seng Bank Limited

83 Des Voeux Road Central

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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Cayman Islands

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Tricor Tengis Limited

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AUDITORS

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

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合資格會計師及公司秘書

蔡偉業先生

授權代表

陳作基教授

何家豪先生

蔡偉業先生

監察主任

何家豪先生

審核委員會

俞漢度先生

蕭允治教授

程伯中教授，BBS

陳祥發博士

薪酬委員會

蕭允治教授

程伯中教授，BBS

陳祥發博士

提名委員會

蕭允治教授

程伯中教授，BBS

陳作基教授

主要往來銀行

恒生銀行有限公司

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主要股份過戶登記處

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Grand Cayman

Cayman Islands

香港股份過戶登記分處

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香港

灣仔

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中環

畢打街11號

置地廣場

告羅士打大廈

31字樓

Innovation is the key to success for a technology company. This is especially true in the fast developing video surveillance market where the popular analog video systems today will soon be replaced by the newly developed superior High Definition (“HD”) video systems, manufacturers are competing to become the technology leader.

I am delighted to announce that TeleEye after years of research has launched all the essential elements of the TeleEye HD video surveillance family products, namely, HD fixed cameras, HD speed dome cameras, HD video recording servers, HD video management application and HD video recording software for large scale redundancy recording application. With the complete lineup of HD products, the sales revenue in HD area grew healthily. Our development effect in this area will continue and more HD products will be launched in the coming year.

The global economic slowdown weakened the demand for video surveillance products worldwide. Corporate customers were delaying and reducing their spending on security products. The resulting intensive price competition exerted great pressure on our profit margin. Our sales revenue dropped in many overseas markets. On the other hand, the negative real interest rate, the introduction of minimum wage and shortage manpower and commercial space in Hong Kong drove up inflation and our expenses. As a result, we recorded a deficit in this financial year.

With our range of newly developed products, we are well positioned to capture new business opportunities when the economic situation improves. We will further improve our operation efficiency and provide better services to our customers. Meanwhile, we focus on growing the sales of new HD products by conducting intensive marketing and training programs through our sales channels. In view of the uncertainty of the global economy ahead, we will constantly review our financial situation and will consider strengthening it when necessary.

In this time of difficulty, I whole-heartedly thank our shareholders, business partners and the TeleEye team for their continual support.

Prof. Chan Chok Ki
Chairman and Chief Executive Officer

Hong Kong, 14 September 2012

創新是科技公司取得成功的關鍵，特別是處身於瞬息萬變的視像監控產品市場中，現今流行的類比視像系統很快會被新開發而更優勝的高清（「高清」）視像系統取代，各製造商爭相成為龍頭科技公司。

本人欣然宣佈，經過多年研究，千里眼已推出千里眼高清視像監控產品系列，包括高清固定攝像機、高清高速半球型攝像機、高清視像錄影伺服器、高清視像管理應用程式及大規模重複錄影應用程式適用之高清視像錄影軟件。整合高清產品系列後，高清產品的銷售收入穩健增長。本集團將持續進行高清產品方面之開發，來年將推出更多高清產品。

全球經濟放緩削弱世界各地對視像監控產品的需求。企業客戶推延及減少保安產品之支出，導致價格競爭激烈，令本集團之毛利率面臨重大壓力。本集團多個海外市場之銷售收入均有所下跌。另一方面，負實際利率、香港推行最低工資以及勞動力及商業空間短缺令通脹及本集團支出上升。因此，本集團於本財政年度錄得虧損。

隨著一系列新開發產品的推出，本集團已作好準備，在經濟好轉時把握新商機。本集團將進一步改善營運效率，並向客戶提供更佳服務。同時，本集團亦專注於透過其銷售渠道及培訓計劃以提高新高清產品之銷售。鑑於全球經濟前景未明，本集團將一直檢討並在需要時考慮增強其財務狀況。

本人衷心感謝本集團之股東、業務夥伴及千里眼團隊長久以來之支持，與本集團共渡時艱。

陳作基教授
主席兼行政總裁

香港，二零一二年九月十四日

For the year ended 30 June 2012, the Company and its subsidiaries (collectively referred to as the "Group") recorded a turnover of approximately HK\$37,425,000, representing a decrease of about 18% as compared with the turnover of about HK\$45,693,000 of the preceding year. Loss attributable to the owners of the Company for the year ended 30 June 2012 amounted to approximately HK\$6,182,000 as compared with a profit of approximately HK\$1,206,000 attributable to the owners of the Company for the same period in last year. Basic loss per share for the year ended 30 June 2012 was 68.39 HK cents (2011: 13.36 HK cents of basic earnings per share).

As a result of the Group's tight control on overhead costs, overall operating costs during the year slightly increased to HK\$23,504,000 as compared to HK\$22,468,000 in the previous year. The Group's financial position remains strong with substantial liquidity.

BUSINESS REVIEW

In the beginning of 2012, the Group launched the GX series of HD Video Recording Servers to complete its HD video surveillance product line. The sales of TeleEye HD products grew substantially since then. The sales revenue of HD products in the fourth quarter of this financial year represented about a quarter of total sales revenue of this quarter as compared to only 2% achieved in the corresponding period of the previous year. The drop in sales revenue recorded this year was mainly in the sales of analog video surveillance products under fierce price competition and weak market demand.

Our marketing and sales team actively promoted the new HD products through activities such as exhibitions, product launching events, seminars, workshops, direct electronic mailings, advertisements and publicities. Many reference stories on the usage of TeleEye HD products were disseminated through our overseas channels. Growth in the sales of HD products was encouraging given the poor economic situation this year.

截至二零一二年六月三十日止年度，本公司及其附屬公司(統稱為「本集團」)錄得營業額約37,425,000港元，較上年度之營業額約45,693,000港元減少約18%。與去年同期之本公司擁有人應佔利潤約1,206,000港元比較，截至二零一二年六月三十日止年度之本公司擁有人應佔虧損約為6,182,000港元。截至二零一二年六月三十日止年度之每股基本虧損為68.39港仙(二零一一年：每股基本收益為13.36港仙)。

由於本集團嚴格控制間接成本，故年內整體經營成本較上年度22,468,000港元輕微增加至23,504,000港元。本集團之財務狀況仍然穩健，擁有大量流動現金。

業務回顧

於二零一二年初，本集團推出GX系列高清視像錄影伺服器，使其高清視像監控產品系列更為齊備，千里眼高清產品銷量自此大幅上升。高清產品於本財政年度第四季之銷售收入佔本季度銷售收入總額約四分之一，而去年同期則僅佔2%。本年度錄得銷售收入下跌，主要由於類比視像監控產品因價格競爭激烈及市場需求疲弱所致。

本集團之市場推廣及銷售團隊透過展覽、產品發佈活動、座談會、工作坊、直接電子郵件、廣告及宣傳等活動積極推廣新型高清產品。有關本集團高清產品之家用評語於海外渠道廣泛流傳。本年度經濟疲弱，高清產品銷量仍有所增長，實令人倍感鼓舞。

SEGMENT INFORMATION

Asia

As the social unrest in Middle East settled down, business in Asia as a whole remained stable. Turnover for Asia (inclusive of Hong Kong, Singapore, Middle East and other Asian countries) as a whole for the year ended 30 June 2012 was approximately HK\$22,658,000 as compared to about HK\$22,584,000 achieved in the preceding year. It accounted for 61% (2011: 49%) of the Group's turnover.

Europe

The worsening of the sovereignty debt crisis in Europe seriously affected our business in this region. Turnover for Europe for the year ended 30 June 2012 dropped by 42% to approximately HK\$6,540,000 (2011: HK\$11,336,000). It accounted for 17% (2011: 25%) of the Group's turnover.

Africa

Business in Africa mainly came from South Africa and Mauritius. Currency fluctuation and fierce price competition hurt our sales in the region. Turnover for Africa for this year decreased by 30% to approximately HK\$6,713,000 (2011: HK\$9,656,000). It accounted for 18% (2011: 21%) of the Group's turnover.

Others

Other geographic segments mainly included the Americas and Australia. It has contributed to about 4% (2011: 5%) of the Group's total turnover this year, which amounted to approximately HK\$1,514,000 (2011: HK\$2,117,000).

PRODUCT DEVELOPMENT

During the year, we have launched three models of TeleEye GX HD video recording servers, six models of TeleEye MX HD cameras and their network accessories to complete our line up of HD video surveillance products. The GX series incorporates a patented video technology developed in-house. Using the TeleEye GX together with TeleEye MX HD cameras, customers can easily implement a fully digital HD video surveillance system.

TeleEye MX763 HD camera with our special "hacker-resistant" technology was selected by the renowned United Kingdom ("UK") Judging Panel to be one of the top six finalists in the "Camera of the year" award organised by IFSEC 2012, the premier exhibition of professional security equipment. Once again, TeleEye is recognised as a pioneer in innovative technology for video surveillance.

分類資料

亞洲

由於中東社會局勢喘定，故亞洲整體業務維持穩定。截至二零一二年六月三十日止年度源自亞洲(包括香港、新加坡、中東及其他亞洲國家)之整體營業額約為22,658,000港元，而去年度則約為22,584,000港元，佔本集團營業額之61%(二零一一年：49%)。

歐洲

歐洲債務危機惡化，嚴重影響本集團於此地區的業務。截至二零一二年六月三十日止年度源自歐洲之營業額下跌42%至約6,540,000港元(二零一一年：11,336,000港元)，佔本集團營業額之17%(二零一一年：25%)。

非洲

非洲業務主要來自南非及毛里裘斯。貨幣價格波動及價格競爭激烈，損害本集團於區內的營業額，源自非洲之營業額減少30%至約6,713,000港元(二零一一年：9,656,000港元)，佔本集團營業額之18%(二零一一年：21%)。

其他

其他地區分類主要包括美洲及澳洲。於本年度為本集團總營業額帶來約4%(二零一一年：5%)之貢獻，營業額約為1,514,000港元(二零一一年：2,117,000港元)。

產品開發

於本年度，本集團推出三款千里眼GX高清視像錄影伺服器型號，六款千里眼MX高清攝像機及其網路附件，以完備本集團高清視像監控產品系列。GX系列引入自家研發之專利視像技術。客戶將千里眼GX與千里眼MX高清攝像機配搭使用，可輕易設置全數位高清視像監控系統。

千里眼MX763高清攝像機配有本集團獨有「防駭客」技術。於專業安全設備首要展覽《2012年英國國際安全與消防技術及設備展覽會》中所頒發之「年度攝像機」獎項當中，該產品獲知名英國(「英國」)評委會評選為最後六強。千里眼就此再次獲公認為視像監控創新技術範疇之先驅。

BUSINESS OUTLOOK

The prolonged poor economy in major developed countries will unlikely be improved soon while excess liquidity in Hong Kong is driving up inflation. The situation will continue to be challenging for export-oriented business.

With initial encouraging result in TeleEye HD product line, we will maintain our research and development effort and launch more HD products in order to further enrich our HD product line. We will build up and maintain a comprehensive product line in HD video surveillance. Furthermore, we will strengthen our control on sales channels and improve our operation efficiency and customer service. With our dedicated team, we are cautiously optimistic about the Group's business in the coming year.

DIVIDENDS

The Board (the "Board") of directors (the "Directors") does not recommend the payment of dividend for the year ended 30 June 2012 (2011: Nil).

EMPLOYEE INFORMATION

As at 30 June 2012, the Group employed 46 (2011: 44) full time employees in Hong Kong and 12 (2011: 12) full time employees in China and overseas offices. The Group's staff costs, including directors' emoluments, employees' salaries and retirement benefits schemes contributions amounted to approximately HK\$17,061,000 (2011: HK\$17,135,000).

Employees are remunerated in accordance with individual's responsibility and performance, which remain competitive with the prevailing market rates. Other fringe benefits such as medical insurance, retirement benefits schemes and discretionary bonus are offered to all employees. Share options are granted at the Directors' discretion and under the terms and conditions of share option schemes.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group mainly used its internal resources to finance its operations during the year. The Group had bank balances, deposits and cash of approximately HK\$14,431,000 as at 30 June 2012 (30 June 2011: HK\$15,719,000). The Group's gearing ratio, as a percentage of bank and other borrowings and long term debt over total assets, as at 30 June 2012 was 0% (30 June 2011: 0%).

業務前景

主要發達國家經濟長期積弱，短期內轉好機會不大，加上香港流動資金過剩推高通脹，以出口為主之業務前景仍具挑戰性。

千里眼高清產品系列初步業績令人鼓舞，本集團將繼續致力研發及推出更多高清產品，進一步豐富高清產品系列。本集團將擴大及維持全方位高清視像監控產品系列。此外，本集團將加強對銷售渠道之控制，並提升營運效率及客戶服務質素。憑著本集團之專責團隊，本集團對來年業務抱審慎樂觀態度。

股息

董事(「董事」)會(「董事會」)不擬派付截至二零一二年六月三十日止年度之股息(二零一一年：無)。

僱員資料

於二零一二年六月三十日，本集團在香港聘用46名(二零一一年：44名)全職僱員，駐中國及海外辦事處之全職僱員則為12名(二零一一年：12名)。本集團之員工成本(包括董事酬金、僱員薪金及退休福利計劃供款)約為17,061,000港元(二零一一年：17,135,000港元)。

僱員薪酬乃參照個別員工之職責與表現而定，與現行市場條件比較仍然甚具競爭力。本集團向全體僱員提供之其他福利包括醫療保險、退休福利計劃及酌情花紅。董事將根據購股權計劃之條款及條件酌情授出購股權。

流動現金、財政資源及資本負債率

於本年度內，本集團主要運用其內部資源之資金經營。於二零一二年六月三十日，本集團之銀行結餘、存款及現金約為14,431,000港元(二零一一年六月三十日：15,719,000港元)。本集團於二零一二年六月三十日之資本負債率(銀行及其他借款與長期債務除總資產之百分比)為0%(二零一一年六月三十日：0%)。

CAPITAL STRUCTURE

The Group did not have any borrowings during the year.

SIGNIFICANT INVESTMENT

The Group did not enter into any new significant investment during the year.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not make any material acquisitions and disposal of subsidiaries and affiliated companies.

CHARGE ON ASSETS

As at 30 June 2012, the Group did not have any charge on its assets (30 June 2011: Nil).

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Up to the current moment, the Group does not have any other plan for material investments or capital assets.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

During the year under review, the Group's transactions were substantially denominated in either Hong Kong dollars, United States dollars and British Pounds. The Group did not use any financial instruments for hedging purposes (30 June 2011: Nil).

CONTINGENT LIABILITIES

As at 30 June 2012, the Group did not have any contingent liabilities (30 June 2011: Nil).

資本架構

本集團於年內並無任何借款。

重大投資

於本年度內，本集團並無進行任何新重大投資。

重大收購及出售附屬公司及聯屬公司

本集團並無任何重大收購及出售附屬公司及聯屬公司。

資產抵押

於二零一二年六月三十日，本集團之資產並無作任何抵押(二零一一年六月三十日：無)。

重大投資或資本資產之未來計劃

截至目前為止，本集團並無任何其他重大投資或資本資產之計劃。

匯率波動及匯率對沖之風險

於回顧年度內，本集團之交易主要以港元、美元及英鎊進行。本集團並無運用任何金融工具作對沖之用(二零一一年六月三十日：無)。

或然負債

於二零一二年六月三十日，本集團並無任何或然負債(二零一一年六月三十日：無)。

EXECUTIVE DIRECTORS

Prof. Chan Chok Ki, aged 57, is the founder and Chief Executive Officer of TeleEye Holdings Limited and an adjunct professor of The City University of Hong Kong (“City University”). Prior to managing TeleEye Group on a full-time basis in 2001, Prof. Chan had lectured at the City University for fifteen years. He has published extensively in signal and image processing fields and has received numerous awards including the IEEE Third Millennium Award in 2000. In 1996, the EDN ASIA Magazine also named him an “EDN ASIA Innovator” for his contributions in image compression research. TeleEye Group has also won numerous awards in product innovation and business areas. Prof. Chan is a council member of the Hong Kong Productivity Council and an elected member of Election Committee for the 2012 Hong Kong Chief Executive Election.

Dr. Ma Chi Kit, aged 44, is a founder and the Chief Marketing Officer of the Group. He has extensive knowledge on digital signal processing and telecommunications technologies. He is presently responsible for formulation and implementation of marketing strategies, product pricing and positioning, and strategic management of channel distribution for the Group.

Dr. Ma is a member in the executive committee and a sub-committee Chairman of The Hong Kong Security Association.

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

Mr. Ho Ka Ho, aged 40, is a founder and the Engineering Director of the Group. He is in charge of the engineering department of the Group and is responsible for product design, quality control, research and development of the Group. Mr. Ho has expertise in computer architecture, software engineering and digital signal processing.

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

執行董事

陳作基教授，現年57歲，為千里眼控股有限公司創辦人及行政總裁，並為香港城市大學（「城市大學」）之特約教授。在二零零一年全職管理千里眼集團前，陳教授曾經在城市大學任教達十五年。他廣泛出版有關訊號及視像處理的刊物，並曾多次獲獎，包括二零零零年的電機暨電子工程師學會的IEEE Third Millennium Award。於一九九六年，彼獲EDN亞洲雜誌選為「EDN亞洲發明家」，以表揚其對視像壓縮研究的貢獻。千里眼集團亦曾多次獲得產品創新及商業方面的獎項。陳教授亦為香港生產力促進局的委員會成員，並為2012香港行政長官選舉選委會成員。

馬志傑博士，現年44歲，為本集團創辦人及市務總監。彼於數碼訊號處理及電訊科技具有廣泛經驗。彼現時負責制定及執行市場推廣策略、產品定價及定位，以及本集團分銷渠道之策略管理。

馬博士為香港保安業協會執行委員會成員及小組委員會主席。

馬博士於城市大學獲得電子工程一級榮譽學士學位及博士學位。

何家豪先生，現年40歲，為本集團創辦人及董事（工程）。彼擔任本集團工程部門之主管，負責本集團之產品設計、品質控制、研究及開發。何先生於電腦建構、軟件工程及數碼訊號處理方面具有專業知識。

何先生獲頒城市大學電腦工程一級榮譽電腦工程學士學位，以及電子工程碩士學位。

NON-EXECUTIVE DIRECTOR

Dr. Chan Cheung Fat, aged 54, is a founder and a research and development consultant of the Group, responsible for spearheading the research and development team on a part-time basis with particular focus on product design and development. Dr. C.F. Chan is a research veteran in the digital signal processing and speech compression technology.

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

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

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Hon To, David, aged 64, is an independent (“Independent”) non-executive (“Non-Executive”) Director of the Company who was appointed in January 2007. Mr. Yu is the Vice Chairman of MCL Partners Limited, a Hong Kong-based financial advisory and investment firm. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr. Yu is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. Currently, he is also an Independent Non-Executive Director of the following companies listed on the Main Board of the Hong Kong Stock Exchange: China Datang Corporation Renewable Power Co., Ltd. (stock code: 1798), China Renewable Energy Investment Limited (stock code: 987), Great China Holdings Limited (stock code: 141), Haier Electronics Group Co., Ltd. (stock code: 1169), Media Chinese International Limited (which is also listed in Malaysia; Hong Kong stock code: 685, Malaysia stock code: 5090), One Media Group Limited (stock code: 426), Playmates Holdings Limited (stock code: 635), Sateri Holdings Limited (stock code: 1768), Synergis Holdings Limited (stock code: 2340), and VXL Capital Limited (stock code: 727).

非執行董事

陳祥發博士，現年54歲，為本集團創辦人兼研究及開發顧問，以兼職性質負責推動研究及發展隊伍，特別專注於產品設計及發展。陳博士為數碼訊號處理及語音壓縮科技之資深研究員。

陳博士現任城市大學電子工程學系副教授。彼亦為本公司兩家全資附屬公司Signal Communications Holdings Limited及千里眼科技有限公司之董事。

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

彼於英國Essex大學取得電子工程學士、碩士及博士學位。

獨立非執行董事

俞漢度先生，現年64歲，於二零零七年一月獲委任為本公司獨立（「獨立」）非執行（「非執行」）董事。俞先生為偉業資本有限公司之副董事長（該公司為一家以香港為基地的金融顧問及投資公司）。他曾擔任一間國際會計師行之合夥人，並於企業融資方面擁有豐富經驗。俞先生為英格蘭及威爾斯特許會計師公會之資深會員及香港會計師公會之會員。現時，彼亦出任下列公司（該等公司均於香港聯交所主板上市）之獨立非執行董事：中國大唐集團新能源股份有限公司（股份代號：1798）、中國再生能源投資有限公司（股份代號：987）、大中華集團有限公司（股份代號：141）、海爾電器集團有限公司（股份代號：1169）、世界華文媒體有限公司（此公司亦於馬來西亞上市；香港股份代號：685，馬來西亞股份代號：5090）、萬華媒體集團有限公司（股份代號：426）、彩星集團有限公司（股份代號：635）、賽得利控股有限公司（股份代號：1768）、新昌管理集團有限公司（股份代號：2340）及卓越金融有限公司（股份代號：727）。

**INDEPENDENT NON-EXECUTIVE DIRECTORS
(CONTINUED)**

Prof. Siu Wan Chi, aged 62, is an Independent Non-Executive Director who was appointed in September 2000. He is presently Chair Professor of the Department of Electronic and Information Engineering and Director of the Centre for Signal Processing, The Hong Kong Polytechnic University. He was the Head of the same department and Dean of Engineering Faculty between 1994 and 2002.

Prof. Siu has held numerous public offices in the academic field including member of editorial board of renowned journals in the United States and the People's Republic of China, general chair of world-class international conferences, and Chairman of academic/professional assessment panels. Prof. Siu obtained his master of philosophy degree from The Chinese University of Hong Kong, and the PhD degree from Imperial College of Science, Technology and Medicine, University of London, United Kingdom.

Prof. Ching Pak Chung, BBS, aged 58, is an Independent Non-Executive Director who was appointed in October 2004. Prof. Ching is presently Pro-Vice-Chancellor and Director of the Shun Hing Institute of Advanced Engineering of The Chinese University of Hong Kong ("CUHK"). He was elected Dean of Engineering from 1998 till end of 2003. Prof. Ching pursued his studies at the University of Liverpool of United Kingdom. He received his bachelor's degree (first class honors) and doctoral degree in 1977 and 1981 respectively. Then, he continued his research at School of Electrical Engineering of the University of Bath and was back to Hong Kong in 1982, when he started teaching at the Department of Electronic Engineering of the then Hong Kong Polytechnic. In 1984, Prof. Ching joined the Department of Electronic Engineering of CUHK and was promoted to Chair Professor in 1999.

Prof. Ching has all along participated actively in various professional activities. Besides serving in different capacities for the Hong Kong Institution of Engineers, and the Institute of Electrical and Electronic Engineers, he was an elected Council Member of the Institution of Electrical Engineers between 2002 and 2005. Prof. Ching also devotes his time on public services. He was a member of the Consumer Council, Chairman of the Hong Kong Accreditation Advisory Board, a member of the Electrical Safety Advisory Committee, a Council member of the Hong Kong Quality Assurance Agency, a member of the Copyright Tribunal and a panel member of the Research Grants Council of Hong Kong Special Administrative Region ("SAR"). He is currently Chairman of the Hong Kong Council for Testing and Certification, member of the Steering Committee on Innovation and Technology, and member of the Greater Pearl River Delta Business Council. In 2010, he was awarded the Bronze Bauhinia Star (BBS) by the Hong Kong SAR Government for his contribution to the development of innovation and technology as well as promotion of testing and certification industry in Hong Kong.

獨立非執行董事(續)

蕭允治教授，現年62歲，於二零零零年九月獲委任為獨立非執行董事。彼現為香港理工大學電子及資訊工程學講座教授及信號處理研究中心主任。在一九九四年至二零零二年期間，彼為電子及資訊工程學系主任及工程學院院長。

蕭教授曾於學術界擔任多項公職，包括美國及中華人民共和國多份著名學術刊物之編輯委員會成員、世界級國際會議之主席，以及學術／專業評審小組主席。蕭教授於香港中文大學獲取哲學碩士學位，並取得英國倫敦大學帝國學院之博士學位。

程伯中教授, BBS，現年58歲，於二零零四年十月獲委任為獨立非執行董事。程教授現任香港中文大學(「中文大學」)副校長及信興高等工程研究所所長。彼於一九九八年獲委任為工程學院院長，直至二零零三年年底止。程教授於英國利物浦大學攻讀，於一九七七年及一九八一年分別取得學士學位(甲級榮譽)及博士學位。其後，彼於巴夫大學電機工程學院繼續其研究工作；及後於一九八二年回港，並於當時之香港理工學院電子工程系展開教學事業。程教授於一九八四年加入中文大學電子工程學系，並於一九九九年晉升為講座教授。

程教授向來積極參與各類專業團體事務。除身兼香港工程師學會及電機暨電子工程師學會多項職務外，彼於二零零二年至二零零五年期間亦為電機工程師學會之委員會成員。程教授在參與公共事務方面亦不遺餘力。彼過往為消費者委員會成員、香港認可諮詢委員會之主席、電氣安全諮詢委員會委員、香港品質保證局董事、版權審裁署委員及香港特別行政區(「特別行政區」)研究資助局學科小組委員。彼現任香港檢測和認證局主席、創新及科技督導委員會委員，及大珠三角商務委員會委員。彼於二零一零年獲香港特別行政區頒授銅紫荊星章(「BBS」)，以表揚程教授對本港創新科技發展之貢獻，及致力推動檢測和認證業。

CORPORATE GOVERNANCE PRACTICES

The Code on Corporate Governance Practices set out in Appendix 15 of the Growth Enterprise Market (the “GEM”) Listing Rules (the “Code”) takes effect from 1 January 2005. Except for the deviations as disclosed on this report, the Company has complied with the Code by establishing a formal and transparent procedures to protect and maximise the interests of shareholders throughout the year under review.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

For the year ended 30 June 2012, the Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors of the Company (“Directors”), all Directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company.

BOARD OF DIRECTORS

The Board currently comprises three Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors. Details of backgrounds and qualifications of each director (“Director”) are set out on the section headed “Profile of Directors and Senior Management” of this annual report.

The Board of Directors is responsible for the overall strategic development of the Group. It also monitors the financial performance and internal control of the Group’s business operations. Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The Board delegates day-to-day activities to the management with department heads responsible for different aspects of the business. Management is required to present an annual budget and any proposal for major investments and changes in business strategies for the Board’s approval.

The Non-Executive Directors serve the relevant function of bringing independent judgement on the development, performance and risk management of the Group through their contributions in board meetings. They are also serving on audit committee, remuneration committee and nomination committee. Through their active participation, they provide their valuable skills, expertise and experience to the Board and the committees on which they serve so that the management process can be critically reviewed and controlled.

企業管治常規

《創業板(「創業板」)上市規則》附錄十五所載之《企業管治常規守則》(「守則」)由二零零五年一月一日開始生效。除本報告內所披露的偏離事項外，於整個回顧年度內，本公司已透過成立正規而具透明度之程序而遵守該守則，以保障及盡量擴大股東權益。

有關董事進行證券交易之行為守則

截至二零一二年六月三十日止年度，本公司已採納一套有關董事進行證券交易之行為守則，條款不遜於《創業板上市規則》第5.48條至第5.67條所載之規定交易標準。在向本公司全體董事(「董事」)作出特定查詢後，全體董事已確認，彼等已遵照規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

董事會

董事會現由三名執行董事、一名非執行董事及三名獨立非執行董事組成。有關各董事(「董事」)之背景及資歷詳情，載於本年報「董事及高級管理人員簡介」一節。

董事會負責本集團之整體策略發展。其亦監督本集團業務營運的財務表現及內部監控。執行董事負責經營本集團及執行董事會所採納之策略。董事會將日常活動授權予管理層，其中部門主管負責業務之不同方面。管理層須提交年度預算及有關主要投資及改變業務策略之任何建議書，以供董事會批准。

非執行董事透過彼等在董事會會議上之貢獻，履行就本集團發展、表現及風險管理作出獨立判斷之有關職能。彼等亦為審核委員會、薪酬委員會及提名委員會成員。透過彼等之積極參與，彼等為董事會及彼等作為成員之委員會提供寶貴技能、專長及經驗，使管理過程能受到批評性檢討及控制。

BOARD OF DIRECTORS (CONTINUED)

In compliance with rule 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three Independent Non-Executive Directors and at least one of them has the appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the Independent Non-Executive Director an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Each Independent Non-Executive Director is required to inform the Company as soon as practicable if there is any change that may affect his independence. The Company had expressed the view in its circular that Independent Non-Executive Director who was eligible for re-election had met the independence guidelines of the GEM Listing Rules. In respect of an Independent Non-executive Director who served more than nine years, the Company had expressed its view in circular as regards such Director's independence.

The list of Directors and their role and function are published on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company.

As part of the continuous professional development programme, Directors participated in various briefings, training and seminars as arranged by the Company with appropriate emphasis on the roles, functions and duties of the directors as well as latest listing rule amendment.

Each Director ensures that he can give sufficient time, commitments and attention to the affairs of the Company for the year.

The Board is provided with monthly financial summaries which contain year-to-date key figures of the Group. The monthly financial summaries give a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail.

The Company has arranged for appropriate liability insurance to indemnify its Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed regularly.

The Board meets at least four times a year to review the financial and operating performance of the Company. There were four regular Board meetings held in the financial year ended 30 June 2012. Details of the attendance of the Board are as follows:

Name of Directors	董事姓名	Attended/Eligible to attend 出席／有資格出席
Executive Directors	執行董事	
Prof. Chan Chok Ki (Chairman & Chief Executive Officer)	陳作基教授 (主席兼行政總裁)	4/4
Dr. Ma Chi Kit	馬志傑博士	2/4
Mr. Ho Ka Ho	何家豪先生	4/4
Non-Executive Director	非執行董事	
Dr. Chan Cheung Fat	陳祥發博士	4/4
Independent Non-Executive Directors	獨立非執行董事	
Mr. Yu Hon To, David	俞漢度先生	4/4
Prof. Siu Wan Chi	蕭允治教授	4/4
Prof. Ching Pak Chung	程伯中教授	4/4

董事會(續)

為遵守《創業板上市規則》第5.05(1)及(2)條，本公司已委任三名獨立非執行董事，彼等中最少一人具有合適專業資格或會計或相關財務管理專長。本公司已收到每名獨立非執行董事根據《創業板上市規則》第5.09條之規定發出有關其獨立性之年度確認。如出現任何可能影響其獨立性之變動，每名獨立非執行董事須在切實可行情況下盡快通知本公司。本公司已於其通函表示，其認為重選連任之獨立非執行董事乃符合《創業板上市規則》之獨立性指引。就任職逾九年之獨立非執行董事而言，本公司已於通函內就有關董事的獨立性發表意見。

董事名單與其角色和職能刊登於香港聯合交易所有限公司(「聯交所」)及本公司網址。

作為持續專業發展計劃之一部份，董事參與由本公司安排、且適量地強調董事之角色、職能和責任，以及最新上市規則修訂之多個簡報會、培訓及研討會。

各董事確定，彼於年內已就本公司之事務給予足夠時間、承擔及留意。

董事會獲發每月財務概要，其包括本集團之重要累計數字。每月財務概要乃就本公司業績、狀況及前景，透過提供充份細節而作出均衡並易於理解之評估。

本公司已就彌償其董事因公司業務所產生之責任，安排適當之責任保險。本公司會定期檢討保險之保障範圍。

董事會會議每年召開至少四次，以檢討本公司之財務及經營表現。截至二零一二年六月三十日止財政年度共舉行四次定期董事會會議。有關董事會出席詳情如下：

BOARD OF DIRECTORS (CONTINUED)

During the regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Company, review and monitor the business and financial performances and discuss the quarterly, half-yearly and annual results, as well as discuss and decide on other significant matters. The company secretary records the proceedings of each Board meeting by keeping minutes, including the record of all decisions by the Board together with concerns raised and dissenting views expressed (if any). Draft of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

Chairman and Chief Executive Officer

Code Provision A.2.1. stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

At present, Prof. Chan Chok Ki is both the Chairman and Chief Executive Officer of the Company who is responsible for managing the Board and the Group's business. Prof. Chan has been both the Chairman and Chief Executive Officer of the Company since its incorporation. The Board considers that Prof. Chan has in-depth knowledge in the Group's business and can make appropriate decisions promptly and efficiently. The combination of the roles of Chairman and Chief Executive Officer can effectively formulate and implement the Group's strategies. The Board also considers that this structure will not impair the balance of power and authority between the Board and the management of the Company as the Board, which comprises experienced and high caliber individuals, meets regularly to discuss issues affecting the operations of the Group. The Group considers that, at its present size, there is no imminent need to segregate the roles of Chairman and Chief Executive Officer.

董事會(續)

於董事會定期會議上，董事討論及制定本公司之整體策略，檢討及監督業務及財務表現及討論季度、半年度及全年業績，以及討論及決定其他重大事宜。公司秘書記錄每次董事會會議之進程，備存會議記錄，包括董事會所有決定之記錄，連同提出任何疑慮及表達之反對意見(如有)。會議結束後，會在切實可行情況下盡快將董事會會議記錄之初稿發送全體董事，供董事表達意見及批准。若有任何董事要求，會公開所有會議記錄供其在任何合理時段查閱。

主席及行政總裁

守則條文A.2.1.規定，主席及行政總裁之角色須分開，而不應由同一人擔任。主席及行政總裁之職責須明確區分，並以書面形式訂明。

現時，陳作基教授為本公司主席兼行政總裁，其負責管理董事會及本集團之業務。陳教授自本公司註冊成立以來一直擔任本公司之主席兼行政總裁。董事會認為，陳教授對本集團業務有深入了解，並能夠即時及有效地作出適當決定。合併主席及行政總裁之角色能有效地制定及實施本集團之策略。董事會亦認為，此結構不會減弱董事會及本公司管理層之間權力及授權之平衡，概因董事會(由經驗豐富及高素質人士組成)定期召開會議，以討論影響本集團營運之事宜。本集團認為，按其現時之規模，並無迫切需要分開主席及行政總裁之角色。

BOARD OF DIRECTORS (CONTINUED)**Non-Executive Directors**

Code Provision A.4.1 stipulates that Non-Executive Directors should be appointed for a specific term, subject to re-election. Code Provision A.4.2 stipulates that all Directors appointed to fill a causal vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

At present, the Independent Non-Executive Directors are not appointed for a specific term, but are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. In addition, not every Director is subject to retirement by rotation at least once every three years. Directors are subject to rotation in accordance with the Articles of Association of the Company (that at each annual general meeting, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office) provided that notwithstanding anything therein, the Chairman of the Board and/or the managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. As such, with the exception of the Chairman, all Directors are subject to retirement by rotation in accordance with the Company's Articles of Association. The Board considers that the continuity of office of the Chairman provides the Group a strong and consistent leadership and is of great importance to the smooth operations of the Group. Therefore, for stability reasons, there is no imminent need to amend the Articles of Association of the Company.

NOMINATION OF DIRECTORS

Nomination committee was formed by the Company during the year.

The Board is mainly responsible for identifying suitable candidates for members of the Board when there is a vacancy or any additional Director is considered necessary. The Board will review the qualifications of the relevant candidate for determining the suitability to the Group on the basis of his qualifications, experience and background.

董事會(續)**非執行董事**

守則條文A.4.1規定，非執行董事之委任應有指定任期，並須接受重選。守則條文A.4.2規定，所有為填補臨時空缺而被委任之董事須在彼等接受委任後之首個股東大會上接受股東選舉，而每位董事(包括指定任期委任者)須至少每三年輪值退任一次。

現時，獨立非執行董事之委任並無指定任期，惟須根據本公司之公司組織章程細則之規定輪值退任及膺選連任。此外，並非每位董事須至少每三年輪值退任一次。董事乃根據本公司之公司組織章程細則輪值退任(於每屆股東週年大會上，當時三分之一之董事(或倘彼等數目並非三之倍數，則取最接近但不大於三分之一之數目)須退任)，惟儘管其中另有任何規定，董事會主席及/或本公司董事總經理毋須於擔任有關職務時接受輪值退任或被計入釐定每年退任董事數目內。因此，除主席外，所有董事須根據本公司之公司組織章程細則輪值退任。董事會認為，主席職位之連貫性為本集團提供強大而貫徹之領導，對本集團之暢順運作至關重要。因此，基於穩定原因，並無迫切需要修訂本公司之公司組織章程細則。

董事提名

本公司已於本年度成立提名委員會。

董事會主要負責在出現空缺或認為需要增加任何董事名額時物色合適之董事會成員候選人。董事會會根據有關候選人之資格、經驗及背景審閱有關候選人的資歷，以決定是否適合本集團。

BOARD COMMITTEES

To assist the Board in discharge of its duties, the Board is supported by three Board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

(1) Audit Committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the mandatory provisions set out in the Code.

The primary duties of the audit committee are to review the Company's annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the financial reporting and internal control procedures of the Group. The audit committee has four members comprising the three Independent Non-Executive Directors, namely, Mr. Yu Hon To, David, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat. Mr. Yu Hon To, David, is the Chairman of the audit committee.

The Group's unaudited quarterly and interim results have been reviewed by the audit committee. It has also reviewed the audited financial statements for the year ended 30 June 2012 with management and the Company's external auditors and recommended its adoption by the Board. The audit committee had held four meetings during the current financial year. Individual attendance of each committee member at these meetings is as follows:

Name of Directors	董事姓名	Attended/Eligible to attend 出席/有資格出席
Non-Executive Director	非執行董事	
Dr. Chan Cheung Fat	陳祥發博士	4/4
Independent Non-Executive Directors	獨立非執行董事	
Mr. Yu Hon To, David	俞漢度先生	4/4
Prof. Siu Wan Chi	蕭允治教授	4/4
Prof. Ching Pak Chung	程伯中教授	4/4

董事會委員會

為協助董事會履行其職責，董事會有三個董事會委員會之支援。每個委員會均有其界定職責範圍及職權範圍，而委員會成員獲賦予權力，就各自委員會的職權範圍內之事宜作出決定。

(1) 審核委員會

本公司已成立審核委員會，其書面職權範圍乃根據由香港會計師公會建議之指引及該守則內所載強制性條文而釐定。

審核委員會之主要職責為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。審核委員會由四位成員組成，包括三位獨立非執行董事俞漢度先生、蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。俞漢度先生為審核委員會主席。

審核委員會已審閱本集團之未經審核季度及中期業績。其亦已與管理層及本公司之外聘核數師審閱截至二零一二年六月三十日止年度之經審核財務報表，並建議董事會採納。於本財政年度內，審核委員會曾先後舉行四次會議。各委員會成員於該等會議之個別出席情況如下：

BOARD COMMITTEES (CONTINUED)**(1) Audit Committee (continued)**

The Company Secretary keeps full minutes of all audit committee meetings. In line with practices consistent with Board meetings, draft and final versions of audit committee meeting minutes are circulated to all members of the audit committee for comments, approval and record as soon as practicable after each meeting.

The members of the audit committee are granted the authority to full and unlimited access to all books and accounts of the Company and any employees, consultants and advisers they may, from time to time, wish to consult.

The Company has formalised the procedures for reporting possible improprieties in matters of financial reporting, internal control or other matters into a whistleblowing policy to encourage employees and related third parties (such as customers and suppliers) who deal with the Company to raise concerns in confidence about misconducts, malpractices or irregularities in any matters related to the Company. Detailed procedures are posted on the website of the Company.

The main duties of the audit committee are as follows:

- Reviewing, in draft form, the Company's annual report and accounts, half-year report and quarterly reports and providing advice and comments thereon to the Board. In this regard:
 - members of the committee must liaise with the Board, senior management and the person appointed as the Company's qualified accountant and the committee must meet, at least twice a year, with the Company's external auditors without the presence of the management; and
 - the committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer or auditors.
- Reviewing and supervising the Company's financial reporting and internal control procedures.
- Reviewing the adequacy of resources, staff qualifications and experience as well as training programmes of the Group's accounting and financial reporting function.

Other duties of the audit committee are set out in specific terms of reference. The terms of reference have been amended to reflect changes arising from the revised code, which is posted on the websites of the Stock Exchange and the Company.

董事會委員會(續)**(1) 審核委員會(續)**

公司秘書備存所有審核委員會會議之完整記錄。與董事會會議之慣例一致，各會議結束後，會在切實可行情況下盡快將審核委員會會議記錄之初稿及最後定稿發送全體審核委員會成員，供彼等表達意見、批准及作其記錄之用。

審核委員會成員獲授權可全面而無限制地查閱本公司所有簿冊及賬目，以及可不時接觸他們希望諮詢之任何僱員、專家顧問及顧問。

本公司已就處理舉報有關財務匯報、內部監控事宜或其他事宜之可能屬不當行為制定舉報程序，以鼓勵僱員及與本公司進行交易之相關第三方(如顧客及供應商)以機密形式就有關本公司之任何事宜之不當行為、不良行為或不符合規定之處提出關注。詳細程序登載於本公司網址。

審核委員會之主要職責如下：

- 審閱本公司年報及賬目、半年度報告及季度報告之初稿，並就此向董事會提供建議及意見。就此而言：
 - 委員會成員須與董事會、高層管理人員及獲委聘為本公司合資格會計師之人士聯絡，而委員會須至少每年在管理層不在場下與本公司之外聘核數師開會兩次；及
 - 委員會應考慮於該等報告及賬目中所反映或可能需反映之任何重大或不尋常事項，並須適當考慮任何由本公司之合資格會計師、監察主任或核數師提出之事項。
- 檢討及監管本公司之財務申報及內部監控程序。
- 檢討本集團會計及財務申報功能之資源、員工資歷及經驗以及培訓計劃是否足夠。

審核委員會之其他職責載於特定職權範圍內。職權範圍經已作出修訂，以反映經修訂守則所產生之變動，其則載於聯交所及本公司網址內。

BOARD COMMITTEES (CONTINUED)**(2) Remuneration Committee**

According to the Code, the Company has established a remuneration committee in September 2005 and the primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company's policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration. The remuneration committee comprises two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat. The Chairman of the committee is Prof. Siu Wan Chi. It is scheduled to meet at least once a year and the quorum necessary for the transaction of business is two.

The remuneration committee held one meeting during the financial year under review. The committee has considered and reviewed the existing terms of service contracts of the Directors and considers that the existing terms of the service contracts are fair and reasonable.

The specific terms of reference of the remuneration committee have been amended to reflect changes arising from the revised code, which is posted on the websites of the Stock Exchange and the Company.

(3) Nomination Committee

The Company has established an nomination committee on 30 March 2012. The primary duties of the nomination committee are to select and nominate individuals for directorship as well as making recommendations to the Board on nomination policy. The nomination committee comprises two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Executive Director, namely, Prof. Chan Chok Ki. The Chairman of the committee is Prof. Chan Chok Ki. The committee shall meet not less than once a year and the quorum shall be two members.

The specific terms of reference of the nomination committee is posted on the websites of the Stock Exchange and the Company.

董事會委員會(續)**(2) 薪酬委員會**

根據該守則，本公司已於二零零五年九月成立薪酬委員會，薪酬委員會之主要職責是就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序，擬定及向董事會提出建議。薪酬委員會由兩位獨立非執行董事(即蕭允治教授及程伯中教授)及一位非執行董事(即陳祥發博士)組成。委員會主席為蕭允治教授。其預定至少每年舉行會議一次，而處理事務之所需法定人數為二人。

於回顧財政年度內，薪酬委員會曾舉行一次會議。委員會已考慮及檢討董事服務合約之現有條款，並認為服務合約之現有條款公平合理。

薪酬委員會之特定職權範圍已作出修訂，以反映經修訂守則所產生之變動，其乃載於聯交所及本公司網址內。

(3) 提名委員會

本公司已於二零一二年三月三十日成立提名委員會。提名委員會之主要職責是甄選及提名出任董事之人選及就提名政策向董事會提出建議。提名委員會由兩位獨立非執行董事蕭允治教授及程伯中教授及一位執行董事陳作基教授組成。委員會主席為陳作基教授。委員會須至少每年舉行會議一次，而法定人數為兩位成員。

提名委員會之特定職權範圍載於聯交所及本公司網址內。

AUDITORS' REMUNERATION

The audit committee of the Company is responsible for considering the performance of external auditors, the audit fee, and any question of resignation or dismissal. The external auditors' fee is to be negotiated with management of the Company, and annually analyzed for the audit committee's review. The audit committee is also responsible for reviewing the extent of non-audit services provided by the external auditors in relation to their independence.

The remuneration paid or payable in respect of services provided by the external auditors for the year ended 30 June 2012 and 2011 is analysed as follows:

Annual audit	年度審核
Non-audit services	非核數服務
— quarterly/interim result review	— 季度／中期業績審閱

The accounts for the year were audited by HLB Hodgson Impey Cheng whose term of office will expire upon the forthcoming annual general meeting (“AGM”). In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. The audit committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be nominated for appointment as the auditors of the Company at the forthcoming AGM.

核數師薪酬

本公司之審核委員會負責考慮外聘核數師之表現、核數費用，以及任何有關辭職或辭退的問題。外聘核數師費用須與本公司管理層磋商，並每年分析供審核委員會檢討之用。審核委員會亦負責檢討外聘核數師就其獨立性提供之非核數服務範圍。

截至二零一二年及二零一一年六月三十日止年度，外聘核數師所提供服務之有關已付或應付薪酬分析如下：

For the year ended 30 June**截至六月三十日止年度**

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元

321	311
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50	50
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本年度之賬目經由國衛會計師事務所審核，彼於即將舉行之股東週年大會（「股東週年大會」）上任滿。國衛會計師事務所於二零一二年三月重組為國衛會計師事務所有限公司。審核委員會已向董事會建議，於本公司即將舉行之股東週年大會上提名委任國衛會計師事務所有限公司為本公司之核數師。

COMMUNICATIONS WITH SHAREHOLDERS

The Board endeavors to maintain an on-going dialogue with shareholders and, in particular, use AGM or other general meetings to communicate with shareholders and encourage their participation in such meetings. The Company regards the AGM as an important event in the corporate year and Directors and senior management make an effort to attend and answer questions from shareholders about the business and performance. Last year, the Chairmen of all Board Committees attended the AGM and made themselves available for the shareholders' questions. Representatives (usually the engagement partner and manager-in-charge) of the external auditors also attended the AGM and explained to shareholders relating to the conduct of their audit of the Company's financial statements.

Separate resolutions are proposed at general meetings for each substantially separate issue, including the re-election of individual Directors. The notice of the meeting, the annual report and the circular containing information on the proposed resolutions are sent to shareholders at least twenty clear business days before the meeting. The voting procedures are according to the Listing Rules requirement. Poll results will be posted on the websites of the Stock Exchange and the Company on the business day following the general meeting.

The most recent shareholders' meeting was the AGM held on 11 November 2011 at our head office. All resolutions put to shareholders were passed at the 2011 AGM. The next AGM will be held at our head office on Friday, 9 November 2012 at 10:00 a.m.

To promote communication, the Company maintains our website where the shareholders communication policy is posted. The procedures for shareholders to put forward proposals at general meeting include a written notice of proposals being submitted by shareholders, addressed to the Company Secretary of the Company at our head office. Specific enquiries by shareholders requiring the Board's attention can be sent in writing to the Company Secretary at the Company's head office. Other general enquiries can be directed to the Company through the Company's website.

Further, procedures for shareholder to propose a person for election as a Director of the Company is posted on our website. For such purpose, the shareholders must send to the address of our head office a written notice which identifies the candidate and includes a notice in writing by that candidate of his/her willingness to be so elected. Detailed procedures are posted on the website of the Company.

與股東通訊

董事會致力與股東保持溝通聯繫，尤其是以股東週年大會或其他股東大會與股東溝通，並鼓勵彼等參與該等大會。本公司將股東週年大會視作企業年度內之重大事件，而董事及高級管理層會盡量出席大會，並回答股東有關業務及業績之問題。去年，所有董事委員會之主席均出席股東週年大會，並回答股東之問題。外聘核數師代表(通常為委聘合夥人及負責之經理)亦出席股東週年大會，並向股東解釋有關彼等對本公司財務報表進行審核工作之問題。

獨立決議案將就各項重大獨立事件(包括重選個別董事)於股東大會上提呈。載有將予提呈決議案之資料之大會通告、年報及通函將於大會前最少二十個完整營業日內寄送予股東。表決程序符合上市規則之規定。投票結果將於股東大會後之營業日刊登於聯交所及本公司網址。

最近之股東大會為於二零一一年十一月十一日於本公司總辦事處舉行之股東週年大會。所有提呈予股東之決議案於二零一一年股東週年大會上獲通過。下次股東週年大會將二零一二年十一月九日星期五上午十時正於本公司總辦事處舉行。

為促進溝通，本公司會保持網址運作，而與股東通訊政策將刊登於該網址。股東於股東大會提出動議之程序包括股東遞交建議之書面通知，送交本公司總辦事處，並註明本公司之公司秘書收。股東可將彼等提呈董事會關注之特別查詢，以書面形式發送到本公司總辦事處，並註明公司秘書收。其他一般查詢可透過本公司網址直接向本公司提出。

此外，股東提名一名人士參選本公司董事之程序亦刊登於本公司網址。就此而言，股東必須將書面通知送交本公司總辦事處之地址，並列明候選人，且連同該名候選人同意參與之書面通知。有關程序之詳情刊登於本公司網址。

DIRECTOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and in presenting the quarterly and annual financial statements, and announcements to shareholders, the Directors aim to present a balanced and understandable assessment of the Company's position and prospects.

The Directors' responsibilities in preparing financial statements and the auditors' responsibilities are set out in the Independent Auditors' Report on page 29 of this annual report.

INTERNAL CONTROL

The Company has conducted a review of its system of internal control periodically to ensure the effective and adequate internal control system. The Company convened meetings periodically to discuss financial, operational and risk management control. The audit committee has discussed the internal control process with the management of the Company during the financial year ended 30 June 2012.

The external auditor performs independent statutory audit on the Group's financial statements. As part of the audit engagement, the external auditor also reports to the audit committee any significant deficiencies in the Group's internal control system which might come to their attention during the course of audit. The external auditor noted no significant internal control deficiencies in their audit for the financial year ended 30 June 2012.

GROWTH AND DEVELOPMENT

The Company develops and maintains competence levels and ethical behaviour of staff members. These include clear competence criteria for staff members and strong commitment to staff training and development. To equip staff members to meet future challenges and professional requirements, the Company offers a wide range of training and development programmes in the areas sales, products, operations and compliance.

LOOKING FORWARD

The Board of Directors of the Company believe that good corporate governance can safeguard the effective allocation of resources and safeguard shareholders' interests. The Company will keep on reviewing its corporate governance standards on a timely basis and the Board endeavours to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Code on Corporate Governance Practices introduced by the Stock Exchange.

董事有關財務報表之責任

董事承認他們有責任就各財政年度編製真實而公平地反映本公司事務狀況之財務報表，而在向股東提呈季度及全年財務報表及公佈時，董事務求對本公司狀況及前景呈示平衡而可理解之評估。

董事編製財務報表之責任及核數師之責任，載於本年度報告第29頁之獨立核數師報告。

內部監控

本公司已定期檢討其內部監控系統，以確保內部監控系統有效而足夠。本公司定期召開會議，以討論財務、營運及風險管理監控事宜。審核委員會於截至二零一二年六月三十日止財政年度內曾與本公司管理層討論內部監控過程事宜。

外聘核數師對本集團之財務報表進行獨立法定審核。作為審核工作之一部分，外聘核數師亦會向審核委員會匯報在審核過程中可能獲悉本集團之任何重大內部監控系統缺陷。外聘核數師於進行截至二零一二年六月三十日止財政年度之審核時並無發現重大內部監控缺陷。

培訓及發展

本公司發展及維持員工兼具能力及道德行為之文化。此包括制訂明確之員工能力標準及加強員工培訓及發展。為裝備員工接受未來挑戰及專業需求，本公司提供多項與銷售、產品、營運及合規之培訓及發展計劃。

展望

本公司董事會相信，良好企業管治可保障有效分配資源及保障股東權益。本公司將繼續在適當時候檢討其企業管治標準，而董事會努力採取所需行動，以確保符合有關慣例及標準，包括聯交所頒佈之《企業管治常規守則》之條文。

The Directors present their annual report and the audited consolidated financial statements for the year ended 30 June 2012.

PRINCIPAL ACTIVITIES

The Company is an investment holding company with its shares listed on the GEM of the Stock Exchange. The principal activities of its subsidiaries are set out in Note 15 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 30 June 2012 are set out in the consolidated statement of comprehensive income on page 31.

The Directors do not recommend the payment of dividend.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in Note 13 to the consolidated financial statements.

SHARE CAPITAL

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

SHARE OPTIONS

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2012:

- (i) The Group's five largest customers accounted for 34% of the Group's total turnover.
- (ii) The Group's largest supplier and five largest suppliers accounted for 22% and 60% respectively of the Group's total purchases (not including purchases of items which are of capital nature).

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

董事謹提呈截至二零一二年六月三十日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司，其股份於聯交所之創業板上市，其附屬公司之主要業務載於綜合財務報表附註15。

業績

本集團截至二零一二年六月三十日止年度之業績載於第31頁之綜合全面收益表。

董事不擬派付股息。

物業、廠房及設備

本年度內有關本集團之物業、廠房及設備之變動詳情載於綜合財務報表附註13內。

股本

有關本公司股本之詳情載於綜合財務報表附註22內。

購股權

有關本公司購股權計劃之詳情載於綜合財務報表附註23內。

主要客戶及供應商

截至二零一二年六月三十日止年度：

- (i) 本集團之五大客戶佔本集團總營業額之34%。
- (ii) 本集團之最大供應商及五大供應商分別佔本集團總採購額(不包括屬資本性質之採購項目)之22%及60%。

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

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to its shareholders as at 30 June 2012 comprised share premium, share options reserve and retained profits in aggregate amounting to approximately HK\$24,307,000 (2011: HK\$24,484,000) provided that, after distribution, the Company will be able to pay its debts as they fall due in the ordinary course of business.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

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

Non-Executive Director:

Dr. Chan Cheung Fat

Independent Non-Executive Directors:

Mr. Yu Hon To, David
Prof. Siu Wan Chi
Prof. Ching Pak Chung

In accordance with Article 87 of the Company's Articles of Association, Dr. Ma Chi Kit and Prof. Siu Wan Chi will retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

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

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

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

Save as disclosed above, no Director proposed for re-election at the forthcoming AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

本公司之可分派儲備

於二零一二年六月三十日，本公司可向其股東分派之儲備(包括股份溢價、購股權儲備及保留溢利)合共約24,307,000港元(二零一一年：24,484,000港元)，惟本公司在分派後將須仍有能力償付該等在正常業務過程中到期之債項者，方可派付。

董事及董事之服務合約

於本年度內及截至本報告日期本公司之董事成員如下：

執行董事：

陳作基教授
馬志傑博士
何家豪先生

非執行董事：

陳祥發博士

獨立非執行董事：

俞漢度先生
蕭允治教授
程伯中教授

根據本公司之公司組織章程細則第87條，馬志傑博士及蕭允治教授將於即將舉行之股東週年大會上輪值退任，惟彼等乃合資格膺選連任。

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

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

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

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

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS

At 30 June 2012, the interests of the Directors, Chief Executives and their associates in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares:

(a) Ordinary shares of HK\$0.2 each of the Company

Name of Directors 董事姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行普通股數目	Percentage of the issued share capital of the Company 本公司已發行股本百分比
Prof. Chan Chok Ki 陳作基教授	Held by controlled corporation (Note 1) 由受控制法團持有 (附註 1)	5,200,000	57.5%
Dr. Chan Cheung Fat 陳祥發博士	Held by controlled corporation (Note 1) 由受控制法團持有 (附註 1)	5,200,000	57.5%

(b) Share options

Name of Directors 董事姓名	Capacity 身份	Number of share options held 持有購股權數目	Number of underlying shares 相關股份數目
Prof. Chan Chok Ki 陳作基教授	Beneficial owner (Note 2) 實益擁有人 (附註 2)	135,000	135,000
Dr. Ma Chi Kit 馬志傑博士	Beneficial owner (Note 2) 實益擁有人 (附註 2)	126,000	126,000
Mr. Ho Ka Ho 何家豪先生	Beneficial owner (Note 2) 實益擁有人 (附註 2)	124,000	124,000

董事於股份及購股權之權益

於二零一二年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第352條，或根據《創業板上市規則》第5.46條須通知本公司及聯交所之規定，董事、最高行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見《證券及期貨條例》第十五部之定義）之股份及購股權中擁有之權益如下：

股份好倉：

(a) 本公司每股面值0.2港元之普通股

Name of Directors 董事姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行普通股數目	Percentage of the issued share capital of the Company 本公司已發行股本百分比
Prof. Chan Chok Ki 陳作基教授	Held by controlled corporation (Note 1) 由受控制法團持有 (附註 1)	5,200,000	57.5%
Dr. Chan Cheung Fat 陳祥發博士	Held by controlled corporation (Note 1) 由受控制法團持有 (附註 1)	5,200,000	57.5%

(b) 購股權

Name of Directors 董事姓名	Capacity 身份	Number of share options held 持有購股權數目	Number of underlying shares 相關股份數目
Prof. Chan Chok Ki 陳作基教授	Beneficial owner (Note 2) 實益擁有人 (附註 2)	135,000	135,000
Dr. Ma Chi Kit 馬志傑博士	Beneficial owner (Note 2) 實益擁有人 (附註 2)	126,000	126,000
Mr. Ho Ka Ho 何家豪先生	Beneficial owner (Note 2) 實益擁有人 (附註 2)	124,000	124,000

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS (CONTINUED)

Particulars of the Company's share option schemes are set out in note 23 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the year:

	Option type 購股權類別	Outstanding at beginning and end of the year 於年初及年終 尚未行使
Category 1: Directors		
類別 1：董事		
Prof. Chan Chok Ki 陳作基教授	2003 Option Scheme 二零零三年購股權計劃	135,000
Dr. Ma Chi Kit 馬志傑博士	2003 Option Scheme 二零零三年購股權計劃	126,000
Mr. Ho Ka Ho 何家豪先生	2003 Option Scheme 二零零三年購股權計劃	124,000
Total Directors 董事合計		385,000
Category 2: Employees		
類別 2：僱員		
Employees 僱員	2003 Option Scheme 二零零三年購股權計劃	40,000
Total employees 僱員合計		40,000
Total (all categories) 合計 (所有類別)		425,000

Notes:

- These shares, representing approximately 57.5% of the issued share capital of the Company as at 30 June 2012, are held by Etin City Limited, which is owned by Etin Tech Limited and CityU Enterprises Limited in the proportion of 70% and 30% respectively. Etin Tech Limited is owned by Prof. Chan Chok Ki, Dr. Chan Cheung Fat, Dr. Ma Chi Kit and Mr. Ho Ka Ho in the proportion of approximately 44.3%, 34.3%, 14.3% and 7.1%, respectively. As Prof. Chan Chok Ki and Dr. Chan Cheung Fat are entitled to exercise or control the exercise of 30% or more of the voting power in general meetings of Etin Tech Limited, they are deemed to be interested in the entire shares in the Company held by Etin City Limited.
- The share options have been granted to the Directors pursuant to the share option schemes adopted by the Company, details of which are set out in Note 23 to the consolidated financial statements.

Save as disclosed above, and other than a nominee share in a subsidiary held by a Director in trust for the Group, at 30 June 2012, none of the Directors, the Chief Executives of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

董事於股份及購股權之權益(續)

有關本公司購股權計劃之詳情載於綜合財務報表附註23內。

下表披露本公司於本年度內之購股權變動：

	Option type 購股權類別	Outstanding at beginning and end of the year 於年初及年終 尚未行使
Category 1: Directors		
類別 1：董事		
Prof. Chan Chok Ki 陳作基教授	2003 Option Scheme 二零零三年購股權計劃	135,000
Dr. Ma Chi Kit 馬志傑博士	2003 Option Scheme 二零零三年購股權計劃	126,000
Mr. Ho Ka Ho 何家豪先生	2003 Option Scheme 二零零三年購股權計劃	124,000
Total Directors 董事合計		385,000
Category 2: Employees		
類別 2：僱員		
Employees 僱員	2003 Option Scheme 二零零三年購股權計劃	40,000
Total employees 僱員合計		40,000
Total (all categories) 合計 (所有類別)		425,000

附註：

- 於二零一二年六月三十日，此等佔本公司已發行股本約57.5%之股份由Etin City Limited持有。Etin City Limited由Etin Tech Limited及城大企業有限公司分別按70%及30%之比例持有。Etin Tech Limited乃由陳作基教授、陳祥發博士、馬志傑博士及何家豪先生分別按約44.3%、34.3%、14.3%及7.1%之比例擁有。由於陳作基教授及陳祥發博士有權於Etin Tech Limited之股東大會上行使或控制行使30%或以上之投票權，故彼等被視作於所有由Etin City Limited持有之本公司股份中擁有權益。
- 購股權已根據本公司採納之購股權計劃向董事授出，有關詳情載於綜合財務報表附註23。

除上文所披露者及由一名董事以信託方式為本集團持有之附屬公司代名人股份外，於二零一二年六月三十日，董事、本公司之最高行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than the related party transaction disclosed in Note 28 to the consolidated financial statements, no contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed in the section headed "Directors' Interests in Shares and Share Options", the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 30 June 2012.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the Independent Non-Executive Directors are independent.

EMOLUMENT POLICY

The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme are set out in Note 23 to the consolidated financial statements.

購買股份或債券之安排

除綜合財務報表附註23所述之購股權計劃外，於本年度內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於本年度內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

董事在重要合約之利益

除於綜合財務報表附註28披露之關連人士交易外，於本年度終結時或於本年度內任何時間，本公司各董事並無在本公司、其控股公司或其任何附屬公司所參與訂立之任何重要合約中，直接或間接擁有任何重大利益。

主要股東

除「董事於股份及購股權之權益」一節所披露之權益外，於二零一二年六月三十日，按照本公司根據證券及期貨條例第336條而存置之主要股東登記冊所披露，並無任何人士於本公司之已發行股本中擁有任何須予公佈之權益或淡倉。

委任獨立非執行董事

本公司已收到各獨立非執行董事根據《創業板上市規則》第5.09條之規定發出有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

薪酬政策

本公司各董事及高級管理人員之薪酬由薪酬委員會於考慮本公司之經營業績、個別表現及可資比較之市場統計數據後進行檢討。

本公司已採納購股權計劃，作為董事及合資格僱員之獎勵，有關計劃詳情載於綜合財務報表附註23。

COMPETITION AND CONFLICT OF INTERESTS

The Directors believe that none of the Directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group or any other conflicts of interests which any such person has or may have with the Group.

PRE-EMPTIVE RIGHTS

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

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

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

AUDIT COMMITTEE

The audit committee has four members comprising the three Independent Non-Executive Directors, namely, Mr. Yu Hon To, David, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat.

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

The audit committee has reviewed the draft of this report and has provided advice and comments thereon. The audit committee held four meetings during the year ended 30 June 2012.

競爭及權益衝突

董事相信，各董事或管理層股東(見《創業板上市規則》之定義)沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務擁有權益，或任何該等人士與本集團有或可能有之任何其他利益衝突。

優先購買權

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

買賣或贖回本公司之上市證券

於回顧年度內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

審核委員會

審核委員會由四位成員組成，包括三位獨立非執行董事俞漢度先生、蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

審核委員會之主要職責為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。

審核委員會已審閱本報告之草稿，並已就此提供意見及評語。截至二零一二年六月三十日止年度內，審核委員會曾先後舉行四次會議。

REMUNERATION COMMITTEE

The remuneration committee has three members comprising two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat.

The primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company's policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration.

The remuneration committee held one meeting during the financial year under review. The committee has considered and reviewed the existing terms of service contracts of the Directors and considers that the existing terms of the service contracts are fair and reasonable.

NOMINATION COMMITTEE

The nomination committee has three members comprising two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Executive Director, namely, Prof. Chan Chok Ki.

The primary duties of the nomination committee are to select and nominate individuals for directorship as well as making recommendations to the Board on nomination policy.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has maintained a sufficient public float under the listing rules within the knowledge of the Directors.

AUDITORS

The accounts for the year were audited by HLB Hodgson Impey Cheng whose term of office will expire upon the forthcoming AGM. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. A resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming AGM.

On behalf of the Board

Prof. Chan Chok Ki

Chairman and Chief Executive Officer

Hong Kong, 14 September 2012

薪酬委員會

薪酬委員會由三位成員組成，包括兩位獨立非執行董事蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

薪酬委員會之主要職責是就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序，擬定及向董事會提出建議。

於回顧財政年度內，薪酬委員會曾舉行一次會議。委員會已考慮及檢討董事服務合約之現有條款，並認為服務合約之現有條款公平合理。

提名委員會

提名委員會由三位成員組成，包括兩位獨立非執行董事蕭允治教授及程伯中教授及一位執行董事陳作基教授。

提名委員會之主要職責為甄選及提名出任董事之人選及就提名政策向董事會提出建議。

足夠公眾持股量

於本報告日期，就董事所知，本公司已維持根據上市規則規定之足夠公眾持股量。

核數師

本年度之賬目經由國衛會計師事務所審核，彼於即將舉行之股東週年大會上任滿。國衛會計師事務所於二零一二年三月重組為國衛會計師事務所有限公司。本公司將於即將舉行之股東週年大會上提呈一項決議案委任國衛會計師事務所有限公司為本公司來年之核數師。

承董事會命

陳作基教授

主席兼行政總裁

香港，二零一二年九月十四日



Chartered Accountants
Certified Public Accountants

TO THE SHAREHOLDERS OF TELEEYE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of TeleEye Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 31 to 87, which comprise the consolidated and company statements of financial position as at 30 June 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' 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 about whether the consolidated financial statements are free from material misstatement.

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The Landmark
11 Pedder Street, Central
Hong Kong

香港
中環畢打街11號
置地廣場
告羅士打大廈31樓

致千里眼控股有限公司股東

(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第31至87頁千里眼控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一二年六月三十日的綜合及公司財務狀況表,截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責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綜合財務報表,以令綜合財務報表作出真實而公平的列報,及落實董事認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並僅向全體股東報告,不作其他用途。我們概不就本報告內容向任何其他人士承擔或負上任何責任。我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。這些準則要求我們遵守道德規範,並規劃及執行審計,以合理確定此等綜合財務報表是否不存在任何重大錯誤陳述。

AUDITORS' 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 auditors' judgement, 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 auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 Company and of the Group as at 30 June 2012, 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.

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

Hong Kong, 14 September 2012

核數師的責任(續)

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在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綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但並非為對公司內部控制的效能發表意見。審核亦包括評估董事所採用會計政策的合適性及作出會計估計的合理性，以及評估綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證是充足的和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一二年六月三十日的財務狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

國衛會計師事務所

英國特許會計師

香港執業會計師

香港，二零一二年九月十四日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		NOTES 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收入	7	37,425	45,693
Cost of sales	銷售成本		(20,949)	(22,117)
Gross profit	毛利		16,476	23,576
Other income	其他收入	8	284	211
Selling and distribution costs	銷售及分銷成本		(9,701)	(9,426)
Administrative expenses	行政費用		(8,455)	(7,463)
Research and development expenditure	研究及發展支出		(5,348)	(5,579)
(Loss)/Profit before taxation	除稅前(虧損)/利潤	9	(6,744)	1,319
Income tax credit/(expense)	所得稅抵免/(支出)	11	498	(140)
(Loss)/Profit for the year	本年度(虧損)/利潤		(6,246)	1,179
Other comprehensive (expense)/income:	其他全面(支出)/收益:			
Exchange differences arising on translating foreign operations	因換算境外業務之賬目而產生之匯兌差額		(229)	209
Change in fair value on available-for-sale investments	可供出售投資公平值變動		(955)	1,393
Other comprehensive (expense)/income for the year	本年度其他全面(支出)/收益		(1,184)	1,602
Total comprehensive (expense)/income for the year	本年度全面(支出)/收益總額		(7,430)	2,781
(Loss)/Profit for the year attributable to:	由下列人士應佔本年度(虧損)/利潤:			
Owners of the Company	本公司擁有人		(6,182)	1,206
Non-controlling interests	非控股權益		(64)	(27)
			(6,246)	1,179
Total comprehensive (expense)/income for the year attributable to:	由下列人士應佔本年度全面(支出)/收益總額:			
Owners of the Company	本公司擁有人		(7,372)	2,817
Non-controlling interests	非控股權益		(58)	(36)
			(7,430)	2,781
(Loss)/Earnings per share	每股(虧損)/收益	12		
— Basic	— 基本		(68.39)HK cents 港仙	13.36 HK cents 港仙
— Diluted	— 攤薄		(68.39)HK cents 港仙	13.21 HK cents 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2012 於二零一二年六月三十日

		NOTES 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	836	1,339
Capitalised development costs	發展成本資本化	14	2,748	2,207
Available-for-sale investments	可供出售投資	16	5,213	6,168
			8,797	9,714
Current assets	流動資產			
Inventories	存貨	17	10,364	14,122
Trade and other receivables	應收賬款及其他應收款	18	4,584	5,312
Bills receivables	應收票據	18	—	373
Tax recoverable	可收回稅項		206	—
Bank balances and cash	銀行結餘及現金	19	14,431	15,719
			29,585	35,526
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	20	4,390	3,321
Tax payables	應付稅項		149	147
			4,539	3,468
Net current assets	流動資產淨值		25,046	32,058
Total assets less current liabilities	總資產減流動負債		33,843	41,772
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債	24	—	499
Net assets	資產淨值		33,843	41,273
Capital and reserves	資本及儲備			
Share capital	股本	22	1,808	1,808
Reserves	儲備		32,270	39,642
Equity attributable to owners of the Company	本公司擁有人應佔之權益		34,078	41,450
Non-controlling interests	非控股權益		(235)	(177)
Total equity	總權益		33,843	41,273

The consolidated financial statements on pages 31 to 87 were approved and authorised for issue by the Board of Directors on 14 September 2012 and are signed on its behalf by:

第31至87頁之綜合財務報表經董事會於二零一二年九月十四日核准及授權刊印，並由下列董事代表董事會簽署：

PROF. CHAN CHOK KI 陳作基教授
DIRECTOR 董事

MR. HO KA HO 何家豪先生
DIRECTOR 董事

STATEMENT OF FINANCIAL POSITION 財務狀況表

At 30 June 2012 於二零一二年六月三十日

		NOTES 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current asset	非流動資產			
Investment in a subsidiary	於附屬公司之投資	15	10	10
Current assets	流動資產			
Other receivables	其他應收款		61	64
Amounts due from subsidiaries	應收附屬公司款項	21	24,464	24,832
Tax recoverable	可收回稅項		206	—
Bank balances	銀行結餘	19	2,095	2,559
			26,826	27,455
Current liabilities	流動負債			
Accruals and other payables	計提費用及其他應付款		721	998
Tax payable	應付稅項		—	175
			721	1,173
Net current assets	流動資產淨值		26,105	26,282
Net assets	資產淨值		26,115	26,292
Capital and reserves	資本及儲備			
Share capital	股本	22	1,808	1,808
Reserves	儲備	25	24,307	24,484
Total equity	總權益		26,115	26,292

PROF. CHAN CHOK KI 陳作基教授
DIRECTOR 董事

MR. HO KA HO 何家豪先生
DIRECTOR 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		Attributable to owners of the Company 由本公司擁有人應佔										
		Share capital	Share premium	Translation reserve	Investment revaluation reserve	Share options reserve	Special reserve	(Accumulated losses)/ Retained profits	Total	Non-controlling interests	Total	
		股本	股份溢價	匯兌儲備	投資重估儲備	購股權儲備	特別儲備	(累計虧損)/ 保留利潤	總計	非控股權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note) (附註)										
At 1 July 2010	於二零一零年七月一日	1,803	21,646	(111)	(640)	1,102	14,990	(253)	38,537	(141)	38,396	
Profit/(Loss) for the year	本年度利潤/(虧損)	—	—	—	—	—	—	1,206	1,206	(27)	1,179	
Other comprehensive income/(expense) for the year	本年度其他全面收益/(支出)	—	—	218	1,393	—	—	—	1,611	(9)	1,602	
Total comprehensive income/(expense) for the year	本年度全面收益/(支出)總額	—	—	218	1,393	—	—	1,206	2,817	(36)	2,781	
Issue of ordinary shares upon exercise of share options	行使購股權後發行普通股	5	171	—	—	(80)	—	—	96	—	96	
At 30 June 2011	於二零一一年六月三十日	1,808	21,817	107	753	1,022	14,990	953	41,450	(177)	41,273	
Loss for the year	本年度虧損	—	—	—	—	—	—	(6,182)	(6,182)	(64)	(6,246)	
Other comprehensive (expense)/income for the year	本年度其他全面(支出)/收益	—	—	(235)	(955)	—	—	—	(1,190)	6	(1,184)	
Total comprehensive expense for the year	本年度全面支出總額	—	—	(235)	(955)	—	—	(6,182)	(7,372)	(58)	(7,430)	
At 30 June 2012	於二零一二年六月三十日	1,808	21,817	(128)	(202)	1,022	14,990	(5,229)	34,078	(235)	33,843	

Note:

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

附註：

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

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
(Loss)/Profit before taxation	除稅前(虧損)/利潤	(6,744)	1,319
Adjustments for:	就下列項目作出調整：		
Amortisation of capitalised development costs	發展成本資本化之攤銷	909	737
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	644	619
Allowance for obsolete stocks	呆舊存貨品撥備	848	106
Write down of inventories	存貨撇減	493	446
Allowance/(Reversal of allowance) for bad and doubtful debts	呆壞賬撥備/(撥備撥回)	238	(85)
Dividend income from listed equity securities	上市權益性證券之股息收入	(262)	(194)
Interest income from bank deposits	銀行存款利息收入	(1)	(1)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	(196)
Operating cash flows before movements in working capital	經營資金變動前之經營現金流量	(3,875)	2,751
Decrease/(Increase) in inventories	存貨減少/(增加)	2,417	(3,734)
Decrease in trade and other receivables	應收賬款及其他應收款減少	490	2,200
Decrease/(Increase) in bills receivables	應收票據減少/(增加)	373	(373)
Increase/(Decrease) in trade and other payables	應付賬款及其他應付款增加/(減少)	1,069	(1,523)
Cash generated from/(used in) operations	來自/(應用於)經營業務之現金	474	(679)
Interest received	已收利息	1	1
Tax (paid)/refunded	(已付)/已退回稅項	(204)	62
NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES	來自/(應用於)經營業務之現金淨額	271	(616)
INVESTING ACTIVITIES	投資業務		
Dividend income received	已收股息收入	262	194
Increase in capitalised development costs	發展成本資本化增加	(1,450)	(1,303)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	—	210
Purchases of available-for-sale investments	購入可供出售投資	—	(1,942)
Purchases of property, plant and equipment	購入物業、廠房及設備	(144)	(707)
NET CASH USED IN INVESTING ACTIVITIES	應用於投資業務之現金淨額	(1,332)	(3,548)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
FINANCING ACTIVITIES	融資業務		
Proceeds from issue of shares	發行股份之所得款項	—	96
NET CASH GENERATED FROM FINANCING ACTIVITIES	源自融資業務之現金淨額	—	96
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(1,061)	(4,068)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等價物	15,719	19,586
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(227)	201
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	於年終之現金及現金等價物， 即銀行結餘及現金	14,431	15,719

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

1. GENERAL

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange. Its ultimate holding company is Etin Tech Limited, a company incorporated in the British Virgin Islands (“BVI”). The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 15.

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and revised HKFRSs applied in current year

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKFRS 1	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets
HKAS 24 (as revised in 2009)	Related Party Disclosures
Amendments to HK(IFRIC) — Int 14	Prepayments of a Minimum Funding Requirement

The application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

1. 一般事項

本公司在開曼群島註冊成立為有限公司，而其股份於聯交所創業板上市，其最終控股公司為 Etin Tech Limited，一家於英屬處女群島（「英屬處女群島」）註冊成立之公司。本公司註冊辦事處及主要營業地點之地址在年報「公司資料」一節內披露。

本公司為一家投資控股公司，其附屬公司之主要業務載於附註 15。

綜合財務報表乃以港元列報，與本公司之功能貨幣相同。

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）

本年度應用之新增及經修訂香港財務報告準則於本年度，本集團已應用以下香港會計師公會（「香港會計師公會」）頒佈之新增及經修訂香港財務報告準則。

香港財務報告準則第 1 號之修訂本	嚴重高通漲及剔除首次採納者之固定日期
香港財務報告準則第 7 號之修訂本	披露事項 — 轉讓金融資產
香港會計準則第 24 號（二零零九年經修訂）	關連人士披露事項
香港（國際財務匯報詮釋委員會）— 詮釋第 14 號之修訂本	最低資金要求之預付款項

於本年度應用新增及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載之披露事項並無重大影響。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009-2011 Cycle ¹
Amendments to HKFRS 1	Government Loans ¹
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ²
HKFRS 9	Financial Instruments ²
HKFRS 10	Consolidated Financial Statements ¹
HKFRS 11	Joint Arrangements ¹
HKFRS 12	Disclosure of Interests in Other Entities ¹
HKFRS 13	Fair Value Measurement ¹
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance ¹
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income ⁴
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets ³
HKAS 19 (as revised in 2011)	Employee Benefits ¹
HKAS 27 (as revised in 2011)	Separate Financial Statements ¹
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ¹
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ⁵
HK(IFRIC) — Int 20	Stripping Costs in the Production Phase of a Surface Mine ¹

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新增及經修訂香港財務報告準則。

香港財務報告準則之修訂本	香港財務報告準則二零零九年至二零一一年週期之年度改進 ¹
香港財務報告準則第1號之修訂本	政府貸款 ¹
香港財務報告準則第7號之修訂本	披露事項 — 抵銷金融資產及金融負債 ¹
香港財務報告準則第7號之修訂本	香港財務報告準則第9號之強制生效日期及過渡性披露 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號	綜合財務報表 ¹
香港財務報告準則第11號	合營安排 ¹
香港財務報告準則第12號	於其他實體之權益披露事項 ¹
香港財務報告準則第13號	公平值計量 ¹
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本	綜合財務報表、合營安排及於其他實體之權益披露事項：過渡性指引 ¹
香港會計準則第1號之修訂本	呈列其他全面收益項目 ⁴
香港會計準則第12號之修訂本	遞延稅項 — 收回相關資產 ³
香港會計準則第19號 (二零一一年經修訂)	僱員福利 ¹
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表 ¹
香港會計準則第28號 (二零一一年經修訂)	於聯營公司及合營企業之投資 ¹
香港會計準則第32號之修訂本	抵銷金融資產及金融負債 ⁵
香港(國際財務匯報詮釋委員會) — 詮釋第20號	露天礦場生產階段之剝採成本 ¹

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2013
- ² Effective for annual periods beginning on or after 1 January 2015
- ³ Effective for annual periods beginning on or after 1 January 2012
- ⁴ Effective for annual periods beginning on or after 1 July 2012
- ⁵ Effective for annual periods beginning on or after 1 January 2014

HKFRS 9 *Financial Instruments*

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described as follows:

HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

The Directors anticipate that HKFRS 9 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 July 2015. Based on an analysis of the Group’s financial assets and financial liabilities as at 30 June 2012, the adoption of HKFRS 9 is not expected to have material impact on the consolidated financial statements.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則(續)

- ¹ 於二零一三年一月一日或其後開始之年度期間生效
- ² 於二零一五年一月一日或其後開始之年度期間生效
- ³ 於二零一二年一月一日或其後開始之年度期間生效
- ⁴ 於二零一二年七月一日或其後開始之年度期間生效
- ⁵ 於二零一四年一月一日或其後開始之年度期間生效

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。於二零一零年修訂之香港財務報告準則第9號包括金融負債分類及計量以及終止確認之規定。

香港財務報告準則第9號之主要規定概述如下：

香港財務報告準則第9號規定香港會計準則第39號金融工具：確認及計量範圍內所有已確認財務資產往後將按攤銷成本或公平值計量。具體而言，若債務投資於以收取合約現金流為目的之業務模式持有，及擁有合約現金流，且有關現金流純粹為支付本金及未償還本金之利息，則一般於往後會計期間末按攤銷成本計量。所有其他債務投資及股本投資於往後會計期間末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇以於其他全面收入呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益內確認股息收入。

董事預期，本集團將於二零一五年七月一日開始之年度期間之綜合財務報表採納香港財務報告準則第9號。根據本集團於二零一二年六月三十日之金融資產及金融負債之分析，預期採納香港財務報告準則第9號不會對綜合財務報表構成重大影響。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective (continued)

New and revised standards on consolidation and disclosures

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and HK (SIC)-Int 12 *Consolidation — Special Purpose Entities*. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

HKFRS 10 and HKFRS 12 are effective for annual periods beginning on or after 1 January 2013.

The Directors anticipate that HKFRS 10 and HKFRS 12 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 July 2013. The application of HKFRS 10 will have no material impact on the consolidated financial statements. The application of HKFRS 12 may result in more extensive disclosures in the consolidated financial statements.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則(續)

綜合及披露事項之新增及經修訂準則

香港財務報告準則第10號取代處理綜合財務報表之部份香港會計準則第27號綜合及獨立財務報表及香港(國際財務匯報詮釋委員會) — 詮釋第12號綜合 — 特殊目的實體。香港財務報告準則第10號載有控制之新定義, 包括三項元素: (a) 對被投資方之權力; (b) 參與被投資方之業務所得可變回報之風險或權利; 及(c) 對被投資方使用其權力影響投資者回報金額之能力。香港財務報告準則第10號已增加多項指引以處理複雜情況。

香港財務報告準則第12號為一項披露準則, 適用於在附屬公司、合營安排、聯營公司及/或未綜合結構實體擁有權益之實體。整體而言, 香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

香港財務報告準則第10號及香港財務報告準則第12號於二零一三年一月一日或之後開始之年度期間生效。

董事預期, 本集團將於二零一三年七月一日開始之年度期間之綜合財務報表採納香港財務報告準則第10號及香港財務報告準則第12號。應用香港財務報告準則第10號將不會對綜合財務報表構成重大影響。應用香港財務報告準則第12號可能引致於綜合財務報表中作出更廣泛之披露。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 *Financial Instruments: Disclosures* will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The Directors anticipate that HKFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 July 2013 and that the application of the new standard may affect the amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則(續)

香港財務報告準則第13號公平值計量

香港財務報告準則第13號確立有關公平值計量及披露公平值計量資料之單一指引來源。該準則界定公平值，確立計量公平值之框架及有關公平值計量之披露規定。香港財務報告準則第13號之範圍寬廣；適用於其他香港財務報告準則規定或允許公平值計量及披露公平值計量資料之金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則之規定更為全面。例如，現時僅規限香港財務報告準則第7號*財務工具：披露事項*所述財務工具之三個公平值等級之量化及定性披露資料將藉香港財務報告準則第13號加以擴展，以涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於二零一三年一月一日或以後開始之年度期間生效，並可提早應用。

董事預期，本集團將於二零一三年七月一日開始之年度期間之綜合財務報表採納香港財務報告準則第13號，而應用新訂準則可能會對綜合財務狀況表之呈報金額構成影響，並引致於綜合財務報表中作出更廣泛之披露。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and revised HKFRSs issued but not yet effective (continued)

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

The Directors anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則(續)

香港會計準則第1號呈列其他全面收益項目之修訂本

香港會計準則第1號之修訂本保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收入之選擇權。然而，香港會計準則第1號之修訂本規定須於其他全面收入部份作出額外披露，以便將其他全面收入項目劃分為兩類：(a)其後不會重新分類至損益之項目；及(b)於達成特定條件時，其後可重新分類至損益之項目。其他全面收入項目的所得稅須按相同基準予以分配。

香港會計準則第1號之修訂本乃於二零一二年七月一日或以後開始之年度期間生效。當修訂本於未來會計期間應用時，其他全面收入項目之呈列方式將會作出相應變動。

董事預期，應用其他新增及經修訂香港財務報告準則將不會對綜合財務報表構成重大影響。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared 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 the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance (effective from 1 January 2010 onwards).

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括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事項。

綜合財務報表乃按歷史成本法而編製，惟若干金融工具以公平值計量除外，詳見下文所載之會計政策說明。歷史成本一般按照兌換貨品時所付出代價之公平值計算。

主要會計政策載列於下文。

編製綜合賬目之基準

綜合財務報表包括本公司及由本公司(及其附屬公司)所控制實體之財務報表。如本公司有權規管實體之財務及經營政策，以自其業務中取得利益，則構成控制權。

於本年度內收購或出售附屬公司之業績已由收購生效日期起計及截至出售生效日期(按適用者而定)計入綜合全面收益表內。

若有需要，會調整附屬公司之財務報表，以使其會計政策與本集團其他成員公司所採用者互相一致。

本集團內公司間之所有交易、結餘、收入及開支均已於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於其中之權益分開列報。

向非控股權益分配總全面收益

附屬公司的總全面收益與開支會分配予公司擁有人及非控股權益，即使這將導致非控股權益錄得虧損結餘(由二零一零年一月一日起生效)。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

Sales of goods are recognised when the goods are delivered and titles have passed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income 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 on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 主要會計政策(續)

收入確認

收入按已收或應收代價之公平值計量，乃指於正常業務過程就已售貨品應收之款額，扣除折扣及銷售相關稅項。

銷售貨品在交付貨品及移交所有權時確認入賬。

金融資產之利息收入乃於經濟利益很可能流入本集團，而收入金額能可靠地計量時確認。利息收入根據尚未償還本金額及適用實際利率，按時間基準累計，適用實際利率乃將估計未來現金收入通過金融資產預期壽命準確地折現為該資產初步確認時賬面淨值之利率。

投資之股息收入在股東獲授權收取款項時確認入賬(惟須於經濟利益很有可能將流入本集團，而收益金額能可靠地計量時方予以確認)。

物業、廠房及設備

物業、廠房及設備是按成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表中列賬。

物業、廠房及設備折舊是在扣減其剩餘價值後，按預計可用年期以直線法確認折舊。估計可使用年期、剩餘價值及折舊方法乃於各報告期末時檢討，估計變動之影響按預先計提之基準入賬。

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終止確認。出售或解除物業、廠房及設備項目所產生之任何收益或虧損乃按出售所得款項淨額與資產之賬面值之間之差額計算並於損益確認。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

3. 主要會計政策(續)

租賃

倘若租賃條款在實質上轉移了與所有權有關絕大部份風險和報酬，租賃會歸類為融資租賃。所有其他租賃均歸類為經營租約。

本集團作為承租人

經營租賃付款按直線法在租約期內確認為開支，除非有另一系統基準為更具代表性的時間段以能體現租賃資產之經濟利益於該時間段被消耗除外。經營租賃項下產生之或然租金於其產生期內確認為開支。

於訂立經營租賃時倘取得租賃獎勵，該等獎勵確認為負債。獎勵利益總額以直線法於租金支出作扣減項目確認，除非有另一系統基準為更具代表性的時間段以能體現租賃資產的經濟利益於該時間段被消耗除外。

外幣

在編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易按交易日期之匯率以各自之功能貨幣(即實體經營業務之主要經濟環境之貨幣)記錄。於報告期末，以外幣為單位之貨幣性項目均按當日之匯率再換算。以公平值列值並以外幣為單位之非貨幣性項目會按釐定公平值日期之匯率再換算。以歷史成本計量並以外幣為單位之非貨幣性項目不會再換算。

由於結算貨幣性項目及再換算貨幣性項目而產生之匯兌差額，會在其產生之期間在損益中確認，惟不包括因構成本公司於境外業務淨投資一部份之貨幣項目所產生之匯兌差額，在該情況下，該等匯兌差額於其他全面收益中確認，並於權益累算，且將自權益重新分類而出售海外業務之損益。再換算以公平值列值之非貨幣性項目所產生之匯兌差額包括該期間之損益，但再換算盈虧直接在其他全面收益中確認之非貨幣性項目所產生之匯兌差額除外，在該情況下，匯兌差額亦直接在其他全面收益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

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 profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

3. 主要會計政策(續)

外幣(續)

就列報綜合財務報表而言，本集團境外業務之資產及負債，按各報告期末之匯率換算為本集團之列報貨幣(即港元)，收入及支出項目則按年內之平均匯率換算，除非匯率在期間內大幅波動，在該情況下，則使用交易日期之匯率。所產生之匯兌差額(如有)會在其他全面收益中確認，並累計於匯兌儲備項下之權益中。

退休福利成本

向定額供款退休福利計劃支付之款項乃於僱員已提供服務致使彼等享有供款時確認為開支。

稅項

所得稅支出乃指現時應付稅項及遞延稅項。

現時應付稅項按本年度應課稅利潤計算。應課稅利潤有別於綜合全面收益表中所呈報之利潤，因其不包括其他年度之應課稅或可扣減之收入或開支項目，亦不包括從未課稅或扣減之項目。本集團之當期稅項負債按於報告期末前已執行或實質上已執行之稅率計算。

遞延稅項乃根據綜合財務報表中資產及負債之賬面值與用於計算應課稅利潤之有關稅基之暫時性差額確認。遞延稅項負債通常就所有應課稅暫時差額作出確認。遞延稅項資產僅會於預期有應課稅利潤可動用可扣減暫時差額抵銷時就所有可扣減暫時差額確認。倘暫時差額乃源自商譽或來自初次確認(而非企業合併)交易中不影響應課稅利潤及會計利潤之其他資產及負債，該等資產及負債則不予確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策(續)

稅項(續)

遞延稅項負債乃就因於附屬公司之投資及產生之應課稅暫時差額而確認，惟若本集團能夠控制暫時差額之撥回，而該暫時差額可能不會於可見將來撥回則不在此限。與該等投資相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值會於報告期末檢討及調低至預期將不再有充足之應課稅利潤以收回所有或部份資產。

遞延稅項資產及負債乃按償還負債或變現資產之期內所預期之適用稅率，根據報告期末已實施或實際實施之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值方式計算而得出之稅務結果。

當期及遞延稅項乃於損益中確認，除非該稅項與該等項目有關時乃於其他全面收益或直接於股本權益中確認，在此情況下，當期及遞延稅項亦分別於其他全面收益或直接於股本權益中確認。

存貨

存貨是按成本與可變現淨值兩者中之較低者列賬。成本是按先進先出法計算。可變現淨值指存貨之估計售價減所有估計完成成本及銷售所需之成本。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Research and development expenditure

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

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. 主要會計政策(續)

無形資產

獨立收購之無形資產

獨立收購且可使用年期有限之無形資產會按成本減累計攤銷及任何累計減值虧損。可使用年期有限之無形資產按直線法在其估計可使用年期計算攤銷。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動之生效按未來適用基準入賬。獨立收購之可使用年期無限之無形資產按成本減任何其後累計有形及無形資產之減值虧損列值(見下文有關有形及無形資產之減值虧損之會計政策)。

終止確認無形資產所產生之盈虧按出售所得款項淨額與資產賬面值之間之差額計量，並於資產終止確認期間在損益確認。

研究及發展支出

研究活動之支出在其產生之期間內確認為開支入賬。

因發展支出而出現由內部產生(或來自內部項目發展階段)之無形資產僅會於發生以下事件時確認：

- 完成該無形資產之技術可行性，以供使用或銷售；
- 其有意完成無形資產及其使用或出售該項資產；
- 有能力使用或銷售該無形資產；
- 該項無形資產如何產生日後經濟利益；
- 可擁有完成開發，以及使用或出售無形資產之充足技術、財政及其他資源；及
- 可靠衡量開發無形資產時應需費用之可能性。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Intangible assets (continued)

Research and development expenditure (continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position 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 or 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 profit or loss.

Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策(續)

無形資產(續)

研究及發展支出(續)

就內部產生之無形資產而首次確認之金額為該無形資產首次符合上述確認條件日期起產生之支出總和。倘並無由內部產生之無形資產可予確認，則發展支出將在其產生之期間內在損益中扣除。於初步確認後，內部產生之無形資產乃按成本減累計攤銷及累計減值虧損(如有)計算，基準與個別收購無形資產者相同。

金融工具

當本集團實體成為工具合約條款之一方時，會在綜合財務狀況表上確認金融資產及金融負債。

金融資產及金融負債初步以公平值進行計量。直接歸屬於購置或發行金融資產及金融負債(透過損益按公平值列值之金融資產或金融負債除外)之交易費用在初始確認時計入或扣自金融資產或金融負債(按適用者而定)之公平值。直接歸屬於購置透過損益按公平值列值之金融資產或金融負債之交易費用即時在損益中確認。

金融資產

本集團之金融資產歸類為以下四類之一，當中包括：按公平值計入損益之金融資產(「按公平值計入損益之金融資產」)、貸款和應收款、持有至到期投資及可供出售金融資產。分類取決於金融資產之性質及用途，並於初步確認時釐定。以常規方式買賣之金融資產均按交易日方法進行確認或終止確認。以常規方式買賣是指要求在相關市場中之規則或慣例通常約定之時間內交付資產之金融資產買賣。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Financial instruments (continued)

Financial assets (continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade, bills and other receivables and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. The Group designated certain listed equity securities as available-for-sale financial assets.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment loss on financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

無形資產(續)

金融資產(續)

實際利率法

實際利率法是一種計算金融資產之攤銷成本以及將利息收入分配予有關期間之方法。實際利率是將估計未來現金收入(包括所有構成實際利率整體部份之已付或已收利率差價費用、交易費用及其他溢價或折價)透過金融資產之預期年期或(倘適用)更短期間準確折現之初步確認賬面淨值之利率。

債務工具之利息收入按實際利率法確認，惟分類為按公平值計入損益之金融資產除外，其利息收入包括在淨盈虧內。

貸款和應收款

貸款和應收款為款項固定或可釐定，且並無在活躍市場上報價之非衍生金融資產。初始確認後，貸款和應收款(包括應收賬款、票據及其他應收款，以及銀行結餘及現金)以運用實際利率法計算之攤銷成本減任何已識別減值虧損計量(見下文有關金融資產減值虧損之會計政策)。

可供出售金融資產

可供出售金融資產為指定為此類別或並無歸類為於按公平值計入損益之金融資產、貸款和應收款或並非持作買賣之非衍生工具。本集團將上市權益性證券指定為可供出售金融資產。

可供出售金融資產乃按報告期末之公平值計量。公平值變動在其他全面收益中確認，並於投資重估儲備累算，直至金融資產出售或釐定為減值為止，屆時，先前在投資重估儲備累積之累積損益會重新分類至損益(見下文有關金融資產減值虧損之會計政策)。

就並無活躍市場之市場報價及其公平值未能可靠計量之可供出售股本投資，以及與該等無報價股本工具有關並須以交付該等工具結算之衍生工具而言，該等可供出售股本投資及衍生工具於報告期末按成本值減任何已識別減值虧損計量(見下文有關金融資產減值虧損之會計政策)。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of one month, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 主要會計政策(續)

無形資產(續)

金融資產(續)

金融資產減值

於報告期末會評估金融資產(透過按公平值計入損益之金融資產除外)是否有任何減值跡象。倘若有客觀證據表明,由於一個或多個於初始確認金融資產後發生之事項,金融資產之估計未來現金流量受到影響,則金融資產會被視為減值。

有關可供出售權益性投資,該項投資之公平值大幅或長期下跌至低於其成本,會視為減值之客觀證據。

至於所有其他金融資產,減值之客觀證據可能包括:

- 發行人或交易對方出現嚴重財務困難; 或
- 違約,如欠繳或拖欠利息或本金付款; 或
- 借款人很有可能將宣告破產或進行財務重組; 或
- 金融資產之活躍市場因財務困難而消失。

對於若干種類之金融資產,例如應收賬款,並非個別評估減值之資產會另外作為一個整體評估減值。應收款組合減值之客觀證據可能包括本集團過往之收款經驗,組合中超過所授予一個月之平均信用期延遲付款之數字增加,以及國家或當地經濟環境出現與欠繳應收款有關之可觀察變化。

有關以攤銷成本列值之金融資產,確認之減值虧損為資產賬面值與按金融資產之原實際利率對估計未來現金流量進行折現後之現值兩者之間之差額。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent 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.

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised 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)

金融資產減值(續)

對於所有金融資產，金融資產賬面值會直接因減值虧損而減少，但應收賬款除外，在此情況下，賬面值通過採用備抵賬減少。備抵賬賬面值之變動在損益中確認。當應收賬款視為不可收回，則會與備抵賬撇銷。以前撇銷而其後收回之款項，會計入損益。

當可供出售金融資產被視為減值，先前在其他全面收益中確認之累積盈虧會重新分類至減值發生期間之損益。

有關以攤銷成本計量之金融資產，在隨後期間，如果減值虧損金額減少，而有關減少客觀上與確認減值虧損之後發生之事項有聯繫，則以前確認之減值虧損會透過損益撥回，但該撥回不應導致該資產在減值撥回日期之賬面值超過不確認減值情況下應有之攤銷成本。

可供出售權益性工具之減值虧損不會透過損益撥回。公平值於減值虧損後之任何增加均會直接在其他全面收益中確認，並累計於投資重估儲備項下。有關可供出售債務工具，其後如果投資公平值之增加客觀上可能與確認減值虧損後發生之事項有聯繫，則該減值虧損會透過損益撥回。

金融負債及權益性工具

本集團實體發行之金融負債和權益性工具根據合約安排之實質內容以及金融負債和權益性工具之定義而歸類為金融負債或權益。

權益性工具

權益性工具指能證明擁有本集團在減除其所有負債後之資產中之剩餘權益之任何合約。本集團發行之權益性工具按收取之所得款項減直接發行成本確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than those financial liability classified as at FVTPL, of which the interest expense is included in net gains or losses.

Other financial liabilities

Other financial liabilities (including trade and other payables) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債及權益工具(續)

實際利率法

實際利率法是一種計算金融負債之攤銷成本以及將利息開支分配予有關期間之方法。實際利率是將估計未來現金付款(包括所有構成實際利率整體部份之已付或已收實際利率差價費用及基點、交易費用及其他溢價或折價)透過金融負債之預期年期或(倘適用)更短期間準確折現至初步確認賬面淨值之利率。

利息開支按實際利率法確認，惟分類為透過按公平值計入損益之金融資產之負債除外，其利息開支包括在淨盈虧內。

其他金融負債

其他金融負債(包括應付賬款及其他應付款)其後運用實際利率法，以攤銷成本計量。

終止確認

只有當資產產生之現金之合約權利屆滿時，或本集團轉讓了金融資產及與資產所有權之絕大部份風險和報酬至另一實體，本集團會終止確認該金融資產。倘本集團沒有轉讓亦沒有保留所有權之絕大部份風險和報酬，並繼續控制該已轉讓資產，本集團會以其繼續控制之程度確認資產及確認相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險和報酬，本集團會繼續確認該金融資產，並確認所收取所得款項之有抵押借貸。

一旦全數終止確認金融資產，資產之賬面值與已收及應收代價與已在其他全面收益中確認並累計於權益之累積盈虧之總和兩者之間之差額會在損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Derecognition (continued)

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises a financial liability when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策(續)

金融工具(續)

終止確認(續)

倘非全數終止確認金融資產，本集團會將金融資產先前的賬面值於其繼續確認部份及不再確認部份之間，按該等部份於轉讓日期之相對公平值基準分配。分配予不再確認部份之賬面值，與不再確認部份之應收代價與已在其他全面收益中確認之分配予該部份之任何累積盈虧之總和，兩者之差額會在損益中確認。已在其他全面收益中確認之累積盈虧會於繼續確認部份及不再確認部份之間，按該等部份之相對公平值基準分配。

本集團只有於本集團之義務解除、取消或到期時終止確認金融負債。終止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。

撥備

倘本集團因過往事件而產生目前之責任，本集團須履行該責任，而該責任之金額能可靠估計時，則確認撥備。撥備乃根據於報告期末對履行有關責任所須支出之最佳估算計量，並已計及有關該責任之風險及不確定因素。倘撥備採用估計清償現時責任之現金流量計量，則賬面值為該等現金流量之現值(於貨幣之時間價值影響屬重大時)。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees after 1 July 2005

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Share options granted to employees before 1 July 2005

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in profit or loss in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

3. 主要會計政策(續)

以股份為基礎付款之交易

股本結算以股份為基礎付款之交易

於二零零五年七月一日後授予僱員之購股權所獲服務之公平值乃參考購股權於授出日期之公平值釐定，倘所授出之購股權獲即時歸屬，則於授出日期悉數確認為開支，並於權益中(購股權儲備)作相應之增加。

於報告期末，本集團修改其對預期最終歸屬購股權數目之估計。於歸屬期修改原估計之影響(如有)乃於損益確認，使累積開支能反映經修改估計，並於購股權儲備作相應調整。

於購股權獲行使時，先前於購股權儲備中確認之款項將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則先前於購股權儲備中確認之款項將轉撥至保留利潤。

於二零零五年七月一日前授予僱員之購股權所授出之購股權之財務影響會直至購股權獲行使時方記錄於綜合財務報表內，而授出之購股權價值將不會於損益確認。當購股權獲行使，所發行之股份按有關股份之面值記錄為新增股本，而每股行使價高於股份面值之金額則記錄為股份溢價。於行使日期前失效或註銷之購股權會自尚未行使之購股權記錄冊中刪除。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses on tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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 immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but 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.

3. 主要會計政策(續)

有形及無形資產減值虧損(商譽除外)

於報告期末，本集團會評估其有形及無形資產之賬面值，以決定是否有任何跡象顯示該等資產出現減值虧損。如出現有關跡象，則資產之可收回金額乃予以估計，以釐定減值虧損(如有)程度。

具無限可使用年期之無形資產及尚未可用之無形資產會至少每年進行減值測試，以及會於出現可能減值跡象時進行減值測試。

可收回金額乃公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，估計未來現金流量按稅前折現率折現至其現值，以反映貨幣時間價值之當時市場評估及資產之特有風險，而估計未來現金流量並未就此作出調整。

如估計資產之可收回金額低於其賬面值，資產之賬面值會減低至其可收回金額。減值虧損即時在損益中確認。

如減值虧損其後撥回，資產之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出倘若該資產在過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時確認為收入。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The critical accounting judgement and key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Allowances for inventories

The management of the Group reviews an ageing analysis at the end of the reporting period, and makes allowance for obsolete and slow-moving inventory items especially technology solution system identified that are of minimal resale value due to technological changes. The management estimates the net realisable value for such inventory based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of the reporting period and makes allowance for obsolete items.

Estimated impairment of capitalised development costs

Determining whether capitalised development costs is impaired requires an estimation of the recoverable amount determined by the value in use of the capitalised development costs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the capitalised development costs and a suitable discount rate in order to calculate the present value. The Group carries out an impairment review assessment on a product-by-product basis in respect of the capitalised development costs at the end of the reporting period and no impairment is made for the years ended 30 June 2012 and 2011.

Allowance for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

4. 關鍵會計判斷及估計不確定性之主要來源

有關未來之關鍵會計判斷及主要假設，以及於報告期末估計不確定性之其他主要來源(具有重大風險會導致在下一財政年度對資產及負債賬面值作出重大調整)，於下文討論。

存貨撥備

於報告期末，本集團之管理層會檢討賬齡分析，並就由於技術改變而識別為轉售價值甚低之呆舊存貨(尤其是技術解決方案系統)計提撥備。管理層主要根據最新發票價及當時市場狀況估計有關存貨之可變現淨值。於報告期末，本集團均按個別產品基準進行存貨審閱，並為呆舊項目計提撥備。

發展成本資本化之估計減值

決定發展成本資本化有否減值須估計發展成本資本化按使用價值釐定之可收回金額。計算使用價值須本集團估計預期來自發展成本資本化之未來現金流量和計算現值之合適折現率。於報告期末，本集團按個別產品基準就發展成本資本化進行減值檢查評估，於截至二零一二年及二零一一年六月三十日止年度並無作出減值。

呆壞賬撥備

本集團之呆壞賬撥備政策以可收回機會之評估、賬齡分析及管理層判斷為基礎。評估該等應收款最終能否變現需要進行大量判斷，包括對每名客戶之當前信用程度及過往之收款記錄。倘本集團客戶之財務狀況惡化，導致彼等付款之能力減弱，則可能須作出額外撥備。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments
2012

Financial assets

Available-for-sale investments	可供出售投資
Trade and other receivables	應收賬款及其他應收款
Bank balances and cash	銀行結餘及現金

Financial liabilities

Trade and other payables	應付賬款及其他應付款
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2011

Financial assets

Available-for-sale investments	可供出售投資
Trade and other receivables	應收賬款及其他應收款
Bills receivables	應收票據
Bank balances and cash	銀行結餘及現金

Financial liabilities

Trade and other payables	應付賬款及其他應付款
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5. 金融工具

(a) 金融工具分類
二零一二年
金融資產

Loans and receivables 貸款和應收款 HK\$'000 千港元	Available-for-sale financial assets 可供出售金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
—	5,213	5,213
3,527	—	3,527
14,431	—	14,431
17,958	5,213	23,171

金融負債

Financial liabilities at amortised cost
以攤銷成本列值之
金融負債
HK\$'000
千港元

4,009

二零一一年
金融資產

Loans and receivables 貸款和應收款 HK\$'000 千港元	Available-for-sale financial assets 可供出售金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
—	6,168	6,168
4,306	—	4,306
373	—	373
15,719	—	15,719
20,398	6,168	26,566

金融負債

Financial liabilities at amortised cost
以攤銷成本列值之
金融負債
HK\$'000
千港元

3,080

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

5. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, trade and other receivables, bills receivables, bank balances and cash and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. 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.

Market risk

Currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 65% (2011: 66%) of the Group's sales are denominated in currencies other than the functional currencies of the group entity making the sales, whilst almost 53% (2011: 33%) of costs are denominated in the group entity's functional currencies.

The carrying amounts of the Group's foreign currencies denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Liabilities 負債		Assets 資產	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
GBP	英磅	250	303	2,092	3,011
RMB	人民幣	639	441	703	509

The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、應收賬款及其他應收款、應收票據、銀行結餘及現金、應付賬款及其他應付款。有關該等金融工具之詳情於各有關附註內披露。有關該等金融工具之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。有關減少該等風險之政策載列於下文。管理層管理及監察該等風險，以確保在適當時間有效地實行合適之措施。

市場風險

貨幣風險

本集團若干附屬公司以外幣進行買賣，使本集團面對外幣風險。本集團銷售額約65%(二零一一年：66%)是以銷售之本集團實體之功能貨幣以外之貨幣列值，而接近53%(二零一一年：33%)之成本以本集團實體各自之功能貨幣列值。

於報告日期，本集團以外幣為單位之貨幣性資產及貨幣性負債之賬面值如下：

本集團目前並無外幣對沖政策。然而，董事持續監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

5. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to the effects of fluctuations in GBP and RMB.

The following table details the Group's sensitivity to a 5% (2011: 5%) increase and decrease in Hong Kong dollars against the relevant foreign currencies. 5% (2011: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchanges rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2011: 5%) change in foreign currency rates. A positive number below indicates an increase in profit and decrease in other equity where Hong Kong dollars weaken 5% (2011: 5%) against the relevant currencies. For a 5% (2011: 5%) strengthening of Hong Kong dollars against the relevant currencies, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

	Impact of GBP 英鎊之影響		Impact of RMB 人民幣之影響	
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit or Loss 利潤或虧損	38	83	2	6
Equity 權益	235	177	110	93

Interest rate risk

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The Directors consider the Group's exposure of bank balances to interest rate risk is not significant as fluctuation of savings interest rates on bank balance is minimal. The Group currently does not have a policy on hedges of interest rate risk. However, the Directors monitor interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Directors monitor the price risk on an ongoing basis and will consider hedging the risk exposure should the need arise.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析

本集團主要面對英鎊及人民幣波動之影響。

下表詳列本集團對港元相對有關外幣之匯率在出現5%(二零一一年:5%)增減時之敏感度。5%(二零一一年:5%)乃內部對主要管理人員匯報外幣風險時所採用之敏感度,並為管理層對外幣匯率合理可能變動之評估。敏感度分析僅包括以外幣為單位之未償還貨幣性項目並調整其於報告期末因外幣匯率變動5%(二零一一年:5%)而出現之折算。下列正數表示在港元相對有關貨幣轉弱5%(二零一一年:5%)時利潤增加及其他權益減少。當港元相對有關貨幣轉強5%(二零一一年:5%)時,對利潤及其他權益之影響金額相同但正負相反,而下列結餘為負數。

利率風險

由於現行市場利率及銀行結餘之波動,本集團之銀行結餘面對現金流利率風險。董事認為,由於銀行結餘之存款利率波動有限,故本集團之銀行結餘利率風險並不重大。本集團現時並無設有對沖利率風險之政策。然而,董事會監察利率風險,並於有需要時考慮對沖重大利率風險。

其他價格風險

本集團因投資於可供出售投資而須面對權益價格風險。管理層透過風險各異之投資組合管理此風險。此外,董事會持續監察價格風險,並於有需要時考慮對沖風險。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

5. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Other price risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the reporting date.

If equity prices had been 5% (2011: 5%) higher/lower, investment revaluation reserve would increase/decrease by approximately HK\$261,000 (2011: HK\$308,000) as a result of the changes in fair value of available-for-sale investments.

Credit risk

As at 30 June 2012, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

其他價格風險(續)

敏感度分析

以下敏感度分析乃根據於報告日期之權益價格風險而釐定。

倘若權益價格上升/下跌5%(二零一一年:5%),則投資重估儲備會因可供出售投資公平值變動而增加/減少約261,000港元(二零一一年:308,000港元)。

信用風險

於二零一二年六月三十日,本集團因交易對方未能履行其義務導致本集團蒙受財務損失之最大信用風險來自綜合財務狀況表所載各類別已確認金融資產之賬面值。

為盡量減低信用風險,本集團之管理層已指派專組,負責釐定信貸限額、信貸批核及其他監察程序,以確保採取跟進行動收回過期債項。此外,本集團會於報告期末檢討各個別貿易債項之可收回金額,以確保就不可收回金額確認足夠之減值虧損。就此而言,董事認為,本集團之信用風險已大為減少。

流動資金之信用風險有限,因有關交易對方為獲國際信貸評級機構給予高信貸評級之銀行。

本集團並無任何其他重大而集中之信用風險。應收賬款包括為數眾多之客戶,分佈於多個行業及地區。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

5. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

Liquidity tables

2012	二零一二年	
Non-derivative financial liabilities	非衍生金融負債	
Trade and other payables	應付賬款及其他應付款	
2011	二零一一年	
Non-derivative financial liabilities	非衍生金融負債	
Trade and other payables	應付賬款及其他應付款	

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

在管理流動資金風險方面，本集團監察及維持某一水平之現金及現金等價物，而該水平乃管理層視為足以撥付本集團業務需要及可減輕現金流量波動之影響。

下表詳列本集團金融負債之剩餘合約期。本公司乃按金融負債之未貼現現金流量草擬下表，而該金融負債則按本集團可被要求償還之最早日期計算。金融負債之到期日乃按協定還款日期釐定。下表包括利息及本金現金流量。

流動資金表

On demand or less than 1 year	Total undiscounted cash flows	Total carrying amount at the end of the reporting period
按要求或少於1年	未折現現金流量總計	於報告期末之賬面值總計
<i>HK\$ '000</i>	<i>HK\$ '000</i>	<i>HK\$ '000</i>
<i>千港元</i>	<i>千港元</i>	<i>千港元</i>
4,009	4,009	4,009
3,080	3,080	3,080

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5. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable market transactions as inputs.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 金融工具(續)

(c) 公平值

金融資產及金融負債之公平值按以下方式釐定：

- 有標準條款及條件而且在活躍及流動性高之市場上買賣之金融資產及金融負債之公平值，乃分別參考所報之市場買入價及賣出價而釐定；及
- 其他金融資產及金融負債之公平值乃根據普遍接納之定價模式，使用可觀察市場交易之價格或比率為輸入數據，根據折現現金流量分析釐定。

董事認為，金融資產及金融負債在綜合財務報表內按攤銷成本記錄之賬面值概約其公平值。

於綜合財務狀況表確認之公平值計量

下表提供初步確認後按公平值計量之財務工具分析，根據其可觀察公平值等級分為第一至第三級：

- 第一級公平值計量乃自相同資產或負債於活躍市場所報價格(未調整)得出。
- 第二級公平值計量乃除第一級計入之報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察輸入資料得出。
- 第三級公平值計量乃計入並非根據可觀察市場資料(無法觀察輸入資料)之資產或負債輸入資料之估值方法得出。

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5. FINANCIAL INSTRUMENTS (CONTINUED)
(c) Fair value (continued)

Available-for-sale investments
可供出售投資
Listed equity securities 上市權益性證券

5. 金融工具(續)
(c) 公平值(續)

30 June 2012 二零一二年六月三十日			
Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
5,213	—	—	5,213

Available-for-sale investments
可供出售投資
Listed equity securities 上市權益性證券

30 June 2011 二零一一年六月三十日			
Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
6,168	—	—	6,168

There were no transfers between Level 1 and 2 and no transfer into or out of Level 3 in the current year and prior years.

於本年度及過往年度，第一級及第二級間並無轉移，及第三級並無轉入或轉出。

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a quarterly basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of debt.

6. 資金風險管理

本集團管理其資金，是以透過在債項與權益之間作出最佳平衡，確保本集團能持續經營，同時盡量增加股東之回報。本集團之整體策略與去年保持不變。

本集團之資本架構包括、現金及現金等價物，以及本公司擁有人應佔權益(包括已發行股本及儲備)。

董事每季檢討資本架構。作為此審閱之一部分，董事考慮資本成本及各類資本之相關風險。根據董事之推薦建議，本集團將透過支付股息、新股發行及債務發行，平衡其整體資本架構。

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7. REVENUE AND SEGMENT INFORMATION

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

The Group's reportable and operating segment have been identified on the basis of internal management reports prepared in accordance with accounting policies conform to HKFRSs, that are regularly reviewed by the Executive Directors of the Company, being the chief operating decision maker of the Group, for the purpose of resource allocation and assessment of segment performance.

The Executive Directors regularly review revenue and overall operating results derived from research and development and sales and marketing of video monitoring systems and consider them as one single reportable and operating segment.

Geographical information

The Group's operations are located in Hong Kong, the People's Republic of China ("PRC") and UK.

Information about the Group's revenue from external customers is presented based on the geographical location of customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

7. 收入及分類資料

收入指年內對外來客戶已售出貨品之已收及應收款項減退款及津貼之款項。

本集團之可呈報及營運分類乃按內部管理報告識別，有關報告乃按符合香港財務報告準則之會計政策編製，由本公司執行董事(本集團之首席營運決策者)定期審閱，以分配資源及評估其分類表現為目的。

執行董事定期審閱視像監察系統之研發，銷售及市場推廣所產生之收益及整體經營業績，並視為一個單一可呈報及營運分類。

地區資料

本集團之業務位於香港、中華人民共和國(「中國」)及英國。

有關本集團來自外部客戶收入之資料乃按客戶所在地區呈列。有關本集團非流動資產乃按資產所在地呈列。

		Revenue from external customers 來自對外客戶之收入		Non-current assets 非流動資產	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Asia	亞洲	22,658	22,584	3,480	3,385
Europe	歐洲	6,540	11,336	104	161
Africa	非洲	6,713	9,656	—	—
Others	其他	1,514	2,117	—	—
		37,425	45,693	3,584	3,546

Note: Non-current assets exclude available-for-sale investments.

附註：非流動資產並不包括可供出售投資。

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

有關主要客戶之資料

於相應年度佔本集團整體銷售逾10%之客戶收入如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Customer A	客戶 A	5,954	8,103

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8. OTHER INCOME

Other income is analysed as follows:

8. 其他收入

其他收入之分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Dividend income from listed equity securities	上市權益性證券之股息收入	262	194
Interest income from bank deposits	銀行存款利息收入	1	1
Others	其他	21	16
		284	211

9. (LOSS)/PROFIT BEFORE TAXATION

9. 除稅前(虧損)/利潤

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/Profit before taxation has been arrived at after charging/(crediting):	除稅前(虧損)/利潤已扣除/(計入)：		
Staff salaries and other benefits (including directors' remuneration)	員工薪金及其他福利 (包括董事酬金)	16,404	16,569
Retirement benefits schemes contributions	退休福利計劃供款	657	566
Total staff costs	總員工成本	17,061	17,135
Less: Amount capitalised as development costs	減：資本化並列作發展成本之款項	(1,450)	(1,303)
		15,611	15,832
Allowance/(Reversal of allowance) for bad and doubtful debts	呆壞賬撥備/(撥備撥回)	238	(85)
Allowance for obsolete stocks (included in cost of sales)	呆舊存貨撥備(已列入銷售成本)	848	106
Amortisation of capitalised development costs (included in research and development expenditure)	發展成本資本化之攤銷 (已列入研究及發展支出)	909	737
Auditors' remuneration	核數師酬金	321	311
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	644	619
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	(196)
Net foreign exchange losses/(gains)	匯兌虧損/(收益)淨額	2	(664)
Write down of inventories (included in cost of sales)	存貨撇減(已列入銷售成本)	493	446

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the seven (2011: seven) Directors were as follows:

2012

		二零一二年							
		Prof. Chan Chok Ki 陳作基教授	Dr. Ma Chi Kit 馬志傑博士	Mr. Ho Ka Ho 何家豪先生	Dr. Chan Cheung Fat 陳祥發博士	Prof. Siu Wan Chi 蕭允治教授	Prof. Ching Pak Chung 程伯中教授	Mr. Yu Hon To David 俞漢度先生	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees	袍金	—	—	—	—	60	60	60	180
Other emoluments	其他酬金								
Salaries and other benefits	薪金及其他福利	2,306	911	966	187	—	—	—	4,370
Contributions to retirement benefits schemes	退休福利計劃供款	12	12	12	—	—	—	—	36
Total emoluments	總酬金	2,318	923	978	187	60	60	60	4,586

2011

		二零一一年							
		Prof. Chan Chok Ki 陳作基教授	Dr. Ma Chi Kit 馬志傑博士	Mr. Ho Ka Ho 何家豪先生	Dr. Chan Cheung Fat 陳祥發博士	Prof. Siu Wan Chi 蕭允治教授	Prof. Ching Pak Chung 程伯中教授	Mr. Yu Hon To David 俞漢度先生	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees	袍金	—	—	—	—	60	60	60	180
Other emoluments	其他酬金								
Salaries and other benefits	薪金及其他福利	2,913	1,248	1,075	187	—	—	—	5,423
Contributions to retirement benefits schemes	退休福利計劃供款	12	12	12	—	—	—	—	36
Total emoluments	總酬金	2,925	1,260	1,087	187	60	60	60	5,639

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

The five highest paid individuals included three (2011: three) Directors, details of whose emoluments are set out above. The emoluments of the remaining two (2011: two) individuals, which fall within the band of nil to HK\$1,000,000 for each of the two years ended 30 June 2012 and 2011, were as follows:

Salaries and other benefits	薪金及其他福利
Contributions to retirement benefits schemes	退休福利計劃供款

During each of the two years ended 30 June 2012 and 2011, no emoluments were paid by the Group to the five highest paid individuals, including Directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no Director waived any emoluments during the years ended 30 June 2012 and 2011.

10. 董事及僱員酬金(續)

在五位酬金最高之人士中，包括三位(二零一一年：三位)董事，已在上文載有有關酬金詳情。其餘兩位(二零一一年：兩位)人士於截至二零一二年及二零一一年六月三十日止兩個年度各年之酬金介乎零至1,000,000港元，詳情如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
792	783
24	24
816	807

於截至二零一二年及二零一一年六月三十日止兩個年度各年內，本集團並無向五位酬金最高之人士(包括董事)支付任何款項作為吸引此等人士加入本集團之獎勵或在加入本集團之時收取獎勵或作為離職補償。此外，於截至二零一二年及二零一一年六月三十日止年度，並無董事放棄任何酬金。

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11. INCOME TAX (CREDIT)/EXPENSE

11. 所得稅(抵免)/支出

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	—	232
Under/(Over) provision in respect of prior years	過往年度撥備不足/(超額撥備)	1	(192)
		1	40
Deferred tax (note 24)	遞延稅項(附註24)		
Current year	本年度	(499)	100
		(498)	140

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profits for both years.

兩個年度之香港利得稅以估計應課稅利潤按稅率16.5%計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25%.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，中國附屬公司之稅率為25%。

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

於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

The tax (credit)/charge for the year can be reconciled to the (loss)/profit per the consolidated statement of comprehensive income as follows:

本年度之稅項(抵免)/支出可與於綜合全面收益表中之(虧損)/利潤對賬如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/Profit before taxation	除稅前(虧損)/利潤	(6,744)	1,319
Tax at the domestic income tax rate of 16.5% (2011: 16.5%)	按本地所得稅稅率16.5% (二零一一年：16.5%)計算之稅項	(1,113)	218
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	502	109
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(427)	(148)
Tax effect of tax losses not recognised	尚未確認稅項虧損之稅務影響	660	177
Under/(Over) provision in respect of prior years	過往年度撥備不足/(超額撥備)	1	(192)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營附屬公司稅率不同之稅務影響	(121)	(35)
Others	其他	—	11
Tax (credit)/charge for the year	本年度之稅項(抵免)/支出	(498)	140

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

12. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

12. 每股(虧損)/收益

本公司擁有人應佔每股基本及攤薄(虧損)/收益乃根據以下數據計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/Earnings	(虧損)/收益		
(Loss)/Earnings for the purpose of basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/收益之(虧損)/收益		
((Loss)/Profit for the year attributable to owners of the Company)	(本公司擁有人應佔本年度(虧損)/利潤)	(6,182)	1,206
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用於計算每股基本(虧損)/收益之普通股加權平均數	9,039	9,027
Effect of dilutive potential ordinary shares:	潛在有攤薄效果普通股之影響：		
— Share options	— 購股權	—	100
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	用於計算每股攤薄(虧損)/收益之普通股加權平均數	9,039	9,127

The computation of diluted loss per share for the year ended 30 June 2012 does not assume the exercise of the Company's share options since their exercise would result in decrease in loss per share.

由於行使本公司購股權將導致每股虧損減少，計算截至二零一二年六月三十日止年度之每股攤薄虧損並無假設行使本公司購股權。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP COST	本集團成本					
At 1 July 2010	於二零一零年七月一日	412	334	2,102	780	3,628
Exchange adjustments	匯兌調整	4	8	37	—	49
Additions	添置	31	14	194	468	707
Disposals	出售	—	(103)	(199)	(464)	(766)
At 30 June 2011	於二零一一年六月三十日	447	253	2,134	784	3,618
Exchange adjustments	匯兌調整	1	(1)	(11)	—	(11)
Additions	添置	33	4	107	—	144
Disposals	出售	—	(23)	(66)	—	(89)
At 30 June 2012	於二零一二年六月三十日	481	233	2,164	784	3,662
DEPRECIATION	折舊					
At 1 July 2010	於二零一零年七月一日	372	284	1,237	478	2,371
Exchange adjustments	匯兌調整	4	8	29	—	41
Provided for the year	本年度計提	48	24	393	154	619
Eliminated on disposals	出售時撇銷	—	(101)	(187)	(464)	(752)
At 30 June 2011	於二零一一年六月三十日	424	215	1,472	168	2,279
Exchange adjustments	匯兌調整	1	(1)	(8)	—	(8)
Provided for the year	本年度計提	16	17	349	262	644
Eliminated on disposals	出售時撇銷	—	(23)	(66)	—	(89)
At 30 June 2012	於二零一二年六月三十日	441	208	1,747	430	2,826
CARRYING AMOUNTS	賬面值					
At 30 June 2012	於二零一二年六月三十日	40	25	417	354	836
At 30 June 2011	於二零一一年六月三十日	23	38	662	616	1,339

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

上述物業、廠房及設備項目乃以直線法折舊，年率如下：

Leasehold improvements	20%-33 $\frac{1}{3}$ % or over the lease term, whichever is shorter	租賃物業裝修	20%-33 $\frac{1}{3}$ % 或租賃期 (以較短者為準)
Furniture and fixtures	20%	傢俬及裝置	20%
Office equipment	20%-33 $\frac{1}{3}$ %	辦公室設備	20%-33 $\frac{1}{3}$ %
Motor vehicle	33 $\frac{1}{3}$ %	汽車	33 $\frac{1}{3}$ %

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14. CAPITALISED DEVELOPMENT COSTS

14. 發展成本資本化

		Total 總計 HK\$'000 千港元
THE GROUP COST	本集團成本	
At 1 July 2010	於二零一零年七月一日	11,286
Additions	添置	<u>1,303</u>
At 30 June 2011	於二零一一年六月三十日	12,589
Additions	添置	<u>1,450</u>
At 30 June 2012	於二零一二年六月三十日	<u>14,039</u>
AMORTISATION	攤銷	
At 1 July 2010	於二零一零年七月一日	9,645
Provided for the year	本年度計提	<u>737</u>
At 30 June 2011	於二零一一年六月三十日	10,382
Provided for the year	本年度計提	<u>909</u>
At 30 June 2012	於二零一二年六月三十日	<u>11,291</u>
CARRYING AMOUNTS	賬面值	
At 30 June 2012	於二零一二年六月三十日	<u>2,748</u>
At 30 June 2011	於二零一一年六月三十日	<u>2,207</u>

Development costs recognised as an asset are amortised using the straight-line method over three years from the date it is available for use.

已確認為資產之發展成本，在其可供使用日期起計三年期間以直線法攤銷。

The Directors reviewed the carrying value of the capitalised development costs at the end of the reporting period with reference to the discounted future cash flows from the products developed. They determined that no impairment loss should be made at 30 June 2012 and 2011.

董事已參考已開發產品之折現未來現金流量，於報告期末檢討資本化發展成本之賬面值。彼等認為，於二零一二年及二零一一年六月三十日毋須計提減值虧損撥備。

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15. INVESTMENT IN A SUBSIDIARY

15. 於附屬公司之投資

Unlisted shares, at cost 非上市股份，按成本

The Company 本公司	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
10	10

Details of the Company's subsidiaries as at 30 June 2012 were as follows:

於二零一二年六月三十日，本公司附屬公司之詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／註冊 及經營地點	Issued and fully paid up ordinary share capital/ registered capital 已發行及繳足 普通股股本／ 註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 由本公司 持有之已發行股本／ 註冊資本之面值比例		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Signal Communications Holdings Limited	BVI 英屬處女群島	HK\$15,000,000 15,000,000 港元	100	—	Investment holding 投資控股
SiCOM China Limited	BVI 英屬處女群島	US\$1 1 美元	—	100	Investment holding 投資控股
SiCOM Europe Limited	BVI 英屬處女群島	US\$1 1 美元	—	100	Investment holding 投資控股
SiCOM Japan Limited	BVI 英屬處女群島	US\$1 1 美元	—	100	Investment holding 投資控股
Signal Communications Limited 千里眼科技有限公司	Hong Kong 香港	HK\$1,000 1,000 港元	—	100	Research and development and sales and marketing of video monitoring systems 視像監察系統之研究及開發及銷售及市場推廣
TeleEye Europe Limited	UK 英國	GBP100 100 英鎊	—	95	Sales and marketing of video monitoring systems 視像監察系統之銷售及市場推廣
TeleEye Solutions Limited 千里眼企業系統有限公司	Hong Kong 香港	HK\$10 10 港元	—	100	Inactive 暫無營業
千里眼數碼科技(深圳)有限公司 (Note) (附註)	PRC 中國	US\$130,000 130,000 美元	—	100	Production, sales and marketing of video monitoring systems 視像監察系統之製造、銷售及市場推廣

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

附註：該公司以外商獨資企業之方式註冊。

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

於本年度終結時或本年度任何時間內，概無附屬公司擁有任何已發行之債務證券。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

16. AVAILABLE-FOR-SALE INVESTMENTS

Equity securities listed in Hong Kong 香港上市權益性證券

At the end of the reporting period, all available-for-sale investments are stated at fair value. Fair values of those investments have been determined by reference to bid prices quoted in active markets.

17. INVENTORIES

Raw materials 原料
Finished goods 製成品

16. 可供出售投資

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
5,213	6,168

於報告期末，所有可供出售投資均以公平值列賬。該等投資之公平值乃參考活躍市場所報之買入價而釐定。

17. 存貨

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
5,662	8,931
4,702	5,191
10,364	14,122

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18. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLES

18. 應收賬款及其他應收款及應收票據

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables	應收賬款	3,234	3,900
Less: Allowance for bad and doubtful debts	減：呆壞賬撥備	(172)	(90)
		3,062	3,810
Prepayments, deposits and other receivables	預付款項、按金及其他應收款	1,522	1,502
		4,584	5,312

The Group allows an average credit period of one month to certain of its trade customers. The following is an ageing analysis of trade receivables (net of allowance for bad and doubtful debts) at the end of the reporting period prepared on the basis of payment due date of sales invoice:

本集團為其若干貿易客戶提供平均一個月之信用期。於報告期末按銷售發票之到期付款日期為基準而計算之應收賬款(扣除呆壞賬撥備)賬齡分析如下：

		The Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Current	即期	2,634	3,236
1 to 3 months overdue	逾期1至3個月	407	537
More than 3 months overdue	逾期超過3個月	21	37
		3,062	3,810

All bills receivables of the Group at 30 June 2011 are aged within one month at the end of the reporting period.

本集團於二零一一年六月三十日之所有應收票據之賬齡均為報告期末一個月內。

Before accepting new customer, the Group assesses the potential customers' credit quality and defines credit limits by customer. Limits attributed to customers are reviewed annually.

於接納新客戶前，本集團會評估潛在客戶之信貸質素，以及界定客戶之信貸額度。給予客戶之額度乃每年檢討。

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18. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLES (CONTINUED)

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK\$428,000 (2011: HK\$574,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss, as the Group considered such balance could be recovered based on historical experience. The Group does not hold any collateral over these balances.

Ageing of trade receivables which are past due but not impaired

1 to 3 months overdue	逾期1至3個月
More than 3 months overdue	逾期超過3個月

Movement in the allowance for bad and doubtful debts

At beginning of the year	於年初
Allowance for bad and doubtful debts	呆壞賬撥備
Reversal of allowance for bad and doubtful debts	呆壞賬撥備撥回
Amounts written off as uncollectible	撇銷為無法收回金額
At end of the reporting period	於報告期末

Included in the allowance for bad and doubtful debts are individually impaired trade receivables with an aggregate balance of approximately HK\$172,000 (2011: HK\$90,000) which were past due and not recoverable as the debtors are experiencing financial difficulties. The Group does not hold any collateral over these balances.

18. 應收賬款及其他應收款及應收票據(續)

本集團之應收賬款結餘包括總賬面值約為428,000港元(二零一一年: 574,000港元)之債項, 乃於報告期末已逾期, 而由於本集團根據過往經驗, 認為可以收回該結餘, 故本集團並未計提減值虧損。本集團並無就該等結餘持有任何抵押品。

已逾期但未減值應收賬款之賬齡

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
407	537
21	37
428	574

呆壞賬撥備變動

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
90	235
238	—
—	(85)
(156)	(60)
172	90

呆壞賬撥備包括個別減值之應收賬款結餘約172,000港元(二零一一年: 90,000港元), 乃逾期及由於債務人現正陷入財務困難而不能收回。本集團並無就該等結餘持有任何抵押品。

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18. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLES (CONTINUED)

Ageing of impaired trade receivables

More than 3 months overdue 逾期超過3個月

19. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term bank deposits held by the Group and the Company with an original maturity of three months or less. The bank balances carry interest at the prevailing market interest rates which range from 0.01% to 0.35% (2011: 0.01% to 0.21%) per annum. At 30 June 2012, the Group had bank balances and cash that were not freely convertible or were subject to exchange controls in the PRC amounting to approximately HK\$41,000 (2011: HK\$118,000).

18. 應收賬款及其他應收款及應收票據(續)

已減值應收賬款之賬齡

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
172	90

19. 銀行結餘及現金

銀行結餘及現金包括由本集團及本公司持有之現金及原定於三個月或以內到期之短期銀行存款。銀行存款按0.01%至0.35% (二零一一年：0.01%至0.21%) 之現行市場年利率計息。於二零一二年六月三十日，本集團有不能自由兌換或受中國外匯監控所限之銀行存款及現金約41,000港元(二零一一年：118,000港元)。

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20. TRADE AND OTHER PAYABLES

Trade payables	應付賬款
Accruals and other payables	計提費用及其他應付款

The following is an ageing analysis of trade payables at the end of the reporting period prepared on the basis of payment due date of supplier's invoice:

Current	即期
1 to 3 months overdue	逾期1至3個月
More than 3 months overdue	逾期超過3個月

The normal credit period on purchases of goods is one month.

20. 應付賬款及其他應付款

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
2,763	1,809
1,627	1,512
4,390	3,321

於報告期末按供應商發票之到期付款日期為基準而計算之應付賬款賬齡分析如下：

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
2,216	1,554
413	170
134	85
2,763	1,809

採購商品之一般信用期為一個月。

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21. AMOUNTS DUE FROM SUBSIDIARIES

The Company

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

22. SHARE CAPITAL

21. 應收附屬公司款項

本公司

該等結餘為無抵押、不計息及須按要求而償還。

22. 股本

		Number of shares 股份數目		Share capital 股本	
		2012 二零一二年 '000 千股	2011 二零一一年 '000 千股	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Ordinary shares of HK\$0.2 each	每股面值0.2港元 之普通股				
Authorised:	法定股本：				
At beginning of year and at end of year	年初及年終	40,000	40,000	8,000	8,000
Issued and fully paid:	已發行及繳足股本：				
At beginning of year	年初	9,039	9,015	1,808	1,803
Issue of shares upon exercise of share options	行使購股權時 發行股份	—	24	—	5
At end of year	年終	9,039	9,039	1,808	1,808

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23. SHARE OPTION SCHEMES

(i) Pre-IPO Share Option Scheme (the “Pre-IPO Scheme”)

The Pre-IPO Scheme was adopted pursuant to a resolution passed on 12 April 2001 to recognise the contribution of Executive Directors and employees of the Company and its subsidiaries to the growth of the Group. The options granted under the scheme grant the right to the holders to subscribe for new ordinary shares of the Company at HK\$12 per ordinary share and the maximum number of shares in respect of which options might be granted under the scheme was 720,000. The number of shares in respect of which options might be granted to any individual was not permitted to exceed 180,000.

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

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

23. 購股權計劃

(i) 招股前購股權計劃(「招股前購股權計劃」)

本公司根據於二零零一年四月十二日通過之一項決議案採納招股前購股權計劃，藉以對本公司及其附屬公司之執行董事及僱員對本集團發展所作出之貢獻加以肯定。根據計劃授出之購股權授予持有人權利可按每股普通股12港元認購本公司之新普通股，而根據計劃可予授出之購股權涉及之最高股份數目為720,000股。可授予任何人士之購股權涉及之股份數目不得超過180,000股。

購股權在並未支付任何初步款項之情況下仍然可予授出。購股權在本公司股份於創業板開始買賣後，可分別在滿6個月、18個月、30個月及42個月之後之任何時間內，順次序行使合共佔購股權總額之25%、50%、75%及100%。該等購股權由各自之歸屬日期起計10年內有效。

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

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23. SHARE OPTION SCHEMES (CONTINUED)

(i) Pre-IPO Share Option Scheme (the “Pre-IPO Scheme”) (continued)

The following table discloses movements in the Company’s share options under the Pre-IPO Scheme during the year ended 30 June 2011.

Directors of the Company	Date of grant	Exercise price per share	Balance at 1 July 2010 於二零一零年七月一日之結餘	Lapsed during the year 於年度內失效	Balance at 30 June 2011 於二零一一年六月三十日之結餘
本公司董事	授出日期	每股行使價 HK\$ 港元			
Prof. Chan Chok Ki 陳作基教授	12 April 2001 二零零一年四月十二日	12	90,000	(90,000)	—
Dr. Ma Chi Kit 馬志傑博士	12 April 2001 二零零一年四月十二日	12	72,000	(72,000)	—
Mr. Ho Ka Ho 何家豪先生	12 April 2001 二零零一年四月十二日	12	68,200	(68,200)	—
			230,200	(230,200)	—
Employees of the Group 本集團僱員	12 April 2001 二零零一年四月十二日	12	58,600	(58,600)	—
			288,800	(288,800)	—
Exercisable at the end of the year 年終可予行使					—
Weighted average exercise price 加權平均行使價			HK\$12 港元	HK\$12 港元	N/A 不適用

No options had been exercised since the date of grant. At 30 June 2011, the number of shares in respect of which options had been granted under the Pre-IPO Scheme represents 0% of the shares of the Company in issue at that date.

23. 購股權計劃(續)

(i) 招股前購股權計劃(「招股前購股權計劃」)(續)

下表披露截至二零一一年六月三十日止年度內根據招股前購股權計劃本公司之購股權之變動詳情。

自授出日期起計並無購股權獲行使。於二零一一年六月三十日，根據招股前購股權計劃授出之購股權涉及之股份數目佔於該日本公司已發行股份之0%。

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23. SHARE OPTION SCHEMES (CONTINUED)

(ii) Share Option Scheme adopted on 28 October 2003 (the “2003 Option Scheme”)

Pursuant to a resolution passed on 28 October 2003, the 2003 Option Scheme was adopted to recognise and motivate the contribution of the employees and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees for a term of ten years. The Board of the Company may at its discretion grant options to any employees, including Executive and Non-Executive Directors, advisers, consultants, agents, contractors, customers and suppliers of the Group to subscribe for shares in the Company. Option may be granted at a consideration of HK\$1 and should be accepted within 5 business days from the date of grant. The option granted is exercisable upon acceptance of and payment of consideration by the grantee and have a duration of 10 years from their respective vesting dates.

The maximum number of shares in respect of which options may be granted cannot exceed 10% of the issued share capital of the Company on 28 October 2003. No option shall be granted to a grantee if the total number of shares issued and to be issued upon exercise of options granted and to be granted under the 2003 Option Scheme in any twelve months period up to and including the date of grant to such grantee would exceed 1% of the issued share capital of the Company for the time being in issue.

The subscription price shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the Daily Quotation Sheet on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Daily Quotation Sheets for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Without prejudice to the generality of the above, the Board of the Company may grant options in respect of which the subscription price is fixed at different price.

23. 購股權計劃(續)

(ii) 於二零零三年十月二十八日採納之購股權計劃(「二零零三年購股權計劃」)

根據於二零零三年十月二十八日通過之決議案，本公司採納二零零三年購股權計劃，藉以確認及推動僱員對本公司作出貢獻，並向本公司現有僱員給予獎勵，藉以協助挽留他們，以及招聘額外僱員，計劃有效期為十年。本公司董事會可酌情向任何僱員授出購股權(包括本集團之執行董事及非執行董事、專家、顧問、代理、承辦商、顧客及供應商)以認購本公司股份。購股權可以代價1港元授出，並應於授出日期起計五個營業日內接納。在承授人接納及支付代價時，已授出購股權方可予以行使，其有效期由其各自之歸屬日期起計為期十年。

可授予購股權之最高股份數目，不得超過本公司於二零零三年十月二十八日之已發行股本之10%。倘在任何十二個月期間直至授出購股權予承授人日期(包括該日)止，已發行股份及根據二零零三年購股權計劃已授出及將予授出之購股權獲行使時將予發行之股份總數，超過本公司當時已發行股本之1%，則本公司將不會授出購股權。

認購價不得少於下列三者之最高者：(i) 本公司股份於授出日期(須為交易日)在每日報價表之收市報價；(ii) 本公司股份在緊接授出日期前五個交易日於每日報價表之平均收市報價；或(iii) 股份面值。在不損害上文之一般性原則下，本公司董事會可授出以不同價格釐定認購價之購股權。

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23. SHARE OPTION SCHEMES (CONTINUED)

(ii) Share Option Scheme adopted on 28 October 2003 (the “2003 Option Scheme”) (continued)

The following table discloses movements in the Company’s share options under the 2003 Option Scheme during the years ended 30 June 2012 and 2011:

Directors of the Company	Date of grant	Exercise price per share	Balance at 1 July 2010 於二零一零年七月一日之結餘	Exercised during the year 於年度內行使	Balance at 30 June 2011 於二零一一年六月三十日之結餘	Exercised during the year 於年度內行使	Balance at 30 June 2012 於二零一二年六月三十日之結餘
本公司董事	授出日期	每股行使價 HK\$ 港元					
Prof. Chan Chok Ki 陳作基教授	4 August 2004 二零零四年八月四日	2.9	45,000	—	45,000	—	45,000
	23 June 2010 二零一零年六月二十三日	3.98	90,000	—	90,000	—	90,000
Dr. Ma Chi Kit 馬志傑博士	4 August 2004 二零零四年八月四日	2.9	36,000	—	36,000	—	36,000
	23 June 2010 二零一零年六月二十三日	3.98	90,000	—	90,000	—	90,000
Mr. Ho Ka Ho 何家豪先生	4 August 2004 二零零四年八月四日	2.9	34,000	—	34,000	—	34,000
	23 June 2010 二零一零年六月二十三日	3.98	90,000	—	90,000	—	90,000
			385,000	—	385,000	—	385,000
Employees of the Group 本集團僱員	4 August 2004 二零零四年八月四日	2.9	4,000	—	4,000	—	4,000
	23 June 2010 二零一零年六月二十三日	3.98	60,000	(24,000)	36,000	—	36,000
			449,000	(24,000)	425,000	—	425,000
Exercisable at the end of the year 年終可予行使							425,000
Weighted average exercise price 加權平均行使價			HK\$3.69 港元	HK\$3.98 港元	HK\$3.68 港元	N/A 不適用	HK\$3.68 港元

The closing price of the Company’s shares immediately before 4 August 2004 and 23 June 2010 (date of grant of the above options) were HK\$2.9 and HK\$3.98, respectively. At 30 June 2012, the number of shares in respect of which options had been granted under the 2003 Option Scheme represents 4.7% (2011: 4.7%) of the shares of the Company in issue at that date.

In respect of the share options exercised during the year ended 30 June 2011, the weighted average share price at the dates of exercise was HK\$5.39.

23. 購股權計劃(續)

(ii) 於二零零三年十月二十八日採納之購股權計劃(「二零零三年購股權計劃」)(續)

下表披露截至二零一二年及二零一一年六月三十日止年度內本公司根據二零零三年購股權計劃授出之購股權變動詳情：

緊接二零零四年八月四日及二零一零年六月二十三日(上述購股權之授出日期)前本公司股份之收市價為2.9港元及3.98港元。於二零一二年六月三十日，根據二零零三年購股權計劃授出購股權涉及之股份數目佔於該日本公司已發行股份之4.7%(二零一一年：4.7%)。

就截至二零一一年六月三十日止年度內行使之購股權而言，於行使日期之股份平均行使價為5.39港元。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

24. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

24. 遞延稅項負債

下列為在本年度及過往年度，已確認之主要遞延稅項負債及資產及其變動詳情：

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Capitalised development costs 發展成本資本化 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團				
At 1 July 2010	於二零一零年七月一日	128	271	—	399
Charge to profit or loss	於損益扣除	7	93	—	100
At 30 June 2011	於二零一一年六月三十日	135	364	—	499
(Credit)/Charge to profit or loss	於損益(計入)/扣除	(65)	89	(523)	(499)
At 30 June 2012	於二零一二年六月三十日	70	453	(523)	—

At 30 June 2012, the Group has unused tax losses of approximately HK\$11,637,000 (2011: HK\$5,542,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$3,171,000 (2011: Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$8,466,000 (2011: HK\$5,542,000) due to the unpredictability of future profit streams. Included in the unrecognised tax losses are losses of approximately HK\$2,222,000 (2011: HK\$2,156,000) that will expire in 2016 through 2017. The remaining tax losses may be carried forward indefinitely.

於二零一二年六月三十日，本集團可供用作抵銷未來利潤之尚未動用稅項虧損約為11,637,000港元(二零一一年：5,542,000港元)。本集團已就有關虧損當中之3,171,000港元(二零一一年：無)確認遞延稅項資產。由於未能預計未來利潤來源，故並無就有關虧損餘下之8,466,000港元(二零一一年：5,542,000港元)確認遞延稅項資產。尚未確認稅項虧損包括虧損約2,222,000港元(二零一一年：2,156,000港元)，將由二零一六年至二零一七年期到。餘下稅項虧損可予無限期結轉。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

25. RESERVES

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司				
At 1 July 2010	於二零一零年七月一日	21,646	1,102	1,641	24,389
Profit and total comprehensive income for the year	本年度利潤及全面收益總額	—	—	4	4
Issue of shares upon exercise of share options	行使購股權時發行股份	171	(80)	—	91
At 30 June 2011	於二零一一年六月三十日	21,817	1,022	1,645	24,484
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	—	—	(177)	(177)
At 30 June 2012	於二零一二年六月三十日	21,817	1,022	1,468	24,307

26. RETIREMENT BENEFIT SCHEMES

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

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

In addition to the participation in the above retirement benefit schemes, the subsidiary in the UK is required to make National Insurance Contributions for certain of its employees in the UK based on applicable rate in accordance with the relevant government regulations.

The total costs charged to profit or loss of approximately HK\$657,000 (2011: HK\$566,000) represents contributions payable to these schemes by the Group in respect of current accounting period.

25. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司				
At 1 July 2010	於二零一零年七月一日	21,646	1,102	1,641	24,389
Profit and total comprehensive income for the year	本年度利潤及全面收益總額	—	—	4	4
Issue of shares upon exercise of share options	行使購股權時發行股份	171	(80)	—	91
At 30 June 2011	於二零一一年六月三十日	21,817	1,022	1,645	24,484
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	—	—	(177)	(177)
At 30 June 2012	於二零一二年六月三十日	21,817	1,022	1,468	24,307

26. 退休福利計劃

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

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

除參與上述退休福利計劃外，於英國之附屬公司須根據有關政府規例，按適當比率為其於英國之若干僱員作向National Insurance Contributions之供款。

在損益內扣除之總成本約657,000港元(二零一一年：566,000港元)為本集團就本會計期間向此等計劃應付之供款。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

27. OPERATING LEASES

Minimum lease payments made under operating leases in respect of premises during the year 於本年度內根據有關物業之經營租約支付之最低租約租金

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

Within one year 一年內
In the second to fifth years inclusive 第二年至第五年(首尾兩年包括在內)

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

The Company has no significant lease commitments at the end of the reporting period.

27. 經營租約安排

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
1,568	1,474

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

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
615	1,316
778	391
1,393	1,707

經營租約租金指本集團為辦公室物業應付之租金。議定之租約平均為期三年，而租金平均三年固定不變。

於報告期末，本公司並無重大租賃承擔。

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

28. RELATED PARTY TRANSACTION

28. 關連人士交易

Service fee to City University 向城市大學支付服務費

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

Compensation of key management personnel

The remuneration of Directors and other members of key management during the year were as follows:

Short-term benefits 短期福利
Post-employment benefits 離職後福利

The remuneration of Directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
25	26

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

主要管理人員之補償

董事及其他主要管理人員於年內之酬金如下：

The Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
4,550	5,603
36	36
4,586	5,639

董事及主要行政人員之酬金乃由薪酬委員會於考慮個別表現及市場趨勢後釐定。

RESULTS

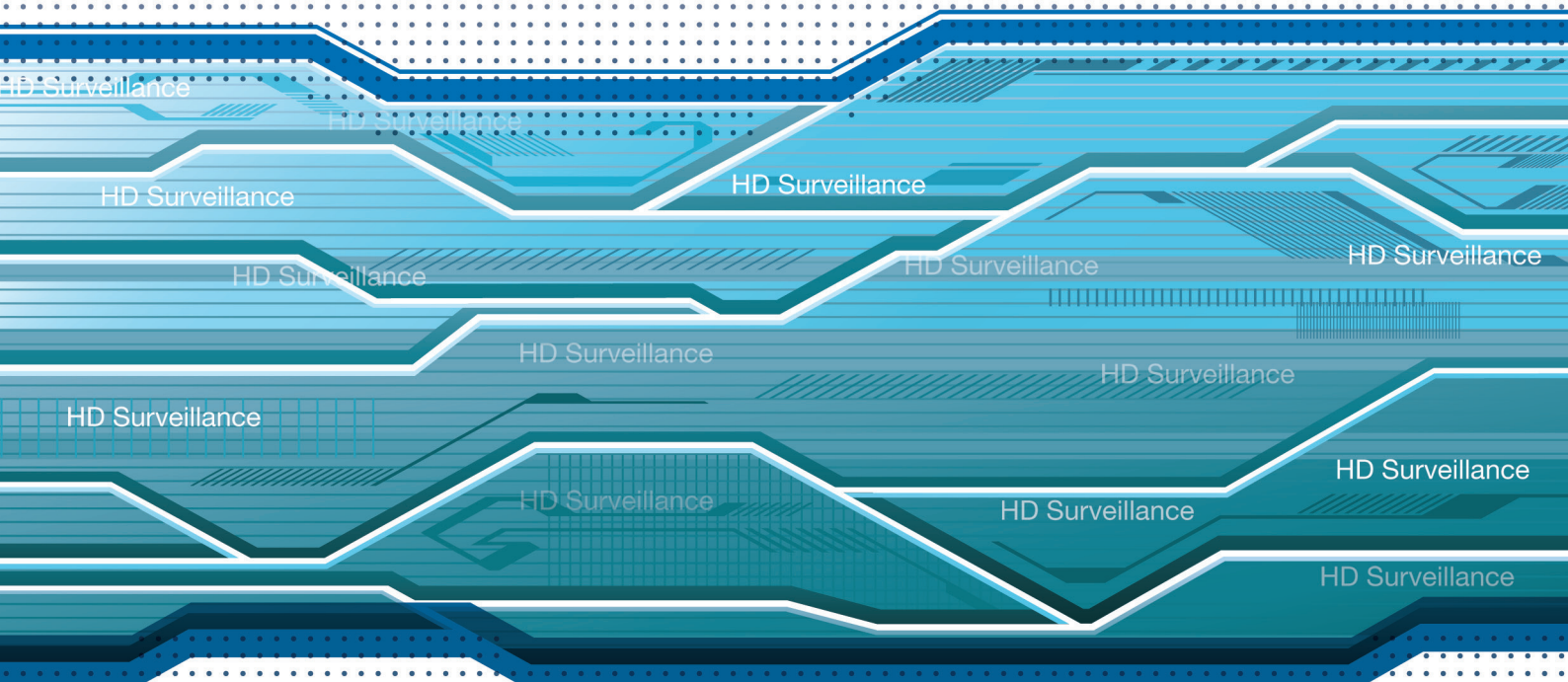
業績

		Year ended 30 June 截至六月三十日止年度				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	62,898	52,502	50,616	45,693	37,425
Profit/(Loss) before taxation	除稅前利潤／(虧損)	4,638	1,690	2,074	1,319	(6,744)
Income tax (expense)/credit	所得稅(支出)／抵免	(620)	86	(542)	(140)	498
Profit/(Loss) for the year	本年度利潤／(虧損)	4,018	1,776	1,532	1,179	(6,246)
Attributable to:	由下列人士應佔：					
Owners of the Company	本公司擁有人	3,997	1,874	1,525	1,206	(6,182)
Non-controlling interests	非控股權益	21	(98)	7	(27)	(64)
		4,018	1,776	1,532	1,179	(6,246)

ASSETS AND LIABILITIES

資產及負債

		At 30 June 於六月三十日				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	40,773	39,642	43,684	45,240	38,382
Total liabilities	總負債	(5,577)	(4,520)	(5,288)	(3,967)	(4,539)
		35,196	35,122	38,396	41,273	33,843
Equity attributable to owners of the Company	本公司擁有人應佔之權益	35,361	35,389	38,537	41,450	34,078
Non-controlling interests	非控股權益	(165)	(267)	(141)	(177)	(235)
		35,196	35,122	38,396	41,273	33,843



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Surveillance