

NOTES TO THE ACCOUNTS

帳目附註

1. Principal accounting policies

The principal accounting policies adopted in the preparation of these accounts are set out below:

(a) Basis of preparation

These accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA"). They have been prepared under the historical cost convention.

In the current year, the Group adopted the following Statements of Standard Accounting Practice ("SSAPs") issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2001:

SSAP 9 (revised)	: Events after the balance sheet date
SSAP 14 (revised)	: Leases
SSAP 26	: Segment reporting
SSAP 28	: Provisions, contingent liabilities and contingent assets
SSAP 29	: Intangible assets
SSAP 30	: Business combinations
SSAP 31	: Impairment of assets
SSAP 32	: Consolidated financial statements and accounting for investments in subsidiaries

The effect of adopting these new standards is set out in the accounting policies below. Certain comparative figures have been reclassified to conform to the current year's presentation.

1. 主要會計政策

編製該等帳目採納之主要會計政策載列如下：

(a) 編製基準

該等帳目乃根據香港普遍採納之會計準則及香港會計師公會(「香港會計師公會」)頒佈之會計準則編製。該等帳目乃按歷史成本法編製。

於本年度，本集團採納下列由香港會計師公會頒佈之會計準則，該等會計準則於二零零一年一月一日或以後開始之會計期間生效(「會計準則」)。

會計準則第9號(經修訂)	: 資產負債表日後事項
會計準則第14號(經修訂)	: 租賃
會計準則第26號	: 分部報告
會計準則第28號	: 撥備、或然負債及或有資產
會計準則第29號	: 無形資產
會計準則第30號	: 企業合併
會計準則第31號	: 資產減值
會計準則第32號	: 綜合財務報表和對附屬公司投資之會計處理

採納該等新準則之影響載於下列會計政策中，若干比較數字已經重新分類，以與本年度之呈報保持一致。

1. Principal accounting policies (Continued)

(b) Group accounting

(i) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st December. Subsidiaries are those entities that are controlled by the Group.

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

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

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill which was not previously charged or recognised in the consolidated profit and loss account.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(ii) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

1. 主要會計政策 (續)

(b) 集團會計

(i) 綜合帳目

綜合帳目包括本公司及其附屬公司截至十二月三十一日止編製之帳目。附屬公司指由本集團控制之公司。

年內收購或出售之附屬公司由其收購生效日期起或截至其出售生效日期止(如適用)之業績已載於綜合損益帳內。

所有集團內公司間之重大交易及結餘均已於編製綜合帳目時抵銷。

出售一間附屬公司產生之收益或虧損乃指出售所得收入與本集團所佔該公司之淨資產連同未從損益表中扣除或確認未經攤銷之商譽之差額。

少數股東權益乃指外部股東在附屬公司內應佔經營業績及淨資產之權益。

在本公司之資產負債表內，於附屬公司之投資乃按成本值減去減值虧損撥備列帳。附屬公司之業績由本公司按已收及應收股息入帳。

(ii) 外幣換算

外幣交易乃按交易日之適用匯率進行換算。於結算日，以外幣列帳之貨幣資產及負債乃按結算日之適用匯率換算入帳。因換算而產生之差額撥入損益帳內處理。

1. Principal accounting policies (Continued)

(ii) Translation of foreign currencies (Continued)

The balance sheet of subsidiaries expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

(c) Fixed assets

(i) Fixed assets

Fixed assets, comprising leasehold improvements, furniture and fixtures, office equipment, network equipment and toolings, network under construction and motor vehicles are stated at cost less accumulated depreciation and accumulated impairment losses.

Fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	Over the terms of the lease
Furniture and fixtures	18% to 30%
Office equipment	18% to 25%
Network equipment and toolings	25% to 33.3%
Motor vehicles	18% to 33.3%

The cost of the network comprises assets and equipment of the digital broadcasting systems purchased at cost, together with direct payroll and overhead attributable to the cost of construction and installation of the system. Depreciation of the network commenced from the date of commencement of the network.

No depreciation is provided for that part of the network under construction, including equipment therein.

Improvements are capitalised and depreciated over their expected useful lives to the Group.

1. 主要會計政策 (續)

(ii) 外幣換算 (續)

附屬公司以外幣列值之資產負債表乃按結算日之適用匯率換算，而盈利及虧損則按平均匯率換算。因換算而產生之差額在儲備帳內列作變動處理。

(c) 固定資產

(i) 固定資產

固定資產包括租賃物業裝修、傢俬及裝置、辦公設備、網絡設備及模具、在建網絡及汽車，按成本值減累計折舊及累計減值虧損列帳。

固定資產乃按估計可使用年限以直線法撇銷其成本(已減去累計減值虧損)計提折舊。主要折舊年率如下：

租賃物業裝修	按租約年期
傢俬及裝置	18%至30%
辦公設備	18%至25%
網絡設備及模具	25%至33.3%
汽車	18%至33.3%

網絡成本包括按成本購買之數碼廣播系統之資產及設備，及應歸入系統建設及安裝成本之直接工資與管理費用。網絡折舊自網絡開始運作之日起計。

在建網絡(包括其設備)並無作出任何折舊。

物業裝修乃於其預計對本集團可使用年期撥充資本及作出折舊。

1. Principal accounting policies (Continued)

(ii) Impairment and gain or loss on sale

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

(d) Intangibles

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary at the date of acquisition.

In accordance with SSAP 30, goodwill on acquisitions occurring on or after 1st January 2001 is included in intangible assets and is amortised using the straight-line method over its estimated useful life. With the adoption of SSAP 30, the directors have reviewed the estimated useful life and reduced the amortisation period from a maximum period of 40 years to 20 years. The change in estimate has no material impact on current year's results.

The gain or loss on disposal of an entity includes the unamortised balance of goodwill relating to the entity disposed of.

1. 主要會計政策 (續)

(ii) 減值及出售之盈利或虧損

於各結算日，所有內部及外部信息資源均已用作評估否是有跡象表明固定資產所包含之資產已減值。倘有任何該等跡象存在，則評估有關資產之可收回金額，並相應確認減值虧損以將資產減至其可收回金額。該等減值虧損乃於損益表內確認。

出售固定資產產生之盈利或虧損乃指有關資產之出售所得收益淨額與面值之差額，並於損益表內確認。

(d) 無形資產

(i) 商譽

商譽乃指收購成本超逾收購當日本集團應佔所收購附屬公司淨資之公平價值之部份。

根據會計實務準則第30條，於二零零一年一月一日以前因收購而產生之商譽列作無形資產，並於預計可用年期內按直線法攤銷。於採納會計實務準則第30條時，董事已檢討商譽之預計可用年期，將攤銷期間由最多四十年減至二十年。預計可用年期之變動對本年度之業績無重大影響。

出售一間實體之損益包括與該實體有關之未攤銷商譽餘額。

1. Principal accounting policies (Continued)

(ii) Research and development costs

Research costs are expensed as incurred. On the adoption of SSAP 29, costs incurred on development projects are recognised as an intangible asset where the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Such development costs are recognised as an asset and amortised on a straight-line basis over a period of not more than 5 years to reflect the pattern in which the related economic benefits are recognised. Development costs that do not meet the above criteria are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Previously, the Group capitalised and amortised all development costs including those which do not meet the new criteria for recognition as intangible assets under SSAP 29. In accordance with the transitional provision of SSAP 29, those deferred development costs which do not meet the recognition criteria have been adjusted so that the 2000 comparatives presented have been restated to conform to the new accounting standard.

As a result, the Group's loss attributable to ordinary shareholders for the year ended 31st December 2000 was increased by HK\$2,400,000 and the accumulated losses brought forward as at 1st January 2000 were increased by HK\$2,651,000. Accordingly the accumulated losses brought forward as at 1st January 2001 were increased by HK\$5,051,000.

(iii) Film rights

Expenditure incurred for the acquisition of film rights is capitalised. The film rights are included in intangible assets and are amortised using the sum-of-digit method over the terms of the licensing period.

1. 主要會計政策 (續)

(ii) 研究和開發成本

研究成本於產生時作為費用入帳。根據採納之會計實務準則第29條，就開發項目而言，若已表明技術上具可行性，具完成所開發產品之明確目標，且擁有可完成此項目之可動用資源，開支可清楚界定，並可售出或使用該資產，而該資產日後有望產生經濟利益，則可將開發項目成本確認為無形資產。該等開發成本可確認為一項資產，並可按直線法於不超逾五年之期間攤銷，以反映有關經濟利益獲確認之情況。未能符合上述標準之開發成本於產生時作為費用入帳。先前確認為費用之發展成本不可在期後確認為一項資產。

早前，本集團已將所有開發成本確認為資產並作出攤銷，其中包括該等不符合會計實務準則第29條之確認原則之無形資產。根據會計實務準則第29條之過渡性條款，該等不符合確認原則之遞延開發成本已被調整，因此，二零零零年之比較數字重新列帳，以與該等政策變動保持一致。

由於會計政策改變，本集團截至二零零零年十二月三十一日止年度虧損增加2,400,000港元，於二零零零年一月一日之累計虧損增加2,651,000港元。而二零零一年一月一日之累計虧損亦因此而增加5,051,000港元。

(iii) 影片權益

購買影片權益所產生之開支將撥充為資本。影片權益列入無形資產中，並按年數合計法在有關電影版權期限內攤銷。

1. Principal accounting policies (Continued)

(iv) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset, including goodwill previously written off against reserves, is assessed and written down immediately to its recoverable amount.

(e) Investment securities

Investment securities are stated at cost less any provision for impairment losses.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities will be reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to profit and loss account when the circumstances and events that led to the write downs or write offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on the first-in, first-out basis. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(g) Work in progress

Work in progress is recorded at the amount of cost incurred to date plus attributable profit less foreseeable loss and progress billings.

(h) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

1. 主要會計政策 (續)

(iv) 無形資產值

如有跡象顯示出現減值，則無形資產之帳面值，包括之前已在儲備記帳之商譽，均需評估及即時撇減至可收回價值。

(e) 非買賣證券

非買賣證券按成本減去任何減值虧損撥備列帳。

個別投資之帳面金額每次於結算日期均須覆核，以評估其公允價值是否已跌至帳面值以下。若發生非短期性質之減值，則該等證券之帳面值須減至其公允價值。減值虧損列入損益表。當出現若干情況及事件令到減值或撇銷不再存在，而且有可靠證據證明新的情況和事態在可見的將來仍會持續，有關減值則可在損益表中撥回。

(f) 存貨

存貨按成本及可變現淨值兩者中較低者入帳。成本按先進先出法計算，可變現淨值乃按預計銷售所得款項減去估計銷售費用。

(g) 在建工程

在建工程按當日產生之成本值加應佔溢利，並減去可預見之虧損及進度帳單入帳。

(h) 應收貿易款

凡被視為屬呆帳之應收貿易款均需提撥備。在資產負債表內列帳之應收貿易款已扣除有關之撥備。

1. Principal accounting policies (Continued)

- (i) Cash and cash equivalents
Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and bank balances.
- (j) Provisions
In accordance with SSAP 28, provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.
- (k) Deferred taxation
Deferred taxation is accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.
- (l) Contingent liabilities and contingent assets
A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

1. 主要會計政策 (續)

- (i) 現金及現金等價物
現金及現金等價物按成本列入資產負債表。就為編製現金流量表之目的而言，現金及現金等價物包括手頭現金及銀行帳目餘額。
- (j) 撥備
根據會計實務準則第28條，若本集團因過往事項須承擔現時法定或推定責任，且可能需要資源流出履行該等責任，並可就有關金額作出準確估算時，則可確認為撥備。
- (k) 遞延稅項
遞延稅項乃就計算稅項之溢利及帳項所列載之溢利二者之時差，預期於可見之未來應付或可收回之負債或資產按現行稅率計算。遞延稅項資產在毫無疑問確能變現前，均不會予於確認。
- (l) 或然負債及或有資產
或然負債乃因過往事項可能產生之責任，其存在與否僅可根據一件或多件日後不確定事項是否發生而確定，且該等事項並不完全受本集團控制。或然負債亦可能因過往事項而引至現有責任，概因該事件可能不需要經濟資源流出或無法可靠計算有關責任所涉及之金額而未有記帳。

未確認之或然負債，於帳目附註中予以披露。若資源流出之可能性改變引致可能出現資源流出，則將獲確認撥備。

1. Principal accounting policies (Continued)

(l) Contingent liabilities and contingent assets (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(m) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

(n) Revenue recognition

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

Revenue from the design, integration and installation of digital broadcasting systems is recognised upon the satisfactory completion of each installation and acceptance by the customers.

Service fee income for provision of international financial market information and selective consumer data is recognised on a straight-line basis over the period of the service contract.

Revenue from the leasing of digital broadcasting network equipment and technical know-how and related software is recognised on an agreed proportion of net subscription income received from ultimate customers of the leasee in accordance with the respective agreements.

1. 主要會計政策 (續)

(l) 或然負債及或有資產 (續)

或有資產乃過往事項可能產生之資產，其存在與否僅可根據一件或多件日後不確定事項是否發生而確定，且該等事項並不完全受本集團控制。

若一項經濟利益有可能流入時，未確認之或有資產，則於帳目附註中予以披露。若經濟利益流入獲實質確定，則可確認為資產。

(m) 經營租賃

所持資產之風險及回報幾乎全部由租賃公司承擔之租約視為經營租約。根據經營租約支付之款項減除租賃公司應收之任何獎金，於租賃期間按直線法自損益表內支銷。

(n) 收入確認

貨品銷售收入乃於擁有權之風險及回報轉讓時(通常與貨品交付予顧客及所擁有權轉移時間一致)確認入帳。

研發、集成及安裝數碼廣播系統產生之收入於各安裝工程完成並獲取客戶認可時予以確認入帳。

就提供國際市場資訊獲得之服務費收入於服務合約期間按直線法予以確認入帳。

租賃數碼廣播網絡設備、技術訣竅及有關軟件產生之收入乃根據有關協議按自承租人之最終客戶收取之淨收視費收入按協定比例確認入帳。

1. Principal accounting policies (Continued)

(n) Revenue recognition (Continued)

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Dividend income is recognised when the right to receive payment is established.

(o) Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all those employees who are eligible to participate in the Scheme. The Scheme became effective from 1st December 2000. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit and loss account as they became payable in accordance with the rules of the Scheme. The assets of the Scheme are held separately from those of the Group in an independent administered fund. The Group's employer contributions vest fully with the employees when contributed into the Scheme except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the Scheme.

The Company's subsidiaries in Mainland China are members of the state-managed retirement benefits scheme operated by the government of the Mainland China. The retirement scheme contributions, which are based on a certain percentage of the salaries of the subsidiaries' employees, are charged to the profit and loss account in the period to which they relate and represent the amount of contributions payable by these subsidiaries to the scheme.

1. 主要會計政策 (續)

(n) 收入確認 (續)

利息收入乃根據未償還本金及實際利率按時間比例基準確認入帳。

股息收入乃於確定有權收取股息派付時確認入帳。

(o) 退休福利成本

本集團根據強積金條例，為有資格之僱員設立定額供款強積金退休保障(「計劃」)。該計劃自二零零零年十二月一日開始生效。強積金供款按照供款時僱員基本薪金某個百分比支付。根據強積金計劃之規則，若僱員在到期有權領取全數供款前離任，僱主自願供款部份將歸還予本集團。

除以上所述者外，本集團在中國內地之附屬公司均參與當地方政府部門推行之僱員退休金計劃，並須為其合資格僱員作出供款。根據該計劃須由本集團負擔之供款部份，按該等合資格僱員薪金之某個百分比為基準計算。

1. Principal accounting policies (Continued)

(p) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(q) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

Unallocated income and costs represent corporate income and expenses. Segment assets consist primarily of intangible assets, fixed assets, inventories, receivables and bank balances and cash, and mainly exclude investments in securities. Segment liabilities comprise operating liabilities. Capital expenditure comprises additions to fixed assets (note 11) and intangible assets (note 12).

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are where the assets are located.

1. 主要會計政策 (續)

(p) 借貸成本

就直接與收購、建造或生產某項資產該項資產須經過頗長時間籌備以作預定用途或出售，有關之借貸成本，均資本化為資產之部份成本。

所有其他借款費用均於發生年度計入損益表支銷。

(q) 分部報告

根據本集團內部財務申報程序，本集團決定業務分部資料作為主要報告格式而地區分佈資料則以次要報告格式呈列。

未分配收入及開支即企業收入及費用。分部資產主要為無形資產、固定資產、存貨、應收款及經營現金(不包括證券投資)。分部負債包括經營負債。資本支出包括固定資產添置(附註11)及無形資產增加(附註12)。

就地理分部報告而言，銷售額以客戶所在國家為基準。總資產及資本支出以有關資產所在地計算。

2. Turnover and revenues

The Group is principally engaged in the design, integration and installation of digital broadcasting systems and development of related software and products and provision of international financial market information and selective consumer data.

		Group 本集團	
		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Sales of digital broadcasting systems and related software and products	銷售數碼廣播系統及相關軟件及產品	49,600	27,936
Leasing income	租賃收入	670	—
Provision of financial and consumer data	提供國際金融市場資訊及精選消費數據服務	14,778	15,779
Turnover	營業額	65,048	43,715
Other revenues	其他收入		
Interest income from bank balances	銀行結餘之利息收入	1,590	4,019
Interest income from other receivables	其他應收款項之利息收入	937	1,718
Miscellaneous	其他	422	984
		2,949	6,721
Total revenues	總收入	67,997	50,436

3. Segment information

Primary reporting format – business segments

The Group is organised into two main business segments:

- (i) Design, integration and installation of digital broadcasting systems and development of related software and products
- (ii) Provision of international financial market information and selective consumer data

There are no sales between the business segments.

2. 營業額及收入

本集團主要從事數碼的廣播系統研發、集成及裝設及相關軟件及產品及提供國際金融市場資訊及精選消費數據服務。

3. 分部資料

主要申報格式—按業務劃分

本集團業務主要分為以下兩類：

- (i) 數碼廣播系統研發、集成及設裝及相關軟件及產品的銷售
- (ii) 提供國際金融市場資訊及精選消費者數據服務

該等分部之間並無進行銷售往來。

3. Segment information (Continued)

3. 分部資料 (續)

		2001 二零零一年		
		Design, integration and installation of digital broadcasting systems and development of related software and products HK\$'000 數碼廣播系統研發、集成及 裝設及相關軟件及產品的銷售 千港元	Provision of international financial market information and selective consumer data HK\$'000 提供國際金融市場資訊及 精選消費者數據服務 千港元	Total HK\$'000 總計 千港元
Turnover	營業額	50,270	14,778	65,048
Segment results	分部業績	(31,543)	(9,887)	(41,430)
Unallocated income	未分配收入			8,228
Operating loss	經營虧損			(33,202)
Finance costs	融資成本			(1,311)
Loss for the year	本年度虧損			(34,513)
Minority interests	少數股東權益			2,741
Loss after minority interests	扣除少數股東權益後虧損			(31,772)
Preference dividends	優先股股息			(9,601)
Loss attributable to ordinary shareholders	普通股股東應佔虧損			(41,373)
Segment assets	分部資產	388,417	2,991	391,408
Unallocated assets	未分配資產			55,280
Total assets	資產總額			446,688
Segment liabilities	分部負債	97,735	11,707	109,442
Total liabilities	負債總額			109,442
Capital expenditure	資本支出	18,221	1,672	19,893
Depreciation	折舊	8,992	692	9,684
Amortisation	攤銷	6,608	2,544	9,152
Impairment charge	減值費用	—	7,800	7,800
Other non-cash expenses	其他非現金費用	2,567	2	2,569

3. Segment information (Continued)

3. 分部資料 (續)

		2000 (Restated)		
		二零零零年 (重新列帳)		
		Design, integration and installation of digital broadcasting systems and development of related software and products HK\$'000 數碼廣播系統研發、集成及 裝設及相關軟件及產品的銷售 千港元	Provision of international financial market information and selective consumer data HK\$'000 提供國際金融市場資訊及 精選消費者數據服務 千港元	Total HK\$'000 總計 千港元
Turnover	營業額	27,936	15,779	43,715
Segment results	分部業績	(53,706)	(88,363)	(142,069)
Unallocated costs	未分配開支			(39,671)
Operating loss	經營虧損			(181,740)
Finance costs	融資成本			(366)
Share of results of an associate	應佔聯營公司虧損			(15,032)
Loss for the year	本年度虧損			(197,138)
Minority interests	少數股東權益			2,133
Loss after minority interests	扣除少數股東權益後虧損			(195,005)
Preference dividends	優先股股息			(8,283)
Loss attributable to ordinary shareholders	普通股股東應佔虧損			(203,288)
Segment assets	分部資產	310,241	12,153	322,394
Unallocated assets	未分配資產			35,000
Total assets	資產總額			357,394
Segment liabilities	分部負債	44,179	11,004	55,183
Total liabilities	負債總額			55,183
Capital expenditure	資本支出	58,360	2,014	60,374
Depreciation	折舊	2,747	866	3,613
Amortisation	攤銷	9,164	4,365	13,529
Impairment charge	減值費用	—	84,343	84,343
Other non-cash expenses	其他非現金費用	50,811	—	50,811

3. Segment information (Continued)**Secondary reporting format - geographical segments**

The Group's two business segments operate in three main geographical areas:

- (i) Mainland China – Design, integration and installation of digital broadcasting systems and development of related software and products
- (ii) Hong Kong – Provision of international financial market information and selective consumer data
- (iii) Other Southeast Asian countries - Provision of international financial market information and selective consumer data

There are no sales between geographical segments.

3. 分部資料 (續)**次要申報格式—按地區劃分**

本集團兩個業務類別主要分佈於三個地區：

- (i) 中國內地—數碼廣播系統研發、集成及裝設及相關軟件及產品的銷售
- (ii) 香港—提供國際金融市場資訊及精選消費者數據
- (iii) 其他東南亞國家—提供國際金融市場資訊及精選消費者數據

該等地區之間並無進行銷售往來。

		2001 二零零一年			
		Turnover HK\$'000 營業額 千港元	Segment results HK\$'000 分部業績 千港元	Total assets HK\$'000 資產總額 千港元	Capital expenditure HK\$'000 資本支出 千港元
Mainland China	中國內地	50,270	(31,543)	239,991	7,774
Hong Kong	香港	10,564	(8,957)	150,861	12,105
Other Southeast Asian countries	其他東南亞國家	4,214	(930)	556	14
		<u>65,048</u>	<u>(41,430)</u>	391,408	<u>19,893</u>
Unallocated income	未分配收入		<u>8,228</u>		
Operating loss	經營虧損		<u>(33,202)</u>		
Unallocated assets	未分配資產			<u>55,280</u>	
Total assets	資產總額			<u>446,688</u>	

3. Segment information (Continued)

3. 分部資料 (續)

		2000 (Restated) 二零零零年 (重新列帳)			
		Turnover	Segment	Total	Capital
		HK\$'000	results	assets	expenditure
		營業額	分部業績	資產總額	資本支出
		千港元	千港元	千港元	千港元
Mainland China	中國內地	27,936	(49,484)	173,120	46,768
Hong Kong	香港	11,446	(78,902)	148,522	13,353
Other Southeast Asian countries	其他東南亞國家	4,333	(13,683)	752	253
		<u>43,715</u>	<u>(142,069)</u>	<u>322,394</u>	<u>60,374</u>
Unallocated costs	未分配開支		<u>(39,671)</u>		
Operating loss	經營虧損		<u>(181,740)</u>		
Unallocated assets	未分配資產			<u>35,000</u>	
Total assets	資產總額			<u>357,394</u>	

4. Operating loss

Operating loss is stated after crediting and charging the following:

4. 經營虧損

經營虧損乃經計入及扣除以下項目後入帳：

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
			(Restated)
		二零零一年	二零零零年
		千港元	千港元
			(重新列帳)
<u>Crediting</u>	<u>計入</u>		
Other operating income including:	其他經營收益，包括：		
Compensation income (note (a))	賠償收入(附註(a))	11,912	—
Write back of provision against doubtful debts	撥回之呆賬撥備	8,228	—
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—	3
Gain on disposal of fixed assets	出售固定資產收益	—	1,858
Gain on disposal of an associate	出售一間聯營公司之收益	—	8,799
<u>Charging</u>	<u>扣除</u>		
Cost of inventories sold	出售存貨成本	21,500	21,792
Cost of provision of financial and consumer data	提供金融及消費者數據之成本	3,774	8,343
Depreciation	折舊	9,684	3,613
Auditors' remuneration	核數師酬金	850	1,200
Staff costs	僱員成本	21,390	21,399
(excluding directors' remuneration, note 10 (a))	(不包括董事酬金，附註10(a))		
Operating lease rentals on land and buildings	土地及樓宇經營租賃租金	7,453	5,294
Contribution to defined contribution Mandatory Provident Fund	定額供款強制性公積金供款	1,314	29
Other operating expenses including:	其他經營開支，包括：		
Amortisation of	攤銷		
deferred development costs	遞延開發成本	2,967	2,595
goodwill	商譽	200	3,562
film rights	影片權益	5,985	7,372
Provision against inventories	存貨撥備	950	1,000
Provisions against trade and other receivables	應收帳款及其他應收款項撥備	736	18,021
Provision against amounts due from a former associate	一間前聯營公司欠款撥備	—	25,140
Impairment of goodwill (note (a))	商譽減值(附註(a))	7,800	84,343
Loss on disposal of subsidiaries	出售多間附屬公司之虧損	—	1,979
Loss on disposal of other investments	出售其他投資之虧損	—	4,672
Loss on disposal of fixed assets	出售固定資產虧損	504	—

4. Operating loss (Continued)

(a) On 4th August 1999, the Group acquired the entire issued share capital of Dynamic Network Limited ("Dynamic") and the related shareholder's loan from Universal Appliances Limited ("UAL"). In connection with the acquisition, UAL warranted and guaranteed that the amount of audited consolidated profit attributable to shareholders of Dynamic for an eighteen month period from the date of completion of the agreement of 4th August 1999 on an annualised basis would not be less than HK\$8,000,000. As Dynamic was unable to meet the guaranteed profit, the Group recognised a compensation income of HK\$11,912,000 and made an impairment of goodwill amounting to HK\$7,800,000.

4. 經營虧損 (續)

(a) 於一九九九年八月四日，本集團向友利電訊工業有限公司("友利")收購 Dynamic Network Limited ("Dynamic") 之全部已發行股本及有關股東借貸。在進行該宗收購時，友利保證於一九九九年八月四日完成協議日起之十八個月期內，Dynamic 經審核股東應佔溢利以年率計算(經審核溢利)不少於 8,000,000 港元。由於 Dynamic 無法達到該筆保證利潤，本集團因而獲得賠償收入11,912,000 港元及就其商譽作出 7,800,000 港元之減值。

5. Finance costs

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
Interest on bank loans	銀行貸款利息	1,297	352
Finance lease expenses	融資租賃支出	14	14
		1,311	366

5. 融資成本**6. Taxation**

No provision for Hong Kong and overseas profits tax has been made in the accounts as the Group did not have any assessable profit for the year (2000: Nil).

The potential deferred tax asset of HK\$3,606,000 relating to tax losses available for carry-forward as at 31st December 2001 has not been recognised as the crystallisation of the asset in the foreseeable future is uncertain.

6. 稅項

由於本集團年內並無任何應課稅溢利(二零零零年：無)，故於帳目上未就香港及海外利得稅作出撥備。

並無確認於二零零一年十二月三十一日有關稅項虧損且可供結轉之潛在遞延稅項資產 3,606,000 港元，且不肯定該項資產於可預見未來會否變現。

7. Preference dividends

7. 優先股股息

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
The Company	本公司		
Payable at HK7.5 cents (2000: HK7.5 cents) per share on 47,116,091 (2000: 47,336,091) redeemable preference shares (note (a))	47,116,091 股可贖回優先股， 每股應付股息7.5港仙(二零零零年：47,336,091股 可贖回優先股，每股應付股息7.5港仙)(附註(a))	3,789	3,550
Write back of prior years' provisions upon conversion (note (a))	兌換時撥回過往年度撥備(附註(a))	—	(1,079)
DVN (Group) Limited, a wholly owned subsidiary of the Company	天地數碼(集團)有限公司， 本公司之全資附屬公司		
Payable at HK38.75 cents (2000: HK38.75 cents) per share on 15,000,000 (2000: 15,000,000) exchangeable preference shares (note (b))	15,000,000 可交換優先股， 每股應付股息38.75港仙 (二零零零年：15,000,000股， 每股應付股息38.75港仙)	5,812	5,812
		9,601	8,283

(a) Pursuant to section 54 of the Companies Act 1981 of Bermuda (the "Act"), a company incorporated in Bermuda is not permitted to pay dividends while there are reasonable grounds for believing that the company is, or would after the payment be, unable to pay its liabilities as they become due; or the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account. The preference share dividends accrued at a fixed rate of 5% per annum pursuant to the terms of the preference shares for the year ended 31st December 2001 amounted to HK\$3,789,000 (2000: HK\$3,550,000). The preference share dividends will only be paid upon fulfillment of the aforementioned conditions of the Act. An amount of dividend of HK\$1,079,000 was written back upon conversion of these preference shares during the year ended 31st December 2000.

(a) 根據1981年百慕達公司法(「公司法」)第54條，於百慕達註冊成立之公司在下述情況下不得派發股息：如有合理理由相信有關公司於派發股息後會或可能未能償還其到期債務；或有關公司資產之可變現值將由此低於其負債、已發行股本及股本溢價賬之總額。於截至二零零一年十二月三十一日止年度，根據優先股條款按固定年利率5%計算之優先股股息累計為3,789,000港元(二零零零年：3,550,000港元)。優先股股息僅在達成公司法所規定之上述條件情況下方予派付。於截至二零零零年十二月三十一日止年度，兌換上述優先股時已撥回股息金額達1,079,000港元。

7. Preference dividends (Continued)

(b) Pursuant to the announcement dated 10th October 2001, the conversion price of the exchangeable preference shares has been adjusted from HK\$4.8 per share to HK\$4.69 per share. The preference shares are exchangeable to approximately 24,786,780 ordinary shares of the Company upon conversion and are subject to adjustments.

8. Loss attributable to ordinary shareholders

The loss attributable to ordinary shareholders is dealt with in the accounts of the Company to the extent of HK\$56,103,000 (2000: HK\$202,290,000).

9. Loss per share

The calculation of the basic loss per share is based on the Group's loss attributable to ordinary shareholders of HK\$41,373,000 (2000 (restated): HK\$203,288,000) and on the weighted average number of 280,028,323 (2000: 265,226,992) ordinary shares in issue during the year.

No diluted loss per share is shown for the two years ended 31st December 2001 and 2000 as the share options and convertible preference shares outstanding had an anti-dilutive effect on the basic loss per share for both years.

10. Directors' and senior management's emoluments**(a) Directors' emoluments**

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Fees:	袍金：		
Independent non-executive directors	獨立非執行董事	144	132
Other emoluments:	其他酬金：		
Executive directors	執行董事		
Basic salaries, housing benefits, other allowances and benefits in kind	基本薪金、住房福利、其他津貼及實物利益	4,054	4,264
Discretionary bonus	酌情發放之花紅	130	—
Contributions to defined contribution Mandatory Provident Fund	定額供款強制性公積金供款	125	1
		4,453	4,397

7. 優先股股息 (續)

(b) 根據二零零一年十月十日公佈之公告，可交換優先股之兌換價已自每股4.8港元調整至每股4.69港元。此等優先股兌換時可兌換約24,786,780股本公司之普通股份，兌換價可予調整。

8. 普通股股東應佔虧損

已計入本公司帳目中之普通股股東應佔虧損為56,103,000港元(二零零零年：202,290,000港元)。

9. 每股虧損

每股虧損乃按本集團普通股股東應佔虧損41,373,000港元(二零零零年(重新列帳)：203,288,000港元)及年內已發行普通股之加權平均數280,028,323股(二零零零年：265,226,992股)計算。

由於年內未行使之購股權及可轉換優先股對每股基本虧損沒有攤薄作用，故未有列出截至二零零一年及二零零零年十二月三十一日止兩個年度之每股攤薄虧損。

10. 董事及高級管理人員酬金**(a) 董事酬金**

本公司年內應付予董事之酬金總額如下：

10. Directors' and senior management's emoluments (Continued)

During the year, no share options to subscribe for ordinary shares in the Company or in UAL were granted to any director of the Company. During the year ended 31st December 2000, share options to subscribe for ordinary shares in the Company and in UAL totalling 2,500,000 and 25,000,000, respectively, were granted to a director of the Company.

The emoluments of the directors fell within the following bands:

Emolument bands 酬金幅度	Number of directors 董事人數	
	2001 二零零一年	2000 二零零零年
Nil - HK\$1,000,000	7	11
HK\$2,500,001 - HK\$3,000,000	—	1
HK\$3,000,001 - HK\$3,500,000	1	—

During the year, no directors of the Company waived any emoluments. There was no arrangement under which a director waived or agreed to waive any remuneration.

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

10. 董事及高級管理人員酬金 (續)

本年度內，概無向本公司任何董事授出可認購本公司或友利普通股股份之認購權。於截至二零零零年十二月三十一日止年度，本公司一位董事獲授可認購本公司及友利普通股股份之購股權總數分別為2,500,000份和25,000,000份。

董事酬金介乎下列幅度：

Emolument bands 酬金幅度	Number of directors 董事人數	
	2001 二零零一年	2000 二零零零年
Nil - HK\$1,000,000	7	11
HK\$2,500,001 - HK\$3,000,000	—	1
HK\$3,000,001 - HK\$3,500,000	1	—

年內各董事均無放棄任何酬金。亦無有關董事放棄或同意放棄任何酬金之安排。

本集團概無於董事加入本集團時向董事支付酬金作為其加入本集團之獎勵金或作為離職補償。

10. Directors' and senior management's emoluments (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one (2000: two) director, whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining four (2000: three) individuals during the year are as follows:

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	5,060	2,491
Discretionary bonus	酌情發放之花紅	168	—
Contributions to defined contribution Mandatory Provident Fund	定額供款強制性公積金供款	206	3
		5,434	2,494

The emoluments fell within the following bands:

Emolument bands 酬金幅度	Number of individuals 人數	
	2001 二零零一年	2000 二零零零年
Nil - HK\$1,000,000	—	3
HK\$1,000,001 - HK\$1,500,000	3	—
HK\$1,500,001 - HK\$2,000,000	1	—

During the year ended 31st December 2001, no share options to subscribe for ordinary shares in the Company were granted to any of the highest paid, non-director employees. During the year ended 31st December 2000, 1,500,000 share options were granted to one of the highest paid, non-director employees.

No emoluments were paid by the Group to the four (2000: three) individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

10. 董事及高級管理人員酬金 (續)

(b) 五位最高薪人士

本集團年內五位最高薪人士中包括一位(二零零零年：兩位)董事，其酬金情況已載於上述分析中。年內應付其餘四位(二零零零年：三位)酬金情況如下

酬金介乎下列幅度：

Emolument bands 酬金幅度	Number of individuals 人數	
	2001 二零零一年	2000 二零零零年
Nil - HK\$1,000,000	—	3
HK\$1,000,001 - HK\$1,500,000	3	—
HK\$1,500,001 - HK\$2,000,000	1	—

於截至二零零一年十二月三十一日止年度，本公司概無向任何最高薪非董事僱員授出任何可認購本公司普通股股份之購股權。於截至二零零零年十二月三十一日止年度，其中一位最高薪非董事僱員獲授1,500,000份購股權。

本集團概無於該四位人士(二零零零年：三位)加入本集團時向其支付酬金作為其加入本集團之獎勵金或作為離職補償。

11. Fixed assets

11. 固定資產

		Group 本集團						
		Network under construction	Leasehold improvements	Network equipment and toolings	Office equipment	Furniture and fixtures	Motor vehicles	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		在建網絡	租賃物業裝修	網絡設備及模具	辦公設備	傢俬及裝置	汽車	合計
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost:	成本:							
At 1st January 2001	於二零零一年一月一日	—	3,126	12,564	7,812	1,413	2,965	27,880
Translation adjustment	換算調整	—	3	—	58	20	47	128
Additions	添置	30,300	1,211	19,156	3,707	421	982	55,777
Transfer	轉撥	1,666	—	745	—	—	—	2,411
Disposals	出售	—	(572)	—	(143)	(4)	(199)	(918)
Reclassification	重新分類	—	—	—	(534)	4	530	—
At 31st December 2001	於二零零一年 十二月三十一日	31,966	3,768	32,465	10,900	1,854	4,325	85,278
Accumulated depreciation:	累計折舊:							
At 1st January 2001	於二零零一年一月一日	—	417	974	1,156	117	1,155	3,819
Translation adjustment	換算調整	—	1	—	8	1	7	17
Charge for the year	本年度折舊	—	1,073	3,539	4,067	295	710	9,684
Disposals	出售	—	(179)	—	(17)	—	(189)	(385)
Reclassification	重新分類	—	—	—	19	(3)	(16)	—
At 31st December 2001	於二零零一年 十二月三十一日	—	1,312	4,513	5,233	410	1,667	13,135
Net book value:	帳面淨值:							
At 31st December 2001	於二零零一年 十二月三十一日	31,966	2,456	27,952	5,667	1,444	2,658	72,143
At 31st December 2000	於二零零零年 十二月三十一日	—	2,709	11,590	6,656	1,296	1,810	24,061

11. Fixed assets (Continued)**11. 固定資產** (續)

		Company 本公司		
		Office equipment HK\$'000 辦公設備 千港元	Network equipment HK\$'000 網絡設備 千港元	Total HK\$'000 總計 千港元
Cost :	成本:			
At 1st January 2001 and at 31st December 2001	於二零零一年一月一日及 二零零一年十二月三十一日	33	1,789	1,822
Accumulated depreciation:	累計折舊:			
At 1st January 2001	於二零零一年一月一日	12	518	530
Charge for the year	本年度折舊	8	447	455
At 31st December 2001	於二零零一年十二月三十一日	20	965	985
Net book value:	帳面淨值:			
At 31st December 2001	於二零零一年十二月三十一日	13	824	837
At 31st December 2000	於二零零零年十二月三十一日	21	1,271	1,292

12. Intangible assets

12. 無形資產

	Goodwill	Deferred development costs	Film rights	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	商譽	開發成本	影片權益	總計
	千港元	千港元	千港元	千港元

Year ended 31st December 2001 截至二零零一年十二月三十一日止年度

At 1st January 2001	於二零零一年一月一日				
As previously reported	如前呈報	8,000	15,700	7,796	31,496
Effect of adopting SSAP 29 (note 1(d)(ii))	採納會計準則第29號 產生之影響(附註(d)(ii))	—	(5,051)	—	(5,051)
As restated	重新列帳	8,000	10,649	7,796	26,445
Exchange difference	換算差額	—	—	111	111
Intangibles recognised as an asset	經確認無形資產	—	12,221	2,526	14,747
Impairment charge (note 4)	減值支出(附錄4)	(7,800)	—	—	(7,800)
Amortisation charge (note 4)	攤銷支出(附錄4)	(200)	(2,967)	(5,985)	(9,152)
Transfer / disposal	轉撥/出售	—	(5,390)	—	(5,390)
At 31st December 2001	於二零零一年十二月三十一日	—	14,513	4,448	18,961

At 31st December 2001 於二零零一年十二月三十一日

Cost	成本	95,905	24,917	17,910	138,732
Accumulated amortisation and impairment losses	累積攤銷及減值虧損	(95,905)	(10,404)	(13,462)	(119,771)
Net book value	帳面淨值	—	14,513	4,448	18,961

At 31st December 2000 於二零零零年十二月三十一日

Cost, as previously reported	成本, 如前呈報	95,905	19,878	15,168	130,951
Effect of adopting SSAP 29	採納會計準則第29號產生之影響	—	(5,651)	—	(5,651)
As restated	重新列帳	95,905	14,227	15,168	125,300
Accumulated amortisation and impairment losses, as previously reported	累積攤銷及減值虧損, 如前呈報	(87,905)	(4,178)	(7,372)	(99,455)
Effect of adopting SSAP 29	採納會計準則第29號產生之影響	—	600	—	600
As restated	重新列帳	(87,905)	(3,578)	(7,372)	(98,855)
Net book value	帳面淨值	8,000	10,649	7,796	26,445

13. Investments in subsidiaries**13. 附屬公司投資**

		Company 本公司	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
Unlisted shares investments, at cost	非上市股票投資，按原值計	67,742	67,752
Provision for impairment loss	減值撥備	(67,742)	(67,752)
		—	—
Loan to a subsidiary	向一間附屬公司作出之貸款	25,284	25,284
Amounts due from subsidiaries	應收多間附屬公司款項	340,700	315,786
Amounts due to subsidiaries	應付多間附屬公司款項	(310)	(50,137)
Provision for amounts due from subsidiaries	應收附屬公司欠款撥備	(178,284)	(128,826)
		187,390	162,107

The balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

附屬公司欠款結餘均為無抵押、免息，且並無固定還款期限。

Particulars of the principal subsidiaries are set out in note 29.

有關附屬公司之主要業務詳情載於附註29。

14. Long-term deposits

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
Deposits for the purchasing of film rights	購買影片權益之按金	35,228	37,862
Deposit in relation to film distribution rights	有關影片發行權之按金	10,000	10,000
Deposit for films library	影片庫之按金	17,060	17,060
		62,288	64,922

14. 長期按金**15. Investment securities**

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
Unlisted shares outside Hong Kong, at cost	香港以外地區非上市股份，按原值計		
Ordinary shares	普通股份	35,000	35,000
Preference shares	優先股份	20,280	—
		55,280	35,000

15. 非買賣證券

As at 31st December 2001, the Group held 990 ordinary shares, representing approximately 9.9% equity interest in a Company and 2,600,000 convertible preference shares of the investee company.

截至二零零一年十二月三十一日，本集團持有990股普通股股份，約為一間公司股權之9.9%，並持有被投資公司2,600,000股可換股優先股股份。

15. Investment securities (Continued)

Particulars of the investee company are as follows:

Name 名稱	Place of incorporation 成立地	Nominal value of issued 已發行股份之面值		Principal activities 主要業務
		Ordinary shares 普通股	Preference shares 優先股	
Broad Communication Company Limited	British Virgin Islands ("BVI") 英屬處女群島	US\$10,000 10,000美元	US\$2,600,000 2,600,000美元	Design, integration and installation of digital broadcasting equipment and sales of related software and products 數碼廣播系統研發、 集成及裝設及相關 軟件產品銷售

The convertible non-voting preference shares are convertible into ordinary shares of the investee company at any time during the two-year period commencing from 21st September 2001.

In the opinion of the directors, the Group does not have any significant influence over the investee company's operations.

16. Inventories

		Group 本集團	
		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Raw materials	原材料	1,488	12,324
Finished goods	製成品	37,291	41,198
		38,779	53,522

At 31st December 2001, the carrying amount of inventories that are carried at net realisable value amounted to HK\$23,449,000 (2000: HK\$12,325,000).

15. 非買賣證券 (續)

被投資公司詳情如下：

Name 名稱	Place of incorporation 成立地	Nominal value of issued 已發行股份之面值		Principal activities 主要業務
		Ordinary shares 普通股	Preference shares 優先股	
Broad Communication Company Limited	British Virgin Islands ("BVI") 英屬處女群島	US\$10,000 10,000美元	US\$2,600,000 2,600,000美元	Design, integration and installation of digital broadcasting equipment and sales of related software and products 數碼廣播系統研發、 集成及裝設及相關 軟件產品銷售

可換股無投票權優先股可自二零零一年九月二十一日起計兩年內隨時轉換為被投資公司之普通股。

依董事意見，本集團對被投資公司之經營並無任何重大影響。

16. 存貨

		Group 本集團	
		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Raw materials	原材料	1,488	12,324
Finished goods	製成品	37,291	41,198
		38,779	53,522

於二零零一年十二月三十一日，以可變現淨值列帳之存貨之帳面值合共23,449,000港元(二零零零年：12,325,000港元)。

17. Trade receivables

At 31st December 2001, the aging analysis of the trade receivables is as follows:

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
0 - 30 days	零至三十日	19,925	25,209
31 - 60 days	三十一日至六十日	2	—
61 - 90 days	六十一日至九十日	202	—
Over 90 days	九十日以上	36,454	2,449
		56,583	27,658

Credit period of 30 to 60 days is normally granted to customers except for sales of digital broadcasting systems and related software and products to an investee company details of which are set out in note 25(b)(ii).

18. Trade payables

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
0 - 30 days	零至三十日	1,872	2,509
31 - 60 days	三十一日至六十日	107	10
61 - 90 days	六十一日至九十日	176	10
Over 90 days	九十日以上	17,979	492
		20,134	3,021

17. 應收貿易款

於二零零一年十二月三十一日，應收貿易款按帳齡分析如下：

提供予客戶之信貸期一般為三十日至六十日，唯向被投資公司銷售之數碼廣播系統、相關軟件及產品除外，有關詳情載於本帳目附註25(b)(ii)。

18. 應付貿易款

19. Bank loans, secured

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		二零零一年	二零零零年
		千港元	千港元
Short term bank loans	短期銀行貸款	50,597	6,075

At 31st December 2001, the Group's bank loans were secured by bank deposits amounting to US\$6,542,000 (equivalent to HK\$51,321,000) (2000: HK\$6,337,000).

19. 有抵押銀行貸款

於二零零一年十二月三十一日，本集團以銀行存款作抵押之銀行貸款合共為6,542,000美元（相當於51,321,000港元）（二零零零年：6,337,000港元）。

20. Share capital

		Authorised 法定股本			
		5 % redeemable preference shares 5%可贖回優先股		Ordinary shares 普通股	
		Number of shares	HK\$'000	Number of shares	HK\$'000
		股份數目	千港元	股份數目	千港元
At 1st January 2000 and 31st December 2000	於二零零零年一月一日及 二零零零年十二月三十一日	83,250,000	124,875	716,750,000	1,075,125
At 1st January 2001	於二零零一年一月一日	83,250,000	124,875	716,750,000	1,075,125
Cancellation of share capital (note (a)(ii))	資本重組(附註(a)(ii))	—	—	(716,750,000)	(1,075,125)
Increase in authorised share capital (note (a)(ii))	法定股本增加(附註(a)(ii))	—	—	800,000,000	80,000
At 31st December 2001	於二零零一年十二月三十一日	83,250,000	124,875	800,000,000	80,000

20. Share capital (Continued)**20. 股本** (續)

		Issued and fully paid 已發行及繳足股本			
		5 % redeemable preference shares 5%可贖回優先股		Ordinary shares 普通股	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
At 1st January 2000	於二零零零年一月一日	52,415,881	78,624	229,290,641	343,936
Issue of shares	發行股份	—	—	34,700,000	52,050
Conversion during the year	年內兌換	(5,079,790)	(7,620)	5,079,790	7,620
Exercise of share options	行使購股權	—	—	2,116,000	3,174
At 31st December 2000	於二零零零年十二月三十一日	47,336,091	71,004	271,186,431	406,780
At 1st January 2001	於二零零一年一月一日	47,336,091	71,004	271,186,431	406,780
Issue of shares (note (a)(i))	發行股份(附註(a)(i))	—	—	38,900,000	58,350
Conversion during the year (note (b))	年內兌換(附註(b))	(220,000)	(330)	224,081	50
Capital reorganisation (note (a)(ii))	資本重組(附註(a)(ii))	—	—	—	(434,429)
Exercise of share options	行使購股權	—	—	200,000	300
At 31st December 2001	於二零零一年十二月三十一日	47,116,091	70,674	310,510,512	31,051

(a) Ordinary shares

(i) On 26th September 2001 and 28th September 2001, Prime Pacific International Limited ("Prime Pacific") sold an aggregate of 24,100,000 existing ordinary shares in the Company at the price of HK\$2.00 each to two independent investors. Prime Pacific has then subscribed for 38,900,000 new ordinary shares in the Company at HK\$2.00 per share. The net proceeds of approximately HK\$77.4 million have been utilised for the Group's general working capital purposes. The excess of the proceeds over the par value of the shares issued was credited to the share premium account.

(ii) Pursuant to a special resolution passed at a special general meeting of the Company held on 2nd November 2001, the following changes in the Company's share capital have taken place:

(a) 普通股

(i) 於二零零一年九月二十六日及二零零一年九月二十八日，Prime Pacific International Limited(「Prime Pacific」)以每股2.00港元的價格向兩位獨立投資者出售合共24,100,000股現有股份。Prime Pacific隨後以每股2.00港元的價格認購38,900,000股新股。約7740萬港元之所得款項淨值已用作本集團一般營運資金。超出已發行股份面值之所得款項計入股份溢價帳。

(ii) 根據本公司於二零零一年十一月二日召開之股東特別大會通過之特別決議案，本公司股本變動情況如下：

20. Share capital (Continued)

- a. The nominal value of each issued share was reduced from HK\$1.50 to HK\$0.10 by the cancellation of HK\$1.40 of the paid up capital on each issued share;
- b. The existing authorised and unissued ordinary share capital of the Company were cancelled and the authorised ordinary share capital of the Company was subsequently changed to HK\$80,000,000 comprising 800,000,000 adjusted ordinary shares of HK\$0.10 each;
- c. The credit arising from the capital reduction of HK\$434,429,000 was utilised to eliminate part of the accumulated losses; and
- d. The entire amount standing to the credit of the share premium account was cancelled and part of the credit arising therefrom totalling HK\$109,643,000 was utilised to eliminate the balance of the accumulated losses with the remaining balance of HK\$135,396,000 to be transferred to the contributed surplus account of the Company.

(b) Preference shares

Preference shareholders may convert all or any of their preference shares held at any time into ordinary shares in the Company of HK\$1.50 each at the conversion price of HK\$1.50 per share in the ratio of one preference share to one ordinary share, subject to adjustment, from the issue date of the preference shares to 29th January 2002.

Pursuant to the announcement dated 10th October 2001, the conversion price of the convertible preference shares has been adjusted from HK\$1.50 per share to HK\$1.47 per share.

On 6th August 2001, 20,000 preference shares were converted into 20,000 ordinary shares in the Company of HK\$1.50 each (adjusted to 20,000 ordinary shares of HK\$0.10 each after the capital reorganisation). On 30th November 2001, 200,000 preference shares were converted into 204,081 ordinary shares in the Company of HK\$0.10 each.

Subsequent to the year end date and up to the expiry date of the conversion, 46,699,829 preference shares were converted into 47,652,885 ordinary shares of the Company. The Company has redeemed the remaining 416,262 preference shares at HK\$1.50 each on 4th February 2002.

20. 股本 (續)

- a. 透過註銷每股已發行股份之繳足股本1.40港元，將每股已發行股份之面值自1.50港元下降至0.10港元；
- b. 本公司現有法定及未發行普通股本獲全部註銷，之後本公司之法定普通股本變更為80,000,000港元，包括800,000,000股每股0.10港元之調整後普通股份。
- c. 股本減少434,429,000港元產生之貸方餘額用作抵銷部份累計虧損；及
- d. 股份溢價帳之進帳總額獲全部註銷，因此而產生之部分貸方餘額將合共109,643,000港元已用作抵銷135,396,000港元之累計虧損結餘，結餘貸方轉撥至本公司實繳股本盈餘帳。

(b) 優先股

自優先股發行日期起至二零零二年一月二十九日任何時間，優先股股東可按一股優先股換一股普通股的比例，以每股1.50港元的轉換價，將其所持有之全部或任何優先股兌換為本公司每股1.50港元之普通股，且可予調整。

根據二零零一年十月十日刊發之公佈，可兌換優先股之轉換價已由每股1.50港元調整至每股1.47港元。

於二零零一年八月六日共20,000股優先股兌換為本公司20,000股每股1.50港元之普通股(根據資本重組後20,000股每股0.10港元之普通股)。於二零零一年十一月三十日，共200,000股優先股兌換為本公司204,081股每股0.10港元之普通股。

在年末之後但在兌換期滿之前，共46,699,829股優先股兌換為本公司之普通股。本公司於二零零二年二月四日以每股1.50港元之價格贖回剩餘之416,262股優先股。

21. Share options

Pursuant to a share option scheme of the Company adopted on 12th May 1999, the board of directors of the Company may grant options to eligible employees of the Group, including executive directors, to subscribe for shares in the Company. The exercise in full of the share options, under present capital structure of the Company, would result in the issue of 21,034,000 (2000: 24,784,000) additional ordinary shares, and details of which are described below.

21. 購股權

根據本公司於一九九九年五月十二日採納之購股權計劃，本公司董事會可向本集團之合資格僱員(包括執行董事)授出可認購本公司股份之購股權。根據本公司現行股本架構，購股權獲悉數行使後，將額外發行21,034,000股普通股(二零零零年：24,784,000股)，有關購股權計劃詳情載列如下：

Date of share options granted	Number of share options outstanding as at 1st January 2001 於二零零一年一月一日 尚未行使 之購股 權數目	Number of share options exercised during the year 本年度 已行使 之購股 權數目	Number of share options lapsed during the year 本年度 失效之 購股權 數目	Number of share options outstanding as at 31st December 2001 於二零零一年十二月三十一日 尚未行使 之購股 權數目	Exercise period 行使期	Exercise price share HK\$ 每股 行使價 港元
10th September 1999 一九九九年九月十日	14,084,000	(200,000)	(3,550,000)	10,344,000	1/1/2000 - 31/12/2002	2.25
6th March 2000 二零零零年三月六日	2,500,000	—	—	2,500,000	7/3/2000 - 6/3/2003	9.89
1st September 2000 二零零零年九月一日	2,300,000	—	—	2,300,000	1/1/2001 - 31/12/2003	2.62
2nd November 2000 二零零零年十一月二日	5,900,000	—	—	5,900,000	1/1/2001 - 31/12/2003	1.50

22. Reserves/(deficit)

22. 儲備/(虧絀)

		Group 本集團				
		Share premium HK\$'000 股份溢價 千港元	Contributed surplus HK\$'000 實繳盈餘 千港元	Exchange reserve HK\$'000 匯兌儲備 千港元	Accumulated losses HK\$'000 累計虧損 千港元	Total HK\$'000 總額 千港元
At 1st January 2000	於二零零零年一月一日					
As previously reported	如前呈報	67,222	86,726	—	(407,593)	(253,645)
Effect of adopting SSAP 29 (note 1(d)(iii))	採納會計實務準則第29條 產生之影響(附註1(d)(iii))	—	—	—	(2,651)	(2,651)
As restated	重新列帳	67,222	86,726	—	(410,244)	(256,296)
Issue of shares	發行股份	156,150	—	—	—	156,150
Exercise of share options	行使購股權	2,067	—	—	—	2,067
Share of reserve of an associate	分佔一間聯營公司儲備	—	—	17	—	17
Release upon disposal of an associate	出售一間聯營公司後撥回之儲備	—	—	(17)	—	(17)
Loss for the year	年內虧損	—	—	—	(203,288)	(203,288)
At 31st December 2000	於二零零零年十二月三十一日	225,439	86,726	—	(613,532)	(301,367)
At 1st January 2001	於二零零一年一月一日					
As previously reported	如前呈報	225,439	86,726	—	(608,481)	(296,316)
Effect of adopting SSAP 29 (note 1(d)(iii))	採納會計實務準則第29條 產生之影響(附註1(d)(iii))	—	—	—	(5,051)	(5,051)
As restated	重新列帳	225,439	86,726	—	(613,532)	(301,367)
Premium on issue of ordinary shares (note 20(a)(i))	發行普通股之溢價 (附註20(a)(i))	19,450	—	—	—	19,450
Capital reorganisation (note 20(a)(ii))	資本重組(附註20(a)(ii))	(245,039)	135,396	—	544,072	434,429
Exercise of share options	行使購股權	150	—	—	—	150
Conversion of preference shares	優先股兌換	280	—	—	—	280
Exchange difference	匯兌差額	—	—	899	—	899
Loss for the year	年內虧損	—	—	—	(41,373)	(41,373)
At 31st December 2001	於二零零一年十二月三十一日	280	222,122	899	(110,833)	112,468

22. Reserves/(deficit) (Continued)**22. 儲備/(虧絀)** (續)

		Company 本公司			
		Share premium HK\$'000 股份溢價 千港元	Contributed surplus HK\$'000 實繳盈餘 千港元	Accumulated losses HK\$'000 累計虧損 千港元	Total HK\$'000 總額 千港元
At 1st January 2000	於二零零零年一月一日	67,222	17,390	(338,257)	(253,645)
Issue of ordinary shares	發行普通股	156,150	—	—	156,150
Exercise of share options	行使購股權	2,067	—	—	2,067
Loss for the year	年內虧損	—	—	(202,290)	(202,290)
At 31st December 2000 and at 1st January 2001	於二零零零年十二月三十一日及 二零零一年一月一日	225,439	17,390	(540,547)	(297,718)
Issue of ordinary shares (note 20 (a)(i))	發行普通股(附註20(a)(i))	19,450	—	—	19,450
Capital reorganisation (note 20 (a)(ii))	資本重組(附註20(a)(ii))	(245,039)	135,396	544,072	434,429
Exercise of share options	行使購股權	150	—	—	150
Conversion of preference shares	優先股兌換	280	—	—	280
Loss for the year	年內虧損	—	—	(56,103)	(56,103)
At 31st December 2001	於二零零一年十二月三十一日	280	152,786	(52,578)	100,488

The contribution surplus of the Company and of the Group arose from a scheme of arrangement effective from 31st October 1989. Under the Companies Act 1981 of Bermuda (as amended), the Company's contributed surplus may be distributed to shareholders under certain circumstances as set out in note 7(a).

本公司及本集團之實繳盈餘乃為根據一九八九年十月三十一日生效之協議計劃而產生。根據百慕達一九八一年公司法(修訂版)，本公司之實繳盈餘於附註7(a)載列之若干情況下可分派予股東。

23. Notes to the consolidated cash flow statement

(a) Reconciliation of operating loss to net cash outflow from operating activities

23. 綜合現金流量表附註

(a) 經營虧損與經營業務之現金流出淨額對帳表

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 (Restated) 二零零零年 千港元 (重新列帳)
Operating loss	經營虧損	(33,202)	(181,740)
Interest income	利息收入	(2,527)	(5,737)
Depreciation	折舊	9,684	3,613
Amortisation of intangibles	無形資產攤銷	9,152	13,529
Impairment of goodwill	商譽減值	7,800	84,343
Loss on disposal of subsidiaries and other investments	出售多間附屬公司及其他投資之虧損	—	6,648
Gain on disposal of an associate	出售一間聯營公司收益	—	(8,799)
Loss/(gain) on disposal of fixed assets	出售固定資產之虧損/(收益)	504	(1,858)
Provision against amounts due from a former associate	應收一間前聯營公司之撥備	—	25,140
Write off of development costs	開發成本撇銷	184	—
Increase in inventories	存貨增加	(27,869)	(59,563)
(Increase)/decrease in trade receivables, prepayments deposits and other receivables	應收貿易款、預付款、按金及其他應收款之(增加)減少	(16,491)	40,421
Increase in trade payables, accruals and other payables	應付貿易款、應計負債及其它應付款之增加	17,728	66,503
Exchange differences	匯兌差額	505	—
Net cash outflow from operating activities	經營業務現金流出淨額	(34,532)	(17,500)

23. Notes to the consolidated cash flow statement (Continued)**23. 綜合現金流量表附註** (續)

(b) Analysis of changes in financing during the year

(b) 本年度融資變動分析表

		Share capital and share premium HK\$'000 股本及股 本溢價 千港元	Minority interests HK\$'000 少數股東 權益 千港元	Advances to investee company HK\$'000 預付被投資 公司款項 千港元	Balances with an intermediate holding company and fellow subsidiaries HK\$'000 與中間控 股公司及多間 同系附屬公司 之結餘 千港元	Balances with the former ultimate holding company HK\$'000 前最終 控股公司結餘 千港元	Pledged bank deposits HK\$'000 有抵押銀 行存款 千港元	Bank loans HK\$'000 銀行貸款 千港元	Provision for preference shares dividends HK\$'000 優先股 股息 撥備 千港元
At 1st January 2000	於二零零零年 一月一日	489,782	128,055	—	19,562	122	(12,186)	12,430	15,498
Net cash inflow/ (outflow)	現金流入/ (流出)淨額	213,441	—	(20,000)	(13,936)	(122)	5,849	(6,355)	—
Share of loss	應佔虧損份額	—	(2,133)	—	—	—	—	—	—
Provision for preference dividends	優先股 股息撥備	—	—	—	—	—	—	—	8,283
Disposal of subsidiaries	出售附屬公司	—	(128)	—	—	—	—	—	—
At 31st December 2000	於二零零零年 十二月三十一日	703,223	125,794	(20,000)	5,626	—	(6,337)	6,075	23,781
At 1st January 2001	於二零零一年 一月一日	703,223	125,794	(20,000)	5,626	—	(6,337)	6,075	23,781
Net cash inflow/ (outflow)	現金流入/ (流出)淨額	78,250	—	—	(7,884)	—	(44,984)	44,522	(11,697)
Share of loss	應佔虧損份額	—	(2,741)	—	—	—	—	—	—
Conversion of preference shares	優先股之兌換	—	—	20,000	—	—	—	—	—
Provision for preference dividends	優先股股息撥備	—	—	—	—	—	—	—	9,601
Capital reorganisation	資本重組	(679,468)	—	—	—	—	—	—	—
At 31st December 2001	於二零零一年 十二月三十一日	102,005	123,053	—	(2,258)	—	(51,321)	50,597	21,685

23. Notes to the consolidated cash flow statement

(Continued)

(c) Sale of subsidiaries

Details of disposal of subsidiaries:

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Net assets disposed of:	出售淨資產：		
Other investment	其他投資	—	2
Cash and cash equivalents	現金及現金等價物	—	2
Trade receivables	應收貿易款	—	394
Trade payables	應付貿易款	—	(4)
Other payables	其他應付款	—	(2)
Minority interests	少數股東權益	—	(128)
		—	264
Goodwill on consolidation released	綜合帳目時商譽回撥	—	1,712
		—	1,976
Gain/(loss) on disposal	出售收益(虧損)	—	(1,976)
		—	—
Satisfied by:	償還方式：		
Cash	現金	—	—

Analysis of net cash outflow of cash and cash equivalents in respect of the disposal of subsidiaries:

與出售附屬公司有關之現金及現金等價物流出淨額之分析表：

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Cash and cash equivalents of disposal of subsidiaries	出售附屬公司之現金及等同現金項目	—	2
Net outflow of cash and cash equivalents	現金及現金等價物之流出淨額	—	2

The subsidiaries disposed of during the year ended 31st December 2000 had no contribution to the Group's net operation cash inflow, did not pay any net returns on investments and servicing of finance, utilised none of the investing activities and contributed neither to investing activities, nor financing activities.

於截至二零零零年十二月三十一日止年度所作對多項附屬公司出售對集團之經營現金流入淨額並無貢獻；更未為投資及償還融資帶來任何淨回收；亦未利用任何投資活動，及未任何投資或融資活動作出貢獻。

23. Notes to the consolidated cash flow statement

(Continued)

- (d) Major non-cash transactions
- (i) During the year, the Group has transferred inventory in the amount of HK\$48,105,000 to fixed assets.
- (ii) During the year, an amount due from an investee company of HK\$20,280,000 has been converted to 2,600,000 convertible non-voting preference shares of US\$1 each (note 15).

24. Commitments

- (a) Commitments under operating leases
- At 31st December 2001, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		Land and buildings 土地及樓宇	
		2001 HK\$'000	2000 HK\$'000 (restated)
		二零零一年 千港元	二零零零年 千港元 (重新列帳)
Not later than one year	一年內	2,847	2,780
Later than one year and not later than five years	第二至第五年(包括首尾兩年)	1,044	3,073
		3,891	5,853

The Company did not have any commitments under operating lease at 31st December 2001 (2000: Nil).

- (b) Financial commitments
- At 31st December 2001, the Group had financial commitments of RMB3,426,000 (approximately HK\$3,209,000) (2000: RMB3,338,000) (approximately HK\$3,119,000) in respect of registered capital contributions to two PRC subsidiaries. Included in the related capital contributions to the subsidiaries, RMB4,000,000 (approximately HK\$3,791,000) (2000: RMB13,905,000) (approximately HK\$12,996,000) was paid before the balance sheet date but the capital verification process has not been completed.

The Company did not have any financial commitments at 31st December 2001 (2000: Nil).

23. 綜合現金流量表附註 (續)

- (d) 主要非現金交易
- (i) 由於存貨用途發生變動，將一批數額達48,105,000港元之存貨轉入固定資產。
- (ii) 年內，本集團把應收被投資公司之貸款共20,280,000港元轉換為該公司之2,600,000股每股1美元之可換股無投票權優先股(帳目附註15)。

24. 承擔

- (a) 經營租約承擔
- 於二零零一年十二月三十一日，本集團就下列不可撤銷經營租約日後須支付之最低租金合計如下：

	Land and buildings 土地及樓宇	
	2001 HK\$'000	2000 HK\$'000 (restated)
	二零零一年 千港元	二零零零年 千港元 (重新列帳)
Not later than one year	2,847	2,780
Later than one year and not later than five years	1,044	3,073
	3,891	5,853

本公司於二零零一年十二月三十一日並未作出任何經營租約承擔(二零零零年：無)。

- (b) 財務承擔
- 於二零零一年十二月三十一日，本集團須就投資於中華人民共和國兩間附屬公司承擔仍未支付之註冊資本共3,426,000人民幣(相等於3,209,000港元)(2000年：3,338,000人民幣(相等於3,119,000港元))。於結算日前，本集團支付共4,000,000人民幣(相等於3,791,000港元)(2002年：13,905,000人民幣(相等於12,996,000港元))作為該等附屬公司之註冊資本，唯相關驗資程序尚未完成。

本公司於二零零一年十二月三十一日並未作出任何財務承擔(二零零零年：無)。

24. Commitments (Continued)

(c) Capital commitments

As 31st December 2001, the Group had capital commitments in respect of the purchase of digital broadcasting equipment and fixed assets as follows:

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Contracted but not provided for	已訂約但未計入	1,306	1,441
Authorised but not contracted for	已授權但未訂約	—	—
		1,306	1,441

The Company had no significant capital commitments at 31st December 2001 (2000: Nil).

25. Related party transactions

(a) During the year, the Group has entered into the following related party transactions in addition to those disclosed elsewhere in these accounts:

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Compensation income from an intermediate holding company (note 4(a))	來自一間中間控股公司之賠償收入 (附註4(a))	11,912	—
Preference dividend paid to a fellow subsidiary	已付予一間同系附屬公司之優先股股息	11,620	—
Sales of finished goods to a former associate	向一間前聯營公司銷售製成品	—	1,970
Technical support and licensing fee paid to a fellow subsidiary	付予一同系附屬公司之技術支援及服務牌照費	—	(1,560)
Development fee paid to a fellow subsidiary	應付予一同系附屬公司之發展開支	—	(643)
Royalty fees paid to a fellow subsidiary	付予一同系附屬公司之專利費	—	(390)
Purchase of equipment from a fellow subsidiary	自一同系附屬公司購買設備	—	(770)
Corporate management fee paid to a fellow subsidiary	付予一同系附屬公司之服務管理費	—	(750)
Handling fee income from a related company	來自一關連公司之管理費收入	—	689

The balances with fellow subsidiaries and an intermediate holding company are unsecured, interest-free and repayable on demand.

24. 承擔 (續)

(c) 資本承擔

本集團於二零零一年十二月三十一日就購買廣播設備及固定資產之資本承擔如下：

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Contracted but not provided for	已訂約但未計入	1,306	1,441
Authorised but not contracted for	已授權但未訂約	—	—
		1,306	1,441

本公司於二零零一年十二月三十一日並沒有重大資本承擔(二零零零年：無)。

25. 有關連人士交易

(a) 年內，除該等帳目所披露者外，本集團尚進行了以下關連人士交易

		2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
Compensation income from an intermediate holding company (note 4(a))	來自一間中間控股公司之賠償收入 (附註4(a))	11,912	—
Preference dividend paid to a fellow subsidiary	已付予一間同系附屬公司之優先股股息	11,620	—
Sales of finished goods to a former associate	向一間前聯營公司銷售製成品	—	1,970
Technical support and licensing fee paid to a fellow subsidiary	付予一同系附屬公司之技術支援及服務牌照費	—	(1,560)
Development fee paid to a fellow subsidiary	應付予一同系附屬公司之發展開支	—	(643)
Royalty fees paid to a fellow subsidiary	付予一同系附屬公司之專利費	—	(390)
Purchase of equipment from a fellow subsidiary	自一同系附屬公司購買設備	—	(770)
Corporate management fee paid to a fellow subsidiary	付予一同系附屬公司之服務管理費	—	(750)
Handling fee income from a related company	來自一關連公司之管理費收入	—	689

與同系附屬公司及中間控股公司之結餘為無抵押、免息及須於催繳時償還。

25. Related party transactions (Continued)

(b) During the year, the Group had entered into the following transactions with its investee company:

			2001 HK\$'000 二零零一年 千港元	2000 HK\$'000 二零零零年 千港元
		Notes 附註		
Loan to an investee company	向被投資公司作出之貸款	(i)	—	23,000
Interest income from loan to an investee company	向被投資公司作出之貸款所得利息收入	(i)	937	1,718
Sales of digital broadcasting equipment and related products to an investee company	向被投資公司銷售數碼廣播設備及相關產品	(ii)	39,465	8,233

25. 有關連人士交易 (續)

(b) 年內，本集團與被投資公司進行了如下交易：

(i) During the year ended 31st December 2000, the Group advanced HK\$23,000,000 to the investee company. Out of the total loan advance of HK\$23,000,000, HK\$3,000,000 was unsecured, bearing interest at 9.5% per annum and was repaid by the investee company during 2000. The remaining balance of HK\$20,000,000 was secured, bearing interest at 1.5% above Hong Kong Dollar Prime Rate per annum. On 15th June 2001, the Group converted HK\$20,280,000 advances to 2,600,000 redeemable convertible preference shares at US\$1.00 each. Interest income of HK\$937,000 (2000: HK\$1,718,000) was earned by the Group during the year.

(ii) During the year ended 31st December 2001, the Group sold digital broadcasting systems and related software and products to the investee company amounting to HK\$39,465,000. The price and conditions in relation to the sales were made under the same terms as it trades with other non-related customers.

(i) 於截至二零零零年十二月三十一日止年度，本集團共向被投資公司貸款23,000,000港元，其中3,000,000港元為無抵押貸款，年利率9.5%，此貸款已於當年內歸還。餘額20,000,000港元為有抵押貸款，年利率為香港最優惠利率加1.5%。於二零零一年六月十五日，本集團將20,280,000港元墊款按每股1美元之價格轉換為2,600,000股可贖回可轉換優先股股份。本集團年內利息收入共937,000港元(二零零零年：1,718,000港元)。

(ii) 於截至二零零一年十二月三十一日止年度，本集團向被投資公司銷售數碼廣播系統、有關軟件及產品，金額共達39,465,000港元。該等銷售之價格及條件乃按與其他無關連客戶交易之相同條款作出。

25. Related party transactions (Continued)

(iii) At 31st December 2001, the Group had trade receivable due from the investee company amounted to HK\$48,111,000. Subsequent to the balance sheet date, a repayment schedule was agreed whereby the investee company will repay not less than HK\$8,500,000 by 31st December 2002 and repay the balance of the amount on or before 31st March 2004. Notwithstanding the above, the repayment policy does not preclude the total amount to be repaid on demand by the Group.

The above transactions do not constitute connected transactions except for the compensation income from an intermediate holding company.

26. Subsequent events

(a) On 18th March 2002, the Company and Zoran Corporation ("Zoran") entered into a subscription agreement whereby Zoran agreed to subscribe for 18,571,429 new ordinary shares of HK\$0.10 each in the Company at HK\$2.10 per share. The net proceeds of approximately HK\$39 million expected to be received from the subscription are intended to be utilised for the Group's general working capital purposes.

(b) On 18th April 2002, the Company and Jiangsu Hongtu High Technology Co., Limited ("Hongtu"), an independent third party company incorporated in the PRC and listed on the Shanghai Stock Exchange, entered into a joint venture agreement ("JV Agreement") to establish a joint venture ("JV") company in the PRC. Pursuant to the JV Agreement, the total registered capital of the JV will be RMB90 million (approximately HK\$85.3 million) and each party holds a 50% interest and profit sharing. Each of the Group and Hongtu will contribute RMB45 million (approximately HK\$42.7 million) into the JV. The JV has a 15-year term and will focus on developing the digital broadcasting and related business in the PRC.

27. Intermediate and ultimate holding companies

The directors regard Universal Appliances Limited, a company incorporated in Hong Kong and listed on The Stock Exchange of Hong Kong Limited, as being an intermediate holding company. The ultimate holding company of the Company is Kwan Wing Holdings Limited, a company incorporated in the British Virgin Islands.

25. 有關連人士交易 (續)

(iii) 於二零零一年十二月三十一日，應收被投資公司貿易款項達48,111,000港元。於結算日後，雙方已同意截至二零零二年十二月三十一日償還不少於8,500,000港元，及於二零零四年三月三十一日或之前償還全部款項。儘管如此，本集團仍可隨時要求償還總額。

除來自一中間控股公司之賠償收入外，上述交易並不構成任何關連交易。

26. 結算日後事項

(a) 於二零零二年三月十八日，本公司與Zoran Corporation(「Zoran」)訂立認購協議，據此，Zoran同意以每股2.10港元之代價認購18,571,429股每股面值0.10港元之新普通股股份。預計此項認購應收所得款項約39,000,000港元擬用作本集團之一般營運資金用途。

(b) 於二零零二年四月十八日，本公司及江蘇宏圖高科技有限公司(「宏圖」)訂立合營公司協議(「合營協議」)，擬於中國建立一間合營公司(「合營公司」)。宏圖乃一間於中國註冊成立並於上海股票交易所上市之獨立第三方公司。根據合營協議，該合營公司之註冊資本總額將為九千萬元人民幣(約為85,308,000港元)，雙方各持有50%權益及享有50%之溢利。本集團及宏圖分別向合營公司注資四千五百萬元人民幣(約42,700,000港元)。該合營公司為期15年，側重於在中國開展數碼廣播及有關業務。

27. 中間控股公司及最終控股公司

各董事認為，於香港註冊成立並於香港聯合交易所有限公司上市之友利電訊工業有限公司為一間中間控股公司。而本公司之最終控股公司為於英屬處女群島註冊成立之Kwan Wing Holdings Limited。

28. Approval of accounts

The accounts were approved by the board of directors on 26th April 2002.

29. Particulars of principal subsidiaries

The table below lists out the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed 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.

Name 名稱	Place of incorporation 註冊成立地點	Nominal value of issued ordinary share/ preference share/ registered capital 已發行普通股/ 優先股/ 註冊資本	Interest held 持股比例	Principal activities and place of operation 主要業務及營業地點
DVN (Group) Limited 天地數碼(集團)有限公司	British Virgin Islands ("BVI") 英屬處女群島	US\$10 ordinary US\$15,000,000 preference 10美元普通股 15,000,000美元優先股	* 100%	Investment holding 投資控股
DVN (Management) Limited 天地數碼(管理)有限公司	Hong Kong 香港	HK\$2 ordinary 2港元普通股	* 100%	Provision of administrative services in Hong Kong 提供行政管理服務
Dynamic Network Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	* 100%	Investment holding 投資控股
DVN Technology Limited 天地數碼科技有限公司	Hong Kong 香港	HK\$2 ordinary 2港元普通股	* 100%	Design, integration and installation of digital broadcasting equipment and development of related software and products in Hong Kong 研發、集成及裝設數碼廣播系統 與開發相關軟件及產品
Cyber Cinema Technology Company Limited 天地數碼技術有限公司	Hong Kong 香港	HK\$2 ordinary 2港元普通股	100%	Investment holding 投資控股

28. 帳目批准

該等帳目已於二零零二年四月二十六日獲董事會批准。

29. 主要附屬公司詳情

董事會認為下表列出之均為對本年度業績構成主要影響或佔本集團大部份淨資產之本公司附屬公司。為避免資料過於冗長，董事會認為無需列出其他附屬公司之詳情。

29. Particulars of principal subsidiaries (Continued)

29. 主要附屬公司詳情 (續)

Name 名稱	Place of incorporation 註冊成立地點	Nominal value of issued ordinary share/ preference share/ registered capital 已發行普通股/ 優先股/ 註冊資本	Interest held 持股比例	Principal activities and place of operation 主要業務及營業地點
Campus.Net Technology Company Limited 天地三辰技術有限公司	Hong Kong 香港	HK\$2 ordinary 2港元普通股	100%	Investment holding 投資控股
Whizz Kid Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100%	Investment holding 投資控股
DVB Technology (Suzhou) Company Limited 天地數碼技術(蘇州)有限公司	People's Republic of China ("PRC") 中國	RMB100,000,000 100,000,000人民幣 註冊資本	70%	Trading of digital broadcasting equipment and related products in the PRC 數碼廣播設備及相關產品之買賣
DVN Technology (Shenzhen) Company Limited 天地數碼科技(深圳)有限公司	PRC 中國	HK\$3,000,000 3,000,000港元 註冊資本	100%	Development of hardware and software in relation to digital broadcasting in the PRC 數碼廣播設備硬件及軟件開發
Digital Video Networks Company Limited 天栢寬帶網絡科技(蘇州)有限公司	PRC 中國	US\$7,000,000 7,000,000美元 註冊資本	100%	Design, integration and installation of digital broadcasting equipment and development of related software and products in the PRC 研發、集成及裝設數碼廣播系統 與開發相關軟件及產品
Telequote Data International Limited 電資訊國際有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100%	Provision of international financial market information and selective consumer data in Hong Kong 提供國際金融市場資訊及 精選消費者數據服務

29. Particulars of principal subsidiaries (Continued)**29. 主要附屬公司詳情** (續)

Name 名稱	Place of incorporation 註冊成立地點	Nominal value of issued ordinary share/ preference share/ registered capital 已發行普通股/ 優先股/ 註冊資本	Interest held 持股比例	Principal activities and place of operation 主要業務及營業地點
Telequote Network (Singapore) Pte. Limited	Singapore 新加坡	SGD2 2新加坡元普通股	100%	Provision of international financial market information and selective consumer data in Singapore 提供國際金融市場資訊及 精選消費者數據服務
Show Case International Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100%	Holding of film rights in the PRC 持有影片權益
Victory Beat Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100%	Investment holding 投資控股

* Shares held directly by the Company.