

Notes to the Financial Statements

財政報告附註

FOR THE YEAR ENDED 30 JUNE 2001

截至二零零一年六月三十日止年度

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands under the Companies Law (Revised) Chapter 22 of the Cayman Islands as an exempted company with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The ultimate holding company is Champion Technology Holdings Limited (“Champion”), also a public limited company incorporated in the Cayman Islands with its shares listed on the Stock Exchange.

The Company is an investment holding company. Its subsidiaries are principally engaged in the design, manufacture and distribution of radio and internet-based communications systems and equipment and investments in e-commerce projects.

2. ADOPTION OF A REVISED STATEMENT OF STANDARD ACCOUNTING PRACTICE

In the current year, the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) adopted the Statement of Standard Accounting Practice No. 14 (Revised) “Leases” (“SSAP 14 (Revised)”) issued by the Hong Kong Society of Accountants for the first time.

SSAP 14 (Revised) has introduced some amendments to the basis of accounting for finance and operating leases, and to the disclosures specified for the Group’s leasing arrangements. These changes have not had any effect on the results for the current or prior accounting periods and, accordingly, no prior period adjustment has been required. Disclosures for all of the Group’s leasing arrangements have been modified so as to comply with the requirements of SSAP 14 (Revised). Comparative amounts have been restated in order to achieve a consistent presentation.

1. 簡介

本公司乃根據開曼群島之公司法例(經修訂)第二十二章在開曼群島註冊成立為獲豁免之公眾有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之最終控股公司冠軍科技集團有限公司(「冠軍」)亦為在開曼群島註冊成立之公眾有限公司，其股份於聯交所上市。

本公司乃一間投資控股公司。其附屬公司主要從事設計、製造及分銷無線電及互聯網輔助通訊系統及器材，以及投資電子商貿項目。

2. 採納經修訂會計實務準則

於本年度，本公司及其附屬公司(以下統稱「本集團」)首次採納香港會計師公會頒佈之會計實務準則第14號(經修訂)「租賃」(「會計實務準則第14號(經修訂)」)。

會計實務準則第14號(經修訂)對融資及營業租賃之會計基準，以及對本集團租賃安排所規定之披露引入若干修訂。此等變動並無對當前或之前會計期間之業績造成任何影響，故毋須作出前期調整。為符合會計實務準則第14號(經修訂)之規定，本集團租賃安排之所有披露已作出相應修訂。而為了統一起見，比較數字亦已重新呈列。

3. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group made up to 30 June each year.

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

All significant inter-company transactions and balances within the Group have been eliminated on consolidation.

Goodwill and capital reserve

Goodwill or capital reserve arising on acquisition of a subsidiary represents respectively the excess or shortfall of the purchase consideration over the Group's share of the fair value ascribed to the separable net assets of the subsidiary at the date of acquisition. Goodwill or capital reserve is written off or credited directly to reserves respectively in the year of acquisition.

On disposal of a subsidiary, the attributable amount of goodwill or capital reserve previously written off against or credited to reserves is included in the determination of the profit or loss on disposal.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has been passed. Service income is recognised when the services are rendered.

Rental income, including rental invoiced in advance from assets under operating leases, is recognised on a straight line basis over the relevant lease term.

Distributions for the Group's investments in e-commerce projects are recognised when the Group's right to receive the distributions has been established.

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

Dividend income is recognised when the Group's right to receive payment has been established.

3. 主要會計政策

財政報告乃根據歷史成本慣例及香港普遍接納之會計原則而編製。所採用之主要會計政策如下：

綜合基準

綜合財政報告包括本集團截至每年六月三十日止之財政報告。

年內收購之附屬公司之業績由收購生效日期起計入綜合損益表，至於出售之附屬公司則結算至出售生效日期止（如適用）。

所有集團內公司間之重大交易及結餘已於綜合賬目時對銷。

商譽及資本儲備

因收購附屬公司而產生之商譽或資本儲備，分別代表購買代價高於或低於本集團攤佔該附屬公司之可分離淨資產，於收購日期之公平價值之數。商譽或資本儲備乃於進行收購之年度分別直接自儲備撇銷或撥入儲備。

於出售附屬公司時，過往自儲備撇銷或撥入儲備之應計商譽或資本儲備均計入出售損益內。

收入之確認

貨物銷售乃於貨物遞送及擁有權益轉移時確認。服務收入乃於提供服務時確認。

租金收入（包括來自營業租賃持有之預收租金）乃根據直線法在租賃年期內確認。

本集團之電子商貿項目投資之分派乃於本集團享有收取分派權利時確認。

利息收入乃根據所存放之本金額按存放時間以適用利息利率累計。

股息收入乃於本集團享有收取款項權利時確認。

3. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of the property, plant and equipment.

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

Where the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are not discounted to their present values.

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

Freehold land	Nil
Leasehold land and buildings	Over the shorter of the remaining unexpired terms of the relevant leases or 50 years
Plant and machinery and telecommunications networks	10-50%

Assets held under finance leases are depreciated over their estimated useful lives on the same basis as own assets or the terms of the leases, where shorter.

3. 主要會計政策 – 續

物業、廠房及設備

物業、廠房及設備乃按成本減除折舊後列賬。資產之成本包括其購買價及令資產達至現時營運狀況及送往某地點作擬定用途之任何直接應佔成本。於物業、廠房及設備有關投入服務後所產生之開支，例如維修及保養及大型檢修之費用通常於產生期間之損益表內扣除。倘能清晰地顯示有關開支能提高該物業、廠房及設備使用時所帶來之未來經濟效益，其開支即會轉作物業、廠房及設備之額外成本。

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

倘資產之可收回金額低於其賬面值，則其賬面值須作減值，以反映價值之下跌。在釐定可收回金額時，預期未來現金收入將不會按現時之價值作折讓。

物業、廠房及設備之成本值以直線法折舊，按其估計可用年期予以撇銷，每年之折舊率如下：

永久業權土地	無
按契約持有之土地及樓宇	有關契約之尚餘年期或五十年期，以較短者為準
廠房、機器及電訊網絡	10-50%

按融資租賃持有之資產乃按其估計可使用年期或按租賃年期(倘後者期間較短)以自置資產相同之基準計算折舊。

3. SIGNIFICANT ACCOUNTING POLICIES - *Continued*

Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair values at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation of the Group. The finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the period of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

All other leases are classified as operating leases and the rentals payable are charged to the income statement on a straight line basis over the relevant lease term.

Investments in subsidiaries

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

Investments in subsidiaries are stated at cost or carrying value, as reduced by any impairment loss of the subsidiary that is other than temporary. Results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

Systems and networks

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

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

3. 主要會計政策 - 續

租賃

凡租賃條款規定，將擁有租賃資產之所有風險及報酬大部分轉移至本集團之租賃，均列為融資租賃。根據融資租賃持有之資產，概按於收購日期之公平價值撥作資本。欠下出租人之相應債務（已扣除利息）列為本集團之融資租賃承擔載入資產負債表。融資費用（即租賃承擔總額與所收購資產之公平價值兩者間之差額）乃按各項租賃之年期，自損益表扣除，以設定餘下租賃承擔於各會計期間之固定定期收費額。

所有其他租賃均列為營業租賃，其應付之租金以直線法按租賃年期分別計入損益表內或自損益表扣除。

附屬公司之投資

附屬公司是指本公司直接或間接持有其已發行股本一半以上，或控制其一半以上之表決權或控制其董事會或同等管治機構之公司。

附屬公司之投資乃按成本或賬面值減任何永久性減值準備（臨時性質除外）後列賬。本公司於年內之已收及應收股息確認為附屬公司之業績。

系統及網絡

系統及網絡為本集團於設立系統及網絡時所產生之所有直接成本，包括設備成本、開發成本及外判工作費用。該等資產僅於滿足下列條件時方會確認：

- 資產為可以辨認（如軟件及新程序）；
- 資產於日後可取得經濟利益；及
- 能可靠計算資產之開發成本。

3. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

Systems and networks – *Continued*

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

Investments in e-commerce projects

Investments in e-commerce development projects represent the Group's investment costs incurred on internet-based business projects over which the Group receives distributions from these projects based on an agreed percentage of the net revenue of each project. The investment costs are written off using the straight line method over the estimated life of the individual project from the date of commencement of commercial operations subject to a maximum of five years. Where the recoverable amount of the investments has declined below their carrying amount, the carrying amount is reduced to reflect the decline in value.

Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in the net profit or loss for the year.

Inventories

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

3. 主要會計政策 – 續

系統及網絡 – 續

未能滿足上述條件之開發成本於產生期間確認為支出。能滿足上述條件之系統及網絡以直線法按其估計可使用年期(最多為五年)予以攤銷。倘系統及網絡之可收回金額低於其賬面值,則其賬面值須作減值,以反映上述下跌。

電子商貿項目投資

電子商貿開發項目投資指本集團就有關互聯網業務項目所產生之投資成本,而本集團根據各個項目收入淨額之協定百分比收取有關該等項目之分派。投資成本以直線法按個別項目由開始營業日期起計之估計可用年期(最多為五年)予以撇銷。倘上述投資之可收回金額低於其賬面值,則其賬面值須作減值,以反映上述下跌。

證券投資

證券投資乃以交易日期基準確認及初步以成本值計算。

投資(持至到期日證券除外)乃列作投資證券及其他投資。

投資證券(就既定長期策略目的而持有之證券)乃於日後業績匯報日期按成本計算,並減去任何減值準備(臨時性質除外)。

其他投資乃按公平價值計算,而未實現之收益及虧損乃計入有關年度之損益淨額。

存貨

存貨乃根據成本值與可變現淨值兩者中較低者入賬。成本按先入先出法計算,包括所有收購成本及兌換成本(如適用),以及將存貨運至現時地點及達至現時狀況所需之間接費用。可變現淨值乃按存貨在日常業務中出售之價格減去預計製作及出售所需費用。

3. SIGNIFICANT ACCOUNTING POLICIES – *Continued*

Taxation

The charge for taxation is based on the results for the year after adjusting for items which are non-assessable or disallowed. Certain items of income and expense are recognised for tax purposes in a different accounting period from that in which they are recognised in the financial statements. The tax effect of the resulting timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

Research and development costs

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

Foreign currencies

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

On consolidation, the financial statements of the operations outside Hong Kong are translated at the rates ruling on the balance sheet date. All exchange differences arising on translation are dealt with in the translation reserve.

Retirement benefit cost

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

The expected costs of providing pensions for a defined benefit scheme, as calculated periodically by professionally qualified actuaries, are charged to the income statement so as to spread the costs over the service lives of employees in the scheme operated by the Group in such a way that the pension cost is a substantially level percentage of current and expected future pensionable payroll.

4. TURNOVER AND PROFIT FROM OPERATIONS

Turnover represents the net amounts received and receivable for goods sold and services provided by the Group to outside customers and distributions received and receivable from the Group's investments in e-commerce projects during the year.

3. 主要會計政策 – 續

稅項

稅項支出乃根據本年度業績計算，並已扣除毋須課稅或不獲寬減稅項之項目。由於若干收支項目就稅務方面而入賬之會計年度與在財政報告入賬之會計年度有所不同，因而產生時差。以負債法計算之時差稅務效益在財政報告上列作遞延稅項，惟僅以可於可預見將來實現之負債或資產為限。

研究及開發費用

研究費用於支銷之年內列入損益表。開發費用於支銷之年內列入損益表，若該期間內正進行一項重大計劃，且有理由預期開發成本將透過未來之商業活動得以收回，則該等開發成本將由該項計劃之商業活動開始日起遞延或於該計劃之年期內註銷，為期最長五年。

外幣

以外幣結算之交易均按交易日期之概約匯率折算。以外幣結算之貨幣資產及負債均按結算日之匯率再折算。滙兌盈虧概撥入損益表中處理。

於綜合賬目時，海外業務之財政報告均按結算日之匯率換算。於換算時所產生之滙兌差額均全部撥入換算儲備內處理。

退休福利成本

向定額供款計劃支付供款於到期日列作支出。

就定額福利計劃提供退休金之預計費用乃定期由符合專業資格之精算師計算，並於損益表中扣除，以便將本集團實施計劃之費用於僱員之服務期內分攤，而退休金費用大致上為現時與預計日後可享有退休金之薪酬之平穩百分比。

4. 營業額及經營溢利

營業額指年內本集團就出售產品及向外界顧客提供服務之已收及應收款項淨額，以及已收及應收源自本集團電子商貿項目之投資分派。

4. TURNOVER AND PROFIT FROM OPERATIONS – Continued

The Group's turnover and profit from operations analysed by principal activities and geographical locations were as follows:

By principal activities:	按主要業務劃分：
Sales of telecommunications equipment	銷售電訊設備
Services rendered	提供之服務
Distributions from Group's investments in e-commerce projects	來自本集團電子商貿項目投資的分派
People's Republic of China, including Hong Kong and Macau	中華人民共和國，包括香港及澳門
Europe	歐洲
Others	其他

4. 營業額及經營溢利 – 續

本集團按主要業務及地區劃分之營業額及經營溢利細列如下：

		Turnover		Profit (loss)	
		營業額		經營溢利(虧損)	
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		609,240	720,057	129,066	124,090
		88,225	56,375	7,691	3,565
		2,325	–	(17,860)	–
		699,790	776,432	118,897	127,655
		441,516	462,211	100,031	114,017
		224,449	263,129	16,510	12,474
		33,825	51,092	2,356	1,164
		699,790	776,432	118,897	127,655

5. OTHER REVENUE

Included in other revenue is net investment income as follows:
Interest earned on bank deposits and balances
Recovery of deposits paid in connection with telecommunications projects written off in prior year

5. 其他收入

下列投資收入淨額 乃列入其他收入內：	銀行存款及結存所賺取之利息	4,951	6,270
	收回上年度有關電訊項目 之已付按金撇銷	9,000	–

6. OTHER OPERATING EXPENSES

Systems and networks written off
Deposits for telecommunications and internet projects written off

6. 其他經營支出

系統及網絡撇銷	–	15,440
電訊及互聯網項目之按金撇銷	–	9,000
	–	24,440

7. PROFIT FROM OPERATIONS

7. 經營溢利

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Profit from operations has been arrived at after charging:	經營溢利已扣除：		
Directors' remuneration (Note (i))	董事酬金 (附註(i))	7,231	9,340
Staff costs	職工成本	75,099	75,538
Retirement benefit scheme contributions (Note (ii))	退休福利計劃供款 (附註(ii))	2,625	2,782
Total staff costs	職工成本總額	<u>84,955</u>	<u>87,660</u>
Amortisation of investments in e-commerce projects	攤銷於電子商貿項目之投資	20,344	-
Auditors' remuneration	核數師酬金	1,464	1,626
Cost of inventories recognised	已確認存貨之成本	430,760	475,835
Depreciation	折舊		
Owned assets	自置資產	32,046	34,529
Assets under finance leases	融資租賃資產	960	778
Minimum lease payments paid under operating leases in respect of:	按照經營租約已付之最低租金包括：		
Rented premises	租賃物業	2,008	2,702
Machinery and equipment	機器及設備	4,792	4,749
and after crediting:	及已計入：		
Rental income from leasing of machinery and equipment	租賃機器及設備所得租金收入	<u>46,703</u>	<u>25,282</u>

Notes:

附註：

(i) Information regarding directors' and employees' emoluments

(i) 有關董事與僱員酬金之資料

Directors

董事

Fees to independent non-executive directors
Other emoluments to executive directors:
 Salaries and other benefits
 Performance related incentive payments
 Retirement benefit scheme contribution

獨立非執行董事之袍金
執行董事之其他酬金：
 薪金及其他福利
 按工作表現發放之獎金
 退休福利計劃供款

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	40	40
	2,460	2,427
	4,500	6,755
	231	118
	<u>7,231</u>	<u>9,340</u>

In addition to the above, on 4 February 1998, 17,000,000 share options of the Company were granted to certain directors at an exercise price of HK\$0.3712 per share. These options were lapsed on 4 February 2001.

除上述外，於一九九八年二月四日，若干董事獲授予共17,000,000份行使價每股0.3712港元之購股權。此等購股權已於二零零一年二月四日失效。

7. PROFIT FROM OPERATIONS – *Continued*

Notes: – *Continued*

- (i) Information regarding directors' and employees' emoluments – *Continued*

Emoluments of the directors, excluding the share option benefits, were within the following bands:

Nil – HK\$1,000,000	無 – 1,000,000港元
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元
HK\$4,500,001 – HK\$5,000,000	4,500,001港元 – 5,000,000港元

Employees

The five highest paid individuals of the Group included two (2000: three) director of the Company, details of whose emoluments are set out above. The emoluments of the remaining three (2000: two) highest paid employees of the Group, not being directors of the Company, are as follows:

Salaries and other benefits	薪酬及其他福利
Performance related incentive payments	按工作表現發放之獎金
Retirement benefit scheme contribution	退休福利計劃供款

Emoluments of these employees were within the following band:

Nil – HK\$1,000,000	無 – 1,000,000港元
---------------------	-----------------

- (ii) Retirement benefit scheme contributions

Defined contribution scheme

The Group did not operate any retirement schemes covering their employees in Hong Kong in previous years. Commencing from December 2000, the Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the “MPF”) scheme. The retirement benefit cost of the MPF scheme charged to the consolidated income statement represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefits scheme contributions paid, net of nil forfeited contributions, amounted to HK\$10,500.

7. 經營溢利 – 續

附註：– 續

- (i) 有關董事與僱員酬金之資料 – 續

董事之酬金 (不包括購股權利益) 介乎下列範圍：

Number of director(s) 董事人數	
2001 二零零一年	2000 二零零零年
5	4
–	–
1	1
–	1
–	–
<u>1</u>	<u>1</u>

僱員

本集團五位最高薪人士包括兩名 (二零零零年：三名) 本公司董事，其酬金詳情載於上文。本集團其餘三名 (二零零零年：兩名) 最高薪人士 (並非本公司之董事) 之酬金如下：

2001 二零零一年	2000 二零零零年
HK\$'000 千港元	HK\$'000 千港元
2,636	1,651
–	106
<u>172</u>	<u>107</u>
<u>2,808</u>	<u>1,864</u>

此等僱員之酬金介乎下列範圍：

Number of employee(s) 僱員人數	
2001 二零零一年	2000 二零零零年
<u>3</u>	<u>2</u>

- (ii) 退休福利計劃供款

定額供款計劃

本集團於過往年度在香港並無為其僱員設立任何退休計劃。自二零零零年十二月起，本集團規定其於香港之所有合資格僱員參與強制性公積金 (「強積金」) 計劃。於綜合損益表扣除之強積金計劃退休福利費用指本集團按強積金計劃規則規定之比率對強積金計劃作出之供款。

於年內，已支付之退休福利計劃供款 (扣除金額為零之沒收供款後) 為 10,500 港元。

7. PROFIT FROM OPERATIONS – *Continued*

Notes: – *Continued*

(ii) Retirement benefit scheme contributions – *Continued*

Defined benefits scheme

Certain subsidiaries of the Group operates a self-administered, funded pension scheme. The scheme provides defined pension benefits related to service, and final earnings and capital sums on death. Membership is optional for all staff paid monthly and aged over 21 years.

Contributions to the scheme are charged to the income statement so as to spread the cost of pensions over employees' working lives with the Group. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method. The most recent valuation was at 1 January 1999. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries, pensions and share dividends. It was assumed that the investment returns would be 7½% per annum, that salary increase would average 4½% per annum with an addition for promotion increase, that the guaranteed minimum pensions accruing after 5 April 1997 would increase at the rate of 3% per annum, that share dividends would increase at 4¼% per annum, and that price inflation would average 3½% per annum.

The most recent actuarial valuation showed that the market value of the scheme's assets was HK\$125,538,000 and that the actuarial value of these assets represented 98% of the benefits that had accrued to members. The shortfall of HK\$2,302,000 is cleared over the estimated remaining service period of the current membership of 11 years.

8. FINANCE COSTS

Interest on:

Bank and other borrowings

- wholly repayable within five years
- not wholly repayable within five years

Finance leases

Total borrowing costs

7. 經營溢利 – 續

附註：– 續

(ii) 退休福利計劃供款 – 續

定額福利計劃

本集團屬下若干附屬公司設立一項自行管理之退休福利計劃。上述計劃乃提供有關僱員服務期間之定額退休福利、僱員身故時之最後損益及撫恤金。以月薪計及年滿21歲之所有僱員可選擇參加上述計劃。

計劃供款於損益表中扣除，以便將退休金成本按僱員於本集團之服務期內分攤。供款乃根據合資格精算師每隔三年按預計單位法進行估值加以評估。最近之估值乃於一九九九年一月一日進行。對估值結果最具影響之假設乃有關投資回報率及薪金、退休金與股息之增加比率方面之假設。投資回報率假設為每年7½%，而加薪幅度則假設為每年平均4½%，並加入因升職之增幅。更假設於一九九七年四月五日後，累計之保證最低退休金將按每年3%遞增，股息則按每年4¼%遞增，而價格通脹幅度則每年平均3½%。

最近之精算估值顯示，計劃之資產市值為125,538,000港元，而該等資產之精算價值為僱員應得福利之98%。為數約2,302,000港元之短欠額，於現職僱員之預計剩餘服務年期（以11年估計）內清還。

8. 財務成本

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
利息：		
銀行及其他借貸		
– 於五年內悉數償還	15,523	16,411
– 毋須於五年內悉數償還	283	298
融資租賃	423	328
借貸成本總額	<u>16,229</u>	<u>17,037</u>

9. TAXATION

The (charge) credit comprises:

Hong Kong Profits Tax
Taxation in other jurisdictions

Deferred taxation (note 25)

Hong Kong Profits Tax is calculated at 16% on the estimated assessable profits derived from Hong Kong. Taxation in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The low effective tax rate is attributable to the fact that a substantial portion of the Group's profit neither arises in, nor is derived from, Hong Kong and is accordingly not subject to Hong Kong Profits Tax and is not subject to taxation in any other jurisdictions.

Details of deferred taxation for the year are set out in note 25.

10. NET PROFIT FOR THE YEAR

Of the consolidated profit of HK\$101,832,000 (2000: HK\$110,188,000), a profit of HK\$75,415,000 (2000: HK\$719,000) has been dealt with in the financial statements of the Company.

11. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

Earnings for the purpose of calculating
basic and diluted earnings per share

9. 稅項

稅項(支出)抵免包括：

香港利得稅
其他司法地區之稅項

遞延稅項(附註25)

香港利得稅乃以源自香港之估計應課稅溢利按16%之稅率計算。其他司法地區之稅項乃按個別司法地區各自採用之稅率計算。

實際稅率偏低之原因為本集團大部分溢利既非由香港賺取，亦非源自香港，故無需繳納香港利得稅或任何其他司法地區之稅項。

本年度遞延稅項之詳情載於附註25。

10. 本年度純利

本年度之綜合溢利為101,832,000港元(二零零零年：110,188,000港元)，其中75,415,000港元(二零零零年：719,000港元)之溢利已列入本公司財政報告中。

11. 每股盈利

基本及經攤薄每股盈利之計算乃以下列數據為準：

以計算基本及經攤薄每股
盈利之盈利

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
(87)	(147)
<u>(701)</u>	<u>(410)</u>
(788)	(557)
<u>4</u>	<u>4</u>
<u>(784)</u>	<u>(553)</u>

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
<u>101,832</u>	<u>110,188</u>

11. EARNINGS PER SHARE – Continued

11. 每股盈利 – 續

		Number of shares 股份數目	
		2001 二零零一年	2000 二零零零年
Weighted average number of shares for the purpose of calculating basic earnings per share	以計算基本每股盈利之加權平均股份數目	1,110,480,876	1,110,480,876
Potential dilutive shares issuable under the Company's share option scheme	根據本公司之購股權計劃可發行而具有潛在攤薄影響之股份數目	18,249,990	23,240,409
Weighted average number of shares for the purpose of calculating diluted earnings per share	以計算經攤薄每股盈利之加權平均股份數目	1,128,730,866	1,133,721,285
The weighted average number of ordinary shares for the purposes of earnings per share has been adjusted for the bonus issue on 23 April 2001.	以計算每股盈利之加權平均普通股數目已就二零零一年四月二十三日之紅股派發作出調整。		

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

THE GROUP	本集團	Land and buildings 土地及樓宇 HK\$'000 千港元	Plant and machinery and tele-communications networks 廠房及機器及電訊網絡 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本值			
At 1 July 2000	於二零零零年七月一日	18,631	285,522	304,153
Currency realignment	滙兌調整	(1,160)	(18,997)	(20,157)
Additions	添置	73	17,652	17,725
Disposals	出售	–	(6,833)	(6,833)
At 30 June 2001	於二零零一年六月三十日	17,544	277,344	294,888
DEPRECIATION	折舊			
At 1 July 2000	於二零零零年七月一日	3,069	186,125	189,194
Currency realignment	滙兌調整	(177)	(12,698)	(12,875)
Provided for the year	年內撥備	349	32,657	33,006
Eliminated on disposals	出售撇除	–	(6,364)	(6,364)
At 30 June 2001	於二零零一年六月三十日	3,241	199,720	202,961
NET BOOK VALUES	賬面淨值			
At 30 June 2001	於二零零一年六月三十日	14,303	77,624	91,927
At 30 June 2000	於二零零零年六月三十日	15,562	99,397	114,959

12. PROPERTY, PLANT AND EQUIPMENT - *Continued*

The net book values of the Group's property interests comprise:

Freehold properties held outside Hong Kong
Properties held outside Hong Kong under long leases

Net book value of property, plant and equipment held under finance leases

The Group leases equipment to customers on operating leases. The net book value of such equipment, which is included in plant and machinery and telecommunications networks, is as follows:

Customer equipment at cost
Less: Accumulated depreciation

Net book value

At 30 June 2001, certain land and buildings of the Group with a net book value of HK\$7,932,000 (2000: HK\$8,692,000) were pledged to a bank as security for banking facilities granted to the Group.

13. INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at carrying value

The carrying value of the unlisted shares is based on the book values of the underlying net assets of the subsidiaries at the time they became members of the Group under the group reorganisation in 1996.

Included in amounts due from subsidiaries at 30 June 2001 is an amount of approximately HK\$7,555,000 (2000: HK\$8,453,000) which is subordinated to a bank which granted credit facilities of approximately HK\$63,187,000 (2000: HK\$67,400,000) to a subsidiary during the year.

Details of the Company's principal subsidiaries at 30 June 2001 are set out in note 36.

12. 物業、廠房及設備 - 續

THE GROUP

本集團

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元

本集團之物業權益賬面
淨值包括：

於香港以外地區持有永久業權之物業
於香港以外地區持有長期契約之物業

按融資租賃持有之物業、廠房及設備
之賬面淨值

本集團以營業租賃方式租賃器材予
客戶。有關器材之賬面淨值已包括
在廠房及機器及電訊網絡內，茲分
列如下：

客戶器材 (按成本價)
減：累計折舊

賬面淨值

13,155	14,380
1,148	1,182
14,303	15,562
12,991	14,093

103,773	112,922
78,039	75,556
25,734	37,366

本集團於二零零一年六月三十日賬面淨值為7,932,000港元(二零零零年：8,692,000港元)之若干土地及樓宇已抵押予銀行，作為本集團獲得之銀行融資之擔保。

13. 附屬公司之投資

THE COMPANY

本公司

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元

非上市股份之賬面值

非上市股份之賬面值乃以本集團於一九九六年重組時其附屬公司成為集團成員當日，各附屬公司之賬面資產淨值為基準。

於二零零一年六月三十日，包括於應收附屬公司賬款內之約7,555,000港元(二零零零年：8,453,000港元)，乃貸向一間銀行作為此銀行於年內授予一間附屬公司約63,187,000港元(二零零零年：67,400,000港元)之信貸融資。

本公司各主要附屬公司於二零零一年六月三十日之詳情載於附註36。

14. SYSTEMS AND NETWORKS

COST	成本
At beginning of the year	年初
Additions	添置
Write-off	撇銷
At end of the year	年結

Systems and networks include all direct costs incurred in setting up and development of internet based knowledge systems and networks. No amortisation has been provided in the financial statements as such systems and networks have not been put into commercial operations.

15. INTEREST IN E-COMMERCE PROJECTS

COST	成本
At beginning of the year	年初
Additions during the year	年內添置
At end of the year	年結
AMORTISATION	攤銷
Amortisation during the year and balance at end of the year	年內攤銷及年結結餘
NET BOOK VALUE	賬面淨值
At end of the year	年結

The Group has entered into agreements with third parties to invest in e-commerce projects. These agreements have contract terms of 20 years over which the Group has the right to receive distributions based on an agreed percentage of the net revenue of each of these projects. The Group's interest in these e-commerce projects is therefore amortised over the estimated economic lives of the projects from the date of commencement of commercial operations subject to a maximum of five years.

14. 系統及網絡

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
46,500	54,130
—	7,810
—	(15,440)
46,500	46,500

系統及網絡包括設立及開發有關互聯網為本知識系統及網絡之所有直接成本。由於互聯網系統及網絡仍未投入服務，故並未於財政報告中作出攤銷。

15. 於電子商貿項目之權益

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
140,081	—
8,138	140,081
148,219	140,081
20,344	—
127,875	140,081

本集團與第三者訂立協議投資電子商貿項目。該等協議之合約期為20年，本集團於上述期間有權根據上述各項目之收入淨額之協定百分比收取分派。因此，本集團於電子商貿項目之權益按個別項目由開始營業日期起計之估計經濟壽命(最多為五年)予以攤銷。

16. INVESTMENTS IN SECURITIES

Unlisted equity shares

非上市權益股份

THE GROUP	
本集團	
Investment securities	
投資證券	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
3,887	3,887

17. DEPOSITS

Deposits were paid in connection with projects relating to the followings:

Systems and networks
Internet operations
Telecommunications projects

系統及網絡
互聯網業務
電訊項目

17. 按金

有關以下項目已付之按金：

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
152,923	105,183
65,875	42,625
55,800	—
274,598	147,808

18. INVENTORIES

Raw materials
Work in progress
Finished goods

原料
在製品
製成品

18. 存貨

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
18,387	18,192
13,359	14,256
18,880	21,724
50,626	54,172

Included above are raw materials of HK\$76,260 (2000: HK\$92,000) which are carried at net realisable value.

上述項目包括原料76,260港元(二零零零年：92,000港元)，已按可變現淨值入賬。

19. TRADE AND OTHER RECEIVABLES

At 30 June 2001, the balance of trade and other receivables included trade receivables of HK\$81,413,000 (2000: HK\$97,433,000). The aging analysis of trade receivables at the reporting date is as follows:

0 - 60 days	0 - 60日
61 - 90 days	61 - 90日
91 - 180 days	91 - 180日
> 180 days	>180日

The Group maintains a well-defined credit policy regarding its trade customers dependent on their credit worthiness, nature of services and products, industry practice and condition of the market with credit period ranging from 30 to 180 days.

20. DEPOSITS, BANK BALANCES AND CASH

Interest bearing deposits	有利息存款
Bank balances and cash	銀行結存及現金

19. 應收貿易及其他賬款

於二零零一年六月三十日，應收貿易及其他賬款之結餘中包括81,413,000港元(二零零零年：97,433,000港元)之應收貿易賬款，應收貿易賬款於報告日期之賬齡分析如下：

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
75,494	75,071
3,031	7,030
911	8,670
1,977	6,662
81,413	97,433

本集團維持明確之貿易客戶信貸政策。根據其信貸商譽、服務及貨品之性質、行內規範及市場情況而給予30至180日之信貸期。

20. 存款、銀行結存及現金

THE GROUP		THE COMPANY	
本集團		本公司	
2001	2000	2001	2000
二零零一年	二零零零年	二零零一年	二零零零年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
135,960	137,857	—	—
11,055	13,440	6	1
147,015	151,297	6	1

21. TRADE AND OTHER PAYABLES

At 30 June 2001, the balance of trade and other payables included trade payables of HK\$16,844,000 (2000: HK\$24,626,000). The aging analysis of trade payables at the reporting date is as follows:

0 - 60 days	0 - 60日
61 - 90 days	61 - 90日
91 - 180 days	91 - 180日
> 180 days	>180日

21. 應付貿易及其他賬款

於二零零一年六月三十日，應付貿易及其他賬款之結餘中包括16,844,000港元(二零零零年：24,626,000港元)之應付貿易賬款，應付貿易賬款於報告日期之賬齡分析如下：

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
11,394	15,263
2,366	3,992
2,389	5,371
695	-
16,844	24,626

22. BANK BORROWINGS

Bank borrowings comprise the following:

Bank overdrafts
Trust receipts and import loans
Bank loans
Mortgage loan

Secured
Unsecured

The bank borrowings bear interest at prevailing market rates and are repayable as of follows:

On demand or within one year
Between one to two years
Between two to five years
Over five years

Less: Amount due with one year shown under current liabilities

Amount due after one year

22. 銀行借貸

銀行借貸包括下列各項：

銀行透支
信託收據及進口貸款
銀行貸款
按揭貸款

有抵押
無抵押

按現行市場利率計息之銀行借貸之還款期如下：

按通知或一年內
一至兩年內
兩至五年內
於五年後

減：一年內到期並已列作流動負債之金額

一年後到期之金額

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
88,578	92,271
53,997	46,407
5,000	5,000
3,584	4,173
151,159	147,851
8,524	8,224
142,635	139,627
151,159	147,851

147,942	143,976
390	312
1,330	1,064
1,497	2,499
151,159	147,851
(147,942)	(143,976)
3,217	3,875

23. OTHER BORROWINGS

The other borrowings, which represent block discounting loans, are repayable as follows:

Within one year
Between one to two years
Between two to five years
Over five years

Less: Amount due within one year shown under current liabilities

Amount due after one year

23. 其他借貸

其他借貸指大宗折扣貸款，還款期如下：

一年內
一至兩年內
兩至五年內
於五年後

減：一年內到期並已列作流動負債之金額

一年後到期之金額

THE GROUP 本集團		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
		6,720	13,466
		8,263	12,083
		11,471	4,384
		257	167
		26,711	30,100
		(6,720)	(13,466)
		19,991	16,634

24. OBLIGATIONS UNDER FINANCE LEASES

Amount payable under finance leases:

Within one year
Between one to two years
Between two to five years

Less: Finance charges

Present value of lease obligations

Less: Amount due within one year shown under current liabilities

Amount due after one year

根據融資租賃於以下期間應付之金額：

一年內
一至兩年內
兩至五年內

減：財務費用

租賃承擔現時價值

減：一年內到期並已列作流動負債之金額

一年後到期之金額

24. 融資租賃承擔

		Minimum lease payments 租賃 最低付款額		Present value of minimum lease payments 租賃最低 付款額之現時價值	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
		1,787	2,250	1,503	1,907
		226	1,697	176	1,418
		120	267	88	198
		2,133	4,214	1,767	3,523
		(366)	(691)	—	—
		1,767	3,523	1,767	3,523
				(1,503)	(1,907)
				264	1,616

25. DEFERRED TAXATION

Balance at beginning of the year	年初結餘
Movement for the year (note 9)	年內變動 (附註9)
Balance at end of the year	年結結餘

The movement for the year comprises the taxation effect of the difference between depreciation allowances claimed for tax purposes and depreciation charged in the financial statements.

At the balance sheet date, deferred taxation represents the taxation effect of the excess of depreciation allowances claimed for tax purposes over depreciation charged in the financial statements.

At 30 June 2001, the Group had net unprovided deferred tax asset of approximately HK\$23,616,000 (2000: HK\$27,864,000) relating primarily to the timing differences of the excess of accounting depreciation charged in the financial statements over the depreciation allowances claimed for tax purposes and taxation losses of certain subsidiaries. The net deferred tax asset has not been recognised in the financial statements as it is not certain that the benefit will be realised in the foreseeable future.

There was no significant unprovided deferred taxation for the Company during the year or at the balance sheet date.

26. SHARE CAPITAL

Authorised share capital of HK\$0.10 each:
Balance at 1 July 1999 and 1 July 2000
Increase in share capital
Balance at 30 June 2001
Issued and fully paid share capital of HK\$0.10 each:
Balance at 1 July 1999 and 1 July 2000
Issue of shares upon bonus issue
Balance at 30 June 2001

25. 遞延稅項

THE GROUP		2001	2000
本集團		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
		(41)	(45)
		4	4
		<u>(37)</u>	<u>(41)</u>

年內之變動乃指因就報稅而呈報之折舊免稅額與財政報告內折舊支出之差額而引起之稅務影響。

於結算日，遞延稅項乃指因就報稅而呈報之折舊免稅額超逾財政報告內之折舊支出所引起之稅務影響。

於二零零一年六月三十日，本集團有未撥備之遞延稅項資產淨值約23,616,000港元(二零零零年：27,864,000港元)，主要關於在財政報告內之折舊支出超逾就報稅而呈報之折舊免稅額之數額及若干附屬公司之稅項虧損所產生之時差。由於未能確定有關之利益將在可見未來變現，故並無在財政報告內確認遞延稅項資產淨值。

於年內或於結算日，本公司並無任何未撥備之重大遞延稅項。

26. 股本

		HK\$'000
		千港元
每股面值0.10港元之法定股本：		
於一九九九年七月一日及 二零零零年七月一日之結餘		80,000
增加股本		<u>220,000</u>
於二零零一年六月三十日之結餘		<u>300,000</u>
每股面值0.10港元之已發行及 繳足股本：		
於一九九九年七月一日及 二零零零年七月一日之結餘		37,016
因紅股派發而發行之股份		<u>74,032</u>
於二零零一年六月三十日之結餘		<u>111,048</u>

26. SHARE CAPITAL – *Continued*

Pursuant to an ordinary resolution passed at an extraordinary general meeting dated 23 April 2001, the authorised share capital of the Company was increased from HK\$80 million to HK\$300 million by the creation of additional 2,200 million shares of HK\$0.10 each. The Company's authorised share capital is 3,000,000,000 shares of HK\$0.10 each.

On 28 March 2001, the Board of Directors proposed a bonus issue to the shareholders of the Company on the register of members on 23 April 2001 on the basis of two shares of HK\$0.10 each of the Company for every share held by the shareholders of the Company (the "Bonus Issue"). The Bonus Issue was approved at an extraordinary general meeting on 23 April 2001 and 740,320,584 shares of the Company of HK\$0.10 each, credited as fully paid share capital, were allotted and issued to the shareholders of the Company on the register of members on 23 April 2001 by the capitalisation of the accumulated profits of HK\$74,032,058. The new shares issued rank *passu in* all respects with the existing shares in all respects.

Share option scheme

Under the Company's share option scheme which was adopted at a general meeting of the Company held on 20 December 1996, the Company may grant options to directors and employees of the Company or its subsidiaries to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company from time to time. Options granted are exercisable at any time for a period as may be determined by the directors. The subscription price of the option shares is the higher of the nominal value of the shares and an amount which is 80% of the average of the closing prices of the shares on the five trading days immediately preceding the date of grant of the options.

On 4 February 1998, 37,000,000 share options of the Company were granted at an exercise price of HK\$0.3712 per share and these options were lapsed on 4 February 2001.

26. 股本 – 續

根據於二零零一年四月二十三日舉行之股東特別大會上通過之普通決議案，本公司藉增設2,200,000,000股每股面值0.10港元之股份，將法定股本由80,000,000港元增至300,000,000港元。本公司之法定股本為3,000,000,000股每股面值0.10港元之股份。

於二零零一年三月二十八日，董事會建議向於二零零一年四月二十三日名列股東名冊之本公司股東派發紅股，基準為本公司股東每持有一股股份可獲派兩股每股面值0.10港元之本公司股份（「紅股派發」）。紅股派發於二零零一年四月二十三日舉行之股東特別大會上獲股東批准，本公司透過將累計溢利74,032,058港元撥作資本，向於二零零一年四月二十三日名列股東名冊之本公司股東以入賬繳足股本方式配發及發行740,320,584股每股面值0.10港元之本公司股份。據此而發行之新股份在各方面均與現有股份享有同等權益。

購股權計劃

根據本公司於一九九六年十二月二十日舉行之股東周年大會採納之購股權計劃，本公司可向本公司或其附屬公司之董事及僱員授出購股權以認購本公司股份，惟股份數目總額最多不得超過本公司當時已發行股本之10%。購股權可按董事所決定之行使有效期內任何時間行使。購股權所涉及股份之認購價相等於股份面值或股份於緊接授出購股權日期之前五個交易日之平均收市價80%，兩者以較高者為準。

於一九九八年二月四日，合共授出37,000,000份購股權，每股行使價為0.3712港元。此等購股權已於二零零一年二月四日失效。

27. RESERVES

27. 儲備

		Special reserve 特別儲備 HK\$'000 千港元	Goodwill reserve 商譽儲備 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE GROUP 本集團						
At 1 July 1999	於一九九九年七月一日	–	(44,036)	4,752	385,422	346,138
Exchange difference arising on translation of operations outside Hong Kong	因海外業務之幣 值換算所產生 之滙兌差額	–	–	(473)	–	(473)
Net profit for the year (note 10)	本年度純利 (附註10)	–	–	–	110,188	110,188
At 30 June 2000 and 1 July 2000	於二零零零年六月三十日 及二零零零年七月一日	–	(44,036)	4,279	495,610	455,853
Exchange difference arising on translation of operations outside Hong Kong	因海外業務之幣 值換算所產生 之滙兌差額	–	–	(247)	–	(247)
Net profit for the year (note 10)	本年度純利 (附註10)	–	–	–	101,832	101,832
Capitalisation for the Bonus Issue (note 26)	就紅股派發資本化 (附註26)	–	–	–	(74,032)	(74,032)
At 30 June 2001	於二零零一年六月三十日	–	(44,036)	4,032	523,410	483,406
THE COMPANY 本公司						
At 1 July 1999	於一九九九年七月一日	195,874	–	–	1,455	197,329
Net profit for the year (note 10)	本年度純利 (附註10)	–	–	–	719	719
At 30 June 2000 and 1 July 2000	於二零零零年六月三十日 及二零零零年七月一日	195,874	–	–	2,174	198,048
Net profit for the year (note 10)	本年度純利 (附註10)	–	–	–	75,415	75,415
Capitalisation for the Bonus Issue (note 26)	就紅股派發資本化 (附註26)	–	–	–	(74,032)	(74,032)
At 30 June 2001	於二零零一年六月三十日	195,874	–	–	3,557	199,431

The special reserve represents the difference between the book values of the underlying net assets of M.C. Holdings Limited and Kantone Asia Limited at the date on which the shares of these companies were acquired by the Company together with the capitalisation of a shareholder's loan of HK\$100,000,000, and the nominal amount of the Company's shares issued for the acquisition.

特別儲備即在本公司收購M.C. Holdings Limited及Kantone Asia Limited之日，該兩間公司之基本資產賬面淨值連同一筆撥作資本之股東貸款100,000,000港元與本公司為上述收購所發行股份之面值兩者相比所得之差額。

**28. RECONCILIATION OF PROFIT BEFORE TAXATION TO
 NET CASH INFLOW FROM OPERATING ACTIVITIES**

**28. 除稅前溢利與經營業務所得之現金
 淨額對賬表**

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Profit before taxation	除稅前溢利	102,668	110,618
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,006	35,307
Amortisation of investments in e-commerce projects	攤銷於電子商貿項目之投資	20,344	—
Interest on bank and other borrowings	銀行及其他借貸之利息支出	15,806	16,709
Finance charges on finance leases	融資租賃之財務費用	423	328
Interest income	利息收入	(4,951)	(6,270)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	399	276
Systems and networks written off	系統及網絡撇銷	—	15,440
Deposits for telecommunications and internet projects written off	電訊及互聯網項目之按金撇銷	—	9,000
Effect of foreign exchange rate changes on inter-company balances	匯率變動對公司間之結餘構成 之影響	2,332	279
Increase in inventories	存貨增加	(161)	(6,188)
Decrease in trade and other receivables	應收貿易及其他賬款減少	2,077	123,762
(Decrease) increase in trade and other payables	應付貿易及其他賬款(減少)增加	(11,367)	8,565
Decrease in amount due to ultimate holding company	應付最終控股公司賬款減少	(5,836)	(1,134)
Net cash inflow from operating activities	經營業務所得之現金淨額	<u>154,740</u>	<u>306,692</u>

29. ANALYSIS OF CHANGES OF FINANCING DURING THE YEAR

29. 年內融資變動分析

		Trust receipts and import loans 信託收據 及進口貸款 HK\$'000 千港元	Block discounting loans 大宗折扣 貸款 HK\$'000 千港元	Mortgage loan 按揭 貸款 HK\$'000 千港元	Bank loans 銀行 貸款 HK\$'000 千港元	Obligations under finance leases 融資租賃 之承擔 HK\$'000 千港元
At 1 July 1999	於一九九九年七月一日	31,488	50,742	-	5,000	2,018
Net cash inflow during the year	本年度所得現金淨額	14,919	-	-	-	-
Currency realignment	滙兌調整	-	(1,634)	-	-	(64)
New loan raised	新籌措之貸款	-	-	4,434	-	-
New finance leases raised (note 30)	新增融資租賃 (附註30)	-	-	-	-	3,652
Repayments during the year	本年度還款	-	(19,008)	(261)	-	(2,083)
At 30 June 2000 and 1 July 2000	於二零零零年六月三十日及 二零零零年七月一日	46,407	30,100	4,173	5,000	3,523
Net cash inflow during the year	本年度所得現金淨額	7,590	-	-	-	-
Currency realignment	滙兌調整	-	(2,064)	(266)	-	(242)
New loans raised	新籌措之貸款	-	19,765	-	-	-
Repayments during the year	本年度還款	-	(21,090)	(323)	-	(1,514)
At 30 June 2001	於二零零一年六月三十日	<u>53,997</u>	<u>26,711</u>	<u>3,584</u>	<u>5,000</u>	<u>1,767</u>

30. MAJOR NON-CASH TRANSACTIONS

30. 主要非現金交易

- (a) On 23 April 2001, the Company issued 740,320,584 shares of HK\$0.10 each to the shareholders of the Company as a bonus issue by the capitalisation of accumulated profits of HK\$74,032,058.
- (b) In 2000, the Group entered into finance lease arrangements in respect of assets with a total capital value of HK\$3,652,000 at the inception of the leases.

- (a) 於二零零一年四月二十三日，本公司透過將累計溢利74,032,058港元撥作資本，向本公司股東發行740,320,584股每股面值0.10港元之股份作為紅股派發。
- (b) 於二零零零年，本集團就若干於訂約時資本總值為3,652,000港元之資產訂立融資租賃安排。

31. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

31. 現金及現金等額之結餘分析

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Deposits, bank balances and cash	存款、銀行結存及現金	147,015	151,297
Bank overdrafts	銀行透支	<u>(88,578)</u>	<u>(92,271)</u>
		<u>58,437</u>	<u>59,026</u>

32. CONTINGENT LIABILITIES

Guarantees given to banks and financial institutions in respect of credit facilities granted to subsidiaries

In addition, the Company and a subsidiary issued a guarantee and provided indemnity in favour of an independent third party in respect of a block discounting facility granted to another subsidiary and the amount utilised as at 30 June 2001 was disclosed in note 23.

The Group did not have any significant contingent liabilities at the balance sheet date.

33. CAPITAL COMMITMENTS

Capital expenditure in respect of investments:

Contracted for but not provided in the financial statements

Capital expenditure in respect of property, plant and equipment:

Contracted for but not provided in the financial statements

Authorised but not contracted for

The Company did not have any capital commitments at the balance sheet date.

32. 或然負債

為附屬公司所獲批之信貸融資而向銀行及財務機構作出之擔保

此外，本公司及一間附屬公司就授予另一間附屬公司之大宗折扣融資，向獨立第三者作出擔保及提供賠償保證。截至二零零一年六月三十日已動用之金額載於附註23。

本集團於結算日概無任何重大或然負債。

33. 資本承擔

投資之資本開支：

已訂合約但未在財政報告中撥備

物業、廠房及設備之資本開支：

已訂合約但未在財政報告中撥備

已授權但未訂合約

本公司於結算日概無任何資本承擔。

THE COMPANY

本公司

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元

232,230	237,963
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THE GROUP

本集團

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元

23,250	42,625
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816	121
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13,554	36,778
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14,370	36,899
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37,620	79,524
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34. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group had future minimum lease payments payable under non-cancellable operating leases in respect of rented premises and machinery and equipment which fall due as follows:

		2001 二零零一年		2000 二零零零年	
		Land and buildings 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元
Within one year	於一年內	1,252	3,576	1,736	3,281
In the second to fifth years inclusive	兩至五年內(首尾兩年包括在內)	2,032	4,112	3,128	4,115
		3,284	7,688	4,864	7,396

The Company did not have any lease commitments at the balance sheet date.

34. 營業租賃承擔

於結算日，本集團多項有關租用物業與機器及設備之不可註銷營業租賃日後應付之最低付款額之到期情況如下：

		2001 二零零一年		2000 二零零零年	
		Land and buildings 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元
Within one year	於一年內	1,252	3,576	1,736	3,281
In the second to fifth years inclusive	兩至五年內(首尾兩年包括在內)	2,032	4,112	3,128	4,115
		3,284	7,688	4,864	7,396

本公司於結算日概無任何租賃承擔。

35. RELATED PARTY TRANSACTIONS

During the year, the Group has transactions with Champion and its subsidiaries as follows:

Nature of transactions	交易類別	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Sales of pagers and paging systems by the Group to subsidiaries of Champion	本集團向冠軍若干附屬公司出售傳呼機及傳呼系統	1,369	1,498
Fees paid by the Group to Champion and its subsidiaries for the provision of office premises and facilities, and management services	本集團向冠軍及其附屬公司支付使用辦公室及其設備及管理服務之費用	1,200	1,200
Service fees paid by the Group to Champion and its subsidiaries for the provision of internet related services	本集團向冠軍及其附屬公司支付使用有關互聯網服務之服務費	5	116

These transactions were carried out after negotiation between the Group and the respective related companies. The sales and purchases were determined on a cost plus and a carrying value basis respectively. The fees paid for the provision of office premises and facilities, and management services were in accordance to the management agreement dated 20 December 1996. The service fees paid for the provision of internet related services were charged on terms similar to those applicable to transactions with unrelated parties.

35. 聯繫人士交易

本年度內，本集團與冠軍或其附屬公司曾進行下列交易：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Sales of pagers and paging systems by the Group to subsidiaries of Champion	本集團向冠軍若干附屬公司出售傳呼機及傳呼系統	1,369	1,498
Fees paid by the Group to Champion and its subsidiaries for the provision of office premises and facilities, and management services	本集團向冠軍及其附屬公司支付使用辦公室及其設備及管理服務之費用	1,200	1,200
Service fees paid by the Group to Champion and its subsidiaries for the provision of internet related services	本集團向冠軍及其附屬公司支付使用有關互聯網服務之服務費	5	116

此等交易由本集團與各有聯繫公司洽商後進行。買賣價分別按成本加利潤及賬面值之基準釐定。有關使用辦公室及其設備及管理服務所支付之費用乃根據於一九九六年十二月二十日訂立之管理協議之規定支付。使用有關互聯網服務所支付之服務費與跟非聯繫人士訂立交易所適用之條款類似。

36. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 30 June 2001 are as follows:

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Nominal value of issued share capital 已發行股本面值	Attributable equity interest to the Group 本集團應佔之股本權益	Principal activities 主要業務
Allum Resources Limited*	British Virgin Islands/ People's Republic of China & Macau 英屬維爾京群島/ 中華人民共和國 及澳門	Ordinary US\$1 普通股—1美元	100%	Trading in telecommunications equipment and products 買賣電訊器材及產品
Kantone Asia Limited*	British Virgin Islands/ People's Republic of China & Macau 英屬維爾京群島/ 中華人民共和國 及澳門	Ordinary US\$1 普通股—1美元	100%	Trading in paging equipment and investments in internet operations 買賣傳呼器材及投資互聯網業務
Kantone (UK) Limited	United Kingdom 英國	Ordinary £5,500,000 普通股—5,500,000英鎊	100%	Investment holding 投資控股
Kantone Development Limited 港通發展有限公司	Hong Kong 香港	Ordinary HK\$2 普通股—2港元	100%	Provision of administrative services 提供行政服務
M.C. Holdings Limited*	Cayman Islands 開曼群島	Ordinary £5,500,002 普通股—5,500,002英鎊	100%	Investment holding 投資控股
Multitone Electronica Limitada	Brazil 巴西	Ordinary R\$300,000 普通股— 300,000巴西貨幣	100%	Distribution of telecommunications equipment 分銷電訊設備
Multitone Electronics PLC	United Kingdom 英國	Ordinary £3,830,107 普通股—3,830,107英鎊	100%	Investment holding, design and manufacture of paging infrastructure and pagers 投資控股、設計及生產傳呼 基本建設及傳呼機
Multitone Electronics Sdn. Bhd.	Malaysia 馬來西亞	Ordinary MR285,000 普通股—285,000馬來西亞元	100%	Manufacturing of paging equipment 生產傳呼器材
Multiton Elektronik GmbH	Germany 德國	Ordinary DM2,000,000 普通股—2,000,000馬克	100%	Distribution of paging equipment 分銷傳呼器材
Multiton Elektronik GmbH	Austria 奧地利	Ordinary ATS500,000 普通股—500,000先令	100%	Distribution of paging equipment 分銷傳呼器材
Multitone Rentals Limited	United Kingdom 英國	Ordinary £100 普通股—100英鎊	100%	Leasing of paging systems 傳呼系統租賃
Parsons Industrial Corporation*	British Virgin Islands/ Macau 英屬維爾京群島/澳門	Ordinary US\$1 普通股—1美元	100%	Trading and development of telecommunications products 買賣及開發電訊產品

36. 主要附屬公司

於二零零一年六月三十日，本公司各主要附屬公司之詳情如下：

36. PRINCIPAL SUBSIDIARIES – *Continued*

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Nominal value of issued share capital 已發行股本面值
Regionport Limited*	British Virgin Islands/ Macau 英屬維爾京群島/澳門	Ordinary US\$1 普通股— 1美元
Zonal Care Incorporated*	British Virgin Islands/ Macau 英屬維爾京群島/澳門	Ordinary US\$1 普通股— 1美元

* *Directly held by the Company*

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or constituted a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any loan capital subsisting at 30 June 2001 or at any time during the year.

37. POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, the Board of Directors proposed a bonus issue to the shareholders of the Company on the register of members on 30 November 2001 on the basis of one share of HK\$0.10 each of the Company for every share held by the shareholders of the Company on 30 November 2001 (“1 To 1 Bonus Issue”).

This 1 To 1 Bonus Issue is conditional upon the approval of shareholders at an extraordinary general meeting of the Company and the Listing Committee of the Stock Exchange granting listings of and permission to deal in the shares of the Company to be issued pursuant to the 1 To 1 Bonus Issue.

38. COMPARATIVE FIGURES

Certain figures of the consolidated balance sheet at 30 June 2000 were reclassified to conform with the current year’s presentation. A summary of the reclassification is as follows:

- (a) Deposits paid in connection with projects relating to systems and networks of HK\$105,183,000 as at 30 June 2000, which were included in trade and other receivables previously, were reclassified as non-current asset to match the intention of the Group on these projects.
- (b) Borrowing of HK\$3,523,000 as at 30 June 2000, which were included in other borrowings previously, were reclassified as obligations under finance leases.

36. 主要附屬公司 — 續

Attributable equity interest to the Group 本集團應佔之股本權益	Principal activities 主要業務
100%	Provision of treasury services 提供財政服務
100%	Development of telecommunications equipment and systems and investments in e-commerce projects 開發電訊器材及系統及投資電子商貿項目

* 由本公司直接持有

上表所列之本公司附屬公司乃董事會認為能夠反映大部分本集團本年度業績或佔有本集團淨資產重大部分之附屬公司。董事會認為，倘將其他附屬公司之詳情一併列出，則會令資料過於冗長。

各附屬公司於二零零一年六月三十日或年內任何時間均無任何借貸資本。

37. 結算日後事項

於結算日後，董事會建議向於二零零一年十一月三十日名列股東名冊之本公司股東派發紅股，基準為本公司股東於二零零一年十一月三十日每持有一股股份可獲派一股每股面值0.10港元之本公司股份（「一換一紅股派發」）。

是項一換一紅股派發須待股東於股東特別大會上批准，以及聯交所上市委員會批准根據一換一紅股派發而發行之本公司股份上市及買賣後方可作實。

38. 比較數字

二零零零年六月三十日之綜合資產負債表之若干數字已經重新分類，以符合本年度之呈報方式。重新分類概述如下：

- (a) 就系統及網絡相關項目已付之按金，於二零零零年六月三十日為105,183,000港元，之前列作應收貿易及其他賬款，已重新分類為非流動資產以符合本集團對此等項目之意向。
- (b) 於二零零零年六月三十日之借貸3,523,000港元過往計入其他借貸，已重新分類為融資租賃債務。