



Paving for Future 建設未來

The Group will continue to grow our core business, and promote DTTN to the trade and logistics community, and to explore new opportunities with a strong priority focus on Mainland China.

集團會繼續積極發展核心業務，同時致力向貿易及物流業界推廣DTTN，並全力集中探索於中國內地發展的新機遇。



Report of the Directors 董事會報告書



The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2006.

Principal Place of Business

The Company is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 11th and 12th Floors, Tower B, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong.

Principal Activity

The principal activity of the Company is the provision of front-end GETS Services for processing certain official trade-related documents.

The principal activities and other particulars of the Company's subsidiaries are set out in *Note 14* on the financial statements.

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

		Percentage of the Group's Total 佔本集團總額的百分比	
		Sales 銷售額	Purchases 採購額
The largest customer	最大客戶	1.1%	
Five largest customers in aggregate	五大客戶合計	3.6%	
The largest supplier	最大供應商		7.5%
Five largest suppliers in aggregate	五大供應商合計		20.2%

PCCW-HKT Limited, was a shareholder of more than 5% of the Company's share, is a provider of telecommunication services to the Group and is among the five largest suppliers to the Group. PCCW-HKT Limited disposed all of its shareholding in the Company in November 2006.

Apart from the foregoing, at no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

董事會欣然向全體股東提呈截至二零零六年十二月三十一日止年度之報告書及經審核財務報表。

主要營業地點

本公司在香港註冊成立並以香港為本籍，註冊辦事處兼主要營業地點，位於香港葵涌和宜合道63號麗晶中心B座11樓及12樓。

主要業務

本公司的主要業務是提供處理若干政府有關貿易文件的前端GETS服務。

本公司附屬公司的主要業務及其他詳情載於財務報表附註14。

主要客戶及供應商

本集團於本財政年度，就主要客戶及供應商分別進行的銷售及採購資料如下：

香港電訊有限公司為持有本公司股份超過5%的股東，其為本集團的電訊服務供應商，亦是本集團五大供應商之一。香港電訊有限公司於二零零六年十一月將其持有的本公司股份全部出售。

除上文所述外，各董事、董事的聯繫人士或按董事所知擁有本公司已發行股本5%或以上的任何股東，並無擁有上述主要客戶及供應商任何權益。



Financial Statements

The profit of the Group for the year ended 31 December 2006 and the state of the Company's and the Group's affairs at that date are set out in the financial statements on Pages 49 to 121.

Transfer to Reserves

Profit attributable to shareholders, before dividends, of HK\$83,216,000 (2005: HK\$91,397,000) have been transferred to reserves. Other movements in reserves are set out in *Note 23* to the financial statements.

The Directors now recommend the payment of a final dividend of HK cents 5.10 per share (2005: HK cents 3.00) in respect of the year ended 31 December 2006.

Fixed Assets

Movements in fixed assets during the year are set out in *Note 13* to the financial statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in *Note 23(a)* to the financial statements.

Shares were issued during the year on exercise of share options.

Directors

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

Chairman and Non-executive Director

Dr. LEE Nai Shee, Harry, S.B.S., J.P.

Executive Directors

Mr. YUE Kwok Hung, Justin

Mr. KO Kai Wai, Kelvin (*appointed on 03/11/2006*)

Ms. CHUNG Shun Kwan, Emily (*resigned as an Executive Director on 03/11/2006*)

財務報表

本集團截至二零零六年十二月三十一日止年度的溢利，以及本公司與本集團於該日的經營狀況詳情，載於財務報表第49至第121頁。

轉撥至儲備

未計及股息前的股東應佔溢利港幣83,216,000元（二零零五年：港幣91,397,000元）已轉撥至儲備。其他儲備變動詳情，載於財務報表附註23。

董事會現建議就截至二零零六年十二月三十一日止年度，派付的末期息每股5.10港仙（二零零五年：3.00港仙）。

固定資產

固定資產於年內的變動詳情，載於財務報表附註13。

股本

本公司於年內的股本變動詳情，載於財務報表附註23(a)。

年內因行使購股權而發行股份。

董事

於年內直至本報告刊發日期止期間的在任董事為：

主席兼非執行董事

李乃熺博士，S.B.S.，J.P.

執行董事

余國雄先生

高繼維先生（於二零零六年十一月三日獲委任）

鍾順群女士（於二零零六年十一月三日辭任執行董事）



Directors (continued)

Non-executive Directors

Mr. LAU Kam Kuen, David
Mr. Hubert CHAK
Mr. YING Tze Man, Kenneth
Mr. LO Sze Wai, Albert
Mr. NG Chik Sum, Jackson
Dr. CHEUNG Yiu Sing
Mr. Alistair CURRIE

Independent Non-executive Directors

Mr. HO Lap Kee, Sunny
Mr. WONG Tin Yau, Kelvin
Mr. YUEN Kam Ho, George (appointed on 28/11/2006)
Dr. FONG Ching, Eddy, S.B.S., J.P. (resigned as an Independent
Non-executive Director on 20/10/2006)

Biographical details of the Directors at the date of this report are shown on Pages 16 to 22.

Dr. LEE Nai Shee, Harry, S.B.S., J.P., Messrs. YUE Kwok Hung, Justin, KO Kai Wai, Kelvin, LAU Kam Kuen, David, Hubert CHAK, NG Chik Sum, Jackson, Alistair CURRIE and YUEN Kam Ho, George will retire at the forthcoming annual general meeting in accordance with Article 100 of the Company's articles of association and, being eligible, offer themselves for re-election.

Directors' Interests in Contracts

Mr. LAU Kam Kuen, David is a Director of the Company and a civil servant of the Government, and accordingly may be regarded as interested in all contracts and other dealings between the Government or the Financial Secretary Incorporated ("FSI") and members of the Group.

Apart from the foregoing, no contract of significance to which the Company or its subsidiaries was a party, in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

董事 (續)

非執行董事

劉淦權先生
翟迪強先生
英子文先生
羅四維先生
吳植森先生
張耀成博士
Alistair CURRIE 先生

獨立非執行董事

何立基先生
黃天祐先生
袁金浩先生 (於二零零六年十一月二十八日獲委任)
方正博士, S.B.S., J.P. (於二零零六年十月二十日辭任
獨立非執行董事)

於本報告刊發日期的董事履歷，詳情載於第16至22頁。

根據本公司的組織章程細則第100條，李乃熿博士，S.B.S.，J.P.、余國雄先生、高繼維先生、劉淦權先生、翟迪強先生、吳植森先生、Alistair CURRIE先生及袁金浩先生須於即將舉行的股東週年大會上輪值告退，並符合資格膺選連任。

董事的合約權益

劉淦權先生為本公司董事，亦為政府公務員，因此可能被視為於政府或財政司司長法團及本集團成員公司訂立的一切合約及其他交易中有利害關係。

除上文所述，本公司董事於年終或年內任何時間，在本公司或其附屬公司所訂立且仍然生效的主要大合約中，並無擁有任何重大權益。



Directors' Service Contract

On 16 August 2005, the service contract between the Company and Mr. YUE Kwok Hung, Justin was renewed for a period of three years commencing 1 January 2006 until 31 December 2008 in relation to the appointment of Mr. YUE to act as Executive Director and Chief Executive Officer of the Company. The contract can be terminated by the Company or Mr. YUE by giving three months' notice or payment in lieu of notice.

Under a service contract between the Company and Mr. KO Kai Wai, Kelvin dated 16 June 2006, Mr. KO has been appointed to be Deputy Chief Executive Officer of the Company with effect from 14 September 2006 until 31 December 2009. The contract can be terminated by the Company or Mr. KO by giving three months' notice or payment in lieu of notice.

Mr. YUE Kwok Hung, Justin and Mr. KO Kai Wai, Kelvin are also Directors of DTTNCo, an associate of the Group. Mr. KO Kai Wai, Kelvin is also a Director of Digi-Sign, a wholly-owned subsidiary of the Group.

Save for disclosed, no director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

Mr. YUE Kwok Hung, Justin, Director and Chief Executive Officer of the Company currently holds 242,000 ordinary shares of the Company as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance ("SFO").

The Directors of the Company have been granted options under the Company's share option scheme, details of which are set out in the section "Share Option Schemes" below.

董事服務合約

於二零零五年八月十六日，本公司與余先生重續三年的服務合約，委任余國雄先生為本公司執行董事兼行政總裁，合約期由二零零六年一月一日至二零零八年十二月三十一日。該份合約可由本公司或余先生給予對方三個月通知或代通知金終止。

根據本公司與高繼維先生於二零零六年六月十六日訂立的服務合約，高先生獲委任為本公司副行政總裁，任期由二零零六年九月十四日起，直至二零零九年十二月三十一日。該份合約可由本公司或高先生給予對方三個月通知或代通知金終止。

余國雄先生及高繼維先生同時為本集團聯營公司 DTTNCo 的董事。高繼維先生亦是本集團全資附屬公司 Digi-Sign 的董事。

除已披露者外，擬於股東週年大會上膺選連任的董事，與本公司並無訂立本公司不可於一年內不付賠償（正常法定賠償除外）而終止的未到期服務合同。

董事之股份、相關股份及債券權益及淡倉

根據證券及期貨條例第 352 條規定須予備存的登記冊所記載，本公司董事兼行政總裁余國雄先生現時持有本公司之 242,000 股普通股。

根據本公司的購股權計劃，本公司董事已獲授予購股權，詳情載於下文「購股權計劃」一節。



Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

(continued)

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interest or short positions in shares, underlying shares or debentures of the Company, any of its holding company, subsidiaries or other associated corporations, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Share Option Schemes

The Company has adopted a Pre-IPO share option scheme on 2 August 2000 and amended on 11 September 2001 and 26 November 2002 respectively and a share option scheme on 14 October 2005 whereby the Directors are authorised to invite employees of the Group, including its Directors of any company in the Group, to take up options to subscribe for shares in the Company at a nominal consideration of HK\$1.00 per grant under the share option scheme. Each option gives the holder the right to subscribe for one ordinary share in the Company.

The share options schemes give the participants an opportunity to have a personal stake in the Company and help motivate the participants to optimize their performance and efficiency and attract and retain participants whose contributions are important to the long-term growth and profitability of the Group.

The total number of share options which may be issued upon exercise of all options to be granted under all share option schemes shall not exceed in aggregate 10% of the issued capital or 77,763,250 shares at the Company's listing date, being 28 October 2005 (the "Scheme Mandate Limit"). Options that have lapsed shall not be counted for the purpose of calculating the Scheme Mandate Limit. The Scheme Mandate Limit may be renewed by obtaining approval of shareholders in general meeting of the Company provided that such the total number of shares which may be issued upon exercise of all options to be granted under the share option schemes under the Scheme Mandate Limit as renewed shall not exceed 10% of the shares issued at the date of approval of such limit (the "Refreshed Limit"). Options previously granted (which may be cancelled, lapsed or exercised) shall not be counted for the purpose of calculating the Refreshed Limit.

董事之股份、相關股份及債券權益及淡倉(續)

除上文所述，本公司董事或他們的配偶或未滿十八歲子女，在本公司、其任何持股公司、附屬公司或其他相聯法團的股份、相關股份或債券權益中，概無擁有任何須登記於根據證券及期貨條例第352條規定須予備存的登記冊內的權益或淡倉，或根據上市公司董事進行證券交易的標準守則須另行知會本公司的權益或淡倉。

購股權計劃

本公司已於二零零零年八月二日採納首次公開招股前購股權計劃(分別於二零零一年九月十一日及二零零二年十一月二十六日修訂)，並已於二零零五年十月十四日採納購股權計劃，據此，董事獲授權邀請本集團僱員(包括本集團任何公司的董事)接納可認購本公司股份的購股權。有關購股權乃根據購股權計劃每次以港幣1.00元的象徵式代價授出。每份購股權賦予持有人權利認購本公司一股普通股。

兩項購股權計劃的目的，是為參與者提供以個人身份持有本公司權益的機會，此舉有助激發參與者提升工作表現及效率，並吸引及保留對本集團的長遠增長及溢利能力有重要貢獻的參與者。

根據所有購股權計劃將予授出的所有購股權而可能發行及行使的股份數目，合共不得超過本公司於上市日期(即二零零五年十月二十八日)的已發行股本10%，亦即77,763,250股股份(「計劃授權限額」)。在計算計劃授權限額時，已失效的購股權不得計算在內。計劃授權限額可於本公司股東大會上取得股東批准後更新，惟按更新後的計劃授權限額，根據購股權計劃將予授出的所有購股權可予發行及行使的股份總數，不得超過批准該限額當日已發行股份的10%(「經更新限額」)。就計算經更新限額而言，以往根據購股權計劃授出的購股權(包括可能已註銷、失效或行使者)不得計算在內。



Share Option Schemes *(continued)*

Pre-IPO Share Option Scheme

Under the Pre-IPO share option scheme, no option could be granted to any grantee, so that the grantee would, taking also into account options previously granted to him, be entitled to subscribe for more than 25% of the aggregate number of shares subject to the Pre-IPO share option scheme.

- a) *Pursuant to the Pre-IPO share option scheme approved on 2 August 2000 and amended on 11 December 2001 and 26 November 2002*

The granting of share options commenced on 24 November 2000 and has ceased upon the listing of the Company's shares on the Main Board of the SEHK on 28 October 2005. Each option has a 10-year exercise period. Commencing from the first, second and third anniversaries of the listing date, the relevant grantee may exercise up to 25%, 60% and 100% respectively of the shares comprised in the option (less any number of shares in respect of which the option has been previously exercised). The exercise price is the lower of HK\$0.9 and 80% of the IPO price. On 28 October 2005, the IPO price was fixed at HK\$1.25 per share.

- b) *Pursuant to the grant of options approved on 22 March 2005*

At its meeting on 22 March 2005, the Board approved a fresh allotment of share options under the Pre-IPO share option scheme to all permanent staff. The grant was made conditional upon the successful listing of the Company's shares on the Main Board of the SEHK. The terms are the same as those for the grants as stated above, except that the exercise price shall be equal to the IPO price or HK\$1.25 per share.

購股權計劃 *(續)*

首次公開招股前購股權計劃

根據首次公開招股前購股權計劃，本公司概無向任何承授人授出任何購股權，以致承授人連同先前已獲授的購股權，有權認購超過首次公開招股前購股權計劃股份總數的25%。

- a) *根據二零零零年八月二日批准並於二零零一年十二月十一日及二零零二年十一月二十六日修訂的首次公開招股前購股權計劃*

購股權於二零零零年十一月二十四日開始授出，並已於二零零五年十月二十八日本公司股份在聯交所主板上市時終止。每份購股權共有十年行使期。由上市日期起計第一、第二及第三周年開始，有關承授人最多可分別行使其購股權所包含的股份最高達25%、60%及100%（減去過往已行使的購股權所涉及的股份數目）。行使價為港幣0.9元及首次公開招股發售價的80%兩者中之較低者。二零零五年十月二十八日，首次公開招股價定為每股港幣1.25元。

- b) *根據二零零五年三月二十二日批准授出的購股權*

董事會於二零零五年三月二十二日召開會議，批准向所有永久員工根據首次公開招股前購股權計劃，更新配發購股權。有關購股權已於本公司股份成功在聯交所主板上市時有條件授出。有關條款與上文所述已授出的各項購股權相同，惟行使價應等於首次公開招股價或每股港幣1.25元。



Share Option Schemes *(continued)*

Share Option Scheme

At the general meeting of the Company held on 14 October 2005, the shareholders approved and adopted a share option scheme (including the Pre-IPO share option scheme) with the following terms:

- a) The purpose of the share option scheme is to attract and retain the best available personnel and to provide additional incentives to employees, directors, consultants, business associates and advisors to promote the success of the Group.
- b) The Board has the absolute discretion to offer any employees (whether full-time or part-time), directors (including Independent Non-executive Directors), consultant, business associates or adviser of the Company or any company within the Group options to subscribe for shares, provided that the total number of shares issued or to be issued to any one grantee in any 12 month period shall not exceed 1% of the shares of the Company in issue. The grantee shall pay HK\$1.00 to the Company as nominal consideration for the grant upon acceptance of the offer of an option. The share options granted under the share option scheme vest after 12 months, 24 months and 36 months to exercise 25%, 60% and 100% respectively of the share options. Each option has a 10-year exercise period. The subscription amount payable in respect of each share option upon exercise of an option shall be determined by the Board and shall be not less than the greater of:
 - (i) the closing price of the shares on the SEHK's daily quotation sheet on the date, which must be a business day, written on such option (the Date of Grant);
 - (ii) the average closing price of the shares on the SEHK as stated in the SEHK's daily quotation sheets for the five business days immediately preceding the Date of Grant; and
 - (iii) the nominal value of the shares.

購股權計劃 *(續)*

購股權計劃

股東於二零零五年十月十四日舉行的股東大會上，批准及採納的購股權計劃(包括首次公開招股前購股權計劃)的條款如下：

- a) 購股權計劃的目的，是為吸引及保留最優秀人才，並為推動本集團的成功，向僱員、董事、顧問、業務夥伴及諮詢顧問提供額外獎勵。
- b) 董事會可全權酌情向本公司或本集團旗下任何公司的任何全職或兼職僱員、董事(包括獨立非執行董事)、顧問、業務夥伴或諮詢顧問授出購股權，讓其可認購股份，惟於任何十二個月內已發行或將予發行任何承授人的股份總數不得超過本公司已發行股份的1%。接納購股權要約時，承授人須向本公司支付港幣1.00元，作為獲授購股權的象徵式代價。在十二個月、二十四個月及三十六個月後，根據購股權計劃授出的購股權賦予權利，可分別行使有關購股權的25%、60%及100%。每份購股權共有十年行使期。因行使購股權而須就每份購股權支付的認購款項，將由董事會釐定，且不應少於下列各項中最高者：
 - (i) 於購股權的書面要約日期(「授出日期」，其必須為營業日)，於聯交所每日報價表所列股份的收市價；
 - (ii) 緊接授出日期前五個營業日，於聯交所每日報價表所列股份在聯交所的平均收市價；及
 - (iii) 股份面值。



Share Option Schemes (continued)

Share Option Scheme (continued)

As at 31 December 2006, the Directors and employees of the Company had the following interests in options to subscribe for shares of the Company granted for nil consideration under the share option scheme of the Company. Each option gives the holder the right to subscribe for one ordinary share of the Company.

購股權計劃(續)

購股權計劃(續)

於二零零六年十二月三十一日，董事及本公司僱員擁有以下的購股權權益，可根據本公司的購股權計劃按無償代價認購本公司股份。每份購股權賦予其持有人認購本公司一股普通股的權利。

		No. of options outstanding at 1 January 2006 於二零零六年 一月一日 尚未行使的 購股權數目	No. of options granted during the year 年內授出的 購股權數目	Effect of options lapsed upon termination of employment 因終止 受僱而失效 購股權	No. of options exercised during the year 年內行使的 購股權數目	No. of options outstanding at 31 December 2006 於二零零六年 十二月三十一日 尚未行使的 購股權數目	Date granted 授出日期	Exercise period 行使期	Exercise price per share 行使價 HKS 港元	Market value per share on exercise* 行使時每股 股份的市值* HKS 港元
Directors	董事									
YUE Kwok Hung, Justin	余國雄	1,762,500	-	-	-	1,762,500	24/11/2000	10 years 10年	0.90	-
		1,762,500	-	-	-	1,762,500	13/12/2001	10 years 10年	0.90	-
		982,900	-	-	-	982,900	14/10/2005	10 years 10年	1.25	-
CHUNG Shun Kwan, Emily (resigned as a Director on 03/11/2006)	鍾順群 (於二零零六年 十一月三日 辭任董事)	400,000	-	-	-	400,000	24/11/2000	10 years 10年	0.90	-
		400,000	-	-	-	400,000	13/12/2001	10 years 10年	0.90	-
		396,845	-	-	-	396,845	14/10/2005	10 years 10年	1.25	-
Employees	僱員	2,695,000	-	(610,000)	(240,000)	1,845,000	Granted in 2000 於二零零零年授出	10 years 10年	0.90	1.60
		2,755,000	-	(870,000)	-	1,885,000	Granted in 2001 於二零零一年授出	10 years 10年	0.90	-
		965,000	-	(140,000)	(30,000)	795,000	Granted in 2002 於二零零二年授出	10 years 10年	0.90	1.57
		385,000	-	(40,000)	-	345,000	Granted in 2003 於二零零三年授出	10 years 10年	0.90	-
		145,000	-	(40,000)	-	105,000	Granted in 2004 於二零零四年授出	10 years 10年	0.90	-
		12,711,234	-	(1,903,768)	(172,960)	10,634,506	14/10/2005	10 years 10年	1.25	1.57
Total	總計	25,360,979	-	(3,603,768)	(442,960)	21,314,251				

The options granted to the Directors are registered under the names of the Directors who are also the beneficial owners.

授予董事的購股權，乃按本身亦兼為實益擁有人的董事的名義登記。

* being the weighted average closing price of the Company's ordinary shares immediately before the dates on which the options were exercised.

* 本公司普通股於緊隨購股權行使日期之前的加權平均收市價。



Share Option Schemes (continued)

Share Option Scheme (continued)

Information on the accounting policy for share options granted and the weighted average value per option is provided in Note 1(n)(ii) and Note 22 to the financial statements respectively.

Apart from the foregoing, at no time during the year was the Company, or its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

The Company has been notified of the following interest in the Company's issued shares at 31 December 2006 amounting to 5% or more of the ordinary shares in issues:

購股權計劃(續)

購股權計劃(續)

有關已授出的購股權及每份購股權加權平均值的會計政策的資料，分別載於財務報表附註1(n)(ii)及附註22。

除上文所述，本公司或其附屬公司於年內任何時間，概無訂立任何安排，藉以讓本公司董事可因收購本公司或任何其他法人團體的股份而得益。

主要股東及其他人士於股份及相關股份的權益及淡倉

按本公司所知，於二零零六年十二月三十一日在本公司已發行股份中，擁有已發行普通股的5%或以上權益如下：

		Ordinary shares of HK\$0.20 each 每股普通股港幣0.20元			% of total issued shares 所佔已發行 股份百分比
		Registered shareholders 註冊股東	Corporate interests 公司權益	Number of shares 股份數目	
Substantial shareholders	主要股東				
The Financial Secretary Incorporated	財政司司長法團	95,673,000	–	95,673,000	12.30%
Other persons	其他人士				
HSBC Holdings Plc	滙豐控股有限公司	–	63,125,000	63,125,000	8.11%
The Hongkong & Shanghai Banking Corporation Limited	香港上海滙豐 銀行有限公司	63,125,000	–	63,125,000	8.11%
Allianz SE	Allianz SE	–	60,642,000	60,642,000	7.79%
Allianz Global Investors Hong Kong Limited	德盛安聯資產管理 香港有限公司	60,642,000	–	60,642,000	7.79%



Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares *(continued)*

The register of interests in shares and short positions kept under Section 336 of the SFO indicates that the interest disclosed by HSBC Holdings plc is the same as the 63,125,000 shares disclosed by The Hongkong & Shanghai Banking Corporation Limited, its 100% owned subsidiary and the interest disclosed by Allianz SE is the same as the 60,642,000 shares disclosed by Allianz Global Investors Hong Kong Limited, its 100% owned subsidiary.

Apart from the above, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company as at 31 December 2006, which was required to be kept under Section 336 of the SFO.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

Connected Transactions

During 2006, the Company entered into (or continued to be party to) certain transactions with the Government and the FSI. The FSI has been our largest shareholder and connected person. The Government, holding the Company's shares through the FSI, has therefore also been considered as a connected person.

Although these transactions were "connected transactions" as defined in the Listing Rules, all of them were either sharing of administrative services or de minimis transactions respectively exempted under Rules 14A.33(2) and 14A.33(3) of the Listing Rules from all reporting, announcement and independent shareholders' approval requirements.

On 17 May 2006, the Company entered into a Business Support System ("BSS") Development and Service Agreement with DTTNCo. DTTNCo is a connected person of the Company as it is a non wholly-owned subsidiary of the Company as defined under the Listing Rules, while FSI beneficially owns more than 10% of the issued shares of the Company and DTTNCo respectively.

主要股東及其他人士於股份及相關股份的權益及淡倉 *(續)*

根據證券及期貨條例第336條規定，須予備存的股份及淡倉權益登記冊顯示，滙豐控股有限公司所披露的權益與其全資附屬公司香港上海滙豐銀行有限公司所披露的63,125,000股股份一致，而Allianz SE所披露的權益與其全資附屬公司德盛安聯資產管理香港有限公司所披露的60,642,000股股份一致。

除上文所述外，就本公司所知，於二零零六年十二月三十一日概無任何人士擁有本公司股份或相關股份的權益或淡倉，而根據證券及期貨條例第336條規定須予備存。

公眾持股量充足

於本年報刊發日期，根據本公司可取得的公開資料顯示，並就本公司董事所知，本公司的公眾持股量一直維持於上市規則所訂明的水平。

關連交易

於二零零六年度，本公司曾與政府及財政司司長法團訂立(或繼續為其訂約方)若干交易。財政司司長法團一直是我們的最大股東兼關連人士。由於政府透過財政司司長法團持有本公司股份，因此亦視作關連人士論。

儘管該等交易按上市規則界定均屬「關連交易」，惟全部交易均為根據上市規則第14A.33(2)條及第14A.33(3)條分別獲豁免的分享行政服務或最低限額交易，並可豁免一切申報、公告及獨立股東批准規定。

於二零零六年五月十七日，本公司與DTTNCo訂立業務支援系統(「BSS」)開發及服務協議。根據上市規則的定義，由於DTTNCo為本公司的非全資附屬公司，因此它是本公司的關連人士；財政司司長法團則分別實益擁有本公司及DTTNCo超過10%的已發行股份。



Connected Transactions (continued)

DTTNCo outsourced the development and operation of its BSS to the Company under the Agreement, pursuant to which DTTNCo shall upon the signing of the Agreement pay the Company an initial costs of HK\$2.14 million for the development of the BSS and the related information system infrastructure set-up. The maximum fixed fees payable by DTTNCo to the Company during each year of the term of the Agreement are as follows:

關連交易 (續)

根據該協議，DTTNCo 將其 BSS 之開發及營運工作外判予本公司，據此，DTTNCo 須於簽訂該協議後，向本公司支付港幣 2,140,000 元，作為開發 BSS 及建設相關資訊系統基建之初步費用。DTTNCo 於協議年期內每年應付本公司之最高固定費用如下：

		Year 1 ended 31 December 2006 第一年截至 二零零六年 十二月三十一止 HK\$ 港元	Year 2 ended 31 December 2007 第二年截至 二零零七年 十二月三十一日止 HK\$ 港元	Year 3 ended 31 December 2008 第三年截至 二零零八年 十二月三十一日止 HK\$ 港元
Initial set-up costs	初步成立成本	2,140,000	-	-
Maximum fixed monthly charges	最高固定月費	200,000*	200,000	200,000
Average monthly extra charges on customer registration and administration	每月平均處理客戶註冊及行政額外費用	-	30,000	35,000
Average monthly extra charges on incoming call	每月平均處理來電額外費用	-	40,000	90,000
Average monthly extra charges on billing	每月平均處理票據額外費用	-	37,500	87,500
Average monthly subscription fees	每月平均處理客戶註冊費	200,000	307,500	412,500
Maximum annual subscription fees	每年最高處理客戶註冊費	3,640,000	3,690,000	4,950,000

* Assuming monthly charges cover seven and a half months for the year 2006.

* 月費以涵蓋二零零六年度七個半月為假設。

The Board has reviewed and the Independent Non-executive Directors have confirmed that the BSS Transaction (the "Transaction") for the year ended 31 December 2006 was entered into:

董事會已審閱截至二零零六年十二月三十一日止年度的 BSS 交易（「該等交易」），獨立非執行董事亦已確認該等交易之訂立乃：

- (i) in the ordinary and usual course of business of the Company;
- (ii) either on normal commercial terms or terms no less favourable to the Company than terms available to or from independent third parties; and

- (i) 在本公司日常及一般業務過程之中；
- (ii) 按正常商業條款、或按不遜於本公司向獨立第三方提供或從其所得的條款；及



Connected Transactions (continued)

- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rule, the Board engaged KPMG, the auditors of the Company, to perform the agreed upon procedures on the Transaction which:

- (i) has received the approval from the Board;
- (ii) is in accordance with the pricing policies of the Company;
- (iii) has been entered into in accordance with the terms of the agreement governing such Transaction; and
- (iv) has not exceeded the cap disclosed in the relevant announcement.

The auditors have confirmed to the Board in writing in respect of the Transaction for the year ended 31 December 2006 that the Transaction:

- (i) was recorded in accordance with the terms of the agreements governing the Transaction;
- (ii) was approved by the Board of the Company on 26 April 2006;
- (iii) was entered into in accordance with the pricing policies of the Company where the Transaction involve provision of goods and services by the Company; and
- (iv) the total amount received and receivable by the Company in connection with the Transaction did not exceed the relevant cap amount as set out in the announcement dated 17 May 2006.

關連交易 (續)

- (iii) 符合相關規管協議之公平及合理的條款，並且符合本公司股東整體的利益。

根據上市規則第 14A.38 條，董事會委聘本公司的核數師畢馬威會計師事務所履行對該等交易所協定的程序：

- (i) 已獲得董事會的批准；
- (ii) 符合本公司的定價政策；
- (iii) 按照規管該等交易的協議條款而訂立；及
- (iv) 並無超逾有關公布中所披露的上限。

核數師已就截至二零零六年十二月三十一日止年度的該等交易，以書面向董事會作出確認，表示該等交易乃：

- (i) 按照規管該等交易的協議的條款進行記錄；
- (ii) 於二零零六年四月二十六日獲本公司董事會批准；
- (iii) 凡涉及由本公司提供貨品及服務，該等交易乃按照本公司的定價政策而訂立；及
- (iv) 本公司就該等交易已收取或應收的總金額，並未超逾於二零零六年五月十七日的公布內所載列的有關上限金額。



Bank Loans and Other Borrowings

The Company did not have any bank loans and borrowings as at 31 December 2006.

Summary of Financial Information

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on Page 122 of the annual report.

Retirement Scheme

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") for all qualifying employees. Particulars of these retirement schemes are set out in Note 21 to the financial statements.

Confirmations of Independence

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-executive Directors to be independent.

Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

Dr. LEE Nai Shee, Harry, S.B.S., J.P.

Chairman

Hong Kong, 19 March 2007

銀行貸款及其他借貸

於二零零六年十二月三十一日，本公司並無任何銀行貸款及借貸。

財務資料概要

本集團過去五個財政年度的業績及資產負債概要，載於年報第 122 頁。

退休計劃

本集團為全體合資格僱員設置強制性公積金計劃（「強積金計劃」）。有關該等退休計劃的詳情，載於財務報表附註 21。

獨立確認

本公司已收到每名獨立非執行董事的年度確認，根據上市規則第 3.13 條的定義確實為獨立人士。本公司亦認為全部獨立非執行董事為獨立人士。

核數師

畢馬威會計師事務所將會退任，惟其符合資格可膺選連任。本公司將於即將舉行的股東週年大會上提呈決議案，藉以續聘畢馬威會計師事務所為本公司核數師。

承董事會命

主席

李乃熺博士，S.B.S.，J.P.

香港，二零零七年三月十九日