

Notes to the Financial Statements 財務報告附註

For the year ended 30 June 2005 截至二零零五年六月三十日止年度

1. GENERAL

The Company was originally incorporated in the Cayman Islands but subsequently re-domiciled to Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. Its subsidiaries (the Company and its subsidiaries are hereinafter collectively referred to as the "Group") are principally engaged in sales of general systems products, provision of services and software licensing, leasing of systems products, investments in telecommunications networks and e-commerce projects and holding strategic investments in advanced technology product development companies.

2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

Since 2004, the Hong Kong Institute of Certified Public Accountants (the "HKICPA") issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards ("HKFRSs") and Interpretations (hereinafter collectively referred to as the "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005 except for HKFRS 3 "Business Combination". The Group has not early adopted these new HKFRSs in the financial statements for the year ended 30 June 2005.

HKFRS 3 is applicable to business combinations for which the agreement date is on or after 1 January 2005. The Group has not entered into any business combination for which the agreement date is on or after 1 January 2005. Therefore HKFRS 3 did not have any impact on the Group for the year ended 30 June 2005.

The Group has commenced considering the potential impact of other new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

1. 簡介

本公司原於開曼群島註冊成立，惟其後已遷冊往百慕達，其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司乃一間投資控股公司，其附屬公司（本公司及其附屬公司在下文統稱「本集團」）主要從事銷售一般系統產品、提供服務及軟件特許權、租賃系統產品、投資電訊網絡及電子商貿項目，以及於高科技產品開發公司持有策略性投資。

2. 新近頒佈會計準則產生之潛在影響

自二零零四年起，香港會計師公會（「香港會計師公會」）頒佈多項新訂或經修訂香港會計準則及香港財務報告準則（「香港財務報告準則」）與詮釋（下文統稱「新香港財務報告準則」）。除香港財務報告準則第3號「業務合併」外，該等新香港財務報告準則於二零零五年一月一日或以後開始之會計期間生效。本集團並無於截至二零零五年六月三十日止年度之財務報告提早採納該等新香港財務報告準則。

香港財務報告準則第3號適用於協議日期為二零零五年一月一日或以後之業務合併。本集團並無訂立任何協議日期為二零零五年一月一日或以後之業務合併。因此，香港財務報告準則第3號並無對本集團截至二零零五年六月三十日止年度構成任何影響。

本集團已開始考慮其他新香港財務報告準則之潛在影響，惟尚未釐定該等新香港財務報告準則會否對經營業績與財務狀況之編製及呈報方式構成重大影響。該等新香港財務報告準則或會導致未來業績及財務狀況之編製及呈報方式出現變動。

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 Company and its subsidiaries 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 or up to their effective dates of acquisition or disposal respectively.

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

Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary or an associate at the date of acquisition.

Goodwill arising on acquisition prior to 1 July 2001 continues to be held in reserves and will be charged to the income statement at the time of disposal of the relevant subsidiary or associate, or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisition after 1 July 2001, but before 1 January 2005, is capitalised and amortised on a straight line basis over its estimated economic useful life. Goodwill arising on acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Negative goodwill

Negative goodwill represents the excess of the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary or an associate at the date of acquisition over the cost of acquisition.

Negative goodwill arising on acquisition prior to 1 July 2001 continues to be held in reserves, and will be credited to income at the time of disposal of the relevant subsidiary or associate.

Negative goodwill arising on the acquisition of an associate after 1 July 2001 is deducted from the carrying value of that associate. Negative goodwill arising on the acquisition of subsidiaries after 1 July 2001 is presented separately in the balance sheet as a deduction from assets. Negative goodwill is released to income based on an analysis of the circumstances from which the balance resulted. To the extent that the negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight line basis over the remaining average useful life of the identifiable acquired depreciable assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable non-monetary assets, it is recognised in income immediately.

3. 主要會計政策

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

綜合基準

綜合財務報告包括本公司及其附屬公司截至每年六月三十日止之財務報告。

年內收購及出售之附屬公司業績分別由收購生效日期起及結算至出售生效日期止計入綜合損益表。

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

商譽乃指收購成本高於本集團於收購日期於附屬公司或聯營公司之可認定資產及負債之公平價值之權益之數額。

於二零零一年七月一日前進行收購所產生之商譽繼續持於儲備，並於出售有關附屬公司或聯營公司時，或釐定商譽出現減值當時自損益表扣除。

於二零零一年七月一日後但於二零零五年一月一日前進行收購所產生之商譽乃撥充資本，並於其估計可用經濟年期按直線法予以攤銷。收購聯營公司所產生之商譽乃計入聯營公司之賬面值。收購附屬公司所產生之商譽乃另行於資產負債表內獨立呈列。

負商譽

負商譽乃指本集團於收購日期於附屬公司或聯營公司之可認定資產及負債之公平價值之權益高於收購成本之數額。

於二零零一年七月一日前進行收購所產生之負商譽繼續持於儲備，並於出售有關附屬公司或聯營公司時計入收入。

於二零零一年七月一日後進行收購聯營公司所產生之負商譽乃自該聯營公司之賬面值中扣減。於二零零一年七月一日後進行收購附屬公司所產生之負商譽於資產負債表內獨立呈列作資產扣減。負商譽乃按產生結餘之情況分析撥回至收入。倘負商譽乃因收購日期之預計虧損或開支而產生，則負商譽會於有關虧損或開支產生期間撥回至收入。餘下負商譽乃按直線法於所購可認定之可折舊資產之尚餘可用年期確認為收入。倘負商譽高於所收購可認定非貨幣資產之總公平價值，則會即時確認為收入。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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

Income from certain e-commerce and telecommunications projects where the Group is contracted to receive a pre-determined minimum sum over the period of the projects is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment in these e-commerce and telecommunications projects. Income from other e-commerce and telecommunications projects are recognised when the Group's right to receive the distributions has been established.

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

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

Income from investments where the Group is contracted to receive a pre-determined minimum sum over the period of time is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment in these investments. Income from other investments in securities is recognised when the Group's right to receive payment has been established.

Property, plant and equipment

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

Costs incurred by the Group in establishing its telecommunications networks include, among other things, property and equipment, internally developed and acquired software, legal organisation costs and the acquisition of required licenses.

3. 主要會計政策 (續)

收入之確認

貨物銷售乃於貨物遞送及擁有權轉移時確認。

服務收入乃於提供服務時確認。

源自特許權之收入於有關之特許權協議正式訂立後確認。

就本集團已訂約據此於項目期間收取預定最低金額之若干電子商貿及電訊項目而言，其收入乃於會計期間分配，以便於該等電子商貿項目之投資淨值反映固定之定期回報率。其他電子商貿及電訊項目之收入乃於本集團收取分派之權利獲得確立時予以確認。

租金收入（包括來自經營租賃項下物業之預收租金）乃根據直線法在有關租賃年期內確認。

利息收入乃根據所存放之本金按存放時間以適用利率累計。

就本集團已訂約據此於有關期間收取預定最低金額之投資而言，其收入乃於會計期間分配，以便於該等投資之投資淨額反映固定之定期回報率。其他證券投資之收入乃於本集團收取款項之權利獲得確立時予以確認。

物業、廠房及設備

物業、廠房及設備乃按成本減除折舊及攤銷及任何累計減值虧損後列賬。

本集團設立電訊網絡所涉及之成本包括物業及設備、內部發展及收購軟件、法律團體費用及購入所需特許權等。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

Freehold land	Nil
Leasehold land	Over the shorter of the remaining unexpired terms of the relevant leases or 50 years
Buildings	2% – 5%
Plant and machinery and telecommunications networks	10% – 50%
Furniture and fixtures	20% – 33 $\frac{1}{3}$ %
Motor vehicles	25%

Plant and machinery and telecommunications networks are not depreciated until they are put into commercial use. Should the individual telecommunications network, completed or under development, become technologically obsolete or commercially not viable, the carrying value of the telecommunications network will be written off immediately to the income statement.

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

The gain or loss arising on 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.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備之成本值在考慮其預計剩餘價值後，以直線法折舊及攤銷，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	按有關契約之尚餘年期或50年，以較短者為準
樓宇	2%-5%
廠房、機器及電訊網絡	10%-50%
傢俬及裝置	20%-33 $\frac{1}{3}$ %
汽車	25%

廠房、機器及電訊網絡在投入商業用途之前均不計算折舊。倘已完成或研製中之個別電訊網絡在技術上已過時又或商業上不再可行，則電訊網絡之賬面值即時在損益表內撇銷。

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(以較短者為準)以自置資產相同之基準計算折舊。

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。

減值

於各結算日，本集團會審閱其資產之賬面值，以釐定是否有任何情況顯示該等資產已出現減值虧損。倘估計資產之可收回數額少於其賬面值，則資產之賬面值將會減少至其可收回數額。減值虧損即時確認作開支。

倘其後撥回減值虧損，則資產之賬面值會調高至重新估計之可收回數額，以使所增加之賬面值不會高於倘以往年度並無就資產確認減值虧損而原應釐定之賬面值。所撥回之減值虧損即時確認作收入。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets 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 respective leases 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 their rentals payable are charged to the income statement on a straight line basis over the term of the relevant lease.

Systems and networks

Systems and networks are stated at cost less amortisation and any accumulated impairment losses.

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.

Development cost that cannot fulfil the above conditions is recognised as an expense in the period in which it is incurred. Systems and networks which are developed and 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.

Systems and networks that are not yet available for use are stated at cost less any accumulated impairment losses. Impairment testing is performed at least annually.

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經營租賃，其應付之租金以直線法按租賃年期自損益表扣除。

系統及網絡

系統及網絡乃按成本減攤銷及任何累計減值虧損列賬。

系統及網絡為本集團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：

- 所設立之資產為可以辨認（如軟件及新程序）；
- 所設立之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。

未能滿足上述條件之開發成本於產生期間確認為支出。能滿足上述條件之已開發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款額減至低於其賬面值，則扣減其賬面值以反映有關減值。

尚未啟用之系統及網絡按成本減任何累計減值虧損列賬。最少每年進行一次減值測試。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

Investments in e-commerce projects

Investments in e-commerce projects represent the Group's investment costs incurred on internet-based business projects over which the Group received distributions from these projects based on an agreed percentage of the net revenue of each project or a pre-determined guaranteed return over a fixed period of time. Payments receivables each year for projects with pre-determined return are apportioned between income and reduction of the carrying value of the investments so as to reflect a constant periodic rate of return on the net investment in these e-commerce projects. Where the estimated recoverable amount of these investments falls below their carrying amount, the carrying amount of the investments, to the extent that it is considered to be irrecoverable, is written off immediately to the income statement.

Investments in subsidiaries

Investments in subsidiaries are included in the balance sheet of the Company at cost or carrying value, less any identified impairment loss. Results in subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

Investments in telecommunications projects

Investments in telecommunications projects represent the Group's investment costs incurred on telecommunications projects over which the Group receives distributions from these projects based on an agreed percentage of the net revenue of each project or a pre-determined guaranteed return over a fixed period of time. Payments receivables each year for projects with pre-determined return are apportioned between income and reduction of the carrying value of the investments so as to reflect a constant periodic rate of return on the net investment in these telecommunications projects. Where the estimated recoverable amount of these investments, to the extent that it is considered to be irrecoverable, is written off immediately to the income statement.

3. 主要會計政策 (續)

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。

電子商貿項目之投資

電子商貿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或固定期間之預定保證回報收取有關該等項目之分派。就設有預定回報之項目而言，每年之應收款項乃分配至收入及投資賬面值減幅，以便於該等電子商貿項目之投資淨值反映固定之定期回報率。倘若該等投資之估計可收回金額低於其賬面值，則該等投資之賬面值於被認為不可收回之前提下，會即時撇銷至損益表。

附屬公司之投資

附屬公司之投資乃按成本值或賬面值減任何經認定之減值虧損後計入本公司之資產負債表內。本公司於年內之已收及應收股息入賬列作附屬公司之業績。

電訊項目投資

電訊項目投資指本集團就有關電訊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或固定期間之預定保證回報收取有關該等項目之分派。就設有預定回報之項目而言，每年之應收款項乃分配至收入及投資賬面值減幅，以便於該等電訊項目之投資淨值反映固定之定期回報率。倘若該等投資之估計可收回金額低於其賬面值，則該等投資之賬面值於被認為不可收回之前提下，會即時撇銷至損益表。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates

The results and assets and liabilities of associates are incorporated in the financial statements using the equity method of accounting. The carrying amount of such interest is reduced to recognise any identified impairment loss in the value of individual investments.

Investments

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

Investment securities without guaranteed return

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.

Investments with guaranteed return

Certain investments represent the Group's investment costs over which the Group receives distributions from the investees or other parties on a pre-determined guaranteed return over a fixed period of time. Payments receivables each year for investments with pre-determined return are apportioned between income and reduction of the carrying value of the investments so as to reflect a constant periodic rate of return on the net investment.

Patents

The costs of patents are written off to the income statement in the year of acquisition.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Convertible bonds

Convertible bonds are regarded as liabilities unless conversion actually occurs.

The costs incurred in connection with the issue of convertible bonds are charged immediately to the income statement.

3. 主要會計政策 (續)

聯營公司之投資

聯營公司之業績、資產與負債以權益會計法計入財務報告內。該等權益之賬面值予以減少以確認個別投資價值中之任何經認定減值虧損。

投資

投資乃以交易日期基準確認及初步以成本值計算。

無保證回報之投資證券

投資(持至到期日之債務證券除外)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)乃於日後呈報日期按成本計算,並減去任何非暫時之減值準備。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。

有保證回報之投資

若干投資指本集團於固定期間按預定保證回報收取接受投資公司或其他方之分派之投資成本,每年按預定回報應收投資之款項,乃於投資之收入與投資面值減少之間分配,以便於投資淨值反映固定之定期回報率。

專利權

專利權費用於收購年度之損益表中撇銷。

存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本按先入先出法計算。

可換股債券

除非可換股債券已獲確實兌換,否則乃視作負債。

因發行可換股債券所引致之費用即時自損益表扣除。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable and deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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.

In preparing the consolidated financial statements, the results of operations outside Hong Kong are translated using the average exchange rates for the year. The assets and liabilities of the operations outside Hong Kong are translated using the rates ruling on the balance sheet date. On consolidation, any differences arising on translation of operations outside Hong Kong are dealt with in the translation reserve.

3. 主要會計政策 (續)

稅項

所得稅支出指現時應繳之稅項及遞延稅項。

現時應繳之稅項乃按年度之應課稅溢利計算。應課稅溢利與計入損益表之純利有別，因為其不包括其他年度之應課稅或可扣稅收支項目，且其不包括永不可課稅及扣稅之損益表項目。

遞延稅項指預期就財務報告中資產與負債之賬面值與計算應課稅溢利所用之相應稅基之間之差額所應付或可收回之稅項，並按資產負債表負債法計算。遞延稅項負債一般就所有臨時應課稅差額確認，而遞延稅項資產亦會予以確認，直至應課稅溢利將可用作抵銷可扣稅臨時差額。倘因商譽或因初步確認交易中（業務合併除外）資產與負債所產生之臨時差額並不影響應課稅溢利或會計溢利，則該等資產與負債乃不予確認。

遞延稅項負債乃就於附屬公司及聯營公司之投資所產生之應課稅臨時差額予以確認，惟倘本集團能控制撥回臨時差額，且臨時差額可能將不會於可見將來撥回時則除外。

遞延稅項資產之賬面值乃於各結算日審閱，並於再無足夠之應課稅溢利將容許收回全部或部分資產時扣減。

當負債已清償或資產已變現時，遞延稅項乃按預期於期間適用之稅率計算。遞延稅項乃於損益表中扣除或計入，惟倘遞延稅項與直接計入股本或自股本中扣除項目有關時，則遞延稅項亦於股本中處理。

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。匯兌盈虧概撥入損益表中處理。

於編製綜合財務報告時，香港以外地區業務之業績乃以年內之平均匯率換算。香港以外地區業務之資產與負債乃按結算日之適用匯率換算。於綜合賬目時，換算香港以外地區業務所產生之任何差額乃於換算儲備內處理。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit cost

Payments to the Group's defined contribution retirement benefit schemes are charged as expenses as they fall due.

For the Group's defined benefit retirement benefit schemes, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses which exceed 10% of the greater of the present value of the Group's pension obligations and the fair value of scheme assets are amortised over the expected average remaining working lives of the participating employees. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight line basis over the average period until the amended benefits become vested.

The amount recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised actuarial gains and losses and unrecognised past service cost, and as reduced by the fair value of scheme assets.

4. TURNOVER AND SEGMENT INFORMATION

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

3. 主要會計政策 (續)

退休福利成本

向本集團定額供款退休福利計劃支付供款於到期付款日列作支出。

就本集團之定額退休福利計劃而言，提供福利之成本乃以預計單位貸記法釐定，並於各結算日進行精算估值。精算收益及虧損如超出本集團公積金承擔之現值及計劃資產之公平價值（以較高者為準）10%，則會按參與計劃之僱員之預期餘下服務年期予以攤銷。過往之服務成本乃即時確認，惟以經已歸屬之福利為限，否則會於平均期間按直線基準攤銷，直至經修訂之福利收入歸屬為止。

於資產負債表所確認之金額指定額福利承擔之現值，並經就未確認之精算收益及虧損及未確認之過往服務成本作出調整，以及按計劃資產之公平價值扣減。

4. 營業額及分類資料

營業額指年內本集團就向外界顧客出售產品及提供服務之已收及應收款項淨額，已收及應收之特許權費用，以及源自本集團於電訊及電子商貿項目之投資及策略性投資之已收及應收分派／股息。

4. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Business segments

For management purposes, the Group is currently organised into six main operating business – sales of general systems products, provision of services and software licensing, leasing of systems products, investments in telecommunications networks and e-commerce projects and holding strategic investments in advanced technology product development companies. These businesses are the basis on which the Group reports its primary segment information.

4. 營業額及分類資料 (續)

(a) 業務分類

為方便管理，本集團之業務現分為六項主要經營業務－銷售一般系統產品、提供服務及軟件特許權、租賃系統產品、電訊網絡與電子商貿項目之投資，以及持有高科技產品開發公司之策略性投資。此等業務乃本集團主要分類資料之報告基準。

		Sales of general systems products 銷售一般系統產品 HK\$'000 千港元	Provision of services and software licensing 提供服務及軟件特許權 HK\$'000 千港元	Leasing of systems products 租賃系統產品 HK\$'000 千港元	Investments in telecommunications networks and projects 電訊網絡及項目之投資 HK\$'000 千港元	Investments in e-commerce projects 電子商貿項目之投資 HK\$'000 千港元	Strategic investments 策略性投資 HK\$'000 千港元 (附註)	Consolidated 綜合 HK\$'000 千港元
Year ended 30 June 2005	截至二零零五年六月三十日止年度							
TURNOVER	營業額							
External and total revenue	對外銷售及總收益	1,562,813	772,841	10,999	28,357	30,685	56,015	2,461,710
RESULTS	業績							
Segment result	分類業績	193,740	314,553	3,329	27,096	29,268	14,619	582,605
Interest income	利息收入							17,776
Unallocated corporate expenses	未分配公司開支							(14,240)
Profit from operations	經營溢利							586,141
Finance costs	財務成本							(12,557)
Profit before taxation	除稅前溢利							573,584
Taxation	稅項							(517)
Profit before minority interests	未計少數股東權益之溢利							573,067
Minority interests	少數股東權益							(114,341)
Net profit for the year	本年度純利							458,726
As at 30 June 2005	於二零零五年六月三十日							
ASSETS	資產							
Segment assets	分類資產	2,747,515	262,500	7,436	305,910	304,996	1,183,298	4,811,655
Unallocated corporate assets	未分配公司資產							749,427
Consolidated total assets	綜合總資產							5,561,082
LIABILITIES	負債							
Segment liabilities	分類負債	140,360	42,520	7,743	-	8,580	-	199,203
Unallocated corporate liabilities	未分配公司負債							198,668
Consolidated total liabilities	綜合總負債							397,871
OTHER INFORMATION	其他資料							
Allowance for bad and doubtful debts	呆賬撥備	-	558	-	-	-	-	558
Capital additions of property, plant and equipment	物業、廠房及設備之資本添置	5,829	2,901	392	-	-	-	9,122
Capital additions of deposits	按金之資本添置	920,400	-	-	-	-	132,600	1,053,000
Depreciation and amortisation	折舊及攤銷	11,426	186,464	764	-	-	-	198,654
Impairment losses recognised for investments	就投資所確認之減值虧損	-	-	-	-	-	36,429	36,429
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	123	(47)	-	-	-	-	76

Note: Included in turnover of strategic investments is dividend income from investments of HK\$618,000.

附註：策略性投資之營業額為源自投資之股息收入618,000港元。

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4. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Business segments (Continued)

4. 營業額及分類資料 (續)

(a) 業務分類 (續)

		Sales of general systems products 銷售一般系統產品 HK\$'000 千港元	Provision of services and software licensing 提供服務及軟件特許權 HK\$'000 千港元	Leasing of systems products 租賃系統產品 HK\$'000 千港元	Investments in tele-communications networks and projects 電訊網絡及項目之投資 HK\$'000 千港元	Investments in e-commerce projects 電子商貿項目之投資 HK\$'000 千港元	Strategic investments 策略性投資 HK\$'000 千港元 (Note) (附註)	Consolidated 綜合 HK\$'000 千港元
Year ended 30 June 2004	截至二零零四年六月三十日止年度							
TURNOVER	營業額							
External and total revenue	對外銷售及總收益	1,435,394	659,854	17,353	82,810	32,121	22,436	2,249,968
RESULTS	業績							
Segment result	分類業績	115,016	237,723	8,253	1,246	15,548	1,459	379,245
Interest income	利息收入							14,100
Unallocated corporate expenses	未分配公司開支							(10,982)
Profit from operations	經營溢利							382,363
Gain on disposal of subsidiaries	出售附屬公司收益							60
Finance costs	財務成本							(18,439)
Profit before taxation	除稅前溢利							363,984
Taxation	稅項							(704)
Profit before minority interests	未計少數股東權益之溢利							363,280
Minority interests	少數股東權益							(66,730)
Net profit for the year	本年度純利							296,550
As at 30 June 2004	於二零零四年六月三十日							
ASSETS	資產							
Segment assets	分類資產	2,055,061	173,231	12,140	394,268	366,073	1,214,242	4,215,015
Unallocated corporate assets	未分配公司資產							730,927
Consolidated total assets	綜合總資產							4,945,942
LIABILITIES	負債							
Segment liabilities	分類負債	122,817	32,056	11,816	-	9,360	-	176,049
Unallocated corporate liabilities	未分配公司負債							180,885
Consolidated total liabilities	綜合總負債							356,934
OTHER INFORMATION	其他資料							
Capital additions of property, plant and equipment	物業、廠房及設備之資本添置	5,410	2,154	566	-	-	-	8,130
Capital additions of systems and networks	系統及網絡之資本添置	324,480	-	-	-	-	-	324,480
Capital additions of deposits	按金之資本添置	530,446	-	-	-	-	253,500	783,946
Depreciation and amortisation	折舊及攤銷	17,051	215,040	4,479	78,465	-	-	315,035
Loss on disposal of systems and networks	出售系統及網絡虧損	-	74,743	-	-	-	-	74,743
Impairment losses recognised for interest in e-commerce projects	就電子商貿項目權益所確認之減值虧損	-	-	-	-	12,749	-	12,749
Impairment losses recognised for investments in securities	就證券投資所確認之減值虧損	-	-	-	-	-	17,060	17,060
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	93	(122)	-	-	-	-	(29)

Note: Included in turnover of strategic investments is dividend income from investments of HK\$8,236,000.

附註：計入策略性投資之營業額為源自投資之股息收入8,236,000港元。

4. TURNOVER AND SEGMENT INFORMATION (Continued)

(b) Geographical segments

- (i) The following table provides an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods/services:

		Revenue by geographical segment 按地區分類劃分之收入 year ended 30 June 截至六月三十日止年度		Profit from operations 經營溢利 year ended 30 June 截至六月三十日止年度	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
People's Republic of China (the "PRC") including Hong Kong and Macau	中華人民共和國 〔「中國」〕·包括 香港及澳門	1,823,409	1,736,013	425,775	257,859
Europe	歐洲	408,875	352,835	72,560	71,294
Others	其他	229,426	161,120	87,806	53,210
Consolidated total	綜合總計	2,461,710	2,249,968	586,141	382,363

- (ii) The following is an analysis of the carrying amount of segment assets, and capital additions to property, plant and equipment, systems and networks, interest in e-commerce projects and telecommunications projects and strategic investments in advanced technology product development companies, analysed by the geographical market to which the assets are located:

		Carrying amount of segment assets 分類資產之賬面值		Capital additions 資本添置	
		30.6.2005 二零零五年 六月三十日 HK\$'000 千港元	30.6.2004 二零零四年 六月三十日 HK\$'000 千港元	30.6.2005 二零零五年 六月三十日 HK\$'000 千港元	30.6.2004 二零零四年 六月三十日 HK\$'000 千港元
The PRC including Hong Kong and Macau	中國·包括香港 及澳門	3,563,836	3,482,958	1,190	325,370
Europe	歐洲	140,163	137,759	269	6,465
Others	其他	1,857,083	1,325,225	1,060,663	784,721
		5,561,082	4,945,942	1,062,122	1,116,556

5. OTHER OPERATING INCOME

Included in other operating income is interest earned on bank deposits and balances of HK\$17,776,000 (2004: HK\$14,100,000).

4. 營業額及分類資料(續)

(b) 地區分類

- (i) 下表載列本集團按地區市場劃分之收入分析(不論貨品/服務之來源地):

- (ii) 下表載列本集團按資產所在地區市場劃分之分類資產賬面值, 以及物業、廠房及設備、系統及網絡之資本添置、電子商貿及電訊項目權益, 以及於高科技產品開發公司之策略性投資分析:

5. 其他經營收入

其他經營收入指銀行存款及結存 17,776,000 港元(二零零四年: 14,100,000 港元)所賺取之利息。

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6. LOSS ON DISPOSAL OF SYSTEMS AND NETWORKS

In 2004, the Group transferred its interest in certain systems and networks with an aggregate carrying value of HK\$593,832,000 to various investment holding companies and in return obtained equity interests in these investment holding companies. The fair values of these investments of HK\$519,089,000 were estimated based on expected cash flows projection from such investments resulting in a loss on disposal of HK\$74,743,000.

6. 出售系統及網絡之虧損

於二零零四年，本集團將其於若干系統及網絡總面值為593,832,000港元之利益轉讓予多家投資控股公司，作為回報，本集團獲得此等投資控股公司之股權。此等投資之公平值為519,089,000港元，乃按預期來自該等投資之現金流量估計得出，導致出售虧損74,743,000港元。

7. PROFIT FROM OPERATIONS

7. 經營溢利

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 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))	6,650	4,482
Staff costs excluding directors' remuneration	職工成本 (不包括董事酬金)	104,048	99,648
Actuarial losses recognised	已確認之精算虧損	-	446
Retirement benefit scheme contributions (Note (ii))	退休福利計劃供款 (附註(ii))	8,208	4,389
Total staff costs	職工成本總額	118,906	108,965
Amortisation of systems and networks	系統及網絡之攤銷	180,508	287,844
Depreciation on:	折舊：		
Owned assets	自置資產	18,115	27,125
Assets under finance leases	融資租賃之資產	31	66
		198,654	315,035
Auditors' remuneration	核數師酬金	3,610	3,960
Cost of inventories recognised	已確認存貨之成本	562,446	553,644
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	76	-
Allowance for bad and doubtful debts	呆壞賬撥備	558	-
Minimum lease payments paid under operating leases in respect of:	按照經營租賃已付之租賃		
Rented premises	最低付款額包括： 租賃物業	4,723	6,219
Machinery and equipment	機器及設備	1,479	1,546
and after crediting:	及已計入：		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	29
Release of negative goodwill arising from increase in interest in a subsidiary	確認於附屬公司權益增加所致之負商譽之收入	2,478	1,291
Rental income from leasing of plant and machinery and telecommunications networks	租賃廠房與機器及電訊網絡所得之租金收入	15,325	17,352

7. PROFIT FROM OPERATIONS (Continued)

Notes:

(i) Information regarding directors' and employees' emoluments

Year ended 30 June 2005

		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total directors' emoluments 董事酬金 總額 HK\$'000 千港元
Name of executive directors	執行董事姓名				
Mr. Paul Kan Man Lok	簡文樂先生	–	2,271	21	2,292
Mr. Leo Kan Kin Leung	簡堅良先生	5	1,800	12	1,817
Mr. Lai Yat Kwong	黎日光先生	2	1,429	15	1,446
Name of non-executive directors	非執行董事姓名				
Mr. Francis Gilbert Knight	Francis Gilbert Knight先生	10	90	–	100
Prof. Liang Xiong Jian	梁雄健教授	10	5	–	15
Prof. Ye Pei Da	葉培大教授	10	5	–	15
Mr. Frank Bleackley	Frank Bleackley先生	10	33	–	43
Mr. Terry John Miller	苗禮先生	5	92	–	97
Ms. Shirley Ha Suk Ling	夏淑玲女士	5	808	12	825
		57	6,533	60	6,650

Year ended 30 June 2004

截至二零零四年六月三十日止年度

		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total directors' emoluments 董事酬金 總額 HK\$'000 千港元
Name of executive directors	執行董事姓名				
Mr. Paul Kan Man Lok	簡文樂先生	–	2,271	21	2,292
Mr. Leo Kan Kin Leung	簡堅良先生	–	1,083	12	1,095
Mr. Lai Yat Kwong	黎日光先生	–	860	15	875
Name of non-executive directors	非執行董事姓名				
Mr. Francis Gilbert Knight	Francis Gilbert Knight先生	10	90	–	100
Prof. Liang Xiong Jian	梁雄健教授	10	5	–	15
Prof. Ye Pei Da	葉培大教授	10	5	–	15
Mr. Frank Bleackley	Frank Bleackley先生	10	30	–	40
Mr. Terry John Miller	苗禮先生	5	45	–	50
Ms. Jennifer Cheung Mei Ha	張美霞女士	–	–	–	–
		45	4,389	48	4,482

The remuneration for non-executive directors comprises directors' fees and other emoluments which vary with the number of committees on which they serve.

非執行董事之酬金包括董事袍金及其他酬金，視乎董事出任之委員會數目而有所不同。

7. 經營溢利 (續)

附註:

(i) 有關董事與僱員酬金之資料

截至二零零五年六月三十日止年度

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7. PROFIT FROM OPERATIONS (Continued)

Notes: (Continued)

(i) Information regarding directors' and employees' emoluments (Continued)

Employees

The five highest paid individuals of the Group included three (2004: two) directors of the Company, details of whose emoluments are set out above. The emoluments of the remaining two (2004: three) highest paid employees of the Group, not being a director of the Company, are as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,427	3,565
Performance related incentive payments	按工作表現發放之獎金	181	68
Retirement benefit scheme contributions	退休福利計劃供款	431	236
		3,039	3,869

Emoluments of these employees were within the following bands:

此等僱員之酬金介乎下列範圍:

		Number of employee(s) 僱員人數	
		2005 二零零五年	2004 二零零四年
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	1	3
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	1	–

(ii) Retirement benefit scheme contributions

(ii) 退休福利計劃供款

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Retirement benefit scheme contributions to the Group's defined contribution scheme	向本集團之定額供款計劃支付之退休福利計劃供款	874	1,072
Retirement benefit scheme contributions to the Group's defined benefit scheme	向本集團之定額福利計劃支付之退休福利計劃供款	7,394	3,365
		8,268	4,437

Defined contribution scheme

Certain subsidiaries of the Company have a retirement benefit scheme covering a portion of their employees. The assets of the scheme are held separately from those of the Group in funds under the control of an independent trustee.

The retirement benefit scheme contributions charged to the consolidated income statement represent contributions payable to the funds by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contribution payable by the Group is reduced by the amount of forfeited contributions.

At the balance sheet date, there were no forfeited contributions which arose upon employees leaving the scheme and which are available to reduce the contributions payable in the future years (2004: nil).

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.

定額供款計劃

本公司屬下若干附屬公司為大部分僱員設立一項退休福利計劃。該項計劃之資產與本集團之資產分開持有，並存於由獨立受託人控制之基金內。

自綜合損益表扣除之退休福利計劃供款乃本集團按計劃規則指定之比率應付有關基金之供款。倘僱員於合資格領取全部供款之前退出計劃，本集團須於應付之供款減除已沒收之供款。

於結算日，並沒有因僱員退出計劃而產生之沒收供款，此等供款可用以扣減未來數年應付供款（二零零四年：無）。

自二零零零年十二月起，本集團讓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。自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指定之比率就強積金計劃作出之供款。

7. 經營溢利 (續)

附註：(續)

(i) 有關董事與僱員酬金之資料 (續)

僱員

本集團五名最高薪人士包括三名（二零零四年：兩名）本公司董事，其酬金詳情載於上文。本集團其餘兩名（二零零四年：三名）最高薪人士（並非本公司之董事）之酬金如下：

7. PROFIT FROM OPERATIONS (Continued)

Notes: (Continued)

(ii) Retirement benefit scheme contributions (Continued)

Defined benefit scheme

Certain subsidiaries of the Company 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.

The contributions which are determined by a qualified actuary on the basis of triennial valuations using the projected unit credit method are charged to the income statement. Under the scheme, the employees are entitled to a pension between 1.67% and 2.50% of final salary for each year of pensionable service at a normal age of 65. No other post-retirement benefits are provided. The most recent actuarial valuation of scheme assets and the present value of the defined benefit obligations were carried out at 31 December 2003 by Ms. Alison Bostock, Fellow of the Institute of Actuaries, and were updated to 30 June 2005 for the accounting reporting purpose. 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.

The main actuarial assumptions used were as follows:

		30.6.2005 二零零五年 六月三十日	30.6.2004 二零零四年 六月三十日
Discount rate	貼現率	5.00%	5.70%
Expected return on scheme asset	預期之計劃資產回報	6.40%	7.60%
Expected rate of salary increase	預期之薪金升幅	2.80%	3.00%
Future pension increases	未來之退休金升幅	2.80%	3.00%

The actual valuation updated to 30 June 2005 showed that the market value of the scheme assets was HK\$207,735,000 (2004: HK\$189,951,000) and that the actuarial value of these assets represented 61% (2004: 65%) of the benefits that had accrued to members. The shortfall of HK\$12,777,000, which was the excess of net unrecognised actuarial losses over the greater of 10% of the fair value of scheme assets and 10% of the present value of funded obligations, was to be cleared over the estimated remaining service period of current membership of 10 years.

Amounts recognised in the consolidated income statement in respect of the defined benefit pension scheme are as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Current service cost	現行服務成本	7,394	3,365
Net actuarial losses	精算虧損淨額	-	446
		7,394	3,811

The charge for the year has been included in general and administrative expenses.

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

本公司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、僱員身故時之最後收益及撫恤金。以月薪計及年滿21歲之所有僱員可選擇參加上述計劃。

根據合資格精算師每隔三年按預計單位貸記法進行估值釐定之供款，乃於損益表中扣除。根據該計劃，僱員一般於年屆65歲時就每年提供可獲退休金之服務應得之退休金介乎最終薪金之1.67%至2.50%之間。本集團並無提供其他退休後福利。最近之計劃資產精算估值及定額福利承擔現值乃於二零零三年十二月三十一日由精算學會成員Alison Bostock女士進行，並已於二零零五年六月三十日更新以便進行會計申報事宜。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。

所用之主要精算假設如下:

		30.6.2005 二零零五年 六月三十日	30.6.2004 二零零四年 六月三十日
Discount rate	貼現率	5.00%	5.70%
Expected return on scheme asset	預期之計劃資產回報	6.40%	7.60%
Expected rate of salary increase	預期之薪金升幅	2.80%	3.00%
Future pension increases	未來之退休金升幅	2.80%	3.00%

更新至二零零五年六月三十日之精算估值顯示，計劃資產之市值為207,735,000港元（二零零四年：189,951,000港元），而該等資產之精算價值為僱員應得福利之61%（二零零四年：65%）。為數12,777,000港元之缺額，即未確認精算虧損淨額超出計劃資產公平值之10%或已注資承擔現值之10%（以較高者為準）之數額，於現職僱員之預計剩餘服務年期（以10年估計）內清還。

就定額福利退休計劃於綜合損益表中確認之金額如下:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Current service cost	現行服務成本	7,394	3,365
Net actuarial losses	精算虧損淨額	-	446
		7,394	3,811

本年度支出已計入一般及行政開支。

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7. PROFIT FROM OPERATIONS (Continued)

Notes: (Continued)

(ii) Retirement benefit scheme contributions (Continued)

Defined benefit scheme

The amount included in the balance sheet arising from the Group's obligations in respect of its defined benefit pension scheme is as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Fair value of scheme assets	計劃資產之公平值	207,735	189,951
Present value of funded obligations	已注資承擔之現值	(339,292)	(294,417)
Net unrecognised actuarial losses	未確認之精算虧損淨額	46,706	18,697
		(84,851)	(85,769)

Movements in the net liability in the both years were as follows:

兩個年度之負債淨額變動如下:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
At beginning of the year	年初	(85,769)	(78,114)
Currency realignment	匯兌調整	1,151	(7,370)
Amount charged to the consolidated income statement	在綜合損益表扣除之款項	(7,394)	(3,811)
Contributions	供款	7,161	3,526
At end of the year	年結	(84,851)	(85,769)

8. FINANCE COSTS

8. 財務成本

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸之利息:		
– wholly repayable within five years	– 於五年內悉數償還	8,141	16,101
– not wholly repayable within five years	– 毋須於五年內悉數償還	–	175
Finance charges on finance leases	融資租賃之財務費用	37	120
Issue costs of convertible bonds	可換股債券之發行成本	4,379	2,043
		12,557	18,439

9. TAXATION

9. 稅項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The charge comprises:	稅項支出包括:		
Hong Kong Profits Tax	香港利得稅		
– current year	– 本年度	30	241
– underprovision in prior years	– 過往年度不足撥備	62	262
Taxation in other jurisdictions	其他司法權區稅項	443	214
		535	717
Deferred taxation (note 29)	遞延稅項(附註29)	(18)	(13)
		517	704

Hong Kong Profits Tax is calculated at 17.5% (2004: 17.5%) 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 such profit is either exempted or not subject to taxation in any other jurisdictions.

Details of deferred taxation for the year are set out in note 29.

The tax charge for the year can be reconciled to the profit per the income statement as follows:

香港利得稅乃以源自香港之估計應課稅溢利按17.5%(二零零四年:17.5%)之稅率計算。其他司法權區稅項乃按個別司法權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自香港賺取,亦非源自香港,故毋須繳納香港利得稅,而此等溢利已獲豁免或毋須繳納任何其他司法權區之稅項。

本年度遞延稅項之詳情載於附註29。

本年度之稅項支出與損益表之溢利對賬如下:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	573,584	363,984
Tax at Hong Kong Profits Tax rate of 17.5% (2004: 17.5%)	按香港利得稅率17.5%計算之稅項(二零零四年:17.5%)	100,377	63,697
Tax effect of profit exempted or not subject to taxation in other jurisdictions	於其他司法權區獲豁免繳稅或毋須課稅之溢利之稅務影響	(105,111)	(60,304)
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法權區經營之不同稅率之影響	177	71
Tax effect of expenses not deductible for tax purposes	不可就稅務目的扣減之開支之稅務影響	2,272	1,145
Tax effect of income not taxable for tax purposes	毋須就稅務目的繳稅之收入之稅務影響	(1,098)	(4,457)
Tax effect on utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅務影響	(387)	(805)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	6,238	2,311
Underprovision in prior years	過往年度不足撥備	62	262
Others	其他	(2,013)	(1,216)
Taxation for the year	本年度之稅項	517	704

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10. DIVIDENDS

10. 股息

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Final dividend proposed in scrip form equivalent to 3.1 cents (2004: 2.7 cents) per share, with a cash option	按以股代息方式派付之擬派末期股息相等於每股3.1港仙 (二零零四年: 2.7港仙) 可選擇現金	38,514	31,957
Interim dividend paid in scrip form equivalent to 1.7 cents (2004: 1.6 cents) per share, with a cash option	按以股代息方式派付之中期股息相等於每股1.7港仙 (二零零四年: 1.6港仙) 可選擇現金	20,954	15,456
Underprovision in prior year	上年度不足撥備	399	7,891
		59,867	55,304

The proposed final dividend for 2005 is based on 1,242,387,337 shares in issue at 30 June 2005.

二零零五年度擬派末期股息乃按於二零零五年六月三十日之已發行股份1,242,387,337股為基準計算。

11. EARNINGS PER SHARE

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

11. 每股盈利

基本及經攤薄每股盈利乃按下列數據計算:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (As stated) (重列)
Earnings for the purpose of calculating basic earnings per share	以計算基本每股盈利之盈利	458,726	296,550
Effect of dilutive potential ordinary shares:	普通股之潛在攤薄影響:		
Interest on convertible bonds	可換股債券之利息	466	687
Issue costs of convertible bonds (Note 1)	可換股債券之發行費用 (附註1)	2,072	2,043
Effect of convertible bonds of a subsidiary	一家附屬公司可換股債券之影響	(3,473)	-
Earnings for the purpose of calculating diluted earnings per share	以計算經攤薄每股盈利之盈利	457,791	299,280

		Number of shares (In '000) 股份數目 (以千股計)	
		2005 二零零五年	2004 二零零四年
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	1,209,115	922,938
Effect of dilutive potential ordinary shares:	普通股之潛在攤薄影響:		
Convertible bonds	可換股債券	35,659	50,033
Warrants (Note 2)	認股權證 (附註2)	-	14,873
		35,659	64,906
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	1,244,774	987,844

11. EARNINGS PER SHARE (Continued)

Notes:

- For the purpose of calculating the diluted earnings per share, the effect of issue costs of convertible bonds has been taken into account and accordingly the comparative figure has been restated.
- The computation of diluted earnings per share for 2005 does not assume the exercise of the Company's outstanding warrants as the exercise price of those warrants is higher than the average market price for shares for 2005.

11. 每股盈利(續)

附註:

- 就計算經攤薄每股盈利而言，已計入可換股債券發行費用之影響，並因而重列比較數字。
- 由於本公司尚未行使認股權證之行使價高於股份於二零零五年之平均市價，故於計算二零零五年經攤薄每股盈利時，並無假設該等認股權證獲行使。

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Land and buildings	Plant and machinery and telecommunications networks 廠房與機器及電訊網絡	Furniture and fixtures	Motor vehicles	Total
		土地及樓宇 HK\$'000 千港元	及電訊網絡 HK\$'000 千港元	傢俬及裝置 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
THE GROUP	本集團					
COST	成本值					
At 1 July 2004	於二零零四年七月一日	61,321	1,001,774	15,478	12,177	1,090,750
Currency realignment	匯兌調整	(216)	(832)	–	–	(1,048)
Additions	添置	–	8,394	151	577	9,122
Disposals	出售	–	(24,133)	–	(2,509)	(26,642)
Transferred to inventories	撥入存貨	–	(393)	–	–	(393)
At 30 June 2005	於二零零五年六月三十日	61,105	984,810	15,629	10,245	1,071,789
DEPRECIATION	折舊					
At 1 July 2004	於二零零四年七月一日	18,802	967,117	15,058	11,065	1,012,042
Currency realignment	匯兌調整	(63)	(2,149)	–	–	(2,212)
Provided for the year	年內撥備	1,985	15,368	333	460	18,146
Eliminated on disposals	出售時撇除	–	(23,816)	–	(2,450)	(26,266)
Eliminated on transfer to inventories	撥入存貨時撇除	–	(368)	–	–	(368)
At 30 June 2005	於二零零五年六月三十日	20,724	956,152	15,391	9,075	1,001,342
NET BOOK VALUES	賬面淨值					
At 30 June 2005	於二零零五年六月三十日	40,381	28,658	238	1,170	70,447
At 30 June 2004	於二零零四年六月三十日	42,519	34,657	420	1,112	78,708

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12. PROPERTY, PLANT AND EQUIPMENT (Continued)

12. 物業、廠房及設備 (續)

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The net book values of the Group's property interests comprise:	本集團之物業權益賬面淨值包括:		
Freehold properties held outside Hong Kong	於香港以外地區持有之永久業權物業	15,042	15,735
Leasehold properties:	契約物業:		
Held in Hong Kong	於香港持有		
– long leases	– 長期契約	17,013	18,231
– medium term leases	– 中期契約	3,334	3,334
Held outside Hong Kong	於香港以外地區持有		
– long leases	– 長期契約	1,198	1,212
– medium term leases	– 中期契約	3,794	4,007
		40,381	42,519
Net book value of plant and machinery and telecommunications networks held under finance leases	按融資租賃持有之廠房與機器及電訊網絡之賬面淨值	133	871
The Group leases equipment to customers on operating leases terms. The net book value of such equipment, which is included in plant and machinery and telecommunications networks, is as follows:	本集團按經營租賃條款租賃器材予客戶。有關器材之賬面淨值已包括在廠房與機器及電訊網絡內，載列如下:		
Customer equipment at cost	客戶器材·按成本值	110,060	117,506
Less: Accumulated depreciation	減: 累計折舊	(103,137)	(108,818)
Net book value	賬面淨值	6,923	8,688

At 30 June 2005, certain land and buildings of the Group with a net book value of HK\$10,277,000 (2004: HK\$10,467,000) were pledged to a bank as security for banking facilities granted to the Group.

本集團於二零零五年六月三十日賬面淨值為10,277,000港元(二零零四年: 10,467,000港元)之若干土地及樓宇已抵押予銀行，作為本集團獲授銀行融資之擔保。

13. SYSTEMS AND NETWORKS

13. 系統及網絡

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
COST			
At beginning of the year	按成本值 年初	1,230,128	1,430,521
Additions	添置	-	324,480
Transferred from deposits	撥自按金	530,446	279,240
Transferred to investments	撥入投資	-	(804,113)
At end of the year	年結	1,760,574	1,230,128
AMORTISATION			
At beginning of the year	攤銷 年初	245,219	167,656
Provided for the year	本年度撥備	180,508	287,844
Eliminated on transferred to investments	撥入投資時抵銷	-	(210,281)
At end of the year	年結	425,727	245,219
NET BOOK VALUE			
At end of the year	賬面淨值 年結	1,334,847	984,909
Net book value of systems and networks under development	發展中系統及網絡之 賬面淨值	-	452,400

Systems and networks include all direct costs incurred in the setting up and development of internet based knowledge systems and networks. The Group's systems and networks are amortised over the estimated economic useful lives of the projects from the date of commencement of commercial operations subject to a maximum of five years.

系統及網絡包括設立及開發互聯網為本知識系統及網絡之所有直接成本。本集團之系統及網絡按個別項目由開始投入運作日期起計之估計可使用經濟年期最多五年予以攤銷。

14. INVESTMENTS IN SUBSIDIARIES

14. 附屬公司之投資

		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Listed shares in Hong Kong	於香港上市股份		
- at cost	- 按成本值	127,201	109,023
Unlisted shares	非上市股份		
- at carrying value	- 按賬面值	107,947	107,947
- at cost	- 按成本值	10	10
Investments in subsidiaries	於附屬公司之投資	235,158	216,980
Market value of listed shares	上市股份之市值	562,742	282,079

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14. INVESTMENTS IN SUBSIDIARIES (Continued)

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.

Details of the Company's principal subsidiaries at 30 June 2005 are set out in note 39.

14. 附屬公司之投資(續)

非上市股份之賬面值乃以本集團進行集團重組時成為集團成員之附屬公司之相關資產賬面淨值為基準。

本公司各主要附屬公司於二零零五年六月三十日之詳情載於附註39。

15. INTEREST IN E-COMMERCE PROJECTS

Unlisted investments in e-commerce projects with guaranteed return, at cost	電子商貿項目非上市投資之有保證回報·按成本值
Capital receipts from the investments	投資所收之資本
Impairment losses recognised	已確認減值虧損

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.

In 2004, the Group assigned the interest in certain e-commerce projects with an aggregate carrying value of approximately HK\$55,994,000 to various investment holding companies and in return obtained equity interests in these investment holding companies. Under the term of the sale and purchase agreements, the Group is contracted to receive pre-determined sums of not less than the original beneficial interest of the revenue sharing arrangement as stated in the original revenue sharing agreements for some e-commerce projects. The pre-determined sums will be received for a period of 5 years by half-yearly instalments as a return on the investments in accordance with the relevant sale and purchase agreements.

At 30 June 2005, the directors identified impairment losses of HK\$104,410,000 (2004: HK\$104,410,000) on the interest in e-commerce projects, estimated by reference to the fair value of the investments based on expected cash flows projection from such investments.

In the opinion of the directors, the underlying values of the above investments are at least equal to their carrying values.

15. 電子商貿項目之權益

THE GROUP 本集團

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted investments in e-commerce projects with guaranteed return, at cost	電子商貿項目非上市投資之有保證回報·按成本值	482,160	482,160
Capital receipts from the investments	投資所收之資本	(121,674)	(54,519)
Impairment losses recognised	已確認減值虧損	(104,410)	(104,410)
		256,076	323,231

本集團已與多名第三方訂立協議·以投資於電子商貿項目。此等協議之合約期為20年·期間·本集團有權按各此等項目之收入淨額之協定百分比收取分派。

於二零零四年·本集團將其於總賬面值約55,994,000港元之若干電子商貿項目之權益轉讓予多家投資控股公司·而本集團則獲得此等投資控股公司之股本權益·作為回報。根據買賣協議之條款·本集團已訂約收取預定金額·數額不少於收入分佔安排之原定實益權益(見部分電子商貿項目之原定收入分佔協議所述)。根據有關買賣協議·預定金額將於五年期間內每半年分期收取作為投資回報。

於二零零五年六月三十日·董事就電子商貿項目之權益認定減值虧損104,410,000港元(二零零四年:104,410,000港元)·此乃基於預計該等投資所得現金流量·參考投資之公平價值而估計。

董事認為·上述投資之相關價值最少相等於其賬面值。

16. INTEREST IN TELECOMMUNICATIONS PROJECTS

16. 電訊項目之權益

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted investments in telecommunications projects with guaranteed return, at cost	電訊項目之非上市投資 保證回報·按成本值	395,176	395,176
Capital receipts from the investments	投資所收之資本	(126,969)	(60,390)
Impairment losses recognised	已確認減值虧損	(34,974)	(34,974)
		233,233	299,812

The Group has entered into agreements with third parties to invest in telecommunications projects outside Hong Kong. These agreements have contract terms of 5 to 13 years over which the Group has the right to receive distributions based on an agreed percentage of the operating profit which varies from project to project during the lives of the above agreements.

In 2003, the Group assigned the interest in telecommunications projects with an aggregate carrying value of approximately HK\$395,176,000 to various investment holding companies and in return obtained equity interests in these investment holding companies. Under the terms of the sale and purchase agreements, the Group is contracted to receive pre-determined sums of not less than the original beneficial interest of the revenue sharing arrangement as stated in the original revenue sharing agreements for the telecommunications projects. The pre-determined sums will be received for a period of 4 to 5 years by half-yearly instalments as a return on the investments in accordance with the relevant sale and purchase agreements.

At 30 June 2005, the directors identified impairment losses of HK\$34,974,000 (2004: HK\$34,974,000) on the interest in telecommunications projects, estimated by reference to the fair value of the investments based on expected cash flows projection from such investments.

In the opinion of the directors, the underlying values of the above investments are at least equal to their carrying values.

本集團已與多名第三方訂立協議，以投資於香港以外地區之電訊項目。此等協議之合約期為5至13年，期間，本集團有權於上述協議年內按經營溢利之協定百分比（因應個別項目而有別）收取分派。

於二零零三年，本集團將其於總賬面值約395,176,000港元之電訊項目權益轉讓予多家投資控股公司，本集團則獲得此等投資控股公司之若干股本權益作為回報。根據買賣協議之條款，本集團已訂約收取預定金額，數額不少於收入分佔安排之原定實益權益（見電訊項目之原定收入分佔協議所述）。根據有關買賣協議，預定金額將於4至5年期間內每半年分期收取作為投資回報。

於二零零五年六月三十日，董事就電訊項目之權益認定減值虧損34,974,000港元（二零零四年：34,974,000港元），此乃基於預計該等投資所得現金流量，參考投資之公平價值而估計。

董事認為，上述投資之相關價值最少相等於其賬面值。

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17. INVESTMENTS

17. 投資

		Investments with guaranteed return 設有保證回報之投資		Investment securities without guaranteed return 並無保證回報之證券投資		Total 總額	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
		THE GROUP	本集團				
Unlisted equity securities, at cost/ carrying value	非上市股本證券· 按成本值/賬面值	753,869	593,969	369,633	369,633	1,123,502	963,602
Capital receipts from the investments	投資所收之資本	(94,028)	–	–	–	(94,028)	–
Impairment losses recognised	已確認減值虧損	(53,489)	(17,060)	–	–	(53,489)	(17,060)
		606,352	576,909	369,633	369,633	975,985	946,542
Carrying value of investments in securities analysed for reporting purposes as non-current	為呈報目的列為 非流動分析之證券 投資賬面值	606,352	576,909	369,633	369,633	975,985	946,542
THE COMPANY	本公司						
Unlisted equity securities	非上市股本證券	–	–	361,960	361,960	361,960	361,960
Carrying value of investments in securities analysed for reporting purposes as non-current	為呈報目的列為 非流動分析之證券投資 賬面值	–	–	361,960	361,960	361,960	361,960

In 2004, the Group transferred its interest in certain systems and networks to various investment holding companies and in return obtained certain equity interests in these investment holding companies with an aggregate carrying value of approximately HK\$519,089,000. Under the terms of the sale and purchase agreements, the Group is contracted to receive pre-determined sums for a period of 5 years by half-yearly instalments as a return on the investments in accordance with the relevant sale and purchase agreements.

At 30 June 2005, the directors of the Company reviewed the carrying amount of investments in light of the current market condition with reference to the financial results and business operated by the investees. The directors identified impairment losses of HK\$53,489,000 (2004: HK\$17,060,000) on the investments, estimated by reference to the fair value of the investments based on expected cash flows projection from such investments.

In the opinion of the directors, the underlying values of the above investments are at least equal to their carrying values.

於二零零四年，本集團將若干系統及網絡之權益轉讓予多家投資控股公司，並獲得此等投資控股公司之若干股本權益總賬面值約519,089,000港元作為回報。根據買賣協議之條款，本集團已訂約於五年期間內每半年分期收取預定金額，作為根據相關買賣協議於該等投資之回報。

於二零零五年六月三十日，本公司董事已因應現行市況，並參考被投資者之財務業績及經營業務，審閱投資之賬面值。董事已就該等投資確認減值虧損53,489,000港元（二零零四年：17,060,000港元），此乃基於預計該等投資所得現金流量，參考投資之公平價值而估計。

董事認為，上述投資之相關價值最少相等於其賬面值。

18. INTEREST IN ASSOCIATES/AN ASSOCIATE

18. 於聯營公司之權益

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份·按成本值	—	—	284,000	284,000
Share of net assets	應佔資產淨值	31	—	—	—
Amount due from an associate	應收聯營公司款項	31 281	—	284,000 —	284,000 —
		312	—	284,000	284,000

Particulars of the Group's associates at 30 June 2005 are as follows:

於二零零五年六月三十日·本集團之聯營公司詳情如下:

Name of company 公司名稱	Place of incorporation 註冊成立地點	Proportion of nominal value of issued capital directly held by the Company 本公司直接持有之已發行股本面值比例	Principal activities 主要業務
Project Technology Limited	British Virgin Islands 英屬維爾京群島	40%	Provision of e-commerce services 提供電子商貿服務
Belcher Technology Limited	Samoa 薩摩亞群島	31%	Investment holding in software consultation and the development of software systems 有關軟件顧問之投資控股及軟件系統開發

19. DEPOSITS

Deposits were paid in connection with the following:

19. 按金

就以下項目已付之按金:

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Systems and networks projects	系統及網絡項目	920,400	530,446	—	—
Acquisition of investments	收購投資	132,600	253,500	132,600	253,500
		1,053,000	783,946	132,600	253,500

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20. INVENTORIES

20. 存貨

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Raw materials	原料	14,297	16,363
Work in progress	在製品	2,326	2,193
Finished goods	製成品	10,375	8,532
		26,998	27,088
Stated at cost	按成本值列示	24,881	24,721
Stated at net realisable value	按變現淨值列示	2,117	2,367
		26,998	27,088

21. TRADE AND OTHER RECEIVABLES

21. 應收貿易及其他賬款

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Trade receivables	應收貿易賬款		
Guaranteed distribution receivables	應收保證分派	188,283	103,229
Others	其他	452,348	309,049
		640,631	412,278
Other receivables	其他應收賬款	230,352	355,318
		870,983	767,596

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. The aged analysis of trade receivables at the reporting date is as follows:

本集團就其貿易客戶實行明確之信貸政策。根據彼等之信用、服務及貨品之性質、行內規範及市場情況而給予介乎30至180日之信貸期。應收貿易賬款於報告日期之賬齡分析如下：

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 – 60 days	0–60日	553,277	166,513
61 – 90 days	61–90日	52,400	99,669
91 – 180 days	91–180日	1,750	119,911
> 180 days	>180日	33,204	26,185
		640,631	412,278

22. DEPOSITS, BANK BALANCES AND CASH

		22. 存款、銀行結存及現金	
		THE GROUP	THE COMPANY
		本集團	本公司
		2005	2005
		二零零五年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
		2004	2004
		二零零四年	二零零四年
		HK\$'000	HK\$'000
		千港元	千港元
Interest bearing deposits	計息存款	690,742	8,648
Bank balances and cash	銀行結存及現金	47,572	1,698
		738,314	10,346
			8,241
			71,845
			80,086

23. TRADE AND OTHER PAYABLES

At 30 June 2005, the balance of trade and other payables included trade payables of HK\$10,740,000 (2004: HK\$10,983,000). The aged analysis of trade payables at the reporting date is as follows:

23. 應付貿易及其他賬款

於二零零五年六月三十日，應付貿易及其他賬款之結餘中包括10,740,000港元（二零零四年：10,983,000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	
		2005	2004
		二零零五年	二零零四年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 60 days	0–60日	5,984	5,324
61 – 90 days	61–90日	622	1,593
91 – 180 days	91–180日	1,301	905
> 180 days	>180日	2,833	3,161
		10,740	10,983

24. WARRANTY PROVISION

		24. 保養撥備	
		THE GROUP	
		本集團	
		2005	2004
		二零零五年	二零零四年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	年初	1,766	2,058
Currency realignment	匯兌調整	(8)	129
Provided during the year	年內已撥備	2,870	2,291
Utilised during the year	年內已動用	(2,912)	(2,712)
At end of the year	年結	1,716	1,766

The warranty provision represents the management's best estimate of the Group's liability under 12 month warranties granted on manufactured products, based on prior experience and industry average for defective products.

保養撥備指管理層按照過往經驗及業內對有瑕疵產品之慣常做法，根據就製成品給予之12個月保養期而對本集團責任作出之最佳評估。

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For the year ended 30 June 2005 截至二零零五年六月三十日止年度

25. BANK BORROWINGS

25. 銀行借貸

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank borrowings comprise the following:	銀行借貸包括以下各項:				
Bank loans	銀行貸款	56,054	102,326	—	40,000
Mortgage loan	按揭貸款	2,347	2,970	—	—
Bank overdrafts	銀行透支	519	50	—	—
		58,920	105,346	—	40,000

Included in the Group's balance above were bank borrowings of HK\$2,866,000 (2004: HK\$3,020,000), which were secured by the Group's land and buildings with a net book value of HK\$10,277,000 (2004: HK\$10,467,000).

包括於本集團上述結餘為銀行借貸 2,866,000 港元 (二零零四年: 3,020,000 港元) 已由本集團以賬面淨值為 10,277,000 港元 (二零零四年: 10,467,000 港元) 之土地及樓宇作抵押。

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank borrowings bear interest at prevailing market rates and are repayable as follows:	按現行市場利率計息之銀行借貸之還款期如下:				
On demand or within one year	按通知或一年內	57,202	102,984	—	40,000
Between one to two years	一至兩年內	672	647	—	—
Between two to five years	兩至五年內	1,046	1,715	—	—
		58,920	105,346	—	40,000
Less: Amount due within one year shown under current liabilities	減: 一年內到期並已列作流動負債之金額	(57,202)	(102,984)	—	(40,000)
Amount due after one year	一年後到期之金額	1,718	2,362	—	—

26. OTHER BORROWINGS

26. 其他借貸

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The other borrowings represent block discounting loans and are payable as follows:	其他借貸指大宗折扣貸款，其還款期如下：		
Within one year	一年內	4,309	7,425
Between one to two years	一至兩年內	2,594	4,355
Between two to five years	兩至五年內	2,299	4,757
Over five years	於五年後	–	189
		9,202	16,726
Less: Amount due within one year shown under current liabilities	減：一年內須償還並列作流動負債之款項	(4,309)	(7,425)
Amount due after one year	一年後償還之款項	4,893	9,301

27. OBLIGATIONS UNDER FINANCE LEASES

27. 融資租賃承擔

		THE GROUP 本集團			
		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值	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Amount payable under finance leases:	根據融資租賃於以下期間應付之金額：				
Within one year	一年內	20	239	16	203
Between one to two years	一至兩年內	–	55	–	52
Between two to five years	兩至五年內	–	94	–	94
		20	388	16	349
Less: Finance charges	減：財務費用	(4)	(39)	–	–
Present value of lease obligations	租賃承擔之現值	16	349	16	349
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作流動負債之金額			(16)	(203)
Amount due after one year	一年後到期之金額			–	146

The Group entered into finance leases to acquire certain of its plant and machinery and telecommunications networks. The term of the finance leases ranged from 3 to 5 years and the average effective borrowing rate was 11.75% (2004: 12.11%). Interest rate was fixed at the contract date. The leases were on a fixed repayment basis and no arrangement had been entered into for contingent rental payments.

本集團已訂立融資租賃，以購入其若干廠房與機器及電訊網絡。融資租賃年期由三至五年不等，而實際平均借貸率為11.75%（二零零四年：12.11%）。利率已於訂約日期釐訂。租金乃按固定還款基準繳付，且並無就或然租金款項訂立任何安排。

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For the year ended 30 June 2005 截至二零零五年六月三十日止年度

28. CONVERTIBLE BONDS

28. 可換股債券

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 US\$'000 千美元	2004 二零零四年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元	2004 二零零四年 US\$'000 千美元
Balance at beginning of the year	年初結餘	6,600	5,500	6,600	5,500
1.5% convertible bonds issued during the year	年內已發行之1.5厘可換股債券	8,000	8,000	8,000	8,000
1% convertible bonds issued during the year	年內已發行之1厘可換股債券	8,000	–	–	–
Repayment during the year	年內償還	(1,400)	–	(1,400)	–
Converted during the year	年內兌換	(5,200)	(6,900)	(5,200)	(6,900)
Balance at end of the year	年結結餘	16,000	6,600	8,000	6,600
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amount shown in the financial statements	財務報告所示金額	124,800	51,480	62,400	51,480

		THE GROUP 本集團		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The convertible bonds are repayable as follows:	可換股債券須於以下期間償還:				
Within one year	一年內	62,400	51,480	62,400	51,480
Between two to three years	兩至三年內	62,400	–	–	–
Less: Amount due within one year shown under current liabilities	減:於一年內到期呈列為流動負債之款項	124,800	51,480	62,400	51,480
		(62,400)	(51,480)	(62,400)	(51,480)
Amount due after one year	於一年後到期之款項	62,400	–	–	–

28. CONVERTIBLE BONDS (Continued)

On 22 May 2002, the Company entered into a subscription agreement (the "Subscription Agreement") with an independent third party (the "Bondholder") for the subscription of an aggregate principal amount of up to US\$24,000,000 1.5% convertible bonds due 2005 (the "Convertible Bonds") issued by the Company. The principal terms of the Convertible Bonds are as follows:

- (a) The outstanding principal amount of the Convertible Bonds may be converted at the option of the Bondholders in whole or in part into shares of HK\$0.1 each in the Company at any time from the date of issue of the Convertible Bonds, up to one week prior to 22 May 2005, the maturity date of the Convertible Bonds, at a price equal to either 125% of the average of the closing prices per share for the 30 consecutive business days immediately prior to the date of Subscription Agreement, subject to adjustment (the "Fixed Conversion Price") or 94% of the average of any five closing prices per share as selected by the Bondholder during the 30 consecutive business days immediately prior to the date on which notice of exercise of the conversion right is received by the Company (the "Floating Conversion Price"), provided that both the Fixed Conversion Price and the Floating Conversion Price shall not be less than the par value of the Company's shares.
- (b) The Convertible Bonds bear interest at the rate of 1.5% per annum and interest will be payable semi-annually in arrears in June and December in each year.
- (c) Unless previously redeemed, converted or purchased and cancelled, the Convertible Bond will be redeemed at 100% of the principal amount at maturity.

Pursuant to the Subscription Agreement, the Company issued part of the Convertible Bonds of US\$8,000,000 in May 2002 (the "Original Convertible Bonds"), the Bondholder has an option to require the Company to issue additional Convertible Bonds of US\$8,000,000 (the "Additional Tranche 1 Convertible Bonds") within a defined period and the Company was also granted an option to issue and require the Bondholder to subscribe an aggregate principal amount of Convertible Bonds of US\$8,000,000 (the "Tranche 2 Convertible Bonds") within a defined period.

As part of the Subscription Agreement, the Company also granted to the Bondholder the right to subscribe for 4,949,905 shares of the Company at a subscription price of HK\$2.3635 per share and 5,881,515 shares in the Company at a subscription price of HK\$1.98 per share as a result of the issuance of the Original Convertible Bonds and the Tranche 2 Convertible Bonds respectively. The outstanding subscription rights granted to the Bondholder was expired on 22 May 2005.

In September 2003, the Company exercised its option to issue the Tranche 2 Convertible Bonds of US\$8,000,000. The issued Original Convertible Bonds and Tranche 2 Convertible Bonds were fully converted or redeemed by 22 May 2005.

28. 可換股債券 (續)

於二零零二年五月二十二日，本公司就認購本公司所發行於二零零五年到期，本金總額多達24,000,000美元之1.5厘可換股債券（「可換股債券」），與獨立第三者（「債券持有人」）訂立協議（「認購協議」）。可換股債券之主要條款如下：

- (a) 可換股債券之尚未償還本金額可按債券持有人之意願，自可換股債券發行日期至可換股債券到期日二零零五年五月二十二日前一個星期期間內任何時間，按相等於股份於緊接認購協議日期前30個連續營業日之每股平均收市價之125%之價格（可予調整）（「固定兌換價」），或緊接本公司取得兌換權行使通知前30個連續營業日期間，債券持有人所選擇之任何五個每股收市價平均數之94%之價格（「浮動兌換價」），全部或部分兌換為本公司每股面值0.1港元之股份，惟固定兌換價及浮動兌換價兩者均不得低於本公司股份之面值。
- (b) 可換股債券乃按年利率1.5厘計息，而利息於每年六月及十二月每半年分期支付。
- (c) 除非可換股債券已於早前贖回、兌換或購入及註銷，否則可換股債券於到期時可贖回全數本金。

根據認購協議，本公司於二零零二年五月發行部分金額達8,000,000美元之可換股債券（「原有可換股債券」），債券持有人有權要求本公司於指定期間內發行額外8,000,000美元之可換股債券（「第一批額外可換股債券」），而本公司亦已獲授予一項期權，可於指定期限內發行及要求債券持有人認購本金總額為8,000,000美元之可換股債券（「第二批可換股債券」）。

作為認購協議之一部分，本公司亦因分別發行原有可換股債券及第二批可換股債券而向債券持有人授予權利，可按認購價每股2.3635港元認購4,949,905股本公司股份，及按認購價每股1.98港元認購5,881,515股本公司股份。已授予債券持有人而尚未行使之認購權已於二零零五年五月二十二日屆滿。

於二零零三年九月，本公司選擇發行金額為8,000,000美元之第二批可換股債券。已發行原有可換股債券及第二批可換股債券已於二零零五年五月二十二日前悉數兌換或贖回。

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For the year ended 30 June 2005 截至二零零五年六月三十日止年度

28. CONVERTIBLE BONDS (Continued)

On 28 April 2005, the Company entered into a supplemental agreement with amended terms (the "Supplemental Agreement") with the Bondholder, for the subscription of US\$8,000,000 Additional Tranche 1 Convertible Bonds. Amongst the amended terms, the maturity date of the Additional Tranche 1 Convertible Bonds was extended to 22 November 2005 and the Additional Tranche 1 Convertible Bonds may be converted at the price equal to either the Fixed Conversion Price or 94% of the average of any five consecutive closing prices per share as selected by the Bondholder during the 30 consecutive business days immediately prior to the date on which notice of exercise of the conversion right is received by the Company.

As part of the Supplemental Agreement, the Company also granted to the Bondholder the rights to subscribe for 4,949,397 shares in the Company at a subscription price of HK\$2.3635 per share. The outstanding subscription rights will expire on 22 November 2005.

During the year, US\$5,200,000 (2004: US\$6,900,000) of the issued Convertible Bonds were converted into 36,268,415 (2004: 44,747,795) shares of HK\$0.1 each of the Company at a price ranged from HK\$0.9870 to HK\$1.1938 (2004: HK\$0.9871 to HK\$1.4905) per share. At 30 June 2005, US\$8,000,000 (2004: US\$6,600,000) of the Convertible Bonds remained outstanding.

Subsequent to the balance sheet date and up to the date of this report, US\$1,900,000 of the issued Convertible Bonds of the Company were converted into 13,306,231 shares of HK\$0.1 each of the Company at a price ranged from HK\$1.1017 to HK\$1.1168 per share of the Company.

On 1 April 2005, Kantone Holdings Limited ("Kantone"), a 58% owned subsidiary of the Company entered into a subscription agreement (the "Subscription Agreement of Kantone") with an independent third party (the "Bondholder of Kantone") for the subscription of an aggregate principal amount of up to US\$24,000,000 1% convertible bonds due 2008 (the "Convertible Bonds of Kantone") issued by Kantone. The principal terms of the Convertible Bonds of Kantone are as follows:

- (a) The outstanding principal amount of the Convertible Bonds may be converted at the option of the Bondholders of Kantone in whole or in part into shares of HK\$0.1 each in Kantone at any time from the date of issue of the Convertible Bonds of Kantone up to one week prior to 1 April 2008, the maturity date of the Convertible Bonds of Kantone, at a price equal to either 125% of the average of the closing prices per share of Kantone for the 30 consecutive business days immediately prior to the date of Subscription Agreement of Kantone, subject to adjustment (the "Fixed Conversion Price of Convertible Bonds of Kantone") or 93% of the average of any five closing price per share of Kantone as selected by the Bondholder of Kantone during the 30 consecutive business days immediately prior to the date on which notice of exercise of the conversion right is received by Kantone (the "Floating Conversion Price of Convertible Bonds of Kantone"), provided that both the Fixed Conversion Price of Convertible Bonds of Kantone and the Floating Conversion Price of Convertible Bonds of Kantone shall not be less than the par value of the Kantone's shares.
- (b) The Convertible Bonds of Kantone bear interest at the rate of 1% per annum and interest will be payable semi-annually in arrears in June and December in each year.

28. 可換股債券 (續)

於二零零五年四月二十八日，本公司與債券持有人訂立附有經修訂條款之補充協議（「補充協議」），以認購金額為8,000,000美元之第一批額外可換股債券。經修訂條款包括延展第一批額外可換股債券到期日至二零零五年十一月二十二日，且第一批額外可換股債券可按相等於固定兌換價或緊接本公司取得兌換權行使通知前30個連續營業日期間，債券持有人所選擇之任何連續五個每股收市價平均數之94%之價格兌換。

作為補充協議之一部分，本公司亦已授予債券持有人權利，按認購價每股2.3635港元認購本公司4,949,397股股份。尚未行使之認購權將於二零零五年十一月二十二日屆滿。

於本年度內，5,200,000美元（二零零四年：6,900,000美元）之已發行可換股債券已按每股介乎0.9870港元至1.1938港元（二零零四年：介乎0.9871港元至1.4905港元）不等之價格，兌換為本公司36,268,415股（二零零四年：44,747,795股）每股面值0.1港元之股份。於二零零五年六月三十日，價值8,000,000美元（二零零四年：6,600,000美元）之可換股債券尚未行使。

於結算日後及截至本報告刊發日期止，1,900,000美元本公司已發行可換股債券按介乎每股1.1017港元至1.1168港元之價格兌換為本公司13,306,231股每股面值0.1港元之股份。

於二零零五年四月一日，本公司擁有58%權益之附屬公司看通集團有限公司（「看通」）就認購看通所發行於二零零八年到期，本金總額最多為24,000,000美元之1厘可換股債券（「看通可換股債券」），與獨立第三者（「看通債券持有人」）訂立認購協議（「看通認購協議」）。看通可換股債券之主要條款如下：

- (a) 可換股債券之尚未償還本金額可按看通債券持有人之意願，自看通可換股債券發行日期至看通可換股債券到期日二零零八年四月一日前一個星期期間內任何時間，按相等於看通股份於緊接看通認購協議日期前30個連續營業日之每股平均收市價之125%之價格（可予調整）（「看通可換股債券固定兌換價」），或緊接看通取得兌換權行使通知前30個連續營業日期間，看通債券持有人所選擇之任何五個每股看通股份收市價平均數之93%之價格（「看通可換股債券浮動兌換價」），全部或部分兌換為看通每股面值0.1港元之股份，惟看通可換股債券固定兌換價及看通可換股債券浮動兌換價兩者均不得低於看通股份之面值。
- (b) 看通可換股債券乃按年利率1厘計息，而利息於每年六月及十二月每半年分期支付。

28. CONVERTIBLE BONDS (Continued)

- (c) Unless previously redeemed, converted or purchased and cancelled, the Convertible Bonds of Kantone will be redeemed at 100% of the principal amount at maturity.

Pursuant to the Subscription Agreement of Kantone, Kantone issued part of the additional Convertible Bonds of Kantone with an aggregate principal amount of US\$8,000,000, the Bondholder of Kantone has an option to require Kantone to issued additional Convertible Bonds of Kantone of US\$8,000,000 within a defined period and Kantone was also granted an option to issue and require the Bondholder of Kantone to subscribe an aggregate principal amount of Convertible Bonds of Kantone of US\$8,000,000 within a defined period.

As part of the Subscription Agreement of Kantone, Kantone has also granted to the Bondholder of Kantone the right to subscribe for up to 30,437,073 new shares in Kantone at a subscription price of HK\$0.3844 per share.

Subsequent to the balance sheet date and up to the date of this report, US\$3,400,000 of the issued Convertible Bonds of Kantone were converted into 74,160,000 shares of Kantone of HK\$0.1 each at a price ranged from HK\$0.3274 to HK\$0.3637 per share of Kantone.

29. DEFERRED TAXATION

Balance at beginning of the year	年初結餘	193	190
Currency realignment	匯兌調整	18	16
Movement for the year (note 9)	本年度變動(附註9)	(18)	(13)

Balance at end of the year

年結結餘

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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 the balance sheet date, the Group and the Company have unused tax losses of approximately HK\$170,625,000 (2004: HK\$137,495,000) and HK\$14,918,000 (2004: HK\$7,877,000) respectively available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

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

28. 可換股債券(續)

- (c) 除非看通可換股債券已於早前贖回、兌換或購入及註銷，否則看通可換股債券於到期時可贖回全數本金。

根據看通認購協議，看通已發行部分本金總額達8,000,000美元之額外看通可換股債券，看通債券持有人有權要求看通於指定期間內發行額外8,000,000美元之看通可換股債券，而看通亦已獲授予一項期權，可於指定期限內發行及要求看通債券有人認購本金總額為8,000,000美元之看通可換股債券。

作為看通認購協議的一部分，看通亦已授予看通債券持有人權利，以按認購價每股0.3844港元認購最多30,437,073股看通新股份。

於結算日後及截至本報告刊發日期止，另3,400,000美元之已發行看通可換股債券已按每股看通股份介乎0.3274港元至0.3637港元之價格兌換為看通74,160,000股每股面值0.1港元之看通股份。

29. 遞延稅項

THE GROUP
本集團

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	193	190
Currency realignment	匯兌調整	18	16
Movement for the year (note 9)	本年度變動(附註9)	(18)	(13)
Balance at end of the year	年結結餘	193	193

年內之變動指因就報稅而呈報之折舊免稅額與財務報告內所扣除折舊之差額之稅務影響。

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務報告內所扣除折舊之數額之稅務影響。

於結算日，本集團與本公司分別有未動用之稅項虧損約170,625,000港元(二零零四年:137,495,000港元)及14,918,000港元(二零零四年:7,877,000港元)，以抵銷日後之溢利。由於無法預計日後之溢利來源，故並無確認遞延稅項資產。此等稅項虧損或會無限期承前結轉。

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。

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For the year ended 30 June 2005 截至二零零五年六月三十日止年度

30. SHARE CAPITAL

30. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised share capital of HK\$0.1 each: 每股面值0.1港元之法定股本:			
Balance at 1 July 2003, 30 June 2004 and 30 June 2005	於二零零三年七月一日、 二零零四年六月三十日及 二零零五年六月三十日之結餘	30,000,000	3,000,000
Issued and fully paid share capital of HK\$0.1 each:			
Balance at 1 July 2003	於二零零三年七月一日之結餘	664,300	66,430
Issue of shares upon conversion of Convertible Bonds	兌換可換股債券而發行股份	44,748	4,475
Issue of shares upon exercise of 2004 Warrants	行使二零零四年認股權證 而發行股份	109,626	10,963
Issue of shares upon exercise of 2005 Warrants	行使二零零五年認股權證 而發行股份	23	2
Issue of shares as consideration to acquire an investment in securities	發行股份作為購入 證券投資之代價	100,000	10,000
Issue of share upon placements	就配售而發行股份	255,300	25,530
Issue of shares as 2003 final scrip dividend	發行股份作為二零零三年 末期以股代息	7,541	754
Issue of shares as 2004 interim scrip dividend	發行股份作為二零零四年 中期以股代息	2,061	206
Balance at 30 June 2004 and 1 July 2004	於二零零四年六月三十日及 二零零四年七月一日之結餘	1,183,599	118,360
Issue of shares upon conversion of Convertible Bonds	兌換可換股債券而發行股份	36,268	3,627
Issue of shares upon exercise of 2005 Warrants	行使二零零五年認股權證 而發行股份	6	1
Issue of shares upon exercise of 2006 Warrants	行使二零零六年認股權證 而發行股份	4	-
Issue of shares as 2004 final scrip dividend	發行股份作為二零零四年 末期以股代息	13,429	1,343
Issue of shares as 2005 interim scrip dividend	發行股份作為二零零五年 中期以股代息	9,081	908
Balance at 30 June 2005	於二零零五年六月三十日之結餘	1,242,387	124,239

During the year, the following changes in the share capital of the Company took place:

於本年度，本公司之股本有以下變動：

- (a) During the year, US\$5,200,000 of the issued Convertible Bonds were converted into 36,268,415 shares of HK\$0.1 each of the Company at a price ranged from HK\$0.9870 to HK\$1.1938 per share;

- (a) 年內，為數5,200,000美元之已發行可換股債券已按介乎每股0.9870港元至1.1938港元之價格，兌換為36,268,415股本公司每股面值0.1港元之股份；

30. SHARE CAPITAL (Continued)

- (b) During the year, 5,609 shares and 4,026 shares of HK\$0.1 each were issued at HK\$1.68 and HK\$1.38 per share respectively as a result of the exercise of the 2005 Warrants and 2006 Warrants (as defined under the section headed "Warrants" below) of the Company by the warrant holders;
- (c) In January 2005, 13,428,619 shares of HK\$0.1 each were issued at a price of HK\$1.2 per share upon election by shareholders to receive shares in the Company in lieu of the 2004 final dividend pursuant to the scrip dividend scheme as detailed in a circular dated 20 December 2004; and
- (d) In June 2005, 9,080,985 shares of HK\$0.1 each were issued at a price of HK\$1.15 per share upon election by shareholders to receive shares in the Company in lieu of the 2005 interim dividend pursuant to the scrip dividend scheme as detailed in a circular dated 12 April 2005.

All shares issued rank pari passu with the then existing shares in issue in all respects.

Warrants

On 23 December 2003, the Company proposed a bonus issue of new warrants ("2005 Warrants") to subscribe for shares equal to 20% of the issued number of shares of HK\$0.1 each on 30 January 2004 (the "Record Date"), less 10,831,420 shares if the outstanding subscription right granted to CSFB to subscribe for a total of (i) 4,949,905 shares at HK\$2.3635 per share; and (ii) 5,881,515 shares at HK\$1.98 per share had not been exercised by the Record Date, to the shareholders of the Company whose names appeared on the register of members on the Record Date. Pursuant to an ordinary resolution passed on 2 February 2004, 194,501,407 units of 2005 Warrants were issued to the shareholders of the Company at an initial subscription price of HK\$1.68 per share of HK\$0.1 each of the Company as a result of the bonus issue of new warrants. The 2005 Warrants expired on 7 February 2005.

30. 股本 (續)

- (b) 年內，由於認股權證持有人行使本公司之二零零五年認股權證及二零零六年認股權證(定義見下文「認股權證」一節)，故此，5,609股及4,026股每股面值0.1港元之股份已分別按每股1.68港元及每股1.38港元之價格予以發行；
- (c) 於二零零五年一月，股東選擇根據日期為二零零四年十二月二十日之通函所詳述之以股代息計劃，收取本公司股份代替二零零四年末期股息後，本公司按每股1.2港元之價格發行13,428,619股每股面值0.1港元之股份；及
- (d) 於二零零五年六月，股東選擇根據日期為二零零五年四月十二日之通函所詳列之以股代息計劃，收取本公司股份代替二零零五年中期股息後，本公司按每股1.15港元之價格發行9,080,985股每股面值0.1港元之股份。

所有據此而發行之股份在各方面與當時現有已發行股份享有同等權益。

認股權證

於二零零三年十二月二十三日，本公司建議向於二零零四年一月三十日(「記錄日期」)名列股東名冊之本公司股東發行新紅利認股權證(「二零零五年認股權證」)，以認購相當於記錄日期每股面值0.1港元之已發行股份數目20%之股份，並在CSFB並未於記錄日期行使其所獲授可合共認購(i) 4,949,905股股份(按每股2.3635港元之價格)；及(ii) 5,881,515股股份(按每股1.98港元之價格)之未行使認購權之情況下，減去10,831,420股股份。根據一項於二零零四年二月二日通過之普通決議案，由於發行新紅利認股權證，故194,501,407份二零零五年認股權證已按本公司每股面值0.1港元之股份之初步認購價每股1.68港元發行予本公司股東。二零零五年認股權證已於二零零五年二月七日屆滿。

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30. SHARE CAPITAL (Continued)

Warrants (Continued)

On 21 October 2004, the Company proposed a bonus issue of new warrants ("2006 Warrants") to subscribe for shares equal to 20% of the issued number of shares of HK\$0.1 each on 8 February 2005, less 4,949,905 shares if the outstanding subscription right granted to Credit Suisse First Boston (Hong Kong) Limited ("CSFB") to subscribe for a total of 4,949,905 shares at HK\$2.3635 per share had not been exercised by 8 February 2005, to the shareholders of the Company whose names appeared on the register of members on 26 November 2004. Pursuant to an ordinary resolution passed on 17 February 2005, 232,182,661 units of 2006 Warrants were issued to the shareholders of the Company at an initial subscription price of HK\$1.38 per share of HK\$0.1 each of the Company as a result of the bonus issue of new warrants. The warrants will expire on 16 February 2006.

During the year, 2005 Warrants and 2006 Warrants carrying subscription rights of HK\$9,423 and HK\$5,556 respectively were issued.

30. 股本(續)

認股權證(續)

於二零零四年十月二十一日，本公司建議向於二零零四年十一月二十六日名列股東名冊之本公司股東發行新紅利認股權證（「二零零六年認股權證」），以認購相當於二零零五年二月八日每股面值0.1港元之已發行股份數目20%之股份，並在瑞士信貸第一波士頓（香港）有限公司（「CSFB」）並未於二零零五年二月八日前行使其所獲授可按每股2.3635港元之價格認購合共4,949,905股股份之未行使認購權之情況下，減去4,949,905股股份。根據於二零零五年二月十七日通過之普通決議案，由於發行新紅利認購股權，故232,182,661份二零零六年認股權證已按本公司每股面值0.1港元之股份之初步認購價每股1.38港元發行予本公司股東。該等認股權證將於二零零六年二月十六日屆滿。

年內，已發行分別附有9,423港元及5,556港元認購權之二零零五年認股權證及二零零六年認股權證。

31. SHARE OPTION SCHEMES

The Company, Kantone, a 58% owned subsidiary of the Company, and DIGITALHONGKONG.COM, a 78% owned subsidiary of the Company, each has a share option scheme under which eligible persons, including directors of the Company, Kantone, DIGITALHONGKONG.COM or any of their respective subsidiaries, may be granted options to subscribe for shares in the Company, Kantone and DIGITALHONGKONG.COM respectively.

(i) The Company

On 29 November 2002, the Company adopted a share option scheme (the "Champion Option Scheme"). The purpose of the Champion Option Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the Champion Option Scheme, the directors may grant options to any directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of the Company, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the Group, to subscribe for shares of the Company. The share option granted by the Company is exercisable at any time for a period determined by its directors which will be less than ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer. The exercise price (subject to adjustment as provided therein) of the option under the Champion Option Scheme is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant of the options. The maximum number of shares in respect of which the options may be granted under the Champion Option Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Champion Option Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12 months period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period, without prior approval from the Company's shareholders. No share option under the Champion Option Scheme was granted by the Company since its adoption.

31. 購股權計劃

本公司、本公司持有58%股權之附屬公司看通及本公司持有78%股權之附屬公司數碼香港各設有購股權計劃。據此，合資格人士（包括本公司、看通及數碼香港或其各自任何附屬公司之董事）可獲授購股權以分別認購本公司、看通及數碼香港之股份。

(i) 本公司

於二零零二年十一月二十九日，本公司採納一項購股權計劃（「冠軍購股權計劃」）。冠軍購股權計劃之目的在於吸引及挽留優秀人員及其他人士，並為彼等提供獎勵，激發彼等對本集團之業務及運作作出貢獻。根據冠軍購股權計劃，董事可向涉及本公司、其附屬公司或聯屬公司之業務、營運、管理、科技、法律、會計及財務事宜之董事、僱員、顧問、諮詢人，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及本集團之客戶及供應商授出購股權，以認購本公司之股份。本公司已授出之購股權可於董事所釐定之期間任何時間行使，惟所釐定之期間不可多於有關購股權授出日期起計十年，而接納日期須不遲於要約日期後二十一日。冠軍購股權計劃授出之購股權之行使價（可按其中之規定作出調整）為(i)股份面值；(ii)於授出日期（須為營業日）在聯交所每日報價表所報之每股股份收市價；或(iii)緊接授出購股權日期前五個營業日在聯交所每日報價表所報之每股股份平均收市價，三者以最高者為準。根據冠軍購股權計劃授出之購股權所涉及之股份數目上限不得超過本公司於冠軍購股權計劃批准日期之已發行股本10%。然而，因行使全部未行使購股權而可予發行之股份總數上限不得超出本公司於任何時間內已發行股本之30%。在未經本公司股東事先批准之情況下，於任何十二個月期間，向任何單一承授人授出購股權所涉及之股份數目，不得超出本公司在該十二個月期間最後一日之已發行股份1%。自採納以來，本公司概無根據冠軍購股權計劃授出任何購股權。

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31. SHARE OPTION SCHEMES (Continued)

(ii) Kantone

On 29 November 2002, Kantone adopted a share option scheme (the "Kantone Option Scheme") which will expire on 28 November 2012. The purpose of the Kantone Option Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of Kantone and its subsidiaries (the "Kantone Group"). Under the Kantone Option Scheme, the directors may grant options to any eligible persons of Kantone, including directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of Kantone, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the Kantone Group, to subscribe for shares in Kantone. Options granted are exercisable at any time for a period determined by its directors which will be less than ten years from the date of grant of the options, where the acceptance date should not be later than 21 days after the date of offer.

The exercise price (subject to adjustment as provided therein) of the option under the Kantone Option Scheme is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. No share option under the Kantone Option Scheme was granted by Kantone since its adoption.

(iii) DIGITALHONGKONG.COM

On 29 November 2002, DIGITALHONGKONG.COM adopted a share option scheme (the "DHK Option Scheme"). The purpose of the DHK Option Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of DIGITALHONGKONG.COM and its subsidiaries (the "DIGITALHK Group"). Under the DHK Option Scheme, the directors may grant options to any directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of DIGITALHONGKONG.COM, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the DIGITALHK Group, to subscribe for shares of DIGITALHONGKONG.COM. Options granted by DIGITALHONGKONG.COM are exercisable at any time for a period determined by its directors which will be less than ten years from the date of grant. The exercise price of the option is the highest of (i) the nominal value of the shares; (ii) the closing price of the shares on the date of grant; and (iii) the average closing price of the shares on the five business days immediately preceding the date of grant of the options. No share option under the DHK Option Scheme was granted by DIGITALHONGKONG.COM since its adoption.

31. 購股權計劃(續)

(ii) 看通

於二零零二年十一月二十九日，看通採納購股權計劃（「看通購股權計劃」），該計劃將於二零一二年十一月二十八日屆滿。看通購股權計劃之目的在於吸引及挽留優秀人員及其他人士，並為彼等提供獎勵，激發彼等對看通及其附屬公司（「看通集團」）之業務及運作作出貢獻。根據看通購股權計劃，董事可向任何合資格人士授出購股權，包括涉及看通、其附屬公司或聯屬公司之業務、營運、管理、科技、法律、會計及財務事宜之董事、僱員、顧問、諮詢人，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及看通集團之客戶及供應商，以認購看通之股份。所授出之購股權可於董事所釐定之期間任何時間行使，惟所釐定之期間不可多於有關購股權授出日期起計十年，而接納日期須不遲於要約日期後二十一日。

看通購股權計劃授出之購股權之行使價（可按其中之規定作出調整）為(i)股份面值；(ii)於授出日期（須為營業日）在聯交所每日報價表所報之每股股份收市價；或(iii)緊接授出日期前五個營業日在聯交所每日報價表所報之每股股份平均收市價，三者以最高者為準。自採納至今，看通並無根據看通購股權計劃授出任何購股權。

(iii) 數碼香港

於二零零二年十一月二十九日，數碼香港採納一項購股權計劃（「數碼香港購股權計劃」）。數碼香港購股權計劃之目的在於吸引及挽留優秀人員及其他人士，並為彼等提供獎勵，激發彼等對數碼香港及其附屬公司（「數碼香港集團」）之業務及運作作出貢獻。根據數碼香港購股權計劃，董事可向涉及數碼香港、其附屬公司或聯屬公司之業務、營運、管理、科技、法律、會計及財務事宜之董事、僱員、顧問、諮詢人，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及數碼香港集團之客戶及供應商授出購股權，以認購數碼香港之股份。數碼香港已授出之購股權可於董事所釐定之期間任何時間行使，惟所釐定之期間不可多於有關購股權授出日期起計十年。購股權之行使價為(i)股份面值；(ii)於授出日期之股份收市價；或(iii)緊接購股權授出日期前五個營業日之股份平均收市價，三者以最高者為準。自採納以來，數碼香港概無根據數碼香港購股權計劃授出任何購股權。

32. RESERVES

32. 儲備

		Share premium	Dividend reserve	Capital redemption reserve	General reserve	Capital reserve	Goodwill reserve	Merger reserve	Translation reserve	Accumulated profits	Total
		股份溢價	股息儲備	資本贖回儲備	一般儲備	資本儲備	商譽儲備	合併儲備	換算儲備	累計溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
THE GROUP	本集團										
At 1 July 2003	於二零零三年七月一日	417,170	17,272	50	1,366,003	105,495	(396,184)	8,358	(259)	1,626,429	3,144,334
Premium arising from issue of shares	因下列原因發行股份所產生之溢價										
– on conversion of convertible bonds	– 兌換可換股債券	49,288	–	–	–	–	–	–	–	–	49,288
– as consideration to acquire an investment	– 作為購入投資之代價	165,000	–	–	–	–	–	–	–	–	165,000
– on exercise of warrants	– 行使認股權證	116,405	–	–	–	–	–	–	–	–	116,405
– on distribution of scrip dividend	– 分派以股代息	14,129	–	–	–	–	–	–	–	–	14,129
– on placements of shares	– 配售股份	395,513	–	–	–	–	–	–	–	–	395,513
Expenses paid on placements of shares	配售股份時已付開支	(21,943)	–	–	–	–	–	–	–	–	(21,943)
Exchange difference arising on translation of operations outside Hong Kong	因香港以外業務之幣值換算所產生之匯兌差額	–	–	–	–	–	–	–	(4,904)	–	(4,904)
Net profit for the year	本年度純利	–	–	–	–	–	–	–	–	296,550	296,550
Dividends for the year	本年度股息	–	–	–	–	–	–	–	–	–	–
– underprovision in prior year	– 上年度不足撥備	–	7,891	–	–	–	–	–	–	(7,891)	–
– interim	– 中期	–	15,456	–	–	–	–	–	–	(15,456)	–
– final	– 末期	–	31,957	–	–	–	–	–	–	(31,957)	–
Dividends paid	已派發股息	–	(25,530)	–	–	–	–	–	–	–	(25,530)
Issue of shares as scrip dividend	發行代息股份	–	(15,089)	–	–	–	–	–	–	–	(15,089)
At 30 June 2004 and 1 July 2004	於二零零四年六月三十日及二零零四年七月一日	1,135,562	31,957	50	1,366,003	105,495	(396,184)	8,358	(5,163)	1,867,675	4,113,753
Premium arising from issue of shares	因下列原因發行股份所產生之溢價										
– on conversion of convertible bonds	– 兌換可換股債券	36,906	–	–	–	–	–	–	–	–	36,906
– on exercise of warrants	– 行使認股權證	14	–	–	–	–	–	–	–	–	14
– on distribution of scrip dividend	– 分派以股代息	24,307	–	–	–	–	–	–	–	–	24,307
Exchange difference arising on translation of operations outside Hong Kong	因香港以外業務之幣值換算所產生之匯兌差額	–	–	–	–	–	–	–	232	–	232
Net profit for the year	本年度純利	–	–	–	–	–	–	–	–	458,726	458,726
Dividends for the year	本年度股息	–	–	–	–	–	–	–	–	–	–
– underprovision in prior year	– 上年度不足撥備	–	399	–	–	–	–	–	–	(399)	–
– interim	– 中期	–	20,954	–	–	–	–	–	–	(20,954)	–
– final	– 末期	–	38,514	–	–	–	–	–	–	(38,514)	–
Dividends paid	已派發股息	–	(26,752)	–	–	–	–	–	–	–	(26,752)
Issue of shares as scrip dividend	發行代息股份	–	(26,558)	–	–	–	–	–	–	–	(26,558)
At 30 June 2005	於二零零五年六月三十日	1,196,789	38,514	50	1,366,003	105,495	(396,184)	8,358	(4,931)	2,266,534	4,580,628
Attributable to:	源自:										
The Company and its subsidiaries	本公司及其附屬公司	1,196,789	38,514	50	1,366,003	105,495	(396,184)	8,358	(4,931)	2,266,534	4,580,628
Associates	聯營公司	–	–	–	–	–	–	–	–	–	–
		1,196,789	38,514	50	1,366,003	105,495	(396,184)	8,358	(4,931)	2,266,534	4,580,628

The general reserve of the Company and the Group represents the reserve arising from the reduction of the nominal amount of the shares of the Company (after the consolidation of shares of 25 ordinary shares of HK\$0.1 each into 1 share in 2002) of HK\$2.5 each by cancelling the paid up capital to the extent of HK\$2.4 on each share of the Company in 2002.

The Group's merger reserve represents the reserve arising from the group reorganisation in 1992.

本公司及本集團之一般儲備為削減本公司每股面值2.5港元股份之面值(於二零零二年按每25股每股面值0.1港元之普通股合併為1股股份進行之股份合併後)而產生之儲備,方式為二零零二年註銷本公司繳足股本最多每股2.4港元。

本集團之合併儲備指於一九九二年進行集團重組所產生之儲備。

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32. RESERVES (Continued)

The Group's capital reserve represents the amount arising from a bonus issue of shares of a subsidiary of the Company by way of capitalising the subsidiary's accumulated profits.

32. 儲備(續)

本集團之資本儲備指藉將本公司一家附屬公司之累計溢利撥充資本之方式，發行該附屬公司之紅股所產生之金額。

		Share premium 股份溢價 HK\$'000 千港元	Dividend reserve 股息儲備 HK\$'000 千港元	General reserve 一般儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Special reserve 特別儲備 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 COMPANY	本公司							
At 1 July 2003	於二零零三年七月一日	417,170	17,272	1,366,003	50	107,947	52,601	1,961,043
Premium arising from issue of shares	因下列原因發行股份所產生之溢價							
- on conversion of convertible bonds	- 兌換可換股債券	49,288	-	-	-	-	-	49,288
- as consideration to acquire an investment	- 作為購入投資之代價	165,000	-	-	-	-	-	165,000
- on exercise of warrants	- 行使認股權證	116,405	-	-	-	-	-	116,405
- on distribution of scrip dividend	- 分派以股代息	14,129	-	-	-	-	-	14,129
- on placements of shares	- 配售股份	395,513	-	-	-	-	-	395,513
Expense paid on placements of shares	配售股份已付之開支	(21,943)	-	-	-	-	-	(21,943)
Net profit for the year	本年度純利	-	-	-	-	-	28,998	28,998
Dividends for the year	本年度股息							
- underprovision in prior years	- 上年度不足撥備	-	7,891	-	-	-	(7,891)	-
- interim	- 中期	-	15,456	-	-	-	(15,456)	-
- final	- 末期	-	31,957	-	-	-	(31,957)	-
Dividends paid	已派發股息	-	(25,530)	-	-	-	-	(25,530)
Issue of shares as scrip dividend	發行代息股份	-	(15,089)	-	-	-	-	(15,089)
At 30 June 2004 and 1 July 2004	於二零零四年六月三十日及二零零四年七月一日	1,135,562	31,957	1,366,003	50	107,947	26,295	2,667,814
Premium arising from issue of shares	因下列原因發行股份所產生之溢價							
- on conversion of convertible bonds	- 兌換可換股債券	36,906	-	-	-	-	-	36,906
- on exercise of warrants	- 行使認股權證	14	-	-	-	-	-	14
- on distribution of scrip dividend	- 分派以股代息	24,307	-	-	-	-	-	24,307
Net profit for the year	本年度純利	-	-	-	-	-	79,596	79,596
Dividends for the year	本年度股息							
- underprovision in prior years	- 上年度不足撥備	-	399	-	-	-	(399)	-
- interim	- 中期	-	20,954	-	-	-	(20,954)	-
- final	- 末期	-	38,514	-	-	-	(38,514)	-
Dividends paid	已派發股息	-	(26,752)	-	-	-	-	(26,752)
Issue of shares as scrip dividend	發行代息股份	-	(26,558)	-	-	-	-	(26,558)
At 30 June 2005	於二零零五年六月三十日	1,196,789	38,514	1,366,003	50	107,947	46,024	2,755,327

The Company's special reserve represents the difference between the book values of the underlying net assets of Champion (Cook Islands) Limited and KTT (Cook Islands) Limited at the date on which the shares of these companies were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisition.

本公司之特別儲備乃指於本公司收購 Champion (Cook Islands) Limited 及 KTT (Cook Islands) Limited 之股份當日，該等公司之相關資產賬面淨值與就此項收購而發行之本公司股份面值兩者間之差額。

The Company's reserves available for distribution to shareholders as at 30 June 2005 amounted to HK\$1,558,488,000 (2004: HK\$1,532,202,000) which comprise dividend reserve, general reserve, special reserve and the accumulated profits.

本公司於二零零五年六月三十日可供分派予股東之儲備為1,558,488,000港元(二零零四年：1,532,202,000港元)，包括股息儲備、一般儲備、特別儲備及累計溢利。

33. DISPOSAL OF SUBSIDIARIES

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Net assets disposed of:	已出售資產淨值:		
Trade and other receivables	應收貿易及其他賬款	-	221
Gain on disposal of subsidiaries	出售附屬公司之收益	-	60
		-	281
Satisfied by:	支付方式:		
Cash	現金	-	281

In 2004, the subsidiaries disposed of contributed HK\$1,461,000 to the Group's net operating cash flows, HK\$664,000 to the Group's financing cash flows and had insignificant investing cash flows. The subsidiaries disposed of contributed HK\$6,000 to the Group's turnover and made a net profit amounting to HK\$797,000.

Prior to the disposal of the subsidiaries, operations of the subsidiaries were transferred to other group companies.

33. 出售附屬公司

於二零零四年，已出售附屬公司為本集團之經營現金流量淨額帶來1,461,000港元貢獻，為本集團之融資現金流量帶來664,000港元，對投資現金流量則並無重大貢獻。已出售附屬公司為本集團之營業額帶來6,000港元貢獻，並帶來純利797,000港元。

於出售附屬公司前，附屬公司之業務轉讓予其他集團公司。

34. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Deposits, bank balances and cash	存款、銀行結存及現金	738,314	719,256
Bank overdrafts	銀行透支	(519)	(50)
		737,795	719,206

35. CONTINGENT LIABILITIES

		THE COMPANY 本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Guarantees given to banks in respect of credit facilities granted to subsidiaries	為附屬公司獲批之信貸融資而向銀行作出之擔保	448,800	249,300

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

35. 或然負債

本集團於結算日概無任何重大或然負債。

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36. CAPITAL COMMITMENTS

36. 資本承擔

		THE GROUP 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Capital expenditure in respect of property, plant and equipment and systems and networks:	物業、廠房及設備與系統及網絡之資本開支：		
Contracted for but not provided in the financial statements	已訂約但未在財務報告中撥備	69	—
Authorised but not contracted for	已授權但未訂約	388,000	319,897
		388,069	319,897

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

於結算日，本公司並無任何資本承擔。

37. OPERATING LEASE ARRANGEMENTS

37. 經營租賃安排

The Group as lessee

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:

本集團作為承租人

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經營租賃日後應付之租賃最低付款額之到期情況如下：

		THE GROUP 本集團			
		2005 二零零五年		2004 二零零四年	
		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
Operating leases which expire:	經營租賃屆滿：				
Within one year	一年內	2,295	274	981	328
In the second to fifth years inclusive	第二至第五年 (首尾兩年包括在內)	2,416	1,238	2,919	5,733
		4,711	1,512	3,900	6,061

Leases are negotiated for an average term of one to four years and rentals are fixed for an average term of one to four years.

經磋商後之平均租賃年期為一至四年，而租金乃按一至四年之平均年期釐訂。

37. OPERATING LEASE ARRANGEMENTS (Continued)

The Group as lessee (Continued)

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

		THE COMPANY	
		本公司	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Operating leases which expire:	經營租賃屆滿:		
Within one year	一年內	426	638
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	-	426
		426	1,064

The Group as lessor

At the balance sheet date, the Group contracted with tenants in respect of leasing of plant and machinery and telecommunications networks which fall due as follows:

37. 經營租賃安排(續)

本集團作為承租人(續)

於結算日，本公司多項有關租用物業之不可註銷經營租賃日後應付之租賃最低付款額之到期情況如下：

本集團作為出租人

於結算日，本集團就出租之廠房及機器和電訊網絡與租戶訂立之合約之到期情況如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Within one year	一年內	11,236	11,315
In the second to fifth year inclusive	第二至第五年(首尾兩年包括在內)	18,855	18,531
After five years	於五年後	2,017	1,737
		32,108	31,583

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38. RELATED PARTY TRANSACTIONS

During the year, the Company and its subsidiaries other than the Kantone Group and the DIGITALHK Group had the following transactions with the Kantone Group and the DIGITALHK Group:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Nature of transactions with the Kantone Group			
	與看通集團進行之交易類別		
Fees received for the provision of office premises and facilities, and management services	就提供辦公室及設備以及管理服務收取之費用	100	100
Purchases of pagers and equipment	購入傳呼機及器材	52	42
Sales of telecommunications equipment	銷售電訊器材	129	169

These transactions were carried out after negotiation between the Group and respective related companies. The purchases and sales were determined on a cost plus basis. The fees received for the provisions of office premises and facilities, and management services were in accordance with the management agreement entered into between the Company and Kantone.

此等交易由本集團與各有關連公司洽商後進行。買賣價按成本加利潤之基準釐定。有關提供辦公室及設備以及管理服務所收取之費用乃根據本公司與看通所訂立之管理協議支付。

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Nature of transactions with the DIGITALHK Group			
	與數碼香港集團進行之交易類別		
Annual fee and technical fee paid	已付年費及技術費	408	884
Administration fees received	已收行政費	480	960

The service fees paid were charged with reference to comparable market prices as determined by the directors of the Company while the administration fees were charged at a monthly fee of HK\$40,000 (2004: HK\$80,000) pursuant to a management agreement entered into between the Company and DIGITALHONGKONG.COM.

已付服務費乃由本公司董事參照可資比較之市價而釐定，而每月行政費40,000港元（二零零四年：80,000港元）乃根據本公司與數碼香港訂立之管理協議而收取。

38. 聯繫人士交易

年內，本公司及其附屬公司（除看通集團及數碼香港集團外）曾與看通集團及數碼香港集團進行下列交易：

39. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 30 June 2005 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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
100BESTSHOP.COM Limited	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Provision of e-shopping and internet-based activities 提供電子購物及互聯網服務
Champion (Cook Islands) Limited *	Cook Islands 庫克群島	Ordinary – HK\$1 普通股 – 1港元	100%	Investment holding 投資控股
Champion Consortium Limited	British Virgin Islands/PRC 英屬維爾京群島/ 中國	Ordinary – US\$1 普通股 – 1美元	100%	Strategic investment 策略性投資
Champion Fax Machine Investments Limited	British Virgin Islands/PRC 英屬維爾京群島/ 中國	Ordinary – US\$1 普通股 – 1美元	100%	Investment holding 投資控股
Champion International Investments Limited	British Virgin Islands/PRC 英屬維爾京群島/ 中國	Ordinary – US\$50,000 普通股 – 50,000美元	100%	Strategic investments and investment in telecommunications networks and e-commerce projects 策略性投資及投資電訊網絡及電子商貿項目
Champion Luck International Limited 駿樂國際有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Champion Million Industries Limited 祥萬實業有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Champion Pacific Investment Limited 駿沛投資有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Champion Technology Limited 冠軍科技有限公司	Hong Kong 香港	Ordinary – HK\$1,000 Deferred – HK\$1,000,000 普通股 – 1,000港元 遞延股 – 1,000,000港元	100%	Sales of general systems products and provision of services and software licensing 銷售一般系統產品及提供服務及軟件特許權
Champnet Limited 冠軍網絡有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Internet business 互聯網業務

39. 主要附屬公司

於二零零五年六月三十日，本公司各主要附屬公司之詳情如下：

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39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司 (續)

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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Chief Champion Limited 千全有限公司	Hong Kong 香港	Ordinary – HK\$1,000 Deferred – HK\$10,000 普通股 – 1,000港元 遞延股 – 10,000港元	100%	Property investment 物業投資
Chinese Paging Company Limited 中文傳呼有限公司	Hong Kong 香港	Ordinary – HK\$1,000 Deferred – HK\$2,000,000 普通股 – 1,000港元 遞延股 – 2,000,000港元	100%	Paging operations 傳呼業務
Chinese Science & Technology Limited 中文科技有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Internet business 互聯網業務
Cyber Solutions Inc.	Samoa 薩摩亞群島	Ordinary – US\$1 普通股 – 1美元	100%	Internet business 互聯網業務
DIGITALHONGKONG.COM INC.	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	78%	Provision of an e-commerce platform for payment process for global business 為全球公司提供電子商貿付款 程序平台
DIGITALHONGKONG.COM * 數碼香港*	Cayman Islands 開曼群島	Ordinary – HK\$15,000,000 普通股 – 15,000,000港元	78%	Investment holding 投資控股
DIGITAL COMMERCE LIMITED	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	78%	Provision of an e-commerce platform and evaluation of e-commerce opportunities 提供電子商貿平台及評估 電子商貿商機
Digital Hong Kong Limited 數碼香港國際有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	78%	Provision of an e-commerce platform for payment process for retail customers and e-mall based in Hong Kong 為零售客戶及以香港為基地 之電子商場提供電子商貿 付款程序平台
Eagle Landmark Limited	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	100%	Provision of treasury services 提供財政服務
ESP International Group Limited ESP國際信息集團有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Advertising and recruitment agency 廣告及招聘代理公司

39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司(續)

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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Happy Commercial Company Limited 喜業有限公司	Macau 澳門	Ordinary – MOP25,000 普通股 – 25,000澳門幣	100%	Provision of documentation services and arrangement and business consultant 提供文件處理服務與安排及商業顧問
Happy Union Development Limited 禧聯發展有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Harilela Kantone Telecommunications Limited	Hong Kong 香港	Ordinary – HK\$10,000 普通股 – 10,000港元	55%	Investment in telecommunications networks 投資電訊網絡
High Win Limited	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	100%	Investment holding and strategic investment 投資控股及策略性投資
Hong Kong IT Alliance Limited 香港資訊科技聯盟有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Information technology development 發展資訊科技
Hydro-Cable Limited	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	100%	Investment holding 投資控股
Internet Vehicles Limited 互聯網汽車有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Provision of internet related services 提供互聯網相關服務
Kannet Limited 看通網絡有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Internet operations 互聯網業務
Kantel Limited 港通電訊電話有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Investment in telecommunications networks 投資電訊網絡
Kantone Holdings Limited* 看通集團有限公司*	Cayman Islands 開曼群島	Ordinary – HK\$239,312,390 普通股 – 239,312,390港元	58%	Investment holding 投資控股
Kantone Paging Company Limited 看通中文傳呼有限公司	Hong Kong 香港	Ordinary – HK\$1,000 Deferred – HK\$2,000,000 普通股 – 1,000港元 遞延股 – 2,000,000港元	100%	Trading of pagers and provision of paging services 買賣傳呼機及提供傳呼服務
Kantone (UK) Limited	United Kingdom 英國	Ordinary – £5,500,000 普通股 – 5,500,000英鎊	58%	Investment holding 投資控股

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39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司 (續)

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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Keen Pacific Limited	Samoa 薩摩亞群島	Ordinary – US\$1 普通股 – 1美元	58%	Provision of treasury service 提供財政服務
Kontone International Limited 港通國際有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Investment holding 投資控股
KTT (Cook Islands) Limited *	Cook Islands 庫克群島	Ordinary – HK\$10,000 普通股 – 10,000港元	100%	Investment holding 投資控股
Lucky Success Development Limited 運成發展有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Lucky Tone Investments Limited 祥通投資有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
M.C. Holdings Limited	Cayman Islands 開曼群島	Ordinary – £5,500,002 普通股 – 5,500,002英鎊	58%	Investment holding 投資控股
Marcotte Limited	Samoa 薩摩亞群島	Ordinary – US\$1 普通股 – 1美元	100%	Investment holding 投資控股
Multitone Electronics PLC	United Kingdom 英國	Ordinary – £3,830,107 普通股 – 3,830,107英鎊	58%	Investment holding, design and manufacture of telecommunications system and equipment 投資控股、設計及生產電訊系統 及器材
Multitone Electronics Sdn. Bhd.	Malaysia 馬來西亞	Ordinary – MR285,000 普通股 – 285,000馬來西亞元	58%	Manufacture of telecommunications equipment 生產電訊器材
Multiton Elektronik GmbH	Germany 德國	Ordinary – DM2,000,000 普通股 – 2,000,000馬克	58%	Distribution of telecommunications equipment 分銷電訊器材
Multitone Rentals Limited	United Kingdom 英國	Ordinary – £100 普通股 – 100英鎊	58%	Leasing of system products 租賃系統產品
New Telecomm Company Limited 新系電訊有限公司	Hong Kong 香港	Ordinary – HK\$6,000,000 普通股 – 6,000,000港元	100%	Trading in telecommunications equipment and provision of related services 買賣電訊器材及提供相關服務

39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司(續)

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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Peak Vantage Limited	British Virgin Islands/Macau 英屬維爾京群島/ 澳門	Ordinary – US\$1 普通股 – 1美元	58%	Provision of treasury services 提供財政服務
QKKK.COM Limited	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Provision of e-commerce, m-commerce and internet based activities 提供電子商貿、流動商貿及 互聯網為本服務
Smart Delta Inc.	Samoa 薩摩亞群島	Ordinary – US\$1 普通股 – 1美元	58%	Provision of treasury services 提供財政服務
Smart (Macao Commercial Offshore) Limited 佳盛(澳門離岸商業服務) 有限公司	Macau 澳門	Ordinary – MOP100,000 普通股 – 100,000澳門幣	58%	Provision of services, software licensing and trading of telecommunications equipment 提供服務、軟件特許權及買賣 電訊器材
Top Gallop International Limited	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	100%	Investment holding 投資控股
Very Happy International Limited 大樂國際有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Property investment 物業投資
Victory (Macao Commercial Offshore) Limited 進昇(澳門離岸商業服務) 有限公司	Macau 澳門	Ordinary – MOP100,000 普通股 – 100,000澳門幣	100%	Provision of services, software licensing and trading in telecommunications products 提供服務、軟件特許權及買賣 電訊產品
Wollaston Limited	Samoa 薩摩亞群島	Ordinary – US\$1 普通股 – 1美元	58%	Investment holding 投資控股
Y28.COM Inc.	British Virgin Islands 英屬維爾京群島	Ordinary – US\$1 普通股 – 1美元	100%	Provision of e-commerce, m-commerce and internet based activities 提供電子商貿、流動商貿及 互聯網為本服務
Y28.COM Limited 威易發有限公司	Hong Kong 香港	Ordinary – HK\$2 普通股 – 2港元	100%	Provision of e-commerce m-commerce and internet based activities 提供電子商貿、流動商貿及 互聯網為本服務

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39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司 (續)

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	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Y28.Innovations *	Cayman Islands 開曼群島	Ordinary – HK\$0.1 普通股 – 0.1港元	100%	Provision of e-commerce, m-commerce, and internet based activities 提供電子商貿、流動商貿及 互聯網為本服務
Zonal Care Incorporated	British Virgin Islands/Macau 英屬維爾京群島/ 澳門	Ordinary – US\$2 普通股 – 2美元	58%	Strategic investments and investments in e-Commerce projects 策略性投資及投資電子商貿項目

* Directly held by the Company

* 由本公司直接持有

The deferred shares, which are held by the Group, of each of the above-mentioned subsidiaries entitled the holders thereof to:

由本集團持有之上述各附屬公司之遞延股均賦予持有人權利:

- (a) a fixed non-cumulative dividend at the rate of 5% per annum for any financial year of the company in question in respect of which the net profits of such company exceed HK\$100,000,000,000; and
- (b) on a winding-up, a return of the capital paid up on such shares out of the surplus assets of the company in question after a total sum of HK\$100,000,000,000 has been distributed in such winding up in respect of each of the ordinary shares of such company.

- (a) 倘該等公司於其任何一個財政年度之純利超過100,000,000,000港元時,向該等公司收取按年息5厘計算之定額非累積股息;及
- (b) 於公司清盤時,待於該清盤中就該公司每股普通股分派總額100,000,000,000港元後,自該公司之剩餘資產中退還該等股份之繳足股本。

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.

上表所列之本公司附屬公司乃董事認為主要影響本年度業績或構成本集團資產淨值重大部分之附屬公司。董事認為,倘將其他附屬公司之詳情一併列出,則會令資料過於冗長。

Save as disclosed, none of the subsidiaries had any debt securities subsisting at 30 June 2005 or at any time during the year.

除上文披露者外,各附屬公司於二零零五年六月三十日或年內任何時間均無任何債務證券。

40. POST BALANCE SHEET EVENTS

The following events occurred subsequent to the balance sheet date:

- (a) On 27 August 2005, a wholly owned subsidiary of Kantone entered into a conditional acquisition and subscription agreement (the "Agreement") with independent third parties and Aspire Management Limited ("AML") for the acquisition of 660,000 shares, representing 60% of the existing issued share capital of AML, at an aggregate cash consideration of HK\$52,000,000. Under the Agreement, the subsidiary of Kantone and the independent third parties will contemporaneously subscribe for an aggregate of 400,000 subscription shares, in proportion to their respective shareholdings in AML upon completion, for cash at the aggregate consideration of HK\$30,000,000 upon completion of the acquisition.

40. 結算日後事項

於結算日後發生以下事項:

- (a) 於二零零五年八月二十七日,看通全資附屬公司與多名獨立第三方及 Aspire Management Limited ("AML") 就按總現金代價 52,000,000 港元收購 660,000 股股份 (相當於 AML 現有已發行股本 60%) 訂立有條件收購及認購協議 ("協議")。根據協議,於收購完成後,看通附屬公司及該等獨立第三方將同時按於完成後彼等各自於 AML 之股權比例,以總代價 30,000,000 港元認購合共 400,000 股認購股份,以換取現金。

40. POST BALANCE SHEET EVENTS (Continued)

On 4 October 2005 the acquisition was successfully completed upon fulfilment of the conditions contemplated under the Agreement.

- (b) On 22 September 2005, Kantone entered into a placing and subscription agreement (the "Placing and Subscription Agreement") with Lawnside International Limited ("Lawnside") and an independent placing agent, agreeing to place up to 240,000,000 existing shares of Kantone to independent third parties at HK\$0.73 per share (the "Placing"). Under the Placing and Subscription Agreement, Lawnside also conditionally agreed to subscribe for new shares of Kantone which number shall be equal to that of the placing shares successfully placed under the Placing at HK\$0.73 per share of Kantone (the "Subscription"). The net proceeds from the Subscription of approximately HK\$168 million will be used by the Kantone Group for future development of the e-lottery business and for general working capital.

The Placing was completed on 26 September 2005 and the Subscription is conditional upon the fulfilment of the conditions contemplated under the Placing and Subscription Agreement.

- (c) On 27 October 2005, the directors of the Company propose a bonus issue of new warrants to subscribe for shares of the Company equal to 20% of the number of shares of HK\$0.10 each of the Company ("Shares") in issue on 17 February 2006 ("New Warrants") to the shareholders of the Company on the register of members on 25 November 2005 in proportion as nearly as may be to their then shareholding in the Company (the "Bonus Issue").

As at the date of this report, the Company has outstanding (a) warrants which subscription period will expire on 16 February 2006; and (b) subscription rights granted to Credit Suisse First Boston (Hong Kong) Limited to subscribe for (i) 4,949,397 Shares at HK\$2.3635 per Share until 22 November 2005 ("CSFB Subscription Rights").

The New Warrants will be issued in registered form in units of HK\$1.15 of subscription rights entitling their holders to subscribe for shares of the Company at a price of HK\$1.15 per Share (subject to adjustments) at any time for a period of one year from the date of issue thereof (which is expected to be 27 February 2006 (after the expiry of the existing warrants of the Company on 16 February 2006 and the CSFB Subscription Rights on 22 November 2005)).

The Bonus Issue is conditional upon the approval of shareholders at a special general meeting of the Company and the Listing Committee of The Stock Exchange of Hong Kong limited granting listings of and permission to deal in the New Warrants and the Shares that fall to be issued on the exercise of the subscription rights thereunder.

40. 結算日後事項 (續)

於二零零五年十月四日，收購於達成協議項下條件後成功完成。

- (b) 於二零零五年九月二十二日，看通與 Lawnside International Limited (「Lawnside」) 及獨立配售代理訂立配售及認購協議，同意按每股0.73港元向獨立第三方配售最多240,000,000股看通現有股份 (「配售」)。根據配售及認購協議，Lawnside亦有條件同意認購看通新股份，有關數目須相等於根據配售按每股0.73港元成功配售之看通配售股份數目 (「認購」)。認購所得款項淨額約168,000,000港元將由看通集團用作進一步發展電子彩票業務及一般營運資金。

配售已於二零零五年九月二十六日完成，而認購須待配售及認購協議項下擬定條件達成後，方告完成。

- (c) 於二零零五年十月二十七日，本公司董事建議向本公司股東按於二零零五年十一月二十五日之股東名冊所示最接近彼等當於所持本公司股權比例，發行新紅利認股權證 (「新認股權證」)，以認購相等於本公司於二零零六年二月十七日已發行每股面值0.10港元之股份數目20%之股份 (「紅股發行」)。

於本報告日期，本公司有(a)認購期至二零零六年二月十六日為止之認股權證；(b)授予Credit Suisse First Boston (Hong Kong) Limited可(i)於二零零五年十一月二十二日前按每股股份2.3635港元認購4,949,397股股份之認購權 (「CSFB認購權」) 尚未行使。

新認股權證將以記名方式按每份認購權1.15港元為單位發行，持有人有權於發行日期 (本公司現有認股權證於二零零六年二月十六日到期及CSFB認購權於二零零五年十一月二十二日到期後，預期為二零零六年二月二十七日) 起計一年內隨時按每股股份1.15港元 (可予調整) 認購本公司股份。

紅股發行須獲股東於本公司股東特別大會批准及香港聯合交易所有限公司批准新認股權證及新認股權證項下認購權行使時須予發行之股份上市及買賣，方可作實。