

董事會同寅謹提呈截至二零零二年六月三十日止年度本公司及其附屬公司(以下統稱「本集團」)之業績報告及經審核財政報告。

主要業務

本公司乃一間投資控股公司。其附屬公司主要從事銷售一般系統產品、提供服務及軟件特許權、系統產品租賃以及投資電子商貿項目。

業績

本集團截至二零零二年六月三十日止年度之業績載於第15頁之綜合損益表及隨附之財政報告附註內。董事不建議派發股息，並擬將本年度之溢利保留。累計溢利之變動情況載於財政報告附註28。

股本

本公司股本之變動情況載於財政報告附註27。

儲備

本集團及本公司於本年度內之儲備變動情況載於財政報告附註28。

本公司可供分派之儲備為特別儲備及累計溢利。根據本公司之章程細則，股息只可從本公司12,685,000港元之累計溢利中撥款派發。

物業、廠房及設備

於本年度內，為擴展業務，本集團添置約共值11,600,000港元之物業、廠房及設備。本集團於本年度內有關物業、廠房及設備之變動情況載於財政報告附註10。

董事及服務合約

本年度及截至本報告刊發日期止，本公司之董事為：

執行董事：

簡文樂
黎日光
馮建良 (於二零零二年十月二十五日獲委任)
旺格 (於二零零二年十月二十五日辭任)

非執行董事：

簡堅良
梁雄健教授* (於二零零一年七月九日獲委任)
葉培大教授* (於二零零一年十一月三十日獲委任)
Frank Bleackley* (於二零零一年十一月三十日獲委任)
潘順國* (於二零零一年十一月三十日退任)
周美德* (於二零零一年十一月三十日退任)

* 獨立非執行董事

The directors present their annual report and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 30 June 2002.

Principal Activities

The Company is an investment holding company. Its subsidiaries are principally engaged in sales of general systems products, provision of services and software licensing, leasing of systems products and investments in e-commerce projects.

Results

The results of the Group of the year ended 30 June 2002 are set out in the consolidated income statement on page 15 and in the accompanying notes to the financial statements. The directors do not recommend the payment of a dividend and propose that the profit for the year be retained. Movements of the accumulated profits are set out in note 28 to the financial statements.

Share Capital

Details of movements in the share capital of the Company during the year are set out in note 27 to the financial statements.

Reserves

Details of movements in the reserves of the Group and the Company during the year are set out in note 28 to the financial statements.

The Company's reserves available for distribution represent the special reserve and accumulated profits. In accordance with the Company's Articles of Association, dividends can only be distributed out of the accumulated profits of the Company of HK\$12,685,000.

Property, Plant and Equipment

During the year, the Group acquired additional property, plant and equipment of approximately HK\$11.6 million to expand its continuing business. Details of movements in property, plant and equipment of the Group during the year are set out in note 10 to the financial statements.

Directors and Service Contracts

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

Executive directors:

Paul Kan Man Lok
Sunny Lai Yat Kwong
Henry Fung Kin Leung (appointed on 25 October 2002)
Michael Walker (resigned on 25 October 2002)

Non-executive directors:

Leo Kan Kin Leung
Prof. Liang Xiong Jian* (appointed on 9 July 2001)
Prof. Ye Pei Da* (appointed on 30 November 2001)
Frank Bleackley* (appointed on 30 November 2001)
Poon Shun Kwok* (retired on 30 November 2001)
Ronald Chow Mei Tak* (retired on 30 November 2001)

* Being independent non-executive directors

董事及服務合約 – 續

根據本公司章程細則第87條規定，簡堅良先生及黎日光先生將退任並願膺選連任。

擬於應屆股東周年大會上動議連任之董事概無與本公司或其任何附屬公司訂立任何本集團不能於一年內毋須補償（法定補償除外）而終止之服務合約。

獲委任之非執行董事須根據本公司章程細則之規定輪流退任。

董事購買股份或債券之權利

本公司、其最終控股公司冠軍科技集團有限公司（「冠軍」）及同系附屬公司數碼香港各設有行政人員購股權計劃。據此本公司、冠軍及數碼香港或其各自之附屬公司之僱員（包括執行董事）可獲授購股權以分別認購本公司、冠軍及數碼香港之股份。

(i) 本公司

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（「購股權計劃」），本公司可向本公司或其附屬公司之執行董事及僱員授出購股權，主要目的在於為其僱員提供獎勵，使其可在毋須按認購價繳付首期款項之情況下認購本公司股份。購股權可按董事所決定之行使有效期內任何時間行使（惟不得超過有關購股權發行日計起計十年）。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在香港聯合交易所有限公司（「聯交所」）所報之平均收市價80%，兩者以較高者為準。根據購股權計劃可能授出之購股權所涉及之股份數目，最高不得超過本公司不時已發行股本10%（根據購股權計劃已發行之任何股份除外），而可能授予任何一名僱員之購股權所涉及之股份數目，最高亦不得超過根據購股權計劃可能授出之購股權所涉及之股份最高數目25%。除非購股權計劃經已終止或有所修訂，否則購股權計劃將自採納日期起計十年期間一直生效。

由於香港聯合交易所有限公司證券上市規則（「上市規則」）有關購股權計劃之規定已於二零零一年九月一日作出修訂，故購股權僅可在符合現有上市規則有關購股權計劃規定之情況下，根據購股權計劃予以授出。

年內，概無購股權乃由本公司授出而尚未行使。

Directors and Service Contracts – Continued

In accordance with Article 87 of the Company's Articles of Association, Mr. Leo Kan Kin Leung and Mr. Sunny Lai Yat Kwong retire by rotation and, being eligible, offer themselves for re-election.

No directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

The non-executive directors have been appointed for a term subject to retirement by rotation as required by the Company's Articles of Association.

Share Options and Directors' Rights to acquire Shares or Debentures

The Company, its ultimate holding company, Champion Technology Holdings Limited ("Champion"), and a fellow subsidiary, DIGITALHONGKONG.COM, each has an executive share option scheme under which employees, including executive directors, of the Company, Champion, DIGITALHONGKONG.COM or any of their subsidiaries may be granted options to subscribe for shares in the Company, Champion and DIGITALHONGKONG.COM respectively.

(i) The Company

Under the Company's share option scheme (the "Share Option Scheme") which was adopted at a general meeting of the Company on 20 December 1996, the Company may grant options to executive directors and employees of the Company or its subsidiaries, for the primary purpose of providing incentives to its employees, to subscribe for shares in the Company without initial payment at a subscription price. Options granted are exercisable at any time during a period as may be determined by the directors, which shall be not more than ten years from the date of issue of the relevant options. The subscription price is equal to the higher of the nominal value of the shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five trading days immediately preceding the date of grant. The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the share capital of the Company in issue from time to time (except any shares issued pursuant to the Share Option Scheme) and the maximum number of shares in respect of which options may be granted to any one employee shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Share Option Scheme. Unless otherwise terminated or altered, the Share Option Scheme will remain in force for a period of ten years from the date of adoption.

As the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") relating to the Share Option Scheme were amended on 1 September 2001, share option can be granted under the Share Option Scheme, provided that the existing Listing Rules on share option scheme are complied with.

No share option was granted by the Company and outstanding during the year.

董事購買股份或債券之權利 – 續

(ii) 冠軍

冠軍設有行政人員購股權計劃，根據此計劃，冠軍可向冠軍或其附屬公司之董事及僱員授出購股權以認購冠軍股份，主要目的在於為其僱員提供獎勵。冠軍授出之購股權可於董事所釐定之期間任何時間行使。購股權所涉及股份之認購價為股份面值或不少於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。由於上市規則有關購股權計劃之規定已於二零零一年九月一日作出修訂，故購股權僅可在符合現有上市規則有關購股權計劃規定之情況下，根據購股權計劃予以授出。

冠軍向本公司董事授出之購股權詳情如下：

Share Options and Directors' Rights to acquire Shares or Debentures – Continued

(ii) Champion

Champion has an executive share option scheme which enables the directors of Champion to grant options to directors and employees, for the primary purpose of providing incentives to their employees, to subscribe for shares in Champion. The share options granted by the Champion are exercisable at any time for a period as it may be determined by its 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. As the Listing Rules relating to share option schemes were amended on 1 September 2001, share option can be granted under these share option schemes provided that the existing Listing Rules on share option schemes are complied with.

A summary of the movements of share options granted by Champion to the directors of the Company are as follows:

Directors	Exercisable period	Exercise price	Options shares (adjusted as appropriate) 購股權所涉及之股份 (經作出適當調整)				Outstanding at 30.6.2002 於二零零二年六月三十日 尚未行使
			Outstanding at 1.7.2001 於二零零一年七月一日 尚未行使	Adjustment on bonus issue# 就紅股派發 作出調整#	Adjustment on consolidation of share* 就股份合併 作出調整*	Lapsed during the year 年內失效	
董事姓名	行使期	行使價 HK\$ 港元					
Sunny Lai Yat Kwong 黎日光	30.4.1999 to 29.4.2002 一九九九年四月三十日至 二零零二年四月二十九日	0.08664#	15,000,000	15,000,000	-	(30,000,000)	-
	8.2.2000 to 7.2.2003 二零零零年二月八日至 二零零三年二月七日	5.82#*	1,000,000	1,000,000	(1,920,000)	-	80,000
Leo Kan Kin Leung 簡堅良	30.4.1999 to 29.4.2002 一九九九年四月三十日至 二零零二年四月二十九日	0.08664#	15,000,000	15,000,000	-	(30,000,000)	-
	8.2.2000 to 7.2.2003 二零零零年二月八日至 二零零三年二月七日	5.82#*	1,000,000	1,000,000	(1,920,000)	-	80,000
			32,000,000	32,000,000	(3,840,000)	(60,000,000)	160,000

董事購買股份或債券之權利 – 續

(ii) 冠軍 – 續

購股權所涉及之股份數目及相應之行使價已就將冠軍25股每股面值0.10港元之股份合併為1股每股面值2.50港元之股份，並於其後二零零二年五月四日將冠軍各股已發行及未發行股份之面值由每股2.50港元削減至每股0.10港元而作出調整。

* 購股權所涉及之股份數目及相應之行使價已就將冠軍25股每股面值0.10港元之股份合併為1股每股面值2.50港元之股份，並於其後二零零二年五月四日將冠軍各股已發行及未發行股份之面值由每股2.50港元削減至每股0.10港元而作出調整。

(iii) 數碼香港

數碼香港授出之購股權可於其董事所釐定之期間任何時間行使，惟所釐定之期間不可少於有關購股權發行日期起計三年及不可多於有關購股權發行日期起計十年。購股權所涉及之股份之認購價為股份面值、股份於授出日期之每股收市價或股份於緊接購股權授出日期前五個交易日之平均收市價，三者以較高者為準。自採納以來，數碼香港並無向本公司董事授出任何購股權。

除上文所述之購股權計劃外，本公司、其控股公司、其任何附屬公司或同系附屬公司在本年度內任何時間均無參與任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲得利益。各董事或彼等之配偶及年齡未滿18歲之子女概無可認購本公司證券之任何權利，亦無在本年度內行使任何該等權利。

董事之證券權益

根據香港證券(披露權益)條例(「披露權益條例」)第29條由本公司所保存之名冊記錄所示，於二零零二年六月三十日，各董事及其聯繫人士於本公司及其聯營公司之證券權益如下：

(i) 本公司之證券

董事姓名

簡文樂
黎日光
馮建良
旺格
簡堅良
梁雄健教授
葉培大教授
Frank Bleackley

Share Options and Directors' Rights to acquire Shares or Debentures – Continued

(ii) Champion – Continued

The number of share options and the corresponding exercise prices have been adjusted as a result of bonus issue of Champion's shares on the basis of one share for every share then held by the shareholders of Champion on 19 December 2001.

* The number of share options and the corresponding exercise prices have been adjusted as a result of consolidation of 25 shares of Champion of HK\$0.10 each into 1 share of HK\$2.50 each and thereafter reduction of the nominal value of each of issued and unissued shares of Champion from HK\$2.50 each to HK\$0.10 each on 4 May 2002.

(iii) DIGITALHONGKONG.COM

The share options granted by DIGITALHONGKONG.COM are exercisable at any time for a period as may be determined by its directors, which shall be not less than three years and not more than ten years from the date of issue of the relevant options. The subscription price of the option shares is the higher of the nominal value of the shares, an amount which is the closing price per share on the date of grant and an amount which is the average of the closing prices of the shares on the five trading days immediately preceding the date of grant of the options. No share option was granted by DIGITALHONGKONG.COM to directors of the Company since its adoption.

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

Directors' Interests in Securities

At 30 June 2002, the interests of the directors and their associates in the securities of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

(i) Securities of the Company	Number of shares	Number of warrants
Name of director	股份數目	認股權證數目
Paul Kan Man Lok	Note 1 附註1	—
Sunny Lai Yat Kwong	—	—
Henry Fung Kin Leung	—	—
Michael Walker	—	—
Leo Kan Kin Leung	—	—
Prof. Liang Xiong Jian	—	—
Prof. Ye Pei Da	—	—
Frank Bleackley	—	—

董事之證券權益 – 續

(ii) 冠軍之證券

董事姓名

簡文樂
黎日光
馮建良
旺格
簡堅良
梁雄健教授
葉培大教授
Frank Bleackley

(iii) 數碼香港之證券

董事姓名

簡文樂
黎日光
馮建良
旺格
簡堅良
梁雄健教授
葉培大教授
Frank Bleackley

附註：

- 1,265,940,702股股份由冠軍持有而399,084,420股股份由Lawnside International Limited (「Lawnside」) 持有。Lawnside由Lanchester Limited全資擁有。Lanchester Limited乃一間由一項合資格受益人包括簡文樂及其家族成員以及冠軍及其附屬公司員工之全權信託所實益擁有之公司。目前信託全權受益人僅為簡文樂及其家族成員。於二零零二年六月三十日，Lawnside於冠軍全部股權中擁有約40%權益，故被視為於冠軍擁有之此等股份中擁有權益。此等股份根據上市規則被列為其他權益。
- 227,901,601股股份及1,043,056,835份認股權證由Lawnside持有，由冠軍所發行之此等認股權證將於二零零三年一月六日到期。此等股份根據上市規則被列為其他權益。
- 此等股份中117,300,000股由冠軍持有，其中2,669,171股則由Lawnside持有。此等股份根據上市規則被列為其他權益。

除上文所披露者及由董事以本公司或其附屬公司之受託人名義持有之若干附屬公司之若干代理人股份外，於二零零二年六月三十日，各董事或彼等任何聯繫人士並無擁有本公司或其任何附屬公司（定義見披露權益條例）之任何證券權益。

Directors' Interests in Securities – Continued

(ii) Securities of Champion

Name of director

Paul Kan Man Lok
Sunny Lai Yat Kwong
Henry Fung Kin Leung
Michael Walker
Leo Kan Kin Leung
Prof. Liang Xiong Jian
Prof. Ye Pei Da
Frank Bleackley

Number
of shares
股份數目

Number
of warrants
認股權證數目

Note 2 附註2
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Note 2 附註2

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(iii) Securities of DIGITALHONGKONG.COM

Name of director

Paul Kan Man Lok
Sunny Lai Yat Kwong
Henry Fung Kin Leung
Michael Walker
Leo Kan Kin Leung
Prof. Liang Xiong Jian
Prof. Ye Pei Da
Frank Bleackley

Note 3 附註3

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Notes:

- 1,265,940,702 shares were held by Champion and 399,084,420 shares were held by Lawnside International Limited ("Lawnside"). Lawnside is wholly owned by Lanchester Limited which is a company beneficially owned by a discretionary trust, the eligible discretionary objects of which include Mr. Paul Kan Man Lok and his family members and staff of Champion and its subsidiaries. Currently, only Mr. Paul Kan Man Lok and his family members are discretionary objects of the trust. As at 30 June 2002, Lawnside had interests in approximately 40% of the entire interest of Champion and was accordingly deemed to have an interest in these shares which were owned by Champion. These are classified as other interests under the Listing Rules.
- 227,901,601 shares and 1,043,056,835 warrants were held by Lawnside. The warrants issued by Champion will expire on 6 January 2003. These are classified as other interests under the Listing Rules.
- 117,300,000 shares were held by Champion and 2,669,171 shares were held by Lawnside. These are classified as other interests under the Listing Rules.

Save as disclosed above and other than certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, none of the directors or any of their associates had any interest in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as at 30 June 2002.

各董事於合約及關連交易之權益

於截至二零零二年六月三十日止年度內，本集團與冠軍或其附屬公司曾進行下列交易：

交易類別

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
 本集團向冠軍之附屬公司購置電訊器材
 本集團向冠軍若干附屬公司出售傳呼機及器材

本公司之獨立非執行董事認為上述交易乃按日常業務程序及一般商業條款進行。

除上文所披露者外，本公司董事在本公司、其控股公司、其任何附屬公司或同系附屬公司參與訂立，且在本年度結束時仍然有效或在本年度內任何時間訂立之重大合約中，概無直接或間接擁有權益。

主要股東

於二零零二年六月三十日，除上述董事之證券權益所披露之權益外，根據披露權益條例第16(1)條所保存之主要股東名冊所顯示，本公司並無接獲通知有任何人士持有本公司10%或以上已發行股本。

可換股證券、購股權、認股權證或類似權利

於二零零二年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或其他類似權利。於本年度內並無行使任何可換股證券、購股權、認股權證或類似權利。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回任何本公司之上市證券。

優先購股權

本公司之公司細則或開曼群島法例並無載有任何優先購買權之規定，規定本公司須按比例向現有股東提呈發售新股。

Directors' Interests in Contracts and Connected Transactions

During the year ended 30 June 2002, the Group had transactions with Champion or its subsidiaries as follows:

Nature of transactions	HK\$'000 千港元
Fees paid by the Group to Champion and its subsidiaries for the provision of office premises and facilities, and management services	1,200
Purchases of telecommunications equipment by the Group from subsidiaries of Champion	214
Sales of pagers and equipment by the Group to subsidiaries of Champion	128

In the opinion of the independent non-executive directors of the Company, the above transactions were carried out in the usual course of business and on normal commercial terms.

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

Substantial Shareholders

As at 30 June 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that, other than the interests disclosed above under directors' interests in securities, the Company has not been notified of any interests representing 10% or more of the Company's issued share capital.

Convertible Securities, Options, Warrants or Similar Rights

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2002 and there was no exercise of convertible securities, options, warrants or similar rights during the year.

Purchase, Sale or Redemption of the Company's Listed Securities

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

Pre-emptive Rights

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

主要客戶及供應商

截至二零零二年六月三十日止年度，本集團五大客戶及供應商所佔之營業額及購貨額佔本集團之營業總額及購貨總額分別不足30%。

企業管治

本公司全年一直遵照上市規則附錄十四所載之最佳應用守則行事。

本公司之審核委員會由潘順國先生及周美德先生正式組成，惟彼等已於二零零一年十一月三十日辭去審核委員會成員職務。簡堅良先生、梁雄健教授及葉培大教授已於同日獲委任為審核委員會之成員。

核數師

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

承董事會命

主席

簡文樂

香港

二零零二年十月二十五日

Major Customers and Suppliers

For the year ended 30 June 2002, the aggregate amount of turnover and purchases attributable to the Group's five largest customers and suppliers respectively represented less than 30% of the Group's total turnover and purchases.

Corporate Governance

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

The Company's audit committee formerly comprised Messrs. Poon Shun Kwok and Ronald Chow Mei Tak and they resigned as members of the audit committee on 30 November 2001. Mr. Leo Kan Kin Leung, Prof. Liang Xiong Jian and Prof. Ye Pei Da were appointed as members of the audit committee on the same day.

Auditors

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

On behalf of the Board

Paul KAN Man Lok

CHAIRMAN

Hong Kong

25 October 2002