

**Kantone Holdings Limited**

(Stock Code: 1059)

## ABOUT Kantone (STOCK CODE: 1059)

**Kantone Holdings Limited** ([www.kantone.com](http://www.kantone.com)) is a leading IT solutions provider, with expertise in high security, high reliability and high integrity communications networks established over 50 years of proven track record, resulting in trusted relationships with clients in the government and enterprise sectors. It commands a dominant position in the command and control communications solutions in the mission critical services sector, including emergency and rescue operations, and has a global presence in over 50 markets.

The latest addition to the backbone of high security, high reliability, and high integrity IT solutions is the business of e-Gaming, e-Lottery, Leisure and Entertainment. Kantone is a market leader in China in the provision of software and technology infrastructure for one-stop electronic betting solutions. Kantone builds on its long history of online telephone call data handling systems and call centre software applications, and is at the forefront of developing integrated platforms with secure e-commerce solutions for global gaming and entertainment activities.

Kantone is listed on The Stock Exchange of Hong Kong Limited and is a subsidiary of Champion Technology Holdings Limited, a communications software group.

## 看通簡介 (股票編號：1059)

看通集團有限公司 ([www.kantone.com](http://www.kantone.com)) 為資信科技解決方案之領先供應商，擁有高安全度、高可靠性、及高完整度通信網絡之專業經驗及知識；憑藉其逾五十年之良好往績，看通已經與政府及企業客戶建立穩固之互信關係。看通一直為關鍵服務界別及緊急救援隊伍提供指揮及控制通信方案 (Command and Control Communications (CCC) solutions)，在此範疇佔有支配性地位。看通之業務已遍及全球逾五十個市場。

看通以其高安全度、高可靠性、及高完整度資信科技方案為骨幹，新近引入電子博彩、電子彩票、消閒及娛樂業務。於一站式電子投注方案提供軟件及科技基建的領域，看通乃中國市場的領導者。看通於在線電話中心處理系統開發及電話中心軟件應用方面擁有悠久經驗；建基於該等經驗，集團將就全球博彩及娛樂業務開發設有安全電子商貿解決方案之綜合平台。

看通在香港聯合交易所有限公司主板上市，是通信軟件集團冠軍科技集團有限公司之附屬公司。



## Contents 目錄

---

02	Financial Highlights 財務撮要	
03	Corporate Information 企業資信	98
04	Chairman's Statement 主席報告	99
08	Management Discussion and Analysis 管理層討論及分析	103
13	Directors and Senior Management Profile 董事及高層管理人員	106
18	Directors' Report 董事會報告	
28	Corporate Governance Report 企業管治報告	
34	Independent Auditor's Report 獨立核數師報告	
36	Consolidated Income Statement 綜合損益表	
37	Consolidated Balance Sheet 綜合資產負債表	
39	Consolidated Statement of Changes in Equity 綜合股本權益變動表	
40	Consolidated Cash Flow Statement 綜合現金流動表	
42	Notes to the Consolidated Financial Statements 綜合財務報告附註	
97	Financial Summary 財務摘要	

Kantone's Global Footprint

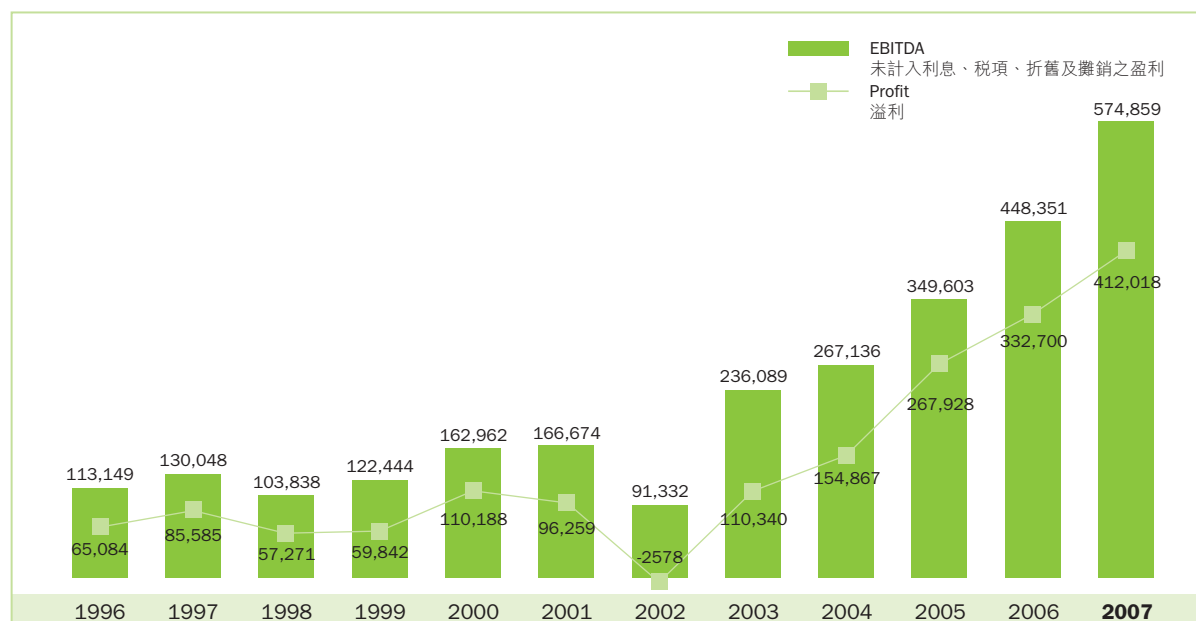




# Financial Highlights 財務撮要

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<b>Results (for the year ended 30 June)</b>	<b>業績 (截至六月三十日止年度)</b>					
- Turnover	- 營業額	1,426,505	1,346,894	1,127,326	1,014,640	814,735
- EBITDA	- 未計入利息、稅項、折舊及攤銷之盈利 (EBITDA)	574,859	448,351	349,603	267,136	236,089
- Profit	- 溢利	412,018	332,700	267,928	154,867	110,340
- Dividends	- 股息	120,023	93,043	49,755	28,731	13,326
- Earnings per share (in HK cents)	- 每股盈利 (港仙)	13.81	12.45	11.52	6.88	4.97
<b>Financial Position (as at 30 June)</b>	<b>財務狀況 (於六月三十日)</b>					
- Cash and cash equivalents	- 現金及現金等額	100,099	251,947	138,854	78,313	54,136
- Total assets	- 資產總值	2,405,056	1,923,147	1,393,256	1,064,397	1,022,672
- Equity	- 權益	2,124,524	1,668,550	1,082,740	827,046	692,156
<b>Financial Ratios (as at 30 June)</b>	<b>財務比率 (於六月三十日)</b>					
- Current assets/Current liabilities	- 流動資產/流動負債	3.14	4.26	2.30	1.73	1.52
- Assets/Equity	- 資產/權益	1.13	1.15	1.29	1.29	1.48
- Sales/Assets	- 營業額/資產	0.59	0.70	0.81	0.95	0.80
- Gearing ratio	- 貸款權益比率	0.04	0.05	0.12	0.10	0.27

## Earnings Profile (1996-2007) (in HK\$'000) 盈利摘錄 (1996-2007) (千港元)





## Executive directors

Paul KAN Man Lok (*Chairman*)  
LAI Yat Kwong (*Acting Chief Executive Officer*)

## Non-executive directors

Leo KAN Kin Leung  
Shirley HA Suk Ling  
Paul Michael James KIRBY

## Independent non-executive directors

Prof. LIANG Xiong Jian  
Prof. YE Pei Da  
Frank BLEACKLEY  
Prof. Julia TSUEI Jo  
HO Yiu Ming

## Company secretary

Jennifer CHEUNG Mei Ha

## Audit committee

HO Yiu Ming (*Committee Chairman*)  
Leo KAN Kin Leung  
Frank BLEACKLEY  
Prof. Julia TSUEI Jo  
Paul Michael James KIRBY

## Registered office

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

## Operations centres

*Asia*  
17<sup>o</sup>, Andar E & K  
Macau Finance Centre  
Nos.244-246, Rua De Pequim  
Macau

### *Europe*

Multitone House  
Shortwood Copse Lane  
Kempshott, Basingstoke  
Hampshire, RG23 7NL  
U.K.

## Regional offices in Hong Kong

1702 One Exchange Square  
Central  
Hong Kong

5th Floor  
Kantone Centre  
1 Ning Foo Street  
Chaiwan  
Hong Kong

## Principal bankers

Bank of East Asia, Macau  
Bank of Tokyo-Mitsubishi UFJ  
DBS Bank, Macau  
HSBC, Macau  
Standard Chartered Bank, Macau

## Auditor

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

## Principal share registrar and transfer office

The Harbour Trust Co. Ltd.  
One Capital Place  
PO Box 897  
Grand Cayman KY1-1103  
Cayman Islands

## Hong Kong branch share registrar and transfer office

Tricor Secretaries Limited  
(formerly known as "Secretaries Limited")  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## Company homepage/website

<http://www.kantone.com>

## Stock code

1059

## Information and enquiries

Investor Relations  
Kantone Holdings Limited  
Kantone Centre  
1 Ning Foo Street  
Chaiwan  
Hong Kong

e-mail: [ir@kantone.com](mailto:ir@kantone.com)





Chairman Paul Kan as keynote speaker at **CNBC Asia Business Leader Summit** in October 2006.

### **Dear Shareholders,**

*I am pleased to present the Annual Report of Kantone Holdings Limited (“Kantone” or the “Company”) on its 10th anniversary as a listed company on The Stock Exchange of Hong Kong Limited. Fiscal 2007 was a year of continued solid, balanced growth for Kantone from both a product and market leadership perspective. Satisfactory performance was recorded across the Group’s core businesses amid broadly favourable operating conditions and generally conducive investment climate.*

Worldwide demand for customised solutions, spurred by China’s intrinsic economic growth, continued to gather strength. Kantone was established ten years ago while its subsidiaries have a proven track record for over half a century in delivering high security, high reliability and high integrity communications networks. Today the Group proudly maintains its leadership position in the niche market of mission critical wireless communications, in particular the narrowband sector, serving a broad range of customers from hospitals, hotels, aerospace, manufacturing, retail, power plants, food processing, utilities, government departments, to fire and emergency rescue services.





### A Year of Solid Achievements

For fiscal 2007, we have achieved consistent improvement in our operational and financial performance. With a focus on higher margins and better returns on our invested capital, we have continued to review and prioritise our initiatives to streamline our operations and cost structure through increased use of outsourcing and third party business partners and distributors to enhance our product offerings and promote our services. Our financial performance is summarised as below:

- Turnover increased by 6% to HK\$1,427 million
- Profit attributable to equity holders of the Company was HK\$412 million, up 24%
- EBITDA (excluding one-off non-cash items) rose 25% to HK\$631 million
- Equity grew 27% to HK\$2,125 million
- Earnings per share (excluding one-off non-cash items) went up 7% to HK15.68 cents
- The Group maintains a solid financial position with net cash

Investment in innovation holds the key to our sustained growth. Throughout the years, the Group adopts a long-term commitment to ongoing investment and development as the basis for the Group's innovation. Our innovation strategy requires a unique combination of internal development, partnerships, and acquisitions. Beyond that, we must also be able to integrate successfully our acquisitions in order to accelerate growth in new and existing markets. During the period, through collaboration with partners, the Group has secured several long-term contracts and launched a number of new products based on a patented new wireless technology with applications across a wide range of vertical markets.

### Final Dividend and Bonus Warrants

In line with the favourable results, the following are proposed:

- Final dividend of HK2.5 cents per share, with dividend yield of 4.2%
- Bonus issue of warrants

The Board has recommended a final dividend of HK2.5 cents per share for approval by the shareholders at the forthcoming annual general meeting. At the above proposed level, together with the interim dividend of HK1.3 cents per share, total dividend per share will be HK3.8 cents, an increase of 23 percent over last year, and total dividend for the year will amount to HK\$120 million, an increase of 29 percent over HK\$93 million of the previous year. At that level, the dividend yield amounts to 4.2 percent.

To mark the Group's 10th anniversary, the Board has also proposed a bonus issue of warrants approximating 5:1 ratio to subscribe for shares of the Company at a special subscription rate of HK\$0.81 per share to the shareholders of the Company whose names appear on the register of members on 23 November 2007.





### Leading Edge in Niche Market Communications Solutions

Kantone is widely recognised as a global leader in providing integrated wired and wireless networking solutions in the mission critical services sector. The underlying demand for innovative communications systems and integrated solutions has remained strong, especially in the fast-growing China market. Globally, the increasing concern about public safety and homeland security amid recurrent terrorist attacks has resulted in pressing need for defense quality radio systems and detection devices by law enforcement organisations as well as the private sector across the board, giving promise to new opportunities for the Group's products and services.

The Group has a proven track record in providing mission critical communications systems to the healthcare and emergency services sector. The successful roll-out of command and control communications (CCC) solutions over multiple networks such as two-way radio, public safety radio (TETRA, or terrestrial trunk radio), Wi-Fi, wireless messaging and SMS (short messaging services) or email has helped to consolidate its dominant position in the public safety and secure communications arena.

In markets where comparable figures are published, Kantone lays claim to some significant achievements. For example, it currently provides wireless messaging solutions to around 60 percent of the National Health Service (NHS) hospitals in the UK, and around 85 percent of the UK fire brigades. In the US, the Group has secured a market share of approximately 70 percent of the installation works of the hospitals of the Veterans Administration throughout North America. In markets such as China where comparative figures for the public sector are not available, the Group continued to enjoy preferred supplier status among its customers with an established relationship and proven track record built over the past decades as a reliable technology partner.

### Outlook

Kantone will strive to strengthen its position in the niche markets of providing wireless integrated solutions tailored to customers' specialised requirements, as well as enhancing its value-added services to help customers achieve significant savings. In particular, the Group will continue to build on its wireless expertise to develop core platform technologies for applications across a wide range of vertical markets. Meanwhile, in consolidating its leadership position in the niche markets of providing mission critical communications systems and solutions to the emergency and fire services, as well as the public safety sector, Kantone will focus on developing customised personal security solutions for the fast growing assisted living and care home market, as well as a new range of IP DECT mobility solutions aiming at the VoIP PABX market, which provide integrated alarm monitoring and messaging solutions.

As a global player, we are constantly on guard of the different developments in the various markets where we operate. In the more mature markets such as Europe, sales of telecom equipment has shown signs of slowing growth, whereas Internet, IT services and software solutions remain the key drivers to stable growth. In emerging markets such as China, customers are getting more sophisticated and there is growing need to introduce more high value-added services and enriched innovative solutions to sustain margins and maintain growth. Across the board, it is encouraging to see continuing robust growth in the Internet and related services sector, where new technologies continue to open up new business opportunities. In particular, China increased its spending by 50 percent last year on Internet services such as online games, e-commerce, and instant messaging services, making it the world's second largest Internet market behind the United States.







In line with market trends, the Group's business strategy going forward will be driven by a focus on high margin and high growth sectors to pursue margin improvement. Such strategy, alongside the need to stay at the forefront of developing integrated platforms and applications, naturally entails continued innovation and bigger investments, especially in China, which continues to present enormous opportunities, in order to expand our portfolio of compelling solutions and offerings.

Against this challenging and more complex environment presented by the recent turmoil in the global credit markets as a result of the deepening housing crisis in the United States, the directors will continue to exercise prudence in managing investment risks while capturing market opportunities that produce what is in the best interest for the Group and its shareholders in the long term.

### Appreciation

As we celebrate our 10th anniversary, we thank our employees who are the spirit of Kantone - their creativity, flexibility, responsiveness and belief in, and commitment to, Kantone's success have gotten Kantone to where it is today, and will ensure its success in the next 10 years and beyond.

Meanwhile, blessed with great opportunities on the horizon, we will continue to enlist the support of our shareholders, suppliers, joint venture partners, customers, bankers, and professional consultants to help us forge ahead, and keep our leadership position in this dynamic industry and exciting era.

**Paul KAN Man Lok**

*Chairman*

26 October 2007





The Group maintained growth in turnover and profit for its core business. Worldwide demand for customised solutions, spurred by China's economic growth, continued. The Group's profitability was partially offset by impairment provisions in relation to some of the Group's investments and loss on fair value change of convertible bonds.

## Financial Results

The Group achieved a turnover of HK\$1,427 million for the year ended 30 June 2007 (the "Year"), an increase of 6 percent as compared with HK\$1,347 million for the previous year ("Previous Year"). Gross profit increased by 15 percent to HK\$599 million, and gross margin improved to 42 percent from 39 percent of Previous Year. Such results were attributable to the Group's continued investment in product development and systems advancement, thereby enhancing the value-added features of its products and solutions. The slower growth in turnover, as compared with the growth of gross profit, reflected the Group's continuing effort to reduce reliance on general systems products where margins continued to come under pressure, and a corresponding increase in focus on services and software solutions with the associated higher margins.

Profit attributable to equity holders was HK\$412 million, an increase of 24 percent compared with HK\$333 million for the Previous Year. Earnings per share for the Year was HK13.81 cents, an increase of 11 percent. The improved performance was mainly attributable to the full-year contribution from new products and projects launched in 2006.

Excluding the one-off non-cash items of HK\$23 million impairment losses recognised for available-for-sale investments and HK\$32.8 million fair value change of convertible bonds, EBITDA (earnings before interest, taxation, depreciation and amortisation) rose by 25 percent to HK\$631 million, and adjusted earnings per share went up 7 percent to HK15.68 cents. As a general principle of prudence in anticipation of the increasing volatilities in the global financial markets and operating environments, the Group decided to provide for impairment where the income producing assets may be affected in the coming years. This is made in accordance with the latest accounting standards requiring annual review of the carrying value of relevant corporate assets as compared with the present value of estimated future cashflows.

Total operating expenses went up largely in line with the increase in turnover and as a result of a general increase in staff costs on the back of a strengthening economy. General and administrative expenses were HK\$99.6 million, up 5 percent (2006: HK\$94.7 million). Depreciation and amortisation expenses, included in cost of sales and general and administrative expenses, were HK\$158 million, up 42 percent (2006: HK\$112 million), attributable to the continued roll-out of new projects. Distribution costs remained steady at HK\$44.7 million (2006: HK\$45.7 million) after continued efforts in expanding clientele in previous years.

Finance costs for the Year increased to HK\$6.1 million (2006: HK\$4.8 million), attributable to the issue costs of HK\$2.1 million in relation to convertible bonds.

## Business Review

The Group continued to benefit from China's robust economic growth, where sales maintained its momentum. The scope of possibilities for IT applications has also expanded. The success of China's aerospace projects, the adoption of higher speed and more spectrum efficient telecom technologies and standards, as well as the upcoming international events to be held in China such as the 2008 Olympics and the 2010 World Expo were drivers to the growth in investment in the telecoms and related sectors. In response to new and increasing demand for a broad range of IT and communications solutions across a number of different public and business sectors, Kantone has expanded its product portfolio to embrace a comprehensive range of integrated wireless solutions and web-based monitoring systems designed for remote management and security applications. For the year under review, China sales accounted for HK\$888 million of the Group's turnover (2006: HK\$868 million).





In Europe, healthcare and fire services continued to be the core sectors for the Group's messaging solutions. Within the UK, strong performance in emergency and fire services sector more than compensated for the reduced spending by the NHS (National Health Services) due to budget rebalancing. Kantone has secured several long-term contracts in the fire and emergency services sector. It remains well-positioned to capture new contracts as it launched its latest wireless technology with applications across a wide range of vertical markets. Key distributors in Europe, North America, and Australia have been signed up. Kantone has also launched a new range of IP DECT mobility solutions aiming at the VoIP PABX market, which provide integrated alarm monitoring and messaging solutions.

During the Year, the Group also won and delivered a major system project for the Irish Coast Guard. Elsewhere, the Group has secured a contract for the New South Wales Fire Service in Australia.

Turnover attributed to the operations in Europe rose 16 percent to HK\$408 million (2006: HK\$352 million), partly due to the strengthening sterling pound.

Major investments continued to be made to enable the Group to stay at the forefront of developing integrated platforms and solutions. Such investments are subject to review periodically to determine if progress was in line with the original plan and if anticipated benefits could be achieved. Where required, impairment provisions at an appropriate level would be made.

### **e-Gaming and Online Entertainment**

Building on its expertise in integrated IT solutions and telephone data management, Kantone continued to expand its portfolio of investments in betting software solutions and various gaming and entertainment websites. Its paperless lottery project in China progressed as planned, with new regions signed up and continued

enhancement of integrated gaming technology solutions and online payment channels. Kantone commanded a leadership position in the e-lottery market in China, complete with its own IP (intellectual property) over a robust e-lottery platform with secure micropayment systems connected to banks. Such comprehensive platform facilitated one-stop-shop automated betting transactions for multiple lottery games. Betting turnover via Kantone's e-platform steadily increased, and the use of websites and SMS on mobile phones for paperless betting was gaining popularity among young people and the more well-off white collar workers.

Kantone has been approached by several industry players for strategic collaboration, and discussions continued.

e-Lottery in China is still at its developing stage, but if it were to follow the trend of the high adoption rate of other technologies such as mobile phones and Internet usage, e-lottery will have a significant impact on China's overall lottery market, and in turn, will impact positively on Kantone's results in the future. According to a recent report on China's Lottery Market published by renowned international betting and gaming consultants, the key driver to China's lottery market growth could come from the adoption of paperless or electronic betting, taking into consideration of the emergence of new and different lottery games at high frequencies, and China's increasingly mobile and Internet savvy population. China's mobile users have topped 600 million, and its Internet users are in excess of 160 million. If China decides to introduce lottery through the electronic medium, the infrastructure deploying mobile SMS and web-based betting with seamless payment solutions and proven security is already in place. As such, e-lottery could experience considerable growth.

Directors are fully aware that globally lottery and gaming is one of the fastest growth sectors, and it commands the level of risk commensurate with the higher return. Kantone's endeavours in this area of business are expected to bear fruit after the initial period of investment.





## Professional Consultants

The paperless lottery project in China represents a significant addition to Kantone's e-Gaming and Online Entertainment business with its growing portfolio of investments in betting software solutions and various gaming and entertainment websites, complementing its mainstream Telecoms and IT business. To boost the management expertise and operational skills of this expanding business, the Group continued to engage the services of professional consultants whose broad experience in international gaming and global strategy has proved to be of immense value in the Group's pursuit of e-Gaming and Online Entertainment in the global arena. These consultants are:

- *John Schreck*, who has served as Chief Stipendiary Steward of the Hong Kong Jockey Club, Director of Racing in Macau, and Chief Stipendiary Steward of the Australian Jockey Club. His expertise lies in his great depth of knowledge of the global gaming operations and the various regulatory frameworks.
- *Michael Thornhill*, who has served as a steward of the Hong Kong Jockey Club and Senior Partner of Johnson Stokes and Master, with particular expertise in licensing arrangements and global strategy.
- *Timothy McNally*, who has served as Director of Security and Corporate Legal Services of the Hong Kong Jockey Club, and Assistant Director-In-Charge of the Federal Bureau of Investigation (FBI), Los Angeles, California. His expertise lies in risk analyses and security management of global gaming operations.

## Liquidity and Financial Resources

### Financial Position and Gearing

As at 30 June 2007, the Group had HK\$100 million (2006: HK\$252 million) liquid assets made up of deposits, bank balances and cash. Current assets were approximately HK\$528 million (2006: HK\$625 million) and current liabilities amounted to approximately HK\$168 million (2006: HK\$147 million). With net current assets of HK\$360 million, the Group maintained a comfortable level of liquidity. The gearing ratio of the Group, defined as the Group's total borrowings to equity attributable to equity holders of the Company, was 0.04 (2006: 0.05) mainly attributable to the increase in outstanding convertible bonds as at 30 June 2007 after issue of convertible bonds during the Year.

Total borrowings comprised bank borrowings of HK\$50.8 million (2006: HK\$55.1 million); other borrowings, which represented block discounting loans, of HK\$2.6 million (2006: HK\$5 million); and convertible bonds of HK\$35.9 million (2006: HK\$18.2 million). Finance costs for the Year amounted to HK\$6.1 million (2006: HK\$4.8 million).

The total bank borrowings comprised bank loans of HK\$49.6 million (2006: HK\$53.3 million), which were repayable on demand; and mortgage loan of HK\$1.2 million (2006: HK\$1.8 million), with HK\$0.8 million repayable within one year and the remaining balance repayable in the second year. The mortgage loan was secured by the Group's land and buildings with a net book value of HK\$12.9 million (2006: HK\$11.9 million).

The other borrowings of HK\$2.6 million were unsecured, with HK\$1.9 million repayable within one year, HK\$0.5 million repayable in the second year and the remaining balance repayable in the third year.

As at 30 June 2007, the Company had outstanding convertible bonds with face value of USD2.4 million which will mature on 1 April 2008.





## Treasury Policy

The Group is committed to financial prudence and continued to maintain a strong financial position with low gearing and a net cash position. The Group financed its operation and business development with a combination of internally generated resources, capital markets instruments, and banking facilities provided by its principal bankers.

Except for the USD convertible bonds, all other borrowings were used by the subsidiaries of the Group, bearing interest at floating rates. As all borrowings were denominated either in local currencies or in USD, the currency risk exposure associated with the Group's borrowings was insignificant.

The Group does not engage in interest rate or foreign exchange speculative activities. It is the Group's policy to manage foreign exchange risk through matching foreign exchange income with expense, and where exposure to foreign exchange is anticipated, appropriate hedging instruments will be used.

## Capital Commitments

As at 30 June 2007, the Group's capital commitments authorised but not contracted for was HK\$101 million (2006: HK\$179 million). The Group had set aside sufficient internally generated funds for the acquisition of property, plant and equipment, and development of systems and networks.

## Human Resources and Remuneration Policy

As at 30 June 2007, the Group employed over 800 staff around the globe. Staff costs for the year under review were HK\$95 million (2006: HK\$87 million). Remuneration is determined with reference to market terms and the performance, qualifications, and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, share options, retirement benefits and other benefits.

The Company has established a Human Resources and Remuneration Committee. In determining the remuneration of all the directors, the committee will consider factors such as the Company's operating results, individual performance, salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions and desirability of performance-based remuneration.

## Final Dividend and Scrip Dividend Scheme

Subject to the approval of shareholders at the forthcoming annual general meeting, the directors have proposed a final dividend of HK2.5 cents per share for the year ended 30 June 2007 (2006: HK2 cents per share) to shareholders whose names appear on the register of members of the Company on 23 November 2007. Taking into account the interim dividend of HK1.3 cents per share paid on 15 June 2007, total annual dividend per share would be HK3.8 cents, an increase of 23 percent over last year; and total dividend for the year would amount to HK\$120 million, an increase of 29 percent as compared with HK\$93 million of last year.

The final dividend will be satisfied by allotment of new shares of the Company, credited as fully paid, by way of scrip dividend, with an alternative to the shareholders to elect to receive such dividend (or part thereof) in cash in lieu of such allotment (the "Scrip Dividend Scheme").





The Scrip Dividend Scheme is subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of a listing of and permission to deal in the shares to be issued pursuant thereto. A circular setting out the details of the Scrip Dividend Scheme together with the form of election will be sent to the shareholders of the Company as soon as practicable.

It is expected that certificates for shares to be issued under the Scrip Dividend Scheme and dividend warrants will be despatched to those entitled thereto on or before 25 January 2008.

### **Bonus Issue of Warrants**

The directors of the Company have also proposed a bonus issue of warrants approximating 5:1 ratio to subscribe for shares of the Company at the special subscription rate of HK\$0.81 per share to the shareholders of the Company whose names appear on the register of members on 23 November 2007 (the "Bonus Issue"). Details of the Bonus Issue are set out in a separate announcement of the company of the same date. A circular setting out the details of the Bonus Issue will be sent to the shareholders as soon as practicable.

### **Closure of Register of Members**

The register of members of the Company will be closed from 16 November 2007 to 23 November 2007, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the above final dividend and the Scrip Dividend Scheme, all transfers of shares accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on 15 November 2007.





### Executive Directors

**Paul KAN Man Lok**, 60, is the founder and Chairman. He is also Chairman and an executive director of both Champion Technology Holdings Limited (“Champion Technology”), which is the holding company of the Company and is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Exchange”), and DIGITALHONGKONG.COM (“Digital HK”), which is a fellow subsidiary of the Company and is listed on the GEM Board of the Exchange. Mr. Kan holds a Master’s degree in Business Administration from the Chinese University of Hong Kong, and brings over 39 years of experience in the computing and telecommunications industries. Prior to setting up the Champion Technology group in 1987, he was the general manager in charge of Asiadata Limited, a joint venture computing services company of Cable & Wireless Group, HSBC, Jardines and Barclays.

Mr. Kan has received a number of prestigious awards from local and international professional bodies as well as governments in recognition of his contribution to the community and the industry. These include Young Industrialist Award (1992); Hong Kong Business Award-Enterprise Trophy (1993); Governor’s Award for Hong Kong Industries (1989); Honorary Doctor of Humane Letters Degree by the University of Northern Virginia, United States (2005); Honorary Fellow of the Academy of Chinese Studies (2005); Commander of the most Excellent Order of the British Empire (CBE) by Her Majesty Queen Elizabeth II (2006); Commendatore dell’Ordine della Stella della Solidarieta Italiana by the Italian Prime Minister Hon. Romano Prodi (2006); the Hong Kong SAR Government’s appointment as a Justice of the Peace (2006); and Chevalier de l’Ordre de la Legion d’Honneur by the Government of France (2007).

In civic duties, Mr. Kan has served twice on the Exchange Corporate Governance Working Group during 1994-1995 and 1999-2000, and was a member of the Listing Committee of the Exchange for the period 1999-2003. He is currently Chairman for the fourth successive term of the Hong Kong Information Technology Industry Council; Chairman of Hong Kong IT Alliance; Chairman of the Hong Kong Trade Development Council Information and Communications Technology Services Advisory Committee; Chairman of ICT Working Group, Hong Kong - United Kingdom Business Partnership; Convener of Hungarian - Hong Kong Innovative Business Council; Council Committee Member of the Federation of Hong Kong Industries; and Member of HKSAR Chief Executive Election Committee for the IT sector. Other memberships include the Chinese People’s Political Consultative Conference of Anhui Province in the PRC, and the Election Committee for the Hong Kong representatives of National People’s Congress of China.

Mr. Kan also sits on the board of CLP Holdings Limited as an independent non-executive director.

**LAI Yat Kwong**, 59, is Acting Chief Executive Officer and Chief Financial Officer of the Company. He is also Chief Financial Officer and an executive director of Champion Technology, as well as a non-executive director of Digital HK. He joined the Champion Technology group in March 1994 as Vice President of Internal Audit and Control. In July 1997, he took on responsibility as the Chief Financial Officer of the Company. He holds a Bachelor’s degree in Business Administration from the Chinese University of Hong Kong and has over 35 years of experience in accounting, auditing and company secretarial matters. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (Practising).





### Non-executive Directors

**Leo KAN Kin Leung**, 51, is a non-executive director of the Company. He is also Chief Executive Officer and an executive director of Champion Technology, as well as a non-executive director of Digital HK. He is the brother of Paul Kan, Chairman of the Group. He is responsible for formulating the Champion Technology group's overall policy and development strategy as well as its global operations and management. Prior to joining the Champion Technology group in 1988, Mr. Kan held management positions in several international companies in Hong Kong. He holds a Master's degree in Business Administration from Dalhousie University in Canada and a Master's degree in Economics from the University of Alberta in Canada. In 2006, Mr. Kan completed the Oxford Advanced Management Programme at the Saïd Business School of the University of Oxford.

Mr. Kan is Chairman of the IT Committee of the Hong Kong IT Alliance; Executive Committee Member of Internet Professional Association and Co-Chairman of Special Interest Group in Venture Capital and New Business Development; Member of the Telecommunications Standards Advisory Committee at the Office of the Telecommunications Authority; and Member of the Ad Hoc Committee for International Outreach and Multi-national Corporations of the Federation of Hong Kong Industries. He serves on a number of sub-committees of the Hong Kong Information Technology Industry Council of the Federation of Hong Kong Industries, including International Development and Co-operation Sub-committee, China Development and Co-operation Sub-committee, and Government and Sub-vented Funding Sub-committee.

**Shirley HA Suk Ling**, 51, has been a non-executive director of the Company since November 2004. She is Chief Executive Officer and an executive director of Digital HK, as well as a non-executive director of Champion Technology. She joined Champion Technology in 1992 as its Executive Vice President with responsibility for its corporate development. She has over 25 years of business experience including 10 years in investment banking.

Ms. Ha holds a Bachelor of Arts degree from the University of Hong Kong and a Master's degree in Business Administration from the Chinese University of Hong Kong. She is a General Committee Member of the Federation of Hong Kong Industries and Vice Chairman of the Hong Kong Information Technology Industry Council; Executive Committee Member of Internet Professional Association and Co-Chairman of Special Interest Group in Venture Capital and New Business Development; Member of Information and Communications Technology Industry Training Advisory Committee of Education and Manpower Bureau of HKSAR; Honorary Secretary of Hungarian - Hong Kong Innovative Business Council; and Mentor under the Mentorship Programme of the Hong Kong Science and Technology Parks Corporation. She is also a member of the Hong Kong Corporate Counsel Association.

**Paul Michael James KIRBY**, 60, was appointed as a non-executive director of the Company in November 2004. He is a non-executive director of Multitone Electronics Plc, a subsidiary of the Company. He has over 30 years of experience in the telecommunications industry of which 17 years were with Cable & Wireless PLC ("C&W"). He was formerly the Head of Corporate Affairs and a member of the Executive Management Committee, with responsibility for all aspects of investor relations and public affairs of C&W. Since 1991, Mr. Kirby has been acting as an independent Telecommunications Management Consultant specialising in business development and flotation strategy.







### Independent Non-executive Directors

**Professor LIANG Xiong Jian**, 73, has been an independent non-executive director of the Company since November 2001. He is also an independent non-executive director of Champion Technology. He has over 30 years of experience in telecommunications in China. He is presently a professor of the School of Economics and Management at the Beijing University of Posts and Telecommunications (BUPT) and the Director of the Institute of Telecommunications Management of BUPT. From 1986 to 1993, he was the Dean of Management Engineering Department of BUPT. His other positions include member of National Committee of Chinese People's Political Consultative Conference (CPPCC); Deputy to the People's Congress, Beijing Municipality; and Director of Communication Economy & Management Society, China Institute of Communications. He was also an independent director of PRC company China Satcom Guomai Communications Company Limited, which is listed on the Shanghai Stock Exchange with its main businesses in data communications, messaging, and wireless telecommunications.

Professor Liang is well-known to the telecom community in Hong Kong, having been invited on numerous occasions to chair and lecture at major wireless and various other telecom conferences held in Hong Kong and the Region.

**Professor YE Pei Da**, 92, has been an independent non-executive director of the Company since November 2001. He is also an independent non-executive director of Champion Technology. He is a professor and Honorary President of Beijing University of Posts & Telecommunications in China, and a director of Lucent Technologies Fibre Optic Cable Company. He is also a senior member of the Chinese Academy of Science.

**Frank BLEACKLEY**, 70, has been an independent non-executive director of the Company since November 2001. He is also an independent non-executive director of Champion Technology. He was formerly Managing Director of Chubb China Holdings Limited, a subsidiary of the Chubb Security Group, a manufacturer and distributor of security and safety products and systems headquartered in the United Kingdom. He has more than 30 years of experience in the management and business development of joint venture companies in Hong Kong and Mainland China.

**Professor Julia TSUEI Jo**, 80, has been an independent non-executive director and a member of the audit committee of the Company since October 2003. She has over 40 years of experience in medicine and biomedical research, in particular, Traditional Chinese Medicine. She had taught in the various medical schools in USA, Taiwan and China and is therefore well-acclaimed in the Chinese community of biological medicine research. Her research achievements in bridging east-west medicine also earned her much recognition in the international arena, as demonstrated by the numerous awards she received in the past. These include the Lifetime Achievement Award granted by the International Institute for Advanced Studies in Systems Research and Cybernetics, Baden-Baden, Germany in 2001; the Founding Patron and Lifetime Member conferred by the American Association of Acupuncture and Oriental Medicine in 1991; as well as the Award for Outstanding Academic Achievement in Acupuncture Research granted by the Acupuncture and Moxibustion Society of China in 1990.

Professor Tsuei is presently President of Foundation for East-West Medicine, USA; Board member of Chinese Acupuncture and Medical Science Research Foundation; Professor Emeritus of School of Public Health, University of Hawaii, USA; Director of Clinic for East-West Medicine, Taiwan; Founding Director of Graduate Institute of Traditional Chinese Medicine, National Yang-Ming University, Taiwan; and Consultant of China Medical University.

**HO Yiu Ming**, 63, has been an independent non-executive director and Chairman of the audit committee of the Company since March 2004. He is also an independent non-executive director of Digital HK. He is the senior partner of an accountant firm and has extensive management experience in various industries. He is a chartered certified accountant; a fellow member of the Hong Kong Institute of Certified Public Accountants (Practising); a member of Chartered Institute of Arbitrators; and a fellow member of the Hong Kong Association of the Advancement of Science and Technology. He holds a Master's degree in Business Administration. He is also an independent non-executive director of Sau San Tong Holdings Limited, shares of which are listed on the GEM Board of the Exchange.





### Company Secretary

**Jennifer CHEUNG Mei Ha**, 51, has been the Company Secretary since January 2005. She is a solicitor practising in Hong Kong. She is also the Company Secretary of Champion Technology and Digital HK.

### Senior Management

**FUNG Kin Leung**, 46, is the Group's Head of Innovation with responsibilities for managing the Group's research and development capacity to facilitate its global operations. He is also a director of several of the Group's subsidiaries and a Senior Vice President of Microelectronics of Champion Technology. Mr. Fung has over 20 years' experience in software and product development. He joined the Champion Technology group in 1987 as Technical Manager, and was promoted through the ranks to his current position. In recent years, he has been focusing on the development of information delivery systems to enhance wireless Internet applications. He holds a Bachelor's degree in Science and Electronics from the Hong Kong Polytechnic University and a Master's degree in Electronics Engineering from the University of Hong Kong. He is a Chartered Engineer as well as a member of the Institution of Electrical Engineers and the Hong Kong Institution of Engineers.

**Stephen GENTRY**, 51, is the Group's Head of International Businesses and Chief Executive of Multitone, with responsibilities for formulating the overall policy and development strategy for the Group's international operations. He is also a director of several of the Group's subsidiaries. He joined the Group in 1988 as financial accountant of the UK operations, and has considerable experience working for the Group's various European and American operations. He was promoted to the position of Chief Executive of Multitone in 2003 and is a member of the Institute of Directors.

**Detlef KRULL**, 61, is Managing Director of the Group's German operations. He is responsible for Central European activities. He joined the Group in 1974 and concentrated on project management. He became the Managing Director of the German operation in 1993 and was promoted to the Multitone Board in 1995. He holds a degree (Diplom-Ing) in both Electronics and Business Administration and has significant experience in wireless messaging.

**Ron WRAY**, 46, is Technical and Marketing Director, with responsibilities for overseeing the Group's international marketing operations as well as developing the strategy for the Group's investment in research and development. He manages relationships with external OEM partners, outsourcing parties and distribution agents. He has over 25 years of experience in Radio and the Electronics Industry, and is an associate member of the Institute of Sales and Marketing Managers, a member of the Institute of Directors, and a Director of the European Mobile Messaging Association.

**Neil GRIFFITHS**, 51, is Manufacturing Director with responsibilities for overseeing the Group's production facilities in Europe and Asia. He holds an MSC in business management and further qualifications in management studies. He has considerable experience in electronic component manufacturing and continuous improvement techniques, and is qualified in using the six sigma philosophy. He has extensive experience in JIT, Kan Ban plus lean techniques as well as budgetary control, product testing, new product introduction, cost-reduction and profitability initiatives within leading-edge markets.

**Paul HATFIELD**, 37, is Head of Finance for the Group's European operations. He is an associate member and qualified with The Association of Chartered Certified Accountants with 11 years of experience in practice, covering a wide range of different industries and specialising in business improvement. A further 3 years of experience in manufacturing within the Group, his role has covered all areas of the operation in Europe, Asia and America.





## Directors and Senior Management Profile

---

**Ian MACFARLANE**, 58, re-joined Multitone in January 2007 as Head of Global Sales having previously been Commercial Director and Managing Director of Multitone Communication Systems between 1984 and 1991. A qualified Accountant and Avionics Engineer he brings with him a wealth of experience in Sales, Marketing and General Management gained whilst working for the Smurfit Group in the Home Counties of the UK, Blick plc (now Stanley Works) in the UK and South Africa and Vislink plc in the USA, Norway and the UK.

**David McLEISH**, 60, is the UK Sales Manager and has over 30 years' experience in both the private and public sectors specialising in the Healthcare Market and Emergency Services. Qualified as a Metallurgist he worked extensively throughout the UK Steel industry before joining Multitone.

**Helen BROWN**, 53, joined the Group in 1991 and is Head of Human Resources for the Group's international operations. She is qualified with the Institute of Personnel Development and has extensive experience covering employment legislation, industrial relations, change management, recruitment and human resources policy.

**Graeme HULL**, 43, is Head of International Sales and has over 20 years' experience in the telecommunications and radiocommunications industry, especially in managing large multi-national accounts and building reseller and distribution channels. Mr. Hull is particularly knowledgeable in the marketing and sales of products to clients in the USA and also holds the position of Vice-President of Multitone North America, Inc.

**Luiz Octavio VILLA-LOBOS**, 46, is Managing Director of the Group's Brazilian operations. He is responsible for running and developing business in South America. He is also Vice President of Interactive Knowledge Delivery for Champion Technology Group's International Operations, overseeing international clients' requirements for enterprise solutions. He joined the Group in 1997 and set up from its inception the business in Brazil. He holds a Master's degree in Aerospace Engineering from Sup'Aero in France and an MBA from the London Business School.

**WANG Yu Peng**, 42, was appointed as Chief Operating Officer, e-Lottery Business of the Company in September 2005. He is the founder of a member company of the Group which is a pioneer systems developer and service provider in paperless betting systems in China, and a graduate of Tsing Hua University in Computer Science. He owns two invention patents in telephone betting systems.

**Roy GOSS**, 64, is Director of International Business, with responsibility for the Group's contract negotiation, licensee management, agency distribution and customer liaison. He is based in Macau and is also a director of several of the Group's subsidiaries. Mr. Goss is a seasoned expert in finance and telecommunications, having served in the Middle East and Macau with Cable and Wireless companies for almost 20 years. He is a fellow member of the Institute of Chartered Accountants in England and Wales. Prior to joining the Champion Technology group, he was the Finance Director of Macau Telecommunications Company, a subsidiary of Cable and Wireless PLC, where he worked for more than 17 years.

**SI Ya Qing**, 44, is Head of Systems Team for China operation, with responsibility for the Group's software project development in the region. He oversees outsourcing and distribution activities, and manages customer and licensee relationship. He started working for the Group in 1985 after graduating from the Beijing University of Posts and Telecommunications, where he majored in communication and computers. He has extensive experience in research and development of network and information security and communication.

**Ben CHAN Ping Yim**, 43, is Head of Logistics and Distribution in China. He regularly liaises with licensees, agents and distributors, and coordinates the Group's licensing operations in the region. Prior to joining the Group in 1994, Mr. Chan had worked in the field of marketing and advertising in China. He has wide experience in logistics and distribution of electronic products.

**WAN Yan Chang**, 55, is Head of Administration and Accounting in China, overseeing the day-to-day administrative procedures for the Group's quality control, assurance of logistics operations, as well as licensee and customer relationship in the territory. Ms. Wan joined the Group in 1993. She has extensive experience in China trade.





## DIRECTORS' REPORT

The directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 30 June 2007.

## PRINCIPAL ACTIVITIES

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

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2007 are set out in the consolidated income statement on page 36 and in the accompanying notes to the consolidated financial statements. An interim dividend in scrip form equivalent to HK1.3 cents per share, with a cash option, was distributed to the shareholders during the year. A final dividend in scrip form equivalent to HK2.5 cents per share, with a cash option, is proposed by the directors.

A bonus issue of warrants was proposed by the directors with details set out in note 35 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 30 to the consolidated financial statements.

## DISTRIBUTABLE RESERVE OF THE COMPANY

The Company's reserves available for distribution represent the aggregate of dividend reserve, special reserve and retained profits of HK\$254,881,000.

## 董事會報告

董事會同寅謹提呈截至二零零七年六月三十日止年度本公司及其附屬公司(以下統稱「本集團」)之年報及經審核綜合財務報告。

## 主要業務

本公司乃一間投資控股公司。其附屬公司主要從事銷售一般系統產品、提供服務及軟件特許權、系統產品租賃、投資電子商貿項目，以及於高科技產品開發公司持有策略性投資。

## 業績及分配

本集團截至二零零七年六月三十日止年度之業績載於第36頁之綜合損益表及隨附之綜合財務報告附註內。相等於每股1.3港仙之中期股息(可選擇現金)已於本年度內按以股代息方式派發予股東，董事會建議按以股代息方式派發相等於每股2.5港仙之末期股息(可選擇現金)。

董事建議派發紅利認股權證之詳情載於綜合財務報告附註35。

## 股本

本公司於本年度內之股本變動詳情載於綜合財務報告附註30。

## 本公司之可分派儲備

本公司可供分派之儲備為股息儲備、特別儲備及保留溢利之總和254,881,000港元。





## PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired additional property, plant and equipment of approximately HK\$9 million to expand its continuing business. Details of movements in property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

## DIRECTORS AND SERVICE CONTRACTS

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

### Executive directors:

Mr. Paul Kan Man Lok  
Mr. Lai Yat Kwong

### Non-executive directors:

Mr. Leo Kan Kin Leung  
Prof. Liang Xiong Jian \*  
Prof. Ye Pei Da \*  
Mr. Frank Bleackley \*  
Prof. Julia Tsuei Jo \*  
Mr. Ho Yiu Ming \*  
Mr. Paul Michael James Kirby  
Ms. Shirley Ha Suk Ling

\* Being independent non-executive directors

In accordance with Article 87 of the Company's Articles of Association, Prof. Liang Xiong Jian, Mr. Paul Michael James Kirby, Ms. Shirley Ha Suk Ling and Mr. Frank Bleackley will retire by rotation at the forthcoming annual general meeting and being eligible, have offered themselves for re-election.

## 物業、廠房及設備

於本年度內，為擴展其持續經營業務，本集團添置約值9,026,000港元之物業、廠房及設備。本集團於本年度內有關物業、廠房及設備之變動詳情載於綜合財務報告附註13。

## 董事及服務合約

本年度及截至本報告刊發日期止，本公司之董事為：

### 執行董事：

簡文樂先生  
黎日光先生

### 非執行董事：

簡堅良先生  
梁雄健教授 \*  
葉培大教授 \*  
Frank Bleackley 先生 \*  
崔玖教授 \*  
何耀明先生 \*  
Paul Michael James Kirby 先生  
夏淑玲女士

\* 獨立非執行董事

根據本公司章程細則第87條規定，梁雄健教授、Paul Michael James Kirby先生、夏淑玲女士及Frank Bleackley先生將於應屆股東週年大會上輪席退任，惟彼等合資格並願意重選連任。





## DIRECTORS AND SERVICE CONTRACTS (Continued)

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

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

The executive directors do not have service contract with 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 3.13 of the Listing Rules, and it still considers that the independent non-executive directors are independent.

## SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

### (i) The Company

On 29 November 2002, the Company adopted the share option scheme (the "Scheme") which will expire on 28 November 2012. No share option has been granted by the Company under the Scheme. Particulars of the Scheme are set out in note 31 to the consolidated financial statements.

## 董事及服務合約 (續)

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

獲委任之非執行董事之任期為一年，惟須根據本公司章程細則之規定輪席退任。

執行董事與本公司並未簽訂服務合約。

## 獨立性確認

本公司確認，其已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認函，且仍然認為獨立非執行董事為獨立人士。

## 購股權及董事購買股份或債券之權利

本公司、其最終控股公司冠軍科技集團有限公司(「冠軍」)及同系附屬公司數碼香港，均設有購股權計劃，據此合資格人士(包括本公司、冠軍及數碼香港或其各自之任何附屬公司之董事)可獲授購股權以分別認購本公司、冠軍及數碼香港之股份。

### (i) 本公司

於二零零二年十一月二十九日，本公司採納一項購股權計劃(「計劃」)，計劃將於二零一二年十一月二十八日屆滿。本公司概無根據計劃授出購股權。計劃詳情載於綜合財務報告附註31。





## SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

### (ii) Champion

On 29 November 2002, Champion adopted a share option scheme (the "Champion Option Scheme"). The purpose of the Champion Option Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of Champion and its subsidiaries other than the Group and DIGITALHONGKONG.COM and its subsidiaries (the "DIGITALHK Group") (the "Champion Group"). Under the Champion Option Scheme, the directors may grant options to any directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of Champion, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the Champion Group, to subscribe for shares of Champion. The share option granted by Champion is exercisable at any time for a period determined by its directors which will be less than ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer. The exercise price (subject to adjustment as provided therein) of the option shares under the Champion Option Scheme is the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant, which must be a business day; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant of the options. No share option under the Champion Option Scheme has been granted by Champion since its adoption.

## 購股權及董事購買股份或債券之權利(續)

### (ii) 冠軍

於二零零二年十一月二十九日，冠軍採納一項購股權計劃（「冠軍購股權計劃」）。冠軍購股權計劃之目的在於吸引及挽留優秀人員及其他人士，並為彼等提供獎勵，激發彼等對冠軍及其附屬公司（本集團及數碼香港及其附屬公司「數碼香港集團」除外）（「冠軍集團」）之業務及營運作出貢獻。根據冠軍購股權計劃，董事可向任何涉及冠軍、其附屬公司或聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜之董事、僱員、諮詢人、顧問，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及冠軍集團之客戶及供應商授出購股權，以認購冠軍之股份。冠軍已授出之購股權可於董事所釐定之期間任何時間行使，惟所釐定之期間不可多於有關購股權授出日期起計十年，而接納日期須不遲於要約日期後二十一日。根據冠軍購股權計劃授出之購股權之行使價（可按其中之規定作出調整）為以(i) 股份面值；(ii) 於授出日期（須為營業日）在香港聯合交易所有限公司（「聯交所」）每日報價表所報之每股股份收市價；及(iii) 緊接授出購股權日期前五個營業日在聯交所每日報價表所報之每股股份平均收市價，三者之最高者為準。自採納以來，冠軍概無根據冠軍購股權計劃授出任何購股權。





## SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

### (iii) DIGITALHONGKONG.COM

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

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 acquisition of shares in, or debentures of, the Company or any other body corporate.

## 購股權及董事購買股份或債券之權利(續)

### (iii) 數碼香港

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

除上文所述之購股權計劃外，本公司、其控股公司、其任何同系附屬公司或附屬公司在本年度內任何時間均無參與任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。







## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2007, the interests and short positions of the directors of the Company in the shares, underlying shares or debentures 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 pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

	Name of director 董事姓名	Capacity 身份	Number of shares 股份數目	Percentage of the issued share capital 佔已發行股本百分比	Number of warrants 認股權證數目
Securities of the Company 本公司之證券	Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 1 附註 1	65.35%	–
Securities of Champion 冠軍之證券	Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 2 附註 2	28.99%	Note 2 附註 2
Securities of DIGITALHONGKONG.COM 數碼香港之證券	Mr. Paul Kan Man Lok 簡文樂先生	Corporate interest 公司權益	Note 3 附註 3	79.98%	–

Notes:

- 1,642,268,111 shares were held by Champion and 448,790,629 shares were held by Lawnside International Limited ("Lawnside"). Lawnside is beneficially wholly owned by Mr. Paul Kan Man Lok. As at 30 June 2007, Lawnside held interests in approximately 28.99% of the entire issued share capital of Champion and Mr. Paul Kan Man Lok was deemed to have corporate interest in these shares which were owned by Champion and Lawnside.
- 464,959,494 shares and 89,278,025 units of warrants were held by Lawnside. The warrants were issued by Champion pursuant to a bonus issue effected in March 2007, all of which will expire on 7 March 2008.
- 117,300,000 shares were held by Champion and 2,669,171 shares were held by Lawnside.

Save as disclosed above and other than certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, none of the directors or chief executive of the Company had any interest or short position in the securities, 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 2007.

## 董事之證券權益及淡倉

於二零零七年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之股東名冊記錄所示，或根據《上市發行人董事進行證券交易的標準守則》向本公司及聯交所另行作出之通知，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、相關股份或債券中擁有之權益及淡倉如下：

附註：

- 1,642,268,111 股股份由冠軍持有，而 448,790,629 股股份則由 Lawnside International Limited（「Lawnside」）持有。Lawnside 由簡文樂先生全資實益擁有。於二零零七年六月三十日，Lawnside 持有冠軍全部已發行股本約 28.99% 之權益，簡文樂先生因而被視為擁有該等由冠軍及 Lawnside 擁有之股份之公司權益。
- 464,959,494 股股份及 89,278,025 份認股權證由 Lawnside 持有。冠軍根據於二零零七年三月生效之派發紅利而發行認股權證，該等認股權證將於二零零八年三月七日期到。
- 117,300,000 股股份由冠軍持有，而 2,669,171 股股份則由 Lawnside 持有。

除上文所披露者及由董事以本公司或其附屬公司之受託人名義持有之附屬公司若干代理人股份外，於二零零七年六月三十日各董事或本公司之行政總裁並無擁有本公司或其任何相關法團（定義見證券及期貨條例第XV部）之任何證券、相關股份或債券之權益或淡倉。





## DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year ended 30 June 2007, the Group had transactions with Champion and its subsidiaries other than the Group as follows:

### Nature of transactions

Fees paid by the Group to Champion for the provision of office premises and facilities, and management services, on cost basis

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

The aforesaid transactions constitute continuing connected transactions under Listing Rules and are exempt from the reporting, announcement and shareholders' approval requirements under Chapter 14A of the Listing Rules.

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

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

## 各董事於合約及關連交易之權益

於截至二零零七年六月三十日止年度內，本集團與冠軍及其附屬公司(本集團除外)曾進行下列交易：

交易類別	HK\$'000 千港元
本集團向冠軍按成本基礎支付使用辦公室及其設備及管理服務之費用	100

本公司之獨立非執行董事認為上述交易乃於日常業務過程中按一般商業條款進行，並根據監管該等交易之相關協議，按公平合理且符合本公司股東整體權益之條款進行。

上述交易根據上市規則構成持續關連交易，並獲豁免遵守上市規則第14A章所載之申報、公佈及股東批核之規定。

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

除上文所披露者外，本集團及本公司控股股東(定義見上市規則)或其任何附屬公司間並無訂立任何重大合約(包括向本集團提供服務)。





## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2007, the following persons (other than a director and chief executive of the Company disclosed above under the section on directors' interests and short positions in securities) that had interests and short positions in the shares and underlying shares 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	Approximate percentage of issued share capital
股東名稱	身份	股份數目	佔已發行股本之概約百分比
Champion 冠軍	Beneficial owner 實益擁有人	1,642,268,111	51.32%
Lawnside	Beneficial owner 實益擁有人	448,790,629	14.03%
Shanghai Industrial Investment (Holdings) Company Limited (Note) 上海實業(集團)有限公司 (附註)	Corporate interest 公司權益	251,880,000 (Note) (附註)	7.87%

Note:

Shanghai Industrial Investment (Holdings) Company Limited had interest in 251,880,000 shares of the Company through control over 100% interest in the shares of various companies. These companies include SIIC Treasury (B.V.I.) Ltd. which had direct interest in 69,420,000 shares of the Company; SIIC CM Development Funds Ltd. which had direct interest in 122,880,000 shares of the Company; SIIC Asset Management Co. Ltd. which had direct interest in 45,570,000 shares of the Company; and Billion More which had direct interest in 14,010,000 shares of the Company.

Saved as disclosed herein and disclosed above under the section on directors' interests and short positions in securities, as at 30 June 2007, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person who had any interest or short position in the shares or underlying shares of the Company.

## 主要股東

於二零零七年六月三十日，根據證券及期貨條例第336條規定本公司須存置之股東名冊記錄，下列人士（於「董事之證券權益及淡倉」所披露之本公司董事或行政總裁除外）於本公司之股份及相關股份擁有權益及淡倉：

附註：

上海實業(集團)有限公司透過控制各公司股份之全部權益而於本公司251,880,000股股份中擁有權益。該等公司包括SIIC Treasury (B.V.I.) Ltd. (於本公司69,420,000股股份中擁有直接權益)、SIIC CM Development Funds Ltd. (於本公司122,880,000股股份中擁有直接權益)、SIIC Asset Management Co. Ltd. (於本公司45,570,000股股份中擁有直接權益)及Billion More (於本公司14,010,000股股份中擁有直接權益)。

除本文及「董事之證券權益及淡倉」所披露者外，於二零零七年六月三十日，按本公司根據證券及期貨條例第336條存置之登記冊，概無任何其他人士於本公司股份或相關股份擁有任何權益或淡倉。





## CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the convertible bonds as set out in note 27 to the consolidated financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2007. Particulars of conversion of the convertible bonds or the exercise of similar rights during the year are set out in the aforesaid note.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## PRE-EMPTIVE RIGHTS

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

## DONATION

During the year, the Group made charitable and other donations amounting to HK\$101,000.

## MAJOR CUSTOMERS AND SUPPLIERS

The Group sells its products to customers who act as its distributors, and purchases materials and components from suppliers who act as its merchandisers.

For the year ended 30 June 2007, the aggregate amount of turnover and purchases attributable to the five largest ultimate customers and suppliers through these distributors and merchandisers respectively represented less than 30% of the Group's total turnover and purchases.

None of the directors, their associates or any shareholders, which to the knowledge of the directors own more than 5% of the Company's issued share capital, had any interest in the share capital of the five largest customers or suppliers of the Company.

## POST BALANCE SHEET EVENT

Details of significant post balance sheet event are set out in note 35 to the consolidated financial statements.

## 可換股證券、購股權、認股權證或類似權利

除綜合財務報告附註27所載可換股債券外，於二零零七年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或其他類似權利。於本年度內兌換可換股證券或類似權利之行使詳情載於上述附註。

## 購買、出售或贖回之上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回任何本公司之上市證券。

## 優先購股權

本公司之章程細則或開曼群島法例並無載有任何優先購股權之條文，規定本公司須按比例向現有股東提呈發售新股。

## 捐款

於年內，本集團作出慈善及其他捐款為數101,000港元。

## 主要客戶及供應商

本集團向作為其分銷商之客戶銷售貨品，並從作為其採購商之供應商購買原料及零件。

截至二零零七年六月三十日止年度，本集團五大最終客戶及供應商透過該等分銷商及採購商所佔之營業額及購貨額分別佔本集團之營業總額及購貨總額少於30%。

概無任何董事、彼等各自之聯繫人士或據董事所知擁有本公司已發行股本5%以上之股東於本公司任何五大客戶或供應商之股本中擁有任何權益。

## 結算日後事項

重大結算日後事項詳情載於綜合財務報告附註35。





## REMUNERATION POLICY

The remuneration policy of the Group for its employees takes into account of the individuals' merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Human Resources and Remuneration Committee of the Company, having regard to the Company's operating results, individual performance and comparable market statistics. Details of the directors' emoluments for the year ended 30 June 2007 are set out in note 9 to the consolidated financial statements.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 31 to the consolidated financial statements.

## PUBLIC FLOAT

Based on the information that is 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 issued shares as required under the Listing Rules.

## AUDITOR

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

On behalf of the Board

**Paul KAN Man Lok**  
CHAIRMAN

Hong Kong  
26 October 2007

## 薪酬政策

本集團僱員之薪酬政策乃根據彼等之表現、資歷及工作能力而釐定。

本公司董事之薪酬乃由本公司之人力資源薪酬委員會釐定，並已參考本公司之經營業績、個人表現及可資比較市場數據。董事於截至二零零七年六月三十日止年度之薪酬詳載於綜合財務報告附註9。

本公司已採納一項購股權計劃，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31。

## 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，符合上市規則所規定不少於本公司已發行股份25%之規定。

## 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股東週年大會上提呈。

承董事會命

主席  
**簡文樂**

香港  
二零零七年十月二十六日





## Is your business strategy robust enough to cope with the regulatory pressures of the future? (from senior management's perspectives)

Increased regulation is a reality no market player can avoid or afford to ignore. And meeting this challenge with an open mind and proactive approach does not have to be costly and counterproductive. **Businesses should take a more proactive stance and embrace this challenge as an opportunity for upgrading themselves.**

Within the Group, we use our compliance exercises for internal re-engineering. By improving our systems and processes we strive to raise operational efficiency and productivity, and reduce our reliance on manual handling.

The benefits from such a positive approach help counter the increasing pressure of compliance, which can undermine morale and create internal suspicion by subjecting staff conduct and behaviour to scrutiny, potentially impairing a company's competitive edge and profitability, and increasing the burden of responsibility on chief executives and chief financial officers.

Maintaining a balance between compliance and staying competitive is a tall order. But because compliance is a global trend and we have no choice but to oblige, we believe the earlier we comply the better.

As we offer a wide range of IT solutions within the Group, we face regulatory governance on different fronts.

One of the most far-reaching aspects encountered by an international company is alignment with the ever-evolving international accounting standards whose impairment provisions would have an impact on our financial results beyond our control.

We also have to watch our step carefully under disclosure requirements. Where significant business deals are involved, we're obliged to make an announcement even if we felt the stage is not ripe for making anything public. Therefore, to meet the changing dynamics of market conditions and regulatory requirements, we need, as an organisation, well-thought-out strategies and to stay prudent at all times.

Regulations applied in a well balanced manner would help, especially in evolving sectors such as the Internet, but overdoing regulations would cause significant harm. There's a fine line between what is appropriate and what is excessive supervision and monitoring, like in the case of the Internet. The same goes with any emerging industry or sector, and the authorities should avoid killing the goose before it can hatch an egg.

As far as I am concerned, corporations should be allowed discretionary power and judgment which tallied with their unique requirements in compliance. In our case, we do challenge every now and then evolving regulatory provisions that we consider impracticable or excessive.

## 你的營商策略是否足夠應付未來的監管壓力?(從管理層角度)

加強監管是市場參與者無法避免或忽略的現實，以開明及積極的態度迎接這挑戰，也不一定代價高昂或產生不良後果的。企業應該採取更積極的立場，並接受這挑戰，作為提升自己的契機。

在集團內我們用協調訓練進行內部重整。通過改進我們的制度和程序，努力提高經營效率和生產力，並減少依賴人手處理。

這種積極態度的好處，有助於對抗因協調而增加的壓力。壓力來自屬下員工的品行及行為，受到監管及檢查而感受到無形壓力，這情況可破壞士氣和引起內部猜疑，甚至潛在的損害了公司的競爭力及盈利能力，並增加行政總裁和首席財務人員負擔的責任。

在遵守規則及維持競爭力之間保持平衡是非常困難的。但由於遵守規則是一個全球性的趨勢，我們別無選擇，只能加以責成。我們相信能及早進行會更好。

集團提供廣泛的資信科技解決方案，自然面對不同界面的企業管治。

一間國際公司所遇到的其中影響最深遠的環節，是要符合不斷變化的國際會計標準，因為有關的虧損撥備對我們財務結果的影響將在我們的控制範圍之外。

在披露權益的規則下，我們必須小心謹慎規行距步。凡涉及重大商業交易，即使我們覺得仍未成熟到可以公開的階段，我們仍有義務向外界公佈。因此，倘要滿足不斷變化的市場條件和監管的要求，作為企業機構，我們需要周詳的策略，並經常保持審慎。

施行監管時能取得適當的均衡將會有所幫助，尤其付諸於不斷變化的行業如互聯網；但過度的監管將會造成重大傷害。什麼是適當，什麼是過分的監管和監視，兩者之間只有一條微細的分界，不容易劃分清楚，互聯網便是一個例子。同樣，在任何新興行業或界別施行時，當局應避免在能孵出蛋前便把鵝殺掉。

社會應該容許企業具自由度的權力及判斷，以符合他們在新興行業協調企業管治方面的獨特要求。以本集團為例，倘監管演變為不可行或過度時，集團將會提出質詢。



## Extract of speech by Paul Kan at ACCA Hong Kong Annual Conference 2007 in June this year. The theme for this year's conference was "Enhancing Shareholder Value in an Increasingly Regulated Environment".

以上節錄主席簡文樂於本年六月份舉行之「ACCA香港分會週年研討會2007」之講辭。今年研討會議題為《如何在日益加強監管的金融市場下提高股東的回報》。





## Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions in the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) in the year ended 30 June 2007.

## Directors’ Securities Transactions

The Company has adopted a code of conduct regarding directors’ securities transactions on terms set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules.

The Company has made specific enquiry of all directors of the Company and they have confirmed compliance with the required standard set out in the Model Code during the year ended 30 June 2007.

## 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 shareholders value.

## 企業管治常規

本公司致力維持高水平之企業管治。於截至二零零七年六月三十日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄 14 所載之企業管治常規守則（「守則」）之所有條文。

## 董事的證券交易

本公司已根據上市規則附錄 10 所載的上市公司董事進行證券交易的標準守則（「標準守則」）的條款，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二零零七年六月三十日止年度內均有遵守標準守則的規定標準。

## 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。





## Board of Directors (Continued)

The Board met 4 times during the year ended 30 June 2007. Its composition and the attendance of individual directors at these board meetings were as follows:

## 董事會 (續)

董事會於截至二零零七年六月三十日止年度內共舉行4次會議。其組成架構及各董事於該等董事會會議之出席情況載列如下：

Name	姓名	Number of meetings held during the director's term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<b>Executive directors</b>			
Paul KAN Man Lok (Chairman)	簡文樂 (主席)	4	4
LAI Yat Kwong (Acting Chief Executive Officer)	黎日光 (署理行政總裁)	4	4
<b>Non-executive directors</b>			
Leo KAN Kin Leung*	簡堅良*	4	4
Shirley HA Suk Ling	夏淑玲	4	4
Paul Michael James KIRBY	Paul Michael James KIRBY	4	4
<b>Independent non-executive directors</b>			
Frank BLEACKLEY	Frank BLEACKLEY	4	4
HO Yiu Ming	何耀明	4	4
Prof. Julia TSUEI Jo	崔玖教授	4	4
Prof. LIANG Xiong Jian	梁雄健教授	4	4
Prof. YE Pei Da	葉培大教授	4	4

\* Mr. Leo KAN Kin Leung is a brother of Mr. Paul KAN Man Lok.

\* 簡堅良先生為簡文樂先生之胞弟。

## Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company are segregated, 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 Acting Chief Executive Officer is responsible for the day-to-day management of the Group's business.

## Non-executive Directors

All the non-executive directors of the Company are appointed for a term of 1 year and are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles of Association of the Company.

## 主席及行政總裁

本公司主席及行政總裁之職務已予分開，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。

署理行政總裁負責管理本集團之日常業務。

## 非執行董事

本公司所有非執行董事之任期均為一年，並須根據本公司之組織章程細則於本公司之股東週年大會上輪席退任及重選連任。







### Remuneration of Directors

The Human Resources & Remuneration Committee (the "Remuneration Committee") has 5 members, comprising Mr. HO Yiu Ming, Mr. Frank BLEACKLEY and Prof. Julia Tsuei Jo (independent non-executive directors); and Mr. Leo KAN Kin Leung and Ms Shirley HA Suk Ling (non-executive directors). The Remuneration Committee is chaired by Mr. HO Yiu Ming.

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 Company's policy for the remuneration of directors and senior management.

During the year ended 30 June 2007, the Remuneration Committee met 2 times and work performed by the Committee includes reviewing the Group's remuneration policy for its executive directors and senior management and their levels of remuneration. The attendance of individual members at these meetings was as follows:

Name	姓名	Number of meetings held during the director's term of office 於董事任期舉行之會議次數	Number of meetings attended 所出席會議次數
<b>Independent non-executive directors</b>			
HO Yiu Ming	獨立非執行董事 何耀明	2	2
Frank BLEACKLEY	Frank BLEACKLEY	2	2
Julia TSUEI Jo	崔玖	2	2
<b>Non-executive directors</b>			
Leo KAN Kin Leung	非執行董事 簡堅良	2	2
Shirley HA Suk Ling	夏淑玲	2	2

### Nomination of Directors

The Nomination Committee has 7 members, comprising Mr. HO Yiu Ming, Mr. Frank BLEACKLEY, Prof. YE Pei Da and Prof. Julia TSUEI Jo (independent non-executive directors); and Ms. Shirley HA Suk Ling and Mr. Paul Michael James KIRBY (non-executive directors); and Mr. Paul KAN Man Lok (executive director). This Committee is chaired by Mr. HO Yiu Ming.

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

### 董事薪酬

人力資源及薪酬委員會(「薪酬委員會」)由5名成員組成，包括何耀明先生、Frank BLEACKLEY先生及崔玖教授(獨立非執行董事)，以及簡堅良先生及夏淑玲女士(非執行董事)。何耀明先生為薪酬委員會之主席。

本公司已根據守則所載之指引制訂薪酬委員會之職權範圍，其職能之一為就本公司董事及高級管理人員的薪酬政策向董事會提出建議。

薪酬委員會於截至二零零七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級管理人員之薪酬政策及彼等之薪酬水平。各成員於該等會議之出席情況載列如下：

### 董事提名

提名委員會由7名成員組成，包括何耀明先生、Frank BLEACKLEY先生、葉培大教授及崔玖教授(獨立非執行董事)，以及夏淑玲女士及Paul Michael James KIRBY先生(非執行董事)及簡文樂先生(執行董事)。何耀明先生為該委員會之主席。

本公司已參考守則釐訂提名委員會之職權範圍。





## Nomination of Directors (Continued)

The Nomination Committee is responsible for identifying potential new directors and recommending 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. Under the Company's Articles of Association, all directors are subject to retirement by rotation and re-election by shareholders every 3 years.

Potential new directors are selected on the basis of their qualifications, skills and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board.

No new director was nominated for appointment during the year ended 30 June 2007.

During the year ended 30 June 2007, the Nomination Committee met 2 times and work performed by the Committee includes reviewing the structure, size and composition of the Board of Directors of the Company and reviewing the independence of the Independent Non-executive Directors of the Company. The attendance of individual members at these meetings was as follows:

Name	姓名	Number of meetings held during the director's term of office 於董事任期 舉行之會議次數	Number of meetings attended 所出席會議次數
<b>Independent non-executive directors</b>			
HO Yiu Ming	獨立非執行董事 何耀明	2	2
Frank BLEACKLEY	Frank BLEACKLEY	2	2
YE Pei Da	葉培大	2	2
Julia TSUEI Jo	崔玖	2	2
<b>Non-executive directors</b>			
Shirley HA Suk Ling	非執行董事 夏淑玲	2	2
Paul Michael James KIRBY	Paul Michael James KIRBY	2	2
<b>Executive director</b>			
Paul KAN Man Lok	執行董事 簡文樂	2	2

## Accountability and Audit

The directors acknowledge their responsibility for preparing the accounts of the Company. As at 30 June 2007, 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.

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 2007.

## 董事提名(續)

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。根據本公司之組織章程細則，所有董事須每3年輪席退任一次及經股東重選。

挑選有潛質成為新任董事之人士時，提名委員會將以該等人士之資歷、技能及經驗是否能對董事會之表現帶來正面貢獻作為遴選基準。

截至二零零七年六月三十日止年度並無提名委任新董事。

於截至二零零七年六月三十日止年度內，提名委員會共舉行2次會議；其工作包括審閱本公司董事會之架構、人數及組成，以及檢視本公司獨立非執行董事之獨立性。各成員於該等會議之出席情況載列如下：

## 問責及核數

董事明白彼等須負責編製本公司之賬目。於二零零七年六月三十日，董事並不知悉任何與本公司能否繼續以持續基準經營構成重大疑問之事件或情況有關之重大不明朗因素。因此，董事已按持續經營基準編製本公司之財務報告。

外聘核數師對財務申報之責任載列於本公司截至二零零七年六月三十日止年度之財務報告中之獨立核數師報告。





### Accountability and Audit (Continued)

The Board has 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. 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.

### Auditors' Remuneration

For the year ended 30 June 2007, fee for the Company's external auditors for audit services was HK\$2,002,000 (2006: HK\$1,980,000) and that for non-audit services mainly relating to taxation matters and other services was HK\$271,000 (2006: HK\$843,000).

### Audit Committee

The Audit Committee has 5 members, comprising Mr. HO Yiu Ming, Mr. Frank BLEACKLEY and Prof. Julia TSUEI Jo (independent non-executive directors); and Mr. Leo KAN Kin Leung and Mr. Paul Michael James KIRBY (non-executive directors). The Chairman of this Committee is Mr. HO Yiu Ming.

The terms of reference of the Audit Committee follow the guidelines set out in the Code.

During the year ended 30 June 2007, the Audit Committee met 2 times and work performed by the Committee includes reviewing the Group's interim and annual results as well as its internal control system. The attendance of individual members at these meetings was as follows:

Name	姓名	Number of meetings held during the director's term of office 於董事任期 舉行之會議次數	Number of meetings attended 所出席會議次數
<b>Independent non-executive directors</b>			
HO Yiu Ming	獨立非執行董事 何耀明	2	2
Frank BLEACKLEY	Frank BLEACKLEY	2	2
Julia TSUEI Jo	崔玟	2	2
<b>Non-executive directors</b>			
Leo KAN Kin Leung	非執行董事 簡堅良	2	2
Paul Michael James KIRBY	Paul Michael James KIRBY	2	2

### 問責及核數 (續)

董事會已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。

### 核數師酬金

截至二零零七年六月三十日止年度，本公司外聘核數師之核數服務費用為2,002,000港元（二零零六年：1,980,000港元），主要關於稅務事項及其他服務之非核數服務費用則為271,000港元（二零零六年：843,000港元）。

### 審核委員會

審核委員會由5名成員組成，包括何耀明先生、Frank BLEACKLEY先生及崔玟教授（獨立非執行董事），以及簡堅良先生及Paul Michael James KIRBY先生（非執行董事）。何耀明先生為該委員會之主席。

本公司已根據守則所載之指引製訂審核委員會之職權範圍。

截至二零零七年六月三十日止年度內，審核委員會共舉行2次會議；其工作包括審閱本集團之中期及全年業績，以及其內部監控系統。各成員於該等會議之出席情況載列如下：





## TO THE SHAREHOLDERS OF KANTONE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Kantone Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 96, which comprise the consolidated balance sheet as at 30 June 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements 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. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### 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, 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 as to whether the consolidated financial statements are free from material misstatement.

## 致看通集團有限公司列位股東

(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36頁至第96頁看通集團有限公司(「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二零零七年六月三十日的綜合資產負債表、截至該日止年度的綜合損益表、綜合股本權益變動表及綜合現金流動表，以及重大會計政策概要及其他說明附註。

### 董事就綜合財務報告須承擔的責任

貴公司董事須根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製及真實而公平地呈列綜合財務報告。這包括設計、實施及維護與編製及真實而公平地呈列綜合財務報告相關的內部監控，以使綜合財務報告不會因欺詐或錯誤而導致重大錯誤陳述；選擇和應用適當的會計政策；及按情況作出合理的會計估計。

### 核數師的責任

本行的責任乃根據本行之審核而對該等綜合財務報告作出意見，並僅向整體股東報告，除此以外，別無其他目的。本行概不就本報告內容對其他任何人士承擔任何責任。本行已根據香港會計師公會頒佈的香港核數準則進行審核。該等準則要求本行遵守道德規範，並規劃及實行審核，以合理確定該等綜合財務報告是否並無任何重大錯誤陳述。





## 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 and true and fair presentation of the consolidated financial statements 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 2007 and of the Group's profit 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

26 October 2007

## 核數師的責任(續)

審核涉及執行程序以獲取有關綜合財務報告所載金額及披露資料的審核憑證。所選定的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的風險。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呈列綜合財務報告相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。審核亦包括評估董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評估綜合財務報告的整體呈列方式。

本行相信，我們所獲得的審核憑證充足和適當地為本核數師行的審核意見提供基礎。

## 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 貴集團於二零零七年六月三十日之財務狀況及截至該日止年度之溢利及現金流量，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

二零零七年十月二十六日





# Consolidated Income Statement

## 綜合損益表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		NOTES 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Turnover	營業額	6	1,426,505	1,346,894
Cost of sales	銷售成本		(827,941)	(827,816)
Gross profit	毛利總額		598,564	519,078
Other income	其他收入	7	17,935	15,757
Distribution costs	分銷成本		(44,721)	(45,652)
General and administrative expenses	一般及行政支出		(99,637)	(94,658)
Impairment losses recognised for available-for-sale investments	就可供出售投資所確認之減值虧損		(22,952)	(6,763)
Loss on fair value change of convertible bonds	可換股債券公平價值變動之虧損		(32,829)	(51,341)
Finance costs	財務成本	8	(6,105)	(4,751)
Profit before taxation	除稅前溢利	9	410,255	331,670
Taxation	稅項	10	(1)	(115)
Profit for the year	本年度溢利		410,254	331,555
Attributable to:	應佔溢利：			
Equity holders of the Company	本公司股本權益持有人		412,018	332,700
Minority interests	少數股東權益		(1,764)	(1,145)
			410,254	331,555
Earnings per share	每股盈利	12		
– Basic	– 基本		HK13.81 cents	HK12.45 cents
– Diluted	– 經攤薄		HK13.74 cents	HK12.41 cents





# Consolidated Balance Sheet

## 綜合資產負債表

At 30 June 2007 於二零零七年六月三十日

		NOTES 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	44,481	43,080
Development costs for systems and networks	系統及網絡之開發成本	14	840,746	549,656
Goodwill	商譽	15	36,795	36,795
Intangible assets	無形資產	16	7,670	10,030
Available-for-sale investments	可供出售投資	17	250,636	193,222
Deposits	按金	18	696,540	465,071
			<b>1,876,868</b>	1,297,854
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	19	29,204	26,772
Trade and other receivables	應收貿易及其他賬款	20	398,751	346,495
Amount due from ultimate holding company	應收最終控股公司款項	24	7	–
Taxation recoverable	可收回稅項		127	79
Deposits, bank balances and cash	存款、銀行結存及現金	21	100,099	251,947
			<b>528,188</b>	625,293
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他賬款	22	78,391	69,999
Warranty provision	保養撥備	23	1,860	1,683
Amount due to ultimate holding company	應付最終控股公司款項	24	–	103
Taxation payable	應付稅項		20	13
Bank borrowings – amount due within one year	銀行借貸 —於一年內到期	25	50,408	54,019
Other borrowings – amount due within one year	其他借貸 —於一年內到期	26	1,861	2,650
Convertible bonds	可換股債券	27	35,880	18,219
			<b>168,420</b>	146,686
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>359,768</b>	478,607
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,236,636</b>	1,776,461





# Consolidated Balance Sheet

## 綜合資產負債表

At 30 June 2007 於二零零七年六月三十日

		NOTES	2007	2006
		附註	二零零七年	二零零六年
			HK\$'000	HK\$'000
			千港元	千港元
Non-current liabilities	非流動負債			
Bank borrowings – amount due after one year	銀行借貸 – 於一年後到期	25	373	1,061
Other borrowings – amount due after one year	其他借貸 – 於一年後到期	26	716	2,349
Retirement benefit obligations	退休福利承擔	28	95,985	88,014
Deferred taxation	遞延稅項	29	149	206
			97,223	91,630
Net assets	資產淨值		2,139,413	1,684,831
Capital and reserves	股本及儲備			
Share capital	股本	30	319,993	291,225
Reserves	儲備		1,804,531	1,377,325
Equity attributable to equity holders of the Company	本公司股本權益持有人應佔股本權益		2,124,524	1,668,550
Minority interests	少數股東權益		14,889	16,281
			2,139,413	1,684,831

The consolidated financial statements on pages 36 to 96 were approved and authorised for issue by the Board of Directors on 26 October 2007 and are signed on its behalf by:

第36頁至第96頁所載之綜合財務報告已於二零零七年十月二十六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

**LAI Yat Kwong 黎日光**  
DIRECTOR 董事







# Consolidated Statement of Changes in Equity

## 綜合股本權益變動表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		Attributable to equity holders of the Company 本公司股本權益持有人應佔								Total 合計 HK\$'000 千港元
		Share capital	Share premium	Dividend reserve	Subscription right reserve	Translation reserve	Retained profits	Total	Minority interests	
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	股息儲備 HK\$'000 千港元	認購權儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	合計 HK\$'000 千港元	股東權益 少數 HK\$'000 千港元	
At 1 July 2005	於二零零五年七月一日	239,312	22,263	26,324	1,850	(8,507)	791,038	1,072,280	93	1,072,373
Exchange difference arising on translation of operations outside Hong Kong recognised directly in equity	因換算香港以外業務所產生並直接於股本權益內確認之匯兌差額	-	-	-	-	461	-	461	68	529
Profit for the year	年內溢利	-	-	-	-	-	332,700	332,700	(1,145)	331,555
Total recognised income and expense for the year	年內已確認收支總額	-	-	-	-	461	332,700	333,161	(1,077)	332,084
On placements of shares	因配售股份發行股份	24,000	151,200	-	-	-	-	175,200	-	175,200
On conversion of convertible bonds	兌換可換股債券時發行股份	16,491	87,274	-	-	-	-	103,765	-	103,765
On acquisition of non-wholly owned subsidiary	收購非全資附屬公司	-	-	-	-	-	-	-	17,265	17,265
Expense incurred in connection with placements of shares	配售股份所產生之開支	-	(5,452)	-	-	-	-	(5,452)	-	(5,452)
Dividends for the year	年內股息	-	-	-	-	-	-	-	-	-
- underprovision	- 撥備不足	-	-	3,456	-	-	(3,456)	-	-	-
- interim	- 中期	-	-	31,342	-	-	(31,342)	-	-	-
- final	- 末期	-	-	58,245	-	-	(58,245)	-	-	-
Dividends paid	已付股息	-	-	(10,404)	-	-	-	(10,404)	-	(10,404)
Issue of shares as scrip dividend	發行股份作為以股代息	11,422	39,296	(50,718)	-	-	-	-	-	-
		51,913	272,318	31,921	-	-	(93,043)	263,109	17,265	280,374
At 30 June 2006	於二零零六年六月三十日	291,225	294,581	58,245	1,850	(8,046)	1,030,695	1,668,550	16,281	1,684,831
Exchange difference arising on translation of operations outside Hong Kong recognised directly in equity	因換算香港以外業務所產生並直接於股本權益內確認之匯兌差額	-	-	-	-	(8,833)	-	(8,833)	372	(8,461)
Profit for the year	年內溢利	-	-	-	-	-	412,018	412,018	(1,764)	410,254
Total recognised income and expense for the year	年內已確認收支總額	-	-	-	-	(8,833)	412,018	403,185	(1,392)	401,793
On issue of subscription rights	行使認購權時發行股份	-	-	-	2,789	-	-	2,789	-	2,789
On conversion of convertible bonds	兌換可換股債券時發行股份	11,574	63,235	-	-	-	-	74,809	-	74,809
Dividends for the year	年內股息	-	-	-	-	-	-	-	-	-
- interim	- 中期	-	-	40,025	-	-	(40,025)	-	-	-
- final	- 末期	-	-	79,998	-	-	(79,998)	-	-	-
Dividends paid	已付股息	-	-	(24,809)	-	-	-	(24,809)	-	(24,809)
Issue of shares as scrip dividend	發行股份作為以股代息	17,194	56,267	(73,461)	-	-	-	-	-	-
		28,768	119,502	21,753	2,789	-	(120,023)	52,789	-	52,789
At 30 June 2007	於二零零七年六月三十日	319,993	414,083	79,998	4,639	(16,879)	1,322,690	2,124,524	14,889	2,139,413





# Consolidated Cash Flow Statement

## 綜合現金流動表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

	NOTE 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Profit before taxation	除稅前溢利	410,255	331,670
Adjustments for:	調整：		
Interest income	利息收入	(11,112)	(10,703)
Interest on bank and other borrowings	銀行及其他借貸之利息	3,975	4,747
Finance charges on finance leases	融資租賃之財務費用	-	4
Issue costs of convertible bonds	可換股債券發行費用	2,130	-
Amortisation of development costs for systems and networks	系統及網絡開發成本之攤銷	145,751	99,486
Amortisation of intangible assets	無形資產之攤銷	2,360	1,770
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10,388	10,674
Loss on fair value change of convertible bonds	可換股債券公平價值變動之虧損	32,829	51,341
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(1,940)	31
Impairment losses recognised for available-for-sale investments	就可供出售投資所確認之減值虧損	22,952	6,763
Actuarial losses recognised	已確認精算虧損	-	1,256
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	617,588	497,039
Increase in inventories	存貨之增加	(2,432)	(2,755)
Increase in trade and other receivables	應收貿易及其他賬款之增加	(40,556)	(99)
Increase (decrease) in trade and other payables	應付貿易及其他賬款之增加(減少)	8,392	(28,010)
Increase (decrease) in warranty provision	保養撥備之增加(減少)	39	(88)
(Decrease) increase in amount due to ultimate holding company	應付最終控股公司款項之(減少)增加	(110)	52
Net cash generated from operations	營運產生之現金淨額	582,921	466,139
Taxation in other jurisdictions (paid) refunded	(已繳納)已退還其他司法地區之稅項	(44)	199
Hong Kong Profits Tax paid	已繳納香港利得稅	(17)	(141)
Net cash from operating activities	經營業務所得之現金淨額	582,860	466,197





# Consolidated Cash Flow Statement

## 綜合現金流動表

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

		NOTE 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量			
Deposits paid in connection with projects relating to development costs for systems and networks and investments	有關系統及網絡之開發成本及收購投資之已付按金		(528,840)	(465,071)
Payments for development costs for systems and networks	系統及網絡之開發成本付款		(140,560)	(784)
Purchase of available-for-sale investments	購入可供出售投資		(139,428)	(42,901)
Purchase of property, plant and equipment	購置物業、廠房及設備		(9,026)	(7,329)
Capital receipts from available-for-sale investments	可供出售投資所收之資本		48,333	41,691
Interest received	已收利息		11,112	10,703
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得之款項		2,811	145
Acquisition of a subsidiary	收購附屬公司	32	-	(36,480)
<b>Net cash used in investing activities</b>	<b>投資活動所耗現金淨額</b>		<b>(755,598)</b>	<b>(500,026)</b>
Cash flows from financing activities	融資活動之現金流量			
Net cash receipt from issue of convertible bonds (net of issue costs of HK\$2,130,000)	發行可換股債券所收之現金淨額 (扣除發行費用2,130,000港元)		60,270	-
Dividends paid	已付股息		(24,809)	(10,404)
Interest paid	已付利息		(3,975)	(4,747)
Repayment of block discounting loans	償還大宗折扣貸款		(2,422)	(4,402)
Repayment of bank loans	償還銀行貸款		(3,719)	(2,790)
Repayment of mortgage loan	償還按揭貸款		(580)	(627)
Repayment of obligations under finance leases	償還融資租賃承擔之款項		-	(16)
Finance charges on finance leases paid	已付融資租賃之財務費用		-	(4)
Net cash receipt from placement of shares (net of issue costs of HK\$5,452,000)	配售股份所收之現金淨額 (扣除發行費用5,452,000港元)		-	169,748
<b>Net cash from financing activities</b>	<b>融資活動所得之現金淨額</b>		<b>24,765</b>	<b>146,758</b>
Net (decrease) increase in cash and cash equivalents	現金及現金等額之(減少)增加淨額		(147,973)	112,929
Cash and cash equivalents at beginning of the year	年初現金及現金等額		251,947	138,854
Effect of foreign exchange rate changes	匯率變動之影響		(3,875)	164
<b>Cash and cash equivalents at end of the year</b>	<b>年結現金及現金等額</b>		<b>100,099</b>	<b>251,947</b>
Represented by:	應佔:			
Deposits, bank balances and cash	存款、銀行結餘及現金		100,099	251,947





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands under the Companies Law (Revised) Chapter 22 of the Cayman Islands as an exempted company with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate 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 also listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate 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 37.

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (the “HKFRSs”), Hong Kong Accounting Standards (the “HKASs”) and Interpretations (“INT”) (hereinafter collectively referred to as “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are effective for accounting periods beginning on or after 1 July 2006.

The adoption of the new HKFRSs has had no material effect on how the results of the Group are prepared and presented for the current and prior accounting years. Accordingly, no prior year adjustment has been required.

The Group has not early adopted the following new standards, amendments and interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendments or interpretations will have no material impact on the results and financial positions of the Group.

### 1. 簡介

本公司乃根據開曼群島之公司法(經修訂)第二十二章在開曼群島註冊成立為獲豁免之公眾有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之最終控股公司冠軍科技集團有限公司(「冠軍」)亦為原先在開曼群島註冊成立，惟其後已遷冊往百慕達之公司，其股份亦於聯交所上市。本公司註冊辦事處及主要營業地點之地址已於年報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。

本公司乃一間投資控股公司。其附屬公司之主要業務載於附註37。

### 2. 採納香港財務報告準則

於本年度，本集團首次採納多項由香港會計師公會(「香港會計師公會」)頒佈，且於二零零六年七月一日或之後開始之會計期間生效之新訂香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋(「詮釋」)(下文統稱「新訂香港財務報告準則」)。

採納新訂香港財務報告準則對本集團本年度及過往會計年度業績的編製及呈列方式並無重大影響。因此，毋須作出過往年度調整。

本集團並無提早採納以下已經頒佈但尚未生效的新準則、修訂及詮釋。本公司董事預期，採納此等準則、修訂或詮釋不會對本集團的業績及財務狀況構成重大影響。





## 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKAS 23 (Revised)	Borrowing costs <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>
HKFRS 8	Operating segments <sup>2</sup>
HK(IFRIC)-INT 10	Interim financial reporting and impairment <sup>3</sup>
HK(IFRIC)-INT 11	HKFRS 2 – Group and treasury share transactions <sup>4</sup>
HK(IFRIC)-INT 12	Service concession arrangements <sup>5</sup>
HK(IFRIC)-INT 13	Customer loyalty programme <sup>6</sup>
HK(IFRIC)-INT 14	HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction <sup>5</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.  
<sup>2</sup> Effective for annual periods beginning on or after 1 January 2009.  
<sup>3</sup> Effective for annual periods beginning on or after 1 November 2006.  
<sup>4</sup> Effective for annual periods beginning on or after 1 March 2007.  
<sup>5</sup> Effective for annual periods beginning on or after 1 January 2008.  
<sup>6</sup> Effective for annual periods beginning on or after 1 July 2008.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

## 2. 採納香港財務報告準則(續)

香港會計準則第1號 (修訂本)	資本披露 <sup>1</sup>
香港會計準則第23號 (經修訂)	借貸成本 <sup>2</sup>
香港財務報告準則 第7號	金融工具：披露 <sup>1</sup>
香港財務報告準則 第8號	業務分類 <sup>2</sup>
香港(國際財務報告 詮釋委員會) – 詮釋第10號	中期財務報告及減值 <sup>3</sup>
香港(國際財務報告 詮釋委員會) – 詮釋第11號	香港財務報告準則第2號 – 集團及庫存股份交易 <sup>4</sup>
香港(國際財務報告 詮釋委員會) – 詮釋第12號	服務特許權安排 <sup>5</sup>
香港(國際財務報告 詮釋委員會) – 詮釋第13號	客戶忠誠計劃 <sup>6</sup>
香港(國際財務報告 詮釋委員會) – 詮釋第14號	香港會計準則第19號— 定額福利資產之限制、 最低資金要求及兩 者之相互關係 <sup>5</sup>

- <sup>1</sup> 於二零零七年一月一日或以後開始的年度期間生效  
<sup>2</sup> 於二零零九年一月一日或以後開始的年度期間生效  
<sup>3</sup> 於二零零六年十一月一日或以後開始的年度期間生效  
<sup>4</sup> 於二零零七年三月一日或以後開始的年度期間生效  
<sup>5</sup> 於二零零八年一月一日或以後開始的年度期間生效  
<sup>6</sup> 於二零零八年七月一日或以後開始的年度期間生效

## 3. 主要會計政策

除若干以公平價值計量之金融工具以外，綜合財務報告乃根據歷史成本基準編製。

綜合財務報告乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報告載有聯交所證券上市規則及香港公司條例規定之適用披露資料。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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 the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination.

Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

#### Goodwill

Goodwill arising on an acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary, at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet.

### 3. 主要會計政策(續)

#### 綜合基準

綜合財務報告包括本公司及由本公司控制之實體(其附屬公司)之財務報表。當本公司有權支配一間實體的財務及經營決策，藉此從其業務中獲得利益時，即視為取得控制權。

年內收購之附屬公司業績由收購生效日期起計入綜合損益表，至於出售之附屬公司則結算至出售生效日期止(如適用)。

如有需要，會對附屬公司之財務報告作出調整，以使其會計政策與本集團其他成員公司所用者一致。

所有集團內部之交易、結餘、收入及支出乃於綜合賬目時對銷。

綜合附屬公司資產淨值內之少數股東權益與本集團於當中之權益分開呈列。資產淨值內之少數股東權益包括該等權益於原有業務合併當日之金額，以及自合併日期起少數股東應佔之權益變動。除少數股東因負有約束力之責任及能力注入額外投資以彌補虧損外，少數股東應佔虧損超出少數股東於附屬公司之權益中之數額會撥歸於本集團之權益中對銷。

#### 商譽

收購附屬公司所產生之商譽，指於收購當日之收購成本高於本集團應佔有關附屬公司可識別資產、負債及或然負債之公平價值之差額。該等商譽乃按成本減任何累積減值虧損列賬。

收購附屬公司產生之撥充資本商譽乃於綜合資產負債表中單獨呈列。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

#### Revenue recognition

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

Sales of goods are recognised when goods are delivered and title has passed.

Service income is recognised when the services are rendered.

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

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

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

### 3. 主要會計政策(續)

#### 商譽(續)

就減值測試而言，收購所產生之商譽乃被分配到各預期可受惠於收購所產生之協同效應之相關變現單位或一組變現單位。獲分配商譽之變現單位須每年進行減值測試及於有關單位有跡象出現減值時進行減值測試。就於某個財政年度之收購所產生之商譽而言，獲分配商譽之變現單位於該財政年度完結前進行減值測試。倘變現單位之可收回金額少於該單位之賬面值，則減值虧損先分配至該單位之商譽賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽之任何減值虧損乃直接於綜合損益表內確認。商譽之減值虧損於其後期間不予撥回。

倘其後出售附屬公司，計算出售盈虧金額時會計入已撥充資本之商譽之應佔金額。

#### 收入之確認

收入以已收或應收代價之公平價值計量，並為於一般業務過程中提供貨物及服務應收之金額（扣除折扣及相關銷售稅項）。

貨物銷售乃於貨物付運及擁有權轉移時確認。

服務收入乃於提供服務時確認。

源自特許權之收入乃於有關特許權協議正式訂立後確認。

就本集團已訂約據此於項目期間收取預定最低金額之若干可供出售投資而言，其收入乃於會計期間分配，以便於該等可供出售投資之投資淨值反映固定之定期回報率。其他可供出售投資之收入乃於本集團收取分派之權利獲得確立時予以確認。

租金收入（包括來自經營租賃項下資產之預收租金）乃根據直線法在租賃年期內確認。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

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.

Dividend income is recognised when the Group's right to receive payment has been established.

#### Property, plant and equipment

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

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

Freehold land	Nil
Leasehold land and buildings	Over the shorter of the remaining unexpired terms of the relevant leases or 50 years
Plant and machinery and telecommunications networks	10%-50%

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

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

### 3. 主要會計政策(續)

#### 收入之確認(續)

財務資產之利息收入乃參考尚餘本金額及適用實際利率(即於財務資產預期年期內將估計未來現金收款貼現至該資產之淨賬面值之比率)並以時間基準累計。

股息收入乃於本集團享有收取款項之權利時確認。

#### 物業、廠房及設備

物業、廠房及設備乃按成本減除折舊及任何累計減值虧損後列賬。

物業、廠房及設備之成本值以直線法折舊，按其估計可用年期予以撇銷，每年之折舊率如下：

永久業權土地	無
按契約持有之土地及樓宇	有關契約之尚餘年期或50年，以較短者為準
廠房、機器及電信網絡	10%—50%

按融資租賃持有之資產乃按其估計可使用年期或按租賃年期(以較短者為準)以自置資產相同之基準計算折舊。

物業、廠房及設備項目會在出售或預期繼續使用不會帶來未來經濟利益時解除確認。解除確認資產的任何損益(按出售所得款項淨額與該項目的賬面值之間的差額計算)在項目解除確認的年度計入綜合損益表。







### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases

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

#### The Group as lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight line basis over the lease term.

#### The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight line basis.

#### Development costs for systems and networks

Development costs for systems and networks are stated at cost less amortisation and any accumulated impairment losses.

Development costs for systems and networks represent all direct costs incurred by the Group in setting up systems and networks, including the cost of equipment, development cost and subcontracting expenditure. Such assets are recognised only if all of the following conditions are met:

- the technical feasibility of completing the asset so that it will be available for use or sale.
- its intention to complete the asset and use or sell it.
- its ability to use or sell the asset.
- how the asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the asset or the asset itself or, if it is to be used internally, the usefulness of the asset.
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the asset.
- its ability to measure reliably the expenditure attributable to the asset during its development.

### 3. 主要會計政策(續)

#### 租賃

凡租賃條款將擁有權之絕大部分風險及回報轉移至承租人的租賃，均列作融資租賃的類別。所有其他租賃則列作經營租賃。

#### 本集團作為出租人

經營租賃之租金收入乃按有關租賃之年期以直線法於綜合損益表內確認。因商議及安排經營租賃所引致之首次直接成本則計入已出租資產之賬面值，並按租期以直線法確認為支出。

#### 本集團作為承租人

經營租賃之應付租金乃按有關租賃之年期以直線法計算損益。因訂立經營租賃而作出獎勵之已收及應收利益已按租賃年期以直線法扣減租金支出。

#### 系統及網絡開發成本

系統及網絡開發成本乃按成本減攤銷及任何累計減值虧損列賬。

系統及網絡開發成本為本集團於設立系統及網絡時所產生之所有直接成本，包括設備成本、開發成本及外判工作費用。該等資產僅於滿足下列條件時方會確認：

- 使資產完成以供使用或銷售之技術可行性。
- 使資產完成並予以使用或銷售之意向。
- 使用或銷售資產之能力。
- 資產將如何帶來未來經濟收益。除其他事項外，實體可展示資產出品或資產本身存有市場，或倘資產供內部使用，則展示資產之可用性。
- 具備充裕技術、財務及其他資源以完成開發及使用或銷售資產。
- 能可靠地計量於開發資產期間之應佔開支。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued) Development costs for systems and networks (Continued)

Development costs that cannot fulfill the above conditions are recognised as expenses in the period in which it is incurred.

Development costs for systems and networks which are developed and fulfill the above conditions are amortised on a straight line basis over their estimated useful lives, subject to a maximum of five years.

Where the recoverable amount of development costs for systems and networks has declined below their carrying amount, the carrying amount is reduced to reflect the decline in value.

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

An item of development costs for systems and networks 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

#### Intangible assets

On initial recognition, intangible assets acquired separately and from business combinations are recognised at cost and at fair value respectively. After initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

### 3. 主要會計政策(續) 系統及網絡開發成本(續)

未能滿足上述條件之開發成本，須於產生之期間確認為支出。能滿足上述條件已開發系統及網絡之開發成本，則以直線法按其估計可使用年期(最多為五年)予以攤銷。倘系統及網絡開發成本之可收回款額減至低於其賬面值，則扣減其賬面值以反映有關減值。

尚未投入作擬定用途之系統及網絡之開發成本，須按成本減任何累計減值虧損列賬，並最少每年進行一次減值測試。

系統及網絡項目開發成本於出售時或預期不會自持續使用資產而產生未來經濟利益時取消確認。取消確認資產所產生之任何收益或虧損(按出售所得款項淨額與項目賬面值兩者間的差額計算)乃於取消確認項目之年度納入綜合損益表。

#### 無形資產

於初步確認時，自獨立收購及業務合併所產生之無形資產分別按成本及公平價值確認。於初步確認後，可使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。可使用年期有限之無形資產以直線法按其估計可使用年期攤銷。

解除確認無形資產所產生之盈虧出售所得款項淨額與資產賬面值之差額計算，於解除確認資產時在綜合損益表確認。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet 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 (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

The Group's financial assets are mainly classified into one of the two categories, including loans and receivables and available-for-sale financial assets. The accounting policies adopted in respect of each category of financial assets are set out below.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables, amount due from ultimate holding company, deposits, bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction 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.

### 3. 主要會計政策(續)

#### 金融工具

當集團個體成為工具合約條款的一方時，會在綜合資產負債表上確認該等財務資產及財務負債。財務資產和財務負債在初步確認時會以公平價值計量。收購或發行財務資產及財務負債(按公平價值計入損益之財務資產及財務負債除外)之直接交易費用乃於初步確認時適當地計入或扣自各財務資產或財務負債之公平價值。收購按公平價值計入損益之財務資產或財務負債之直接交易費用則立即在損益中確認。

#### 財務資產

本集團之財務資產主要歸入兩個類別其中一類，包括貸款及應收賬款以及可供出售財務資產。就各類別財務資產所採納之會計政策載列如下。

#### 貸款及應收款項

貸款及應收款項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財務資產。於初步確認後之各個結算日，貸款及應收款項(包括應收貿易及其他賬款、應收最終控股公司款項、存款、銀行結餘及現金)乃使用實際利息法，按攤銷成本扣除任何已確定之減值虧損列賬。當有客觀證據顯示資產出現減值時，則於損益賬內確認減值虧損，並按該項資產賬面值及以原有實際利率折現其估計未來現金流量之現值兩者間之差額計算。當該項資產之可收回金額增加可客觀地與該項減值獲確認後出現之事件關連，則減值虧損可於其後期間撥回，惟於撥回減值時該項資產所撥回之賬面值不得超出倘該項資產並無確認減值之攤銷成本。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories.

For available-for-sale debt investments with guaranteed return, payments receivables each year for investments are apportioned between income and reduction of the carrying value of the investments so as to reflect a constant periodic rate of return. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. For available-for-sale debt investments, impairment losses are subsequently reversed if any increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

##### Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to 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 adopted in respect of financial liabilities and equity instruments are set out below.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 可供出售財務資產

可供出售財務資產為指定為或並非分類為任何其他類別之非衍生工具。

具保證回報之可供出售債務投資每年之投資應收款項在收入與投資之賬面值減值之間分配，以反映固定之定期回報率。於初步確認後之各個結算日，可供出售財務資產按公平價值計算。公平價值變動於權益賬內確認，直至該財務資產被出售或被確定出現減值為止，屆時過往已於權益賬內確認之累計收入或虧損會自權益賬內剔除，並於損益賬內確認。可供出售財務資產之任何減值虧損於損益賬內確認。就可供出售債務投資而言，倘該投資之公平價值增加可客觀地與確認減值虧損後之事件有關，則減值虧損將予以撥回。

至於並無於活躍市場有掛牌市價且公平價值未能可靠地計量之可供出售股本投資，則於初步確認後之各結算日按成本減去任何已認定之減值虧損計量。當有客觀憑證顯示資產出現減值時，減值虧損會於損益表確認。減值虧損數額乃按資產賬面值與按類似財務資產之現行市場回報率貼現之估計未來現金流量之現值之差額計量。該等減值虧損將不會於其後期間撥回。

##### 財務負債及權益

由一集團實體發行之財務負債及股本工具，乃根據所訂立合約安排之內容及財務負債及股本工具之定義而分類。

股本工具乃為本集團於資產剩餘權益在扣除其所有負債後證實擁有之任何合約。就財務負債及股本工具所採用之會計政策載列如下：





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity (Continued)

##### Financial liabilities

Financial liabilities including trade and other payables, amount due to ultimate holding company and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

##### Convertible bonds

The convertible bonds issued by the Group includes a liability component, a conversion option, a call and put option and an early redemption option. Convertible bonds that will not be settled other than by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments are financial liabilities with embedded derivatives. Derivatives embedded in a financial instrument are treated as separate derivatives when their economic risks and characteristics are not closely related to those of the host contract (the liability component) and the host contract is not carried at fair value through profit or loss.

The convertible bonds (including the liability component, the conversion option, the call and put option and an early redemption option) as a whole are designated as financial liabilities at fair value through profit or loss on initial recognition. At each subsequent balance sheet date, the entire convertible bond will be measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Transaction costs that are directly attributable to the issue of the convertible bonds designated as financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Subscription rights granted to the convertible bond holders to subscribe to the ordinary shares of the Company are recognised at fair value on initial recognition and will remain in subscription right reserve until the subscription rights are exercised (in which case the balance in the subscription right reserve will be transferred to share premium). Where the subscription rights remain unexercised at the expiry date, the balance in the subscription right reserve will be released to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the subscription rights.

##### Equity instruments

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 財務負債及權益(續)

##### 財務負債

財務負債包括應付貿易及其他賬款、應付最終控股公司款項、銀行及其他借貸，其後以實際利息法按攤銷成本計量。

##### 可換股債券

本集團發行之可換股債券包括負債部分、換股期權、認購及認沽權以及提前贖回選擇權。可換股債券如將不會固定現金金額交換固定數目之本公司股本工具以外之方式結算，則屬具內含衍生工具之財務負債。當其經濟風險及特徵與主合約(負債部分)並不密切相關，及主合約未按公平價值於損益表列賬時，該包含於金融工具內之衍生工具被視為個別衍生工具。

於初步確認時，可換股債券(包括負債部分、換股期權、認購及認沽權以及提前贖回選擇權)整體指定為按公平價值於損益表列賬之財務負債。於隨後各結算日，所有可換股債券將按公平價值計算，公平價值之變動於發生期內直接於損益表內確認。

因發行指定為按公平價值於損益列賬之財務負債之可換股債券，而產生之直接交易費用即時於損益表確認入賬。

授予可換股債券持有人以認購本公司普通股之認購權乃於初步確認時按公平價值確認，並將於認購權儲備內保留，直至認購權獲行使為止，如屬此情況，認購權儲備之結餘將兌換至股份溢價。倘期權於屆滿日仍未獲行使，則認購權儲備內之結餘將撥回至保留溢利。於認購權獲兌換或屆滿後，並無於損益表確認收益或虧損。

##### 股本工具

本公司所發行之股本工具乃按所收取之所得款項(扣除直接發行成本)記錄。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership and control of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration received or receivable is recognised in profit or loss.

##### Inventories

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

##### 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 as reported in the consolidated income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable and deductible.

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 取消確認

當收取資產之現金流量之權利屆滿或財務資產已予轉讓及本集團已大致轉讓財務資產之擁有權及控制權所附帶之所有風險及回報後，將取消確認財務資產。於取消確認財務資產時，資產賬面值與所收代價及已於股本權益內直接確認之累計收益或虧損總和兩者之差額乃於損益表確認。

就財務負債而言，其已自本集團之資產負債表移除（即當於有關合約所列明之承擔被解除、註銷或屆滿時）。取消確認之財務負債賬面值與所收或應收代價兩者間之差額乃於損益表確認。

##### 存貨

存貨乃按成本值與可變現淨值兩者中之較低者入賬。成本按先入先出法計算。

##### 稅項

所得稅支出指現時應繳之稅項及遞延稅項總和。

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

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





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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

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

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

#### Impairment (other than goodwill and development costs for systems and networks)

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

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

#### 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 its 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 each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項負債乃就附屬公司之投資所產生之應課稅臨時差額而確認，惟倘本集團能控制臨時差額之撥回，且該臨時差額有可能於可見將來不予撥回則除外。

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

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

#### 減值(商譽和系統及網絡開發成本除外)

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

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

#### 外幣

編製各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，乃按交易當日之當前匯率以功能貨幣(該實體經營所在之主要經濟環境貨幣)列賬。於各結算日，以外幣列值之貨幣項目乃按於結算日之當時適用匯率重新換算。以外幣計值按公平價值列賬之非貨幣項目乃以公平價值釐定日期之當時適用匯率重新換算。按外幣歷史成本計量之非貨幣項目不作重新換算。





### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on an acquisition of a foreign operation on or after 1 July 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

#### Retirement benefit cost

Payments to the Group's defined contribution retirement benefit schemes are charged as expense when employees have rendered service entitling them to contributions.

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

### 3. 主要會計政策(續)

#### 外幣(續)

結算貨幣項目及換算貨幣項目所產生之匯兌差額乃於產生期間在損益表確認。重新換算以公平價值列賬之非貨幣項目所產生之匯兌差額乃納入期內之損益表，惟重新換算有關直接於股本權益確認溢虧之非貨幣項目所產生之差額除外，於該等情況下，匯兌差額亦直接於股本權益確認。

為呈列綜合財務報告，本集團海外業務之資產及負債，乃按於結算日當時適用之匯率換算為本公司之呈報貨幣(港元)，而該等業務之收入及開支乃按照年度平均匯率換算，除非期內匯兌大幅波動，於該情況下，則使用交易日期之當時適用匯率。所產生之匯兌差額(如有)乃確認為獨立權益部分(換算儲備)。該等匯兌差額乃於出售海外業務期內於損益表確認。

於二零零五年七月一日或之後因收購海外業務所產生之已收購可識別資產及負債之商譽及公平價值調整乃列為該海外業務之資產及負債處理，並按於結算日之當時適用匯率換算。所產生之匯兌差額於換算儲備確認。

#### 退休福利成本

向本集團定額供款退休福利計劃支付供款於僱員提供服務而使彼等有權享有供款時列作支出。

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







### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Retirement benefit cost (Continued)

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

Any assets resulting from this calculation is limited to unrecognised actuarial losses and past service cost, plus the present value of available refunds and reductions in future contribution to the scheme.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies described in note 3, management makes various estimations based on past experiences, expectations of the future and other information. The key sources of estimation uncertainty that may significantly affect the amounts recognised in the consolidated financial statements are disclosed below:

#### Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. As at 30 June 2007, the carrying amount of goodwill was HK\$36,795,000. Details of the recoverable amount calculation are disclosed in note 15.

#### Fair value of convertible bonds at fair value through profit or loss

The fair value of the convertible bonds designated at fair value through profit or loss is derived mainly from the application of the Binomial model. The Binomial model incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Binomial model requires the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate. Details of the assumptions disclosed in note 27.

#### Estimated useful life of development costs for systems and networks

As at 30 June 2007, the carrying value of development costs for systems and networks amounts to HK\$840,746,000. The estimated useful life of the assets reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the development.

### 3. 主要會計政策(續)

#### 退休福利成本(續)

於綜合資產負債表所確認之金額乃指定額福利承擔之現值，並經就未確認之精算盈虧及未確認之過往服務成本作出調整，以及按計劃資產之公平價值扣減。

按此計算產生之任何資產限於未確認精算虧損及過往服務成本，另加可動用退款現值及對計劃之未來供款之扣減。

### 4. 估計不確定性之主要來源

於應用附註3所述之本集團會計政策過程中，管理層根據過往經驗、未來預期及其他資料作出多種估算。以下載列估計不確定性之主要來源或會對綜合財務報告確認之金額構成相當影響：

#### 商譽之估計減值

釐定商譽是否減值須對獲分派商譽之變現單位之使用價值作出估計。計算使用價值時，本集團須估計預期產生自變現單位日後之現金流量及合適之折現率以計算現值。於二零零七年六月三十日，商譽之賬面值為36,795,000港元。可收回金額計算方法之詳情於附註15披露。

#### 按公平價值於損益表列賬之可換股債券之公平價值

按公平價值於損益表列賬之可換股債券之公平價值主要源自採用二項式期權定價模式。該模式包括市場數據並涉及管理層作出假設時所使用之估算之不確定性。由於二項式期權定價模式須計算高度主觀假設，包括股價波幅、所採用主觀假設變動均可對公平價值估計構成重大影響。該等假設之詳情於附註27披露。

#### 系統及網絡開發成本之估計可用年期

於二零零七年六月三十日，系統及網絡開發成本之賬面值為840,746,000港元。資產之估計可用年期反映董事估計本集團可自使用發展項目獲得未來經濟利益之期間。





## 5. FINANCIAL INSTRUMENTS

### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, deposits, bank balances and cash, trade and other payables, bank and other borrowings and convertible bonds. 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.

### Credit risk

The Group's financial assets are trade and other receivables, amount due from ultimate holding company and deposits, bank balances and cash, the carrying amounts of those assets stated in the consolidated balance sheet represent the Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 30 June 2007 in relation to financial assets.

In order to minimise the credit risk in relation to trade receivables, the management of the Group will only advance credit to customers with good credit history. In addition, the management reviews the recoverable amount of each individual debt at each balance sheet date, 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.

The credit risk on trade receivables is concentrated on a few distributors. Receivables from top five distributors represented approximately 78% of trade receivables at the balance sheet date. In addition, the credit risk on guaranteed distribution receivable is also concentrated on a few number of guarantors of investments. Receivables from the top five guarantors of investments represented approximately 63% of guaranteed distribution receivables at the balance sheet date. The management considers that there are no significant credit risks due to the long and good credit history of these debtors.

### Interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate bank borrowings and bank deposits. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arises.

## 5. 金融工具

### 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、存款、銀行結存及現金、應付貿易及其他賬款、銀行及其他借貸，以及可換股債券。該等財務工具之詳情於各自之附註披露。與該等金融工具相關的風險及如何減低該等風險之政策載於下文。管理層管理及監控該等風險，以確保採取有效和及時之適當措施。

### 信貸風險

本集團之財務資產為應收貿易及其他賬款、應收最終控股公司賬款、存款，以及銀行結存及現金。倘對方於二零零七年六月三十日未能履行彼等就財務資產之責任，則該等於綜合資產負債表列賬之資產之賬面值為本集團承受之最大信貸風險。

為盡量減低有關應收貿易款項之信貸風險，本集團僅向具良好信譽記錄之客戶提供信貸。此外，管理層於各結算日審閱各個別債項之可收回金額，並考慮未來貼現現金流，以確保已就不可收回金額作出足夠減值虧損。據此，本公司董事認為本集團之信貸風險已大幅降低。

貿易應收賬款之信貸風險集中於本集團貨品之少數分銷商。五大分銷商之應收賬款佔結算日之貿易應收賬款約78%。此外，有擔保分銷應收賬款之信貸風險亦集中於少數投資擔保人。五大投資擔保人之應收賬款佔結算日之有擔保分銷應收賬款約63%。管理層認為，由於該等債權人具有悠久歷史及良好信譽記錄，故信貸風險並不重大。

### 利率風險

本集團之現金流利率風險主要與浮息銀行借貸及銀行存款有關。本集團目前並無對沖利率風險之現金流對沖政策。然而，管理層已監控利率風險，並在需要時將考慮對沖重大利率風險。





### 5. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

##### 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 deposits and bank balances of the Group are denominated in foreign currencies. The Group does not have a foreign currency hedging policy, however, the management monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

#### Fair value of financial assets and financial liabilities

The fair value of financial assets and financial liabilities is determined as follows:

- the fair value of financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and
- for an option based derivative, the fair value is estimated using option pricing model (for example, the Binomial Model, etc.).

### 6. TURNOVER AND SEGMENT INFORMATION

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

### 5. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 外幣風險

外幣風險指外幣匯率變動將影響本集團之財務業績及現金流之風險。本集團若干應收貿易賬款，存款及銀行結餘以外幣計值。本集團並無外幣對沖政策，然而，管理層已監控外幣風險，並在需要時將考慮對沖重大外幣風險。

#### 財務資產及財務負債之公平價值

財務資產及財務負債之公平價值按下文釐定：

- 財務資產及財務負債(不包括衍生工具)的公平價值乃以折現現金流量分析為基準按公認定價模式釐定；及
- 就包含選擇權利之衍生工具，其公平價值以期權定價模式(例如二項式期權定價模式等)進行估計。

### 6. 營業額及分類資料

營業額指年內本集團就出售產品及向外界顧客提供服務之已收及應收款項淨額、已收及應收特許權費用，以及已收及應收源自本集團電子商貿項目之投資及策略性投資之分派／股息。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

#### (a) Business segments

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

### 6. 營業額及分類資料(續)

#### (a) 業務分類

為方便管理，本集團之業務現分為五項主要經營業務 – 銷售一般系統產品、提供服務（包括軟件訂製及提供電子博彩服務）及軟件特許權、租賃系統產品、電子商貿項目之投資，以及於高科技產品開發公司持有策略性投資。此等業務乃本集團主要分類資料之報告基準。

		Sales of general systems products 銷售一般 系統產品 HK\$'000 千港元	Provision of services and software licensing 提供服務及 軟件特許權 HK\$'000 千港元	Leasing of systems products 租賃系統 產品 HK\$'000 千港元	Invest- ments in e-commerce projects 電子商貿 項目之投資 HK\$'000 千港元	Strategic investments 策略性投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Year ended 30 June 2007</b>	<b>截至二零零七年 六月三十日止年度</b>						
<b>TURNOVER</b>	<b>營業額</b>						
External and total revenue	對外銷售及總收入	<b>711,482</b>	<b>684,813</b>	<b>9,537</b>	<b>4,895</b>	<b>15,778</b>	<b>1,426,505</b>
<b>RESULTS</b>	<b>業績</b>						
Segment result	分類業績	<b>76,252</b>	<b>368,128</b>	<b>4,055</b>	<b>4,234</b>	<b>(7,174)</b>	<b>445,495</b>
Interest income	利息收入						<b>11,112</b>
Loss on fair value change of convertible bonds	可換股債券公平價值變動之虧損						<b>(32,829)</b>
Finance costs	財務成本						<b>(6,105)</b>
Unallocated corporate expenses, net	未分配公司開支淨額						<b>(7,418)</b>
Profit before taxation	除稅前溢利						<b>410,255</b>
Taxation	稅項						<b>(1)</b>
Profit for the year	本年度溢利						<b>410,254</b>





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

#### (a) Business segments (Continued)

### 6. 營業額及分類資料(續)

#### (a) 業務分類(續)

		Sales of general systems products 銷售一般 系統產品 HK\$'000 千港元	Provision of services and software licensing 提供服務及 軟件特許權 HK\$'000 千港元	Leasing of systems products 租賃系統 產品 HK\$'000 千港元	Invest- ments in e-commerce projects 電子商貿 項目之投資 HK\$'000 千港元	Strategic investments 策略性投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>As at 30 June 2007</b>	於二零零七年六月三十日						
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分類資產	1,385,363	616,892	7,823	46,090	248,410	2,304,578
Unallocated corporate assets	未分配公司資產						100,478
Consolidated total assets	綜合總資產						2,405,056
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分類負債	117,821	48,936	8,023	-	-	174,780
Unallocated corporate liabilities	未分配公司負債						90,863
Consolidated total liabilities	綜合總負債						265,643
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Capital additions of property, plant and equipment	物業、廠房及設備之資本增加	5,315	3,270	441	-	-	9,026
Capital additions of available-for-sale investments	可供出售投資之資本增加	-	-	-	-	139,428	139,428
Additions of deposits	按金之增加	528,840	-	-	-	-	528,840
Capital additions of development costs for systems and networks	系統及網絡開發成本之資本增加	140,400	160	-	-	-	140,560
Depreciation and amortisation	折舊及攤銷	6,543	151,410	546	-	-	158,499
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(1,317)	(533)	(90)	-	-	(1,940)
Impairment losses recognised for investments	就投資所確認之減值虧損	-	-	-	-	22,952	22,952
<b>Year ended 30 June 2006</b>	截至二零零六年六月三十日止年度						
<b>TURNOVER</b>	<b>營業額</b>						
External and total revenue	對外銷售及總收入	785,853	531,407	10,508	6,823	12,303	1,346,894
<b>RESULTS</b>	<b>業績</b>						
Segment result	分類業績	81,459	290,604	4,654	6,251	5,077	388,045
Interest income	利息收入						10,703
Loss on fair value change of convertible bonds	可換股債券公平價值變動之虧損						(51,341)
Finance costs	財務成本						(4,751)
Unallocated corporate expenses, net	未分配公司開支淨額						(10,986)
Profit before taxation	除稅前溢利						331,670
Taxation	稅項						(115)
Profit for the year	本年度溢利						331,555





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

#### (a) Business segments (Continued)

### 6. 營業額及分類資料(續)

#### (a) 業務分類(續)

		Sales of general systems products	Provision of services and software licensing	Leasing of systems products	Invest- ments in e-commerce projects	Strategic investments	Consolidated
		銷售一般 系統產品	提供服務及 軟件特許權	租賃系統 產品	電子商貿 項目之投資	策略性投資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 30 June 2006</b>	於二零零六年六月三十日						
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分類資產	1,109,596	325,322	7,282	66,825	158,560	1,667,585
Unallocated corporate assets	未分配公司資產						255,562
Consolidated total assets	綜合總資產						1,923,147
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分類負債	101,285	46,090	8,495	-	-	155,870
Unallocated corporate liabilities	未分配公司負債						82,446
Consolidated total liabilities	綜合總負債						238,316
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Capital additions of property, plant and equipment and intangible assets	物業、廠房及設備及無形資產之資本增加	5,179	15,228	349	-	-	20,756
Capital additions of available-for-sale investments	可供出售投資之資本增加	-	-	-	-	42,901	42,901
Additions of deposits	按金之增加	464,100	971	-	-	-	465,071
Capital additions of development costs for systems and networks	系統及網絡開發成本之資本增加	-	5,559	-	-	-	5,559
Depreciation and amortisation	折舊及攤銷	7,469	103,961	500	-	-	111,930
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	31	-	-	-	-	31
Impairment losses recognised for investments	就投資所確認之減值虧損	-	-	-	-	6,763	6,763





### 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

#### (b) Geographical segments

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

		Revenue by geographical segment 按地區分類劃分之收入 Year ended 30 June 截至六月三十日止年度	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
People's Republic of China, including Hong Kong and Macau	中華人民共和國，包括 香港及澳門	888,048	867,646
Europe	歐洲	408,447	351,912
Others	其他	130,010	127,336
		<b>1,426,505</b>	1,346,894

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

		Carrying amount of segment assets 分類資產之賬面值		Capital additions 資本增加	
		30.6.2007 二零零七年 六月三十日 HK\$'000 千港元	30.6.2006 二零零六年 六月三十日 HK\$'000 千港元	30.6.2007 二零零七年 六月三十日 HK\$'000 千港元	30.6.2006 二零零六年 六月三十日 HK\$'000 千港元
People's Republic of China, including Hong Kong and Macau	中華人民共和國， 包括香港及澳門	1,184,426	891,878	141,515	20,192
Europe	歐洲	138,981	116,358	7,692	7,010
Others	其他	981,171	659,349	668,647	507,085
		<b>2,304,578</b>	1,667,585	<b>817,854</b>	534,287

### 6. 營業額及分類資料(續)

#### (b) 地區分類

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

- (ii) 下表載列本集團按資產所在地區劃分分類資產之賬面值分析，以及物業、廠房及設備、系統及網絡之開發成本、電子商貿項目權益以及於高科技產品開發公司之策略性投資資本增加之分析：





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 7. OTHER INCOME

Included in other income is interest income of HK\$11,112,000 (2006: HK\$10,703,000).

### 7. 其他收入

利息收入11,112,000港元(二零零六年: 10,703,000港元)乃列入其他收入內。

### 8. FINANCE COSTS

### 8. 財務成本

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest on bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸之利息	3,975	4,747
Finance charges on finance leases	融資租賃之財務費用	-	4
Issue costs of convertible bonds	可換股債券之發行費用	2,130	-
		<b>6,105</b>	4,751







# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 9. PROFIT BEFORE TAXATION

### 9. 除稅前溢利

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Directors' remuneration (Note)	董事酬金(附註)	1,217	704
Staff costs	職工成本	86,860	77,415
Retirement benefit scheme contributions other than directors'	退休福利計劃供款 (董事除外)	7,131	8,510
<b>Total staff costs</b>	<b>職工成本總額</b>	<b>95,208</b>	86,629
Amortisation on:	攤銷：		
Development costs for systems and networks, included in cost of sales	系統及網絡之開發成本 (計入銷售成本內)	145,751	99,486
Intangible assets, included in general and administrative expenses	無形資產(計入一般及 行政支出內)	2,360	1,770
Depreciation of property, plant and equipment, included in general and administrative expenses	物業、廠房及設備之折舊 (計入一般及行政支出內)	10,388	10,674
<b>Total depreciation and amortisation</b>	<b>折舊及攤銷總額</b>	<b>158,499</b>	111,930
Auditor's remuneration	核數師酬金	2,002	1,980
Cost of inventories recognised as expense	已確認為開支之存貨成本	674,483	680,901
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	-	31
Minimum lease payments paid under operating leases in respect of:	按照經營租賃已付之最低 租金包括：		
Rented premises	租賃物業	1,791	1,421
Machinery and equipment	機器及設備	4,325	1,120
Research and development	研究及開發	7,970	2,811
and after crediting:	及已計入：		
Net foreign exchange gain	匯兌外幣收益淨額	3,797	4,097
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 之收益	1,940	-
Rental income from leasing of machinery and equipment	租賃機器及設備所得 租金收入	9,537	10,508





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 9. PROFIT BEFORE TAXATION (Continued)

Note:

Information regarding directors' and employees' emoluments

#### Directors

Year ended 30 June 2007

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Name of executive directors	執行董事姓名				
Mr. Paul Kan Man Lok	簡文樂先生	-	57	3	60
Mr. Lai Yat Kwong	黎日光先生	-	57	3	60
Name of non-executive directors	非執行董事姓名				
Mr. Leo Kan Kin Leung	簡堅良先生	5	20	-	25
Prof. Liang Xiong Jian	梁雄健教授	50	50	-	100
Prof. Ye Pei Da	葉培大教授	50	50	-	100
Mr. Frank Bleackley	Frank Bleackley 先生	50	50	-	100
Prof. Julia Tsuei Jo	崔玖教授	50	50	-	100
Mr. Ho Yiu Ming	何耀明先生	50	50	-	100
Mr. Paul Michael James Kirby	Paul Michael James Kirby 先生	50	502	-	552
Ms. Shirley Ha Suk Ling	夏淑玲女士	5	15	-	20
		<b>310</b>	<b>901</b>	<b>6</b>	<b>1,217</b>

Year ended 30 June 2006

截至二零零六年六月三十日止年度

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Name of executive directors	執行董事姓名				
Mr. Paul Kan Man Lok	簡文樂先生	-	57	3	60
Mr. Lai Yat Kwong	黎日光先生	-	57	3	60
Name of non-executive directors	非執行董事姓名				
Mr. Leo Kan Kin Leung	簡堅良先生	5	20	-	25
Prof. Liang Xiong Jian	梁雄健教授	5	5	-	10
Prof. Ye Pei Da	葉培大教授	5	5	-	10
Mr. Frank Bleackley	Frank Bleackley 先生	5	15	-	20
Prof. Julia Tsuei Jo	崔玖教授	5	20	-	25
Mr. Ho Yiu Ming	何耀明先生	5	35	-	40
Mr. Paul Michael James Kirby	Paul Michael James Kirby 先生	5	429	-	434
Ms. Shirley Ha Suk Ling	夏淑玲女士	5	15	-	20
		<b>40</b>	<b>658</b>	<b>6</b>	<b>704</b>





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 9. PROFIT BEFORE TAXATION (Continued)

Note: (Continued)

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

##### Employees

The five highest paid individuals of the Group did not include any directors of the Company for both years. The aggregate emoluments of the five highest paid employees of the Group, not being directors of the Company, are as follows:

### 9. 除稅前溢利(續)

附註：(續)

#### 有關董事與僱員酬金之資料(續)

##### 僱員

於兩個年度，本集團五位最高薪人士當中並無本公司董事。本集團五名最高薪人士(並非本公司之董事)之酬金總額如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	6,248	5,882
Performance related incentive payments	按工作表現發放之獎金	301	277
Retirement benefit scheme contribution	退休福利計劃供款	717	1,049
		<b>7,266</b>	<b>7,208</b>

Emoluments of these employees were within the following band:

此等僱員之酬金介乎下列範圍：

		Number of employees 僱員人數	
		2007 二零零七年	2006 二零零六年
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元	2	4
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元	3	1





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 10. TAXATION

### 10. 稅項

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
The charge comprises:	稅項支出包括：		
Hong Kong Profits Tax	香港利得稅		
– current year	– 本年度	–	–
– underprovision in prior years	– 過往年度撥備不足	–	66
Taxation in other jurisdictions	其他司法地區之稅項	24	47
		24	113
Deferred taxation (note 29)	遞延稅項(附註29)	(23)	2
		1	115

Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) on the estimated assessable profits derived from Hong Kong. Taxation in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

香港利得稅乃以源自香港之估計應課稅溢利按17.5%(二零零六年:17.5%)之稅率計算。其他司法地區之稅項乃按個別司法地區各自採用之稅率計算。

The low effective tax rate is attributable to the fact that a substantial portion of the Group's profit neither arises in, nor is derived from, Hong Kong and is accordingly not subject to Hong Kong Profits Tax and such profit is either exempted or not subject to taxation in any other jurisdictions.

實際稅率偏低之原因為本集團大部分溢利既非於香港賺取，亦非源自香港，故毋須繳納香港利得稅，而此等溢利已獲豁免或毋須繳納任何其他司法地區之稅項。

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

本年度遞延稅項之詳情載於附註29。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 10. TAXATION (Continued)

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit before taxation	除稅前溢利	410,255	331,670
Tax at Hong Kong Profits Tax rate of 17.5% (2006: 17.5%)	按香港利得稅率 17.5% 計算之稅項 (二零零六年: 17.5%)	71,795	58,042
Tax effect of profits exempted or not subject to taxation in other jurisdictions	於其他司法地區獲豁免繳稅或毋須課稅之溢利之稅務影響	(84,034)	(65,749)
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法地區經營之不同稅率之影響	1	20
Tax effect of income not taxable for tax purposes	毋須就稅務目的繳稅之收入之稅務影響	(4,904)	(803)
Tax effect of expenses not deductible for tax purposes	不可就稅務目的扣減之開支之稅務影響	16,825	10,496
Underprovision in prior years	過往年度之不足撥備	-	66
Tax losses not recognised	未確認之稅項虧損	725	467
Others	其他	(407)	(2,424)
Taxation for the year	本年度之稅項	1	115

### 10. 稅項(續)

本年度之稅項支出與綜合損益表之溢利對賬如下：

### 11. DIVIDENDS

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Final dividend proposed in scrip form equivalent to HK2.5 cents (2006: HK2 cents) per share, with a cash option	按以股代息方式派發相等於每股 2.5 港仙之擬派末期股息 (二零零六年: 2 港仙), 可選擇現金	79,998	58,245
Interim dividend paid in scrip form equivalent to HK1.3 cents (2006: HK1.1 cents) per share, with a cash option	按以股代息方式派發相等於每股 1.3 港仙之中期股息 (二零零六年: 1.1 港仙), 可選擇現金	40,025	31,342
Underprovision in prior year	上年度撥備不足	-	3,456
		120,023	93,043

The proposed final dividend for 2007 is based on 3,199,932,036 shares in issue at 30 June 2007.

二零零七年度擬派末期股息乃按於二零零七年六月三十日之已發行股份 3,199,932,036 股為基準計算。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 12. EARNINGS PER SHARE

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Earnings attributable to equity holders of the Company for the purpose of calculating basic and diluted earnings per share	以計算基本及經攤薄每股盈利之本公司股本權益持有人應佔溢利之盈利	412,018	332,700

### 12. 每股盈利

基本及經攤薄每股盈利乃按下列數據計算：

		Number of shares ('000) 股份數目(以千股計)	
		2007 二零零七年	2006 二零零六年
Weighted average number of shares for the purpose of calculating basic earnings per share	以計算基本每股盈利之加權平均股份數目	2,983,497	2,673,356
Effect of dilutive potential ordinary shares: Subscription rights attached to convertible bonds	普通股之潛在攤薄影響：可換股債券所附權利	14,629	7,111
Weighted average number of shares for the purpose of calculating diluted earnings per share	以計算經攤薄每股盈利之加權平均股份數目	2,998,126	2,680,467

No diluted earnings per share is presented in respect of the convertible bonds in 2007, as the conversion of convertible bonds would result in an increase in earnings per share.

由於兌換可換股債券將導致每股盈利增加，因此二零零七年並無就可換股債券呈列經攤薄每股盈利。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

		Land and buildings	Plant and machinery and telecom- munications networks	Total
		土地及樓宇 HK\$'000 千港元	廠房、機器 及電信網絡 HK\$'000 千港元	總計 HK\$'000 千港元
<b>COST</b>				
	<b>成本值</b>			
At 1 July 2005	於二零零五年七月一日	21,870	324,204	346,074
Currency realignment	匯兌調整	510	6,970	7,480
Additions	添置	–	7,329	7,329
Acquired on acquisition of a subsidiary	於收購一間附屬公司時購入	–	1,627	1,627
Disposals	出售	–	(13,151)	(13,151)
At 30 June 2006	於二零零六年六月三十日	22,380	326,979	349,359
Currency realignment	匯兌調整	1,794	29,269	31,063
Additions	添置	–	9,026	9,026
Disposals	出售	(261)	(11,627)	(11,888)
At 30 June 2007	於二零零七年六月三十日	23,913	353,647	377,560
<b>DEPRECIATION</b>				
	<b>折舊</b>			
At 1 July 2005	於二零零五年七月一日	5,630	296,127	301,757
Currency realignment	匯兌調整	145	6,678	6,823
Provided for the year	年內撥備	249	10,425	10,674
Eliminated on disposals	出售時撇除	–	(12,975)	(12,975)
At 30 June 2006	於二零零六年六月三十日	6,024	300,255	306,279
Currency realignment	匯兌調整	248	27,181	27,429
Provided for the year	年內撥備	272	10,116	10,388
Eliminated on disposals	出售時撇除	(54)	(10,963)	(11,017)
At 30 June 2007	於二零零七年六月三十日	6,490	326,589	333,079
<b>CARRYING VALUES</b>				
	<b>賬面值</b>			
At 30 June 2007	於二零零七年六月三十日	17,423	27,058	44,481
At 30 June 2006	於二零零六年六月三十日	16,356	26,724	43,080





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 13. 物業、廠房及設備 (續)

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
The carrying values of the Group's property interests comprise:	本集團之物業權益賬面值包括：		
Freehold properties held outside Hong Kong	於香港以外地區持有永久業權之物業	17,131	15,130
Properties held outside Hong Kong under long leases (Note)	於香港以外地區持有長期契約之物業 (附註)	292	1,226
		<b>17,423</b>	<b>16,356</b>
The Group leases equipment to customers on operating lease terms. The carrying value of such equipment, which is included in plant and machinery and telecommunications networks, is as follows:	本集團以經營租賃方式租賃器材予客戶。有關器材之賬面值已包括在廠房及機器及電信網絡內，茲分列如下：		
Customer equipment at cost	客戶器材 (按成本值)	100,505	92,317
Less: Accumulated depreciation	減：累計折舊	(99,004)	(90,511)
Carrying value	賬面值	<b>1,501</b>	<b>1,806</b>

At 30 June 2007, certain land and buildings of the Group with a carrying value of HK\$12,915,000 (2006: HK\$11,865,000) were pledged to a bank as security for banking facilities granted to the Group.

本集團於二零零七年六月三十日賬面淨值為12,915,000港元(二零零六年：11,865,000港元)之若干土地及樓宇已抵押予銀行，作為本集團獲得銀行融資之擔保。

Note: Owner-occupied leasehold land is included in property, plant and equipment as the allocations between the land and buildings elements cannot be made reliably.

附註：自用租賃土地於未能可靠地在土地及樓宇項目中分配時方納入於物業、廠房及設備。







#### 14. DEVELOPMENT COSTS FOR SYSTEMS AND NETWORKS

#### 14. 系統及網絡之開發成本

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>COST</b>	<b>成本值</b>		
At beginning of the year	年初	780,856	486,697
Currency realignment	匯兌調整	(119)	-
Transferred from deposits	按金撥出	296,400	288,600
Additions	添置	140,560	784
Acquired on acquisition of a subsidiary	於收購一間附屬公司時購入	-	4,775
<b>At end of the year</b>	<b>年結</b>	<b>1,217,697</b>	780,856
<b>AMORTISATION</b>	<b>攤銷</b>		
At beginning of the year	年初	231,200	131,714
Provided for the year	本年度撥備	145,751	99,486
At end of the year	年結	376,951	231,200
<b>CARRYING VALUE</b>	<b>賬面值</b>		
At end of the year	年結	840,746	549,656

Development costs for systems and networks include all direct costs incurred in setting up and development of systems and networks. The Group's development costs for systems and networks (other than those that are not yet available for intended use) are amortised over the estimated economic lives of a maximum of five years.

系統及網絡之開發成本包括設立及開發系統及網絡之所有直接成本。本集團之系統及網絡開發成本(尚未可作擬定用途者除外)按估計經濟年期(最多為五年)予以攤銷。

#### 15. GOODWILL

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGU"s) that are expected to benefit from that business combination which is included in the business segment of provision of services and software licensing. The carrying amount of goodwill had been allocated as follows:

#### 15. 商譽

業務合併所收購之商譽乃於收購時分配至預期受惠於業務合併並計入提供服務及軟件特許權業務分類下之變現單位(「變現單位」)。商譽之賬面值已分配如下：

		2006 and 2007 二零零六年及二零零七年 HK\$'000 千港元
Provision of e-lottery services	電子博彩服務撥備	36,795





### 15. GOODWILL (Continued)

During the year ended 30 June 2007, management of the Group determines that there are no impairment of any of its CGUs containing goodwill.

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

For the year, the Group performed impairment review for goodwill based on cash flow forecasts derived from the most recent financial budgets for the next five years approved by management using the same discount rate of 10% which reflects current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. No impairment loss was considered necessary.

### 15. 商譽(續)

截至二零零七年六月三十日止年度，本集團管理層確定，其任何變現單位並無商譽減值。

變現單位之可收回數額乃以使用價值計算方法釐定。使用價值計算法之主要假設涉及期內之貼現率、增長率以及售價和直接成本之預期變動。管理層使用可反映市場現時評估之金額時值及變現單位之特定風險之稅前比率對貼現率作出估算。增長率以行業增長預測為基準。售價及直接成本之變動乃以過往慣例及市場預期之未來變動為基準。

年內，本集團已按現金流量預測(源自管理層所批准未來五年之最近期財務預算)基準對商譽進行減值檢討，並使用10%之相同貼現率，以反映市場現時評估之金額時值及變現單位之特定風險。增長率乃以行業增長預測為基準。本集團認為毋須作出減值虧損。

### 16. INTANGIBLE ASSETS

### 16. 無形資產

		License rights 特許權 HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
Balance at 1 July 2005	於二零零五年七月一日之結餘	—
Acquired on acquisition of a subsidiary	於收購一間附屬公司時購入	11,800
Balance at 30 June 2006 and 30 June 2007	於二零零六年六月三十日及二零零七年六月三十日之結餘	11,800
<b>AMORTISATION</b>	<b>攤銷</b>	
Balance at 1 July 2005	於二零零五年七月一日之結餘	—
Charge for the year	年內攤銷	1,770
Balance at 30 June 2006	於二零零六年六月三十日之結餘	1,770
Charge for the year	年內攤銷	2,360
Balance at 30 June 2007	於二零零七年六月三十日之結餘	4,130
<b>CARRYING VALUE</b>	<b>賬面值</b>	
At 30 June 2007	於二零零七年六月三十日	7,670
At 30 June 2006	於二零零六年六月三十日	10,030





### 16. INTANGIBLE ASSETS (Continued)

The license rights for provision of e-lottery services were acquired as part of a business combination in the previous year. The license rights have definite useful lives and are amortised on a straight-line basis over the period of the right granted or 5 years, whichever is shorter.

### 16. 無形資產(續)

本公司於上年度已收購提供電子博彩服務之特許權作為業務合併之一部份。特許權具特定可用年期，並於所授權利之期間或五年(以較短者為準)以直線法攤銷。

### 17. AVAILABLE-FOR-SALE INVESTMENTS

### 17. 可供出售投資

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Unlisted equity securities, in respect of:	非上市股本證券，關於：		
– Interest in e-commerce projects	– 電子商貿項目權益	28,094	28,094
– Others	– 其他	37,711	14,759
Impairment losses recognised	所確認之減值虧損	(65,805)	(42,853)
		–	–
Unlisted debt securities with guaranteed return, in respect of:	有保證回報之非上市債務證券，關於：		
– Interest in e-commerce projects	– 電子商貿項目權益	98,957	98,957
– Others	– 其他	302,985	185,538
Capital receipt from the investments	投資之資本收益	(151,306)	(91,273)
		250,636	193,222

The unlisted debt securities with guaranteed return represent the Group's investments in certain securities which have guaranteed a pre-determined return to the Group over a fixed period of time. The pre-determined returns are non-interest bearing and denominated in United States dollars. Payments receivables each year for investments with pre-determined return are apportioned between income and reduction of the carrying value of the investments so as to reflect a constant periodic rate of return. The pre-determined sums will be received for a period of 5 years by half-yearly instalments and are discounted at the effective interest rate of 10% per annum.

有保證回報之非上市債務證券指本集團於若干固定期間為本集團帶來預定保證回報之證券之投資。預定回報不附帶利息，並以美元計值。每年按預定回報應收投資之款項乃於投資之收入與投資賬面值減少之間分配，以反映固定之定期回報率。預定金額將於5年期間內每半年分期收取，並按每年10%之實際利率貼現。





### 17. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

The unlisted equity investments represent investments in unlisted equity securities issued by private entities incorporated outside Hong Kong. They are measured at cost less impairment losses at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

In 2007, the directors of the Company reviewed the carrying amount of the unlisted equity securities and identified an impairment loss of HK\$22,952,000 (2006: HK\$6,763,000) estimated based on expected cash flows projection from such investments.

### 18. DEPOSITS

Deposits were paid in connection with the following:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Development costs for systems and networks	系統及網絡之開發成本	696,540	464,100
Acquisition of investments	收購投資	-	971
		<b>696,540</b>	465,071

### 19. INVENTORIES

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Raw materials	原料	11,883	9,622
Work in progress	在製品	2,277	2,874
Finished goods	製成品	15,044	14,276
		<b>29,204</b>	26,772

### 17. 可供出售投資(續)

非上市股本投資指於香港以外地區註冊成立之私人實體所發行之非上市股本證券之投資。該等投資於各結算日按成本減去減值虧損計量，此乃由於合理公平價值估算範圍甚大，本公司董事認為未能可靠地計量其公平價值。

於二零零七年，本公司董事根據該等被投資公司之預期現金流量預測估算減值虧損22,952,000港元（二零零六年：6,763,000港元）。

### 18. 按金

有關以下項目已付之按金：

### 19. 存貨





## 20. TRADE AND OTHER RECEIVABLES

## 20. 應收貿易及其他賬款

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade receivables	應收貿易賬款	225,053	198,973
Guaranteed distribution receivables	應收保證分派	43,863	32,163
Other receivables	應收其他賬款	129,835	115,359
		<b>398,751</b>	<b>346,495</b>

The Group maintains a well-defined credit policy regarding its trade customers dependent on their credit worthiness, nature of services and products, industry practice and condition of the market with credit period ranging from 30 to 180 days. The aged analysis of trade receivables at the reporting date is as follows:

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
0 – 60 days	0–60日	169,073	152,492
61 – 90 days	61–90日	50,136	43,446
91 – 180 days	91–180日	1,137	1,276
> 180 days	> 180日	4,707	1,759
		<b>225,053</b>	<b>198,973</b>

The trade and other receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

應收貿易及其他賬款乃以有關集團實體之功能貨幣以外之貨幣計值，茲列如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
United States dollars	美元	222,084	196,480

The directors consider the carrying amount of trade and other receivables approximates its fair value.

董事認為，應收貿易及其他賬款之賬面值與其公平價值相若。





### 21. DEPOSITS, BANK BALANCES AND CASH

The Group's deposits, bank balances and cash are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
United States dollars	美元	62,510	62,808
Renminbi	人民幣	22	14,960
Others	其他	4,317	6,589

The deposits, bank balances and cash comprises short-term deposits with maturity of three months or less and cash held by the Group. The deposits carry interest at a variable rate at an average rate of 0.1% (2006: 0.1%). The directors consider that the carrying amount of deposits, bank balances and cash at 30 June 2007 approximates its fair value.

### 21. 存款、銀行結存及現金

本集團之存款、銀行結存及現金乃以有關集團實體之功能貨幣以外之貨幣計值，茲列如下：

存款、銀行結存及現金包括到期日為三個月或以內之短期存款及本集團持有之現金。存款按浮動利率計息，平均利率為0.1厘（二零零六年：0.1厘）。董事認為，於二零零七年六月三十日，存款、銀行結存及現金之公平價值與其賬面值相若。





### 22. TRADE AND OTHER PAYABLES

At 30 June 2007, the balance of trade and other payables included trade payables of HK\$14,188,000 (2006: HK\$11,143,000). The aged analysis of trade payables at the reporting date is as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
0 – 60 days	0 – 60 日	9,874	7,487
61 – 90 days	61 – 90 日	642	630
91 – 180 days	91 – 180 日	1,061	267
> 180 days	> 180 日	2,611	2,759
		<b>14,188</b>	11,143

The directors consider that the carrying amount of trade and other payables approximates its fair value.

### 22. 應付貿易及其他賬款

於二零零七年六月三十日，應付貿易及其他賬款之結餘中包括14,188,000港元(二零零六年：11,143,000港元)之應付貿易賬款。應付貿易賬款於報告日期之賬齡分析如下：

董事認為，應付貿易及其他賬款之賬面值與其公平價值相若。

### 23. WARRANTY PROVISION

At 1 July 2006	於二零零六年七月一日	1,683	1,716
Currency realignment	匯兌調整	138	55
Provided during the year	年內已撥備	2,492	2,495
Utilised during the year	年內已動用	(2,453)	(2,583)
At 30 June 2007	於二零零七年六月三十日	<b>1,860</b>	1,683

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

### 24. AMOUNT DUE FROM/TO ULTIMATE HOLDING COMPANY

The amount is unsecured, interest-free and repayable on demand. The directors consider that the carrying amount of amount due from/to ultimate holding company approximates its fair value.

### 23. 保養撥備

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At 1 July 2006	於二零零六年七月一日	1,683	1,716
Currency realignment	匯兌調整	138	55
Provided during the year	年內已撥備	2,492	2,495
Utilised during the year	年內已動用	(2,453)	(2,583)
At 30 June 2007	於二零零七年六月三十日	<b>1,860</b>	1,683

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

### 24. 應收／應付最終控股公司款項

該筆款項為無抵押、免息及須按要償還。董事認為，應收／應付最終控股公司款項之賬面值與其公平價值相若。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 25. BANK BORROWINGS

### 25. 銀行借貸

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank borrowings comprise the following:	銀行借貸包括下列各項：		
Bank loans	銀行貸款	49,610	53,329
Mortgage loan	按揭貸款	1,171	1,751
		<b>50,781</b>	55,080

Included in above were bank borrowings of HK\$1,171,000 (2006: HK\$1,751,000), which were secured by the Group's land and buildings with a net book value of HK\$12,915,000 (2006: HK\$11,865,000).

包括於上述款項為銀行借貸1,171,000港元(二零零六年：1,751,000港元)，已由本集團以賬面淨值為12,915,000港元(二零零六年：11,865,000港元)之土地及樓宇作抵押。

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank borrowings bear interest at variable-rates and are repayable as follows:	按不同利率計息之 銀行借貸之還款期如下：		
On demand or within one year	按通知或一年內	50,408	54,019
Between one to two years	一至兩年內	373	735
Between two to three years	兩至三年內	-	326
		<b>50,781</b>	55,080
Less: Amount due within one year shown under current liabilities	減：一年內到期並已列作流動 負債之金額	<b>(50,408)</b>	(54,019)
Amount due after one year	一年後到期之金額	<b>373</b>	1,061

The above bank borrowings bear variable interest at an average rate of 7.11% (2006: 6.55%). The directors consider that the carrying amount of the above borrowings approximates its fair value.

上述銀行借貸乃按不同利率計息，平均利率為7.11厘(二零零六年：6.55厘)。董事認為，上述銀行借貸之賬面值與其公平價值相若。







# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 26. OTHER BORROWINGS

### 26. 其他借貸

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
The other borrowings represent block discounting loans and are repayable as follows:	其他借貸指大宗折扣貸款，還款期如下：		
Within one year	一年內	1,861	2,650
Between one to two years	一至兩年內	506	1,717
Between two to three years	兩至三年內	210	461
Between three to four years	三至四年內	-	171
		<b>2,577</b>	4,999
Less: Amount due within one year shown under current liabilities	減：一年內到期並已列作流動負債之金額	<b>(1,861)</b>	(2,650)
Amount due after one year	一年後到期之金額	<b>716</b>	2,349

The above other borrowings bear variable interest at an average rate of 8% (2006: 7.16%). The directors consider the carrying amount of other borrowings approximates its fair value.

上述之其他借貸乃按不同利率計息，平均利率為8厘（二零零六年：7.16厘）。董事認為，其他借貸之賬面值與其公平價值相若。

### 27. CONVERTIBLE BONDS

### 27. 可換股債券

		HK\$'000 千港元
As at 1 July 2005	於二零零五年七月一日	71,010
Currency realignment	匯兌調整	(367)
Change in fair value during the year	年內公平價值變動	51,341
Converted during the year	年內兌換	(103,765)
As at 30 June 2006	於二零零六年六月三十日	18,219
Currency realignment	匯兌調整	30
Issue of 1% convertible bonds	發行1厘可換股債券	62,400
Issue of subscription rights	發行認股權	(2,789)
Change in fair value during the year	年內公平價值變動	32,829
Converted during the year	年內兌換	(74,809)
As at 30 June 2007	於二零零七年六月三十日	35,880





### 27. CONVERTIBLE BONDS (Continued)

The convertible bonds are convertible any time before maturity and thus classified as current liabilities.

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

- (a) The outstanding principal amount of the Convertible Bonds may be converted at the option of the Bondholders in whole or in part into shares of HK\$0.1 each in the Company at any time from the date of issue of the Convertible Bonds up to one week prior to 1 April 2008, the maturity date of the Convertible Bonds, at a price equal to either 125% of the average of the closing prices per share for the 30 consecutive business days immediately prior to the date of the Subscription Agreement, subject to adjustment (the "Fixed Conversion Price") or 93% of the average of any five consecutive closing prices per share as selected by the Bondholder during the 30 consecutive business days immediately prior to the date on which notice of exercise of the bondholder is received by the Company (the "Floating Conversion Price"), provided that both the Fixed Conversion Price and the Floating Conversion Price shall not be less than the par value of the Company's shares.
- (b) The Convertible Bonds bear interest at the rate of 1% per annum and interest will be payable semi-annually in arrears in June and December in each year.
- (c) Unless previously redeemed, converted or purchased and cancelled, the Convertible Bonds will be redeemed at 100% of the principal amount at maturity.
- (d) The Convertible Bonds may be early redeemed at any time up to one week prior to 1 April 2008, at the option of the Company according to the terms and conditions set out in the Subscription Agreement of the Company.

### 27. 可換股債券 (續)

可換股債券於到期之前可隨時兌換，並歸類為流動負債。

於二零零五年四月一日本公司已就認購本公司所發行於二零零八年到期，本金總額多至 24,000,000 美元之 1 厘可換股債券（「可換股債券」）與獨立第三者（「債券持有人」）訂立認購協議（「認購協議」）。可換股債券之主要條款如下：

- (a) 可換股債券之尚未償還本金額可按債券持有人之意願，自可換股債券發行日期至二零零八年四月一日可換股債券到期前一個星期期間內任何時間，按相等於股份於緊接認購協議日期前 30 個連續營業日之每股平均收市價之 125% 之價格（可予調整）（「固定兌換價」），或緊接本公司取得債券持有人之行使通知前 30 個連續營業日期間，債券持有人所選擇之任何連續五個營業日之每股收市價平均數之 93% 之價格（「浮動兌換價」），全部或部分兌換為本公司每股面值 0.1 港元之股份，惟固定兌換價及浮動兌換價兩者均不得低於本公司股份之面值。
- (b) 可換股債券乃按年利率 1 厘計息，而利息於每年六月及十二月每半年分期支付。
- (c) 除非可換股債券已於早前贖回、兌換或購入及註銷，否則可換股債券於到期時可贖回全數本金。
- (d) 可換股債券可由本公司選擇於二零零八年四月一日一週前任何時間，按本公司之認購協議所訂之條款提前贖回。





### 27. CONVERTIBLE BONDS (Continued)

Pursuant to the Subscription Agreement: the Company issued Convertible Bonds with an aggregate principal amount of US\$8,000,000 in April 2005; the Bondholder has an option to require the Company to issue additional Convertible Bonds of US\$8,000,000 (the "Call Option") within a defined period; and the Company was also granted an option to issue and require the Bondholder to subscribe an aggregate principal amount of Convertible Bonds of US\$8,000,000 (the "Put Option") within a defined period.

On 23 August 2006, the Bondholder exercised the Call Option and the Company issued additional Convertible Bonds of US\$8,000,000.

As the conversion price is not fixed and the conversion option of the Convertible Bonds will not result in settlement by the exchange of a fixed amount for fixed number of equity instruments, the conversion option is regarded as a derivative.

The convertible bonds include the liability component and embedded derivatives (including the conversion option, the Call and Put Option and an early redemption option). On application of HKAS 39 on 1 July 2005, the Group has elected to designate the entire convertible bonds as financial liabilities at fair value through profit or loss.

The fair value of the liability component of the convertible bonds at 30 June 2007 was determined based on the present value of the estimated future cash flows discounted at the expected borrowing rate of the Company of Hong Kong Inter-bank Offered Rate ("HIBOR") plus 1.9% (2006: HIBOR plus 1.9%).

The fair value of the conversion option and redemption option embedded was calculated using the Binomial model. The inputs into the model were as follows:

		30.6.2007 二零零七年 六月三十日	30.6.2006 二零零六年 六月三十日
Stock price	股份價格	HK\$0.76 港元	HK\$0.44 港元
Exercise price	行使價	HK\$0.3844 港元	HK\$0.3844 港元
Expected volatility	預期波幅	40%	40%
Maturity life	到期年期	0.76 years 年	1.75 years 年
Risk-free rate	零風險比率	4.10%	4.53%
Expected dividend yield	預期週息率	5%	5%

### 27. 可換股債券(續)

根據認購協議，本公司於二零零五年四月發行部分本金總額為8,000,000美元之可換股債券。債券持有人有權要求本公司於指定期間內發行額外8,000,000美元之可換股債券(「認購權」)，而本公司亦已獲授予一項於指定期限內發行及要求債券持有人認購本金總額為8,000,000美元之可換股債券之權利(「認沽權」)。

於二零零六年八月二十三日，債券持有人行使認購權，本公司繼而額外發行8,000,000美元可換股債券。

由於兌換價並無訂定，故可換股債券之兌換權將不會導致以固定金額交換固定數目之股本工具的方式付款，故兌換權被視為衍生工具。

可換股債券包括負債部分及內含衍生工具(包括兌換權、認購及認沽權以及提前贖回選擇權)。於二零零五年七月一日採用香港會計準則第39號後，本集團選擇將全部可換股債券指定為按公平價值透過損益表列賬之財務負債。

於二零零七年六月三十日，可換股債券之負債部分之公平價值乃按估計未來現金流量之現值釐定，而該現金流量乃按本公司預期之香港銀行同業拆息(「香港銀行同業拆息」)另加1.9厘(二零零六年：香港銀行同業拆息加1.9厘)之借貸利率貼現。

內含兌換權及贖回選擇權之公平價值乃以二項式期權定價模式計算。此模式所涉及之輸入數據如下：





### 27. CONVERTIBLE BONDS (Continued)

The fair value of the Put Option and the Call Option in the prior year were calculated using the Binomial model. The inputs into the model were as follows:

		Call Option 認購權		Put Option 認沽權	
		30.6.2007 二零零七年 六月三十日	30.6.2006 二零零六年 六月三十日	30.6.2007 二零零七年 六月三十日	30.6.2006 二零零六年 六月三十日
Underlying asset price	相關資產價格	-	HK\$80,200,000 港元	HK\$73,730,000 港元	HK\$71,760,000 港元
Exercise price	行使價	-	HK\$62,240,000 港元	HK\$62,240,000 港元	HK\$62,240,000 港元
Expected volatility	預期波幅	-	11%	11.1%	11%
Maturity life	到期年期	-	1.75 years 年	0.92 years 年	1.75 years 年
Risk free rate	零風險比率	-	4.53%	4.10%	4.53%
Expected dividend yield	預期週息率	-	1%	1%	1%

In 2005, under the Subscription Agreement, the Company has granted to the Bondholder an additional right to subscribe for up to 30,437,073 new shares in the Company at a subscription price of HK\$0.3844 per share, exercisable for a period of three years from the date of issue. During the year, on exercise of the Call Option by the Bondholder, the Company has also granted an additional right to the Bondholder to subscribe for up to 30,347,707 new shares in the Company at a subscription price of HK\$0.3844 per share, exercisable until 31 March 2008. (Collectively referred to as the "Subscription Rights")

As the Subscription Rights granted to the Bondholder will result in settlement by the exchange of a fixed amount for fixed number of equity instrument, the fair value of the Subscription Rights granted is recognised in equity as subscription right reserve on initial recognition.

### 27. 可換股債券(續)

認沽權及認購權之公平價值乃以二項式期權定價模式計算。該模式所涉及之輸入數據如下：

根據認購協議，本公司於二零零五年已授予債券持有人權利，以認購價每股0.3844港元認購多至30,437,073股本公司新股份，而該權利可於發行日期起計三年期間予以行使。年內，因債券持有人行使認購權，本公司亦已額外授予債券持有人權利，以認購價每股0.3844港元認購至多30,347,707股本公司新股份，而該權利行使至二零零八年三月三十一日（統稱「認購權利」）。

由於授予債券持有人之認購權利將導致以固定金額交換固定數目之股本工具之方式付款，故所授出之認購權利之公平價值乃於初步確認時在權益內確認為認購權。





### 27. CONVERTIBLE BONDS (Continued)

The fair value of the Subscription Rights at the respective date of grants were calculated using the Binomial model. The inputs into the model were as follows:

		2007 二零零七年	2006 二零零六年
Stock price	股份價格	HK\$0.42 港元	HK\$0.33 港元
Exercise price	行使價	HK\$0.3844 港元	HK\$0.3844 港元
Expected volatility	預期波幅	40%	40%
Maturity life	到期年期	1.61 years 年	3 years 年
Risk-free rate	零風險比率	3.88%	3.57%
Expected dividend yield	預期週息率	5%	5%

During the year, US\$5,700,000 (2006: US\$7,900,000) of the issued Convertible Bonds were converted into 115,740,000 (2006: 164,910,000) shares of HK\$0.1 each of the Company at a price of HK\$0.3844 (2006: ranged from HK\$0.3274 to HK\$0.3844) per share.

### 27. 可換股債券(續)

認購權利於授出日期之公平價值乃以二項式期權定價模式計算。此模式所涉及之輸入數據如下：

年內，5,700,000 美元(二零零六年：7,900,000 美元)之已發行可換股債券乃以每股0.3844港元(二零零六年：介乎0.3274港元至0.3844港元)之價格兌換為115,740,000(二零零六年：164,910,000)股本公司每股面值0.1港元之股份。

### 28. RETIREMENT BENEFIT SCHEMES

#### Defined contribution scheme

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

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

Commencing from December 2000, the Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the "MPF") scheme. The retirement benefit cost of the MPF scheme charged to the consolidated income statement represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

During the year, retirement benefit scheme contributions paid for the above scheme, net of nil (2006: nil) forfeited contributions, amounted to HK\$586,000 (2006: HK\$235,000).

### 28. 退休福利計劃 定額供款計劃

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

自綜合損益表扣除之退休福利計劃供款乃本集團按計劃規則指定之比率向有關基金支付之供款。倘僱員於合資格領取全部供款之前退出計劃，本集團應付之供款將以已沒收之供款扣減。

自二零零零年十二月起，本集團規定其於香港之所有合資格僱員參與強制性公積金(「強積金」)計劃。於綜合損益表扣除之強積金計劃退休福利費用指本集團按強積金計劃規則規定之比率對強積金計劃作出之供款。

年內，上述計劃已支付之退休福利計劃供款(扣除金額為零(二零零六年：零)之沒收供款後)為586,000港元(二零零六年：235,000港元)。





### 28. RETIREMENT BENEFIT SCHEMES (Continued)

#### Defined benefit scheme

Certain subsidiaries of the Company operate a self-administered, funded pension scheme. The scheme provides defined pension benefits related to service, and final earnings and capital sums on death. Membership is optional for all staff paid monthly and aged over 21 years.

The contributions which are determined by a qualified actuary on the basis of triennial valuations using the projected unit credit method are charged to the consolidated income statement. Under the scheme, the employees are entitled to a pension between 1.67% and 2.50% of final salary for each year of pensionable service at a normal age of 65. No other post-retirement benefits are provided. The most recent actuarial valuations of scheme assets and the present value of the defined benefit obligations were carried out at 31 December 2005 by Ms. Alison Bostock, Fellow of the Institute of Actuaries, and were updated to 30 June 2007 for the accounting reporting purpose. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries, pensions and share dividends.

The main actuarial assumptions used were as follows:

		30.6.2007 二零零七年 六月三十日	30.6.2006 二零零六年 六月三十日
Discount rate	貼現率	5.90%	5.30%
Expected return on scheme assets	預期之計劃資產回報	7.20%	6.60%
Expected rate of salary increase	預期之薪金升幅	3.10%	2.80%
Future pension increases	未來之退休金升幅	3.10%	2.80%

### 28. 退休福利計劃(續)

#### 定額福利計劃

本公司屬下若干附屬公司設立一項自行管理之退休福利計劃。上述計劃乃提供有關僱員服務期間之定額退休福利、僱員身故時之最後損益及撫恤金。以月薪計及年滿21歲之所有僱員可選擇參加上述計劃。

根據合資格精算師每隔三年按預計單位貸記法進行估值加以評估之供款，乃於綜合損益表中扣除。根據該計劃，僱員一般於年屆65歲時就每年提供可獲退休金之服務應得之退休金介乎最終薪金之1.67%至2.50%之間。本集團並無提供其他退休後期福利。最近之計劃資產精算估值及定額福利承擔現值乃於二零零五年十二月三十一日由精算學會成員 Alison Bostock 女士進行，並已於二零零七年六月三十日更新，以便進行會計申報事宜。對估值結果最具影響之假設乃有關投資回報率及薪金、退休金與股息之增加比率方面之假設。

所用之主要精算假設如下：





## 28. RETIREMENT BENEFIT SCHEMES (Continued)

### Defined benefit scheme (Continued)

The actuarial valuation updated to 30 June 2007 showed that the market value of the scheme assets was HK\$247,495,000 (2006: HK\$229,349,000) and that the actuarial value of these assets represented 70% (2006: 67%) of the benefits that had accrued to members.

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current service cost	現行服務成本	3,388	3,513
Interest on obligation	承擔之利息	18,929	16,571
Expected return on plan assets	計劃資產之預期回報	(15,766)	(13,059)
Net actuarial losses	精算虧損淨額	-	1,256
		<b>6,551</b>	<b>8,281</b>

The charge for the year has been included in cost of sales.

本年度支出已計入銷售成本。

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

因本集團之定額福利退休計劃承擔而產生之金額已計入綜合資產負債表，載述如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Fair value of scheme assets	計劃資產之公平價值	247,495	229,349
Present value of funded obligations	資金承擔之現值	(353,421)	(344,682)
Net unrecognised actuarial losses	未確認之精算虧損淨額	9,941	27,319
		<b>(95,985)</b>	<b>(88,014)</b>





### 28. RETIREMENT BENEFIT SCHEMES (Continued)

#### Defined benefit scheme (Continued)

Movements in the present value of the defined benefit obligation are as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At beginning of the year	年初	344,682	339,292
Currency realignment	匯兌調整	32,411	7,347
Service cost	服務成本	3,388	3,513
Interest cost	利息成本	18,929	16,571
Actuarial gain	精算收益	(32,587)	(15,015)
Contributions	供款	2,078	2,066
Benefits paid	所付福利	(15,480)	(9,092)
At end of the year	年結	353,421	344,682

Movements in the fair value of plan assets are as follows:

### 28. 退休福利計劃(續)

#### 定額福利計劃(續)

定額福利承擔之現值變動如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At beginning of the year	年初	229,349	207,735
Currency realignment	匯兌調整	22,076	5,195
Expected return on plan assets	計劃資產之預期回報	15,766	13,059
Actuarial (loss) gain	精算(虧損)收益	(13,387)	4,146
Contributions	供款	9,171	8,306
Benefits paid	所付福利	(15,480)	(9,092)
At end of the year	年結	247,495	229,349

計劃資產之公平價值變動如下：







### 28. RETIREMENT BENEFIT SCHEMES (Continued)

#### Defined benefit scheme (Continued)

The fair value of plan assets and the expected rate of return at the balance sheet date is analysed as follows:

		預期回報率		計劃資產之公平價值	
		Expected return		Fair value of plan assets	
		2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
		HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元
Equity instruments	股本工具	7.90%	7.40%	188,162	169,262
Debt instruments	債務工具	4.90%	4.40%	59,097	54,616
Other assets	其他資產	5.50%	4.50%	236	5,471
				247,495	229,349

The weighted average rate of return of assets held is 7.2% (2006: 6.6%). The overall expected rate of return is a weighted average of the expected returns of the various categories of plan assets held. The assumptions used in determining the overall expected return of the scheme have been set with reference to yields available on government bonds and appropriate risk margins.

The actual return on plan assets was HK\$2,379,000 (2006: HK\$17,205,000).

The history of the plan for the current and prior period is as follows:

		2007 二零零七年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Present value of defined benefit obligation	定額福利承擔之現值	353,421	344,682	339,292
Fair value of plan assets	計劃資產之公平價值	(247,495)	(229,349)	(207,735)
Deficit	虧絀	105,926	115,333	131,557
Experience adjustments on plan liabilities	計劃負債之過往調整	(32,587)	(15,015)	42,047
Experience adjustments on plan assets	計劃資產之過往調整	(13,387)	4,146	8,768

### 28. 退休福利計劃(續)

#### 定額福利計劃(續)

計劃資產於結算日之公平價值及預期回報率分析如下：

所持資產之加權平均回報率為7.2% (二零零六年：6.6%)。預期整體回報率乃持有不同類別計劃資產預期回報之加權平均數。用於釐定計劃之預期整體回報之假設乃參照政府債券之收益率及合適之風險限額而釐定。

計劃資產之實際回報為2,379,000港元(二零零六年：17,205,000港元)。

此計劃於本期間及過往期間之記錄如下：





### 29. DEFERRED TAXATION

The following is the deferred taxation liability recognised and movement thereon:

		加速稅項折舊 Accelerated tax depreciation	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	206	193
Currency realignment	匯兌調整	(34)	11
Movement for the year (note 10)	年內變動(附註10)	(23)	2
Balance at end of the year	年終結餘	149	206

At the balance sheet date, the Group has unused tax losses of approximately HK\$35,418,000 (2006: HK\$31,275,000) 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.

### 29. 遞延稅項

已確認之遞延稅項負債及其變動如下：

於結算日，本集團有可供抵銷未來溢利之未動用稅項虧損約35,418,000港元(二零零六年：31,275,000港元)。由於未能預測日後溢利流，故並無確認任何遞延稅項資產，該等稅項虧損或將無限期結轉。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 30. SHARE CAPITAL

### 30. 股本

		Number of shares 股份數目 ( '000) 以千股計	Amount 金額 HK\$'000 千港元
Authorised share capital of HK\$0.10 each:	每股面值0.10港元之法定股本：		
Balance at 1 July 2005	於二零零五年七月一日之結餘	3,000,000	300,000
Increase in share capital	股本增加	9,000,000	900,000
Balance at 30 June 2006 and 30 June 2007	於二零零六年六月三十日及 二零零七年六月三十日之結餘	12,000,000	1,200,000
Issued and fully paid share capital of HK\$0.10 each:	每股面值0.10港元之已發行及 繳足股本：		
Balance at 1 July 2005	於二零零五年七月一日之結餘	2,393,124	239,312
Issue of shares upon placement	於配售時發行股份	240,000	24,000
Issue of shares as 2005 final scrip dividend	發行股份作為二零零五年 末期以股代息	65,374	6,537
Issue of shares as 2006 interim scrip dividend	發行股份作為二零零六年 中期以股代息	48,845	4,885
Issue of shares upon conversion of convertible bonds	於兌換可投股債券時 發行股份	164,910	16,491
Balance at 30 June 2006	於二零零六年六月三十日之結餘	2,912,253	291,225
Issue of shares as 2006 final scrip dividend	發行股份作為二零零六年 末期以股代息	111,778	11,178
Issue of shares as 2007 interim scrip dividend	發行股份作為二零零七年 中期以股代息	60,161	6,016
Issue of shares upon conversion of convertible bonds	於兌換可換股債券時 發行股份	115,740	11,574
Balance at 30 June 2007	於二零零七年六月三十日之結餘	3,199,932	319,993

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

本年度內，本公司之股本出現下列變動：

- |  |  |
|--|--|
| <p>(a) In January 2007, 111,777,869 shares of HK\$0.1 each were issued at a price of HK\$0.415 per share upon election by shareholders to receive shares in the Company in lieu of the 2006 final dividend in cash pursuant to the scrip dividend scheme as detailed in a circular dated 18 December 2006;</p> | <p>(a) 於二零零七年一月，股東選擇按二零零六年十二月十八日之通函所載之以股代息計劃收取本公司股份代替二零零六年以現金收取末期股息，因而按每股0.415港元之價格發行111,777,869股每股面值0.1港元之股份；</p> |
| <p>(b) In June 2007, 60,161,464 shares of HK\$0.1 each were issued at a price of HK\$0.45 per share upon election by shareholders to receive shares in the Company in lieu of the 2007 interim dividend in cash pursuant to the scrip dividend scheme as detailed in a circular dated 26 April 2007; and</p>   | <p>(b) 於二零零七年六月，股東選擇按二零零七年四月二十六日之通函所載之以股代息計劃收取本公司股份代替二零零七年以現金收取中期股息，因而按每股0.45港元之價格發行60,161,464股每股面值0.1港元之股份；及</p>  |





### 30. SHARE CAPITAL (Continued)

- (c) During the year, US\$5,700,000 of the issued Convertible Bonds were converted into 115,740,000 shares of HK\$0.1 each of the Company at a price of HK\$0.3844 per share.

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

### 31. SHARE OPTION SCHEMES

On 29 November 2002, the Company adopted the share option scheme (the "Scheme") which, with a remaining life of about 5 years, will expire on 28 November 2012. The purpose of the Scheme is to attract and to retain quality personnel 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 directors, employees, consultants, advisors in respect of business, operation, management, technology, legal, accounting and financial matters of the Company, its subsidiaries or affiliates or any discretionary trust whose discretionary objects include the aforesaid persons or a company beneficially owned by the aforesaid persons as well as customers and suppliers of the Group, to subscribe for shares of the Company. Options granted are exercisable at any time for a period determined by its directors which will be less than ten years from the date of grant, where the acceptance date should not be later than 21 days after the date of offer.

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; or (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. 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 under the existing mandate limit 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 individual 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, without prior approval from the Company's shareholders. No share option under the Scheme has been granted since its adoption.

### 30. 股本(續)

- (c) 年內，5,700,000美元之已發行可換股債券已按每股0.3844港元之價格兌換為本公司115,740,000股每股面值0.1港元之股份。

所有已發行股份與當時之現有已發行股份於各方面均擁有同等權益。

### 31. 購股權計劃

於二零零二年十一月二十九日，本公司採納購股權計劃(「計劃」)，而計劃將於二零一二年十一月二十八日屆滿，剩餘約5年之年期。計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等對本集團之業務及營運作出貢獻。根據計劃，董事可向本集團任何合資格人士，包括涉及本公司、其附屬公司或聯屬公司之業務、營運、管理、技術、法律、會計及財務事宜之董事、僱員、顧問、諮詢人，或就任何全權信託而其受益人包括任何上述人士或其實益擁有之公司，以及本集團之客戶及供應商授予購股權，以認購本公司股份。所授出之購股權可於董事所釐定之期間任何時間行使，惟所釐定之期間不可多於有關購股權授出日期起計最多十年內行使，而接納日期應不遲於要約日期後二十一日。

計劃下之購股權之行使價(如本文所述可予以調整)為(i)股份面值；(ii)於授出日期(必須為營業日)在聯交所每日報價表所報之每股收市價；或(iii)於緊接授出日期前五個營業日在聯交所每日報價表所報之每股平均收市價，(以最高者為準)。根據計劃授出之購股權所涉及之股份數目上限不得超出本公司根據現有計劃授權上限於計劃批准日期已發行之股本之10%。然而，因行使所有尚未行使購股權而可予發行之股份總數上限不得超出本公司於任何時間內之已發行股本之30%。在未經本公司股東事先批准下，於任何十二個月期間，向任何個別人士授出購股權所涉及之股份數目，不得超出本公司在該十二個月期間最後一日之已發行股份1%。自計劃採納至今，並無根據計劃授出任何購股權。





### 32. ACQUISITION OF A SUBSIDIARY

On 4 October 2005, the Group acquired 60% of the issued share capital of Aspire Management Limited (“AML”) and its subsidiaries (the “AML Group”) for cash consideration of HK\$52 million and HK\$18 million for subscription of new shares in AML. AML Group is principally engaged in the provision of e-lottery services. This transaction had been accounted for using the purchase method of accounting.

The book value and fair value of the net assets of subsidiaries acquired in previous year were as follows:

		Book value 賬面值 HK\$'000 千港元	Fair value adjustment 公平價值調整 HK\$'000 千港元	Fair value 公平價值 HK\$'000 千港元
Net assets acquired:	所收購資產淨值：			
Property, plant and equipment	物業、廠房及設備	1,627	-	1,627
Development cost for systems and networks	系統及網絡之開發成本	4,775	-	4,775
License rights	特許權	-	11,800	11,800
Inventories	存貨	203	-	203
Trade and other receivables	應收貿易及其他賬款	1,459	-	1,459
Bank and cash balances	銀行及現金結存	33,520	-	33,520
Trade and other payables	應付貿易及其他賬款	(2,898)	-	(2,898)
Taxation payable	應付稅項	(16)	-	(16)
		<b>38,670</b>	<b>11,800</b>	<b>50,470</b>
Minority interests	少數股東權益			(17,265)
Goodwill	商譽			36,795
Total consideration, satisfied by cash	以現金支付之總代價			<b>70,000</b>
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：			
Cash consideration paid	所付現金代價			(70,000)
Cash and cash equivalents acquired	所收購現金及現金等額			33,520
				<b>(36,480)</b>

The goodwill arising on the acquisition of the AML Group is attributable to the anticipated profitability of the growing e-lottery business in the People's Republic of China and the anticipated future operating synergies from the combination.

The fair value of the intangible assets acquired was determined based on the discounted cash flow forecast on the projection of profit streams from the license rights held by AML Group at the date of acquisition.

### 32. 收購一間附屬公司

於二零零五年十月四日，本集團以現金代價 52,000,000 港元及以 18,000,000 港元購入新股方式，收購 Aspire Management Limited (「AML」) 及其附屬公司 (「AML 集團」) 之 60% 已發行股本。AML 集團主要從事提供電子博彩服務業務。此交易已使用會計購買法列賬。

於過往年度，所收購附屬公司之資產淨值之賬面值及公平價值如下：

收購 AML 集團所產生之商譽乃來自中華人民共和國不斷增長之電子博彩業務之預期溢利，及合併所產生之預計未來營運效益。

所收購無形資產之公平價值乃按貼現現金流量預測並按 AML 集團於收購日所持特許權之溢利來源預測釐定。





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 33. CAPITAL COMMITMENTS

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Capital expenditure in respect of property, plant and equipment and development costs for systems and networks authorised but not contracted for	有關物業、廠房及設備與系統及網絡開發成本之已授權但未訂合約資本開支	101,400	179,025

### 33. 資本承擔

### 34. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

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

		2007		2006	
		Land and buildings 二零零七年 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Land and buildings 二零零六年 土地及樓宇 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元
Within one year	一年內	365	3,226	280	2,517
In two to four years	第二至第四年	2,578	4,699	2,335	3,558
		2,943	7,925	2,615	6,075

Leases are negotiated for terms of one to four years and rentals are fixed for terms of one to four years.

#### The Group as lessor

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Within one year	一年內	13,902	10,874
In the second to fifth years inclusive	第二至第五年(首尾兩年包括在內)	26,721	20,756
Over five years	於五年後	1,601	1,803
		42,224	33,433

### 34. 經營租賃安排

#### 本集團作為承租人

於結算日，本集團多項有關租用物業與機器及設備之不可註銷經營租賃於日後應付之租賃最低付款額之到期情況如下：

經協商後之租賃年期由一至四年不等，而租金乃按一至四年之年期釐訂。

#### 本集團作為出租人

於結算日，本集團已就租賃廠房、機器及電信網絡與租戶訂立合約，其到期日如下：





### 35. POST BALANCE SHEET EVENT

- (a) On 26 October 2007, the directors of the Company proposed a bonus issue of warrants (“Warrants”) to subscribe for shares of the Company equal to 20% of the number of shares of HK\$0.10 each of the Company (“Shares”) in issue on 23 November 2007 less 60,784,780 shares issuable under the outstanding subscription rights granted to Credit Suisse (Hong Kong) Limited to subscribe shares at HK\$0.3844 per share had not been exercised by 23 November 2007, to the shareholders of the Company on the register of members on 23 November 2007 in proportion as nearly as may be to their then shareholdings (the “Bonus Issue”).

The Warrants will be issued in registered form in units of HK\$0.81 of subscription rights entitling their holders to subscribe for shares of the Company at a price of HK\$0.81 per Share (subject to adjustments) from the date of issue thereof (which is expected to be 12 December 2007) until 8 January 2009.

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

- (b) Subsequent to the balance sheet date and up to date of this report, US\$2,000,000 of the issued Convertible Bonds were converted into 40,560,000 shares of HK\$0.1 each at a price of HK\$0.3844 per share.

### 35. 結算日後事項

- (a) 於二零零七年十月二十六日，本公司董事建議向於二零零七年十一月二十三日名列股東名冊之本公司股東，按最接近彼等當時所持本公司股權之比例，派發可認購本公司股份之紅利認股權證（「認股權證」），以認購相當於二零零七年十一月二十三日本公司已發行每股面值0.10港元相等於股份數目20%之股份（「股份」），並扣減於二零零七年十一月二十三日尚餘之Credit Suisse (Hong Kong) Limited根據獲授予而尚未行使之認購權，向本公司認購每股0.3844港元之股份數目（「派發紅利」）。

認股權證將以每份認購權0.81港元發行，持有人有權於其發行之日（預期為二零零七年十二月十二日）起至二零零九年一月八日，以每股新股0.81港元之價格（可予調整）認購本公司之股份。

派發紅利須待股東於本公司特別股東大會批准及聯交所上市委員會批准認股權證及其認購權獲行使而將予發行之股份上市及買賣後，方可作實。

- (b) 直至本報告日期，2,000,000美元之已發行可換股債券以每股0.3844港元之價格兌換為40,560,000股每股面值0.1港元之股份。





### 36. RELATED PARTY TRANSACTIONS

During the year, the Group has transactions with Champion and its subsidiaries other than the Group as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Nature of transactions	交易類別		
Fees paid by the Group to Champion for the provision of office premises and facilities, and management services, on cost basis	本集團按成本向冠軍支付使用辦公室及其設備及管理服務之費用	100	100

These transactions were carried out after negotiation between the Group and the respective related parties. The fees paid for the provision of office premises and facilities, and management services were in accordance to the management agreement entered into with Champion dated 20 December 1996, which was renewed on 1 December 1999, 29 November 2002 and 1 November 2003 as well as other management agreements entered into with a subsidiary of Champion dated 2 July 2002, which lapsed during the year. The sales and purchases were determined on a cost plus basis.

The key management personnel are the executive directors of the Company and the five highest paid individuals. The aggregate amount paid to them was HK\$7,386,000 (2006: HK\$7,328,000) details of which are set out in note 9.

### 36. 聯繫人士交易

本年度內，本集團與冠軍及其附屬公司(本集團除外)曾進行下列交易：

此等交易由本集團與各有聯繫公司洽商後進行。有關使用辦公室及其設備及管理服務所支付之費用乃根據於一九九六年十二月二十日與冠軍訂立之管理協議(並已於一九九九年十二月一日、二零零二年十一月二十九日及二零零三年十一月一日重續)及於二零零二年七月二日與冠軍一間附屬公司訂立之其他管理協議(已於年內終止)之規定支付。買賣價分別按成本加利潤之基準釐定。

主要管理人員乃本公司之執行董事及五名最高薪人士。彼等已獲支付之酬金總額為7,386,000港元(二零零六年：7,328,000港元)，有關詳情載於附註9。







# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 37. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 30 June 2007 are as follows:

### 37. 主要附屬公司

於二零零七年六月三十日，本公司各主要附屬公司之詳情如下：

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Aspire Management Limited	British Virgin Islands 英屬維爾京群島	Ordinary US\$1,500,000 普通股— 1,500,000美元	60%	Investment holding 投資控股
Bingo Profits Limited	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股—1美元	100%	Investment holding 投資控股
Kantone (UK) Limited	United Kingdom 英國	Ordinary £ 5,500,000 普通股—5,500,000英鎊	100%	Investment holding 投資控股
Keen Pacific Limited*	Samoa 薩摩亞群島	Ordinary US\$1 普通股—1美元	100%	Provision of treasury services 提供財政服務
M.C. Holdings Limited*	Cayman Islands 開曼群島	Ordinary £5,500,002 普通股— 5,500,002英鎊	100%	Investment holding 投資控股
Multitone Electronica Limitada	Brazil 巴西	Ordinary R\$300,000 普通股— 300,000巴西貨幣	100%	Distribution of telecommunications equipment 分銷電信器材
Multitone Electronics PLC	United Kingdom 英國	Ordinary £3,830,107 普通股— 3,830,107英鎊	100%	Investment holding, design and manufacture of paging and telecommunications equipment 投資控股、設計及生產 傳呼及電信器材
Multitone Electronics Sdn. Bhd.	Malaysia 馬來西亞	Ordinary MR285,000 普通股— 285,000馬來西亞元	100%	Manufacturing of paging equipment 生產傳呼器材
Multiton Elektronik GmbH	Germany 德國	Ordinary €1,022,584 普通股— 1,022,584歐羅	100%	Distribution of paging equipment 分銷傳呼器材
Multitone Rentals Limited	United Kingdom 英國	Ordinary £100 普通股—100英鎊	100%	Leasing of paging systems 傳呼系統租賃





# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For The Year Ended 30 June 2007 截至二零零七年六月三十日止年度

### 37. PRINCIPAL SUBSIDIARIES (Continued)

### 37. 主要附屬公司(續)

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Proportion of nominal value of issued share capital held by the Company 本公司應佔之 已發行股本面值比例	Principal activities 主要業務
Peak Vantage Limited*	British Virgin Islands/ Macau 英屬維爾京群島/ 澳門	Ordinary US\$1 普通股—1美元	100%	Provision of treasury services 提供財政服務
Shenzhen Hengyu Science and Technology Company Limited# 恒譽科技(深圳)有限公司	PRC 中國	Ordinary RMB15,000,000 普通股— 人民幣 15,000,000 元	60%	Investment holding 投資控股
Silverstrand Investments Limited*	Samoa 薩摩亞群島	Ordinary US\$1 普通股—1美元	100%	Investment holding 投資控股
Smart (Macao Commercial Offshore) Limited	Macau 澳門	Ordinary MOP100,000 普通股— 100,000 澳門幣	100%	Provision of services, software licensing and trading in telecommunications equipment 提供服務、軟件特許權及 買賣電信器材
Smart Delta Inc.*	Samoa 薩摩亞群島	Ordinary US\$1 普通股—1美元	100%	Provision of treasury services 提供財政服務
Success (Macao Commercial Offshore) Limited 成功(澳門離岸商業服務) 有限公司	Macau 澳門	Ordinary MOP100,000 普通股—100,000 澳門幣	100%	Provision of consulting services, research and development and selling activities 提供顧問服務、研究及開發和 銷售活動
Zonal Care Incorporated*	British Virgin Islands/ Macau 英屬維爾京群島/ 澳門	Ordinary US\$2 普通股—2美元	100%	Investments in e-commerce projects 投資電子商貿項目

\* Directly held by the Company

\* 由本公司直接持有

# Wholly owned foreign enterprise for a term of 20 years commencing 17 October 2003.

# 全資外國企業，年期由二零零三年十月十七日起計20年。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or constituted a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表所列之本公司附屬公司乃董事認為能夠反映本集團本年度業績或佔有本集團資產淨值重大部分之附屬公司。董事認為，倘將其他附屬公司之詳情一併列出，則會令資料過於冗長。

None of the subsidiaries had any debt securities subsisting at 30 June 2007 or at any time during the year.

各附屬公司於二零零七年六月三十日或年內任何時間均無任何債務證券。





### RESULTS

### 業績

Year ended 30 June  
截至六月三十日止年度

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	1999 一九九九年 HK\$'000 千港元	1998 一九九八年 HK\$'000 千港元
TURNOVER	營業額	1,426,505	1,346,894	1,127,326	1,014,640	814,735	722,360	699,790	776,432	694,841	674,201
PROFIT FROM ORDINARY ACTIVITIES BEFORE TAXATION	除稅前日常 業務溢利										
Continuing operations excluding other operating expenses	未計其他經營支出 之持續經營業務	466,036	389,774	276,349	204,049	126,356	67,221	102,668	135,058	86,921	86,363
Other operating expenses	其他經營支出	(55,781)	(58,104)	(7,997)	(48,840)	(15,345)	(69,727)	(5,573)	(24,440)	(27,419)	(28,950)
PROFIT BEFORE TAXATION	除稅前溢利	410,255	331,670	268,352	155,209	111,011	(2,506)	97,095	110,618	59,502	57,413
TAXATION	稅項	(4)	(115)	(424)	(257)	(661)	(72)	(784)	(553)	(158)	(142)
PROFIT FOR THE YEAR	本年度溢利	410,254	331,555	267,928	154,952	110,350	(2,578)	96,311	110,065	59,344	57,271
ATTRIBUTABLE TO: EQUITY HOLDERS OF THE COMPANY	應佔： 本公司股本 權益持有人	412,018	332,700	267,928	154,867	110,340	(2,578)	96,259	110,188	59,842	57,271
MINORITY INTERESTS	少數股東權益	(1,764)	(1,145)	-	85	10	-	52	(123)	(498)	-
		410,254	331,555	267,928	154,952	110,350	(2,578)	96,311	110,065	59,344	57,271
DIVIDENDS	股息	120,023	93,043	49,755	28,731	13,326	-	-	-	-	-

### ASSETS AND LIABILITIES

### 資產及負債

At 30 June  
於六月三十日

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	1999 一九九九年 HK\$'000 千港元	1998 一九九八年 HK\$'000 千港元
TOTAL ASSETS	資產總值	2,405,056	1,923,147	1,393,256	1,064,397	1,022,672	927,409	849,940	772,644	633,162	593,524
TOTAL LIABILITIES	負債總額	265,643	238,316	310,423	237,257	330,506	338,550	261,059	279,723	250,008	267,638
SHAREHOLDERS' FUNDS	股東資金	2,139,413	1,684,831	1,082,833	827,140	692,166	588,859	588,881	492,921	383,154	325,886
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	本公司股本 權益持有人 應佔權益	2,124,524	1,668,550	1,082,740	827,046	692,156	588,859	588,881	492,869	383,154	325,886
MINORITY INTERESTS	少數股東權益	14,889	16,281	93	94	10	-	-	52	-	-
		2,139,413	1,684,831	1,082,833	827,140	692,166	588,859	588,881	492,921	383,154	325,886





## 執行董事

簡文樂(主席)  
黎日光(署理行政總裁)

## 非執行董事

簡堅良  
夏淑玲  
Paul Michael James KIRBY

## 獨立非執行董事

梁雄健教授  
葉培大教授  
Frank BLEACKLEY  
崔玖教授  
何耀明

## 公司秘書

張美霞

## 審核委員會

何耀明(委員會主席)  
簡堅良  
Frank BLEACKLEY  
崔玖教授  
Paul Michael James KIRBY

## 註冊辦事處

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

## 營運中心

亞洲  
澳門  
新口岸北京街244-246號  
澳門金融中心  
17樓E及K座

## 歐洲

Multitone House  
Shortwood Copse Lane  
Kempshott, Basingstoke  
Hampshire, RG23 7NL  
U.K.

## 香港區域辦事處

香港中環  
交易廣場1期1702室

香港柴灣  
寧富街1號  
看通中心5樓

## 主要往來銀行

澳門東亞銀行  
三菱東京UFJ銀行  
澳門星展銀行  
澳門滙豐銀行  
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 Harbour Trust Co. Ltd.  
One Capital Place  
PO Box 897  
Grand Cayman KY1-1103  
Cayman Islands

## 股份過戶登記處香港分處

卓佳秘書商務有限公司  
(前稱「秘書商業服務有限公司」)  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 企業網址

<http://www.kantone.com>

## 股票編號

1059

## 查詢或索取資料

看通集團有限公司  
投資關係部  
香港柴灣  
寧富街1號  
看通中心

電子郵件：ir@kantone.com





簡文樂主席為CNBC亞洲商業領袖高峯論壇之主講嘉賓(2006年10月)。

各位股東：

本人欣然在看通集團有限公司  
(「看通」或「本公司」)於香港聯合交易所有限公司  
上市十周年呈獻財政年度二零零七年之年報。  
集團業務表現持續穩固，不論從產品或市場領導者  
的角度來看俱平穩增長。在營運環境整體利好，  
加上投資氣氛普遍積極下，集團旗下各項核心業務  
的盈利和營業額再度取得滿意增長。

受惠於中國內在經濟的持續增長，全球對特設解決方案之需求持續殷切。集團於十年前成立，其附屬公司於提供安全、穩定、完備之通信網絡方面具備載譽逾半世紀的成績，亦在關鍵緊急無線電通信，尤其是窄頻無線電通信之專門市場獨領風騷，其廣大的客戶群遍及醫院、酒店、航空、製造、零售、電力、食品加工、政府部門，以至消防及救援服務。





## 去年取得穩固成就

於二零零七年財政年度，集團在營運及財務方面繼續跨步向前。為了銳意締造更高的盈利水平並為資本投資取得更佳回報，集團不斷檢討精簡業務及成本架構，並以此為優先要務，且亦加強外判及與第三方業務夥伴及分銷商的合作，從而推廣集團的產品及服務。集團的財務表現摘要如下：

- 營業額為14億2千7百萬港元，上升6%
- 本公司股本權益持有人應佔溢利為4億1千2百萬港元，上升24%
- 未計入利息、稅項、折舊及攤銷之盈利(撇除一次性非現金項目)為6億3千1百萬港元，上升25%
- 股本權益上升27%至21億2千5百萬港元
- 每股盈利(撇除一次性非現金項目)上升7%至15.68港仙
- 本集團持有現金淨額，財務狀況保持穩固

創新是我們掌握持續增長的鑰匙。過去多年來，集團採用長期致力於不斷投資和發展，作為集團創新的基礎。我們的創新戰略，採取結合內部發展、建立夥伴關係，和收購合併等三方面的行動。除此之外，我們還必須能夠成功整合收購，以加速在現有和新市場增長。在此期間，通過與夥伴的合作，集團取得幾個長期合同，並推出新產品及新方案，包括一項取得專利的嶄新無線電技術，這技術可令其軟件應用於廣泛跨越的垂直市場。

## 末期股息及派發紅利

由於業績理想，建議派發：

- 末期股息每股2.5港仙，周息率4.2%
- 紅利認股權證

董事會建議派發末期股息每股2.5港仙，惟須待股東於即將舉行之股東週年大會上通過方可作實。以上建議之末期股息，連同中期股息每股1.3港仙，全年派發之總股息為每股3.8港仙，較去年上升23%；全年之派息總額為1億2千萬港元，較去年上升29%，周息率為4.2%。

於上市十週年誌慶，董事會亦建議向二零零七年十一月二十三日名列本公司股東名冊之股東派發紅利認股權證，比例約為五送一，以特別認購價每股0.81港元認購本公司股份。





### 特設通信方案 穩佔領先優勢

看通一直致力為緊急及關鍵服務界別提供能綜合有線及無線電技術之網絡解決方案，獲廣泛認同為環球領導者。市場對嶄新通信系統及整合解決方案之需求保持強勁，特別是高速增長的中國市場。至於環球市場，由於恐怖襲擊屢次發生，公眾對安全及保安的關注與日俱增，令執法機構及整體私營企業對防衛級無線電系統及偵測儀器之需求更為殷切，為本集團產品及服務激發無限新商機。

本集團在提供救急通信系統予醫療及緊急服務業方面之成績有目共睹。看通成功透過不同網絡推出指揮及控制通信方案 (Command and Control Communications (CCC) solution)，令其在公眾安全及保安通信領域之重要地位獲進一步鞏固。有關網絡包括雙向無線電、公眾安全無線電陸上集群通信 (terrestrial trunk radio (TETRA)) Wi-Fi、無線電信息傳送、及短信服務 (Short Message Service (SMS)) 或電郵。

看通於特設通訊取得驕人成就，可參考一些提供公開數據的市場。如在英國，目前看通為約六成國家保健服務 (National Health Service (NHS)) 旗下的醫院、及約八成半的消防局提供無線電信息傳送方案。在美國，集團為北美地區約七成半的退伍軍人醫院 (Veterans Administration) 提供系統安裝專業技術服務。在另外一些市場如中國，相對公營機構的比較數字並不公開發放，唯集團保持享有客戶給予的優先供應商地位及建立良好信譽，廣泛被認為可靠的科技夥伴。

### 展望

看通將努力鞏固其市場地位，以提供切合客戶特定需求之無線電綜合解決方案，以及加強其增值服務，以助客戶節省不必要之開支。集團專長無線電科技，將會專注開發核心平台科技，以擴展不同市場的應用。與此同時，集團一方面鞏固其關鍵通信服務，如消防、緊急及公安範疇的專門服務領導地位，並將集中開發為客戶度身訂造的個人保安方案，以供應快速崛起的家居輔助及照顧服務市場。同時，集團亦將發展一系列嶄新的 IP 數字增強型無線電通信 (IP DECT) 移動方案，主攻無線電話交換機 (VoIP PABX) 市場，達致全面綜合警報監察和信息方案。

作為環球經營者，集團之業務遍及全球不同市場，對於該等市場之特色及不同走勢，我們時刻均保持關注。在較成熟之市場如歐洲，電信設備之銷售增長稍呈放緩，而互聯網、資信科技服務及軟件解決方案則繼續成為穩定增長之主要動力。在新興之市場如中國，客戶之要求愈見成熟，需要推出更多高增值服務及多元化創新解決方案，從而取得持續盈利及保持增長。環顧全球，互聯網及相關服務界別繼續有可觀增長，新科技持續帶來新業務機會，情況令人鼓舞。中國之市場尤其大有可為，去年在互聯網服務方面如線上遊戲、電子商貿、及即時信息服務之消費增長達百份之五十，成為全球第二大互聯網市場，僅次於美國。

為配合市場趨勢，集團之業務策略焦點將集中於高盈利及高增長界別，藉以進一步增強盈利。有關之策略，在配合集團保持其在開發綜合方案及應用環節成為先行者的同時，亦有賴持續進行創新開發以及作出更大投資，尤其在商機龐大的中國，從而拓闊集團之專業產品及解決方案組合。

面對富有挑戰性而更複雜之營商環境，董事局將於捕捉市場上湧現的商機之同時，繼續審慎管理投資風險，以本集團及其股東長遠之最佳利益為依歸。





## 致謝

正當我們慶祝上市十周年的時刻，我們謹此向全體僱員致謝。他們的創造力、靈活性及敏捷反應，再加上他們對公司的信念和對工作的投入，是看通的成功要素。我們懷著決心和毅力，確保繼續在未來十年及往後取得成功。

與此同時，有幸未來的巨大機遇，我們將繼續爭取股東、供應商、合資夥伴、客戶、銀行家、及專業顧問的支持，幫助我們穩步前進，並在這個充滿動力的工業及令人興奮的新紀元保持領導地位。

主席

簡文樂

二零零七年十月二十六日







本集團之核心業務在營業額及溢利方面均見增長。在中國經濟增長之刺激下，全球對訂製解決方案之需求持續。於回顧年度，本集團就部分投資組合之減值虧損及可換股債券公平價值變動之虧損而作出撥備，盈利因而有所抵銷。

### 財務業績

截至二零零七年六月三十日止年度（「回顧年度」），集團錄得營業額14億2千7百萬港元，較去年同期（「去年同期」）之13億4千7百萬港元上升6%。集團毛利上升15%至5億9千9百萬港元，邊際利潤亦較去年同期之39%上升至42%。此增長有賴集團持續投資於產品開發及系統提升，因而令其產品及解決方案更具增值作用。相比毛利之增長，營業額之增長有所放緩，反映本集團持續減少倚賴利潤不斷受壓之一般系統產品，而改為專注於利潤相對較高之服務及軟件解決方案。

本公司股本權益持有人應佔溢利為4億1千2百萬港元，較去年同期之3億3千3百萬港元上升24%。回顧年度之每股盈利上升11%至13.81港仙。業績表現理想，有賴去年推出新項目及產品，取得全年的貢獻。

撇除一次性非現金項目，包括可供出售投資項目之減值虧損2千3百萬港元，以及可換股債券公平價值變動之虧損3千2百8拾萬港元，未計入利息、稅項、折舊及攤銷之盈利則上升25%至6億3千1百萬港元，而經調整後之每股盈利亦增加7%至15.68港仙。由於預期全球金融市場及經營環境將會日益波動，為審慎起見，本集團決定就未來數年作為收入來源並可能會受影響之資產作出減值撥備。此乃根據會計準則之規定，每年檢討有關企業資產之賬面值與估計未來現金流量現值之比較。

總經營支出主要受到經濟蓬勃所帶動，營業額及整體員工成本上升而有所增加。其中，一般及行政支出為9千9百6拾萬港元，上升5%（二零零六年：9千4百7拾萬港元）；已計入銷售成本及一般及行政支出之折舊及攤銷支出為1億5千8百萬港元，上升42%（二零零六年：1億1千2百萬港元），此乃由於持續推出新項目所致。過去數年本集團一直致力擴充客戶基礎，此舉已取得成功，令分銷支出維持在4千4百7拾萬港元（二零零六年：4千5百7拾萬港元）。

回顧年度之財務成本增至6百1拾萬港元（二零零六年：4百8拾萬港元），此乃由於發行可換股債券之費用2百1拾萬港元所致。

### 業務回顧

受惠於中國經濟增長強勁，集團銷售表現活躍。同時，資信科技的應用不斷擴大，商機亦不斷湧現。中國航天項目空前成功；國內採用嶄新高速及更有效使用頻率的電信科技和標準；加上中國於二零零八年舉辦奧林匹克運動會及二零一零年舉辦世界博覽會等多項國際盛事，均推動了電信及相關行業之投資增長。鑑於公型及商業機構對資信科技及通信方案需求龐大，尤其是新的方案和多元化的應用，故集團亦抓緊有關商機，擴大其方案及產品系列，尤其是綜合無線電方案和在線監察系統，應用於遙控管理及個人保安。於回顧年度，中國市場之銷售額為8億8千8百萬港元（二零零六年：8億6千8百萬港元）。

在歐洲，健康護理及消防通信服務繼續為集團無線電信息產品之核心業務。另外，由於英國國家健康服務處（National Health Service (NHS)）重訂財政預算方案，導致消費減少，尤幸緊急事故服務和消防通信領域之需求強勁增長而得以抵銷。看通已取得數個消防及緊急服務通信項目的長期合約。鑑於看通推出嶄新的無線電科技，可擴大於不同市場應用，令看通於爭取新合約的能力相應提升。該嶄新的無線電科技於歐洲、北美及澳洲等地的分銷商均已落實。此外看通亦已推出新系列的IP數字增強型無線電通信（IP DECT）移動方案，主攻無線電話交換機（VoIP PABX）市場，達致全面綜合警報監察和信息方案。

於回顧年度，集團並贏得及已付運愛爾蘭海岸巡邏隊一個重大系統工程。另外，集團亦已獲得澳洲新南威爾士州消防隊一項合同。

來自歐洲業務的營業額為4億8百萬港元（二零零六年：3億5千2百萬港元），上升16%，其中部份的增長由於英鎊的強勢所致。

為能領先業界，集團投入大量資源，不斷開發及推出綜合方案及平台。集團將定期檢討其投資項目，以決定是否符合原定計劃發展，同時能否達到預期效益。如有需要，集團亦會於合適時作出減值撥備。





### 電子博彩及網上娛樂

看通利用其於整合資信科技解決方案及電話數據管理方面之專業知識，繼續擴充其在投注軟件解決方案及多項博彩及娛樂網站之投資組合。其於中國之無紙化投注項目進展如期推進，包括在新地區簽訂合約，並不斷加強整合博彩技術解決方案。看通憑藉本身之知識產權，其完善之電子博彩平台接駁各大銀行之微型付款系統，因此得以在中國電子博彩市場穩佔領導地位。該功能全面之平台促進一站式自動投注交易，可進行多種博彩活動。透過看通電子平台獲得之投注額穩步上揚，而以流動電話發送短訊及透過網站進行無紙化投注之方式亦日漸受到年輕人及消費力較強之白領階層歡迎。

業界對看通的電子博彩業務甚有興趣，欲尋求合作，商討正在進行。

中國之電子彩票市場目前仍處於發展初期，若其跟隨其他被廣泛採用的科技如流動電話及互聯網等的趨勢，預期將為中國之整體彩票市場帶來重大影響，並因而對本集團未來之業績具有正面作用。根據一份剛發表由國際博彩顧問公司撰寫以中國博彩市場為主題的報告，推算採用「無紙化」電子彩票為中國彩票市場增長的主要動力。中國手機用戶逾六億，網民逾一億六，對電子通信產品操作及應用均耳熟能詳。在多項新穎、玩法各異、及高頻率開獎的彩票遊戲推出的大前題下，電子彩票更日益受歡迎。目前以手機短訊及網上平台作投注的基建，配合全面的無縫付款及保安條件的電子彩票安全系統已齊備。若中國政府決意推行電子媒體投注彩票，那麼，電子彩票定會經歷可觀的增長。

董事局明瞭彩票和博彩為全球增長最快之行業之一，其高回報同時帶來相對的風險。本集團在此業務領域的追求，預期可於完成前期投資後取得成果。

### 專業顧問

中國之無紙化彩票項目為看通之電子博彩及網上娛樂業務增添重要一環。該業務正不斷增加投注軟件方案及各種博彩及娛樂網站的投資組合，與集團之主流電信及資信科技業務相輔相成。為了增強此項不斷發展之業務之專業管理及營運水平，集團繼續聘用了在國際博彩業與全球策略擁有豐富經驗之專業顧問，給予有關的專業意見；當本集團將電子博彩及網上娛樂業務拓展至全球市場時，彼等將證明對本集團極具價值。這些專業顧問為：

- 薛翰賢(John Schreck)，曾任香港賽馬會首席受薪董事、澳門賽馬會董事、以及澳洲賽馬會首席受薪董事，其專長在於對全球博彩事業及不同監管架構擁有精深認識。
- 方翰堯(Michael Thornhill)，曾任香港賽馬會董事、及孖士打律師行之首席合夥人，專長於牌照申領事宜及全球策略制訂。
- 麥理年(Timothy McNally)，曾任香港賽馬會保安及公司法律事務執行總監、及美國加州洛杉磯聯邦調查局助理局長。其專長範疇為全球博彩業之風險分析及保安管理。

### 現金流動性及財務資源 財務狀況及借貸

於二零零七年六月三十日，集團由存款、銀行結存及現金組成之流動資產合共1億港元(二零零六年：2億5千2百萬港元)。流動資產約為5億2千8百萬港元(二零零六年：6億2千5百萬港元)，而流動負債則約為1億6千8百萬港元(二零零六年：1億4千7百萬港元)。集團保持良好現金流動性，流動資產淨額為3億6千萬港元。按集團總貸款額除以本公司股本權益持有人應佔權益計算，集團之貸款權益比率為0.04(二零零六年：0.05)，主要由於回顧年度內發行可換股債券而令於二零零七年六月三十日未償還可換股債券有所增加所致。

集團總貸款包括銀行借貸5千8拾萬港元(二零零六年：5千5百1拾萬港元)，其他借貸(包括大宗折扣貸款)2百6拾萬港元(二零零六年：5百萬港元)及可換股債券3千5百9拾萬港元(二零零六年：1千8百2拾萬港元)。回顧年度內之財務成本為6百1拾萬港元(二零零六年：4百8拾萬港元)。





集團之銀行借貸總額包括須按通知償還之銀行借貸4千9百6拾萬港元(二零零六年：5千3百3拾萬港元)，以及按揭貸款1百2拾萬港元(二零零六年：1百8拾萬港元)，當中8拾萬港元須於一年內償還；及餘額須於第二年內償還。有關按揭貸款以本集團賬面淨值為1千2百9拾萬港元(二零零六年：1千1百9拾萬港元)之土地及樓宇作抵押。

其他借貸2百6拾萬港元並無抵押，其中1百9拾萬港元須於一年內償還；5拾萬港元須於第二年內償還；及餘額須於第三年內償還。

於二零零七年六月三十日，本公司有面值2百4拾萬美元之未償還可換股債券，將於二零零八年四月一日到期。

### 庫務政策

集團一直遵從審慎理財守則，財務狀況保持強勁，貸款權益比率處於低水平並錄得淨現金狀況。集團主要透過內部營運資源、資本市場財務工具、及銀行借貸作為營運及業務開發資金。

除美元可換股債券外，所有其他借貸均由本集團附屬公司運用，按浮動利率計息。因所有借貸均以當地貨幣或美元計值，本集團有關借貸之匯兌風險不大。

集團並無進行任何有關利率或匯率之投機買賣活動。集團之一貫政策是透過配對外幣收入及支出直接管理外匯風險；假如預計可能出現匯兌風險，集團將運用合適之對沖工具。

### 資本承擔

於二零零七年六月三十日，本集團已授權但未簽署合約之資本承擔為1億1百萬港元(二零零六年：1億7千9百萬港元)。該等資本承擔乃預留作購入物業、廠房與設備，以及發展系統及網絡之用。

### 人力資源及薪酬政策

於二零零七年六月三十日，本集團於全球聘用逾800名員工。回顧年度內之僱員成本為9千5百萬港元(二零零六年：8千7百萬港元)。本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之獎金、購股權、退休福利，以及其他福利。

本公司已成立人力資源及薪酬委員會。在釐定董事的薪酬組合時，委員會將考慮之因素包括本公司之經營業績、個人表現、可茲比較公司所支付的薪酬、董事所付出的時間及其職責、僱用條件及是否按表現釐定薪酬等。

### 末期股息及以股代息計劃

董事會建議向於二零零七年十一月二十三日名列本公司股東名冊之股東派發截至二零零七年六月三十日止年度之末期股息每股2.5港仙(二零零六年：每股2港仙)，惟須待股東於即將召開之股東週年大會中通過方可作實。計入二零零七年六月十五日派發之中期股息每股1.3港仙後，全年派發之總股息預計為每股3.8港仙，上升23%；全年派息總額1億2千萬港元，較上年度之9千3百萬港元上升29%。

該等末期股息將會根據以股代息之方法，以入賬列作繳足股款之本公司新股向股東配發；股東亦可選擇收取現金作為全部或部份股息以代替上述獲配發之股份(「以股代息計劃」)。

以股代息計劃須獲香港聯合交易所有限公司上市委員會批准按該計劃而發行的股份上市並准予買賣後，方可作實。載有以股代息計劃詳情之通函及選擇表格將在實際可行情況下盡快寄予本公司股東。

按照以股代息計劃發行之股票及股息票據預計將於二零零八年一月二十五日或之前送達合資格股東。

### 派發紅利認股權證

董事會建議向二零零七年十一月二十三日名列本公司股東名冊之股東派發紅利認股權證，比例約為五送一，以特別認購價每股0.81港元認購本公司股份(「派發紅利」)。本公司亦將於可行情況下盡快向股東送交載有派發紅利詳情之通函。

### 暫停股份過戶登記

本公司之股份過戶登記處將於二零零七年十一月十六日起至二零零七年十一月二十三日(包括首尾兩日)止期間暫停辦理本公司股份過戶及登記手續。為符合獲派上述末期股息及以股代息計劃之資格，所有股份過戶文件連同有關股票，須於二零零七年十一月十五日下午四時正前送達本公司在香港之股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。





### 執行董事

**簡文樂**，六十歲，本集團創辦人及主席。彼亦為於香港聯合交易所有限公司（「聯交所」）主板上市之冠軍科技集團有限公司（「冠軍科技」）及創板上市公司數碼香港（「數碼香港」）之主席及執行董事，冠軍科技為本公司控股公司，數碼香港則為本公司同系附屬公司。彼持有香港中文大學工商管理碩士學位，於電腦及電訊業累積逾三十九年經驗。於一九八七年成立冠軍科技集團以前，彼曾任亞洲電腦有限公司之總經理，該公司為一家由英國大東電報局、匯豐銀行、怡和及Barclays合營之電腦服務公司。

彼曾獲授不同之本地及國際工業及企業家獎，亦獲外國政府頒授勳章，其中包括青年工業家獎（1992）、香港商業成就獎之傑出企業獎（1993）、總督工業獎（1989）、美國北維珍尼亞大學（UNVA）人文科學榮譽博士（2005）、中國文化研究院榮譽院士（2005）、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 Solidarieta Italiana）（2006）、香港特別行政區政府委任為太平紳士（2006）、以及法國政府頒發法國榮譽騎士級勳章（Chevalier de l'Ordre de la Legion d'Honneur）（2007）。

在公職方面，彼曾先後兩次參與聯交所之公司管治工作小組（於一九九四年至一九九五年及於一九九九年至二零零零年），亦曾為聯交所上市委員會成員（於一九九九年至二零零三年）。彼目前為連任四屆之香港資訊科技業協會主席、香港資訊科技聯盟主席、香港貿易發展局資訊及通訊科技服務業諮詢委員會主席、香港-英國商業合作協會資訊科技會主席、香港-匈牙利創新商務促進會召集人、香港工業總會委員會委員、及香港特別行政區行政長官選舉委員會（資訊科技界）委員。此外，彼亦為中國安徽省人民政治協商委員會委員、及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。

彼亦獲委任為中電控股有限公司之獨立非執行董事。

**黎日光**，五十九歲，本集團署理行政總裁及財務總監。彼亦為冠軍科技之財務總監及執行董事，以及數碼香港之非執行董事。彼於一九九四年三月加入冠軍科技集團，擔任內部審計及監管副總裁；一九九七年七月兼任本集團之財務總監。彼持有香港中文大學工商管理學士學位，擁有逾三十五年之會計、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。

### 非執行董事

**簡堅良**，五十一歲，本集團非執行董事。彼為冠軍科技之行政總裁及執行董事，以及數碼香港之非執行董事。彼為本集團主席簡文樂之胞弟。彼負責製訂及監控冠軍科技集團之整體政策、發展策略以及全球營運及管理事宜。彼於一九八八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。於二零零六年，彼完成英國牛津大學Saïd Business School之管理深造課程（Oxford Advanced Management Programme）。

彼目前為香港資信科技聯盟屬下資信科技委員會主席、互聯網專業協會執委成員及旗下分組「創業基金及新業務發展」之共同主席、電訊管理局電訊標準諮詢委員會成員、以及香港工業總會跨越國際領域及跨國企業特別委員會成員。此外，彼亦為香港工業總會香港資訊科技業協會之國際發展及合作分組、中國發展及合作分組、及政府資金補助分組成員。

**夏淑玲**，五十一歲，自二零零四年十一月起擔任本集團之非執行董事。彼為數碼香港之行政總裁及執行董事，及冠軍科技之非執行董事。彼於一九九二年加入冠軍科技出任執行副總裁，負責企業發展事宜。彼於商界擁有逾二十五年工作經驗，當中十年曾任職於投資銀行界。

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。目前為香港工業總會理事及旗下香港資訊科技業協會副主席。彼亦為互聯網專業協會執委成員及旗下分組「創業基金及新業務發展」之共同主席、香港特別行政區政府教育統籌局之資訊科技及通訊行業培訓諮詢委員會成員、香港-匈牙利創新商務促進會之義務秘書、香港科技園公司之科培輔導計劃栽培對象之輔導顧問、及Hong Kong Corporate Counsel Association會員。

**Paul Michael James KIRBY**，六十歲，於二零零四年十一月獲委任為本集團之非執行董事。彼為本集團附屬公司無敵通之非執行董事。彼於電信界擁有逾三十年經驗，其中十七年服務英國大東電報局，曾擔任該公司之企業事務總監及行政管理委員會成員，負責投資者關係及公共事務事宜。自一九九一年起，彼已擔任獨立無線電通信管理顧問，專門從事業務發展及流動資產管理策略。





### 獨立非執行董事

**梁雄健教授**，七十三歲，自二零零一年十一月起擔任本集團獨立非執行董事，彼亦為冠軍科技之獨立非執行董事。梁教授於中國擁有逾三十年無線電通信經驗，現任北京郵電大學經濟及管理學院教授，彼目前亦為北京郵電大學電信管理學院理事。於一九八六年至一九九三年期間，彼為北京郵電大學管理工程系系主任。彼其他之職務包括全國政協委員、北京市人大代表、通信經濟與管理委員會主任及中國通信學會理事。彼曾任國內企業中衛國脈通信股份有限公司之獨立董事。中衛國脈於上海證券交易所掛牌，主要業務包括數據通信、信息傳送及無線電信等。

梁教授廣為香港電信界所熟悉，曾多次獲邀於香港及區內之各類重要無線電及電信會議中擔任主席或進行演說。

**葉培大教授**，九十二歲，自二零零一年十一月起擔任本集團獨立非執行董事，彼亦為冠軍科技之獨立非執行董事。彼為北京郵電大學教授及榮譽主席、朗訊科技光纖公司(Lucent Technologies Fibre Optic Cable Company)董事、以及中國科學院資深會員。

**Frank BLEACKLEY**，七十歲，自二零零一年十一月起擔任本集團獨立非執行董事，彼亦為冠軍科技之獨立非執行董事。彼曾為集寶保安集團(Chubb Security Group)旗下之附屬公司集寶中國控股有限公司(Chubb China Holdings Limited)之董事總經理；集寶保安集團為英國公司，專門製造及分銷保安產品及系統。彼在業務開拓及管理位於香港及國內之合營公司方面，擁有逾三十年經驗。

**崔攻教授**，八十歲，自二零零三年十月起擔任本集團獨立非執行董事及審核委員會成員。彼在醫藥、生物醫學研究方面擁有逾四十年經驗，尤其於傳統中醫藥。彼曾於美國、台灣及中國多所醫藥學院任教，於華人及國際生物醫藥研究領域享負盛名。彼於結合中西醫藥研究之卓越成就屢獲殊榮，並獲得全球認同。當中包括於二零零一年在德國國際系統研究及電腦學會獲頒終身成就獎，於一九九一年在夏威夷成立美洲針灸生物醫學學會，並自一九九零年起任中華醫藥針灸科學研究基金會董事長。

崔教授目前為財團法人國際醫學科學研究基金會董事長、中華醫藥針灸科學研究基金會董事、美國夏威夷大學永久教授、台灣新圓山診所負責人、台灣陽明大學傳統醫學研究所創始所長及中國醫藥學院顧問。

**何耀明**，六十三歲，自二零零四年三月起擔任本集團獨立非執行董事及審核委員會主席。彼亦為數碼香港之獨立非執行董事。彼乃會計師樓資深合夥人，並在不同行業擁有豐富管理經驗。彼為特許會計師，亦是香港會計師公會執業資深會計師、Chartered Institute of Arbitrators會員、及香港科技協進會資深會員。彼持有工商管理碩士學位，現時亦為於聯交所創業板上市之修身堂控股有限公司之獨立非執行董事。

### 公司秘書

**張美霞**，五十一歲，自二零零五年一月起擔任本集團公司秘書。彼為香港執業律師，亦為冠軍科技及數碼香港之公司秘書。

### 高層管理人員

**馮建良**，四十六歲，本集團之創新科技總監，負責監控集團之研究及開發，以支援環球營運。彼亦為本集團數家附屬公司之董事及冠軍科技之微型電子高級副總裁，在軟件及產品開發方面擁有逾二十年經驗，於一九八七年加入冠軍科技集團出任技術經理，其後逐步晉升至現有職位。近年，彼專注於開發信息傳送系統，以作無線互聯網應用。彼持有香港理工大學理學及電子學學士學位，以及香港大學電子工程學碩士學位。彼為註冊工程師，並為電子工程師學會及香港工程師學會之會員。

**Stephen GENTRY**，五十一歲，本集團國際業務總監及無敵通之行政總裁，負責國際業務之整體政策及發展策略。彼亦為本集團數家附屬公司之董事，於一九九八年加入本集團，擔任英國營運財務會計師，在歐洲及美國業務營運上擁有豐富工作經驗。彼於二零零三年獲晉升為無敵通行政總裁，現為Institute of Directors之會員。

**Detlef KRULL**，六十一歲，本集團德國營運董事總經理，負責中歐業務。彼於一九七四年加入本集團主力從事項目管理，於一九九三年成為德國營運董事總經理，於一九九五年更獲委任加入為無敵通董事局。彼持有電子及工商管理學位，在無線電通信業務上取得豐富經驗。

**Ron WRAY**，四十六歲，本集團技術及市場業務董事，負責集團之國際市場營運，並為集團研究及發展方面制定策略。彼與海外廠商、外判伙伴及分銷代理維繫良好關係。彼在無線電及電子工業界擁有逾二十五年工作經驗，現為Institute of Sales and Marketing Managers會員、Institute of Directors會員及歐洲流動通訊協會董事。





**Neil GRIFFITHS**，五十一歲，本集團生產部董事，負責集團之歐洲及亞洲生產設施。彼持有商業管理科學碩士學位及其他管理資歷，在電子組件生產及持續改善管理方面擁有相當經驗，並獲得運用六式碼理論之資格。彼於高科技產品市場推行及時供應系統(JIT)、看板管理系統(Kan Ban)及精益生產技術(lean techniques)、預算執行、產品測試、新產品開發、成本監控以至盈利創制均擁有豐富經驗。

**Paul HATFIELD**，三十七歲，本集團歐洲營運財務總監。彼為英國特許公認會計師公會之會員，擁有十一年相關會計事務經驗，涵蓋多個行業，尤其專於業務改進。彼過去三年在本集團所累積之生產及製造相關經驗，有助加強其於歐洲、亞洲及美洲營運所擔當之角色。

**Ian MACFARLANE**，五十八歲，於二零零七年獲委任為無敵通環球銷售總監。彼曾於一九八四年至一九九一年期間任職無敵通通訊系統之商貿董事及行政總裁，持有專業會計師及航空電子學工程師資格。彼曾分別任職在英國倫敦的Smurfit Group；在英國及南非的Blick plc(現稱Stanley Works)；以及在美國、挪威及英國的Vislink plc，於銷售、市場推廣及管理方面擁有豐富經驗。

**David McLEISH**，六十歲，本集團英國銷售經理。彼在公私營界別之健康護理市場及緊急服務範疇擁有逾三十年經驗。彼在加入無敵通前，已持有冶金學家資格，並在英國鋼鐵工業界發揮所長。

**Helen BROWN**，五十三歲，於一九九一年加入本集團，現為國際營運之人力資源總監。彼在僱傭法例及變革管理方面擁有豐富經驗。彼獲得Institute of Personnel Development認可，並在僱傭法例、勞資關係、變革管理、招聘及人力資源政策方面擁有豐富經驗。

**Graeme HULL**，四十三歲，本集團國際銷售總監，擁有逾二十年電信及無線電通信業經驗，尤其精於管理跨國大型客戶及建立銷售渠道。彼在向美國客戶推廣及銷售產品擁有相當經驗，現為Multitone North America, Inc副總裁。

**Luiz Octavio VILLA-LOBOS**，四十六歲，本集團巴西業務董事總經理，負責運作、管理以及開拓南美業務。彼亦為冠軍科技集團國際營運之互動知識傳遞副總裁，按環球客戶之需要制訂企業方案。彼於一九九七年加入本集團，由起始建立集團於巴西之業務。彼持有由法國Sup'Aero頒發之航空工程學碩士學位、以及倫敦大學商科學院之工商管理碩士學位。

**王宇鵬**，四十二歲，於二零零五年九月加入本集團成為電子彩票營運總監。彼乃本集團成員公司之創辦人，為國內一所無紙化電子彩票系統開發商及服務供應商。彼畢業於清華大學電腦科學學系，持有兩項電話投注系統發明專利。

**Roy GOSS**，六十四歲，本集團國際商貿董事，並駐澳門負責本集團之合約磋商、特許經銷商管理、代理分銷及客戶聯繫事宜。彼亦為本集團數家附屬公司之董事。彼在財務及電信方面擁有各類貼合需要之專家經驗，並曾在中東及澳門服務各類通信企業近二十年。彼為英國及威爾斯特許會計師公會之資深會員。在加入冠軍科技集團之前，彼為英國大東電報局附屬公司澳門電信有限公司之財務董事，在該公司任職逾十七年。

**司亞清**，四十四歲，本集團之中國系統部總監，負責集團區內之軟件項目開發，監察外判及分銷活動，並維繫客戶與特許經銷商之聯繫。彼一九八五年畢業於北京郵電大學，主修電腦及通信；同年即加入本集團。彼於網絡及資信保安及通信之研究及發展擁有豐富經驗。

**陳炳炎**，四十三歲，本集團中國物流及分銷總監，經常與特許經銷商、代理及分銷商聯繫，協調集團區內之特許經營事宜。彼於一九九四年加入集團之前，曾於中國從事市場推廣及廣告業務，並在物流及分銷電子產品方面擁有廣泛經驗。

**萬燕嫦**，五十五歲，本集團中國行政及會計總監，負責集團區內之後勤調配，採購及物流營運事宜之日常行政及維繫特許經銷商與客戶之關係。彼於一九九三年加入本集團，在中國貿易方面擁有豐富經驗。



# KANTONE'S GLOBAL FOOTPRINT

## HEADQUARTERS/ REGISTERED OFFICE

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

## OPERATIONS CENTRES

### Asia

17°, Andar E & K  
Nos.244-246, Rua De Pequim  
Macau

### Europe

Multitone House  
Kempshott, Basingstoke  
Hampshire  
UK

## MAJOR REGIONAL OFFICES

### China

1702 One Exchange Square  
Hong Kong

Kantone Centre  
Chaiwan  
Hong Kong

Tian'an Cyber Park  
Futian District  
Shenzhen

Golden Gate Plaza  
Pudong New Area  
Shanghai

Ya Yun Cun  
Chao Yang District  
Beijing

### UK

Hansa Road  
King's Lynn  
Norfolk

### Germany

Roßstraße 11  
Düsseldorf

### Malaysia

Batu Berendam Free Trade Zone  
Malacca

### Brazil

Av. Fagundes Filho  
São Paulo SP

## MANUFACTURING FACILITIES

King's Lynn  
Norfolk  
UK

Malacca  
Malaysia

## OTHER REGIONAL OFFICES

### ASIA-PACIFIC

#### China

Guangzhou  
Chengdu

### EUROPE

#### Scotland

Lothian

#### Germany

Berlin  
Neunkirchen  
Hannover  
Hagen  
Frankfurt  
Munchen  
Leipzig  
Stuttgart

#### Austria

Wien

#### Russia

Moscow

### NORTH AMERICA

#### USA

San Jose  
Washington

### SOUTH AMERICA

#### Brazil

Rio De Janeiro

### AFRICA

#### Mauritius

## DISTRIBUTORS

### Australia

Melbourne  
Sydney

### Bahrain

Manama

### Belgium

Brussels

### Canada

Toronto  
Montreal  
St Johns

### Czech Republic

Prague

### Denmark

Copenhagen

### Egypt

Cairo

### Eire

Dublin

### France

Paris  
La Rochelle  
Nantes  
Soissons  
Poitiers  
St Georges

### Greece

Athens

### Holland

Utrecht  
De Weert

### Hungary

Budapest

### Italy

Milano  
Rome

### Kuwait

Safat  
Hawalli

### Latvia

Elgava

### Malaysia

Kuala Lumpur

### Norway

Oslo  
Trondheim

### Oman

Muscat

### Portugal

Lisbon

### Saudi Arabia

Jeddah  
Riyadh

### Singapore

### Slovakia

Vrutky

### Slovenia

Krani

### South Africa

Cape Town

### Spain

Barcelona

### Sweden

Stockholm

### Switzerland

Geneva

### Turkey

Istanbul

### United Arab Emirates

Dubai

### USA

New Jersey  
Maryland  
Tennessee  
Louisiana  
Illinois  
California  
Nevada  
Texas  
Georgia

