

DIGITALHONGKONG.COM

數碼香港

ABOUT DIGITALHONGKONG.COM (STOCK CODE: 8007)

DIGITALHONGKONG.COM (“Digital HK”) has been listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Exchange”) since April 2000. Started as a commerce service provider that specialised in providing outsourcing services for online commerce, Digital HK has strategically positioned itself to integrate both online and offline businesses, and to engage in technology investments focusing on industries supported by government policies.

Digital HK and its subsidiaries now operate the following complementary lines of business:

- provision of internet and e-commerce enabling solutions, IT consulting and technical services
- strategic investments in selected technologies and applications
- investment in lifescience and health related projects
- promotion and trading of cultural products and related services

Digital HK is a subsidiary of Champion Technology Holdings Limited, a global technology group listed on the Main Board of the Exchange.

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. 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.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

數碼香港簡介 (股份代號：8007)

數碼香港於二零零零年四月在香港聯合交易所有限公司(「交易所」)創業板上市。早期定位為商貿服務供應商，以提供在線商貿外判服務為主；其後作策略性定位，綜合在線及離線兩方面之業務，並投資於科技項目，尤其專注於獲政策支持之行業。

數碼香港及其附屬公司現時經營下列之互補業務：

- 提供互聯網及電子商貿組成方案，資信科技顧問及技術支援服務
- 策略性投資於合適之科技及應用項目
- 對生命科學及與康健護理相關之項目作出投資
- 從事文化產品的推廣與銷售及相關業務

數碼香港為冠軍科技集團有限公司(「冠軍科技」)附屬公司。冠軍科技乃環球科技集團，於交易所主板上上市。

交易所創業板特色

創業板的定位，乃為相比起其他在交易所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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FINANCIAL HIGHLIGHTS

財務撮要

		2014	2013	2012	2011	2010
		二零一四年	二零一三年	二零一二年	二零一一年	二零一零年
		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
Results	業績					
(for the year ended 30 June)	(截至六月三十日止年度)					
- Turnover	- 營業額	3,792	3,066	3,003	3,124	3,058
- Loss	- 虧損	(2,055)	(2,662)	(2,752)	(2,565)	(2,478)
- Loss per share	- 每股虧損					
- basic (in HK cents)	- 基本(港仙)	(1.37)	(1.77)	(1.83)	(1.71)	(1.65)
Financial Position	財務狀況					
(as at 30 June)	(於六月三十日)					
- Non-current assets	- 非流動資產	-	-	1	2	3
- Current assets	- 流動資產	4,717	6,717	10,328	12,095	14,667
- Current liabilities	- 流動負債	1,105	1,050	2,000	1,016	1,024
- Equity	- 權益	3,612	5,667	8,329	11,081	13,646
Financial Ratios	財務比率					
(as at 30 June)	(於六月三十日)					
- Current assets/Current liabilities	- 流動資產/流動負債	4	6	5	12	14
- Assets/Equity	- 資產/權益	1.3	1.2	1.2	1.1	1.1

DIRECTORS' REPORT

董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 30 June 2014.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 24 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 30 June 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 23.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 12 to the consolidated financial statements.

DISTRIBUTABLE RESERVE OF THE COMPANY

The share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend payment the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company. As at 30 June 2014 and 2013, the Company did not have reserves available for distribution.

DIRECTORS

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

Executive directors:

Prof. Paul Kan Man Lok, *Chairman*
Ms. Shirley Ha Suk Ling, *CEO*

Non-executive directors:

Mr. Leo Kan Kin Leung
Mr. Lai Yat Kwong

Independent non-executive directors:

Ms. Shao Xiang Ming
Mr. Alec Ho Yat Wan
Mr. Kong Siu Chee
(*appointed on 28 March 2014*)
Mr. Francis Gilbert Knight
(*deceased on 30 December 2013*)

No director has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事謹提呈彼等截至二零一四年六月三十日止年度之年報及經審核綜合財務報告。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報告附註24。

業績

本集團截至二零一四年六月三十日止年度之業績載於第23頁之綜合損益及其他全面收益表內。

物業、廠房及設備

本集團於本年度內有關物業、廠房及設備之變動詳情載於綜合財務報告附註12。

本公司之可分派儲備

本公司可撥充股份溢價以向股東派發分派或股息，惟須受本公司組織章程大綱及章程細則之條款限制，及緊隨派發分派或股息後，本公司能償還日常業務過程中到期債項，方可作實。遵照本公司之組織章程細則，本公司可撥充溢利、特別儲備及股份溢價以派發股息。於二零一四年及二零一三年六月三十日，本公司並無可供分派儲備。

董事

年內及截至本報告刊發日期止，本公司之董事為：

執行董事：

簡文樂教授，*主席*
夏淑玲女士，*行政總裁*

非執行董事：

簡堅良先生
黎日光先生

獨立非執行董事：

邵向明女士
何逸雲先生
江紹智先生
(*於二零一四年三月二十八日獲委任*)
Francis Gilbert Knight先生
(*於二零一三年十二月三十日辭世*)

董事概無訂立任何本集團不能於一年內毋須作出補償(法定補償除外)而終止之服務合約。

DIRECTORS' REPORT

董事會報告

DIRECTORS – continued

Each of the non-executive directors has a service contract with the Company for a term of up to the date on which he/she shall retire by rotation in an annual general meeting of the Company in accordance with the Articles of Association of the Company.

CONFIRMATION OF INDEPENDENCE

The Company confirms it has received from each of its independent non-executive directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), and considers that the independent non-executive directors are independent.

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year ended 30 June 2014, the Group had the following transactions with Champion Technology Holdings Limited ("Champion", the Company's ultimate holding company), Champion Technology Limited and Y28.com Limited (subsidiaries of Champion), which are connected persons of the Company under the GEM Listing Rules:

董事一續

各非執行董事與本公司訂立服務合約，年期至彼根據本公司組織章程細則於本公司股東週年大會當日輪值退任為止。

確認獨立性

本公司確認已接獲各獨立非執行董事根據香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)第5.09條規定就其獨立性發出之年度確認函，並認為該等獨立非執行董事均屬獨立人士。

董事於合約及關連交易之權益

截至二零一四年六月三十日止年度，本集團曾與冠軍科技集團有限公司(「冠軍」，本公司之最終控股公司)、冠軍科技有限公司及威易發有限公司(冠軍之附屬公司)進行下列之交易。根據創業板上市規則之規定，彼等為本公司之關連人士：

		HK\$'000 千港元
Annual fee and technical fee received from Champion Technology Limited (Note 1)	自冠軍科技有限公司收取之年費及技術費(附註1)	37
Technical fee received from Y28.com Limited (Note 1)	自威易發有限公司收取之技術費(附註1)	2
Administration fees paid by the Group to Champion (Note 2)	本集團支付予冠軍之行政費用(附註2)	540

Notes:

- The Group had provided e-payment platform services to subsidiaries of Champion at a fee chargeable with reference to comparable market price as agreed.
- The Group had used administrative services provided by Champion, which charged the Group for such services on cost basis.

These transactions are exempt continuing connected transactions under the GEM Listing Rules.

In the opinion of the independent non-executive directors, the above transactions were carried out in the ordinary and usual course of business under normal commercial terms in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Details of such connected transactions are set out in note 23 to the consolidated financial statements.

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

附註：

- 本集團提供電子付款平台服務予冠軍之附屬公司，協定之收費乃參考可資比較之市場價格。
- 本集團使用冠軍提供之行政服務，該服務之費用按成本基準收取。

此等交易乃按創業板上市規則被列為可豁免持續關連交易。

獨立非執行董事認為，上述交易乃於日常及一般業務過程中按一般商業條款進行，並符合監管該等交易之有關協議規定，且按公平合理及符合本公司股東整體利益之條款進行。有關該等關連交易之詳情載於綜合財務報告附註23。

除上文所披露者外，本公司或其任何附屬公司概無訂立任何於本年度終結時或年內任何時間仍然生效而本公司董事直接或間接擁有重大權益之重大合約。

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS – continued

Save as disclosed above, there is no contract of significance between the Group and a controlling shareholder of the Company (as defined in the GEM Listing Rules) or any of its subsidiaries, including the provision of services to the Group.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2014, the interests of the directors of the Company in the shares of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to the required standard of dealings by the directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

董事於合約及關連交易之權益—續

除上文所披露者外，本集團概無與本公司控股股東（定義見創業板上市規則）或其任何附屬公司訂立重大合約—包括向本集團提供服務而訂立之合約。

董事之證券權益及淡倉

於二零一四年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條須予存置之登記冊記錄所示，或根據創業板上市規則第5.46條有關本公司董事進行買賣之準則規定向本公司及香港聯合交易所有限公司（「交易所」）另行作出之通知，本公司董事在本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份中擁有之權益如下：

Name of director 董事姓名	Capacity 身份	Number of shares 股份數目	Approximate percentage of the issued share capital 佔已發行股本之概約比率
Securities of the Company 本公司證券			
Prof. Paul Kan Man Lok 簡文樂教授	Corporate interest 公司權益	Note 1 附註1	74.48%
Securities of Champion 冠軍證券			
Prof. Paul Kan Man Lok 簡文樂教授	Corporate interest 公司權益	Note 2 附註2	27.90%
Securities of Kantone Holdings Limited ("Kantone", a subsidiary of Champion) 看通集團有限公司 (「看通」，冠軍之附屬公司)證券			
Prof. Paul Kan Man Lok 簡文樂教授	Corporate interest 公司權益	Note 3 附註3	54.91%

Notes:

- 106,050,000 shares of the Company were held by Champion and 5,670,520 shares of the Company were held by Lawnside International Limited ("Lawnside"). Lawnside is beneficially wholly owned by Prof. Paul Kan Man Lok. As at 30 June 2014, Lawnside had interests in approximately 27.90% of the entire issued share capital of Champion. Prof. Paul Kan Man Lok was deemed to have corporate interest in the shares of the Company held by Champion and Lawnside.
- 1,766,860,957 shares of Champion were held by Lawnside.
- 4,167,071,367 shares of Kantone were held by Champion.

附註：

- 本公司之106,050,000股股份由冠軍持有，而本公司之5,670,520股股份則由Lawnside International Limited（「Lawnside」）持有。Lawnside由簡文樂教授實益全資擁有。於二零一四年六月三十日，Lawnside擁有冠軍全部已發行股本約27.90%之權益。簡文樂教授因而被視為於該等由冠軍及Lawnside擁有之本公司股份中擁有公司權益。
- 冠軍之1,766,860,957股股份由Lawnside持有。
- 看通之4,167,071,367股股份由冠軍持有。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES – continued

Save as disclosed above, none of the directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as at 30 June 2014 as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDER

As at 30 June 2014, the following person (other than the directors or chief executive of the Company) had interests in the share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder	Capacity	Number of shares	Percentage of the issued share capital 佔已發行股本之比率
股東名稱	身份	股份數目	
Champion 冠軍	Beneficial owner 實益擁有人	106,050,000*	70.7%

* See Note 1 to the "Directors' Interests and Short Positions in Securities" Section.

董事之證券權益及淡倉 – 續

除上文所披露者外，於二零一四年六月三十日，按本公司根據證券及期貨條例第352條須予存置之登記冊記錄所示，或根據創業板上市規則第5.46條有關本公司董事進行買賣之準則規定向本公司及交易所另行作出之通知，本公司董事或行政總裁概無在本公司或其相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何權益或淡倉。

主要股東

於二零一四年六月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（本公司董事或行政總裁除外）於本公司之股本中擁有權益：

Save as disclosed above, no person had any interest or short position in the shares or underlying shares of the Company according to the register required to be kept by the Company under Section 336 of the SFO as at 30 June 2014.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2014 and there had been no exercise of any convertible securities, options, warrants or similar rights during the year.

SHARE OPTION SCHEMES AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 30 November 2012, the Company adopted a share option scheme (the "Scheme"). No option has been granted by the Company under the Scheme. Particulars of the Scheme are set out in note 18 to the consolidated financial statements.

* 請參閱「董事之證券權益及淡倉」一節附註1。

除上文所披露者外，於二零一四年六月三十日，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，並無任何人士擁有本公司股份或相關股份之權益或淡倉。

可換股證券、購股權、認股權證或類似權利

於二零一四年六月三十日，本公司概無任何尚未行使之可換股證券、購股權、認股權證或其他類似權利，且年內亦無行使任何可換股證券、購股權、認股權證或類似權利。

購股權計劃及董事購買股份或債券之權利

於二零一二年十一月三十日，本公司採納一項購股權計劃（「該計劃」）。本公司並無根據該計劃授出任何購股權。該計劃之詳情載於綜合財務報告附註18。

SHARE OPTION SCHEMES AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

– continued

Each of Champion and Kantone adopted a share option scheme on 30 November 2012 which enables the directors of Champion and Kantone respectively to grant options to any directors, employees or consultants of Champion, Kantone and their respective affiliates as well as their respective customers and suppliers to subscribe for shares of Champion and Kantone respectively. The purpose of the share option schemes is to attract and retain quality personnel and other persons and to provide incentive to them to contribute to the business and operation of Champion and Kantone. The option period shall be determined by its directors which shall not be more than ten years from the date of grant of the option. The exercise price (subject to adjustment as provided therein) of the option is equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Exchange's daily quotation sheet on the date of grant of the options which must be a business day; and (iii) the average closing price per share as stated in the Exchange's daily quotation sheet for the five business days immediately preceding the date of grant of the option. No option has been granted by Champion and Kantone since the adoption of their schemes.

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for approximately 100% of the turnover of the Group and the largest customer of the Group accounted for about 98.6% of the total turnover.

At 30 June 2014, Champion Technology Holdings Limited, a shareholder holding more than 5% of the Company's issued capital, had 100% beneficial interest in one of the Group's five largest customers. All transactions between the Group and the customer concerned were carried out on normal commercial terms.

For the year ended 30 June 2014, no party has been classified as a supplier of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

購股權計劃及董事購買股份或債券之權利—續

於二零一二年十一月三十日，冠軍及看通各自採納一項購股權計劃。據此，冠軍及看通之董事可向任何冠軍、看通及其各自之聯屬公司之董事、僱員、諮詢人以及其各自之客戶及供應商授予購股權，讓彼等藉此分別認購冠軍及看通之股份。購股權計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為冠軍及看通之業務及營運作出貢獻。購股權期應由其董事釐定，惟所釐定之年期於購股權授出日期起計不得多於十年。購股權之行使價(可按其中之規定作出調整)相當於(i)股份面值；(ii)於授出購股權日期(須為營業日)在交易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交易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。自採納計劃以來，冠軍及看通並無授出任何購股權。

除上文所述之購股權計劃外，本公司、其控股公司、任何同系附屬公司或附屬公司於年內任何時間概無訂立任何安排，以致本公司之董事可藉購入本公司或任何其他法團之股份或債券而獲益，而各董事或彼等之配偶或18歲以下之子女亦無擁有可認購本公司證券之任何權利或於年內行使任何該等權利。

主要客戶及供應商

於本年度內，本集團五大客戶佔本集團營業額約100%，而本集團最大客戶則佔總營業額約98.6%。

於二零一四年六月三十日，冠軍科技集團有限公司，為一位擁有本公司已發行股本超過5%之控股股東，於本集團五大客戶中其中一位擁有全部實益權益。本集團與該客戶所有交易均按一般商業條款進行。

截至二零一四年六月三十日止年度，並無任何人士被歸類為本集團供應商。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DIRECTORS' REPORT

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issue shares as required under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

During the year, none of the directors, the controlling shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any business or interest which competed or might compete with the business of the Group nor had any other conflict of interest with the Group.

REMUNERATION POLICY

The remuneration of the employees of the Group is determined with reference to market terms and the performance, qualifications and experience of the individual employee.

The emoluments of the directors of the Company is recommended by the Human Resources and Remuneration Committee of the Company after considering the factors such as the Company's operating results, individual performance, salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The Company has adopted the Scheme as an incentive to directors and eligible employees. Details of the scheme are set out in note 18 to the consolidated financial statements.

AUDITOR

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

On behalf of the Board

Paul KAN Man Lok
CHAIRMAN

22 August 2014

足夠公眾持股量

根據本公司之公開資料及據董事所知，於本報告日期，股份之公眾持股量足夠符合創業板上市規則不少於本公司已發行股份25%之規定。

優先購股權

本公司之組織章程細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東提呈發售新股份。

競爭業務權益

於本年度內，本公司各董事或控股股東（定義見創業板上市規則）或彼等各自之聯繫人士概無擁有任何與本集團業務構成競爭或可能構成競爭之業務或於其中擁有權益，亦概無與本集團發生任何其他利益衝突。

薪酬政策

本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗釐定僱員薪酬。

本公司人力資源及薪酬委員會於建議本公司董事酬金時，考慮之因素包括本公司之經營業績、個人表現、可資比較公司所支付之薪酬、付出之時間及職責、及本集團內其他職位的僱用條件等。

本公司已採納該計劃作為對董事及合資格僱員之獎勵。計劃之詳情載於綜合財務報告附註18。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司應屆股東週年大會上提呈。

代表董事會

簡文樂
主席

二零一四年八月二十二日

CORPORATE GOVERNANCE REPORT

企業管治報告

As At 22 August 2014 於二零一四年八月二十二日

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions of the Corporate Governance Code (the “Code”) set out in Appendix 15 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) in the year ended 30 June 2014, save that during the period from the decease of Mr. Francis Gilbert KNIGHT on 30 December 2013 to the appointment of Mr. KONG Siu Chee on 28 March 2014, the Company did not have three independent non-executive directors as required under Rule 5.05(1) of the GEM Listing Rules. The Company would like to pay tribute to Mr. KNIGHT for his valuable contributions to the Group.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors’ securities transactions on terms set out in the standard of dealings contained in rules 5.48 to 5.67 of the GEM Listing Rules (the “Standard of Dealings”).

The Company has made specific enquiry of all directors of the Company, and they have confirmed compliance with the Standard of Dealings during the year ended 30 June 2014.

BOARD OF DIRECTORS

The Company is governed by a board of directors (the “Board”) which has the responsibility for leadership and control of the Company. The directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board set strategies and directions for the Group’s activities with a view to developing its business and enhancing shareholder value.

The composition of the Board during the year was as follows:

Executive directors

Prof. Paul KAN Man Lok* (*Chairman*)
Ms. Shirley HA Suk Ling (*Chief Executive Officer*)

Non-executive directors

Mr. Leo KAN Kin Leung*
Mr. LAI Yat Kwong

Independent non-executive directors

Ms. SHAO Xiang Ming
Mr. Alec HO Yat Wan
Mr. KONG Siu Chee (*appointed on 28 March 2014*)
Mr. Francis Gilbert KNIGHT
(*deceased on 30 December 2013*)

* Prof. Paul KAN Man Lok and Mr. Leo KAN Kin Leung are brothers.

企業管治常規

本公司致力維持高水平之企業管治。於截至二零一四年六月三十日止年度內，除在二零一三年十二月三十日Francis Gilbert KNIGHT先生逝世之日起，至二零一四年三月二十八日江紹智先生獲委任之日止期間，本公司未能如創業板上市規則第5.05(1)條所規定須擁有一名獨立非執行董事以外，本公司遵守香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）附錄15「企業管治守則」（「守則」）所載之守則條文。本公司謹此向Francis Gilbert KNIGHT先生致意，感謝其對本集團之寶貴貢獻。

董事的證券交易

本公司已根據創業板上市規則第5.48至5.67條所載的交易必守標準之條款（「交易必守標準」），就董事進行證券交易採納一套操守守則。

本公司已向本公司全體董事作出特定查詢，所有董事均已確認於截至二零一四年六月三十日止年度內均有遵守交易必守標準。

董事會

本公司受董事會（「董事會」）監管，彼等須負責領導及監察本公司。董事負責指示及監控本集團之事務，共同帶領本集團邁向成功。董事會製訂本集團業務之策略及方向，使業務得以發展及提升股東價值。

董事會於年內之組成架構如下：

執行董事

簡文樂教授* (*主席*)
夏淑玲女士 (*行政總裁*)

非執行董事

簡堅良先生*
黎日光先生

獨立非執行董事

邵向明女士
何逸雲先生
江紹智先生 (*於二零一四年三月二十八日獲委任*)
Francis Gilbert KNIGHT先生
(*於二零一三年十二月三十日辭世*)

* 簡文樂教授及簡堅良先生為兄弟。

CORPORATE GOVERNANCE REPORT

企業管治報告

As At 22 August 2014 於二零一四年八月二十二日

BOARD OF DIRECTORS – continued

The Board held 7 meetings during the year ended 30 June 2014. All current directors, except Mr. KONG Siu Chee who was newly appointed during the year, attended these meetings. Mr. KONG Siu Chee attended all the 2 meetings held after his appointment during the year. Mr. Francis Gilbert KNIGHT attended all the 2 meetings held during his term of office during the year.

During the year ended 30 June 2014, the Company held 1 general meeting. All directors who were in office at the time of the general meeting attended the meeting.

The Company is committed to arranging and funding suitable training to all directors for their continuous professional development. During the year ended 30 June 2014 and up to the date of this report, Prof. Paul KAN Man Lok, Ms. Shirley HA Suk Ling, Mr. Leo KAN Kin Leung, Mr. LAI Yat Kwong, Ms. SHAO Xiang Ming, Mr. Alec HO Yat Wan and Mr. KONG Siu Chee engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant. Mr. LAI Yat Kwong and Mr. Alec HO Yat Wan have participated in continuous professional development programs required by The Hong Kong Institute of Certified Public Accountants. Mr. KONG Siu Chee has, upon his appointment, received an induction by a solicitor practising in Hong Kong on the duties and responsibilities of a director of a company listed on the GEM. The directors also participated in other trainings and professional developments such as attending or holding seminars, giving speeches or studying reading materials relating to the Group or its industries and businesses; rules and regulations; business management; or the roles, functions and duties of a listed company director.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and Chief Executive Officer of the Company are separate and performed by different individuals with a clear division of responsibilities.

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

The Chief Executive Officer is responsible for the day-to-day management of the Group's business.

NON-EXECUTIVE DIRECTORS

The non-executive directors of the Company were appointed for a term of up to about 3 years ending on the date on which the directors shall retire by rotation at the Company's annual general meeting in accordance with the Code and the Articles of Association of the Company.

董事會 – 續

董事會於截至二零一四年六月三十日止年度內共舉行7次會議，各現任董事（於年內新獲委任之江紹智先生除外）均出席所有會議。於江紹智先生獲委任後，年內共有2次會議，彼均有出席。於Francis Gilbert KNIGHT先生年內任期內共有2次會議，彼均有出席。

於截至二零一四年六月三十日止年度內，本公司舉行1次股東大會，所有於股東大會時在任之董事均有出席大會。

本公司致力就所有董事之持續專業發展安排合適的培訓並提供有關經費。於截至二零一四年六月三十日止年度內及截至本報告刊發日期，簡文樂教授、夏淑玲女士、簡堅良先生、黎日光先生、邵向明女士、何逸雲先生及江紹智先生在彼等各自的商務活動範疇內參與持續專業發展，從而發展並更新其知識及技能，確保其能繼續具備所需資訊及適切地對董事會作出貢獻。黎日光先生及何逸雲先生已按照香港會計師公會的要求參與持續專業發展。江紹智先生於獲委任時已就擔任創業板上市公司董事的職責及責任獲香港執業律師給予就任須知。董事亦參與其他培訓及專業發展，例如出席或主持研討會，發表演說或閱覽資料文獻，內容包括有關本集團或其行業及業務；規則及條例；商業管理；或上市公司董事的角色、職能及責任等。

主席及行政總裁

本公司主席及行政總裁之職務已予分開，由不同人士履行，並清晰界定彼等之責任。

主席須負責領導董事會，確保董事會能有效益地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之事宜載入議程內。透過董事會，彼負責確保本集團有遵守良好企業管治常規及程序。

行政總裁負責管理本集團之日常業務。

非執行董事

本公司非執行董事之任期最長約為3年，於彼等按照守則及本公司之組織章程細則於本公司之股東週年大會上輪值退任時終止。

HUMAN RESOURCES AND REMUNERATION COMMITTEE

The composition of the Human Resources and Remuneration Committee (the "Remuneration Committee") during the year was as follows:

Independent non-executive directors

Mr. Alec HO Yat Wan (*Chairman from 28 March 2014*)

Ms. SHAO Xiang Ming

Mr. KONG Siu Chee (*Member from 28 March 2014*)

Mr. Francis Gilbert KNIGHT

(*Chairman and member until 30 December 2013*)

Non-executive directors

Mr. Leo KAN Kin Leung

Mr. LAI Yat Kwong

The Remuneration Committee has reviewed and approved the Group's remuneration policy, including that for the executive directors, and the levels of remuneration paid to executive directors and senior management of the Group. The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the remuneration packages of individual executive directors and senior management.

During the year ended 30 June 2014, the Remuneration Committee held 2 meetings and work performed included reviewing the Group's remuneration policy for its executive directors and senior management and their levels of remuneration. All members who were in office at the time of these meetings attended the meetings. There was 1 meeting held during the term of office of Mr. Francis Gilbert KNIGHT during the year and he attended the meeting.

The remuneration payable to the directors of the Company for the year ended 30 June 2014 is set out in note 8 to the consolidated financial statements. The remuneration payable to the senior management of the Company for the year ended 30 June 2014 is within the range of HK\$0 to HK\$1,000,000.

BOARD DIVERSITY

The Board has adopted a policy concerning diversity of Board members (the "Board Diversity Policy") which is summarized as follows:

The Company is committed to maintaining a highly effective Board which should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. When deciding on the appointment of directors, it is the policy of the Company to consider a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, and other qualifications, skills and experience which the Company considers will make a positive contribution to the performance of the Board.

人力資源及薪酬委員會

人力資源及薪酬委員會(「薪酬委員會」)於年內之組成架構如下：

獨立非執行董事

何逸雲先生(由二零一四年三月二十八日起擔任主席)

邵向明女士

江紹智先生(由二零一四年三月二十八日起擔任成員)

Francis Gilbert KNIGHT先生

(擔任主席及成員至二零一三年十二月三十日)

非執行董事

簡堅良先生

黎日光先生

薪酬委員會審閱及批准集團(包括執行董事)之薪酬政策，及本集團執行董事及高層管理人員之薪酬水平。本公司根據守則所載之指引制訂薪酬委員會之職權範圍，其職能之一為向董事會建議個別執行董事及高層管理人員的薪酬待遇。

薪酬委員會於截至二零一四年六月三十日止年度內共舉行2次會議；其工作包括審閱本公司執行董事及高層管理人員之薪酬政策及彼等之薪酬水平，所有於舉行該等會議時在任之成員均有出席會議。於Francis Gilbert KNIGHT先生年內任期內共有1次會議，彼亦有出席。

截至二零一四年六月三十日止年度，本公司應付之董事酬金載列於綜合財務報告附註8。截至二零一四年六月三十日止年度，本公司應付之高層管理人員酬金介乎0港元至1,000,000港元。

董事會成員多元化

董事會已採納一項有關董事會成員多元化之政策(「董事會成員多元化政策」)，該政策撮要如下：

本公司致力令董事會保持優秀效益，務求平衡董事會所具備之技巧、經驗及多樣的觀點與角度，配合集團業務所需。當決定委任董事時，本公司之政策將考慮多項因素，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、及其他本公司認為可對董事會之表現帶來正面貢獻之資歷、技能及經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

As At 22 August 2014 於二零一四年八月二十二日

BOARD DIVERSITY – *continued*

The Nomination Committee of the Company monitors the implementation of the Board Diversity Policy and reviews it from time to time and shall bring to the attention of the Board any significant issues or recommendations as and when necessary and appropriate. Any reviews, updates and amendments to the Board Diversity Policy shall be approved by the Board.

NOMINATION COMMITTEE

The composition of the Nomination Committee during the year was as follows:

Independent non-executive directors

Mr. Alec HO Yat Wan (Chairman from 28 March 2014)
Ms. SHAO Xiang Ming
Mr. Francis Gilbert KNIGHT
(Chairman and member until 30 December 2013)

Executive director

Prof. Paul KAN Man Lok

The terms of reference of the Nomination Committee have been determined with reference to the Code.

The Nomination Committee is responsible for identifying potential new directors and making recommendations to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his/her appointment. All directors are subject to retirement by rotation at least once every 3 years. In accordance with the Company's Articles of Association, one third of the directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

Potential new directors are selected with reference to the Board Diversity Policy.

During the year ended 30 June 2014, Mr. KONG Siu Chee was nominated by the Committee and approved by the Board for appointment as an independent non-executive director of the Company with effect from 28 March 2014.

The Nomination Committee held 3 meetings during the year ended 30 June 2014 and work performed included reviewing the structure, size and composition of the Board and the independence of the independent non-executive directors of the Company; and nominating Mr. KONG Siu Chee to the Board for appointment as an independent non-executive director of the Company. All members who were in office at the time of these meetings attended the meetings. There was 1 meeting held during the term of office of Mr. Francis Gilbert KNIGHT during the year and he attended the meeting.

董事會成員多元化 – 續

本公司之提名委員會監察董事會成員多元化政策之執行，並不時作出檢討，在需要及適當時向董事會提出任何重要事宜或建議。董事會成員多元化政策有任何檢討、更新及修訂須經董事會通過。

提名委員會

提名委員會於年內之組成架構如下：

獨立非執行董事

何逸雲先生(由二零一四年三月二十八日起擔任主席)
邵向明女士
Francis Gilbert KNIGHT先生
(擔任主席及成員至二零一三年十二月三十日)

執行董事

簡文樂教授

本公司已參考守則釐訂提名委員會之職權範圍。

提名委員會負責物色有潛質成為新任董事之人士，並就董事會作出決定提供推薦建議。由董事會委任之董事須於其獲委任後之首個股東週年大會上經股東重選。所有董事須最少每3年輪值退任一次。同時，根據本公司之組織章程細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

提名委員會參考董事會成員多元化政策挑選有潛質成為新任董事之人士。

於截至二零一四年六月三十日止年度內，江紹智先生獲提名委員會提名並獲董事會通過委任為本公司獨立非執行董事，由二零一四年三月二十八日起生效。

於截至二零一四年六月三十日止年度內，提名委員會共舉行3次會議；其工作包括審閱董事會之架構、人數及組成；及本公司獨立非執行董事之獨立性；以及向董事會提名委任江紹智先生為本公司獨立非執行董事。所有於舉行該等會議時在任之成員均有出席會議。於Francis Gilbert KNIGHT先生年內任期內共有1次會議，彼亦有出席。

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the terms of reference for corporate governance functions set out in the Code and has delegated the Group's corporate governance functions to the Audit Committee.

AUDIT COMMITTEE

The composition of the Audit Committee during the year was as follows:

Independent non-executive directors

Mr. Alec HO Yat Wan (*Chairman*)
 Ms. SHAO Xiang Ming
 Mr. KONG Siu Chee (*Member from 28 March 2014*)
 Mr. Francis Gilbert KNIGHT
 (*Member until 30 December 2013*)

Non-executive directors

Mr. Leo KAN Kin Leung
 Mr. LAI Yat Kwong

The terms of reference of the Audit Committee, with the inclusion of the corporate governance functions, follow the guidelines set out in the Code. The Audit Committee is responsible for, among other things, reviewing the Group's financial information and its financial reporting, corporate governance and internal control matters, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

During the year ended 30 June 2014, the Audit Committee held 4 meetings and work performed included reviewing the Group's quarterly, half-yearly and annual results, its internal control system, and corporate governance matters including reviewing the Corporate Governance Report for inclusion in the Company's Annual Report. All members who were in office at the time of these meetings attended the meetings. Mr. Francis Gilbert KNIGHT attended all the 2 meetings held during his term of office during the year. There was 1 meeting held after the appointment of Mr. KONG Siu Chee during the year and he attended the meeting.

AUDITORS' REMUNERATION

For the year ended 30 June 2014, the fee for the Company's external auditors for audit services was about HK\$526,000 (2013: HK\$532,000) and that for non-audit services mainly relating to taxation matters was about HK\$65,000 (2013: HK\$40,000).

ACCOUNTABILITY AND AUDIT

The directors acknowledge their responsibility for preparing the accounts of the Company. As at 30 June 2014, the directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going-concern basis.

企業管治職能

董事會已採納守則所載有關企業管治職能之職權範圍，並已將集團之企業管治職能指派予審核委員會。

審核委員會

審核委員會於年內之組成架構如下：

獨立非執行董事

何逸雲先生(*主席*)
 邵向明女士
 江紹智先生(*由二零一四年三月二十八日起擔任成員*)
 Francis Gilbert KNIGHT先生
 (*擔任成員至二零一三年十二月三十日*)

非執行董事

簡堅良先生
 黎日光先生

審核委員會之職權範圍(包括其企業管治職能)按照守則所載之指引制訂。審核委員會職能之一為審閱本集團之財務資料及其財務申報、企業管治及內部監控事宜，包括集團在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。審核委員會向董事會匯報任何跟其職權範圍相關之重要事宜。

截至二零一四年六月三十日止年度內，審核委員會共舉行4次會議，工作包括審閱本集團之季度、半年度及全年業績，其內部監控系統，及企業管治事宜包括審閱刊登於本公司年報內之企業管治報告。所有於舉行該等會議時在任之成員均有出席會議。於Francis Gilbert KNIGHT先生年內任期內共有2次會議，彼均有出席。於江紹智先生獲委任後，年內共有1次會議，彼亦有出席。

核數師酬金

截至二零一四年六月三十日止年度，本公司外聘核數師之核數服務費用約為526,000港元(二零一三年：532,000港元)，主要關於稅務事項之非核數服務費用則約為65,000港元(二零一三年：40,000港元)。

問責及核數

董事明白彼等有編製本公司賬目的責任。於二零一四年六月三十日，董事並不知悉任何可能會嚴重影響本公司持續經營能力的重大不明朗事件或情況。因此，董事已按持續經營基準編製本公司之財務報告。

CORPORATE GOVERNANCE REPORT

企業管治報告

As At 22 August 2014 於二零一四年八月二十二日

ACCOUNTABILITY AND AUDIT – *continued*

The responsibilities of the external auditors about their financial reporting are set out in the Independent Auditor's Report attached to the Company's Financial Statements for the year ended 30 June 2014.

The Board has, through the Audit Committee, conducted a review of the effectiveness of the Group's internal control system with an aim to safeguard the shareholders' investment and the Company's assets in compliance with the provisions of the Code. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

COMPANY SECRETARY

The Company engaged Ms. Jennifer CHEUNG Mei Ha, a practising solicitor in Hong Kong, as its company secretary during the year. Its primary corporate contact person at the Company during the year was Ms. Shirley HA Suk Ling, the Chief Executive Officer of the Company.

COMMUNICATIONS WITH SHAREHOLDERS

The Company maintains an on-going dialogue with its shareholders through various channels including announcements and annual, interim and quarterly reports published on its website at <http://www.digitalhongkong.com> and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Group through its website at <http://www.digitalhongkong.com> or in writing sent to the principal office of the Company at 9th Floor, Kantone Centre, 1 Ning Foo Street, Chaiwan, Hong Kong. The directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chairman, the Chief Executive Officer, chairmen of board committees (or their respective delegates) and external auditors attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Group's information.

Pursuant to Article 58 of the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business (including any proposals) specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner.

問責及核數 – 續

外聘核數師對財務申報之責任載列於本公司截至二零一四年六月三十日止年度之財務報告內之獨立核數師報告。

董事會已按照守則條文，透過審核委員會對本集團內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理（而非絕對地）保證並無重大失實陳述、錯誤、損失或欺詐，以及管理而非抵銷未能達致本集團業務目標之風險。

公司秘書

本公司年內之公司秘書為香港執業律師張美霞女士，本公司行政總裁夏淑玲女士為其於年內與本公司內部之主要聯絡人。

股東通訊

本公司與其股東一直透過不同渠道保持溝通，包括於公司網頁<http://www.digitalhongkong.com>刊登公佈及全年、中期及季度報告、以及舉行股東大會。本公司鼓勵所有股東出席股東大會，股東可透過公司網頁<http://www.digitalhongkong.com>，或以書面形式送交本公司香港主要辦事處香港柴灣寧富街一號通通中心九樓，向董事會提問有關集團之事宜。本公司董事、公司秘書或其他合適之高層管理人員將儘快回應股東之提問。本公司主席、行政總裁、董事會轄下委員會之主席（或其代表）、及外聘核數師均出席股東週年大會，並回答股東之提問。股東亦可登入本公司網頁取得集團資訊。

根據本公司組織章程細則第58條，任何於呈遞要求日期持有不少於本公司實繳股本（附有於本公司股東大會投票權利）十分之一的股東，於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項（包括任何建議）；該大會應於呈遞該要求後兩個月內舉行。倘呈遞後二十一日內董事會未有開始召集該大會，則呈遞要求人士可自行以同樣方式作出此舉。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF DIGITALHONGKONG.COM
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of DIGITALHONGKONG.COM (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 23 to 50, which comprise the consolidated statement of financial position as at 30 June 2014, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致數碼香港列位股東
(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第23頁至第50頁數碼香港(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報告。綜合財務報告包括於二零一四年六月三十日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合股本權益變動表及綜合現金流動表，以及主要會計政策概要及其他說明資料。

董事就綜合財務報告須承擔之責任

貴公司董事須根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公平之綜合財務報告，並實施彼等認為必要之內部監控，以編製不會因欺詐或錯誤而出現重大錯誤陳述之綜合財務報告。

核數師之責任

本核數師行之責任是根據我們之協定委聘條款，基於審核而對該等綜合財務報告發表意見，並僅向整體股東報告。除此以外，本核數師行之報告書不可用作其他用途。本核數師行概不就本報告書之內容，對其他任何人士負責或承擔責任。本核數師行已根據香港會計師公會頒佈之香港核數準則進行審核。該等準則要求本核數師行遵守道德規範，並規劃及實行審核，以合理確定該等綜合財務報告是否不會有任何重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITY – *continued*

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30 June 2014 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

22 August 2014

核數師之責任 – 續

審核涉及執行情序以獲取有關綜合財務報告所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估因欺詐或錯誤而導致綜合財務報告存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公正地列報綜合財務報告相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評估綜合財務報告之整體列報方式。

本核數師行相信，我們所獲得之審核憑證充足和適當為本核數師行之審核意見提供基礎。

意見

本核數師行認為，綜合財務報告已根據香港財務報告準則真實及公平地反映 貴集團於二零一四年六月三十日之財務狀況及 貴集團截至該日止年度之虧損及現金流動，並已按照香港公司條例之披露規定妥善編製。

德勤 • 關黃陳方會計師行
執業會計師
香港

二零一四年八月二十二日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

		NOTES	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
		附註		
Turnover	營業額	6	3,792	3,066
Other income	其他收入	7	42	1
General and administrative expenses	一般及行政支出		(2,240)	(2,293)
Marketing and promotion expenses	市場推廣支出		(210)	(228)
Staff costs	僱員成本		(3,439)	(3,208)
Loss before taxation	除稅前虧損		(2,055)	(2,662)
Taxation	稅項	9	–	–
Loss and total comprehensive expense for the year attributable to owners of the Company	本年度虧損及 本公司擁有人 應佔全面支出總額	10	(2,055)	(2,662)
Loss per share – basic	每股虧損—基本	11	HK(1.37) cents 港仙	HK(1.77) cents 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 June 2014 於二零一四年六月三十日

		NOTES 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	—	—
Interest in an associate	於一間聯營公司之權益	13	—	—
			—	—
Current assets	流動資產			
Trade and other receivables	應收貿易及其他賬款	14	1,838	235
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	15	19	24
Bank balances and cash	銀行結餘及現金	16	2,860	6,458
			4,717	6,717
Current liabilities	流動負債			
Other payables	應付其他賬款		1,104	1,048
Amount due to a fellow subsidiary	應付一間同系附屬公司之款項	15	1	2
			1,105	1,050
Net current assets	流動資產淨值		3,612	5,667
Net assets	資產淨值		3,612	5,667
Capital and reserves	股本及儲備			
Share capital	股本	17	15,000	15,000
Reserves	儲備		(11,388)	(9,333)
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,612	5,667

The consolidated financial statements on pages 23 to 50 were approved and authorised for issue by the Board of Directors on 22 August 2014 and are signed on its behalf by:

第23頁至第50頁所載之綜合財務報告已於二零一四年八月二十二日由董事會批核及授權刊發，並由下列董事代表簽署：

PAUL KAN MAN LOK 簡文樂
DIRECTOR 董事

SHIRLEY HA SUK LING 夏淑玲
DIRECTOR 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股本權益變動表

For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔				Total 總額 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	
At 1 July 2012	於二零一二年七月一日	15,000	7,540	8,461	(22,672)	8,329
Loss and total comprehensive expense for the year	本年度虧損及全面 支出總額	-	-	-	(2,662)	(2,662)
At 30 June 2013	於二零一三年六月三十日	15,000	7,540	8,461	(25,334)	5,667
Loss and total comprehensive expense for the year	本年度虧損及全面 支出總額	-	-	-	(2,055)	(2,055)
At 30 June 2014	於二零一四年六月三十日	15,000	7,540	8,461	(27,389)	3,612

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition arisen from a group reorganisation in March 2000.

資本儲備指於二零零零年三月之集團重組本公司所發行股本面值與附屬公司可分割資產淨額於收購日所釐定公平價值之差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流動表

For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Operating activities	經營業務		
Loss before taxation	除稅前虧損	(2,055)	(2,662)
Adjustments for:	調整：		
Gain on disposal of an associate	出售一間聯營公司之收益	(31)	-
Interest income	利息收入	-	(1)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	-	1
Operating cash flows before movements in working capital	營運資金變動前之經營現金流	(2,086)	(2,662)
Increase in trade and other receivables	應收貿易及其他賬款之增加	(1,603)	(81)
Increase (decrease) in other payables	應付其他賬款之增加(減少)	56	(949)
Decrease in amount due from a fellow subsidiary	應收一間同系附屬公司款項之減少	5	-
Decrease in amount due to a fellow subsidiary	應付一間同系附屬公司款項之減少	(1)	(1)
Net cash used in operating activities	經營業務所耗之現金淨額	(3,629)	(3,693)
Investing activities	投資活動		
Interest received	已收利息	-	1
Proceeds from disposal of an associate	出售一間聯營公司之所得款項	31	-
		31	1
Net decrease in cash and cash equivalents	現金及現金等額之減少淨額	(3,598)	(3,692)
Cash and cash equivalents at the beginning of the year	年初之現金及現金等額	6,458	10,150
Cash and cash equivalents at the end of the year, represented by bank balances and cash	年結之現金及現金等額，包括銀行結餘及現金	2,860	6,458

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). Its ultimate and immediate holding company is Champion Technology Holdings Limited (“Champion”), a company which was originally incorporated in the Cayman Islands but subsequently re-domiciled to Bermuda, and its shares are listed on the Main Board of the Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporation Information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 24.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied a number of new and revised standards and amendments issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are mandatorily effective for accounting periods beginning on 1 July 2013.

The adoption of the new and revised standards and amendments has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

1. 一般資料

本公司在開曼群島根據開曼群島經修訂公司法註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司（「交易所」）創業板（「創業板」）上市，其最終及直接控股公司為冠軍科技集團有限公司（「冠軍」）。冠軍原本為於開曼群島註冊成立之公司，惟其後將註冊地重訂為百慕達，其股份於交易所主板上市。本公司註冊辦事處及主要營業地點之地址已於年報內企業資信一節中披露。

綜合財務報告乃以港元呈列，而港元亦為本公司之功能貨幣。

本公司為一間投資控股公司，其附屬公司之主要業務載於附註24。

2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）之採納

於本年度，本集團已採納由香港會計師公會（「香港會計師公會」）所頒佈於二零一三年七月一日開始之會計期間強制性生效之若干新訂及經修訂準則及修訂本。

採納該等新訂及經修訂準則及修訂本對本綜合財務報告所呈列及／或其披露之金額並無重大影響。

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2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – continued

The Group has not early applied the following new and revised standards, amendments and interpretation that have been issued but are not yet effective.

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle ³
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle ¹
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures ²
Amendments to HKFRS 10, HKFRS 12 and Hong Kong Accounting Standard (“HKAS”) 27	Investment entities ⁶
Amendments to HKFRS 11	Accounting for acquisition of interest in joint operations ⁴
HKFRS 9	Financial instruments ²
HKFRS 14	Regulatory deferred accounts ⁵
HKFRS 15	Revenue from contracts with customers ⁷
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation ⁴
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants ⁴
Amendments to HKAS 19	Defined benefit plans: Employee contributions ¹
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ⁶
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets ⁶
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting ⁶
HK(IFRIC) – INT 21	Levies ⁶

- Effective for annual periods beginning on or after 1 July 2014.
- Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.
- Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.
- Effective for annual periods beginning on or after 1 January 2016.
- Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.
- Effective for annual periods beginning on or after 1 January 2014.
- Effective for annual periods beginning on or after 1 January 2017.

The directors of the Company anticipate that the application of the new and revised standards, amendments and interpretation will have no material impact on the consolidated financial statements.

2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）之採納—續

本集團並無提早採納以下已頒佈但尚未生效之新訂或經修訂準則、修訂本及詮釋。

香港財務報告準則修訂本	香港財務報告準則二零一零年至二零一二年期間之年度改善 ³
香港財務報告準則修訂本	香港財務報告準則二零一一年至二零一三年期間之年度改善 ¹
香港財務報告準則第9號及香港財務報告準則第7號修訂本	香港財務報告準則第9號及過渡披露之強制性生效日期 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則（「香港會計準則」）第27號修訂本	投資實體 ⁶
香港財務報告準則第11號修訂本	收購共同營運權益之會計處理 ⁴
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第14號	監管遞延賬目 ⁵
香港財務報告準則第15號	來自客戶合約之收益 ⁷
香港會計準則第16號及香港會計準則第38號修訂本	澄清可接納之折舊及攤銷方式 ⁴
香港會計準則第16號及香港會計準則第41號修訂本	農業：生產性植物 ⁴
香港會計準則第19號修訂本	定額福利計劃：僱員供款 ¹
香港會計準則第32號修訂本	抵銷金融資產及金融負債 ⁶
香港會計準則第36號修訂本	非金融資產可收回金額披露 ⁶
香港會計準則第39號修訂本	衍生工具的變更及套期會計的延續 ⁶
香港（國際財務報告詮釋委員會）— 詮釋第21號	徵費 ⁶

- 於二零一四年七月一日或以後開始之年度期間生效。
- 可供應用—強制性生效日期將於香港財務報告準則第9號的尚待確實階段落實後釐定。
- 於二零一四年七月一日或以後開始之年度期間生效，惟有限例外情況除外。
- 於二零一六年一月一日或以後開始之年度期間生效。
- 於二零一六年一月一日或以後開始之首份年度香港財務報告準則財務報告生效。
- 於二零一四年一月一日或以後開始之年度期間生效。
- 於二零一七年一月一日或以後開始之年度期間生效。

本公司董事預期應用新訂或經修訂準則、修訂本及詮釋對綜合財務報告並無重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis and in accordance with HKFRSs issued by the HKICPA. Historical cost is generally based on the fair value of the consideration given in exchange for goods. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Exchange and the Hong Kong Companies Ordinance.

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Interest in an associate

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策

綜合財務報告乃根據歷史成本基準及按香港會計師公會頒佈之香港財務報告準則編製。歷史成本一般是基於為換取貨物而支付代價之公平價值。此外，綜合財務報告亦載入交易所創業板證券上市規則及香港公司條例所規定之適用披露資料。

主要會計政策載列如下：

綜合基準

綜合財務報告包括本公司及本公司所控制實體（其附屬公司）之財務報告。倘屬以下情況，則本公司取得控制權：

- 可對投資對象行使權力；
- 藉參與投資對象的業務而可或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。

倘事實及情況顯示以上所列控制權三個要素之一個或多個有所變動，本集團會重估其是否控制投資對象。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

於有需要時會調整附屬公司之財務報告，使其會計政策與本集團所採用者一致。

本集團內公司間之資產及負債、權益、收入、開支以及有關本集團成員公司間交易之現金流量已於綜合賬目時全數對銷。

於一間聯營公司之權益

聯營公司指投資者對其具有重大影響之實體，而該實體並非附屬公司或於合資公司之權益。重大影響指有權參與投資對象之財務及營運政策之決定，但並非對該等政策擁有控制權或共同控制權。

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3. SIGNIFICANT ACCOUNTING

POLICIES – continued

Interest in an associate – continued

The results and assets and liabilities of an associate are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, interest in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's interest in an associate. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate.

The difference between the carrying amount of the associate at the date the equity method is discontinued and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 主要會計政策 – 續

於一間聯營公司之權益 – 續

於聯營公司業績及資產與負債乃以權益會計法計入綜合財務報告。根據該權益法，於一間聯營公司之權益初步按成本於綜合財務狀況表確認，另就本集團應佔該聯營公司之損益及其他全面收益作出調整。當本集團應佔某聯營公司之虧損相等於或超出其於該聯營公司之權益，本集團則不再確認其應佔之進一步虧損。本集團僅會在其須於代表該聯營公司承擔法律或推定責任，或已代其支付款項之情況下，方會確認額外虧損。

本集團採納香港會計準則第39號之規定，以釐定是否需要就本集團於聯營公司之權益確認任何減值虧損。倘需要，投資之全部賬面值會根據香港會計準則第36號「資產減值」作為單一資產與可收回金額（即使用價值與公平價值減出售成本之較高者）及其賬面值進行比較，測試是否減值。任何已確認減值虧損構成該項投資之賬面值之一部份。有關減值虧損之任何撥回，於該項投資其後可收回金額增加時，根據香港會計準則第36號確認。

本集團自投資不再為聯營公司當日起終止採用權益法。

聯營公司於終止採用權益法當日之賬面值與出售聯營公司之任何所得款項間之差額，會於釐定出售該聯營公司之收益或虧損時入賬。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司已直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益。本集團會於終止採用權益法時將收益或虧損由權益重新分類至損益（作為重新分類調整）。

倘集團實體與其聯營公司進行交易，與該聯營公司交易所產生之溢利及虧損於本集團綜合財務報告中只會確認聯營公司權益中與本集團無關之部份。

3. SIGNIFICANT ACCOUNTING POLICIES – continued

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

Service income is recognised when services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Computer system and equipment	20% – 33 $\frac{1}{3}$ %
Furniture and fixtures	20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Research expenditures

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

3. 主要會計政策—續

收益之確認

收益按已收或應收代價之公平價值計量，即相當於日常業務中提供服務之應收賬款減去折扣及銷售相關稅項後之金額。

服務收入乃於服務已提供時確認。

金融資產之利息收入於經濟利益可能流入本集團及收入金額能夠可靠計量時確認。金融資產之利息收入乃根據未償還本金額及適用之實際利率（即於金融資產預計有效年期內將估計未來現金收款貼現至該資產於初始確認時訂定之賬面淨值之比率）並以時間基準計算。

物業、廠房及設備

物業、廠房及設備乃按成本值減除其後之累計折舊及累計減值虧損（如有）後於綜合財務狀況表列賬。

物業、廠房及設備項目之成本值（扣除餘額）以直線法，按其估計可使用年期及以下年率予以折舊：

電腦系統及設備	20% – 33 $\frac{1}{3}$ %
傢俬及裝置	20%

物業、廠房及設備項目會在出售或當預期繼續使用資產不會帶來未來經濟利益時解除確認。出售物業、廠房及設備項目或停止使用產生之任何收益或虧損被釐定為銷售所得款項與資產賬面值間之差額，於損益確認。

租賃

凡租賃條款將擁有權之所有風險及回報大致轉移至承租人之租賃，均列作融資租賃。所有其他租賃均列作經營租賃。

本集團作為承租人

經營租賃款項於相關租期按直線基準確認為開支。

研究開支

研究活動之開支於產生期間確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The Group's financial assets are classified as loans and receivables. The accounting policies are set out below.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amount due from a fellow subsidiary, bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and an increase in the number of delayed payments in the portfolio past the average credit period.

3. 主要會計政策 – 續

金融工具

當集團實體成為有關工具合約條款之一方時，會在綜合財務狀況表上確認金融資產及金融負債。

金融資產和金融負債在初始確認時會以公平價值進行計量。直接歸屬於購置或發行金融資產及金融負債之交易費用，在初始確認時按適用情況計入或扣自各金融資產或金融負債之公平價值。

金融資產

本集團之金融資產分類為貸款及應收款項。會計政策載列如下。

實際利率法

實際利率法為計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率指可將金融資產在預計有效年期或較短年期(如適用)內之估計未來現金收入準確貼現至初始確認時之賬面淨值之比率。

貸款及應收賬款

貸款及應收賬款指並非於活躍市場報價而具有固定或可確定付款之非衍生金融資產。於初始確認後，貸款及應收賬款(包括貿易及其他應收賬款、應收一間同系附屬公司之款項、銀行結餘及現金)乃按使用實際利率法之已攤銷成本並扣除任何已識別之減值虧損列賬。

金融資產之減值

金融資產會於報告期完結時評估有否出現減值跡象。當有客觀證據顯示金融資產之估計未來現金流因初始確認後發生之一項或多項事件而受到影響時，即會對該金融資產確認減值。

就若干金融資產類別(如應收貿易賬款)而言，該等被評定為不會作出個別減值之資產，會於其後再次彙集一併作出減值評估。為應收賬款組合作出減值之客觀證據包括本集團過往之收款經驗及組合內延遲付款超過平均信貸期之數量有所增加。

3. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Impairment of financial assets – continued

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including other payables and amount due to a fellow subsidiary are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Derecognition

The Group derecognised a financial asset only when the contractual rights to receive cash flows from the assets expire or, when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

3. 主要會計政策—續

金融工具—續

金融資產之減值—續

就按攤銷成本列賬之金融資產而言，所確認之減值虧損金額按資產之賬面值及估計未來現金流按原有實際利率貼現之現值之差額計量。

所有金融資產之賬面值均直接減去其減值虧損。

倘減值虧損金額其後有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將於損益中予以撥回，惟該資產於減值被撥回當日之賬面值不得超過若無確認該減值時之已攤銷成本。

金融負債及權益工具

集團實體發行之金融負債及權益工具根據所訂立之合約安排之實質內容以及金融負債及權益工具之定義分類為金融負債及權益。

權益工具指能證明擁有本集團資產在減除其所有負債後之剩餘權益之任何合約。有關金融負債及權益工具會計政策載於下文。

金融負債

金融負債包括應付其他賬款及應付一間同系附屬公司之款項，乃其後運用實際利率法以攤銷成本計量。

權益工具

本公司發行之權益工具按實得款項(扣除直接發行成本)入賬。

解除確認

僅當從資產收取現金流之合約權利屆滿時，或轉讓金融資產及將金融資產所有權所附帶之絕大部份風險及回報轉移予另一實體後，本集團即會解除確認該項金融資產。

全數解除確認一項金融資產時，該資產賬面值與已收及應收代價以及已在其他全面收益中確認並於權益累計之收益或虧損總額間之差額於損益中確認。

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3. SIGNIFICANT ACCOUNTING

POLICIES – continued

Financial instruments – continued

Derecognition – continued

The Group derecognised a financial liability when, and only when, the Group's obligations are discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

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 profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition 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 associated with 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. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策 – 續

金融工具 – 續

解除確認 – 續

當及僅當本集團之義務解除、取消或到期時，本集團方解除確認金融負債。解除確認之金融負債之賬面值與已付或應付代價間之差額於損益中確認。

稅項

所得稅支出指即期應付稅項及遞延稅項之總和。

本期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報除稅前溢利不同，此乃由於前者不包括於其他年度應課稅或可扣稅之收入及開支，並且摒除永不用課稅或永不可扣稅之項目。本集團之即期稅項負債乃於報告期完結時已頒佈或實質上已頒佈之稅率計算。

遞延稅項按就綜合財務報告內資產及負債賬面值與計算應課稅溢利所用之相應稅基之臨時差額確認。遞延稅項負債一般就所有應課稅臨時差額確認，遞延稅項資產一般就所有可扣稅臨時差額確認，直至應課稅溢利可用作抵銷該等可扣稅臨時差額。若於一項交易中初始確認資產及負債致使臨時差異既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

有關於附屬公司及聯營公司之投資之應課稅臨時差額確認為遞延稅負債，除非本集團能夠控制臨時差額之撤回而臨時差額很可能在可見未來將不會被撤回則除外。與該等投資有關之可扣稅臨時差額所產生之遞延稅項資產僅會在有充足之應課稅溢利以抵銷動用臨時差額之利益且預期於可見將來可予撥回時予以確認。

遞延稅項資產之賬面值於報告期完結時作檢討，並扣減直至再無可能有足夠應課稅溢利復原全部或部份資產價值為止。

3. SIGNIFICANT ACCOUNTING

POLICIES – continued

Taxation – continued

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 immediately in profit or loss.

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.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in the profit or loss in the period in which they arise.

3. 主要會計政策—續

稅項—續

遞延稅項資產及負債乃根據報告期完結時已頒佈或實質上頒佈之稅率(及稅務法例)，按預期於負債償還或資產收回期間適用之稅率計算。

遞延稅項負債及資產之計量反映本集團於報告期完結時，預期對收回或償還其資產及負債賬面值之方式產生之稅務後果。遞延稅項會於損益確認，惟倘於遞延稅項相關之項目在其他全面收益或直接於權益中確認之情況除外(在此情況下遞延稅項亦會於其他全面收益或直接於權益確認)。

有形資產減值虧損

於報告期完結時，本集團檢討其有形資產之賬面值以決定是否有任何顯示該等資產受到減值虧損。如出現任何該等顯示，則應估計該資產之可回收金額以釐定其減值虧損(如有)程度。

可回收金額為公平價值之較高值減銷售成本和使用價值。若某資產之可收回金額估計少於其賬面值，該資產賬面值減至其可收回金額。減值虧損隨即於損益中確認。

當減值虧損其後撥回，該資產之賬面值會增至其經修訂之估計可收回金額，惟賬面值之增加不會超過倘若該資產在過往年度並無作出減值虧損確認而釐定之賬面值。減值虧損之撥回數額隨即確認為收入。

外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為相關功能貨幣(即該實體經營所在主要經濟環境之貨幣)記錄。於報告期完結時，以外幣列值之貨幣項目均按該日之適用匯率重新換算。

結算貨幣項目及重新換算貨幣項目時所產生之匯兌差額會於所產生期間之損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES – continued Retirement benefit costs

Payments to the defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

4. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure on a bi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the new share issues and share buy-backs as well as the issue of new debt.

5. FINANCIAL INSTRUMENTS Categories of financial instruments

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)	4,600	6,598
Financial liabilities	金融負債		
Amortised cost	已攤銷成本	1,105	1,050

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from/to a fellow subsidiary, bank balances and cash, and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

3. 主要會計政策 – 續

退休福利成本

定額供款退休福利計劃之供款於僱員提供服務令其合資格享有供款時確認為支出。

4. 資本風險管理

本集團管理其資本，以確保本集團內各實體將能夠以持續經營方式營運，同時亦透過達至負債與股本之最佳平衡而為股東爭取最高回報。本集團之整體策略與上年度一致。

本集團之資本結構由本公司擁有人應佔權益組成，當中包括已發行股本、儲備及累計虧損。

本公司董事每半年審閱資本結構。作為審閱之一部份，董事會考慮資本成本及各股本類別之相關風險。根據董事之建議，本集團將透過發行新股份、回購股份及發行新債，以平衡整體資本結構。

5. 金融工具 金融工具類別

財務風險管理目標及政策

本集團之主要金融工具包括應收貿易及其他賬款、應收／應付一間同系附屬公司之款項、銀行結餘及現金、以及應付其他賬款。該等金融工具詳情於相關附註披露。有關該等金融工具附帶之風險及減低該等風險之政策載於下文。管理層管理及監察該等風險，以確保能適時及有效採取適當措施。

5. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The directors of the Company consider the Group's exposure to interest rate risk is not significant and therefore no sensitivity analysis has been prepared.

Credit risk

As at 30 June 2014, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to trade receivables, the management will only advance credit to customers with good credit history. In addition, the management reviews the recoverable amount of each individual debt at the end of the reporting period, taking into account of future discounted cash flows, to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Credit risk is concentrated to a small number of debtors. However, the management considers, based on the good credit history and the long term business relationship with the debtor, there is no significant credit risk.

The credit risk on liquid funds is minimal as such amounts are placed in banks with good reputation in Macau and Hong Kong.

Foreign currency risk

Foreign currency risk refers to the risk that movement in foreign currency exchange rate which will affect the Group's financial results and its cash flows. Certain trade receivables and bank balances of the Group are denominated in foreign currencies. The Group does not engage in any foreign currency hedging activities. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

Several subsidiaries of the Company have foreign currency denominated monetary assets which expose the Group to foreign currency risk.

5. 金融工具 – 續

財務風險管理目標及政策 – 續

利率風險

本集團面對與浮息銀行結餘有關之現金流利率風險。

本公司董事認為本集團承擔之利率風險並不重大，因此並無編製敏感度分析。

信貸風險

於二零一四年六月三十日，本集團因對方未能履行責任導致本集團產生財務虧損而須承受之最大信貸風險，乃由綜合財務狀況表所列個別已確認金融資產之賬面值所產生。

為了降低有關應收貿易款項之信貸風險，管理層僅向具有良好信貸記錄之客戶給予信貸期。此外，管理層亦於報告期完結時檢討各個別債項之可收回金額（計及未來之貼現現金流），以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅減少。

信貸風險集中於少數債務人。然而，管理層認為基於債務人之良好信貸記錄及與債務人之長期業務關係，本集團並無重大信貸風險。

由於流動資金存放於澳門及香港信譽良好之銀行，故流動資金之信貸風險極微。

外幣風險

外幣風險指影響本集團財務業績及其現金流之外幣匯率變動風險。本集團若干應收貿易賬款及銀行結餘以外幣計值。本集團並無涉及任何外幣對沖活動。然而，管理層會密切監察其相關外匯風險，並將於有需要時考慮對沖重大之外幣風險。

本公司多家附屬公司持有以外幣計值之貨幣資產，令本集團面對外幣風險。

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5. FINANCIAL INSTRUMENTS – continued Financial risk management objectives and policies – continued

Foreign currency risk – continued

The carrying amounts of the group entities' foreign currency denominated monetary assets at the end of the reporting period are as follows:

		Assets	
		資產	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
United States dollar ("US\$")	美元(「美元」)	54	35
Macau Pataca ("MOP")	澳門幣(「澳門幣」)	47	104

The group entities are mainly exposed to foreign currency risk in US\$ and MOP. Under the pegged exchange rate system, the financial exposure on exchange rate fluctuation between HK\$ and US\$, and between HK\$ and MOP are considered insignificant by the directors. The directors of the Company consider the Group's exposure to currency risk is not significant and therefore no sensitivity analysis has been prepared.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

5. 金融工具—續 財務風險管理目標及政策—續

外幣風險—續

本集團各實體以外幣計值之貨幣資產於報告期末之賬面值如下：

集團實體主要承擔之外幣風險來自美元及澳門幣。根據聯繫匯率機制，董事認為港元與美元、港元與澳門幣匯兌波動之財務風險極微。本公司董事認為，本集團承擔之貨幣風險並不重大，因此並無編製敏感度分析。

流動資金風險

為管理流動資金風險，本集團將現金及現金等額監控及維持於管理層認為足夠之水平，為本集團之業務提供資金及緩和現金流變動之影響。

5. FINANCIAL INSTRUMENTS – continued Financial risk management objectives and policies – continued

Liquidity risk – continued

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

		On demand	1–3 months	Total undiscounted cash flows	Carrying amount at 30 June 2014
		按通知	1至3個月	未貼現現金流總額	於二零一四年六月三十日之賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 30 June 2014	於二零一四年六月三十日				
Other payables	應付其他賬款	–	1,104	1,104	1,104
Amount due to a fellow subsidiary	應付一間同系附屬公司款項	1	–	1	1
		1	1,104	1,105	1,105

		On demand	1–3 months	Total undiscounted cash flows	Carrying amount at 30 June 2013
		按通知	1至3個月	未貼現現金流總額	於二零一三年六月三十日之賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 30 June 2013	於二零一三年六月三十日				
Other payables	應付其他賬款	–	1,048	1,048	1,048
Amount due to a fellow subsidiary	應付一間同系附屬公司款項	2	–	2	2
		2	1,048	1,050	1,050

Fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flows.

The directors consider the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

No analysis of fair value measurements is presented as the Group does not have financial instruments that are measured subsequent to initial recognition at fair value in the consolidated financial statements.

5. 金融工具 – 續 財務風險管理目標及政策 – 續

流動資金風險 – 續

下表載列本集團之金融負債餘下之合約到期詳情。該表乃根據本集團須支付款項最早日期之金融負債未貼現現金流編製。

公平價值

金融資產及金融負債之公平價值根據貼現現金流按公認定價模式釐定。

董事認為按攤銷成本於綜合財務報告列賬之金融資產及金融負債賬面值與其公平價值相若。

由於本集團並無於初始確認後在綜合財務報告按公平價值計量之金融工具，故並未呈列公平價值計量之分析。

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6. TURNOVER AND SEGMENT INFORMATION

Turnover represents the amounts received and receivable for services rendered in establishing and providing secure electronic payment processing platform.

The Group's operating activities are attributable to a single operating segment focusing on development and operation of e-commerce infrastructure with payment capabilities which facilitate web-enabled transactions in the People's Republic of China (the "PRC"), including Hong Kong and Macau. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conforming to HKFRSs, that are regularly reviewed by the executive directors of the Company. The executive directors of the Company regularly review the Group's turnover and overall results of the Group as a whole for the purpose of resources allocation. Accordingly, no analysis of this single operating segment is presented.

Segment turnover and results

The financial information presented to the executive directors is consistent with the consolidated statement of profit or loss and other comprehensive income. The executive directors consider the Group's turnover and loss for the year as the measurement of segment's turnover and results. No segment information of assets and liabilities is regularly reviewed by the executive directors.

Entity-wide disclosures

All non-current assets of the Group are located and revenue are generated in the PRC, including Hong Kong and Macau. For the year ended 30 June 2014, there was one customer with revenue of HK\$3,740,000 (2013: HK\$3,008,000) which accounted for more than 10% of the Group's turnover.

7. OTHER INCOME

Included in other income was gain on disposal of an associate of HK\$31,000 (2013: nil).

6. 營業額及分類資料

營業額乃指成立及提供安全電子付款程序平台服務之已收及應收賬款。

本集團之經營活動歸納為單一經營分類，主要包括開發及經營有助促進中華人民共和國（「中國」）（包括香港及澳門）網上交易之電子商貿付款基礎設施。該經營分類乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，由本公司執行董事定期審閱。本公司執行董事定期審閱本集團之營業額及整體業績以分配資源。因此，並無該單一經營分類之分析。

分類營業額及業績

向執行董事呈報之財務資料與綜合損益及其他全面收益表一致。執行董事認為本集團之本年度營業額及虧損為分類營業額及業績之計量。執行董事概無定期審閱有關資產及負債之分類資料。

實體範圍披露

本集團所有非流動資產均位於中國，收益亦產生自中國（包括香港及澳門）。截至二零一四年六月三十日止年度，來自一名客戶之收益為3,740,000港元（二零一三年：3,008,000港元），佔本集團營業額逾10%。

7. 其他收入

其他收入包括出售一間聯營公司收益31,000港元（二零一三年：無）。

8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' emoluments

Year ended 30 June 2014

		Fees	Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions	Total directors' emoluments
		袍金 HK\$'000 千港元	薪金及其他福利 HK\$'000 千港元	與表現相關獎金 HK\$'000 千港元 (Note a) (附註a)	退休福利計劃供款 HK\$'000 千港元	董事酬金總額 HK\$'000 千港元
Name of executive directors	執行董事姓名					
	Paul Kan Man Lok	—	120	—	—	120
	Shirley Ha Suk Ling	—	955	500	15	1,470
Name of non-executive directors	非執行董事姓名					
	Leo Kan Kin Leung	10	18	—	—	28
	Lai Yat Kwong	10	18	—	—	28
	Francis Gilbert Knight (Note b)	15	25	—	—	40
	Shao Xiang Ming	30	50	—	—	80
	Alec Ho Yat Wan	30	50	—	—	80
	Kong Siu Chee (Note c)	8	13	—	—	21
		103	1,249	500	15	1,867

Year ended 30 June 2013

截至二零一三年六月三十日止年度

		Fees	Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions	Total directors' emoluments
		袍金 HK\$'000 千港元	薪金及其他福利 HK\$'000 千港元	與表現相關獎金 HK\$'000 千港元 (Note a) (附註a)	退休福利計劃供款 HK\$'000 千港元	董事酬金總額 HK\$'000 千港元
Name of executive directors	執行董事姓名					
	Paul Kan Man Lok	—	122	—	—	122
	Shirley Ha Suk Ling	—	876	465	15	1,356
Name of non-executive directors	非執行董事姓名					
	Leo Kan Kin Leung	10	18	—	—	28
	Lai Yat Kwong	10	18	—	—	28
	Francis Gilbert Knight (Note b)	30	50	—	—	80
	Shao Xiang Ming	30	50	—	—	80
	Alec Ho Yat Wan	30	50	—	—	80
		110	1,184	465	15	1,774

Notes:

- (a) The performance related incentive payments are discretionary and decided by the board of directors.
- (b) Mr. Francis Gilbert Knight deceased on 30 December 2013.
- (c) Mr. Kong Siu Chee was appointed on 28 March 2014.

附註：

- (a) 按工作表現發放之獎金由董事會酌情釐定。
- (b) Francis Gilbert Knight先生於二零一三年十二月三十日辭世。
- (c) 江紹智先生於二零一四年三月二十八日獲委任。

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8. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS – continued Directors' emoluments – continued

Ms. Shirley Ha Suk Ling is also the Chief Executive of the Company and her emoluments disclosed above include those for services rendered by her as the Chief Executive.

Employees' emoluments

During the year, the five highest paid individuals include one (2013: one) director whose emoluments are reflected in the analysis presented above. The total emoluments paid to the remaining four (2013: four) individuals were as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,345	1,330
Retirement benefits scheme contributions	退休福利計劃供款	48	47
		1,393	1,377

		Number of employees 僱員人數	
		2014 二零一四年	2013 二零一三年
The emoluments were within the following band:	僱員之酬金介乎下列範圍：		
Nil – HK\$1,000,000	無 – 1,000,000港元	4	4

9. TAXATION

No provision for Hong Kong Profits Tax has been made since the assessable profit is wholly absorbed by tax losses brought forward for both years.

8. 董事、行政總裁及僱員酬金 – 續

董事酬金 – 續

夏淑玲女士亦為本公司之行政總裁，上述所披露彼之酬金包括其擔任行政總裁提供服務之酬金。

僱員酬金

於年內，五名最高薪人士包括一名(二零一三年：一名)董事，其酬金已分析呈列於上文。其餘四名(二零一三年：四名)人士之酬金總額詳情如下：

9. 稅項

本集團之應課稅溢利均被兩個年度承上之稅項虧損所抵銷，因此並無作出任何香港利得稅撥備。

9. TAXATION – continued

The taxation for the year can be reconciled to the loss per the consolidated statement of profit or loss and other comprehensive income as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(2,055)	(2,662)
Tax credit at Hong Kong Profits Tax rate of 16.5% (2013: 16.5%)	按香港利得稅率16.5%(二零一三年: 16.5%)計算之稅項抵免	(339)	(439)
Tax effect of expenses not deductible for tax purposes	不獲稅項減免支出之稅務影響	45	11
Tax effect of income not taxable for tax purposes	免稅收入之稅務影響	(83)	(44)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	524	497
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	(147)	(25)
Taxation for the year	本年度之稅項	–	–

9. 稅項 – 續

本年度之稅項與載於綜合損益及其他全面收益表之虧損對賬如下：

10. LOSS FOR THE YEAR

10. 本年度虧損

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year has been arrived at after charging:	本年度虧損已扣除：		
Auditor's remuneration	核數師酬金	526	532
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	–	1
Operating lease rentals in respect of rented premises	就租賃物業之經營租賃支出	98	81
Research expenditures, including staff costs of HK\$1,150,000 (2013: HK\$1,144,000)	研究開支，包括僱員成本 1,150,000港元 (二零一三年：1,144,000港元)	1,181	1,175

11. LOSS PER SHARE

The calculation of the loss per share is based on the loss for the year attributable to owners of the Company of HK\$2,055,000 (2013: HK\$2,662,000) and on the number of 150,000,000 (2013: 150,000,000) shares in issue throughout the year.

No diluted loss per share is presented as there were no potential ordinary shares in issue for 2014 and 2013.

11. 每股虧損

每股虧損乃根據本公司擁有人應佔本年度虧損總額2,055,000港元(二零一三年：2,662,000港元)及年內已發行股份150,000,000(二零一三年：150,000,000)股而計算。

由於二零一四年及二零一三年並無已發行潛在攤薄普通股，故並未呈列經攤薄每股虧損。

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12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Computer system and equipment 電腦系統及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本			
At 1 July 2012,	於二零一二年七月一日、			
30 June 2013 and	二零一三年六月三十日及			
30 June 2014	二零一四年六月三十日	762	8	770
DEPRECIATION	折舊			
At 1 July 2012	於二零一二年七月一日	761	8	769
Provided for the year	本年度撥備	1	—	1
At 30 June 2013 and 30 June 2014	於二零一三年六月三十日及 二零一四年六月三十日	762	8	770
CARRYING VALUES	賬面值			
At 30 June 2014 and 30 June 2013	於二零一四年六月三十日及 二零一三年六月三十日	—	—	—

13. INTEREST IN AN ASSOCIATE

13. 於一間聯營公司之權益

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted investment at cost	非上市投資成本	—	31
Impairment loss recognised	已確認之減值虧損	—	(31)
		—	—

Particulars of the Group's associate at 30 June 2013 and 2014 are as follows:

本集團於二零一三年及二零一四年六月三十日之聯營公司詳情如下：

Name of company 公司名稱	Form of business structure 業務結構形式	Place of incorporation 註冊成立地點	Proportion of nominal value of issued share capital indirectly held by the Company 本公司間接持有已發行股本面值之比例		Principal activity 主要業務
			2014 二零一四年	2013 二零一三年	
Belcher Technology Limited	Incorporated 註冊成立	Samoa 薩摩亞	—	40%	Inactive 不活躍

13. INTEREST IN AN ASSOCIATE – continued

Impairment loss was recognised based on the estimated recoverable amount of the associate which was determined by projected discounted cash flows from the associate in previous years. During the year, the associate was disposed to an independent third party at a consideration of US\$4,000 (equivalent to HK\$31,000).

13. 於一間聯營公司之權益—續

減值虧損乃根據聯營公司之估計可收回金額確認，而估計可收回金額乃根據該聯營公司過往年度之預測貼現現金流釐定。年內，聯營公司以代價4,000美元(相當於31,000港元)出售予獨立第三方。

14. TRADE AND OTHER RECEIVABLES

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables (Note)	應收貿易賬款(附註)	1,705	98
Other receivables	應收其他賬款	133	137
		1,838	235

Note:

The Group allows an average credit period of 180 days for its trade customers depending on their credit worthiness, nature of services and conditions of the market. The aging analysis of trade receivables based on the invoice date at the end of the reporting period is as follows:

附註：

本集團根據其貿易客戶之借貸信譽、服務性質及市場情況而給予平均為180日之信貸期。於報告期完結時根據發票日期之應收貿易賬款賬齡分析如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0 – 60 days	0 – 60日	930	98
61 – 120 days	61 – 120日	775	–
		1,705	98

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit quality and defines credit limits by customer. Limits attributable to customers are reviewed regularly with reference to past settlement history. The Group's finance and sales management team considers trade receivables that are neither past due nor impaired to be of good credit quality as continuous repayments have been received.

在接納任何新客戶前，本集團財務及銷售管理團隊會評估潛在客戶之信貸質素，並釐定客戶之信貸額。客戶之信貸額會參考過往結算記錄而定期進行審閱。本集團財務及銷售管理團隊認為，由於能持續收取還款，故所有未逾期或未減值之應收貿易款項均具良好信貸記錄。

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15. AMOUNT DUE FROM/TO A FELLOW SUBSIDIARY

The amount was unsecured, interest-free and repayable on demand.

16. BANK BALANCES AND CASH

The bank balances carried prevailing market interest at an average rate of 0.017% (2013: 0.012%) per annum.

17. SHARE CAPITAL

		2014 & 2013 二零一四年及 二零一三年 HK\$'000 千港元
Authorised:	法定：	
800,000,000 shares of HK\$0.10 each	800,000,000股每股面值0.10港元之股份	80,000
Issued and fully paid:	已發行及繳足：	
150,000,000 shares of HK\$0.10 each	150,000,000股每股面值0.10港元之股份	15,000

There were no changes in the Company's authorised, issued and fully paid share capital in both years.

15. 應收／應付一間同系附屬公司之款項

該款項乃無抵押、免息且須按要求償還。

16. 銀行結餘及現金

銀行結餘及現金按現行市場年利率之平均利率0.017厘(二零一三年：0.012厘)計息。

17. 股本

於上述兩個年度內，本公司之法定、已發行及繳足股本概無變動。

18. SHARE OPTION SCHEME

On 30 November 2012, the Company adopted a share option scheme (the "Scheme"). The purpose of the 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 Scheme, the directors may grant options to any eligible persons of the Group, including (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iv) any person or entity whose service to the Group or business with the Group contribute or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time, to subscribe for shares of the Company. Options granted are exercisable for a period of up to ten years from the date of grant of the option as decided by the board.

18. 購股權計劃

於二零一二年十一月三十日，本公司採納一項購股權計劃(「計劃」)。計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據計劃，董事可向本集團之任何合資格人士授出購股權，當中包括(i)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問；或(ii)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問為全權託管對象的任何全權信託；或(iii)本公司、附屬公司或聯屬人士的任何董事、僱員或顧問實益擁有的公司；或(iv)董事不時酌情認為其為本集團提供之服務或其與本集團進行之交易曾經或將會對本集團之業務或營運有所貢獻的任何人士或實體，讓彼等認購本公司之股份。所授出之購股權可於董事會所釐定之期間(由購股權授出日期起計最多十年)內行使。

18. SHARE OPTION SCHEME – continued

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the nominal value of share; (ii) the closing price per share as stated in the Exchange's daily quotation sheet on the date of grant of the option, which must be a business day and (iii) the average closing price per share as stated in the Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the 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-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval from the Company's shareholders. No option under the Scheme has been granted by the Company since its adoption.

19. UNRECOGNISED DEFERRED TAXATION

At the end of the reporting period, the Group has unused tax losses of approximately HK\$24,478,000 (2013: HK\$22,195,000) 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.

18. 購股權計劃—續

根據計劃內之購股權行使價(可按該計劃訂明予以調整)為(i)股份面值；(ii)於購股權授出日期(必須為營業日)在交易所每日報價表所報之每股收市價及(iii)緊接授出購股權日期前五個營業日在交易所每日報價表所報之每股股份平均收市價，以三者之最高者為準。根據計劃可授出之購股權所涉及之股份數目上限不得超過本公司於計劃批准日期之已發行股本10%。然而，因行使所有未行使購股權而可予發行之股份總數上限則不得超出本公司不時已發行股本之30%。在未經本公司股東事先批准下，於任何12個月期間內向任何單一承授人授出購股權所涉及之股份數目不得超過本公司於該12個月期間內最後一日不時已發行股份數目之1%。本公司自採納計劃以來並未根據計劃授出購股權。

19. 未確認遞延稅項

於報告期完結時，本集團未動用之稅項虧損約為24,478,000港元(二零一三年：22,195,000港元)，可供抵銷未來溢利。由於不能預測未來之溢利情況，故並無確認遞延稅項資產。此等稅項虧損可無限期結轉。

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For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

20. OPERATING LEASE COMMITMENT

The Group as lessee

Minimum lease payments paid under operating leases during the period:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Premises	物業	98	81

At the end of the reporting period, the Group had commitments for future minimum lease payments in rented premises under non-cancellable operating leases which fall due as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	1年內	50	98
In the second to fifth year inclusive	第2至第5年內(包括首尾兩年)	—	50
		50	148

20. 經營租賃承擔

本集團作為承租人

期內根據經營租賃已付最低租賃付款：

於報告期完結時，根據不可撤銷經營租賃，本集團租賃物業之未來最低租賃付款承擔到期日如下：

21. CAPITAL COMMITMENTS

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks authorised but not contracted for	購置物業、廠房及設備與系統及網絡開發之已授權但未訂約資本開支	500	500

21. 資本承擔

22. RETIREMENT BENEFITS SCHEME

Employees employed by the Group's operations in Macau are members of government-managed retirement benefits schemes operated by the Macau government. The Macau operations are required to pay a monthly fixed contribution to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the Macau government is to make the required contributions under the schemes.

The Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the "MPF") scheme. The retirement benefit cost for the MPF scheme charged to the consolidated statement of profit or loss and other comprehensive income represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefits scheme contributions paid amounted to approximately HK\$63,000 (2013: HK\$62,000).

22. 退休福利計劃

本集團於澳門經營之業務所聘請僱員為澳門政府安排之政府管理退休福利計劃之成員。澳門業務須按月向退休福利計劃支付定額供款，藉此為該福利撥資。本集團就澳門政府管理之退休福利計劃之唯一義務為根據計劃作出所需供款。

本集團安排於香港之所有合資格僱員參加強制性公積金(「強積金」)計劃。強積金計劃之退休福利成本，即本集團按強積金計劃規則所指定比率之供款，已於綜合損益及其他全面收益表內扣除。

年內，已付退休福利計劃供款約為63,000港元(二零一三年：62,000港元)。

23. RELATED PARTY DISCLOSURES

During the year, the Group had the following transactions with related parties:

		2014 & 2013 二零一四年及 二零一三年 HK\$'000 千港元
Annual fee and technical fee received from fellow subsidiaries	自同系附屬公司收取之年費及技術費	39
Administration fees paid to Champion, ultimate and immediate holding company	支付予冠軍(最終及直接控股公司)之行政費用	540

The key management personnel are the executive directors of the Company. The details of the remuneration paid to them are set out in note 8.

23. 關連人士披露

年內，本集團曾與關連人士進行下列交易：

主要管理人員為本公司執行董事。已付彼等薪酬之詳情載於附註8。

24. SUBSIDIARIES

Details of the Company's subsidiaries at 30 June 2013 and 2014 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Attributable equity interest of the Group 本集團應佔權益	Principal activity 主要業務
Calgary Investments Limited	Samoa 薩摩亞	US\$1 1美元	100%	Investment holding 投資控股
DIGITALHONGKONG.COM INC.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	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平台
DIGITAL COMMERCE LIMITED	Hong Kong 香港	HK\$2 2港元	100%	Provision of an e-commerce platform and evaluation of e-commerce opportunities 開發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	HK\$2 2港元	100%	Provision of an e-commerce platform for payment process for retail customers and e-mails based in Hong Kong 為香港之零售客戶及電子商場提供電子商貿付款平台
Honest (Macao Commercial Offshore) Limited 至誠(澳門離岸商業服務)有限公司	Macau 澳門	MOP100,000 100,000澳門幣	100%	Provision of consulting services, data processing and selling activities 提供諮詢服務、數據處理及銷售活動
Pickworth Limited	Samoa 薩摩亞	US\$1 1美元	100%	Investment holding 投資控股

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

24. 附屬公司

本公司各附屬公司於二零一三年及二零一四年六月三十日之詳情如下：

於本年度完結時或於年內任何時間，各附屬公司概無任何未償還之債務證券。

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For The Year Ended 30 June 2014 截至二零一四年六月三十日止年度

25. FINANCIAL INFORMATION OF THE COMPANY

Financial information of the Company at the end of the reporting period includes:

25. 本公司之財務資料

本公司於報告期完結時之財務資料包括：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest in subsidiaries	於附屬公司之權益	–	–
Amount due from subsidiaries	應收附屬公司之款項	3,031	4,654
Other receivables	應收其他賬款	105	110
Bank balances and cash	銀行結餘及現金	1,074	2,491
Total assets	資產總值	4,210	7,255
Other payables	應付其他賬款	694	700
Amount due to a subsidiary	應付一間附屬公司之款項	1,023	888
Total liabilities	總負債	1,717	1,588
Net assets	資產淨值	2,493	5,667
Capital and reserves	股本及儲備		
Share capital	股本	15,000	15,000
Reserves	儲備	(12,507)	(9,333)
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,493	5,667

Note:

Movements of the Company's reserves during the current and the prior years are as follows:

附註：

本公司於本年度及上年度之儲備變動如下：

		HK\$'000 千港元
At 1 July 2012	於二零一二年七月一日	(160)
Total comprehensive expense for the year	本年度全面支出總額	(9,173)
At 30 June 2013	於二零一三年六月三十日	(9,333)
Total comprehensive expense for the year	本年度全面支出總額	(3,174)
At 30 June 2014	於二零一四年六月三十日	(12,507)

FINANCIAL SUMMARY

財務摘要

		Year ended 30 June 截至六月三十日止年度				
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
RESULTS	業績					
Turnover	營業額	3,792	3,066	3,003	3,124	3,058
Other income	其他收入	42	1	5	9	9
General and administrative expenses and depreciation and amortisation	一般及行政支出 以及折舊 與攤銷	(2,240)	(2,293)	(2,234)	(2,296)	(2,153)
Marketing and promotion expenses	市場推廣 支出	(210)	(228)	(249)	(303)	(384)
Staff costs	僱員成本	(3,439)	(3,208)	(3,277)	(3,099)	(3,008)
Loss for the year	本年度虧損	(2,055)	(2,662)	(2,752)	(2,565)	(2,478)

		At 30 June 於六月三十日				
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	–	–	1	2	3
Current assets	流動資產	4,717	6,717	10,328	12,095	14,667
Current liabilities	流動負債	(1,105)	(1,050)	(2,000)	(1,016)	(1,024)
		3,612	5,667	8,329	11,081	13,646

企業資信

於二零一四年八月二十二日

執行董事

簡文樂教授(主席)
夏淑玲(行政總裁)

非執行董事

簡堅良
黎日光

獨立非執行董事

邵向明
何逸雲
江紹智*

公司秘書

張美霞律師

規章主任

夏淑玲

法定代表

簡文樂教授
夏淑玲

審核委員會

何逸雲(委員會主席)
邵向明
簡堅良
黎日光
江紹智*

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

營運中心

澳門
新口岸北京街244-246號
澳門金融中心
17樓D座

香港主要辦事處

香港
柴灣
寧富街1號
看通中心9樓

香港區域辦事處

香港
中環
花園道33號
聖約翰大廈7樓

主要往來銀行

中國銀行
澳門星辰銀行
澳門匯豐銀行
澳門渣打銀行

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場1座35樓

主要股份過戶登記處

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park
PO Box 897
Grand Cayman KY1-1103
Cayman Islands

股份過戶登記香港分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

企業網址

<http://www.digitalhongkong.com>

創業板股份代號

8007

查詢或索取資料

數碼香港
投資關係部
香港
柴灣
寧富街1號
看通中心

電子郵件：ir@digitalhongkong.com

* 於二零一四年三月二十八日獲委任為董事及審核委員會成員

主席報告

致各位股東：

本人謹代表數碼香港(「數碼香港」或「本公司」)之董事會呈報本公司及其附屬公司(合稱「本集團」)截至二零一四年六月三十日止年度之業績。

集團營業額為3,792,000港元，去年之比較數字為3,066,000港元；年度虧損為2,055,000港元，去年之比較數字為虧損2,662,000港元。於二零一四年六月三十日，本集團之銀行結餘及現金約為2,860,000港元。

集團經營業務的行業持續演變和發展，業內不斷湧現新的服務及商業模式，競爭環境亦瞬息萬變。電子商貿對經濟發展漸趨重要，並已迅速發展成為營商的主流渠道。尤其對於小型企業，電子商貿更被視為具成本效益及有效的營運模式。

中央政府致力刺激內需及支持資信科技行業，有助推動電子商貿屢創紀錄。內地的「雙十一光棍節」於二零一三年已成為全球最大的購物節，在交易量上已超越美國的「網絡星期一」，而所有交易都在網上進行。

流動互聯網的應用快速增長，再加上多元化的線上付款方案，消費者越來越被網購的方便性所吸引。網上不同範疇的手機程式亦日趨普及，包括通信、社交媒體網絡、在線遊戲、在線媒體、零售及批發服務、廣告及線上線下(O2O)營銷。

這些發展均為集團帶來機遇以及挑戰。隨著市場競爭加劇，集團繼續面臨重大的挑戰。有賴本集團一向審慎的管理作風，以及保持靈活以適應高度競爭之市場，數碼香港之財務狀況得以維持正面。於年結時集團並無銀行借貸。

展望將來，集團將繼續投放資源研發新方案及服務，以便於充滿挑戰及瞬息萬變的市場環境下仍能保持競爭力；同時集團將專注於審慎理財，尋找適當之投資機會，藉此拓闊收入基礎，創造穩定的現金流。該等投資機會主要為一些可運用集團於資信科技及電子商貿之所長及獲政策支持之行業，包括康健護理、創新科技、文化及創意產業、節能及環保科技、智慧生活，以及為社會及消費者提供資信為本的服務。

本公司獨立非執行董事Francis Gilbert Knight先生於二零一三年十二月三十日與世長辭。彼自本公司於二零零零年上市時已擔任此職位。期間，彼事事均以集團及股東的利益為前提，為集團帶來豐富的知識及資深的管理經驗。我們會永遠懷念他。

董事會添新成員及致謝

董事會歡迎江紹智先生自二零一四年三月起加盟董事會出任獨立非執行董事，彼亦同時獲委任為本公司審核委員會及人力資源及薪酬委員會成員。江先生曾於數家銀行集團擔任要職，其豐富的經驗及廣闊的業務聯繫，將為本公司帶來莫大裨益。

最後，本人謹此對本公司股東及業務夥伴之鼎力支持，以及各董事與僱員之努力及寶貴貢獻致以衷心感謝。

主席

簡文樂教授

二零一四年八月二十二日

管理層討論及分析

業務及財務回顧

年內，為配合文化產品的買賣，本集團已加強及定制其電子商貿平台，同時亦提供與社交媒體的整合，以協助客戶推廣其文化及相關活動。集團之主要收入來自為客戶就電子商貿整合及特設應用提供組成方案及技術顧問服務。

符合本集團一貫審慎的財務管理，於添置新系統網絡及提升集團基礎設備時，亦已嚴格控制開支，按照業務規模及狀況作出配合，從而令集團之資源運用達至最佳效益。

截至二零一四年六月三十日止年度，本集團之營業額為3,792,000港元，較去年之3,066,000港元上升約24%。本公司擁有人應佔虧損為2,055,000港元，去年之比較數字為虧損2,662,000港元。本年度之每股虧損為1.37港仙(二零一三年：1.77港仙)。

回顧年度之整體經營成本為5,889,000港元(二零一三年：5,729,000港元)。當中一般及行政支出為2,240,000港元(二零一三年：2,293,000港元)，而僱員成本則為3,439,000港元(二零一三年：3,208,000港元)。

於二零一四年六月三十日，集團之財務狀況維持正面，並無任何銀行借貸。日常運作主要透過營運所得資金支持。

董事會(「董事會」)建議本年度不派發任何股息，從而保留現金，以支援集團持續開發業務及投資於有前景之項目。

現金流動性及財務資源

於二零一四年六月三十日，本集團之流動資產約為4,717,000港元，當中主要約有2,860,000港元為銀行結餘及現金。本集團並無非流動負債，而流動負債則約為1,105,000港元，主要為日常營運之應付款項。

於二零一四年六月三十日，本集團並無任何銀行借貸。本集團主要透過營運所得資金支付日常運作所需。於二零一四年六月三十日，本集團並無任何重大或然負債或資產抵押。在回顧年度完結時，本集團擁有淨流動資產約為3,612,000港元，財政週轉流暢。由於本集團並無任何借貸，因此並未呈列貸款權益比率。於二零一四年六月三十日，本公司擁有人應佔權益約為3,612,000港元。

按照現行之業務計劃，董事會認為集團現有之財務資源足夠應付日常營運需求。假若市況有利及出現合適商機，董事會將考慮在有需要時透過舉債及／或發行新股之融資方式拓展業務。

在本年度內，本集團並無重大購入或出售其附屬公司或關連公司。

資本承擔

於二零一四年六月三十日，本集團已授權但仍未簽署合約之資本承擔為500,000港元(二零一三年：500,000港元)。該等資本承擔乃預留作購置物業、廠房與設備、以及系統及網絡開發之用。

外匯兌換風險

由於本集團大部份之交易、資產及負債均以港元、澳門幣及美元為主，因此外匯風險有限。

人力資源及薪酬政策

於二零一四年六月三十日，本集團僱用8名僱員。回顧年度之僱員成本為3,439,000港元(二零一三年：3,208,000港元)。集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之獎金、退休福利計劃，以及其他福利如醫療計劃。

本公司已成立人力資源及薪酬委員會。在建議董事的薪酬組合時，委員會將考慮之因素包括本公司之經營業績、個人表現、可資比較公司所支付的薪酬、付出的時間及職責、及集團內其他職位的僱用條件等。

董事及高層管理人員

於二零一四年八月二十二日

執行董事

簡文樂教授 CBE, GCM, Comm OSSI, Chevalier de la Légion d'Honneur, SBS, JP, 67歲，本公司主席，負責數碼香港的宏觀計劃與發展。彼亦為於香港聯合交易所有限公司(「交易所」)主板上市之冠軍科技集團有限公司(「冠軍科技」)及看通集團有限公司(「看通」)之主席及執行董事，冠軍科技為本公司控股公司，看通則為冠軍科技附屬公司。彼於電腦及電訊業累積逾40年經驗。於1987年成立冠軍科技集團以前，彼曾任英國大東電報局的電腦附屬公司亞洲電腦有限公司之總經理。

他曾獲外國及香港政府頒授勳章，亦獲授多個本地及國際工業及企業家獎，以表揚其對社會及業界之貢獻。政府勳章包括英女王授予英帝國司令勳章(CBE) (2006)、意大利總理普羅迪頒發意大利仁惠之星司令勳章(Commendatore dell'Ordine della Stella della Solidarietà Italiana) (2006)、香港特別行政區政府委任為太平紳士(2006)、法國政府頒發法國榮譽軍團騎士勳章(Chevalier de l'Ordre de la Légion d'Honneur) (2007)、香港特別行政區政府授予銀紫荊星章(2009)以及歐盟名譽領事總會(Federation of European Associations of Honorary Consuls "FUECH")頒授卓越領事成就大十字勳章(2013)。於2013年7月，彼獲委任為匈牙利特命全權大使(Ambassador Extraordinary and Plenipotentiary of Hungary)。

專業獎項包括總督工業獎(1989)、青年工業家獎(1992)及香港商業成就獎之傑出企業獎(1993)。簡教授持有香港中文大學工商管理碩士學位，亦獲學術界頒授榮銜，包括中國文化研究院榮譽院士(2005)及匈牙利布達佩斯聖伊士特國王大學名譽教授(2011)。

在公職方面，彼目前為香港資訊科技業協會名譽會長及前任主席(2001–2011)、香港資訊科技聯盟主席(1999起)、香港中文大學校董及三屆(2002–2017)中華人民共和國香港特別行政區全國人民代表大會代表選舉會議成員。他曾連續三屆(1996–2012)為香港特別行政區行政長官選舉委員會(資訊科技界)委員、並先後兩次參與交易所之公司管治工作小組(1994–1995及1999–2000)，亦曾為交易所上市委員會成員(1999–2003)。此外，彼亦曾於2006至2010年出任香港貿易發展局資訊及通訊科技服務業諮詢委員會主席及於2004至2007年出任香港—英國商業合作協會資訊科技會主席；並於1997至2006年10年內為香港貿易發展局電子及電器業諮詢委員會委員。

由2001年起他曾出任中電控股有限公司獨立非執行董事長達約9年，於2010年退任。彼於2011至2013年間出任匈牙利駐香港及澳門名譽領事。

夏淑玲，58歲，本公司行政總裁。彼於2000年加入本公司，負責管理集團業務如企業財務及策略發展，亦為集團尋覓合適企業以建立策略夥伴及聯盟關係，與各政府部門、解決方案及業務夥伴、以及商界及學術界等多方面聯絡。在加入本集團以前，彼於1992年加入冠軍科技集團出任企業發展執行副總裁，其間統籌冠軍科技集團內三家上市公司之上市及企業發展事宜。

彼持有香港大學文學士學位及香港中文大學工商管理碩士學位。目前為個人資料私隱專員公署之個人資料(私隱)諮詢委員會成員、「數碼21」資訊科技策略諮詢委員會委員、稅務上訴委員會委員、小型企業研究資助計劃項目評審小組成員及消除歧視性小眾諮詢小組成員。彼亦為香港工業總會理事及旗下香港資訊科技業協會副主席、香港資訊科技聯會增補委員及Hong Kong Corporate Counsel Association會員。

彼目前為冠軍科技及看通之非執行董事。

董事及高層管理人員

於二零一四年八月二十二日

非執行董事

簡堅良，57歲，自2005年1月起出任本公司非執行董事。彼為冠軍科技行政總裁及執行董事，以及看通非執行董事。彼與本公司主席簡文樂教授為兄弟。彼於1988年加入冠軍科技之前，曾於香港多間國際公司擔任管理要職，持有加拿大Dalhousie University工商管理碩士學位及加拿大University of Alberta經濟學碩士學位。於2006年，彼完成英國牛津大學Saïd Business School之管理深造課程(Oxford Advanced Management Programme)。

簡先生目前為香港資訊科技業協會主席、亦為香港資訊科技聯盟副主席及該會之資訊科技委員會主席。彼為香港特別行政區政府創意智優計劃審核委員會成員、香港設計委員會成員、香港互聯網註冊管理有限公司諮詢委員會成員、香港資訊科技聯會及香港工業總會理事。

黎日光，65歲，自2005年1月起出任本公司非執行董事。彼為冠軍科技財務總監及執行董事，以及看通署理行政總裁、財務總監及執行董事。彼持有香港中文大學工商管理學士學位，擁有逾42年之會計、審核及公司秘書事務經驗。彼乃香港會計師公會執業資深會計師及英國特許會計師公會資深會員。彼自2013年1月起出任交易所主板上市之中鋁礦業國際獨立非執行董事；亦曾於2011年10月至2013年2月期間出任創益太陽能控股有限公司獨立非執行董事。

獨立非執行董事

邵向明，53歲，自2004年3月起出任本公司獨立非執行董事。彼在生物醫學研究、傳統中醫藥及保健產品範疇擁有逾15年經驗。彼於1985年畢業於中國第三軍醫大學軍醫系，取得學士學位，並於1988年取得病理解剖學碩士學位。彼於2000年出任世界特種診療學會理事；於2001年獲委任為中國初級衛生保健基金會健康扶貧工程副執行主任，負責推廣健康教育、以及農村及社區預防醫學。自2001年起，彼獲聘為北京東西醫學研究中心主任，負責生物能信息醫學的研究開發工作。彼參與信息醫學研究工作已逾15年。

何逸雲，37歲，自2008年1月起出任本公司獨立非執行董事，亦為審核委員會主席。彼乃何耀明會計師事務所有限公司董事、香港會計師公會執業會計師、香港稅務學會註冊稅務師、國際電腦稽核師協會註冊國際電腦稽核師(Certified Information Systems Auditor of the Information Systems Audit and Control Association)、美國註冊會計師公會註冊專業資訊科技師(Certified Information Technology Professional of the American Institute of Certified Public Accountants)及美國註冊會計師公會(American Institute of Certified Public Accountants)會員。彼持有美國University of Southern California會計學學士學位及美國Claremont Graduate University資訊系統碩士學位。彼正以委員身份服務於三個政府委員會，包括刑事法庭使用者委員會、婚姻監禮人委任事宜上訴委員會及九龍城區防火委員會。彼亦被委任為獨立監察警方處理投訴委員會觀察員。

江紹智，67歲，自2014年3月28日起出任本公司獨立非執行董事及審核委員會及人力資源及薪酬委員會成員。江先生於1999年5月至2005年12月期間任職中信銀行(國際)(前稱：中信嘉華銀行)，最後職位為替任行政總裁及企業銀行部主管。彼亦自1969年起服務渣打銀行24年，期間為該行之高級行政人員。江先生持有香港大學文學士學位、香港中文大學工商管理碩士學位、及英國銀行學會銀行業文憑。江先生曾於1993年5月至1994年10月期間出任冠軍科技執行董事；彼自2006年11月起出任交易所主板上市之中國新城鎮發展有限公司獨立非執行董事；並自2013年10月起出任交易所主板上市之哈爾濱銀行股份有限公司獨立非執行董事。

公司秘書

張美霞，58歲，自2000年1月起出任本集團公司秘書。彼為香港執業律師，亦為冠軍科技及看通之公司秘書。

高層管理人員

余振中，42歲，電子商貿項目副總裁，負責監督本集團在電子商貿及互聯網營運方面之技術管理及系統支援。彼持有香港大學電機電子工程系學士學位，以及香港理工大學電子工程碩士學位，並曾於加州大學柏克萊分校之Haas商學院完成一個行政人員工商管理碩士項下之商業課程。彼於1999年7月加入本集團之前，自1995年起一直效力冠軍科技集團。現為香港資訊科技聯盟執行委員會成員及通訊事務管理局辦公室電訊規管事務諮詢委員會代理成員。

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