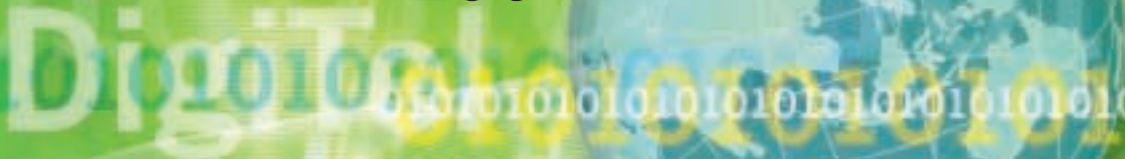




**DigiTel Group Limited**

(Incorporated in the Cayman Islands with limited liability)

First Quarterly Report **2004**



Listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited  
Stock Code: 8030

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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The principal means of information dissemination of GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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*This document, for which the directors (the "Director") of DigiTel Group Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM Listing Rules") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief:- (1) the information contained in this document is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this document misleading; and (3) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## HIGHLIGHTS FOR THE THREE-MONTH PERIOD

- The Group's turnover was approximately HK\$1.3 million.
- Profit attributable to shareholders was approximately HK\$22.4 million.
- The Directors do not recommend the payment of an interim dividend.

## RESULTS

The Directors announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months (the "Three-Month Period") ended 31 March 2004, together with the comparative unaudited figures for the corresponding period as follows:

		For the three months ended 31 March	
		2004	2003
		HK\$'000	HK\$'000
	Note		
Turnover	2	1,311	793
Cost of sales		(450)	(691)
Gross profit		861	102
Waiver of debts due to creditors		22,666	-
Other revenues		531	50
Administrative expenses		(1,168)	(2,516)
Operating profit/loss		22,890	(2,364)
Finance costs		(638)	(610)
Recovery of impairment of investment securities		126	-
Profit/loss before taxation		22,378	(2,974)
Taxation	3	-	-
Profit/loss attributable to shareholders		22,378	(2,974)
Earnings/loss per share	5		
Basic (cents)		1.961	(0.261)

Notes:

### 1. Basis of preparation

The results have been prepared under the historical cost convention in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards.

The results are unaudited but have been reviewed by the Company's audit committee.

The accounting policies and basis of preparation of the results are the same as those used in the preparation of the Group's audited financial statement for the year ended 31 December 2003.

### 2. Turnover

The Group's turnover by principal activities is analysed as follows:

	For the three months ended 31 March	
	2004 HK\$'000	2003 HK\$'000
System integration contracts income	470	-
Sale of goods at invoiced value, net of returns and discounts	-	509
Consultancy income	700	-
Rental income	141	284
	<u>1,311</u>	<u>793</u>

### 3. Taxation

No provision for Hong Kong profits tax has been made as the Group had no assessable profits during the relevant periods.

No potential deferred tax assets have been made during the relevant periods as it is uncertain whether the amounts will crystallise in the foreseeable future.

#### 4. Dividend

The Directors do not recommend the payment of an interim dividend for ordinary shares for the Three-Month Period (2003: Nil).

#### 5. Earnings/loss per share

The calculation of basic earnings/loss per share for the Three-Month Period is based on the profit attributable to shareholders of approximately HK\$22,378,000 (for the three months ended 31 March 2003: loss HK\$2,974,000) and the weighted average of 1,140,730,292 (for the three months ended 31 March 2003: 1,140,730,792) ordinary shares in issue.

There is no dilution arising from the outstanding share options granted by the Company, the convertible notes and convertible debentures issued by the Group. Accordingly, no diluted earnings/loss per share for both periods had been presented.

#### 6. Reserves

	Share premium account HK\$'000	Accumulated losses HK\$'000	Capital reserve on consolidation HK\$'000	Exchange reserve HK\$'000	Total HK\$'000
As at 1 January 2004	36,247	(269,796)	59,368	(67)	(174,248)
Profit for the three months ended 31 March 2004	-	22,378	-	-	22,378
Exchange realignment	-	-	-	67	67
<b>As at 31 March 2004</b>	<b><u>36,247</u></b>	<b><u>(247,418)</u></b>	<b><u>59,368</u></b>	<b><u>-</u></b>	<b><u>(151,803)</u></b>
As at 1 January 2003	36,247	(262,935)	59,368	(67)	(167,387)
Loss for the three months ended 31 March 2003	-	(2,974)	-	-	(2,974)
<b>As at 31 March 2003</b>	<b><u>36,247</u></b>	<b><u>(265,909)</u></b>	<b><u>59,368</u></b>	<b><u>(67)</u></b>	<b><u>(170,361)</u></b>



## BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the trading of network equipment, system integration service and consultancy service in Hong Kong and the PRC. During the Three-Month Period, the Group has provided service for the on-going maintenance of an ATM network system located in Fujian province of the PRC and consultancy service for the implementation of desulfuration system to a PRC power plant.

As to the system integration service, the Group has allied with a PRC enterprise for bidding a network maintenance contract in the Guangdong provision of the PRC for an ATM network system. The Group is also working with another PRC enterprise for the possible formation of a joint venture for the provision of system integration service for telecommunication products in the PRC.

In addition, the Group is pursuing business for the provision of desulfuration system to the PRC power plants as the PRC government nowadays becomes more environmentally conscious and has taken steps to reduce the overall pollution rate. The Group envisages that it can act as the system integrator for the implementation of desulfuration system or to act as an consultant for the provision of advisory services on technical and commercial issues.

Besides, the Group also focuses on the power saving system for the commercial and residential buildings in Hong Kong. The Group has developed a series of solutions for the enhancement of the overall efficiency in electricity utilization, which would reduce the electricity consumption in the public area of the buildings, thereby reducing the electricity costs. The Group has secured a contract for the implementation of such system for a Hong Kong commercial building and the Group will continue to market this service to other potential customers in Hong Kong. For a medium term plan, the Group will apply this system to other customers such as power plants, water supply plants and other manufacturing plants in Hong Kong and the PRC.

The Directors is optimistic to the future prospects of the Group. The Directors believe that the strategy of the Group will ultimately create value to its shareholders.



## FINANCIAL REVIEW

For the Three-Month Period, the Group's turnover was approximately HK\$1.31 million, representing a 65% increase from approximately HK\$0.79 million for the same period in 2003. The Group recorded a profit attributable to shareholders approximately HK\$22.38 million for the Three-Month Period, which shows an improvement as compared to the loss attributable to shareholders approximately HK\$2.97 million recorded in the corresponding period in 2003.

Turnover mainly comprises of system integration service of approximately HK\$0.47 million, consultancy service income of approximately HK\$0.70 million and rental income of approximately HK\$0.14 million.

During the Three-Month Period, the Group has entered into settlement arrangements with three creditors for the full and final settlement of their debts. As the agreed settlement sum was lower than the respective liabilities of the Group, a gain on waiver of debts due to creditors of approximately HK\$22.67 million was recognized in the Three-Month Period.

The administrative expenses for the Three-Month Period were approximately HK\$1.17 million, being reduced by 54% as compared to the corresponding period in 2003. The administrative expenses mainly comprises of employee remunerations, legal and professional fee and marketing expenses.



## LITIGATIONS

As at the date of this report, the Group has been involved in material outstanding claims and litigations with details as follows:-

### **Litigations and claims involved the Company and/or its subsidiaries and/or associated companies**

- (a) On 1 June 2002, a writ was issued by Elegance Finance Printing Services Limited ("Elegance") against the Company for the outstanding printing charges of approximately HK\$0.16 million. The Company filed a defence on 26 June 2002 which denies all the allegations. No further action has been taken by either party thereafter.
- (b) On 19 August 2002, Nortel Networks (Asia) Limited ("Nortel Networks") appointed receiver and manager for the Group's certain network equipment purchased from Nortel Networks. The corresponding equipment was repossessed by Nortel Networks and the outstanding indebtedness was approximately US\$0.74 million of which the Company and two wholly owned subsidiaries are guarantors.
- (c) On 24 September 2002, Key Equipment Finance Asia Limited ("KEF") issued a statutory demand for lease payment in the sum of approximately US\$0.50 million. The Company is a guarantor for the lease agreement. KEF repossessed the equipment on 12 September 2002.





**Litigations and claims not involved the Company but involved the Company's subsidiaries and/or associated companies**

- (d) On 11 March 2002, a writ was issued, amended on 22 August 2002 and further amended on 24 October 2002 by The Center (65) Limited ("The Center (65)") against three wholly owned subsidiaries of the Company and one associated company of the Group (collectively "the Defendants") for the unpaid rent, other charges and damages for the previous office of the Defendants in an aggregate sum of approximately HK\$1.95 million. The Group has settled all rental payment up to 31 March 2002, delivered vacant possession on 9 May 2002 and its 3-month rental deposit of approximately HK\$1.18 million is being retained by The Center (65). The Group, therefore, does not consider that it has material obligation to pay any further sum to The Center (65). No further action has been taken by either party thereafter.
- (e) On 2 September 2002, a writ was issued by The Center (43) Limited ("The Center (43)") against Regal Policy Limited, a wholly owned subsidiary of the Company for outstanding rent of approximately HK\$4.4 million for the period from 1 June 2002 to the expiry date under the tenancy agreement dated 18 April 2000. Regal Policy Limited filed its defence on 27 September 2002, denying the claim. Vacant possession was delivered on 1 August 2002. No further action has been taken by either party thereafter.
- (f) On or about 17 January 2003, a writ was issued by the Inland Revenue Department to DigiTel Communication (Asia) Limited ("DCAL") for the sum of approximately HK\$0.34 million, being profits tax for the year 2000/01. Summary judgment was entered on 23 April 2003 against DCAL for a judgment debt of \$309,829.83 together with interest and legal costs. No further action has been taken by either party thereafter.

Apart from the actions against the Group disclosed above, there are no other material outstanding claims and litigations against the Group.



## SHARE OPTION SCHEMES

Pursuant to the pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") of the Company adopted on 30 June 2000, with the purpose to recognise the contribution of certain employees of the Group to the growth of the Group, the Directors and employees of the Group may be granted share options to subscribe for shares of the Company at an exercise price of HK\$1.05 each. All options have a duration of 10 years from the date of grant of the options and exercisable after six months from the date of listing of the shares of the Company on GEM and each option shall be lapsed on the date after three months of cessation of the employment of the relevant grantee. No share options can be granted under the Pre-IPO Share Option Scheme after the listing of the shares of the Company on 12 July 2000.

As at 31 March 2004, there were 10,000,000 (as at 31 December 2003: 20,000,000) outstanding share options granted under the Pre-IPO Share Options Scheme, with option period from 3 July 2000 to 2 July 2010. No share options were exercised under the Pre-IPO Share Option Scheme since its adoption.

Under the share option scheme (the "Share Option Scheme") of the Company adopted on 30 June 2000, with the purpose of providing incentives, the Directors and employees of the Group may be granted share options to subscribe for shares of the Company at an exercise price determined by the Directors and shall be no less than the higher of (i) the closing price of the shares on the date of grant; and (ii) the average closing price of the shares for the five business days immediately preceding the date of grant. The total number of shares, which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other option scheme of the Company (including the Pre-IPO Share Option Scheme), must not, in aggregate, exceed 30% of the issued share capital of the Company from time to time. A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an option. The options are exercisable within a period not less than 3 years and not more than 10 years from the date of grant. No share options were granted under the Share Option Scheme since its adoption.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2004, the interests and short positions of the directors and chief executive in the shares, underlying shares of equity derivatives and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of SFO or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.40 of the GEM Listing Rules were as follows:

### Long positions in shares

#### (a) The Company

Name	Type of interests	Number of shares of the Company	Percentage of issued shares
Mr. Lee Chuen Bit (Note 1)	Corporate	643,242,469	56.39%

#### Note 1

The shares of the Company are held by Lit Cheong Holdings Limited, the issued share capital of which is equally and beneficially held by the Grand Nature Trust ("GNT") and the Grand Will Trust.

Under the terms of GNT, certain members of the family of Mr. Lee Chuen Bit are potential capital beneficiaries of the trust (so that they may become capital beneficiaries of the trust). Mr. Lee Chuen Bit is not at present a potential capital beneficiary of GNT, but he is eligible to be declared as such pursuant to the existing provisions of the trust. Any of the potential capital beneficiaries may become a capital beneficiary if and when so declared as such pursuant to the applicable provisions of GNT, provided that he/she is not excluded under the provisions of the trust. Under the terms of the trust, the beneficiaries also include charities namely the Tung Wah Group of Hospitals, the Community Chest of Hong Kong, The Barbados Cancer Society and the Duke of Edinburgh's Award Scheme, if their respective purposes are recognised as exclusively charitable under Cayman Islands laws.



(b) Associated corporations

No long positions of directors and chief executive in shares of associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.40 of the GEM Listing Rules.

### **Long positions in underlying shares and debentures**

No long positions of directors and chief executive in underlying shares of equity derivatives and debentures of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.40 of the GEM Listing Rules.

### **Short positions in shares, underlying shares and debentures**

No short positions of directors and chief executive in shares, underlying shares of equity derivatives and debentures of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.40 of the GEM Listing Rules.

## **INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS**

As at 31 March 2004, the following persons (other than the directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of equity derivatives of the Company as recorded in the register required to be kept under section 336 of the SFO.

## Long positions in shares

Name	Capacity	Type of interests	Number of shares of the Company	Percentage of issued shares
Lit Cheong Holdings Limited (Note 1 and 2)	Beneficial owner	Corporate	643,242,469	56.39%
Grand Nature (Cayman) Limited (Note 1)	Interest of a controlled corporation	Corporate	643,242,469	56.39%
Grand Nature Corp (Note 1)	Interest of a controlled corporation	Corporate	643,242,469	56.39%
Grand Will (Cayman) Limited (Note 2)	Interest of a controlled corporation	Corporate	643,242,469	56.39%
Grand Will Limited (Note 2)	Interest of a controlled corporation	Corporate	643,242,469	56.39%
Royal Bank of Canada Trust Company (Cayman) Limited (Note 3)	Trustee	Corporate	643,242,469	56.39%
Mr. Ho Lok Cheung (Note 4)	Trustee	Personal	543,242,469	47.62%

### Note 1

Grand Nature (Cayman) Limited holds 100% equity interests in Grand Nature Corp. Grand Nature Corp holds 50% equity interests in Lit Cheong Holdings Limited.



Note 2

Grand Will (Cayman) Limited holds 100% equity interests in Grand Will Limited. Grand Will Limited holds 50% equity interests in Lit Cheong Holdings Limited.

Note 3

Royal Bank of Canada Trust Company (Cayman) Limited is the trustee of Grand Nature (Cayman) Limited and Grand Will (Cayman) Limited.

Note 4

Mr. Ho Lok Cheong holds the shares of the Company for Lit Cheong Holdings Limited as its trustee.

### **Long positions in underlying shares**

No long positions of other persons and substantial shareholders in the underlying shares of equity derivatives of the Company were recorded in the register.

### **Short positions in shares and underlying shares**

No short positions of other persons and substantial shareholders in the shares and underlying shares of equity derivatives of the Company were recorded in the register.



## DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Pursuant to the Share Option Scheme of the Company, the Directors and employees of Group may be granted share options to subscribe for shares of the Company at an exercise price. During the Three-Month Period, no options were granted or exercised by the Directors and as at 31 March 2004, there were no outstanding options which were granted to the Directors.

Apart from the above, at no time during the Three-Month Period neither the Company nor any of its subsidiaries nor its holding company was a party to any arrangements to enable the Directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors, chief executive or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right.

## PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Three-Month Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## COMPETING INTEREST

The Directors are not aware of, as at 31 March 2004, any business or interest of each director, management shareholder and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.



## BOARD PRACTICES AND PROCEDURES

The Company has complied with the Board Practices and Procedures as set out in rules 5.34 to 5.45 of the GEM Listing Rules throughout the Three-Month Period.

## AUDIT COMMITTEE

In compliance with rules 5.28 to 5.30 of the GEM Listing Rules, the Company has established an audit committee with written terms of reference which deal clearly with its authority and duties. The audit committee's principal duties are the review and supervision of the Company's financial reporting process and internal control systems.

By Order of the Board

**Lee Chuen Bit**

*Chairman*

Hong Kong, 10 May 2004