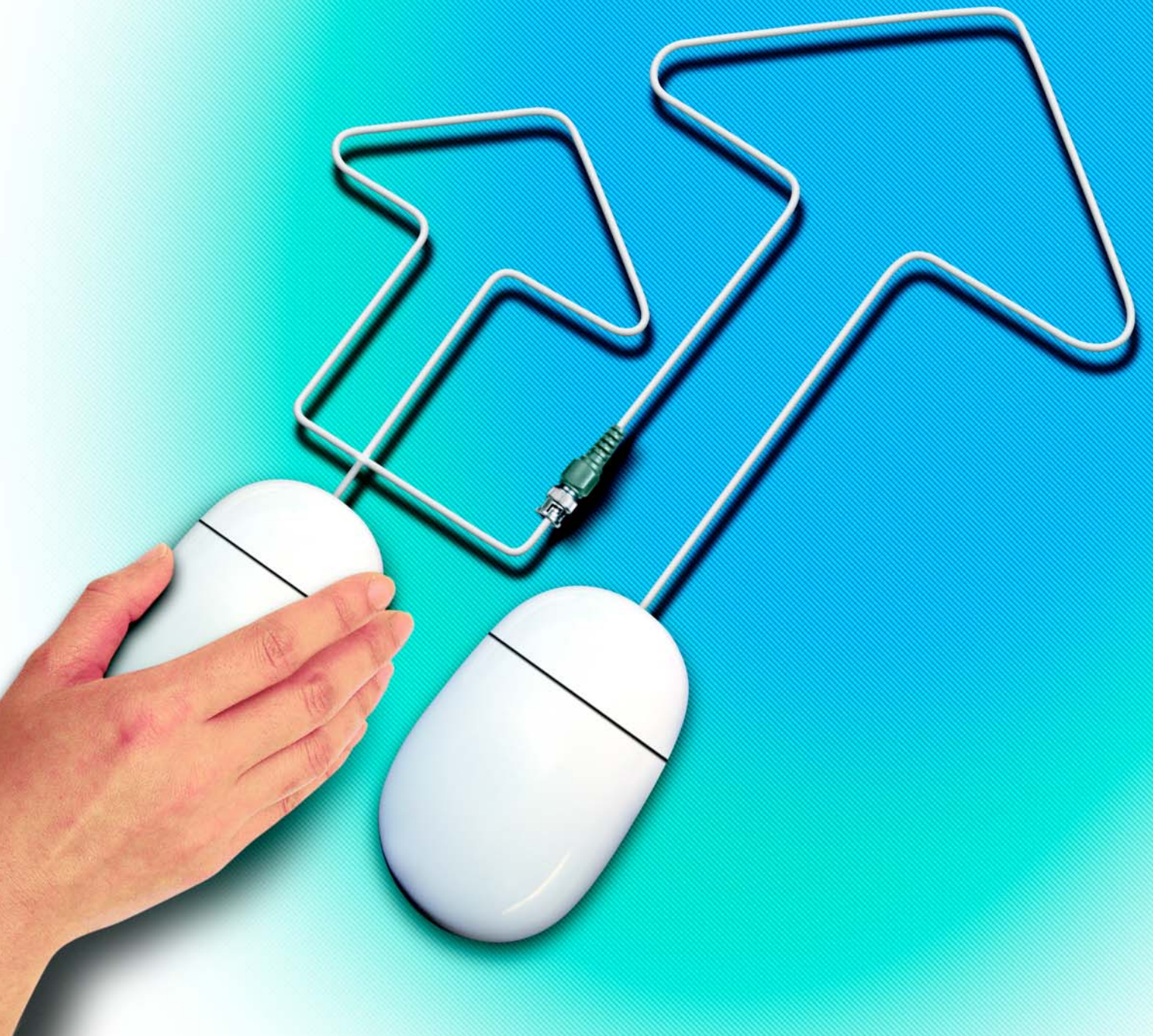


Tradelink Electronic Commerce Limited Annual Report 2005

貿易通電子貿易有限公司 年報 2005

Stock Code 股份代號: 536



People Building Successful e-Commerce  
眾志成城 深得你心 電子商貿 以人成就



# TRADELINK

The most influential e-commerce service provider

## 貿易通

最具影響力的電子貿易服務供應商

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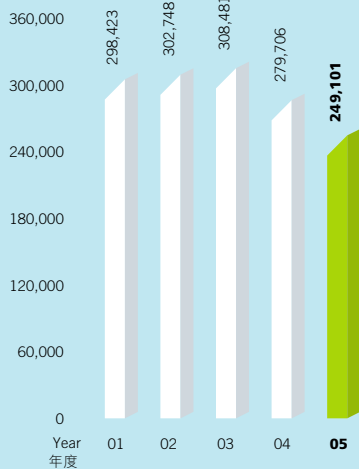
# Financial Highlights

## 財務概要

		Year ended 31 December 2005 截至二零零五年 十二月三十一日 年度 HK\$'000 港幣千元	Year ended 31 December 2004 截至二零零四年 十二月三十一日 年度 HK\$'000 港幣千元
<b>Turnover</b>	營業額	<b>249,101</b>	279,706
<b>Profit from operations</b>	經營溢利	<b>110,293</b>	83,637
<b>Profit attributable to equity shareholders of the Company</b>	本公司股權持有人 應佔溢利	<b>91,397</b>	62,993
<b>Total assets</b>	總資產	<b>535,035</b>	487,050
<b>Net assets</b>	淨資產	<b>303,619</b>	258,957
<b>Dividend per share (HK cents)</b>	每股股息 (港仙)		
Interim	中期息	<b>8.80</b>	5.32
Special	特別股息	<b>4.32</b>	-
Proposed final	擬派末期息	<b>3.00</b>	1.60
<b>Earnings per share (HK cents)</b>	每股盈利 (港仙)		
Basic	基本	<b>12.5</b>	8.8
Diluted	攤薄	<b>12.4</b>	-
<b>Financial ratios</b>	財務比率		
Net profit margin (Note 1)	淨溢利率 (附註1)	<b>36.7%</b>	22.5%
Effective tax rate (Note 2)	實際稅率 (附註2)	<b>16.8%</b>	24.6%
Current ratio (Note 3)	流動比率 (附註3)	<b>1.69</b>	2.02
Quick ratio (Note 4)	速動比率 (附註4)	<b>1.69</b>	2.02

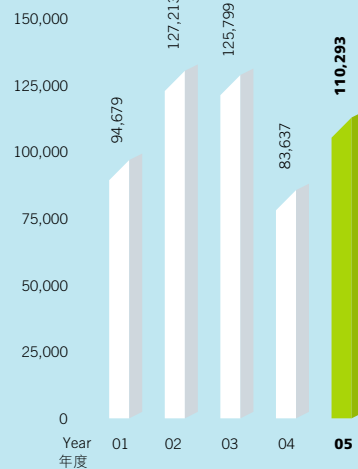
### Turnover 營業額

HK\$'000  
港幣千元



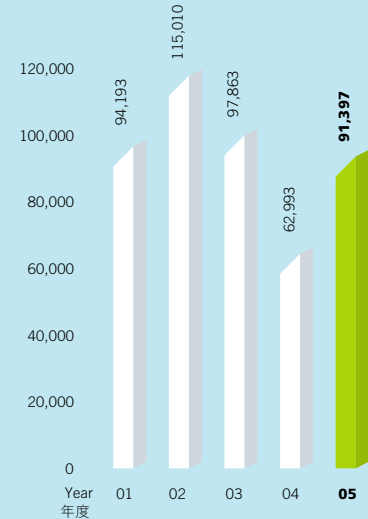
### Profit from operations 經營溢利

HK\$'000  
港幣千元



### Profit attributable to equity shareholders of the Company 本公司股權持有人應佔溢利

HK\$'000  
港幣千元



		At 31 December 2005 於二零零五年 十二月三十一日 '000 千股	At 31 December 2004 於二零零四年 十二月三十一日 '000 千股
Issued and fully paid ordinary shares At 31 December (2005: nominal value of HK\$0.2 per share, 2004 (restated): every two shares of HK\$0.1 each consolidated into one share at HK\$0.2 each)	已發行及繳足普通股 於十二月三十一日(二零零五年: 每股面值港幣0.2元,二零零四年 (重列):每兩股每股港幣0.1元 的股份合併為一股每股港幣0.2元 的股份)	777,633	719,313
Weighted average number of ordinary shares (basic) outstanding at 31 December	於十二月三十一日已發行 普通股的加權平均股數(基本)	729,698	719,313

Note 1 Net profit margin = profit attributable to equity shareholders of the Company/turnover

Note 2 Effective tax rate = taxation/profit before taxation

Note 3 Current ratio = current assets/current liabilities

Note 4 Quick ratio = current assets minus inventory/current liabilities

附註1 淨溢利率 = 本公司股權持有人應佔溢利 / 營業額

附註2 實際稅率 = 稅項 / 除稅前溢利

附註3 流動比率 = 流動資產 / 流動負債

附註4 速動比率 = 流動資產減存貨 / 流動負債

# Corporate Profile

## 公司簡介

Tradelink Electronic Commerce Limited (“Tradelink” or the “Company”) was incorporated in 1988 as a joint venture between some of the most prominent players in Hong Kong’s trading sector.

The Company became a publicly listed company on 28 October 2005. This is therefore the Company’s first annual report. As at the date of this report, the Company’s shareholders include:

- The Financial Secretary Incorporated (“FSI”)
- The Hongkong and Shanghai Banking Corporation Limited
- PCCW-HKT Limited
- Swire Pacific Limited
- Modern Terminals Limited
- HACTL Investments Limited
- HIT Enterprises Limited
- The Hong Kong General Chamber of Commerce
- The Federation of Hong Kong Industries
- The Hong Kong Association of Freight Forwarding and Logistics Limited
- TAL Apparel Limited
- Standard Chartered Bank (Hong Kong) Limited

To date, the Company is an electronic commerce service provider, specializing in the provision of Government-related trade declarations and applications. On top of these, the Company is also engaged in the provision of security solution for both Tradelink and non-Tradelink users as well as the development of non-Government electronic services to provide added value to Tradelink’s customers. A schematic description of the Company’s business model is set out in the following page and other details may be gleaned from the main body of this report.

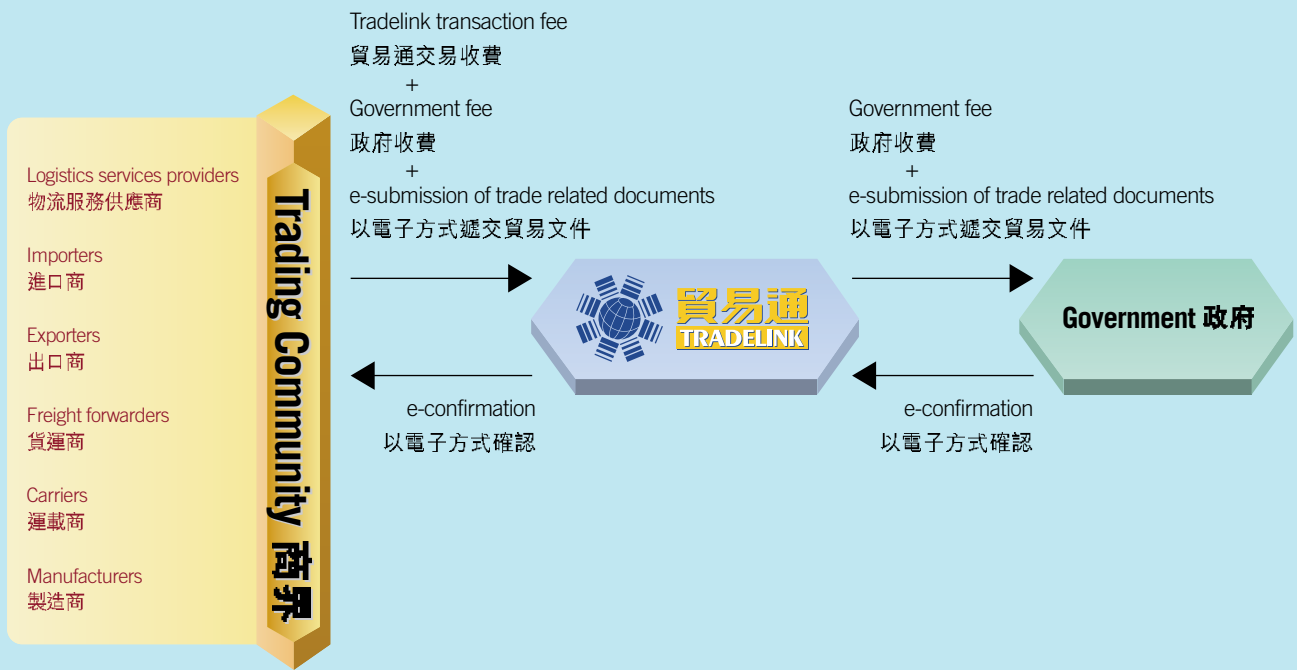
貿易通電子貿易有限公司(「貿易通」或「本公司」)於一九八八年成立，是香港商界一些大企業聯辦的機構。

本公司於二零零五年十月二十八日正式上市，所以這是本公司首份年報。於本報告刊發日期，本公司股東包括：

- 財政司司長法團
- 香港上海滙豐銀行有限公司
- 香港電訊有限公司
- 太古股份有限公司
- 現代貨箱碼頭有限公司
- 香港空運貨站有限公司
- HIT Enterprises Limited
- 香港總商會
- 香港工業總會
- 香港貨運物流業協會有限公司
- 聯業製衣有限公司
- 渣打銀行(香港)有限公司

一直以來，本公司是一家電子貿易服務供應商，專門提供各項政府貿易報關及申請等服務。另外，本公司亦向貿易通與非貿易通用戶提供保安方案，以及發展非政府電子服務，藉以為貿易通的客戶增值。右圖系統化地敘述本公司的商業模式，其他詳細資料已刊載於本報告的其他部分。

**Business Model of Tradelink Key Services**  
貿易通主要服務商業模式



# Chairman's Statement

## 主席報告書



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

**主席**  
**李乃熾博士·S.B.S.·J.P.**

*Dear Shareholders,*

I am honoured to be writing Tradelink's first annual report since its public listing on 28 October 2005.

## **Results**

Tradelink's core business in providing Government-related electronic trade services in 2005 remained very stable. Profit attributable to equity shareholders for the year was HK\$91.4 million, beating the profit forecast we issued in the prospectus by HK\$6.4 million. In view of the satisfactory results, directors will recommend the payment of a final dividend of HK\$0.03 per share or total HK\$23.3 million, payable in cash. Together with the HK\$63.3 million of interim dividend declared and paid for the first eight months of 2005 and a special dividend amount of HK\$31.1 million, the total dividend for 2005 amounted to HK\$117.7 million. The proposed payout is in line with our intended dividend policy that our dividend would not be less than 80% of our distributable profit in respect of 2005 and 2006 respectively. As disclosed in the prospectus, we also intend our dividend to be not less than 60% of our distributable profit thereafter in general.

各位股東：

本人能執筆為貿易通撰寫其自二零零五年十月二十八日公開上市以來的首份年報，實在深感榮幸。

## **業績**

貿易通的核心業務是提供政府電子貿易服務，於二零零五年一直維持於相當平穩的水平。年內股權持有人應佔溢利為港幣9,140萬元，較我們在招股章程作出的溢利預測超出港幣640萬元。基於業績理想，董事將建議派付末期息每股現金港幣0.03元或合共港幣2,330萬元，連同二零零五年首八個月分別已決議派發及派付的中期息港幣6,330萬元及特別股息港幣3,110萬元計算，二零零五年的股息總額為港幣1.177億元。是次分派的建議，與我們計劃分別於二零零五年及二零零六年，將不少於80%可供分派溢利作為派付股息的股息政策一致。誠如招股章程所披露，我們同時計劃於其後整體派付不少於可供分派溢利的60%作為股息。

**“Looking longer term, our growth policy is how best we could leverage our service portfolio, our extensive customer base, and our experienced management to extend our reach beyond Hong Kong.”**

「長遠而言，我們的增長政策，是憑藉集團全面的服務組合、廣闊的客戶群及經驗豐富的管理層，將業務拓展至香港以外的市場。」

## Chairman's Statement *(continued)*

### 主席報告書 *(續)*

#### Review

A number of developments in 2005 are worth singling out for mention.

Tradelink acquired its own office premises in 2005. Other than one of its call centres and its Customers Services center which are separately located, all other units moved together into the new offices in mid September 2005. Apart from providing a conducive environment and work place, this is also expected to generate significant cost savings for the future.

And of course, I should mention our public listing which took place on 28 October 2005. We are appreciative of the market reception our initial public offer ("IPO") has received from the investment community, given that there are not many companies in similar business in Hong Kong and our business model is not that easy to understand at first glance.

One of the key drivers for the future growth for Tradelink is the Digital Trade and Transportation Network ("DTTN"), a joint venture with the Hong Kong SAR Government to provide a computer platform on which different business sectors can exchange electronic documents and data, for their supply chain activities.

All required legal documents were executed with the Government in August 2005. Construction of Phase 1 of the DTTN platform was completed in late 2005 and selected pilot users started to send live transactions using the DTTN platform in January 2006. On 17 February 2006, the Finance Committee of the Legislative Council approved the Government's investment of HK\$31.5 million in the DTTN project for eventually about 21% of the equity. It is expected another 28% of the equity will be allocated shortly, mostly to leading Hong Kong trade associations.

#### 回顧

二零零五年度有多項發展皆值回顧。

貿易通已於二零零五年自置辦公室物業。除了其中一個熱線中心及客戶服務中心乃分開設立外，所有其他單位均已於二零零五年九月中遷入新辦公室。此舉不但提供了有利的環境及工作空間，預計日後亦可大大節省成本開支。

不得不提的是我們於二零零五年十月二十八日正式上市。由於在香港經營類似業務的公司數目不多，而我們的商業模式亦不輕易一目了然，因此，對於首次公開招股在投資界別的市場反應理想，我們深感欣慰。

貿易通未來的其中一項主要增長動力是數碼貿易運輸網絡系統(Digital Trade and Transportation Network, DTTN)。此項目是與香港特區政府合組的合營企業，為不同業界的供應鏈業務提供電子訊息及文件交流的電腦平台。

我們已於二零零五年八月與政府簽訂所有必要的法律文件。DTTN平台的第一期建設已於二零零五年年底完成，而特選用戶已於二零零六年一月開始試用DTTN平台傳送即時交易。二零零六年二月十七日，立法會財務委員會批准政府對DTTN項目投資港幣3,150萬元，藉以換取最終約21%的股權。我們預計將於短期內，分配另外28%的股權，主要分配予香港主要商會。

## Prospects

We expect volume and revenue for Tradelink's core electronic services should hold steady or improve in 2006 and the Company is confident of its ability to maintain or to improve its market share of the Government services it is providing.

The DTTN project is progressing according to plan. The next task will be to see how soon we can make the DTTN business contribute to Tradelink's bottom line.

Looking longer term, our growth policy is how best we could leverage our service portfolio, our extensive customer base, and our experienced management to extend our reach beyond Hong Kong, the first priority for which is obviously the Mainland. Given the rapid economic development in the Mainland that we are witnessing, it behoves us to choose carefully the right opportunities to do so.

Lastly I would take this opportunity to extend my deepest appreciation to all our shareholders, our business partners, our management team led by our Chief Executive Officer, Justin YUE, and to all Tradelink employees. Without you, we would not have achieved what we have. I look forward to your continued support in making 2006 another successful year.

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

*Chairman*

Hong Kong, 23 March 2006

## 展望

展望二零零六年，公司的核心電子服務的交易額及收入，將會保持平穩或有所提升。在提供政府服務方面，我們亦有信心可保持或提高市場佔有率。

DTTN項目正按計劃進展。我們的下一步，是盡快使到DTTN業務為貿易通帶來進賬。

長遠而言，我們的增長政策，是憑藉集團全面的服務組合、廣闊的客戶群及經驗豐富的管理層，將業務拓展至香港以外的市場，尤其是內地市場。鑑於內地經濟發展迅速，我們在選取業務機遇時，必會小心謹慎。

最後，本人謹藉此機會，向本公司股東、業務夥伴、行政總裁余國雄先生、貿易通管理層及全體員工致謝。我們之所以有今天的豐碩成果，實有賴各位的摯誠支持。本人深盼各位繼續努力，好讓我們於二零零六年度再創佳績！

主席

**李乃熺博士，S.B.S.，J.P.**

香港，二零零六年三月二十三日

# Business Review 業務回顧



## Creating Business Success 創造商業成功

As this is the first Annual Report of the Company since its public listing on 28 October 2005, and the majority of the business activities in 2005 have already been covered in the prospectus, this is almost an update on the prospectus.

In short, we have achieved in all material aspects our plan for 2005, the key initiatives for which are disclosed in the prospectus issued incidental to our listing in October 2005.

In 2005, the Company and its subsidiaries (the “Group”) continued its leading position in the market for the provision of front-end Government Electronic Trading Services for processing certain official trade-related documents. During the year, we commanded an absolute majority in market share in relation to Import/Export Declarations (“TDEC”) and Dutiable Commodities Permits (“DCP”). In addition, we are the sole provider of Government Electronic Services in relation to Certificates of Origin, electronic submission of manifests in respect of cargoes carried by air, rail or water, Production Notification and Notice under Textile Trader Registration Scheme. Our services are accessible by registered and non-registered customers. As at 31 December 2005, our registered customers are in excess of 54,000.

We also pioneer the provision of digital certificates and the establishment of DTTN services platform in Hong Kong.

The Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (“the SEHK”) on 28 October 2005.

### Operating Performance

Turnover for the year was HK\$249.1 million. This is lower than the turnover of HK\$279.7 million in 2004 mainly due to the cessation of the Restrained Textiles Export Licence Application service following the worldwide elimination of quotas for textiles and garment on 1 January 2005.

Operating expenses (excluding depreciation and impairment loss) remained flat at HK\$130.1 million for the year ended 31 December 2005 as compared to HK\$131.4 million last year. As part of our ever conscious cost control efforts, the Company acquired and moved into its own premises in September 2005. Apart from generating around HK\$2.0 million in rental savings per year, the Company is now insulated from the fluctuations of the office property rental market.

鑒於這是本公司自二零零五年十月二十八日公開上市以來第一份年報，而招股章程亦已提述二零零五年的大部分經營業務，因此，本年報基本上是招股章程的更新資料。

我們於二零零五年十月上市時，同步刊發的招股章程中，披露公司主要業務目標。概括而言，我們於二零零五年，已達致該等目標。

於二零零五年，本公司及其附屬公司（「本集團」）繼續在提供處理各種與貿易相關的官方文件的前端政府電子貿易服務市場上保持領先地位。年內，本集團穩奪有關進出口報關單（「TDEC」）及應課稅品許可證（「DCP」）的絕大多數市場佔有率。此外，本集團乃產地來源證、有關航空、鐵路或水路的電子貨物艙單、生產通知書及紡織商登記方案通知書的政府電子服務唯一供應商。已登記及非登記客戶均可使用本集團的服務。於二零零五年十二月三十一日，本集團的登記客戶已超過54,000。

本公司亦為提供數碼證書的先驅，並於香港率先建立DTTN的服務平台。

本公司成功於二零零五年十月二十八日於香港聯交所（「聯交所」）主板上市。

### 經營表現

本年度營業額為港幣2.491億元，低於二零零四年的營業額港幣2.797億元，主要因為全球對紡織品及衣料配額於二零零五年一月一日取消後，受限制紡織品出口證申請服務已終止。

截至二零零五年十二月三十一日止年度，經營開支（不包括折舊及減值虧損）為港幣1.301億元，比較去年的港幣1.314億元保持平穩。為嚴格控制成本，本公司於二零零五年九月購置並搬遷至自持物業。除每年節省約港幣200萬元租金外，本公司目前亦免受辦公室物業租賃市場波幅所影響。

## Business Review *(continued)*

### 業務回顧 *(續)*

Charges for impairment on investment in unlisted equity securities of HK\$40.0 million were taken in last year. No similar charge was recorded in 2005.

Depreciation decreased by 39% to HK\$15.6 million due to lower depreciation on computer equipments following the disposal of obsolete equipments in last year.

Despite lower turnover, our profit before taxation increased by 31% to HK\$109.9 million.

Profit attributable to equity shareholders of the Company surged 45% from HK\$63.0 million in 2004 to HK\$91.4 million in 2005 and exceeded the profit forecast for the year of HK\$85.0 million, as disclosed in our prospectus dated 18 October 2005.

Basic earnings per ordinary share of HK\$0.2 each increased by 42% to HK cents 12.5 as compared to HK cents 8.8 in 2004.

The Company completed, except for the Certificates of Origin and Production Notification services, all the system upgrades necessitated by the corresponding changes by Government to its computer system early in 2005. This was followed by a process of migrating all our registered customers either to a new version of customer software or a web solution. All this was completed ahead of schedule in November 2005. During the year of 2005, total expenses for the relevant upgrade or migration amounted to approximately HK\$10.0 million.

去年投資非上市股本證券的減值支出之港幣4,000萬元已經入賬。二零零五年並無類似支出。

由於去年出售陳舊設備後，有關電腦設備的折舊減少，故折舊減少39%至港幣1,560萬元。

儘管營業額下跌，惟除稅前溢利仍上升31%至港幣1.099億元。

誠如本集團於二零零五年十月十八日刊發的招股章程所披露，本公司股權持有人應佔溢利急升45%，由二零零四年的港幣6,300萬元增加至二零零五年的港幣9,140萬元，並超逾本年度的溢利預測港幣8,500萬元。

每股港幣0.2元的普通股的每股基本盈利為12.5港仙，較二零零四年的8.8港仙上升42%。

除產地來源證及生產通知書服務外，本公司已於二零零五年初完成所有政府要求，對相應之電腦系統進行系統提升。此後所有已登記客戶將改用新版本客戶軟件或網絡解決方案。全部程序於預定時間二零零五年十一月前完成。於二零零五年，有關升級及移除的總支出約為港幣1,000萬元。



Similar work relating to the Certificates of Origin/Production Notification is expected to be completed by June 2006. Costs in doing this in 2006 are likely to be half of the costs in 2005, and zero in 2007.

### **New Services**

In 2005, a new category of digital certificate has been created by our subsidiary, Digi-Sign Certification Services Limited, to enhance the security solutions currently on offer to Tradelink and non-Tradelink customers. The market reception to new products has been encouraging. New customers included banks, professional bodies and stockbrokers.

### **Digital Trade and Transportation Network**

A considerable amount of resources in 2005 was devoted to the DTTN, to develop and operate a computer platform to provide electronic document and data exchange services for supply chain activities. All legal documents required with Government were executed in August 2005. Phase 1 of the construction of the platform was completed in December 2005 and selected pilot customers have started transmitting live transactions since January 2006.

FSI's investment of HK\$31.5 million in the Digital Trade and Transportation Network Limited ("DTTNet") was completed and executed in February 2006 following the approval of funding by the Finance Committee of the Legislative Council.

Full commercial launch of the DTTN services is scheduled for later 2006. Development of Phase 2 of DTTN will take place in parallel, scheduled to be completed early in the fourth quarter of 2006.

關於產地來源證及生產通知書的類似工作，預期於二零零六年六月完成。二零零六年進行此事之成本將為二零零五年的一半，二零零七年之成本為零。

### **新服務**

於二零零五年，本集團的附屬公司電子核證服務有限公司成功開創新數碼證書，以提升目前提供予貿易通及非貿易通客戶的保安解決方案。市場對新產品的反應令人鼓舞。新客戶包括銀行、專業團體及股票經紀。

### **數碼貿易運輸網絡系統**

本集團於二零零五年投放不少資源於DTTN系統上，以發展及經營電腦平台，為供應鏈活動提供電子文件及數據交換服務。所有政府所需的法律文件已於二零零五年八月執行。本公司已於二零零五年十二月完成建造第一期平台，而獲挑選的試驗客戶已自二零零六年一月開始傳送即時交易訊息。

財政司司長法團獨立法會財務委員會批准撥款後，其於數碼貿易運輸網絡有限公司（「DTTNet」）的港幣3,150萬元投資已於二零零六年二月完成及實行。

DTTN預計於二零零六年內全面推出商業市場。DTTN第二期發展將同時進行，預定於二零零六年第四季完成。



## Management Discussion and Analysis 管理層討論及分析



Customer Requirements Come First  
鍥而不捨 以客為尊

### Liquidity and Financial Position

As at 31 December 2005, the Group had a total cash and bank balances of HK\$317.2 million (2004: HK\$417.5 million). The decrease in cash balance during the year was mainly due to the payment of dividends to the shareholders before public listing at the total amount of HK\$105.9 million, payment for purchases of fixed assets at the total of HK\$91.0 million and net receipts from the funds raised from the initial public offer at the amount of \$58.4 million. The net assets of the Group amounted to HK\$303.6 million (2004: HK\$259.0 million).

As at 31 December 2005, the Group had no borrowings.

### Capital and Reserves

As at 31 December 2005, the capital and reserves attributable to equity shareholders of the Company were HK\$303.6 million, which had increased from the amount of HK\$259.0 million at the end of 2004 by HK\$44.6 million.

### Segment Reporting

No segment information is presented in respect of the Group's business and geographical segments. Throughout the year, the Group has been operating principally in a single business and geographical segment, i.e. the operation of electronic trading services in Hong Kong.

### 流動資金與財務狀況

於二零零五年十二月三十一日，本集團的現金及銀行結餘總額為港幣3.172億元（二零零四年：港幣4.175億元）。年內現金結餘減少的主要原因，是於公開招股前向股東派發合共港幣1.059億元股息、支付港幣9,100萬元款項購置固定資產，及收取首次公開招股所籌集資金淨額港幣5,840萬元。本集團的資產淨值為港幣3.036億元（二零零四年：港幣2.59億元）。

於二零零五年十二月三十一日，本集團並無借貸。

### 資本與儲備

於二零零五年十二月三十一日，本公司股權持有人應佔的資本及儲備為港幣3.036億元，較二零零四年底的港幣2.59億元上升港幣4,460萬元。

### 分部報告

於本年度內，本集團只於香港區內經營電子貿易服務業務。本集團毋須就業務及地區分別呈列分部資料。



### Charge on Assets and Contingent Liabilities

As at 31 December 2005, the Group had obtained two performance bonds from The Hongkong and Shanghai Banking Corporation Limited with an aggregate amount of HK\$2.1 million as the guarantee to the Government for the due performance of the Government Electronic Trading Services Agreements. The performance bond line facility is secured by a charge over deposit in the amount of HK\$2.1 million. The facility is subject to review on an annual basis.

The Group did not have any other charges on assets.

The Group has provided a bank guarantee amounted to HK\$1.2 million, in respect of a revolving credit facility granted to KAZ Computer Services Hongkong Limited, an associate of the Group. The guarantee is a continuing security and shall not be released or discharged until the expiration of six months after the payment, discharge or satisfaction in full of the guaranteed liability.

### Employees and Remuneration Policy

At 31 December 2005, the Group employed a work force of 293 (2004: 296). All of these employees were working in Hong Kong. The related staff costs for the year totaled HK\$80.1 million (2004: HK\$83.0 million)

The Group's remuneration policy is that all employees are rewarded on the basis of the market salary levels. In addition to salaries, the Group provides staff benefits including medical insurance and contribution to staff's mandatory provident fund. To motivate and reward all levels of employees to achieve the Group's profit target, the Group has established a discretionary performance bonus scheme. Payment of discretionary performance bonus depends on the actual financial performance of the Group. The Group also operates two employee share option schemes to motivate employees' performance.

### 資產抵押及或有負債

於二零零五年十二月三十一日，本集團獲香港上海滙豐銀行提供兩份履約保證合共金額港幣210萬元，作為履行向政府就政府電子貿易服務協議提供的擔保。履約保證額度須以港幣210萬元存款的押記作為擔保。額度須每年檢討。

本集團並無任何其他資產抵押。

本集團就旗下聯營公司KAZ Computer Services Hongkong Limited獲授的循環信貸額度擔保，為提供港幣120萬元的銀行擔保。該擔保屬持續性，於擔保責任獲全數付款、解除或履行後足六個月前，本公司不得放棄或解除擔保。

### 僱員及薪酬政策

截至二零零五年十二月三十一日，本集團的僱員總數為293人（二零零四年：296人）。所有僱員皆於香港工作。本年度的有關僱員成本合共港幣8,010萬元（二零零四年：港幣8,300萬元）。

本集團的薪酬政策下所有僱員薪酬，均以市場薪酬水平釐定。除薪酬以外，本集團亦提供僱員福利，包括醫療保險及強制性公積金供款。為鼓勵及獎勵所有級別的僱員達到本集團的溢利目標，本集團已制定酌情績效花紅計劃。酌情績效花紅按本集團的財務表現派發。本集團亦提供兩項購股權計劃，鼓勵員工爭取表現。

### Exposure to Fluctuation in Exchange Rates and Related Hedges

As at 31 December 2005, the Group had no foreign exchange exposure and related hedges.

### Application of IPO Proceeds

The Group has been working very closely with a number of partners to ready a limited scale RFID (radio frequency identification) solution that could be used by suppliers to provide a better information flow to their buyers. A number of potential customers have been identified and the partners expect to initiate discussions with these in the near future to gauge their receptiveness to the proposed solution.

None of the listing proceeds was utilized in 2005.

### 匯率波動風險及相關對沖工具

於二零零五年十二月三十一日，本集團並無任何外匯風險及相關對沖工具。

### 公開招股所得款項用途

本集團一直與多位夥伴緊密合作，以向供應商提供RFID(無線電辨識系統)解決方案，藉此加快他們向買家提供資訊的效率，現已物色多個潛在客戶，預期有關夥伴將於不久將來與該等客戶展開磋商，以了解他們對建議推出解決方案的接受程度。

本集團於二零零五年概無動用該等上市所得款項。

Corporate Governance Report  
企業管治報告書



Generating Shareholder Value  
為股東帶來更佳回報

In the opinion of the Directors, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices (CG Code) contained in Appendix 14 of the Rules Governing the Listing of Securities on the SEHK (Listing Rules) since our IPO date being 28 October 2005 to 31 December 2005, save for the code provisions on internal controls, which are to be implemented for accounting periods commencing on or after 1 July 2005 pursuant to the announcement of the SEHK issued on 19 November 2004. The Audit Committee is now reviewing the internal control system, which will soon be implemented.

### Board of Directors

The Company is led and controlled through the Board of Directors, which is constituted by 2 Executive Directors, 8 Non-executive Directors, including the Chairman of the Board, and 3 Independent Non-executive Directors. The 3 Independent Non-executive Directors have all confirmed in writing to the Company that they meet all the guidelines for assessing independence set out in rule 3.13 of the Listing Rules.

The Board oversees the overall management and operations of the Company. Major responsibilities include approving the Company's overall business, financial and technical strategies, setting key performance targets, approving budgets and major expenditures, supervising and scrutinizing the performance of management.

There is no service contract between the Company and the Non-executive Directors and Independent Non-executive Directors. They have no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. Pursuant to that Article, one half of the Directors shall retire but may be eligible for re-election at each annual general meeting.

The Board has adopted the Model Code set out in Appendix 10 of the Listing Rules and the Directors have fully complied with it.

The emolument payable to Directors is determined by the Board with reference to the Directors' duties and responsibilities.

董事認為，除了根據聯交所於二零零四年十一月十九日發出的公佈，規定須就二零零五年七月一日或之後開始的會計期間推行的內部監控守則條文外，本公司於二零零五年十月二十八日至二零零五年十二月三十一日期間，一直遵守載於聯交所證券上市規則（「上市規則」）附錄14的企業管治常規守則（「企業管治守則」）所載守則條文。審核委員會目前正檢討短期內將會推行的內部監控系統。

### 董事會

本公司由董事會領導及管治。董事會成員包括2位執行董事、8位非執行董事（包括董事會主席）及3位獨立非執行董事。3位獨立非執行董事已向本公司作出書面確認，他們已符合上市規則第3.13條所載以評估其獨立性的指引。

董事會負責監察本公司的整體管理及營運。董事會的主要職責，包括批核本公司的整體業務、財務及技術策略；設定關鍵的業績表現目標；批核財政預算與主要開支；以及監督和監察管理層的表现。

本公司與非執行董事及獨立非執行董事概無訂立任何服務合約。他們為本公司服務並無固定年期，惟他們將須根據本公司細則第100條於股東週年大會上輪席告退並可被重選連任。根據該細則，董事會內半數董事需每年輪值告退，但他們若符合資格，可於每屆股東週年大會上膺選連任。

董事會已採納上市規則附錄10的標準守則，所有董事均有遵守有關守則。

董事酬金乃董事會按董事的職責而釐定。

## Corporate Governance Report *(continued)*

### 企業管治報告書 (續)

#### Meetings

Pursuant to relevant provisions of the Articles of the Company, the Board meets regularly for at least four times a year, i.e. at approximately quarterly intervals. In addition, special meetings of the Board will be convened if the situation requires so. During the calendar year of 2005, the Board convened a total of eight times and the attendance of the Directors are tabulated as follows:

#### 會議

根據本公司章程的相關條文，董事會須每年召開最少四次定期會議，亦即大約每季開會一次。此外，董事會亦會按需要召開特別會議。於二零零五年公曆年間，董事會合共召開八次會議，董事的出席率列表如下：

Name	姓名	Number of meetings held while being a director 任職董事時 召開的會議次數	Number of meetings attended 出席會議次數
<b>Chairman</b>	<b>主席</b>		
Dr. LEE Nai Shee, Harry, S.B.S., J.P.	李乃熺博士·S.B.S.·J.P.	8	8
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Hubert CHAK	翟迪強先生	8	7
Dr. CHEUNG Yiu Sing	張耀成博士	8	8
Mr. Alistair CURRIE	Alistair CURRIE先生	8	6
Mr. LAU Kam Kuen, David	劉淦權先生	7	7
Mr. LO Sze Wai, Albert	羅四維先生	5	5
Mr. NG Chik Sum, Jackson	吳植森先生	8	6
Mr. YING Tze Man, Kenneth	英子文先生	8	4
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Dr. FONG Ching, Eddy	方正博士	5	5
Mr. HO Lap Kee, Sunny	何立基先生	5	4
Mr. WONG Tin Yau, Kelvin	黃天祐先生	5	5
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. YUE Kwok Hung, Justin ( <i>Chief Executive Officer</i> )	余國雄先生 ( <i>行政總裁</i> )	8	8
Ms. CHUNG Shun Kwan, Emily ( <i>Chief Operations Officer</i> )	鍾順群女士 ( <i>營運總監</i> )	5	5
<b>Directors resigned during 2005</b>	<b>二零零五年間辭任董事</b>		
Mr. Martin CUBBON	Martin CUBBON先生	3	1
Mr. JIANG Wei	蔣偉先生	3	3
Mr. KAN Kam Chan, Patrick	簡錦燦先生	3	3
Mr. LEUNG Kwan Yuen, Andrew	梁君彥先生	3	3
Mr. YUEN Man Chung, Tommy	袁民忠先生	1	1

## Committees of the Board

The Board has established the following committees: the Audit Committee, the Remuneration Committee and the Nomination Committee.

### Audit Committee

The Audit Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Dr. FONG Ching, Eddy, S.B.S., J.P. (*Chairman*)
- Mr. WONG Tin Yau, Kelvin
- Mr. Hubert CHAK

The Audit Committee oversees the overall financial reporting process as well as the adequacy and effectiveness of the Company's internal control. In addition, it is responsible for making recommendations to the Board for the appointment, reappointment or removal of the external auditor. It also reviews and monitors the external auditor's independence and objectivity as well as the effectiveness of the audit process to make sure that it is in full compliance with applicable standards.

### Report of Audit Committee

In 2005, the Audit Committee convened four times. In addition to reviewing and approving the various audit plans and audit reports prepared by the Internal Audit Department of the Company, it has also reviewed the interim and yearly financial reports of the Company.

### Auditors' Remuneration

During 2005, the audit and non-audit fees payable/paid to KPMG was made up of an audit fee of HK\$0.4 million and a non-audit related service fee of HK\$1.2 million. The latter included taxation service and professional service for the issuance of new shares.

### Remuneration Committee

The Remuneration Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Mr. WONG Tin Yau, Kelvin (*Chairman*)
- Dr. LEE Nai Shee, Harry, S.B.S., J.P.
- Mr. HO Lap Kee, Sunny

### 董事會委員會

董事會已成立以下三個委員會：審核委員會、薪酬委員會及提名委員會。

### 審核委員會

審核委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 方正博士S.B.S. · J.P. (主席)
- 黃天祐先生
- 翟迪強先生

審核委員會監察公司的整體財務報告程序及內部監控步驟是否充足有效。此外，審核委員會亦負責就委任、重新委任或撤換外聘核數師，向董事會作出推薦建議；審核委員會同時檢討和監督外聘核數師是否獨立、客觀，以及審核程序是否有效，藉此確保審核程序乃全面遵照適用的準則。

### 審核委員會報告

於二零零五年度，審核委員會召開了四次會議。除審閱及批核本公司內部核數部門編製的各項核數計劃及核數報告外，審核委員會亦審閱了本公司的中期及年度財務報告。

### 核數師酬金

於二零零五年，本集團應付／已付畢馬威會計師事務所的總費用包括核數費用港幣40萬元及非核數服務費港幣120萬元，後者包括稅項服務及發行新股份的專業服務。

### 薪酬委員會

薪酬委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 黃天祐先生 (主席)
- 李乃熿博士S.B.S. · J.P.
- 何立基先生

## Corporate Governance Report *(continued)*

### 企業管治報告書 *(續)*

#### Remuneration Committee *(continued)*

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management.

The remuneration of Directors is determined by the Board based on the advice of the Remuneration Committee with reference to their responsibilities with the Company. During the year, the Remuneration Committee convened two times and made recommendations to the Board regarding the remuneration policy of the Company.

#### Nomination Committee

The Nomination Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Mr. HO Lap Kee, Sunny *(Chairman)*
- Dr. LEE Nai Shee, Harry, S.B.S., J.P.
- Dr. FONG Ching, Eddy, S.B.S., J.P.

The main duty of the Nomination Committee is to review the structure, size and composition of the Board and to select suitable Board members.

The selection of individuals to become Directors is based on assessment of their professional qualifications and experience. The Nomination Committee held its first meeting in July 2005.

#### 薪酬委員會 *(續)*

薪酬委員會負責就本公司的董事及高級管理層的薪酬政策及架構，向董事會提出推薦建議。

薪酬委員會根據董事於公司的職責，向董事會作出提議，再由董事會決定董事的酬金。年內，薪酬委員會召開了兩次會議，並就本公司的薪酬政策，向董事會提出建議。

#### 提名委員會

提名委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 何立基先生 *(主席)*
- 李乃熺博士 S.B.S. · J.P.
- 方正博士 S.B.S. · J.P.

提名委員會的主要職責，是檢討董事會的架構、規模及組合，並甄選合適的董事會成員。

本公司將會評估個別人士的專業資格及經驗而揀選董事。提名委員會於二零零五年七月召開第一次會議。

# Directors and Senior Management

## 董事及高級管理層

### Directors

#### Chairman and Non-executive Director

**Dr. LEE Nai Shee, Harry**, S.B.S., J.P., aged 63, was appointed a Director on 19 September 2000. He is also our Chairman. He was educated in both the United Kingdom and the United States. He holds a Bachelor's degree in Electrical Engineering from the Imperial College of Science and Technology, London, the United Kingdom and a Doctorate from Brown University, the United States. He joined Textile Alliance Limited in Hong Kong in 1979 as a Director and in 1983, was appointed Managing Director of TAL Apparel Limited, which currently employs over 20,000 employees. He has over 20 years' experience in the garment and trading industry. He is actively involved in a number of trade organizations in Hong Kong. He was the Chairman of the Innovation & Technology Fund (Textiles Projects) Vetting Committee and is currently the Honorary Chairman of the Hong Kong Garment Manufacturer's Association, as well as Chairman of Textile Council of Hong Kong Ltd. He is also a member of the Textiles Advisory Board as well as a council member of The Hong Kong Polytechnic University and the Vocational Training Council. He was named in the Queen's birthday honours list as an Officer of the British Empire (OBE) in 1996. He was appointed a Justice of Peace (J.P.) in 1997 and was awarded the Silver Bauhinia Star (S.B.S.) at the Fourth Anniversary of the Establishment of the HKSAR in 2001.

#### Executive Directors

**Mr. YUE Kwok Hung, Justin**, aged 64, was appointed a Director on 1 August 1996. He has also been our Chief Executive Officer since 1996. Mr. Yue has over 30 years' experience in the trade and commerce industry. Prior to joining us, he had worked at executive level both in the Government and the local trading community. He joined the Government in 1968 in what was then the Commerce & Industry Department and progressed to become Deputy Commissioner of Trade, Industry and Customs in 1979. In 1983, he moved to the Trade and Industry Branch of the Government Secretariat. He left the Government in 1985 to join the private sector as a Senior Executive of Winner Garments Ltd. He is active in a number of trade associations and advisory bodies including the Federation of Hong Kong Industries Group, Trade & Industry Advisory Board, Hong Kong Logistics Development Council, Hong Kong Garment Manufacturers Association and Textile Council. He is also an Independent Non-executive Director of Dah Sing Financial Holdings Limited, Dah Sing Life Assurances Company Limited and Winsor Industrial Corporation Limited. He graduated from the University of Hong Kong with a First Class Bachelor of Arts Honours degree in 1965.

### 董事

#### 主席及非執行董事

**李乃熺博士**，S.B.S. · J.P. · 六十三歲，於二零零零年九月十九日獲委任為董事，李博士亦為本公司之主席。他於英國及美國接受教育。他持有英國倫敦Imperial College of Science and Technology之電機工程學士學位及美國Brown University之博士學位。李博士於一九七九年成為香港Textile Alliance Limited董事，並於一九八三年獲公司委任為聯業製衣有限公司的董事總經理，該公司現聘用超過二萬名員工。他於成衣及貿易業擁有逾20年經驗。李博士積極參與香港多個貿易組織。他是創新及科技基金紡織項目評審委員會主席、香港製衣廠同業公會名譽會長，以及香港紡織業聯會會長。他亦是紡織業諮詢委員會成員以及香港理工大學及職業訓練局校董會成員。他於一九九六年之英女皇壽辰授勳名單中獲得大英帝國官員勳章(OBE)。他於一九九七年獲委任為太平紳士(J.P.)，亦於二零零一年香港特別行政區成立四周年獲授銀紫荊勳章(S.B.S.)。

#### 執行董事

**余國雄先生**，六十四歲，於一九九六年八月一日獲委任為董事。他自一九九六年起亦為本公司之行政總裁。余先生擁有逾30年之商貿界經驗。加入本集團前，他於政府及本地商界中均擔任行政人員之職務。他在一九六八年加入香港政府當時的工商署，及於一九七九年升任為工商署副署長。於一九八三年，他調任布政司署工商科。余先生在一九八五年離開政府，加入永南製衣擔任高級行政職務。余先生活躍於各個商會組織及諮詢團體，包括香港工業總會、工業貿易諮詢局、香港物流發展局、香港製衣業總商會及香港紡織業聯會。他亦為大新金融集團有限公司、大新人壽保險有限公司及南聯實業有限公司之獨立非執行董事。他於一九六五年於香港大學畢業，獲一級榮譽文學學士學位。

## Directors and Senior Management *(continued)*

### 董事及高級管理層 *(續)*

**Ms. CHUNG Shun Kwan, Emily**, aged 49, was appointed a Director on 13 May 2005. She is also our Chief Operations Officer and is responsible for the management of our activities in the areas of business development, marketing and sales, customer services, training and service centres. Since joining us in 1992, she has gained 13 years of experience in the e-commerce industry. Prior to joining us, she worked in the Government Secretariat of the Hong Kong Government for over 11 years. She graduated from the University of Hong Kong with a Bachelor of Science degree and a Master of Science degree in Engineering.

#### Non-executive Directors

**Mr. LAU Kam Kuen, David**, aged 39, was appointed a Director on 7 March 2005. Mr. David Lau joined the Hong Kong Government as an Administrative Officer in 1992. He has since served in various positions within the Government, including as Assistant Commissioner of the London Economic and Trade Office, Principal Assistant Secretary for the Environment and Food, and Administrative Assistant to the Secretary for Health, Welfare and Food. He joined the Financial Services and Treasury Bureau in March 2005 as Principal Assistant Secretary (Investments). His responsibilities include financial policy for public corporations, evaluation of the financial aspects of corporatization, privatization and infrastructure-related project proposals, and the management of the Government's Capital Investment Fund and the Loan Fund. He has over 10 years' experience in public sector administration and management. Mr. Lau obtained a Bachelor of Science degree and a Master of Arts degree from King's College, University of London.

**Mr. Hubert CHAK**, aged 44, was appointed a Director on 21 October 2002. He is an Executive Director of Pacific Century Premium Developments Limited and a member of its executive committee. He became a Director of Pacific Century Premium Developments Limited in May 2004. He is also currently the Company Secretary and Director of Mergers and Acquisitions of PCCW Limited, which he joined in October 1999. He has more than 10 years' experience in corporate finance transactions and previously worked for a number of financial institutions, as well as a well-known firm of certified public accountants in Hong Kong. He is a graduate of the University of Wales (now known as Cardiff University) in the United Kingdom and holds a Master of Business Administration degree and a Bachelor of Science degree in Mechanical Engineering.

**鍾順群女士**，四十九歲，於二零零五年五月十三日獲委任為董事。她亦為本集團之營運總監，負責管理業務發展、市場推廣及銷售、客戶服務、培訓及服務中心。她於一九九二年加入本集團，在電子商貿方面擁有13年經驗。加入本集團之前，她於政府總部之庫務局工作超過11年。鍾女士於香港大學畢業，獲理學士學位及工程學碩士學位。

#### 非執行董事

**劉淦權先生**，三十九歲，於二零零五年三月七日獲委任為董事。劉先生於一九九二年加入香港政府成為政務主任。自此，劉先生於政府部門擔任不同職務，包括香港駐倫敦經濟貿易辦事處的助理署長、環境食物局首席助理局長及衛生福利及食物局局長政務助理。他於二零零五年三月加入財經事務及庫務局為首席助理秘書長（投資）。他的職務包括制訂公營機構的財務政策；評估企業化、私有化及基建相關項目建議的財務範疇；以及管理政府之資本投資基金及貸款基金。他於公營界別之行政及管理方面擁有逾10年之經驗。劉先生持有倫敦大學King's College之理學士學位及文學碩士學位。

**翟迪強先生**，四十四歲，於二零零二年十月二十一日獲委任為董事。他為盈科大衍地產發展有限公司執行董事兼執行委員會成員。他於二零零四年五月成為盈科大衍地產發展有限公司董事。他於一九九九年十月加入電訊盈科有限公司，現時擔任電訊盈科公司秘書兼收購及合併事務總監。翟先生對企業融資交易方面擁有超過10年經驗，並曾於多間財務機構及本港一家著名執業會計師事務所工作。翟先生畢業於英國 University of Wales (現稱卡迪夫大學)，獲頒授工商管理碩士學位及機械工程理學士學位。

**Mr. YING Tze Man, Kenneth**, aged 50, was appointed a Director on 16 September 1996. He is an Executive Director of Hongkong International Terminals Limited. He is responsible for the financial matters of Hutchison Ports' business units in South China. He is a member of the Hong Kong Institute of Certified Public Accountants and also a fellow member of the Chartered Association of Certified Accounts, the United Kingdom. Before joining Hongkong International Terminal Limited, he was the Finance Director of Hong Kong-listed Fairwood Holdings Limited. He has 10 years' experience in the logistics sector and 15 years' experience in accounting, finance and administration.

**Mr. LO Sze Wai, Albert**, aged 56, was appointed a Director on 13 May 2005. Having joined Cathay Pacific Airways Limited in 1993, Mr. Lo was the Manager for Cargo Hub Operations before taking up his current position as Manager for Cargo Services, with responsibility for the system-wide cargo operations. He is also the Chairman of Carrier Liaison Group, which is a forum primarily consisting of airlines and ground handling agents at the Hong Kong International Airport and dealing with matters related to air cargo, mail, courier and express cargo handling. Prior to joining Cathay Pacific Airways Limited, Mr. Lo was involved in cargo operations at Pan American World Airways and United Airlines respectively before embarking on freight forwarding operations at Benson Air and Sea Cargo, NAF Airfreight, Danzas and Infolink in Hong Kong and Canada respectively. Mr. Lo has over 35 years' experience in the cargo and freight forwarding industry.

英子文先生，五十歲，於一九九六年九月十六日獲委任為董事。他是香港國際貨櫃碼頭有限公司之執行董事。他負責和記黃埔於華南地區港口業務之財務事宜。他為香港會計師公會之會員及英國特許公認會計師公會之資深會員。於加入香港國際貨櫃碼頭有限公司前，他是香港上市公司大快活集團有限公司的財務董事。他於物流行業擁有10年經驗，在會計、金融及行政界擁有15年經驗。

羅四維先生，五十六歲，於二零零五年五月十三日獲委任為董事。羅先生於一九九三年加盟國泰航空有限公司，擔任貨運中心業務經理；現擔任貨運服務經理，負責整個系統的貨運營運。他亦為航空公司貨運聯絡小組主席，該小組為一個主要由航空公司及香港國際機場的地勤服務代理人組成的論壇，處理與空運、郵件、處理貨運派遞及速遞有關的事項。加入國泰航空有限公司前，羅先生曾分別參與Pan American World Airways及聯合航空公司(United Airlines)的貨運業務，其後分別在香港及加拿大的Benson Air and Sea Cargo、NAF Airfreight、Danzas及Infolink從事貨運業務。羅先生在貨運業擁有超過35年經驗。

## Directors and Senior Management *(continued)*

### 董事及高級管理層 *(續)*

**Mr. NG Chik Sum, Jackson**, aged 45, was appointed a Director on 1 August 1999. He is also the Chief Financial Officer of Modern Terminals Limited and an Independent Non-executive Director of Computech Holdings Limited, a Growth Enterprise Market listed company. He is a Fellow member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in financial management. He obtained a Master of Business Administration degree from the Hong Kong University of Science and Technology and Master of Science degree from the Chinese University of Hong Kong. Mr. Ng previously served as Financial Controller for Lam Soon Group, a listed company in Hong Kong. Prior to joining Modern Terminals, he served as the Finance Director for East Asia for Allergan Asia Limited.

**Dr. CHEUNG Yiu Sing**, aged 54, was appointed a Director on 23 March 2004. He is the Senior Director-Certification of the Hong Kong General Chamber of Commerce. He joined the Chamber in 1990 and worked in various areas including international business, industrial affairs, corporate affairs, membership and human resources and certification services. His current job portfolio covers the area of trade document certification and finances. He was born in Hong Kong and graduated from the Chinese University of Hong Kong with a Bachelor of Science in mathematics. He then studied in France and obtained a Doctorate degree in mathematics from Paris University VII. He had served as a Board member on the China Studies Course Advisory Committee of the Baptist University and the Advisory Board for the Department of Social Science of Lingnan University.

**Mr. Alistair CURRIE**, aged 38, was appointed a Director on 19 June 2004. He has worked for HSBC for over 14 years, having joined HSBC in London after graduating from Imperial College in London with a Master of Science degree in Management. He has overall responsibility for the Bank's trade services businesses throughout the Asia Pacific region, encompassing 21 countries and territories. Prior to becoming Head of Trade Services Asia Pacific, Mr. CURRIE was Chief Operating Officer of Wells Fargo HSBC Trade Bank N.A. in the United States. He has previously held trade finance and other banking roles in Hong Kong, the United States, Indonesia and the United Arab Emirates, as well as business and strategic planning roles in HSBC's Middle East and Asia Pacific head offices.

**吳植森先生**，四十五歲，於一九九九年八月一日獲委任為董事。他亦是現代貨箱碼頭有限公司之財務總監及創業板上市公司駿科網絡訊息有限公司之獨立非執行董事。他是香港會計師公會之資深會員。他擁有財務管理方面的豐富經驗。他亦持有香港科技大學之工商管理碩士及香港中文大學之理學碩士學位。吳先生曾擔任香港上市公司南順集團之財務總監。加入現代貨箱碼頭有限公司前，他於Allergan Asia Limited擔任大中華區之財務總監。

**張耀成博士**，五十四歲，於二零零四年三月二十三日獲委任為董事。他是香港總商會的核證總裁。他於一九九零年加入總商會及擔任不同範疇之職務，包括國際商務、工業事務、企業事務、會員及人力資源及核證服務。他現時之職務範圍涵蓋貿易文件核證及金融事務。他於香港出生並於香港中文大學畢業，取得數學理學士學位。他其後於法國深造及取得Paris University VII之數學博士學位。他為浸會大學中國研究課程顧問委員會成員，亦是嶺南大學社會科學院之顧問委員會成員。

**Alistair CURRIE先生**，三十八歲，於二零零四年六月十九日獲委任為董事。他於倫敦Imperial College畢業並取得理學(管理學)碩士後，便於倫敦之滙豐銀行工作，隨即為此銀行工作超過14年。他全面負責滙豐銀行在亞太地區(跨越21個國家及地域)之貿易服務業務。於成為Trade Services Asia Pacific之主管前，CURRIE先生為美國Wells Fargo HSBC Trade Bank N.A.之營運總監。他曾於香港、美國、印尼及阿拉伯聯合酋長國擔任貿易融資及其他商業銀行之職務，及於滙豐銀行的中東及亞太區總辦事處擔任業務及策略計劃之職務。

### Independent Non-executive Directors

**Dr. FONG Ching, Eddy**, S.B.S., J.P., aged 59, was appointed a Director on 13 May 2005. He was also appointed as the Chairman of the Audit Committee and a member of the Nomination Committee.

Dr. Fong is a certified public accountant and was formerly a senior partner of an international accounting firm, PricewaterhouseCoopers. He has over 30 years' experience in accounting. Currently he is an Independent Non-executive Director of China Resources Power Holdings Company Limited and Parkson Retail Group Limited (listed on the Main Board), and SUNeVision Holdings Ltd (listed on the Growth Enterprise Market of the SEHK), and a Non-executive Director of Li Ning Company Limited (listed on the Main Board).

Apart from pursuing an active professional career, Dr. Fong is active in public and community services in Hong Kong. He is currently a Non-executive Director of the Securities and Futures Commission, a Director of Hong Kong Applied Science and Technology Research Institute Company Limited and a Council Member of the Open University of Hong Kong. He was appointed a Justice of Peace (J.P.) in 1996 and awarded the Silver Bauhinia Star (S.B.S.) in 2000 by the Government of the Hong Kong Special Administrative Region of the People's Republic of China.

Dr. Fong graduated from the University of Kent in the United Kingdom and was conferred Honorary Doctor of Civil Law in 1997.

### 獨立非執行董事

**方正博士**，S.B.S.，J.P.，五十九歲，於二零零五年五月十三日獲委任為董事。他亦獲委任為審核委員會主席及提名委員會委員。

方博士為香港執業會計師和國際會計師行羅兵咸永道會計師事務所的前合夥人，擁有逾30年會計經驗。他現時為主板上市公司華潤電力控股有限公司及聯交所創業板上市公司新意網集團有限公司之獨立非執行董事，及主板上市公司李寧有限公司之非執行董事。

除於其專業表現積極之餘，方博士亦熱衷參與香港之公益及社區服務。他為證券及期貨事務監察委員會的非執行董事、香港應用科技研究院有限公司董事及香港公開大學校董。他於一九九六年獲委任為太平紳士(J.P.)及於二零零零年獲中華人民共和國香港特別行政區政府授予銀紫荊勳章(S.B.S.)。

方博士於英國肯特大學畢業，於一九九七年獲頒授民法榮譽博士。

## Directors and Senior Management *(continued)*

### 董事及高級管理層 (續)

**Mr. HO Lap Kee, Sunny**, aged 45 was appointed a Director on 13 May 2005. Mr. Ho is the Executive Director of the Hong Kong Shippers' Council. He has over 20 years' experience in the Shipping and Logistics industry. As he now shapes the thrust of the Shippers' Council mandate as the voice of the Hong Kong shippers, he has considerable experience in aspects of trade and transport of goods. Prior to the Shippers' Council, he was Deputy Managing Director of Swire Shipping Agencies and Taikoo Maritime Services Ltd, gaining experience in liner shipping, warehousing, container haulage, mid-stream operations, China feeders, transport and logistics services. Mr. Ho is a member of the Port Development Advisory Group of the Port Development Council, the Port Operations Committee, and the Transport & Shipping Committee of the Hong Kong General Chamber of Commerce. He is heavily involved in various working groups of the LOGSCOUNCIL. He was appointed as the Chairman of Logistic Committee of the Chartered Institute of Transport and Logistics of Hong Kong for 2003-2004, and Advisor to the Chamber of the Hong Kong Logistics Industry and Shenzhen Ports & Harbour Association. He was a member of the Dangerous Goods Standing Committee for several years and Chairman of the Hong Kong Liner Shipping Association for 1993-1995.

**Mr. WONG Tin Yau, Kelvin**, aged 45, was appointed a Director on 13 May 2005. He is a Deputy Managing Director, Executive Director and the Chairman of the Corporate Governance Committee of the Board of Directors of COSCO Pacific Limited. Mr. Wong is an associate member of the Chartered Institute of Bankers, Deputy Chairman of the Hong Kong Institute of Directors, a member of the Hong Kong Securities Institute, a member of the Chartered Institute of Marketing, a member of the National Investor Relations Institute in the United States, a vice chairman of the Hong Kong Chinese Orchestra Limited and member of the 2005 China Trade Advisory Committee of the Hong Kong Trade Development Council. He obtained his Master of Business Administration degree from Andrews University in Michigan, the United States in 1992. He has more than 20 years' working experience in the banking and securities industries. Before he joined COSCO Pacific Limited in July 1996, he was a Senior Manager in the Corporate Finance Division of Chuang's China Investments Holdings Limited and the Group General Manager of Termbay Industries Holdings Limited. Mr. Wong is also an Independent Non-executive Director and Chairman of the Audit Committee of the Board of Directors of China Metal International Holdings Inc. (listed on the Main Board). He is also an Independent Non-executive Director of CIG Yangtze Ports PLC (listed on the GEM-Board). He is responsible for the overall management and investor relations of COSCO Pacific Limited.

**何立基先生**，四十五歲，於二零零五年五月十三日獲委任為董事。何先生為香港付貨人委員會之執行總幹事。他於航運及海事行業擁有逾20年之經驗。何先生擁有豐富之貿易及貨運經驗，以此推動香港付貨人委員會成為代表香港付貨人之「喉舌」。於加入付貨人委員會之前，他為太古船務（代理）有限公司及太古貨運公司之副董事總經理，積累了定期船運輸、倉存、拖運行業、中流作業、China feeders、運輸及物流服務之經驗。何先生為香港港口發展局轄下之港口發展諮詢小組、港口行動事務委員會及香港總商會運輸及船務委員會之成員。他於香港物流發展局之不同工作小組擔當要職。他於二零零三年至二零零四年獲委任為香港運輸物流學會物流委員會主席，以及香港物流商會及深圳港口協會之顧問。他過去擔任危險品常務委員會委員多年，並於一九九三年至一九九五年間出任香港定期班輪協會主席。

**黃天祐先生**，四十五歲，於二零零五年五月十三日獲委任為董事。他現為中遠太平洋有限公司之董事副總經理、執行董事及中遠太平洋有限公司董事會轄下之公司管治委員會主席。黃先生為香港銀行學會之資深會員、香港董事學會副主席、香港證券專業學會會員、英國特許市務學會會員、美國 National Investor Relations Institute會員、香港中樂團有限公司副主席及二零零五年度香港貿易發展局中國貿易諮詢委員會委員。他於一九九二年在美國密西根州安德魯大學獲得工商管理學碩士。他擁有超過20年銀行業及證券行業之工作經驗。他於一九九六年七月加入中遠太平洋有限公司之前，曾任莊士中國投資有限公司企業融資部高級經理，以及添利工業國際（集團）有限公司集團總經理。黃先生為主板上市公司勤美達國際控股有限公司之獨立非執行董事及董事會核數委員會之主席。他亦為創業板上市公司中國基建港口有限公司之獨立非執行董事。他負責中遠太平洋有限公司之整體管理及投資者關係。

## Senior Management

**Mr. LI Fuk Kuen, Wilfred**, aged 55, is our Chief Financial Officer, and is responsible for all our financial management activities including financial accounting and reporting, treasury, budgeting, financial planning and control. He has over 30 years' experience in finance and accounting. Prior to joining us in 1997, he held the post of Senior Manager in the Finance Division of Hong Kong Telecommunications Limited. He holds a Master's degree in Business Administration and a Master of Science degree in Logistics. He is a member of the Chartered Institute of Management Accountants in the United Kingdom and is also a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. YUEN Kam Ming, Alfred**, aged 43, our Chief Technology Officer, is in charge of all our technical service activities. He has more than 20 years' experience in the industry of information technology, and has been with us since 1993. Mr. Yuen graduated from the Simon Fraser University of Vancouver, B.C., Canada, with an honours degree in Computing Science in 1986. He then spent his early stage of career development in The Hongkong and Shanghai Banking Corporation Limited.

**Mr. CHENG Chun Chung, Andrew**, aged 36, is our Senior Vice President (Business Development). He joined Digi-Sign, our subsidiary, in 2002. He has over 10 years' experience in IT related business. He was involved as a technical specialist in a consultancy proposal on the setting up of a Public Key Infrastructure (PKI) by the Hong Kong Government. He holds a Master of Commerce in Information Systems from the University of New South Wales, a Master of Engineering from the University of Sydney, a Bachelor of Engineering with Honors in Electrical Engineering from the University of Sydney and a Bachelor of Science from the University of Sydney. Prior to joining us, he was a Manager of Professional Services in Baltimore Technologies Limited.

## 高級管理層

**李福權先生**，五十五歲，財務總監，負責本集團之財務管理活動，包括財務會計及申報、庫務、預算、財務計劃及監控。他於金融及會計方面擁有超過30年經驗。於一九九七年加入本集團之前，他是香港電訊有限公司財務部之高級經理。他持有工商管理學碩士學位及物流學理學碩士學位。他為英國特許管理會計師公會及香港會計師公會之會員。

**袁錦明先生**，四十三歲，技術總監，負責本集團之所有技術服務業務。他於資訊科技行業擁有超過20年經驗，他自一九九三年起於本集團工作。袁先生於加拿大卑詩省溫哥華之 Simon Fraser University 畢業，於一九八六年取得電腦科學學士榮譽學位。其最先於香港上海滙豐銀行有限公司開展事業。

**鄭俊聰先生**，三十六歲，高級副總裁（業務發展）。他於二零零二年加盟本集團之附屬公司Digi-Sign。他擁有超過10年之資訊科技相關經驗，亦參與香港政府設立之公開密碼匙基礎建設（公匙基建），作為其諮詢建議書之技術專員。他為新南威爾士大學之資訊系統商學碩士、悉尼大學之工程學碩士、悉尼大學之電機工程學榮譽工程學士及悉尼大學之理學士。於加入本集團之前，他為Baltimore Technologies Limited之專業服務部經理。

## Directors and Senior Management *(continued)*

### 董事及高級管理層 *(續)*

**Mr. NG, Paul**, aged 46, is our Senior Vice President (Customer Service). He has worked in the areas of customer service and management since 1982. Prior to joining us in 1996, he held various positions at American Express International Inc.. During his term as a Manager of Customer Service, he was responsible for the overall servicing of card-members and service establishments. Mr. Ng holds a Diploma of Management Study.

**Mr. LIU Kin Ming, William**, aged 40, has been the Company Secretary since 13 March 2001. He is a solicitor admitted in Hong Kong on 12 July 1997 and in England and Wales on 1 July 1998. Mr. LIU holds a Bachelor of Science with Honours from the University of Hong Kong, a Master of Philosophy from the Chinese University of Hong Kong, a Master of Laws (Chinese and Comparative Law) with Credit from the City University of Hong Kong and a Post Graduate Certificate of Laws from the University of Hong Kong.

**吳保羅先生**，四十六歲，客戶服務部之高級副總裁。他自一九八二年起在客戶服務及管理界別工作。於一九九六年加入本集團之前，他曾於American Express International Inc.擔任不同職務。他任職客戶服務經理期內負責整體之信用卡會員及商戶之服務。吳先生持有管理學文憑。

**廖健明先生**，四十歲，自二零零一年三月十三日起出任公司秘書。他於一九九七年七月十二日取得香港執業律師資格，及於一九九八年七月一日取得英國及威爾斯之執業律師資格。廖先生持有香港大學之榮譽理學士學位、香港中文大學之哲學碩士學位、香港城市大學法律碩士學位（中國及比較法）及香港大學之法學研究生證書。

# Report of the Directors

## 董事會報告書

The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2005.

### Principal Place of Business

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

### Principal Activity

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

The principal activities and other particulars of the Company's subsidiaries are set out in note 16 on the financial statements.

### Major Customers and Suppliers

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

		Percentage of the Group's total 佔本集團總額的百分比	
		Sales 銷售額	Purchases 採購額
The largest customer	最大客戶	1.2%	
Five largest customers in aggregate	五大客戶合計	2.7%	
The largest supplier	最大供應商		7.1%
Five largest suppliers in aggregate	五大供應商合計		20.2%

PCCW-HKT Limited, a shareholder of more than 5% of the Company's share capital, is a provider of telecommunication services to the Group and is among the five largest suppliers to the Group.

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

董事會欣然向全體股東提呈截至二零零五年十二月三十一日止年度之報告書及經審核財務報表。

### 主要營業地點

本公司在香港註冊成立並以香港為本籍，註冊辦事處兼主要營業地點，位於香港葵涌和宜合道六十三號麗晶中心B座十一樓及十二樓。

### 主要業務

本公司的主要業務是提供前端的政府電子貿易服務，處理若干官方貿易相關文件。

本公司附屬公司的主要業務及其他詳情載於財務報表附註16。

### 主要客戶及供應商

本集團於本財政年度，就主要客戶及供應商分別進行的銷售及採購資料如下：

香港電訊有限公司是本公司股東，擁有本公司已發行股本超過5%，亦是本集團的電訊服務供應商，為本集團五大供應商之一。

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

## Report of the Directors (continued)

### 董事會報告書 (續)

#### Financial Statements

The profit of the Group for the year ended 31 December 2005 and the state of the Company's and the Group's affairs at that date are set out in the financial statements on pages 44 to 117.

#### Transfer to Reserves

Profit attributable to equity shareholders, before dividends, of HK\$91.4 million (2004: HK\$63.0 million) have been transferred to reserves. Other movements in reserves are set out in note 24 to the financial statements.

An interim dividend of HK cents 8.80 per share giving effect to the share consolidation (2004 (restated): HK cents 5.32 per share giving effect to the share consolidation) and a special dividend of HK cents 4.32 per share giving effect to the share consolidation (2004: nil) were paid on 17 October 2005. The Directors now recommend the payment of a final dividend of HK cents 3.00 per share after share consolidation (2004 (restated): HK cents 1.60 per share giving effect to the share consolidation) in respect of the year ended 31 December 2005.

#### Fixed Assets

Movements in fixed assets during the year are set out in note 14 to the financial statements.

#### Share Capital

Details of the movements in share capital of the Company during the year are set out in note 24(a) to the financial statements.

On 14 October 2005, an ordinary resolution was passed by all shareholders of the Company at the extraordinary general meeting to effect the share consolidation pursuant to which every two ordinary shares of HK\$0.10 each in the capital of the company, both issued and unissued, were consolidated into one ordinary share of HK\$0.20 each.

On 28 October 2005, the Company issued 58,320,000 new shares of nominal value of HK\$0.20 per share at HK\$1.25 each to the subscribers of the new shares for the listing of the Company's shares on the Main Board of the SEHK. As at 31 December 2005, the authorised share capital of the Company was HK\$250.0 million, divided into 1,250 million ordinary shares, 777,632,500 of which were issued and credited as fully paid.

#### 財務報表

本集團截至二零零五年十二月三十一日止年度的溢利，以及本公司與本集團於該日的經營狀況詳情，載於財務報表第44至第117頁。

#### 轉撥至儲備

未計及股息前的股權持有人應佔溢利港幣9,140萬元(二零零四年:港幣6,300萬元)已轉撥至儲備。其他儲備變動資訊載於財務報表附註24。

已計及股份合併影響的中期息每股8.80港仙(二零零四年(重列):每股5.32港仙,已計及股份合併影響)及已計及股份合併影響的特別股息每股4.32港仙(二零零四年:無)已於二零零五年十月十七日派付。於股份合併後,董事會現時建議就截至二零零五年十二月三十一日止年度派付已計及股份合併影響的末期息每股3.00港仙(二零零四年(重列):每股1.60港仙,已計及股份合併影響)。

#### 固定資產

固定資產於年內的變動詳情,載於財務報表附註14。

#### 股本

本公司於年內的股本變動詳情,載於財務報表附註24(a)。

二零零五年十月十四日,本公司全體股東於股東特別大會上通過普通決議案,使股份合併生效,據此將本公司股本中每兩股每股面值港幣0.10元的普通股(包括已發行及未發行者)合併為一股每股面值港幣0.20元的普通股。

二零零五年十月二十八日,本公司就其股份於聯交所主板上市,向新股認購人發行58,320,000股每股面值港幣0.20元的新股,每股作價港幣1.25元。於二零零五年十二月三十一日,本公司的法定股本為港幣250,000,000元,分為1,250,000,000股普通股,其中777,632,500股為已發行及入賬列為繳足股份。

## Directors

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

### Chairman and Non-executive Director

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

### Executive Directors

Mr. YUE Kwok Hung, Justin  
Ms. CHUNG Shun Kwan, Emily (appointed on 13 May 2005)

### Non-executive Directors

Mr. LAU Kam Kuen, David (appointed on 7 March 2005)  
Mr. Hubert CHAK  
Mr. YING Tze Man, Kenneth  
Mr. LO Sze Wai, Albert (appointed on 13 May 2005)  
Mr. NG Chik Sum, Jackson  
Dr. CHEUNG Yiu Sing  
Mr. Alistair CURRIE  
Ms. LEUNG Man Ching, Maggie (ceased to be alternate to Mr. Martin CUBBON on 23 February 2005)  
Mr. SIU Man Tat, Martin (ceased to be alternate to Mr. YUEN Man Chung, Tommy on 7 March 2005) (appointed to be alternate to Mr. LAU Kam Kuen, David on 7 March 2005 and ceased on 13 May 2005)  
Mr. YUEN Man Chung, Tommy (resigned on 7 March 2005)  
Mr. CHOW Shiu On, David (ceased to be alternate to Mr. NG Chik Sum, Jackson on 13 May 2005)  
Mr. KAN Kam Chan, Patrick (resigned on 13 May 2005)  
Mr. BIEN Chia Chen, Andy (ceased to be alternate to Mr. KAN Kam Chan, Patrick on 13 May 2005)  
Mr. James Steed TSIEN (ceased to be alternate to Mr. YING Tze Man, Kenneth on 13 May 2005)  
Mr. Martin CUBBON (resigned on 13 May 2005)  
Mr. SINN Chung Ming, Anthony (ceased to be alternate to Mr. JIANG Wei on 13 May 2005)  
Mr. LEUNG Kwan Yuen, Andrew (resigned on 13 May 2005)  
Mr. MAK Kui Yin, Louis (ceased to be alternate to Mr. LEUNG Kwan Yuen, Andrew on 13 May 2005)  
Mr. Stuart Kennedy NIVISON (ceased to be alternate to Mr. Alistair CURRIE on 13 May 2005)  
Mr. JIANG Wei (resigned on 9 June 2005)

## 董事

於年內直至本報告刊發日期止期間的在任董事為：

### 主席兼非執行董事

李乃熺博士·S.B.S.·J.P.

### 執行董事

余國雄先生  
鍾順群女士 (於二零零五年五月十三日獲委任)

### 非執行董事

劉淦權先生 (於二零零五年三月七日獲委任)  
翟迪強先生  
英子文先生  
羅四維先生 (於二零零五年五月十三日獲委任)  
吳植森先生  
張耀成博士  
Alistair CURRIE先生  
梁文貞女士 (於二零零五年二月二十三日終止替任Martin CUBBON先生的職務)  
蕭文達先生 (於二零零五年三月七日終止替任袁民忠先生的職務) (於二零零五年三月七日獲委任替任劉淦權先生的職務·並於二零零五年五月十三日終止)  
袁民忠先生 (於二零零五年三月七日辭任)  
周兆安先生 (於二零零五年五月十三日終止替任吳植森先生的職務)  
簡錦燦先生 (於二零零五年五月十三日辭任)  
卞家振先生 (於二零零五年五月十三日終止替任簡錦燦先生的職務)  
James Steed TSIEN先生 (於二零零五年五月十三日終止替任英子文先生的職務)  
Martin CUBBON先生 (於二零零五年五月十三日辭任)  
冼仲銘先生 (於二零零五年五月十三日終止替任蔣偉先生的職務)  
梁君彥先生 (於二零零五年五月十三日辭任)  
麥鉅然先生 (於二零零五年五月十三日終止替任梁君彥先生的職務)  
Stuart Kennedy NIVISON先生 (於二零零五年五月十三日終止替任Alistair CURRIE先生的職務)  
蔣偉先生 (於二零零五年六月九日辭任)

## Report of the Directors (continued)

### 董事會報告書 (續)

#### Directors (continued)

##### Independent Non-executive Directors

Dr. FONG Ching, Eddy, S.B.S., J.P. (appointed on 13 May 2005)  
 Mr. HO Lap Kee, Sunny (appointed on 13 May 2005)  
 Mr. WONG Tin Yau, Kelvin (appointed on 13 May 2005)

Biographical details of the Directors at the date of this report are shown on pages 23 to 28.

Messrs YING Tze Man, Kenneth, LO Sze Wai, Albert, CHEUNG Yiu Sing, FONG Ching, Eddy, HO Lap Kee, Sunny and WONG Tin Yau, Kelvin retire at the forthcoming annual general meeting in accordance with article 100 of the Company's articles of association and, being eligible, offer themselves for re-election.

##### Directors' Interests in Contracts

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

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

##### Directors' Service Contracts

Under a service contract between the Company and Mr. YUE Kwok Hung, Justin dated 27 December 2002, Mr. YUE has been appointed to act as Executive Director and Chief Executive Officer of the Company with effect from 1 January 2003 until 31 December 2005. On 16 August 2005, Mr. Yue's service contract was renewed for a period of three year commencing 1 January 2006 until 31 December 2008. The contract can be terminated by the Company or Mr. YUE by giving three months' notice or payment in lieu of notice.

Under a service contract between the Company and Ms. CHUNG Shun Kwan, Emily dated 19 July 2005, Ms. CHUNG has been appointed to act as Executive Director and Chief Operations Officer of the Company with effect from 1 August 2005 until 31 July 2008. The contract can be terminated by the Company or Ms. CHUNG by giving three months' notice or payment in lieu of notice.

#### 董事 (續)

##### 獨立非執行董事

方正博士·S.B.S.·J.P. (於二零零五年五月十三日獲委任)  
 何立基先生 (於二零零五年五月十三日獲委任)  
 黃天祐先生 (於二零零五年五月十三日獲委任)

於本報告刊發日期的董事履歷·詳情載於第23至28頁。

根據本公司的組織章程第100條·英子文先生·羅四維先生·張耀成博士·方正博士·何立基先生及黃天祐先生須於即將舉行的股東週年大會上輪值告退·並符合資格膺選連任。

##### 董事的合約權益

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

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

##### 董事服務合約

根據本公司與余國雄先生於二零零二年十二月二十七日訂立的服務合約·余先生獲委任為本公司執行董事兼行政總裁·任期由二零零三年一月一日起生效·直至二零零五年十二月三十一日。二零零五年八月十六日·余先生重續額外三年服務合約·合約期由二零零六年一月一日至二零零八年十二月三十一日。該份合約可由本公司或余先生給予對方三個月通知或代通知金終止。

根據本公司與鍾順群女士於二零零五年七月十九日訂立的服務合約·鍾女士獲委任為本公司執行董事兼營運總監·任期由二零零五年八月一日起·直至二零零八年七月三十一日。該份合約可由本公司或鍾女士給予對方三個月通知或代通知金終止。

### Directors' Service Contract (continued)

Mr. YUE Kwok Hung, Justin and Ms. CHUNG Shun Kwan, Emily are also directors of DTTNCo, an associate of the Group.

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

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

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

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

### Share Option Scheme

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

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

### 董事服務合約 (續)

余國雄先生及鍾順群女士同時為本集團聯營公司DTTNC的董事。

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

### 董事之股份、相關股份及債券權益及淡倉

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

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

### 購股權計劃

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

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

## Report of the Directors (continued)

### 董事會報告書 (續)

#### Share Option Scheme (continued)

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

#### Pre-IPO Share Option Scheme

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

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

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

#### 購股權計劃 (續)

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

#### 首次公開招股前購股權計劃

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

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

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

## Share Option Scheme (continued)

### Pre-IPO Share Option Scheme (continued)

#### (ii) Pursuant to the grant of options approved on 22 March 2005

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

### Share Option Scheme

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

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

## 購股權計劃 (續)

### 首次公開招股前購股權計劃 (續)

#### (ii) 根據二零零五年三月二十二日批准授出的購股權

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

### 購股權計劃

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

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

## Report of the Directors (continued)

### 董事會報告書 (續)

#### Share Option Scheme (continued)

##### Share Option Scheme (continued)

As at 31 December 2005, the Directors and employees of the Company had the following interests in options to subscribe for shares of the company granted for nil consideration under the share option scheme of the Company. Each option gives the holder the right to subscribe for one ordinary share of the Company.

#### 購股權計劃 (續)

##### 購股權計劃 (續)

於二零零五年十二月三十一日，董事及本公司僱員擁有的購股權權益，可根據本公司的購股權計劃按無償代價認購本公司股份。每份購股權賦予其持有人認購本公司一股普通股的權利。

		No. of options outstanding at 1 January 2005	No. of shares consolidated	No. of options granted during the year	Effect of options lapsed upon termination of employment	No. of options outstanding at 31 December 2005	Date granted	Exercise period	Exercise price per share	Market value per share on exercise of options*
		於二零零五年一月一日尚未行使的購股權數目	合併股份數目	行使購股權年內授出的購股權數目	因終止受僱而失效的購股權	於二零零五年十二月三十一日尚未行使的購股權數目	授出日期	行使期	每股行使價	行使時每股股份的市值*
<b>Directors</b>	<b>董事</b>									
YUE Kwok Hung, Justin	余國雄	3,525,000	(1,762,500)	-	-	1,762,500	24/11/2000	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		3,525,000	(1,762,500)	-	-	1,762,500	13/12/2001	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		-	-	982,900	-	982,900	14/10/2005	10 years 10年	HK\$1.25 港幣1.25元	HK\$1.60 港幣1.60元
CHUNG Shun Kwan, Emily	鍾順群	800,000	(400,000)	-	-	400,000	24/11/2000	10 years 10年	HK\$0.90 港幣0.90元	HK \$1.60 港幣1.60元
		800,000	(400,000)	-	-	400,000	13/12/2001	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		-	-	396,845	-	396,845	14/10/2005	10 years 10年	HK\$1.25 港幣1.25元	HK\$1.60 港幣1.60元
<b>Employees</b>	<b>僱員</b>	6,000,000	(3,000,000)	-	(305,000)	2,695,000	Granted in 2000 於二零零零年授出	10 years 10年	HK \$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		6,330,000	(3,165,000)	-	(410,000)	2,755,000	Granted in 2001 於二零零一年授出	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		2,060,000	(1,030,000)	-	(65,000)	965,000	Granted in 2002 於二零零二年授出	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		980,000	(490,000)	-	(105,000)	385,000	Granted in 2003 於二零零三年授出	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		610,000	(305,000)	-	(160,000)	145,000	Granted in 2004 於二零零四年授出	10 years 10年	HK\$0.90 港幣0.90元	HK\$1.60 港幣1.60元
		-	-	12,836,551	(125,317)	12,711,234	14/10/2005	10 years 10年	HK\$1.25 港幣1.25元	HK\$1.60 港幣1.60元
<b>Total</b>	<b>總計</b>	24,630,000	(12,315,000)	14,216,296	(1,170,317)	25,360,979				

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

授予董事的購股權，乃按本身亦兼為實益擁有人的董事的名義登記。

\* being the closing price of the Company's ordinary shares as at 30 December 2005.

\* 本公司普通股於二零零五年十二月三十日的收市價。

### Share Option Scheme (continued)

#### Share Option Scheme (continued)

Information on the accounting policy for share options granted and the weighted average value per option is provided in note 1(n)(ii) and note 23 to the financial statements respectively.

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

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

The Company has been notified of the following interest in the Company's issued shares at 31 December 2005 amounting to 5% or more of the ordinary shares in issues:

### 購股權計劃 (續)

#### 購股權計劃 (續)

有關已授出的購股權及每份購股權加權平均值的會計政策的資料，分別載於財務報表附註1(n)(ii)及附註23。

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

### 主要股東及其他人士於股份及相關股份的權益及淡倉

按本公司所知，於二零零五年十二月三十一日在本公司已發行股份中擁有已發行普通股的5%或以上的權益如下：

		Ordinary shares of HK\$0.20 each 每股普通股港幣0.20元			% of total issued shares 所佔已發行 股份百分比
		Registered shareholders 註冊股東	Corporate interests 公司權益	Number of shares 股份數目	
<b>Substantial shareholders</b>	<b>主要股東</b>				
The Financial Secretary Incorporated	財政司司長法團	95,673,000	–	95,673,000	12.30%
<b>Other persons</b>	<b>其他人士</b>				
HSBC Holdings plc	滙豐控股有限公司	–	63,125,000	63,125,000	8.12%
The Hongkong and Shanghai Banking Corporation Limited	香港上海滙豐 銀行有限公司	63,125,000	–	63,125,000	8.12%
PCCW Limited	電訊盈科有限公司	–	63,125,000	63,125,000	8.12%
PCCW-HKT Limited	香港電訊有限公司	63,125,000	–	63,125,000	8.12%

## Report of the Directors *(continued)*

### 董事會報告書 *(續)*

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

The register of interests in shares and short positions kept under section 336 of the SFO indicates that the interest disclosed by HSBC Holdings plc is the same as the 63,125,000 shares disclosed by The Hongkong & Shanghai Banking Corporation Limited, its 100% owned subsidiary and the interest disclosed by PCCW Limited is the same as the 63,125,000 shares disclosed by PCCW-HKT Limited, its 100% owned subsidiary.

Apart from the above, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company as at 31 December 2005, which was required to be kept under section 336 of the SFO.

#### Sufficiency of Public Float

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

#### Connected Transactions

During 2005, the Company entered into (or continued to be party to) certain transactions with the Government and the FSI. The FSI has been our largest shareholder and connected person. The Government, holding the Company's shares through FSI, has therefore also been considered as a connected person.

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

#### Bank Loans and Other Borrowings

The Company did not have any bank loans and other borrowings as at 31 December 2005.

#### 主要股東及其他人士於股份及相關股份的權益及淡倉 *(續)*

根據證券及期貨條例第336條規定，須予備存的股份及淡倉權益登記冊顯示，滙豐控股有限公司所披露的權益與其全資附屬公司香港上海滙豐銀行有限公司所披露的63,125,000股股份一致，而電訊盈科有限公司披露的權益與其全資附屬公司香港電訊有限公司所披露的63,125,000股股份亦相同。

除上文所述外，就本公司所知，於二零零五年十二月三十一日概無任何人士擁有本公司股份或相關股份的權益或淡倉，而根據證券及期貨條例第336條規定須予備存。

#### 公眾持股量充足

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

#### 關連交易

於二零零五年度，本公司曾與政府及財政司司長法團訂立（或繼續為其訂約方）若干交易。財政司司長法團一直是我們的最大股東兼關連人士。由於政府透過財政司司長法團持有本公司股份，因此亦視作關連人士論。

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

#### 銀行貸款及其他借貸

於二零零五年十二月三十一日，本公司並無任何銀行貸款及其他借貸。

### Summary of Financial Information

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 118 of the annual report.

### Retirement Scheme

The Group operates a Mandatory Provident Fund scheme for all qualifying employees. Particulars of these retirement schemes are set out in note 22 to the financial statements.

### Confirmations of Independence

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

### Auditors

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

By order of the Board

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

*Chairman*

Hong Kong, 23 March 2006

### 財務資料概要

本集團過去五個財政年度的業績及資產負債概要，載於年報第118頁。

### 退休計劃

本集團為全體合資格僱員，履行強制性公積金計劃。有關該等退休計劃的詳情，載於財務報表附註22。

### 獨立確認

本公司已收到每名獨立非執行董事根據上市規則第3.13條發出的每年獨立確認。本公司認為獨立非執行董事全部屬於獨立人士。

### 核數師

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

承董事會命

主席

李乃熿博士，S.B.S.，J.P.

香港，二零零六年三月二十三日

# Report of the Auditors

## 核數師報告書

Auditors' report to the shareholders of  
**Tradelink Electronic Commerce Limited**  
*(Incorporated in Hong Kong with limited liability)*

We have audited the financial statements on pages 44 to 117 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### Respective Responsibilities of Directors and Auditors

The Hong Kong Companies Ordinance requires the directors to prepare financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently, that judgements and estimates are made which are prudent and reasonable and that the reasons for any significant departure from applicable accounting standards are stated.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Basis of Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

致貿易通電子貿易有限公司股東  
 之核數師報告書  
 (於香港註冊成立之有限公司)

我們已審核刊載於第44至第117頁按照香港公認會計原則編製的財務報表。

### 董事及核數師各自的責任

《香港公司條例》規定董事須負責編製真實和公允的財務報表。在編製該等真實和公允的財務報表時，董事必須選擇及貫徹採用合適的會計政策，並作出審慎及合理的判斷和估計，以及列明任何重大偏離適用會計準則的原因。

我們的責任是根據我們審核工作的結果，對這些財務報表提出獨立意見，並按照《香港公司條例》第141條的規定，僅向各位股東作出報告。除此之外，我們的報告不可用作其他用途。我們概不會就本報告的內容，對任何其他人士負責或承擔法律責任。

### 意見的基礎

我們是按照香港會計師公會頒佈的《香港核數準則》進行審核工作。審核範圍包括以抽查方式查核與所載數額及披露事項有關的憑證，亦包括評估董事於編製財務報表時所作的主要估計和判斷，所採用的會計政策是否適合貴公司及貴集團的具體情況，以及有否貫徹運用並足夠披露這些會計政策。

我們在策劃和進行審核工作時，均以取得一切我們認為必須的資料及解釋為目標，使我們能獲得充份的憑證，就是否存有重要錯誤陳述，作合理的確定。在作出意見時，我們亦已衡量財務報表所載資料在整體上是否足夠。我們相信，我們的審核工作已為我們的意見建立合理基礎。

**Opinion**

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2005 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**KPMG**

*Certified Public Accountants*

Hong Kong, 23 March 2006

**意見**

我們認為，上述財務報表真實和公允地反映 貴公司及 貴集團於二零零五年十二月三十一日的財務狀況以及 貴集團截至該日止年度的溢利和現金流量，並已按照《香港公司條例》妥為編製。

**畢馬威會計師事務所**

執業會計師

香港，二零零六年三月二十三日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 December 2005 (Expressed in Hong Kong dollars)  
截至二零零五年十二月三十一日止年度 (以港幣為呈列單位)

		Note 附註	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	3	<b>249,101</b>	279,706
Interest income	利息收入		<b>8,064</b>	5,093
Other net loss	其他淨虧損	5	<b>(1,170)</b>	(4,266)
Staff costs	僱員成本		<b>(80,084)</b>	(82,964)
Depreciation	折舊		<b>(15,559)</b>	(25,501)
Impairment losses of investment in unlisted equity securities	投資非上市股本證券的減值虧損		–	(40,000)
Other operating expenses	其他經營開支		<b>(50,059)</b>	(48,431)
Profit from operations	經營溢利		<b>110,293</b>	83,637
Finance costs	財務成本	6(a)	–	(3)
Share of losses of associates	所佔聯營公司虧損		<b>(787)</b>	–
Gain/(loss) on disposal of subsidiary	出售附屬公司收益/(虧損)	16	<b>347</b>	(55)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	6	<b>109,853</b>	83,579
Taxation	稅項	7(a)	<b>(18,456)</b>	(20,586)
<b>Profit for the year</b>	<b>本年度溢利</b>	24(b)(i)	<b>91,397</b>	62,993
<b>Dividends payable to equity shareholders of the Company attributable to the year:</b>	<b>本年度應付本公司股權持有人股息:</b>	12		
Interim dividend declared during the year	本年度已決議派發中期息		<b>(63,300)</b>	(38,267)
Special dividend declared during the year	本年度決議派發特別股息		<b>(31,074)</b>	–
Final dividend proposed after the balance sheet date	結算日後擬派末期息		<b>(23,329)</b>	(11,509)
			<b>(117,703)</b>	(49,776)
<b>Earnings per share (HK cents)</b>	<b>每股盈利 (港仙)</b>	13		(restated) (重列)
Basic	基本		<b>12.5</b>	8.8
Diluted	攤薄		<b>12.4</b>	–

The notes on pages 52 to 117 form part of these financial statements.

第52至第117頁之附註構成財務報表的一部分。

# Consolidated Balance Sheet

## 綜合資產負債表

At 31 December 2005 (Expressed in Hong Kong dollars)  
於二零零五年十二月三十一日 (以港幣為呈列單位)

		Note 附註	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Fixed assets	固定資產	14(a)	63,751	27,350
Interest in leasehold land held for own use under operating lease	根據經營租賃持作自用的 租賃土地權益	14(a)	5,911	–
Interest in associates	所佔聯營公司權益	17	74,858	–
Other financial assets	其他財務資產	18	10,000	10,000
			<b>154,520</b>	37,350
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	應收賬款	19	18,947	20,242
Other receivables and prepayments	其他應收款項及預付款項		44,391	11,986
Cash and cash equivalents	現金及現金等值		317,177	417,472
			<b>380,515</b>	449,700
<b>Current liabilities</b>	<b>流動負債</b>			
Trade creditors, accounts payable and other payables	應付賬款、應付款項及 其他應付款項	20	223,489	218,540
Taxation	稅項	8(a)	1,388	3,848
			<b>224,877</b>	222,388
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>155,638</b>	227,312
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>310,158</b>	264,662
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision for long service payments	長期服務金撥備	21	3,303	2,740
Deferred taxation	遞延稅項	8(b)(i)	3,236	2,965
			<b>6,539</b>	5,705
<b>Net assets</b>	<b>資產淨值</b>		<b>303,619</b>	258,957

**Consolidated Balance Sheet** *(continued)***綜合資產負債表** *(續)*

At 31 December 2005 (Expressed in Hong Kong dollars)  
於二零零五年十二月三十一日 (以港幣為呈列單位)

		Note 附註	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	24(a)	155,527	143,863
Reserves	儲備	24(b)(i)	148,092	115,094
			<b>303,619</b>	258,957

Approved and authorised for issue by the Board of Directors on 23 March 2006

經董事會於二零零六年三月二十三日批准及授權刊發

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

主席  
李乃熾博士·S.B.S.·J.P.

**YUE Kwok Hung, Justin**  
Executive Director

執行董事  
余國雄

The notes on pages 52 to 117 form part of these financial statements.

第52至第117頁之附註構成財務報表的一部分。

# Balance Sheet

## 資產負債表

At 31 December 2005 (Expressed in Hong Kong dollars)  
於二零零五年十二月三十一日 (以港幣為呈列單位)

		Note	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Fixed assets	固定資產	14(b)	<b>60,879</b>	23,674
Interest in leasehold land held for own use under operating lease	根據經營租賃持作自用的 租賃土地權益	14(b)	<b>5,911</b>	–
Interest in associates	所佔聯營公司權益	17	<b>76,500</b>	–
Interest in subsidiaries	所佔附屬公司權益	16	<b>10</b>	10
Other financial assets	其他財務資產	18	<b>10,000</b>	10,000
			<b>153,300</b>	33,684
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	應收賬款	19	<b>18,311</b>	20,222
Other receivables and prepayments	其他應收款項及預付款項		<b>43,666</b>	11,429
Other financial assets	其他財務資產	18	<b>10,000</b>	10,000
Cash and cash equivalents	現金及現金等值		<b>317,079</b>	417,189
			<b>389,056</b>	458,840
<b>Current liabilities</b>	<b>流動負債</b>			
Trade creditors, accounts payable and other payables	應付賬款、應付款項及 其他應付款項	20	<b>230,894</b>	225,545
Taxation	稅項	8(a)	<b>1,388</b>	3,926
			<b>232,282</b>	229,471
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>156,774</b>	229,369
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>310,074</b>	263,053
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision for long service payments	長期服務金撥備	21	<b>3,303</b>	2,740
Deferred taxation	遞延稅項	8(b)(ii)	<b>2,949</b>	2,685
			<b>6,252</b>	5,425
<b>Net assets</b>	<b>資產淨值</b>		<b>303,822</b>	257,628

**Balance Sheet** *(continued)***資產負債表** *(續)*

At 31 December 2005 (Expressed in Hong Kong dollars)  
於二零零五年十二月三十一日 (以港幣為呈列單位)

		Note	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
		附註		
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	24(a)	<b>155,527</b>	143,863
Reserves	儲備	24(b)(ii)	<b>148,295</b>	113,765
			<b>303,822</b>	257,628

Approved and authorised for issue by the Board of Directors on 23 March 2006

經董事會於二零零六年三月二十三日批准及授權刊發

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

主席  
李乃熺博士·S.B.S.·J.P.

**YUE Kwok Hung, Justin**  
*Executive Director*

執行董事  
余國雄

The notes on pages 52 to 117 form part of these financial statements.

第52至第117頁之附註構成財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2005 (Expressed in Hong Kong dollars)  
截至二零零五年十二月三十一日止年度 (以港幣為呈列單位)

		2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Total equity at 1 January</b>	於一月一日的權益總額	<b>258,957</b>	264,442
Profit for the year	本年度溢利	<b>91,397</b>	62,993
Dividends declared or approved during the year	本年度已決議派發或批准的股息	<b>(105,883)</b>	(68,478)
<b>Movement in equity arising from capital transactions:</b>	因資本交易產生的權益變動:		
Issue of new shares	發行新股	<b>72,900</b>	–
Listing expenses	上市開支	<b>(14,532)</b>	–
Equity settled share-based transactions	以股權結算之股份費用	<b>780</b>	–
<b>Total equity at 31 December</b>	於十二月三十一日之權益總額	<b>303,619</b>	258,957

The notes on pages 52 to 117 form part of these financial statements.

第52至第117頁之附註構成財務報表的一部分。

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2005 (Expressed in Hong Kong dollars)  
截至二零零五年十二月三十一日止年度 (以港幣為呈列單位)

		Note 附註	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Operating activities</b>	<b>經營業務</b>			
Profit before taxation	除稅前溢利		<b>109,853</b>	83,579
<i>Adjustments for:</i>	<i>調整:</i>			
Depreciation	折舊		<b>15,559</b>	25,501
Loss on disposals of fixed assets	出售固定資產虧損		<b>1,170</b>	4,266
(Gain)/loss on sale of subsidiary	出售附屬公司(收益)/虧損	16	<b>(347)</b>	55
Interest income	利息收入		<b>(8,064)</b>	(5,093)
Finance costs	財務成本		–	3
Share of losses of associates	所佔聯營公司虧損		<b>787</b>	–
Equity-settled share-based payment	以股權結算之股份費用		<b>780</b>	–
Impairment losses of investment in unlisted equity securities	投資非上市股本證券的減值虧損		–	40,000
<b>Operating profit before changes in working capital</b>	<b>未計營運資金變動前的經營溢利</b>		<b>119,738</b>	148,311
(Increase)/decrease in trade and other receivables and prepayments	應收賬款、其他應收款項及預付款項(增加)/減少		<b>(2,052)</b>	2,258
Increase/(decrease) in trade creditors, accounts payable and other payables	應付賬款、應付款項及其他應付款項增加/(減少)		<b>20,288</b>	(1,575)
Increase in customer deposits received	已收客戶按金增加		<b>1,743</b>	6,922
<b>Cash generated from operations</b>	<b>經營產生的現金流入額</b>		<b>139,717</b>	155,916
<i>Tax paid:</i>	<i>已繳稅項:</i>			
Hong Kong Profits Tax paid	已繳香港利得稅		<b>(21,050)</b>	(30,174)
Overseas tax paid	已繳海外稅項		–	(32)
<b>Net cash inflow from operating activities</b>	<b>經營活動產生的現金流入淨額</b>		<b>118,667</b>	125,710

		<i>Note</i> <i>附註</i>	2005 二零零五年 HK'000 港幣千元	2004 二零零四年 HK'000 港幣千元
<b>Investing activities</b>	<b>投資活動</b>			
Proceeds from sales of fixed assets	出售固定資產所得款項		13	–
Payment for purchase of fixed assets	購置固定資產所支付款項		(91,041)	(8,118)
Expenditure on capitalised development costs	已撥充資本的開發成本的開支		(5,657)	–
Payment for purchase of investment in unlisted equity securities	購入非上市股本證券投資所支付款項		–	(30,000)
Sale of subsidiary	出售附屬公司	16(c)	(83,696)	(39)
Interest received	收取利息		8,934	3,800
Dividends paid	已付股息		(105,883)	(68,478)
<b>Net cash used in investing activities</b>	<b>投資活動的現金流出淨額</b>		<b>(277,330)</b>	(102,835)
<b>Financing activities</b>	<b>融資活動</b>			
Issue of new shares	發行新股	24	72,900	–
Listing expenses	上市開支	24	(14,532)	–
Capital element of finance leases paid	已付融資租賃的資本部分		–	(67)
Interest element of finance leases paid	已付融資租賃的利息部分		–	(3)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動的現金流入/(流出)淨額</b>		<b>58,368</b>	(70)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值(減少)/增加淨額</b>		<b>(100,295)</b>	22,805
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等值</b>		<b>417,472</b>	394,667
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日的現金及現金等值</b>		<b>317,177</b>	417,472

The notes on pages 52 to 117 form part of these financial statements.

第52至第117頁之附註構成財務報表的一部分。

# Notes on the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

### 1. Significant Accounting Policies

#### (a) Statement of Compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued a number of new and revised HKFRSs that are effective or available for early adoption for accounting periods beginning on or after 1 January 2005. Information on the changes in accounting policies resulting from initial application of these new and revised HKFRSs for the current and prior accounting periods reflected in these financial statements is provided in note 2.

#### (b) Basis of Preparation of the Financial Statements

The consolidated financial statements for the year ended 31 December 2005, comprise the Group and the Group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

### 1. 主要會計政策

#### (a) 遵例聲明

此報告的財務報表，乃按所有適用的香港財務報告準則（「財務報告準則」）、香港公認會計原則及香港公司條例（「公司條例」）的規定而編製。財務報告準則包括會計師公會（「會計師公會」）所頒佈一切適用的個別財務報告準則、香港會計準則（「會計準則」）及詮釋。該等財務報表同時符合《香港聯合交易所有限公司證券上市規則》的適用披露規定。本集團採納的主要會計政策概要載列如下。

會計師公會已頒佈多項新增及修訂的財務報告準則，並於二零零五年一月一日或以後之會計期間正式生效或提前採納。按該等財務報表所反映，於當期及過往會計期間首次應用該等新增及修訂的財務報告準則產生的會計政策變動的資料，載於附註2。

#### (b) 財務報表的編製基準

截至二零零五年十二月三十一日止年度的綜合財務報表，包括本集團以及本集團佔聯營公司權益。

本公司編製財務報表時，乃採用歷史成本作為計量基準。

財務報告準則要求管理層對影響政策應用、資產、負債、收入與開支的報告數額，作出判斷、估計及假設。本公司編製財務報表時，已符合該等規定。該等估計及相關假設，乃根據過往經驗及多個相信在有關情況下屬合理的其他因素而作出，其結果成為對在其他來源並不顯而易見的資產及負債賬面值作出判斷的基礎。實際結果可能有別於該等估計。

## 1. Significant Accounting Policies (continued)

### (b) Basis of Preparation of the Financial Statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### (c) Revenue Recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the income statement as follows:

(i) *Transaction fees, handling fees, registration fees and training income*

Revenue is recognised when services have been provided to customers.

(ii) *Annual subscription fees*

Revenue is recognised on a time-apportioned basis by reference to the period of the subscription.

(iii) *Sale of goods*

Revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue is after deduction of any trade discounts.

(iv) *Interest income*

Interest income is recognised as it accrues using the effective interest method.

## 1. 主要會計政策 (續)

### (b) 財務報表的編製基準 (續)

該等估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂會計估計只影響到修訂估計的期間，則修訂會計估計會在該段期間確認；若修訂影響到當期以及未來期間，則在修訂期間以及未來期間確認。

### (c) 收入確認

如果經濟效益可能會流入本集團，而收入及成本（如適用）又能夠可靠地計算時，便會根據下列基準在收益表確認收入：

(i) *交易費、處理費、登記費及培訓收入*

在向客戶提供服務時確認有關收入。

(ii) *年費*

年費收入乃參考登記年期而按時間比例確認。

(iii) *銷售貨品*

銷售貨品的收入，乃於商品送到客戶處所時，亦即客戶接收貨品及與其擁有權有關的風險及回報時作為確認。銷售貨品收入以扣除任何貿易折扣後之數值為準。

(iv) *利息收入*

利息收入乃採用實際利率法於累計時確認。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (d) Other Property, Plant and Equipment

The following items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (note 1(i)):

- buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease (see note 1(h)); and
- other items of plant and equipment.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in the income statement on the date of retirement or disposal.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Leasehold improvements	lower of 5 years or the remaining term of the lease
Land	the remaining term of the lease
Computer and office equipment	3 – 5 years
Motor vehicles	3 years
Furniture and fixtures	5 years
Building	20 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

#### 1. 主要會計政策 (續)

##### (d) 其他物業、機器及設備

下列物業、機器及設備項目於結算日按成本減累計折舊及減值虧損(見附註1(i))列賬:

- 持作自用而建於租賃土地上的樓宇, 且其公平值在租賃開始時可與租賃土地的公平值分開計量(見附註1(h)); 及
- 其他機器及設備項目。

報廢或出售物業、機器及設備項目之盈虧, 乃出售所收款項淨額以及有關項目賬面值之差額, 並於報廢或出售日期, 在收益表中確認。

折舊是根據物業、機器及設備項目的預計可使用年限, 是以直線法減去其估計剩餘價值(如有)計算, 以撇銷其成本或估值, 詳情如下:

租賃物業裝修	5年或剩餘租期
土地	剩餘租期
電腦及辦公室設備	3-5年
汽車	3年
傢俬及裝置	5年
樓宇	20年

倘物業、機器及設備項目的各部份的可使用年期不同, 該項目的成本或估值, 則按合理基準在各部份之間分配, 而每一部分須單獨計提折舊。資產的可使用年期及剩餘價值(如有)均須每年進行審閱。

## 1. Significant Accounting Policies (continued)

### (e) Subsidiaries and Controlled Entities

A subsidiary, in accordance with the Hong Kong Companies Ordinance, is a Company in which the Group, directly or indirectly, holds more than half of the issued share capital, or controls more than half the voting power or controls the composition of the Board of Directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities.

An investment in a controlled subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to extent that there is no evidence of impairment.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(i)).

### (f) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post-acquisition change in the Group's share of the associate's net assets. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associates.

## 1. 主要會計政策 (續)

### (e) 附屬公司及受控制實體

根據公司條例，附屬公司指一家由本集團直接或間接持有過半數已發行股本，或控制半數以上的投票權，或控制董事會的組成的公司。倘本公司有權直接或間接監控附屬公司的財務及經營政策，並藉此從其活動中取得利益，則該等附屬公司將視為受本公司控制。

於受控制附屬公司之投資，按有關控制權生效期起，在綜合財務報表中綜合入賬，直至該項控制權終止為止。

集團內部往來的結餘和交易及其產生的未變現溢利，均在編製綜合財務報表時全數抵銷。集團內部交易所產生的未變現虧損的抵銷方法與未變現溢利相同，但抵銷額以沒有證據顯示已減值為限。

在本公司的資產負債表中，附屬公司投資乃按成本減任何減值虧損列賬（見附註1(i)）。

### (f) 聯營公司

聯營公司是指本集團或本公司可以對其管理層發揮重大影響力的實體，包括參與其財務及經營決策的管理，但不是控制或聯合控制管理層。

於聯營公司的投資，是按權益法在綜合財務報表列賬，並且先以成本入賬，然後就本集團佔該聯營公司的淨資產，在收購後的變動作出調整。綜合收益表反映出本集團所佔聯營公司於收購後的除稅後業績。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (f) Associates (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the income statement.

In the Company's balance sheet, its investments in associates are stated at cost less impairment losses (see note 1(i)).

##### (g) Other Investments in Equity Securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

- Investments in securities held for trading are classified as current assets and are initially stated at fair value. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in the income statement.
- Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 1(i)).
- Other investments in securities are classified as available-for-sale securities and are initially recognised at fair value plus transaction costs. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except for impairment losses (see note 1(i)).

#### 1. 主要會計政策 (續)

##### (f) 聯營公司 (續)

倘本集團在所佔聯營公司的應佔虧損，超過其應佔權益，本集團的權益則撇減至零；而除非本集團須代表該聯營公司承擔法律或推定責任或代為付款，否則不會進一步確認虧損。就此而言，本集團所佔聯營公司的權益，乃根據權益法計算的投資賬面值，以及實際構成本集團於該聯營公司之長期權益，成為淨投資之一部分。

本集團與聯營公司進行交易所產生的未變現損益，均按本集團於所佔聯營公司的權益的比率抵銷；但假如未變現虧損顯示已轉讓資產出現減值，則這些未變現虧損會即時在收益表內確認。

在本公司的資產負債表中，本公司於聯營公司的投資乃按成本減去減值虧損列賬（見附註1(i)）。

##### (g) 其他股本證券投資

本集團與本公司的股本證券投資政策如下（於附屬公司、聯營公司及共同控制實體之投資除外）：

- 持作買賣證券的投資，會歸類為流動資產，並先按公平值列值。公平值於各結算日重新計量，而任何所得損益均於收益表內確認。
- 於活躍市場並無市場上市的股本證券投資，倘無法可靠計量其公平值，則於資產負債表按成本減去減值虧損確認（見附註1(i)）。
- 其他證券投資，會歸類為可供出售證券，並先按公平值另加交易成本確認。公平值於各結算日重新計量，除了減值虧損外，任何所得損益均直接在權益中確認（見附註1(i)）。

## 1. Significant Accounting Policies (continued)

### (g) Other Investments in Equity Securities (continued)

- Investments are recognised/derecognised on the date the Group and/or the Company commits to purchase/sell the investments or they expire.

### (h) Leased Assets

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the group are classified as operating leases.

#### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Company or Group will obtain ownership of the asset, the life of the asset, as set out in note 1(d). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(i). Finance charges implicit in the lease payments are charged to the income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are written off as an expense of the accounting period in which they are incurred.

## 1. 主要會計政策 (續)

### (g) 其他股本證券投資 (續)

- 各項投資於本集團及 / 或本公司承諾購買 / 出售投資或投資屆滿時確認 / 解除確認。

### (h) 租賃資產

#### (i) 本集團租賃資產之分類

凡本集團根據租賃持有之資產，而有關租賃已將所有權的絕大部份相關風險及報酬轉讓予本集團者，歸類為融資租賃。出租人並未轉讓其擁有權的全部相關風險及回報予本集團的租賃，則歸類為經營租賃。

#### (ii) 以融資租賃購入的資產

如屬本集團以融資租賃獲得資產使用權的情況，便會將相當於租賃資產公平值或最低租金現值（以數額較低者為準）計入固定資產，而相應負債（扣除財務成本）則列為融資租賃承擔。折舊是在相關的租期或資產的可使用年期（如本公司或本集團很可能取得資產的所有權）內，按撇銷其成本或估值之比率計提；有關的可使用年期載列於附註1(d)。減值虧損按照附註1(i)所述的會計政策入賬。租賃付款內含的財務成本，會於租期內自收益表扣除，以得出其餘承擔金額在每個會計期間的概約固定支出比率。或然租金會於其產生之會計期間，以支出撇銷。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (h) Leased Assets (continued)

###### (iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the income statement in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

##### (i) Impairment of Assets

###### (i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities and current receivables that are carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for current receivables are reversed if in a subsequent period the amount of the impairment loss decreases. Impairment losses for equity securities are not reversed.

#### 1. 主要會計政策 (續)

##### (h) 租賃資產 (續)

###### (iii) 經營租賃費用

如屬本集團透過經營租賃使用資產的情況，則除非有較租賃資產之產生利益模式更具代表性之另一基準，否則會根據租賃作出的付款，在租期所涵蓋的會計期間內，以等額在收益表扣除。所得的租賃激勵措施，乃作為所作的整體淨租賃付款額的一部分，在收益表確認。或然租金於其產生之會計期間，自收益表中扣除。

按照經營租賃所持土地之收購成本，在租賃期間按直線基準攤銷。

##### (i) 資產減值

###### (i) 股本證券投資及其他應收款項減值

按成本或攤銷成本列值或歸入可供出售的股本證券投資以及其他流動與非流動應收款項，須於每個結算日進行檢討，以釐定是否有任何客觀減值跡象。如出現任何此等跡象，任何減值虧損則按下列方式釐定及確認：

- 就按成本列值的非上市股本證券及即期應收款項而言，減值虧損會按財務資產賬面值與預計日後現金流量現值兩者之差額計量，而倘折現產生重大影響，則按類似財務資產的現行市場回報率折現。其後倘若減值虧損額有所減少，即期應收款項的減值虧損則會撥回。股本證券的減值虧損則一概不會撥回。

## 1. Significant Accounting Policies (continued)

### (i) Impairment of Assets (continued)

#### (i) Impairment of investments in equity securities and other receivables (continued)

- For financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets).

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through the income statement. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

- For available-for-sale securities, the cumulative loss that had been recognised directly in equity is removed from equity and is recognised in the income statement. The amount of the cumulative loss that is recognised in the income statement is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Impairment losses recognised in the income statement in respect of available-for-sale equity securities are not reversed through the income statement. Any subsequent increase in the fair value of such assets is recognised directly in equity.

## 1. 主要會計政策 (續)

### (i) 資產減值 (續)

#### (i) 股本證券投資及其他應收款項減值 (續)

- 就按攤銷成本列值的財務資產而言，其減值虧損則按資產賬面值與預計日後現金流量現值兩者之差額計量，並按財務資產的原定實際利率折現（即初步確認該等資產時計算的實際利率）。

其後，倘若減值虧損額有所減少，而有關減幅可與減值虧損確認後發生的事件拉上關係，該項減值虧損則會透過收益表撥回。撥回減值虧損，不應導致資產賬面值超出假設過往年度並無確認減值虧損所釐定的數額。

- 就可供出售證券而言，已直接在權益確認的累計虧損會從權益剔除，並在收益表中確認。在收益表確認的累計虧損數額，是經減去有關資產過往於收益表確認的任何減值虧損後，收購成本（扣除任何本金還款及攤銷）與現行公平值兩者之差額。

就已於收益表確認減值虧損，而並未透過收益表撥回的可供出售股本證券而言，有關資產其後的任何公平值增幅，則在權益中直接確認。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (i) Impairment of Assets (continued)

###### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- pre-paid interests in leasehold land classified as being held under an operating lease; and
- investments in subsidiaries and associates.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in the income statement whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

#### 1. 主要會計政策 (續)

##### (i) 資產減值 (續)

###### (ii) 其他資產減值

於各結算日會審核內部及外間資料，以識別下列資產是否已出現減值或之前已確認之減值是否已不存在或減少：

- 物業、機器及設備；
- 於租賃土地擁有之預付權益，歸入根據經營租賃所持之權益；及
- 附屬公司及聯營公司之投資。

任何有關跡象倘若存在，則會估計資產的可收回數額。

- 計算可收回數額

資產之可收回價值，為其售價淨額及使用價值之較高者。於評估使用價值時，估計的未來現金流量乃利用能反映現時市場評估資金時值及資產之特定風險之稅前貼現率，貼現至其現值。倘資產並未能在大致獨立於其他資產下賺取現金流量，則其可收回數額，會以可獨立賺取現金流量之最小組別資產釐訂（即一個現金生產單位）。

- 確認減值虧損

每當資產的賬面值（或其所屬的現金生產單位）高於其可收回數額時，便須在損益表內確認減值虧損。就現金生產單位確認的減值虧損先分配以減少任何分配至現金生產單位（或單位組別）的商譽的賬面值，然後按比例減少單位（或單位組別）內其他資產的賬面值，惟資產賬面值不會減少至低於其個別公允價值減出售成本或使用值（如可釐定）。

## 1. Significant Accounting Policies (continued)

### (i) Impairment of Assets (continued)

#### (ii) Impairment of other assets (continued)

- Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

### (j) Trade and Other Receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see note 1(i)).

### (k) Trade and Other Payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (l) Provisions and Contingent Liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 1. 主要會計政策 (續)

### (i) 資產減值 (續)

#### (ii) 其他資產減值 (續)

- 撥回減值虧損

倘用以釐訂可收回數額之估計出現有利變動，則撥回減值虧損。

撥回之減值虧損，僅限於倘過往年度並未確認減值虧損而釐訂之資產之賬面值。撥回之減值虧損乃於確認撥回之年度，計入收益表。

### (j) 應收賬款及其他應收款項

應收賬款及其他應收款項初始按公平值確認，其後則按攤銷成本減有關呆壞賬的減值虧損列賬（見附註1(i)）。

### (k) 應付賬款及其他應付款項

應收賬款及其他應付款項初始按公平值確認，其後則按攤銷成本列值，惟倘折現影響不大，屆時則會按成本列賬。

### (l) 撥備及或有負債

倘若本集團或本公司須就某一已發生事件承擔法定或推定義務，而履行該責任預期會導致有經濟利益外流，並可作出可靠的估計，便會就該時間或數額不定的負債確認撥備。如果金錢的時間價值重大，則按預計履行責任所需開支的現值計提撥備。

倘若經濟利益外流的可能性不大，或是無法對有關數額作出可靠估計，便會將該責任披露為或有負債；如潛在責任須視乎某宗或多宗未來事件是否發生才能確定，則亦會披露為或有負債，但假如經濟利益外流的可能性極低則除外。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (m) Income Tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

All deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

#### 1. 主要會計政策 (續)

##### (m) 所得稅

年內的所得稅包括本期稅項及遞延稅項資產及負債的變動。所得稅在損益表確認，除非有關稅項是屬於直接計入權益的項目，其時則會於權益確認。

本期稅項是指年內應課稅收入按結算日有效或實際有效的稅率計算的預期應繳稅項，並且就過往年度的應繳稅項作出調整。

遞延稅項資產及負債的產生是由於在財務報告中，資產及負債的賬面值與其稅基之間分別出現可抵扣短暫時差及應課稅短暫時差。未使用的稅務虧損及稅收抵免亦可產生遞延稅項資產。

所有遞延稅項負債必須確認。惟可確認的遞延稅項資產，應以能抵銷該資產的可能出現的未來應課稅溢利數額為限。可支持確認可抵扣短暫時差所產生的遞延稅項資產的未來應課稅溢利包括因撥回現有應課稅短暫時差所產生者，惟這些時差必須與同一稅務機關及同一應稅實體有關，並預期會在預期撥回可抵扣短暫時差的同一期間或遞延稅項資產所產生的稅務虧損可向後期或前期結轉的期間撥回。在釐定現有應課稅短暫時差是否支持確認未使用的稅務虧損及抵免所產生的遞延稅項資產時，會採用上述同一標準，即倘這些短暫時差與同一稅務機關及同一應稅實體有關，並預期會在可在使用上述稅務虧損或抵免的期間內撥回，上述由稅務虧損或抵免所產生的遞延稅項資產便需確認。

遞延稅項的數額乃根據資產或負債的賬面值變現或清償的預定模式，以於結算日已生效或實際有效的稅率計算。遞延稅項資產及負債均無須折現。

## 1. Significant Accounting Policies (continued)

### (m) Income Tax (continued)

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (n) Employee Benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

## 1. 主要會計政策 (續)

### (m) 所得稅 (續)

遞延稅項資產的賬面值於每年結算日進行檢討，倘若認為可能並無足夠應課稅溢利以供扣減有關稅項得益，則遞延稅項資產會予以削減。該削減數額可在有足夠應課稅溢利有可能出現時撥回。

本期稅項和遞延稅項結存，及其變動，均各自分開列示及不會互相抵銷。本期稅項資產和遞延稅項資產只會在本公司或本集團有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 本期稅項資產和負債：本公司或本集團計劃按淨額基準結算，或在實現資產的同時清償負債；或
- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一個應稅實體；或
  - 不同的應稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間按淨額實現本期稅項資產和清償本期稅項負債或在實現資產的同時清償負債。

### (n) 僱員福利

#### (i) 短期僱員福利及定額供款退休計劃之供款

薪金、年度花紅、有薪年假、定額供款退休福利計劃供款及提供各項非金錢福利的成本，均在僱員提供相關服務的年度內累計。如延遲支付或結算會構成重大影響，則上述數額須按現值列賬。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 1. Significant Accounting Policies (continued)

##### (n) Employee Benefits (continued)

###### (ii) Share based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to those share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the company's shares. The equity amount is recognised in capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

##### (o) Translation of Foreign Currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

#### 1. 主要會計政策 (續)

##### (n) 僱員福利 (續)

###### (ii) 以股份為基礎的支付

授予本公司僱員的購股權的公平值，乃確認為僱員成本，股權內的資本儲備因此相應增加。公平值按柏力克－舒爾斯期權定價模式計量，並會考慮到所授出購股權的條款及條件。若僱員須先履行歸屬條件，方可無條件獲發購股權的話，則購股權的估計公平值總額會分配予歸屬期間，並考慮到購股權會歸屬的可能性。

於歸屬期間，預期所歸屬的購股權數目會進行檢討。於過往年度確認的任何累計公平值調整，會在檢討年度，自收益表扣除或計入收益表（除非原有僱員開支合資格確認為資產），而資本儲備亦會作出相應調整。於歸屬日期，確認為開支的數額會作出調整，以反映歸屬購股權的實際數目（資本儲備會作出相應調整），惟僅因本公司股份市價未達到歸屬條件而沒收者除外。股權款額須於資本儲備中確認，直至有關購股權獲行使（將購股權轉撥至股份溢價賬時）或到期（將購股權直接解除至保留溢利）為止。

##### (o) 外幣換算

年內的外幣交易，按交易日期的通用匯率換算；以外幣為單位的貨幣資產及負債，則按結算日的通用匯率換算。外幣交易的匯兌盈虧均於收益表確認。

以外幣按歷史成本計量的非貨幣資產及負債，乃按交易日期的通用匯率換算。以外幣為單位按公平值列賬的非貨幣資產及負債，則按公平值釐定當日的通用匯率換算。

## 1. Significant Accounting Policies (continued)

### (p) Related Parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

### (q) Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

### (r) Segment Reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

## 1. 主要會計政策 (續)

### (p) 關連人士

就財務報表而言，如果本集團有能力直接或間接控制或共同控制另一方，或對另一方的財務及經營決策發揮重大影響力（反之亦然），或本集團與另一方人士均直接或間接受制於共同的監控或共同的重大影響下，有關人士即視為本集團的關連人士。關連人士可以是個人（即主要管理層成員、重要股東及／或他們的直系親屬）或其他實體，或倘若該等人士為個人，而退休後福利計劃乃為本集團或屬於本集團有關連人士之任何實體旗下僱員而設立，則包括受到本集團有關連人士重大影響的實體。

### (q) 現金及現金等值

現金及現金等值包含銀行存款及手頭現金，存放於銀行和其他財務機構的活期存款，以及短期和流動性極高的投資項目，且該等項目可以隨時轉換為已知數額的現金，而該等項目所須承受的價值變動風險甚少，並在購入後三個月內到期。

### (r) 分部報告

分部是指本集團內可明顯區分的組成部分，以提供產品或服務（業務分部），或在一個特定的經濟環境中提供產品或服務（地區分部）作區分，各分部的風險和回報不盡相同。

分部收入、支出、業績、資產及負債包含直接歸屬某一分部，以及可按合理的基準分配至該分部的項目的數額。分部資本開支是指在期內購入預計可於超過一個會計期間使用的分部資產（包括有形和無形資產）所產生的成本總額。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

## 2. Changes in Accounting Policies

The HKICPA has issued a number of new and revised HKFRSs that are effective for accounting periods beginning on or after 1 January 2005.

The accounting policies of the Group and/or Company after the adoption of these new and revised HKFRSs have been summarised in note 1. The following sets out information on the significant changes in accounting policies for the current and prior accounting periods reflected in these financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 31).

### (a) Changes in Presentation (HKAS 1, Presentation of financial statements)

Presentation of shares of associates' and jointly controlled entities' taxation (HKAS 1, Presentation of financial statements)

In prior years, the Group's share of taxation of associates and jointly controlled entities accounted for using the equity method was included as part of the Group's income tax in the consolidated income statement. With effect from 1 January 2005, in accordance with the implementation guidance in HKAS 1, the Group has changed the presentation and includes the share of taxation of associates and jointly controlled entities accounted for using the equity method in the respective shares of profit or loss reported in the consolidated income statement before arriving at the Group's profit or loss before tax. These changes have not resulted in any material changes to the previously reported presentation of shares of associates' and jointly controlled entities' taxation.

### (b) Employee Share Options Scheme (HKFRS 2, Share-based payment)

In prior years, no amounts were recognised when employees (which term includes directors) were granted share options over shares in the Company. If the employees chose to exercise the options, the nominal amount of share capital and share premium were credited only to the extent of the option's exercise price receivable.

## 2. 會計政策變動

會計師公會已頒佈多項新增及修訂之財務報告準則，並於二零零五年一月一日或以後之會計期間生效。

本集團及／或本公司於採納該等新增及修訂之財務報告準則後的會計政策已於附註1概述。下文列載財務報表所反映有關當期及過往會計期間的會計政策重大變動的資料。

本集團並無應用任何於本會計期間尚未生效的全新準則或詮釋(見附註31)。

### (a) 呈報的變動(會計準則第1號－財務報表之呈報)

所佔聯營公司及共同控制實體之稅項的呈報方式(會計準則第1號－財務報表呈報)

在過往年度，本集團所佔聯營公司及共同控制實體的稅項，乃採用權益法入賬，並計入綜合收益表作為本集團的所得稅一部分。自二零零五年一月一日起，按照會計準則第1號的實施指引，本集團改變了呈報方式，並於計算本集團的除稅前溢利或虧損前，將因採用權益法產生的所佔聯營公司及共同控制實體的稅項，納入綜合收益表中的各自應佔溢利或虧損內。此等變動並未導致所佔聯營公司及共同控制實體於過去呈報稅項的方式，構成任何重大變動。

### (b) 僱員購股權計劃(財務報告準則第2號－以股份為基礎的支付)

於過往年度，僱員(涵義包括董事)獲本公司授出本公司股份的購股權時，並無確認任何款項。倘若僱員選擇行使購股權，購股權的象徵式款項及股份溢價皆只限於計入應收的購股權行使價。

## 2. Changes in Accounting Policies (continued)

### (b) Employee Share Options Scheme (HKFRS 2, Share-based payment) (continued)

With effect from 1 January 2005, in order to comply with HKFRS 2, the Group has adopted a new policy for employee share options. Under the new policy, the Group recognises the fair value of such share options as an expense with a corresponding increase in a capital reserve within equity. Further details of the new policy are set out in note 1(n)(ii).

The new accounting policy has been applied retrospectively with comparatives restated, except that the Group has taken advantage of the transitional provisions set out in HKFRS 2, under which the new recognition and measurement policies have not been applied to the following grants of options:

- (a) all options granted to employees on or before 7 November 2002; and
- (b) all options granted to employees after 7 November 2002 but which had vested before 1 January 2005.

Details of the employee share option scheme are set out in note 23.

The above new accounting policy has not resulted in any material changes to the previously reported amounts.

### (c) Leasehold Land and Buildings (HKAS 17, Leases)

#### (i) Leasehold land and buildings held for own use

In prior years, leasehold land and buildings held for own use were stated at revalued amounts less accumulated depreciation and accumulated impairment losses. Movements of revaluation surpluses or deficits were normally taken to the land and buildings revaluation reserve.

## 2. 會計政策變動 (續)

### (b) 僱員購股權計劃 (財務報告準則第2號 – 以股份為基礎的支付) (續)

自二零零五年一月一日起，為遵照財務報告準則第2號，本集團已採納新僱員購股權政策。根據此項新政策，本集團將有關購股權的公平值確認為開支，權益內的資本儲備亦會相應增加。新政策的詳情載於附註1(n)(ii)。

新會計政策已追溯應用，而比較數字亦已重列，惟本集團已採用財務報告準則第2號所列出的過渡期條文，據此，全新的確認及計量政策於以下授出的購股權並沒有應用：

- (a) 於二零零二年十一月七日或之前授予僱員之所有購股權；及
- (b) 於二零零二年十一月七日後授予僱員但已於二零零五年一月一日前歸屬的所有購股權。

有關僱員購股權的詳情載於附註23。

上述新會計政策並未導致過往呈報之款額出現任何重大變動。

### (c) 租賃土地及樓宇 (會計準則第17號 – 租賃)

#### (i) 為自用而持有的租賃土地及樓宇

於過往年度，為自用而持有的租賃土地及樓宇，乃按重估數額減累計折舊及累計減值虧損列賬。重估盈虧一般撥入土地及樓宇的重估撥備。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

## 2. Changes in Accounting Policies (continued)

### (c) Leasehold Land and Buildings (HKAS 17, Leases) (continued)

#### (i) Leasehold land and buildings held for own use (continued)

With effect from 1 January 2005, in order to comply with HKAS 17, the Group has adopted a new policy for leasehold land and buildings held for own use. Under the new policy, the leasehold interest in the land held for own use is accounted for as being held under an operating lease where the fair value of the interest in any buildings situated on the leasehold land could be measured separately from the fair value of the leasehold interest in the land at the time the lease was first entered into by the Group, or taken over from the previous lessee, or at the date of construction of these buildings, if later.

Further details of the new policy are set out in notes 1(d) and (h). Any buildings held for own use which are situated on such land leases continue to be presented as part of property, plant and equipment. However, as from 1 January 2005 the buildings are also stated at cost less accumulated depreciation, rather than at fair value, to be consistent with the new policy required to be adopted for the land element.

#### (ii) Description of transitional provisions and effect of adjustments

The above new accounting policy has not resulted in any material changes to the previously reported amounts.

### (d) Financial Instruments (HKAS 32, Financial instruments: Disclosure and presentation and HKAS 39, Financial instruments: Recognition and measurement)

With effect from 1 January 2005, in order to comply with HKAS 32 and HKAS 39, the Group has changed its accounting policies relating to financial instruments to those as set out in notes 1(g) and (i) to (k). Further details of the changes are as follows:

#### (i) Investments in equity securities

In prior years, equity investments held on a continuing basis for an identifiable long-term purpose were classified as investment securities and stated at cost less provision.

## 2. 會計政策變動 (續)

### (c) 租賃土地及樓宇 (會計準則第17號 – 租賃) (續)

#### (i) 為自用而持有的租賃土地及樓宇 (續)

自二零零五年一月一日起，為遵守會計準則第17號，本集團於自用而持有的租賃土地及樓宇的項目上，採取一項新政策。根據新政策，本集團開始訂立租約時，或從前承租人接手時，或於該等樓宇的建造日期（以較後發生者為準），建於租賃土地上的任何樓宇的公平值與租賃土地權益的公平值可以分開計量，持有作自用的租賃土地權益則作為根據經營租賃持有而入賬。

新政策的詳情載於附註1(d)及(h)。任何持有作個人用途而建於該等租賃土地上的樓宇，則呈列為物業、機器及設備的一部分。然而，由於該等樓宇自二零零五年一月一日起亦按成本減累計折舊列賬，而並非按公平值列賬，因此就土地成份所採納的政策須與新政策貫徹一致。

#### (ii) 過渡期條文內容及調整的影響

上述新會計政策並未導致過往呈報之款額出現任何重大變動。

### (d) 金融工具 (會計準則第32號金融工具 – 披露與呈報，及會計準則第39號金融工具 – 確認和計量)

由二零零五年一月一日開始，根據會計準則第32號及第39號，本集團已將與金融工具的會計政策，依照附註1(g)及(i)至(k)呈列的新政策而作出改變。

#### (i) 股本證券投資

於過往年度，持續持有並識別為長期投資的股本投資，乃歸類為投資證券，並按成本減撥備列賬。

## 2. Changes in Accounting Policies (continued)

### (d) Financial Instruments (HKAS 32, Financial instruments: Disclosure and presentation and HKAS 39, Financial instruments: Recognition and measurement) (continued)

#### (i) Investments in equity securities (continued)

With effect from 1 January 2005, and in accordance with HKAS 39, all investments, with the exception of securities held for trading purposes, dated debt securities being held to maturity and certain unquoted equity investments, are classified as available-for-sale securities and carried at fair value. Changes in the fair value of available-for-sale securities are recognised in equity, unless there is objective evidence that an individual investment has been impaired. There are no material adjustments arising from the adoption of the new policies for securities held for trading purposes, debt securities being held to maturity and unquoted equity investments not carried at fair value. Further details of the new policies are set out in note 1(g).

#### (ii) Derivative financial instruments

In prior years, derivative financial instruments entered into by management to hedge the interest rate risk of a recognised asset or liability or the foreign currency risk of a committed future transaction were recognised on an accruals basis with reference to the timing of recognition of the hedged transaction.

With effect from 1 January 2005, and in accordance with HKAS 39, all derivative financial instruments entered into by the Group are stated at fair value. Changes in the fair value of derivatives held as hedging instruments in a cash flow hedge are recognised in equity to the extent that the hedge is effective and until the hedged transaction occurs. Any other changes in fair value of the derivatives are recognised in the income statement.

The above new accounting policy has not resulted in any material changes to the previously reported amounts.

## 2. 會計政策變動 (續)

### (d) 金融工具 (會計準則第32號金融工具－披露與呈報，及會計準則第39號金融工具－確認和計量) (續)

#### (i) 股本證券投資 (續)

自二零零五年一月一日起，根據會計準則第39號，全部投資（不包括持有買賣證券、持至到期的有期債務證券及若干非上市股本投資）一概歸類為可供出售證券，並按公平值列賬。除非有客觀證據證明個別投資出現減值，否則可供出售證券的公平值變動須於權益確認。就未按公平值列賬的持有買賣用途證券、持至到期債務證券及非上市股本投資而採納新政策，並未導致任何重大調整出現。新政策的詳情載於附註1(g)。

#### (ii) 衍生金融工具

於過往年度，管理層為對沖已確認資產的利率風險或已承諾未來交易的外匯風險而訂立的衍生金融工具，乃參考對沖交易的確認時間，按累計基準確認。

自二零零五年一月一日起，根據會計準則第39號，本集團訂立的所有衍生金融工具一律按公平值列賬。受有關對沖生效所限，持有作為現金流量對沖的對沖工具的衍生金融工具，其公平值變動須於權益確認，直至進行對沖交易為止。衍生金融工具的任何其他公平值變動，則於收益表確認。

上述新會計政策並未導致過往所呈報數額出現任何重大變動。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

## 2. Changes in Accounting Policies (continued)

### (e) Definition of Related Parties (HKAS 24, Related party disclosures)

As a result of the adoption of HKAS 24, Related party disclosures, the definition of related parties as disclosed in note 1(p) has been expanded to clarify that related parties include entities that are under the significant influence of a related party that is an individual (i.e. key management personnel, significant shareholders and/or their close family members) and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party to the Group. The clarification of the definition of related parties has not resulted in any material changes to the previously reported disclosures of related party transactions nor has it had any material effect on the disclosures made in the current period, as compared to those that would have been reported had SSAP 20, Related party disclosures, still been in effect.

## 3. Turnover

The principal activity of the Company is the provision of front-end Government Electronic Trading Services for processing certain official trade-related documents. The principal activities of the subsidiaries are set out in note 16 on the financial statements.

Turnover represents the value of services provided and goods supplied to customers. The amount of each significant category of revenue recognised in turnover during the year is as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Transaction and handling fees	交易及處理費	225,724	253,042
Annual subscription and registration fees	年費及登記費	19,120	19,799
Training income	培訓收入	170	329
Sales of software and related installation	軟件及相關安裝之銷售	42	182
Others	其他	4,045	6,354
		<b>249,101</b>	<b>279,706</b>

## 4. Segment Reporting

No segment information is presented in respect of the Group's business and geographical segments. Throughout the year, the Group has been operating principally in a single business and geographical segment, i.e. the operation of electronic trading services in Hong Kong.

## 2. 會計政策變動 (續)

### (e) 關連人士的定義 (會計準則第24號 – 關連人士披露)

由於採納會計準則第24號「關連人士披露」，附註1(p)內披露的關連人士定義範圍已擴大。根據新定義，關連人士包括任何受關連人士所影響的實體，該等關連人士包括個人（即主要管理層成員、重大股東及／或他們的近親，以及享有作為本集團或與本集團有關連的任何實體僱員之受僱後福利計劃的實體。與假設會計實務準則第20號「關連人士披露」仍然生效則須報告的事項相比，澄清有關連人士的新定義，並未對本集團以往就有關關連人士交易所作出的披露有任何重大變動，對本年度所作出的披露亦無任何重大影響。

## 3. 營業額

本公司的主要業務，為提供處理若干政府有關貿易文件的前端政府電子貿易服務。附屬公司的主要業務詳情，載於財務報表附註16。

營業額包括為客戶提供服務及供應貨品的價值。年內已於營業額確認的各主要收益項目的金額如下：

## 4. 分部報告

於本年度內，本集團只於香港區內經營電子貿易服務業務。本集團毋須就業務及地區分部呈列分部資料。

## 5. Other Net Loss

## 5. 其他淨虧損

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Loss on disposal of fixed assets	出售固定資產的虧損	(1,170)	(4,266)

## 6. Profit Before Taxation

## 6. 除稅前溢利

Profit before taxation is arrived at after charging:

除稅前溢利已扣除：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
(a) Finance costs:	(a) 財務成本：		
Finance charges on obligations under finance leases	融資租賃承擔的財務支出	-	3
(b) Staff costs:	(b) 僱員成本：		
Contributions to defined contribution retirement plan	定額供款退休計劃供款	2,323	2,258
Equity-settled share-based payment expenses	以股權結算之股份費用	780	-
Salaries, wages and other benefits	薪金、工資及其他福利	76,981	80,706
		<b>80,084</b>	82,964
(c) Other items:	(c) 其他項目：		
Auditors' remuneration	核數師酬金	401	111
Depreciation	折舊		
– assets held for use under operating lease	– 根據經營租賃持作佔用的資產	107	-
– other assets	– 其他資產	15,452	25,501
Operating lease charges in respect of properties	物業的經營租賃開支	2,561	2,943

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 7. Income Tax in the Consolidated Income Statement

##### (a) Taxation in the consolidated income statement represents:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備	18,590	23,985
Overseas tax paid	已付海外稅項	-	32
Deferred taxation	遞延稅項	(134)	(3,431)
		<b>18,456</b>	20,586

The provision for Hong Kong Profits Tax for 2005 is calculated at 17.5% (2004: 17.5%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

#### 7. 綜合收益表的所得稅

##### (a) 綜合收益表的稅項為：

二零零五年，香港利得稅撥備乃按年內估計應課稅溢利的17.5%（二零零四年：17.5%）計提。海外附屬公司稅項按相關國家的適用現行稅率計提。

##### (b) Reconciliation Between Tax Expense and Accounting Profit at Applicable Tax Rates:

##### (b) 稅項支出與會計溢利按適用稅率的對賬如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	109,853	83,579
Notional tax on profit before tax, calculated at the rates applicable to profits in the countries concerned	按適用於有關國家溢利的稅率計算的除稅前溢利的名義稅項	19,224	14,658
Tax effect of non-deductible expenses	非可予扣減開支的稅務影響	97	6,819
Tax effect of non-taxable revenue	非應課稅收入的稅務影響	(1,286)	(891)
Other differences	其他差額	421	-
Actual tax expense	實際稅項支出	<b>18,456</b>	20,586

## 8. Income Tax in the Balance Sheet

### (a) Current Taxation in the Balance Sheet Represents:

		The Group 本集團		The Company 本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備	18,590	23,985	18,590	23,985
Provisional Profits Tax paid	已付暫繳利得稅	(17,993)	(20,934)	(17,993)	(20,856)
		597	3,051	597	3,129
Balance of Profits Tax provision relating to prior years	以往年度的利得稅撥備結餘	791	797	791	797
		1,388	3,848	1,388	3,926

## 8. 資產負債表的所得稅

### (a) 資產負債表的本期稅項為：

### (b) Deferred Tax Assets and Liabilities Recognised:

#### (i) The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

### (b) 已確認的遞延稅項資產及負債：

#### (i) 本集團

已於綜合資產負債表確認的遞延稅項(資產)/負債的組成部份及年內變動如下：

		Depreciation allowances in excess of related depreciation 折舊抵免超出相關折舊 HK\$'000 港幣千元	Tax losses 稅務虧損 HK\$'000 港幣千元	Provisions 撥備 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Deferred tax arising from:</b>	來自下列各項的遞延稅項：				
At 1 January 2004 (Credited)/charged to consolidated income statement	於二零零四年一月一日 於綜合收益表 (計入)/列支	7,234	(400)	(438)	6,396
		(3,630)	199	-	(3,431)
At 31 December 2004	於二零零四年十二月三十一日	3,604	(201)	(438)	2,965
At 1 January 2005 (Credited)/charged to consolidated income statement	於二零零五年一月一日 於綜合收益表 (計入)/列支	3,604	(201)	(438)	2,965
Disposal of subsidiary	出售附屬公司	(203)	(369)	438	(134)
		-	405	-	405
<b>At 31 December 2005</b>	<b>於二零零五年十二月三十一日</b>	<b>3,401</b>	<b>(165)</b>	<b>-</b>	<b>3,236</b>

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 8. Income Tax in the Balance Sheet (continued)

##### (b) Deferred Tax Assets and Liabilities Recognised: (continued)

###### (ii) The Company

The components of deferred tax (assets)/liabilities recognised in the balance sheet and the movements during the year are as follows:

#### 8. 資產負債表的所得稅 (續)

##### (b) 已確認的遞延稅項資產及負債: (續)

###### (ii) 本公司

已於資產負債表確認的遞延稅項(資產)/負債的組成部分以及年內變動如下:

		<b>Depreciation allowances in excess of related depreciation</b>	<b>Provisions</b>	<b>Total</b>
		折舊抵免超出 相關折舊	撥備	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
<b>Deferred tax arising from:</b>	來自下列各項的遞延稅項:			
At 1 January 2004	於二零零四年一月一日	6,513	(438)	6,075
Credited to income statement	於收益表計入	(3,390)	-	(3,390)
At 31 December 2004	於二零零四年十二月三十一日	3,123	(438)	2,685
At 1 January 2005	於二零零五年一月一日	3,123	(438)	2,685
(Credited)/Charged to income statement	於收益表(計入)/列支	(174)	438	264
<b>At 31 December 2005</b>	<b>於二零零五年十二月三十一日</b>	<b>2,949</b>	<b>-</b>	<b>2,949</b>

## 9. Directors' Remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

## 9. 董事酬金

根據公司條例第161條披露的董事酬金詳情如下:

		Basic salary, allowances and other benefits	Contributions to retirement schemes	Bonus	Share- based payments	2005 Total	
	Fee	基本薪金、津貼 及其他福利	退休福利 計劃供款	花紅	以股份為 基礎的支付	二零零五年 總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
<b>Executive directors</b>	<b>執行董事</b>						
YUE Kwok Hung, Justin	余國雄	-	2,550	12	1,994	41	4,597
CHUNG Shun Kwan, Emily	鍾順群	-	986	8	-	16	1,010
<b>Non-executive directors</b>	<b>非執行董事</b>						
LEE Nai Shee, Harry	李乃熿	17	-	-	-	-	17
NG Chik Sum, Jackson	吳植森	13	-	-	-	-	13
CHOW Shiu On, David	周兆安	-	-	-	-	-	-
Hubert CHAK	翟迪強	15	-	-	-	-	15
KAN Kam Chan, Patrick	簡錦燦	6	-	-	-	-	6
BIEN Chia Chen, Andy	卞家振	-	-	-	-	-	-
YING Tze Man, Kenneth	英子文	8	-	-	-	-	8
James Steed TSIEN	James Steed TSIEN	-	-	-	-	-	-
CHEUNG Yiu Sing	張耀成	17	-	-	-	-	17
Martin CUBBON	Martin CUBBON	2	-	-	-	-	2
LEUNG Man Ching, Maggie	梁文貞	-	-	-	-	-	-
JIANG Wei	蔣偉	-	-	-	-	-	-
SINN Chung Ming, Anthony	冼仲銘	6	-	-	-	-	6
LEUNG Kwan Yuen, Andrew	梁君彥	2	-	-	-	-	2
MAK Kui Yin, Louis	麥鉅然	4	-	-	-	-	4
YUEN Man Chung, Tommy	袁民忠	-	-	-	-	-	-
Stuart Kennedy NIVISON	Stuart Kennedy NIVISON	2	-	-	-	-	2
SIU Man Tat, Martin	蕭文達	4	-	-	-	-	4
Alistair CURRIE	Alistair CURRIE	11	-	-	-	-	11
LAU Kam Kuen, David	劉淦權	13	-	-	-	-	13
LO Sze Wai, Albert	羅四維	10	-	-	-	-	10
FONG Ching, Eddy	方正	89	-	-	-	-	89
WONG Tin Yau, Kelvin	黃天祐	89	-	-	-	-	89
HO Lap Kee, Sunny	何立基	70	-	-	-	-	70
<b>Total</b>	<b>總計</b>	<b>378</b>	<b>3,536</b>	<b>20</b>	<b>1,994</b>	<b>57</b>	<b>5,985</b>

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 9. Directors' Remuneration (continued)

#### 9. 董事酬金 (續)

		Fee	Basic salary, allowances and other benefits	Contributions to retirement schemes	Bonus	Share-based payments	2004 Total
		袍金	基本薪金、津貼及其他福利	退休福利計劃供款	花紅	以股份為基礎的支付	二零零四年總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Executive director</b>	<b>執行董事</b>						
YUE Kwok Hung, Justin	余國雄	–	2,550	12	1,451	–	4,013
<b>Non-executive directors</b>	<b>非執行董事</b>						
LEE Nai Shee, Harry	李乃熺	15	–	–	–	–	15
NG Chik Sum, Jackson	吳植森	8	–	–	–	–	8
CHOW Shiu On, David	周兆安	–	–	–	–	–	–
Hubert CHAK	翟迪強	13	–	–	–	–	13
KAN Kam Chan, Patrick	簡錦燦	11	–	–	–	–	11
BIEN Chia Chen, Andy	卞家振	2	–	–	–	–	2
YING Tze Man, Kenneth	英子文	9	–	–	–	–	9
James Steed TSIEN	James Steed TSIEN	2	–	–	–	–	2
WOON Yi Teng, Eden	翁以登	–	–	–	–	–	–
CHEUNG Yiu Sing	張耀成	15	–	–	–	–	15
Martin CUBBON	Martin CUBBON	6	–	–	–	–	6
LEUNG Man Ching, Maggie	梁文貞	4	–	–	–	–	4
JIANG Wei	蔣偉	–	–	–	–	–	–
SINN Chung Ming, Anthony	洗仲銘	8	–	–	–	–	8
LEUNG Kwan Yuen, Andrew	梁君彥	6	–	–	–	–	6
MAK Kui Yin, Louis	麥鉅然	6	–	–	–	–	6
YUEN Man Chung, Tommy	袁民忠	–	–	–	–	–	–
CHUI Kin Ming	徐健明	2	–	–	–	–	2
Richard Jason Llyod YORKE	Richard Jason Llyod YORKE	2	–	–	–	–	2
Stuart Kennedy NIVISON	Stuart Kennedy NIVISON	4	–	–	–	–	4
CHING Suk Yee, Betty	馮程淑儀	–	–	–	–	–	–
LEUNG Cheuk Man	梁卓文	–	–	–	–	–	–
SIU Man Tat, Martin	蕭文達	13	–	–	–	–	13
Alistair CURRIE	Alistair CURRIE	6	–	–	–	–	6
YUE Chung Yee, Denise	俞宗怡	–	–	–	–	–	–
HO Chi Ming, Kelvin	何鑄明	–	–	–	–	–	–
HO Suen Wai	何宣威	–	–	–	–	–	–
<b>Total</b>	<b>總計</b>	<b>132</b>	<b>2,550</b>	<b>12</b>	<b>1,451</b>	<b>–</b>	<b>4,145</b>

## 9. Directors' Remuneration (continued)

The above emoluments include the value of share options granted to certain directors under the Company's share option scheme as estimated at the date of grant. Details of these benefits in kind are disclosed under the paragraph "Share Option Scheme" in the Directors' report.

## 10. Individuals with Highest Emoluments

Of the five individuals with the highest emoluments, two (2004: one) are directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the other three (2004: four) individuals are as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Salaries and other emoluments	薪金及其他酬金	4,210	5,271
Discretionary bonuses	酌情花紅	633	670
Share-based payments	以股份為基礎的支付	40	-
Retirement scheme contributions	退休福利計劃供款	40	48
		<b>4,923</b>	5,989

The emoluments of the three (2004: four) individuals with the highest emoluments are within the following bands:

		2005 二零零五年 Number of individuals 人數	2004 二零零四年 Number of individuals 人數
\$			
港元			
Nil – 1,000,000	零-1,000,000	-	-
1,000,001 – 1,500,000	1,000,001-1,500,000	3	2
1,500,001 – 2,000,000	1,500,001-2,000,000	-	2

## 9. 董事酬金 (續)

上列酬金包括根據本公司的購股權計劃授予若干董事的購股權於授出日期的估計價值。上述實物利益的詳情已於董事會報告書「購股權計劃」一段披露。

## 10. 最高薪人士

本集團的五名最高薪人士包括本公司兩名董事(二零零四年:一名),其酬金已於附註9披露。其他三名人士(二零零四年:四名)的酬金總額如下:

三名最高薪人士(二零零四年:四名)所屬範圍如下:

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 11. Profit Attributable to Equity Shareholders

The profit attributable to the shareholders of the Company includes a profit of \$92,929,000 (2004: \$61,349,000), which has been dealt with in the financial statements of the Company.

#### 11. 股權持有人應佔溢利

本公司股東應佔溢利包括價值港幣92,929,000元 (二零零四年: 港幣61,349,000元) 的溢利, 已於本公司的財務報表中處理。

#### 12. Dividends

##### (a) Dividends Payable to Equity Shareholders of the Company Attributable to the Year

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Interim dividend declared and paid of 8.80 cents per share (2004 (restated): 5.32 cents)	已決議派發的中期息每股8.80港仙 (二零零四年(重列): 5.32港仙)	63,300	38,267
Special dividend declared and paid of 4.32 cents per share (2004 (restated): Nil)	已決議派發的特別股息每股4.32港仙 (二零零四年(重列): 零)	31,074	-
Final dividend proposed after the balance sheet date of 3.00 cents per share (2004 (restated): 1.60 cents)	結算日後的擬派末期息每股3.00港仙(二零零四年(重列): 1.60港仙)	23,329	11,509
		<b>117,703</b>	<b>49,776</b>

The final dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

結算日後的擬派末期息在結算日並未確認為負債。

##### (b) Dividends Payable to Equity Shareholders of the Company Attributable to the Previous Financial Year, Approved and Paid During the Year

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Final dividend in respect of the previous financial year, approved and paid during the year of 1.60 cents per share (2004 (restated): 4.20 cents)	年內就上一財政年度已批准及派付的末期息每股1.60港仙 (二零零四年(重列): 4.20港仙)	11,509	30,211

##### (b) 年內就上一財政年度已批准及派付的應付本公司股權持有人股息

Note: Except for the 2005 final dividend proposed after the balance sheet date, the dividend per share figures above have been restated giving effect to the share consolidation passed by a shareholder resolution on 14 October 2005 (note 24(a)(ii)).

附註: 除於結算日後擬派的二零零五年末期息外, 上述每股股份的股息數字已經重列, 且已計及二零零五年十月十四日通過股東決議案進行股份合併所造成的影響(附註24(a)(ii))。

### 13. Earnings Per Share

#### (a) Basic Earnings Per Share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$91,397,000 (2004: \$62,993,000) and the weighted average number of 729,698,000 ordinary shares (2004 (restated): 719,313,000 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		2005 二零零五年 '000 千股	2004 二零零四年 '000 千股 (restated) (重列)
Issued ordinary shares at 1 January	於一月一日已發行普通股	1,438,625	1,438,625
Effect of share consolidation (note 24(a)(ii))	股份合併的影響(附註24(a)(ii))	(719,312)	(719,312)
Effect of shares issued	已發行股份的影響	10,385	-
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股加權平均數	<b>729,698</b>	719,313

The weighted average number of ordinary shares in issue during 2004 has been restated giving effect to the share consolidation by a shareholder resolution passed on 14 October 2005 as if the event had occurred at 1 January 2004.

### 13. 每股盈利

#### (a) 每股基本盈利

年內每股基本盈利乃根據本公司普通股權持有人應佔溢利港幣91,397,000元(二零零四年:港幣62,993,000元)及本年度內已發行普通股的加權平均股數729,698,000股(二零零四年(重列):719,313,000股)按以下方式計算:

普通股加權平均數

二零零四年已發行普通股的加權平均數已經重列,並計及二零零五年十月十四日通過股東決議案以進行股份合併的影響,猶如此事已於二零零四年一月一日進行。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 13. Earnings Per Share (continued)

##### (b) Diluted Earnings Per Share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$91,397,000 (2004: \$62,993,000) and the weighted average number of ordinary shares of 734,107,000 (2004 (restated): 719,313,000 shares), calculated as follows:

- (i) Profit attributable to ordinary equity shareholders of the Company (diluted)

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit attributable to ordinary equity shareholders	本公司普通股股權持有人應佔溢利	<b>91,397</b>	62,993

- (ii) Weighted average number of ordinary shares (diluted)

		2005 二零零五年 '000 千股	2004 二零零四年 '000 千股 (restated) (重列)
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股加權平均數	<b>729,698</b>	719,313
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (note 23)	視為根據本公司購股權計劃按無償代價發行股份的影響 (附註23)	<b>4,409</b>	-
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日普通股加權平均數 (經攤薄)	<b>734,107</b>	719,313

#### 13. 每股盈利 (續)

##### (b) 每股攤薄盈利

年內每股攤薄盈利乃根據本公司普通股股權持有人應佔溢利港幣91,397,000元 (二零零四年: 港幣62,993,000元) 以及已發行普通股的加權平均數734,107,000股 (二零零四年 (重列): 719,313,000股) 按以下方式計算:

- (i) 本公司普通股股權持有人應佔溢利 (經攤薄)

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit attributable to ordinary equity shareholders	本公司普通股股權持有人應佔溢利	<b>91,397</b>	62,993

- (ii) 普通股加權平均數 (經攤薄)

		2005 二零零五年 '000 千股	2004 二零零四年 '000 千股 (restated) (重列)
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股加權平均數	<b>729,698</b>	719,313
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (note 23)	視為根據本公司購股權計劃按無償代價發行股份的影響 (附註23)	<b>4,409</b>	-
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日普通股加權平均數 (經攤薄)	<b>734,107</b>	719,313

**14. Fixed Assets**  
**(a) The Group**

**14. 固定資產**  
**(a) 本集團**

		Leasehold improvements	Hardware and software	Computer and office equipment	Motor vehicles	Furniture and fixtures	Building	Sub-total	Interest in leasehold land held for own use under operating lease	Total
		租賃物 業裝修	軟件及 硬件	電腦及 辦公室設備	汽車	傢俬及 裝置	樓宇	小計	根據經營 租賃持 作自用 之租賃 土地權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost:</b>	<b>成本</b>									
At 1 January 2005	於二零零五年一月一日	16,358	-	223,237	350	3,127	-	243,072	-	243,072
Additions	添置	8,945	32,665	9,618	-	1,545	33,250	86,023	6,018	92,041
Disposals	出售	(12,289)	-	(3,557)	-	(1,939)	-	(17,785)	-	(17,785)
Disposal of subsidiary	出售附屬公司	-	(32,665)	(399)	-	-	-	(33,064)	-	(33,064)
<b>At 31 December 2005</b>	<b>於二零零五年十二月三十一日</b>	<b>13,014</b>	<b>-</b>	<b>228,899</b>	<b>350</b>	<b>2,733</b>	<b>33,250</b>	<b>278,246</b>	<b>6,018</b>	<b>284,264</b>
<b>Aggregate depreciation:</b>	<b>累計折舊:</b>									
At 1 January 2005	於二零零五年一月一日	16,107	-	196,473	243	2,899	-	215,722	-	215,722
Charge for the year	年內折舊開支	885	-	12,984	107	229	1,247	15,452	107	15,559
Disposals	出售	(12,280)	-	(2,414)	-	(1,907)	-	(16,601)	-	(16,601)
Disposal of subsidiary	出售附屬公司	-	-	(78)	-	-	-	(78)	-	(78)
<b>At 31 December 2005</b>	<b>於二零零五年十二月三十一日</b>	<b>4,712</b>	<b>-</b>	<b>206,965</b>	<b>350</b>	<b>1,221</b>	<b>1,247</b>	<b>214,495</b>	<b>107</b>	<b>214,602</b>
<b>Net book value:</b>	<b>賬面淨值:</b>									
<b>At 31 December 2005</b>	<b>於二零零五年十二月三十一日</b>	<b>8,302</b>	<b>-</b>	<b>21,934</b>	<b>-</b>	<b>1,512</b>	<b>32,003</b>	<b>63,751</b>	<b>5,911</b>	<b>69,662</b>

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 14. Fixed Assets (continued)

##### (a) The Group (continued)

#### 14. 固定資產 (續)

##### (a) 本集團 (續)

		Leasehold improvements	Computer and office equipment	Motor vehicles	Furniture and fixtures	Total
		租賃物 業裝修	電腦及 辦公室設備	汽車	傢俬及 裝置	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost:</b>	<b>成本:</b>					
At 1 January 2004	於二零零四年一月一日	16,216	247,305	350	3,254	267,125
Additions	添置	235	7,858	–	25	8,118
Disposals	出售	–	(31,514)	–	(114)	(31,628)
Disposal of subsidiary	出售附屬公司	(93)	(412)	–	(38)	(543)
At 31 December 2004	於二零零四年十二月三十一日	16,358	223,237	350	3,127	243,072
<b>Aggregate depreciation:</b>	<b>累計折舊:</b>					
At 1 January 2004	於二零零四年一月一日	15,965	199,113	127	2,861	218,066
Charge for the year	年內折舊開支	235	24,973	116	177	25,501
Disposals	出售	–	(27,254)	–	(109)	(27,363)
Disposal of subsidiary	出售附屬公司	(93)	(359)	–	(30)	(482)
At 31 December 2004	於二零零四年十二月三十一日	16,107	196,473	243	2,899	215,722
<b>Net book value:</b>	<b>賬面淨值:</b>					
At 31 December 2004	於二零零四年十二月三十一日	251	26,764	107	228	27,350

**14. Fixed Assets (continued)**  
**(b) The Company**

**14. 固定資產 (續)**  
**(b) 本公司**

		Leasehold improvements	Computer and office equipment	Motor vehicles	Furniture and fixtures	Building	Sub-total	Interest in leasehold land held for own use under operating lease	Total
		租賃 物業裝修	電腦及 辦公室設備	汽車	傢俬及 裝置	樓宇	小計	自用之租賃 土地權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost:</b>	<b>成本:</b>								
At 1 January 2005	於二零零五年一月一日	15,188	210,655	350	3,016	-	229,209	-	229,209
Additions	添置	8,879	8,113	-	1,529	33,250	51,771	6,018	57,789
Disposals	出售	(11,125)	(3,249)	-	(1,896)	-	(16,270)	-	(16,270)
At 31 December 2005	於二零零五年十二月三十一日	12,942	215,519	350	2,649	33,250	264,710	6,018	270,728
<b>Aggregate depreciation:</b>	<b>累計折舊:</b>								
At 1 January 2005	於二零零五年一月一日	14,950	187,528	243	2,814	-	205,535	-	205,535
Charge for the year	年內折舊開支	868	10,998	107	208	1,247	13,428	107	13,535
Disposals	出售	(11,116)	(2,150)	-	(1,866)	-	(15,132)	-	(15,132)
At 31 December 2005	於二零零五年十二月三十一日	4,702	196,376	350	1,156	1,247	203,831	107	203,938
<b>Net book value:</b>	<b>賬面淨值:</b>								
At 31 December 2005	於二零零五年十二月三十一日	8,240	19,143	-	1,493	32,003	60,879	5,911	66,790

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 14. Fixed Assets (continued)

##### (b) The Company (continued)

		Leasehold improvements 租賃物業裝修 HK\$'000 港幣千元	Computer and office equipment 電腦及 辦公室設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Furniture and fixtures 傢俬及 裝置 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Cost:</b>	<b>成本:</b>					
At 1 January 2004	於二零零四年一月一日	14,953	235,382	350	3,084	253,769
Additions	添置	235	6,765	–	25	7,025
Disposals	出售	–	(31,492)	–	(93)	(31,585)
At 31 December 2004	於二零零四年十二月三十一日	15,188	210,655	350	3,016	229,209
<b>Aggregate depreciation:</b>	<b>累計折舊:</b>					
At 1 January 2004	於二零零四年一月一日	14,765	192,278	126	2,761	209,930
Charge for the year	年內折舊開支	185	22,487	117	145	22,934
Disposals	出售	–	(27,237)	–	(92)	(27,329)
At 31 December 2004	於二零零四年十二月三十一日	14,950	187,528	243	2,814	205,535
<b>Net book value:</b>	<b>賬面淨值:</b>					
At 31 December 2004	於二零零四年十二月三十一日	238	23,127	107	202	23,674

##### (c) The Analysis of Net Book Value of Properties is as Follow:

##### (c) 物業賬面淨值分析如下:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
In Hong Kong	於香港		
– medium-term lease	– 中期租賃	5,911	–
		5,911	–
<i>Representing:</i>	<i>代表:</i>		
Interest in leasehold land held for own use under operating lease	根據經營租賃持作自用之 租賃土地權益	5,911	–
		5,911	–

## 15. Capitalised Development Costs The Group

## 15. 已撥充資本的開發成本 本集團

		HK\$'000 港幣千元
<b>Cost:</b>	<b>成本:</b>	
At 1 January 2005	於二零零五年一月一日	-
Additions	添置	5,657
Disposal of subsidiary	出售附屬公司	(5,657)
<hr/>		
At 31 December 2005	於二零零五年十二月三十一日	-
<hr style="border-top: 1px dashed black;"/>		
<b>Accumulated amortisation:</b>	<b>累計攤銷:</b>	
At 1 January 2005	於二零零五年一月一日	-
Charge for the year	年內攤銷開支	-
Disposal of subsidiary	出售附屬公司	-
<hr/>		
At 31 December 2005	於二零零五年十二月三十一日	-
<hr style="border-top: 1px dashed black;"/>		
<b>Net book value:</b>	<b>賬面淨值:</b>	
At 31 December 2005	於二零零五年十二月三十一日	-

The capitalised development costs represent the cost of developing the digital trade and transportation network platform by a subsidiary which was disposed of during the year. As the asset was still in development and not ready for its intended use, no amortisation was charged for the year.

已撥充資本的開發成本代表年內已出售一間附屬公司之數碼貿易運輸網絡系統的成本。由於有關資產仍在開發，尚未可作擬定用途，故年內並無支銷任何攤銷。

## 16. Interest in Subsidiaries

## 16. 所佔附屬公司權益

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份·按成本值	10	10

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 16. Interest in Subsidiaries (continued)

Details of the subsidiaries which principally affected the results or assets of the Group are as follows:

Name of subsidiary company 附屬公司名稱	Place of incorporation and operation 註冊成立及營運地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Percentage of shares held by Group and Company 本集團及本公司所持股份百分比	Principal activity 主要業務
Digi-Sign Certification Services Limited 電子核證服務有限公司	Hong Kong 香港	10,000 shares of \$1 each 10,000股每股面值港幣1元股份	100%	Certificate Authority services 證書核證服務
Trade Facilitation Services Limited	Hong Kong 香港	100 shares of \$1 each 100股每股面值港幣1元股份	100%	Dormant 暫無營業

All of these are controlled subsidiaries as defined under note 1(e) and have been consolidated into the Group's financial statements.

##### (a) Sale of Assets and Liabilities of a Subsidiary

On 31 October 2004, the Group sold the assets and liabilities and business of Guangzhou Tradelink (Panyu) Software Development Limited and recorded a loss on disposal of approximately \$55,000.

#### 16. 所佔附屬公司權益 (續)

主要影響本集團業績或資產的附屬公司詳情如下：

以上全部屬於附註1(e)所界定的受控制附屬公司，並已於本集團的財務報表綜合入賬。

##### (a) 出售附屬公司的資產負債

二零零四年十月三十一日，本集團出售廣州市番禺貿易通軟件開發有限公司的資產負債及業務，錄得出售虧損約港幣55,000元。

## 16. Interest in Subsidiaries *(continued)*

### (b) Deemed Disposal of a Subsidiary

On 29 August 2005, the Company and FSI entered into an agreement under which the Company agreed to sell to FSI shares in DTTNCo, a subsidiary of the Company at the time, representing approximately 29.17% of the issued share capital of DTTNCo for a consideration of \$31.5 million (“Acquisition Agreement”). The Acquisition Agreement requires FSI to pay the consideration for its shares in DTTNCo within three months after the fulfilment of the condition that (a) FSI obtaining the approval of the Finance Committee of the Legislative Council of Hong Kong for FSI’s equity investment in DTTNCo, and (b) that any terms and conditions as may be specified by the Finance Committee for such investment are consistent with the terms and conditions set out in the Acquisition Agreement and an agreement entered into on 31 August 2005 between the Company, FSI and DTTNCo for the management and operation of DTTNCo and to regulate the rights of the shareholders of DTTNCo (“condition subsequent”). If the condition subsequent is not fulfilled prior to 31 August 2006, the DTTNCo shares will be returned to Tradelink. Pursuant to these agreements, FSI has the ability to exercise control of DTTNCo Board of Directors. Accordingly, the Group has accounted for its investment in DTTNCo as an investment in an associate. The Group recorded a gain on the deemed disposal of approximately \$347,000.

## 16. 所佔附屬公司權益 (續)

### (b) 視為出售附屬公司

二零零五年八月二十九日，本公司與FSI訂立協議，據此，本公司同意將本公司當時的附屬公司DTTNCo的股份（佔DTTNCo已發行股本約29.17%）售予FSI，代價為港幣31,500,000元（「認購股份協議」）。認購股份協議規定，FSI須於符合以下條件後，三個月內支付DTTNCo股份的代價：(a)FSI獲得香港立法會財務委員會批准於DTTNCo的股本投資；及(b)財務委員會就該投資所訂的條款及細則須與認購股份協議及本公司、FSI及DTTNCo於二零零五年八月三十一日，就訂明DTTNCo的管理及營運以及釐定DTTNCo股東的權責而訂立的協議所載條款及條件（「後決條件」）一致。倘於二零零六年八月三十一日前仍未完成後決條件，DTTNCo股份將歸還予貿易通。根據上述協議，財政司司長法團有能力對DTTNCo董事會行使控制權。因此，本集團已將其於DTTNCo的投資入賬列作聯營公司投資。本集團就是次視為出售錄得收益約港幣347,000元。

## Notes to the Financial Statements (continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

## 16. Interest in Subsidiaries (continued)

## (c) Disposal of Subsidiaries

## 16. 所佔附屬公司權益 (續)

## (c) 出售附屬公司

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>Net assets disposed of (excluding cash and cash equivalents):</b>	所出售的資產淨值 (不包括現金及現金等值)		
Fixed assets	固定資產	<b>32,986</b>	61
Capitalised development costs	已撥充資本的開發成本	<b>5,657</b>	-
Other receivables and prepayments	其他應收款項及預付款項	<b>572</b>	19
Other payables and accrued expenses	其他應付款項及應計開支	<b>(16,519)</b>	(4)
Deferred taxation	遞延稅項	<b>406</b>	-
		<b>23,102</b>	76
Profit/(loss) on disposal	出售溢利 / (虧損)	<b>347</b>	(55)
		<b>23,449</b>	21
Less: Investment retained subsequent to disposal	減: 出售後保留投資	<b>(75,645)</b>	-
		<b>(52,196)</b>	21
<b>Satisfied by:</b>	支付方式:		
Consideration	代價	<b>31,500</b>	60
Less: Cash and cash equivalents disposed of	減: 所出售的現金及現金等值	<b>(83,696)</b>	(39)
Total net consideration	總代價淨額	<b>(52,196)</b>	21

Proceeds from the deemed disposal of subsidiary of HK\$31,500,000 (2004: HK\$60,000) is recorded as other receivables and prepayments as at 31 December 2005.

於二零零五年十二月三十一日，視為出售附屬公司所收款項為數港幣31,500,000元 (二零零四年: 港幣60,000元)，作為其他應收款項及預付款項記賬。

## 17. Interest in Associates

## 17. 所佔聯營公司權益

		The Group 本集團		The Company 本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份·按成本值	-	-	82,280	5,780
Share of net assets	應佔資產淨值	74,858	-	-	-
Less: Impairment loss	減:減值虧損	-	-	(5,780)	(5,780)
		74,858	-	76,500	-

The following list contains the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group:

以下載列主要影響到本集團業績或資產的聯營公司的詳情·該等公司皆為非上市企業實體:

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid up capital 已發行繳足股本詳情	Percentage of group's effective interest 本集團所佔實際權益百分比	Percentage of shares held by the company 本公司所持股份百分比	Principal activity 主要業務
i-Legal Service Ltd	Hong Kong 香港	5,034,962 ordinary shares of \$1 each 5,034,962股每股面值港幣1元普通股	35%	35%	Provision of online legal services 提供網上法律服務
KAZ Computer Services Hongkong Limited	Hong Kong 香港	100 ordinary shares of \$1 each 100股每股面值港幣1元普通股	25%	25%	Provision of data centre services 提供數據中心服務

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 17. Interest in Associates (continued)

#### 17. 所佔聯營公司權益 (續)

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid up capital 已發行繳足股本詳情	Percentage of Group's effective interest 本集團所佔實際權益百分比	Percentage of shares held by the Company 本公司所持股份百分比	Principal activity 主要業務
Pan Asian E-Commerce Alliance Services Ltd	Hong Kong 香港	5 ordinary shares of \$1 each 5股每股面值港幣1元普通股	20%	20%	Provision of secretariat and administrative services 提供秘書及行政服務
Pan Asian e-Commerce Alliance Trade Services Limited	British Virgin Islands 英屬處女群島	10 ordinary shares of US\$1 each 10股每股面值美金1元普通股	20%	20%	Management of Pan Asian Alliance trade services 管理泛亞聯盟貿易服務
Pan Asian Certificate Policy Authority Limited	British Virgin Islands 英屬處女群島	10 ordinary shares of US\$1 each 10股每股面值美金1元普通股	20%	20%	Management of Pan Asian Alliance public key infrastructure 管理泛亞聯盟之公匙基建
Digital Trade and Transportation Network Limited 數碼貿易運輸網絡有限公司	Hong Kong 香港	108,000,000 ordinary shares of \$1 each 108,000,000股每股面值港幣1元普通股	71%	71%	Provision of electronic messaging routing and transformation services 提供電子訊息連接及變換服務

**17. Interest in Associates** (continued)

Summary financial information on associates

**17. 所佔聯營公司權益** (續)

聯營公司的財務資料概要

		<b>Assets</b> 資產	<b>Liabilities</b> 負債	<b>Equity</b> 股本	<b>Revenue</b> 收入	<b>Profit/(loss)</b> 溢利 / (虧損)
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>2005</b>	二零零五年					
100%	100%	<b>128,607</b>	<b>(34,171)</b>	<b>(94,436)</b>	<b>17,943</b>	<b>(2,251)</b>
Group's effective interest	本集團實際權益	<b>84,420</b>	<b>(9,691)</b>	<b>(74,729)</b>	-	<b>(916)</b>
<b>2004</b>	二零零四年					
100%	100%	9,331	(19,443)	10,112	11,847	(2,485)
Group's effective interest	本集團實際權益	-	-	-	-	-

**18. Other Financial Assets****18. 其他財務資產**

		<b>The Group</b> 本集團		<b>The Company</b> 本公司	
		<b>2005</b> 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	<b>2005</b> 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>Non-current</b>	<b>非流動</b>				
Unlisted equity securities in Hong Kong, at cost	香港的非上市股本證券·按成本值	<b>57,500</b>	57,500	<b>57,500</b>	57,500
Less: impairment	減:減值	<b>(47,500)</b>	(47,500)	<b>(47,500)</b>	(47,500)
		<b>10,000</b>	10,000	<b>10,000</b>	10,000
<b>Current</b>	<b>流動</b>				
Loan to subsidiary	貸款予附屬公司	-	-	<b>10,000</b>	10,000
<b>Total</b>	<b>總計</b>	<b>10,000</b>	10,000	<b>20,000</b>	20,000

The loan to subsidiary is unsecured, interest free and repayable on demand.

給予附屬公司的貸款乃無抵押、免息及須於要求時償還。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 19. Trade Receivables

Credit terms granted by the Group to customers generally range from one week to one month.

An ageing analysis of trade receivable, base on the invoice date is as follow:

#### 19. 應收賬款

本集團一般給予客戶一星期至一個月的信貸期。

根據發票日期，應收賬款的賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Current	即期	18,647	20,072	18,016	20,052
1 to 3 months overdue	超過一個月但少於三個月	287	164	282	164
More than 3 months overdue but less than 12 months overdue	超過三個月但少於十二個月	13	6	13	6
		<b>18,947</b>	20,242	<b>18,311</b>	20,222

The Group's credit policy is set out in note 25(a).

本集團的信貸政策載於附註25(a)。

All the above balances are expected to be recovered within one year and they are generally covered by customer deposits received from customers (see note 20).

預期上述結餘均可於一年內收回，並一般得到客戶提供的按金所保證（見附註20）。

#### 20. Trade Creditors, Accounts Payable and Other Payables

#### 20. 應付賬款、應付款項及其他應付款項

		The Group 本集團		The Company 本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Trade creditors	應付賬款	11,963	8,142	11,963	8,142
Customer deposits received (note (iii))	已收客戶按金 (附註(iii))	170,605	168,862	170,605	168,862
Accrued charges and other payables	應計開支及其他應付款項	40,921	41,536	39,331	40,844
Amounts due to subsidiary	應付附屬公司款項	—	—	8,995	7,697
		<b>223,489</b>	218,540	<b>230,894</b>	225,545

## 20. Trade Creditors, Accounts Payable and Other Payables

(continued)

- (i) Included in trade and other payables are trade creditors with the following ageing analysis as of the balance sheet date.

		The Group 本集團		The Company 本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Due within 1 month or on demand	一個月內到期或 於要求時償還	11,963	8,142	11,963	8,142

- (ii) Deposits received are monies received from customers before they are allowed to make trade transactions through the use of the Group's systems. Generally, customers are only allowed to incur transaction charges up to the amount deposited with the Group. Deposits are refundable to customers on demand.

## 20. 應付賬款、應付款項及其他應付款項 (續)

- (i) 於結算日，計入應付賬款及其他應付款項的應付賬款賬齡分析如下：

- (ii) 已收按金代表客戶獲准使用本集團的系統進行貿易交易前自客戶收到的款項。一般來說，客戶可以累積的交易費，以客戶向本集團支付的按金為限。按金可應客戶要求而退還。

## 21. Provision for Long Service Payments

## 21. 長期服務金撥備

		The Group and the Company 本集團與本公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
At 1 January	於一月一日	2,741	2,239
Released/utilised	已解除 / 已動用	(285)	(251)
Provisions charged to the income statement	於收益表扣除的撥備	847	752
At 31 December	於十二月三十一日	3,303	2,740

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 22. Employee Retirement Benefits

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of \$20,000. Contributions to the plan vest immediately.

#### 23. Equity Settled Share-based Transactions

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

The share options granted under the Pre-IPO share option scheme can only be exercised after 12 months (25%), 24 months (60%) and 36 months (100%) respectively from the commencement of the trading of the Company’s shares on the SEHK being 28 October 2005, and have a duration of 10 years from the date on which the grant was made. The exercise price per share for the options is at \$0.90 and the issue price of the shares upon the listing of the company’s shares on the SEHK.

The share options granted under the share option scheme vest after 12 months (25%), 24 months (60%) and 36 months (100%) respectively from date of grant and then exercisable within a period of 10 years. The subscription amount payable in respect of each share upon the exercise of an option shall be determined by the Board of Directors and shall be not less than the greater of:

#### 22. 僱員退休福利

本集團根據《香港強制性公積金計劃條例》，為根據《香港僱傭條例》僱用的僱員，設立強制性公積金計劃（「強積金計劃」）。強積金計劃為獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主與僱員須各向計劃作出相等於僱員有關入息5%的供款，而有關入息的每月供款上限為港幣20,000元。集團因計劃作出供款後，供款即屬僱員所有。

#### 23. 以股權結算之股份費用

本公司已於二零零零年八月二日採納首次公開招股前購股權計劃，該計劃分別於二零零一年九月十一日及二零零二年十一月二十六日修訂，於二零零五年十月十四日，本公司董事獲授酌情權，據此邀請本集團僱員，包括本集團任何公司董事，接納可認購本公司股份的購股權，代價為港幣1.00元。每份購股權讓持有人有權認購本公司一股普通股。

根據首次公開招股前購股權計劃授出的購股權，於二零零五年十月二十八日本公司股份開始在聯交所買賣起計十二個月、二十四個月及三十六個月後，方可分別行使其中25%、60%及100%的股份；購股權自授出日期起計為期十年。購股權下的每股股份行使價為港幣0.90元及本公司股份在聯交所上市時股份發售價。

在授出日期起計十二個月、二十四個月及三十六個月後，根據購股權計劃授出的購股權分別歸屬25%、60%及100%，隨後可於十年期內行使。因行使購股權而須就每股股份支付的認購款項將由董事會釐定，且不應少於下列各項中最高者：

**23. Equity Settled Share-based Transactions** (continued)

- (i) the closing price of the shares on the SEHK as stated in the SEHK's daily quotations sheet on the date, which must be a business day, of the written offer of such option (the "Date of Grant");
- (ii) the average closing price of the shares on the SEHK as stated in the SEHK's daily quotations sheets for the five business days immediately preceding the Date of Grant; and
- (iii) the nominal value of the shares.

**(a) The Terms and Conditions of the Grants that existed During the year are as follows, whereby All Options are Settled by Physical Delivery of Shares:****23. 以股權結算之股份費用** (續)

- (i) 於購股權的書面要約日期(「授出日期」,其必須為營業日),於聯交所每日報價表所列股份的收市價;
- (ii) 緊接授出日期前五個營業日,於聯交所每日報價表所列股份在聯交所的平均收市價;及
- (iii) 股份面值。

**(a) 年內存有透過實際交付股份而結算的購股權之條款及細則如下:**

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of options 購股權的合約年期
<b>Options granted to directors:</b> 已授予董事的購股權:			
– on 24 November 2000 – 於二零零零年十一月二十四日	2,162,500	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零五年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– on 13 December 2001 – 於二零零一年十二月十三日	2,162,500	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零五年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– on 14 October 2005 – 於二零零五年十月十四日	1,379,745	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零五年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 23. Equity Settled Share-based Transactions (continued)

(a) The Terms and Conditions of the Grants that existed During the year are as follows, whereby All Options are Settled by Physical Delivery of Shares: (continued)

#### 23. 以股權結算之股份費用 (續)

(a) 年內存有透過實際交付股份而結算的購股權之條款及細則如下：(續)

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of options 購股權的合約年期
<b>Options granted to employees:</b> 已授予僱員的購股權：			
– in 2000 – 於二零零零年	3,000,000	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– in 2001 – 於二零零一年	3,165,000	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– in 2002 – 於二零零二年	1,030,000	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– in 2003 – 於二零零三年	490,000	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– in 2004 – 於二零零四年	305,000	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
– on 14 October 2005 – 於二零零五年十月十四日	12,836,551	12 months (25%), 24 months (60%) and 36 months (100%) from 28 October 2005 自二零零零年十月二十八日起計12個月(25%)、24個月(60%)及36個月(100%)	10 years 10年
	26,531,296		

### 23. Equity Settled Share-based Transactions (continued)

#### (b) The Number and Weighted Average Exercise Prices of Share Options are as Follows:

		2005 二零零五年		2004 二零零四年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權 數目 '000 千股	Weighted average exercise price 加權平均 行使價	Number of options 購股權 數目 '000 千股
Outstanding at 1 January	於一月一日的結餘	\$0.90	24,630	\$0.90	24,810
Share consolidation (note 24(a)(ii))	股份合併 (附註24(a)(ii))	\$0.90	(12,315)	-	-
Exercised during the year	本年度內行使	-	-	-	-
Granted during the year	本年度內授出	\$1.25	14,216	\$0.90	690
Forfeited during the year	本年度內沒收	\$0.95	(1,170)	\$0.90	(870)
Outstanding at 31 December	於十二月三十一日的結餘	\$1.09	25,361	\$0.90	24,630
Exercisable at 31 December	於十二月三十一日可行使		-		-

The options outstanding at 31 December 2005 had exercise prices of \$0.90 and \$1.25 (2004: \$0.90) and weighted average remaining contractual life of 5 years and 10 years respectively (2004: 10 years).

### 23. 以股權結算之股份費用 (續)

#### (b) 購股權的數目及加權平均行使價如下：

於二零零五年十二月三十一日，尚未行使購股權的行使價為港幣0.90元及港幣1.25元（二零零四年：港幣0.90元），加權平均尚餘有效期分別為期5年及10年（二零零四年：10年）。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 23. Equity Settled Share-based Transactions (continued)

##### (c) Fair Value of Share Options and Assumptions

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Black-Scholes model. The expected life of the option is used as an input into this model.

		2005 二零零五年	2004 二零零四年
Fair value at measurement date	於計量日期的公平值	<b>\$0.35</b>	\$0.10
Share price	股價	<b>\$1.60</b>	\$0.69
Exercise price	行使價	<b>\$1.25</b>	\$0.56
Expected volatility (expressed as weighted average volatility used in the modelling under Black-Scholes model)	預期波幅 (按柏力克舒爾斯模式所用之加權平均波幅而呈列)	<b>31%</b>	20%
Option life (expressed as weighted average life used in the modelling under Black-Scholes model)	購股權年期 (按柏力克舒爾斯模式所用之加權平均波幅而呈列)	<b>5 years (年)</b>	10 years (年)
Expected dividends	預期股息	<b>7%</b>	6%
Risk-free interest rate	無風險利率	<b>4.13%</b>	4.25%

The risk-free interest rate used were based on the Exchange Fund Notes or US Treasury Bond rate.

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimates.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

#### 23. 以股權結算之股份費用 (續)

##### (c) 購股權的公平值及假設

授出購股權而收取的服務公平值，乃參照已獲授出購股權的公平值計量。已收取服務估計公平值乃根據柏力克舒爾斯模式為基準計量。購股權的預計年期乃本模式所用的計算資料。

無風險利率，乃分別以美國國庫債券息率或交易所基金票據為基準。

預期波幅是根據歷史波幅 (按購股權的加權平均尚餘有效期) 而得出，並就公開資料未來出現波動而可能產生的任何預期變動予以調整。預期股息乃以過往股息為基準。具主觀成份的計算資料如有變動，可能重大影響公平值的估計。

購股權是根據服務條件而授出。計算所收取服務公平值的授出日期時，並無計入此項條件。授出購股權與市況無關。

## 24. Capital and Reserves

### (a) Share Capital

(i) Authorised and issued share capital

## 24. 資本及儲備

### (a) 股本

(i) 法定已發行股本

		2005 二零零五年		2004 二零零四年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 港幣千元	'000 千股	HK\$'000 港幣千元
<b>Authorised:</b>	法定:				
Ordinary shares of \$0.20 (2004: \$0.10) each	每股面值港幣0.20元(二零零 四年:港幣0.10元)的普通股	<b>1,250,000</b>	<b>250,000</b>	2,500,000	250,000
<b>Ordinary shares, issued and fully paid:</b>	已發行及繳足普通股:				
At 1 January	於一月一日	<b>1,438,625</b>	<b>143,863</b>	1,438,625	143,863
Share consolidation	股份合併	<b>(719,312)</b>	–	–	–
Shares issued	已發行股份	<b>58,320</b>	<b>11,664</b>	–	–
At 31 December	於十二月三十一日	<b>777,633</b>	<b>155,527</b>	1,438,625	143,863

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股股東有權收取不時決議派發的股息，並有權於本公司大會上就每持有一股股份投一票。所有普通股股份在各方面均與本公司餘下資產享有同等權益。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 24. Capital and Reserves (continued)

##### (a) Share Capital (continued)

- (ii) On 14 October 2005, ordinary resolutions were passed by all of the ordinary shareholders of the Company to effect the share consolidation pursuant to which every two issued and unissued then existing shares were consolidated into one consolidated share thereby increasing the par value per share from \$0.10 to \$0.20
- (iii) On 28 October 2005, the Company issued 58,320,000 new shares of \$0.20 each for \$1.25 each to the subscribers of new shares on the listing of the Company's shares on the SEHK.
- (iv) Terms of unexpired and unexercised share options at balance sheet date

#### 24. 資本及儲備 (續)

##### (a) 股本 (續)

- (ii) 二零零五年十月十四日，本公司全體普通股股東通過普通決議案進行股份合併，據此，每兩股已發行及未發行的當時現有股份合併為一股合併股份，使到每股面值由港幣0.10元增至港幣0.20元。
- (iii) 二零零五年十月二十八日，本公司向認購本公司於聯交所上市的新股的認購人，發行58,320,000股每股面值港幣0.20元的新股份，每股作價港幣1.25元。
- (iv) 於結算日未到期及未行使購股權的年期

Exercise period 行使期	Exercise price 行使價	2005	2004	
		二零零五年 Number 數目	二零零四年 Number 數目	
24 November 2000 to 13 December 2011	二零零零年十一月二十四日至 二零一一年十二月十三日	\$0.90	11,270,000	24,630,000
14 October 2005 to 13 October 2015	二零零五年十月十四日至 二零一五年十月十三日	\$1.25	14,090,979	–
			<b>25,360,979</b>	24,630,000

**24. Capital and Reserves** (continued)**(b) Reserves**

(i) The Group

**24. 資本及儲備** (續)**(b) 儲備**

(i) 本集團

**Attributable to equity shareholders of the Company**

本公司股權持有人應佔

		<b>Share premium</b>	<b>Capital reserve</b>	<b>Retained profits</b>	<b>Total</b>
		股份溢價	資本儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2004	於二零零四年一月一日	70,040	–	50,539	120,579
Dividends approved in respect of the previous year (note 12)	上年度已批准股息 (附註12)	–	–	(30,211)	(30,211)
Profit for the year	本年度溢利	–	–	62,993	62,993
Dividends declared in respect of the current year	本年度決議派發的股息	–	–	(38,267)	(38,267)
At 31 December 2004	於二零零四年十二月三十一日	70,040	–	45,054	115,094
At 1 January 2005	於二零零五年一月一日	70,040	–	45,054	115,094
Dividends approved in respect of the previous year (note 12)	上年度已批准的股息 (附註12)	–	–	(11,509)	(11,509)
Issue of new shares	發行新股份	61,236	–	–	61,236
Listing expenses	上市費用	(14,532)	–	–	(14,532)
Equity settled share-based transactions (note 23)	以股權結算之股份費用 (附註23)	–	780	–	780
Profit for the year	本年度溢利	–	–	91,397	91,397
Dividends declared in respect of the current year	本年度決議派發的股息	–	–	(94,374)	(94,374)
At 31 December 2005	於二零零五年十二月三十一日	116,744	780	30,568	148,092

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 24. Capital and Reserves (continued)

##### (b) Reserves (continued)

(ii) The Company

#### 24. 資本及儲備 (續)

##### (b) 儲備 (續)

(ii) 本公司

##### Attributable to equity shareholders of the Company

本公司股權持有人應佔

		Share premium 股份溢價 HK\$'000 港幣千元	Capital reserve 資本儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2004	於二零零四年一月一日	70,040	–	50,854	120,894
Dividends approved in respect of the previous year (note 12)	上年度已批准股息 (附註12)	–	–	(30,211)	(30,211)
Profit for the year	本年度溢利			61,349	61,349
Dividends declared in respect of the current year	本年度決議派發的股息	–	–	(38,267)	(38,267)
At 31 December 2004	於二零零四年十二月三十一日	70,040	–	43,725	113,765
At 1 January 2005	於二零零五年一月一日	70,040	–	43,725	113,765
Dividends approved in respect of the previous year (note 12)	上年度已批准股息 (附註12)	–	–	(11,509)	(11,509)
Issue of new shares	發行新股份	61,236	–	–	61,236
Listing expenses	上市費用	(14,532)	–	–	(14,532)
Equity settled share-based transactions (note 23)	以股權結算之股份費用 (附註23)	–	780	–	780
Profit for the year	本年度溢利	–	–	92,929	92,929
Dividends declared in respect of the current year	本年度決議派發的股息	–	–	(94,374)	(94,374)
At 31 December 2005	於二零零五年十二月三十一日	116,744	780	30,771	148,295

## 24. Capital and Reserves (continued)

### (c) Nature and Purpose of Reserves

#### (i) Share premium

The application of the share premium account is governed by Sections 48B respectively of the Hong Kong Companies Ordinance.

#### (ii) Capital reserve

The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share based payments in note 1(n)(ii).

### (d) Distributability of Reserves

At 31 December 2005, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$30,771,000 (2004: \$43,725,000). After the balance sheet date the directors proposed a final dividend of 3.00 cents per ordinary share (2004 (restated): 1.60 cents per share after effect of share consolidation), amounting to \$23,329,000 (2004: \$11,509,000). This dividend has not been recognised as a liability at the balance sheet date.

## 25. Financial Instruments

Exposure to credit and liquidity arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

### (a) Credit Risk

The Group's credit risk is primarily attributable to trade receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

## 24. 資本及儲備 (續)

### (c) 儲備的性質及用途

#### (i) 股份溢價

股份溢價賬的動用受公司條例第48B條所規管。

#### (ii) 資本儲備

資本儲備包括已授予本公司僱員的尚未行使購股權的實際或估計數目，而根據載於附註1(n)(ii)就以股份為基礎的支付而採納的會計政策所確認的公平值。

### (d) 可供分派儲備

於二零零五年十二月三十一日，可供分派予本公司股權持有人的儲備總額為港幣30,771,000元（二零零四年：港幣43,725,000元）。於結算日後，董事擬就每股普通股派發末期股息3.00港仙（二零零四年（重列）：每股1.60港仙，已計及股份合併的影響），為數港幣23,329,000元（二零零四年：港幣11,509,000元）。此股息於結算日並未確認為負債。

## 25. 金融工具

在本集團的正常業務過程中，會遇上信貸及流動資金風險。該等風險受到本集團於下文載述的財務管理政策及常規所局限。

### (a) 信貸風險

本集團的信貸風險主要源自應收賬款。管理層已訂有一套信貸政策，以持續監控該等信貸風險。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 25. Financial Instruments (continued)

##### (a) Credit Risk (continued)

###### *Credit and payment policy*

When registering as a subscriber, a customer is automatically assigned with a credit limit based on the amount of its deposit or bank guarantee and is normally given credit periods ranging from one day to one month. The amount of deposit is determined on a customer-by-customer basis, depending on its usage of the Company's services. Generally, if a customer reaches or exceeds its credit limit before the end of the normal billing cycle, it may be given an increase in its credit limit. However, if a customer is in default of payment for whatever reason, its account is automatically suspended from operation until all outstanding charges have been fully settled. For that reason, customers may also, and often do, place deposits with the Company from time to time to cover their charges.

There is, however, no credit policy for the Company's ad hoc customers who are required to pay the relevant charges (including service charges, service centre handling fees and Government fees) in full when using our over-the-counter services.

The Company does not have a general provisioning policy in respect of trade receivables. Specific trade receivables considered not recoverable will be written-off.

At the balance sheet date, the Group has a certain level of concentrations of credit risk as 0.12% (2004: 0.40%) and 4.16% (2004: 2.67%) of the total trade and other receivables was due from the Group's largest customer and the five largest customers respectively within the electronic business segment.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet. Except for the financial guarantee given by the Company in respect of a revolving credit facility to an associate of the Company as disclosed in note 28, the Group does not provide any other guarantees which would expose the Group to credit risk.

#### 25. 金融工具 (續)

##### (a) 信貸風險 (續)

###### *信貸及付款政策*

替客戶登記為用戶時，本集團會根據其按金或銀行擔保金額，自動為客戶分配一個信貸額度，信貸期通常為期一日至一個月不等。本公司會按客戶享用本公司服務的使用量，而個別釐定按金金額。一般而言，倘若客戶在正常付款周期結束前達到或超過本身的信貸額度，其信貸額度則可獲提高。然而，倘若客戶因任何理由而拖欠付款，其賬戶則會自動暫停運作，直至客戶全數繳付未償還的費用為止。有鑒於此，客戶或會亦往往會在本公司存置按金，以備不時支付費用。

然而，本公司並無為突發客戶訂立信貸政策。該等客戶使用櫃檯服務時，須要即時全數支付相關費用，包括服務費、服務中心手續費及政府收費。

本公司並未就應收賬款設立一般撥備政策。倘確認為無法收回的特定應收賬款，則予以撇銷。

於結算日，本集團的信貸風險水平頗為集中，應收本集團電子貿易業務的最大客戶及首五大客戶的應收賬款及其他應收款項，分別佔去總額的0.12% (二零零四年: 0.40%) 及4.16% (二零零四年: 2.67%)。

信貸風險最高金額是資產負債表上所列各項財務資產的賬面值。除了附註28所披露本公司就聯營公司的循環信貸融通而發出的財務擔保外，本集團並未提供任何擔保，以致本集團須承擔信貸風險而計提撥備。

## 25. Financial Instruments (continued)

### (b) Liquidity Risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### (c) Interest Rate Risk

#### *Effective interest rates and repricing analysis*

In respect of income-earning financial assets, the following table indicates their effective interest rates at the balance sheet date and the periods in which they reprice or the maturity dates, if earlier.

## 25. 金融工具 (續)

### (b) 流動資金風險

本集團旗下個別營運中的實體，須各自負責現金管理，包括現金盈餘的短期投資和籌借貸款以應付預期中的現金需求，惟倘借款超逾當局預定的若干水平，則須經母公司董事會批准方可作實。本集團的政策是定期監控即期及預期中的流動資金需求，及其有否遵守借貸契諾，以確保旗下實體本身備有足夠的現金及可變現有價證券外，向主要財務機構取得的已承諾資金額亦充足，藉以應付本身的長短期流動資金需求。

### (c) 利率風險

#### *實際利率與重新定價分析*

就產生收入的財務資產而言，下表列示各財務資產於結算日，以及重新定價期間或到期日（以最早者為準）的實際利率。

### The Group 本集團

		2005 二零零五年		2004 二零零四年	
		Effective interest rate 實際利率 %	One year or less 一年或以下 HK\$'000 港幣千元	Effective interest rate 實際利率 %	One year or less 一年或以下 HK\$'000 港幣千元
<b>Maturity dates for assets which do not reprice before maturity</b>	於到期前並未重新 定價的資產的 到期日				
Cash and cash equivalents	現金及現金等值	1.89	317,177	0.91	417,472

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 25. Financial Instruments (continued)

##### (c) Interest Rate Risk (continued)

#### 25. 金融工具 (續)

##### (c) 利率風險 (續)

#### The Group 本集團

		2005 二零零五年		2004 二零零四年	
		Effective interest rate 實際利率 %	One year or less 一年或以下 HK\$'000 港幣千元	Effective interest rate 實際利率 %	One year or less 一年或以下 HK\$'000 港幣千元
<b>Maturity dates for assets which do not reprice before maturity</b>	於到期前並未重新 定價的資產 的到期日				
Cash and cash equivalents	現金及現金等值	1.88	317,079	0.91	417,189

##### (d) Foreign Currency Risk

The Group is exposed to foreign currency risk primarily through purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily United States dollars. The Group recognises the exchange gains and losses at the transaction dates in the income statement.

##### (e) Sensitivity Analysis

In managing interest rate and foreign currency risks, the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in foreign exchange and interest rates would have an impact on consolidated earnings.

At 31 December 2005, it is estimated that a general increase of one percentage point in interest rates would increase the Group's profit before tax by approximately \$4,758,000 (2004: \$5,597,000) so far as the effect on interest-bearing deposits is concerned.

##### (d) 外匯風險

本集團的外匯風險，主要源自並非以相關業務的功能貨幣為單位的採購。導致此項風險出現的貨幣主要是美元。本集團會於交易日期在收益表確認匯兌損益。

##### (e) 股價敏感度分析

本集團管理利率和外匯風險時，乃以減低短期波動對本集團盈利的影響為目標。但長遠而言，匯率和利率的永久變動，會對綜合盈利產生影響。

於二零零五年十二月三十一日，就計息存款的影響而言，倘若利率整體上升一個百分點，則估計本集團的除稅前溢利將會增加約港幣4,758,000元（二零零四年：港幣5,597,000元）。

## 25. Financial Instruments (continued)

### (f) Fair Values

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2005 and 2004 except as follows:

		2005 二零零五年		2004 二零零四年	
		Carrying amount 賬面值 HK\$'000 港幣千元	Fair value 公平值 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元	Fair value 公平值 HK\$'000 港幣千元
<b>The Group</b>	<b>本集團</b>				
Unquoted equity securities (2004: Investment securities – equity) (note (a))	非上市股本證券 (二零零四年: 股本證券 投資) (附註(a))	10,000	10,138	10,000	14,660
<b>The Company</b>	<b>本公司</b>				
Unquoted equity securities (2004: Investment securities – equity) (note (a))	非上市股本證券 (二零零四年: 股本證券 投資) (附註(a))	10,000	10,138	10,000	14,660
Loan to subsidiary (note (b))	貸款予附屬公司 (附註(b))	10,000	–	10,000	–

#### Notes:

- (a) In accordance with the transitional provisions in HKAS 39, the carrying value of the investment in unlisted equity securities at 31 December 2004 has not been restated and is therefore stated at cost (see note 2(d)) to these financial statements.
- (b) The loan to subsidiary is unsecured, interest free and repayable on demand. Given these terms it is not meaningful to disclose fair value.

### (g) Estimation of Fair Values

Fair values for the unquoted equity investments are estimated using the discounted cash flows for similar listed companies adjusted for the specific circumstances of the issuer.

## 25. 金融工具 (續)

### (f) 公平值

於二零零五年及二零零四年十二月三十一日，除下列各項外，所有金融工具的賬面值與公平值均無重大分別：

#### 附註：

- (a) 根據會計準則第39號的過渡條文，於二零零四年十二月三十一日的非上市股本證券投資賬面值並未在財務報表重列，故此按成本列賬（見附註2(d)）。
- (b) 貸款予附屬公司乃無抵押、免息及須於要求時償還。基於上述條款，披露其公平值的意義不大。

### (g) 公平值估計

非上市股本投資的公平值，乃是就發行人的特定情況作出調整後，採用同類上市公司的折現現金流量估計。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 26. Commitments

##### (a) Capital Commitments

Capital commitments outstanding at 31 December 2005 not provided for in the financial statements amounted to \$167,000 (2004: nil). They are in respect of purchase of computer equipment.

In December 2004, the Company entered into a Memorandum of Purchase for purchase of office premises for a consideration of \$36,472,000. A refundable initial deposit of \$1,000,000 was paid upon signing of the Memorandum of Purchase. The purchase was completed on 16 March 2005.

##### (b) Operating Leases

The total future minimum lease payments under non-cancellable operating leases in respect of property rentals are payable as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	397	2,230
More than one year but within five years	一年後但少於五年	139	64
		<b>536</b>	<b>2,294</b>

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

#### 26. 承擔

##### (a) 資本承擔

於二零零五年十二月三十一日未於財務報表撥備的資本承擔約為港幣167,000元(二零零四年:零),乃關於購置電腦設備。

二零零四年十二月,本公司訂立一份購置備忘錄,以代價港幣36,472,000元購置辦公室物業。簽訂購置備忘錄時已支付可發還首期按金港幣1,000,000元。此項購置已於二零零五年三月十六日完成。

##### (b) 經營租賃

有關物業租金的不可撤銷經營租賃的最低未來租金總額如下:

本集團根據經營租賃租用多項物業。租約一般初步為期一至三年,並有權選擇於重新商討所有條款時續租。有關租約概不包括或然租金。

## 27. Material Related Party Transactions

During the year, transactions with the following parties are considered as related party transactions.

Name of party 關連人士名稱	Relationship 關係
Financial Secretary Incorporated (“FSI”) 財政司司長法團(「FSI」)	Shareholder of the company 本公司股東
KAZ Computer Services Hongkong Ltd (“KAZ Hong Kong”) KAZ Computer Services Hongkong Ltd (「KAZ香港」)	Associate 聯營公司
Digital Trade and Transportation Network Limited (“DTTNC”) 數碼貿易運輸網絡有限公司(「DTTNC」)	Associate 聯營公司
Systech On-Line Limited (“SOLL”) 盈創資訊科技有限公司(「SOLL」)	Investment 投資

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

### (a) Recurring Transactions

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Facilities management expenses and consultancy expenses paid to KAZ Hong Kong	已向KAZ香港支付的設施管理開支及顧問開支	8,828	9,514
Management fee and rental income received from DTTNC	已向DTTNC收取的管理費及租金收入	181	—

Shares in the Company representing approximately 12.3% of the Company’s issued share capital are assets of the Government of the Hong Kong Special Administrative Region of the People’s Republic of China (“Government”) held in the name of FSI. Accordingly, the Government is a shareholder of the Group. Transactions between the Group and the Government departments or agencies of FSI, other than those transactions that arise in the normal dealings between the Government and the Group (such as payments of taxes, leases, rates, etc), are considered to be related party transactions.

## 27. 重大關連人士交易

於本年度，與以下人士進行之交易須視為關連人士交易。

除於財務報表其他地方披露的交易及結餘外，本集團曾進行的重大關連人士交易如下：

### (a) 經常進行的交易

於本公司之股份（相等於本公司已發行股本約12.3%）為中華人民共和國香港特別行政區政府（「政府」）以財政司司長法團名義持有之資產。故此，政府為本集團股東之一。本集團與政府部門或財政司司長法團轄下機構之間的交易（不包括政府與本集團之間的正常往來，譬如支付稅項、租金、差餉等產生的交易）被視為有關連人士交易。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 27. Material Related Party Transactions (continued)

##### (a) Recurring Transactions (continued)

Material related party transactions entered into by the Group include:

- (i) Under a CETS Agreement and an Operating Agreement entered into with the Government in 1992 and 1994 respectively, the Group provides CETS services for various official trade-related documents under an exclusive franchise. This exclusive franchise expired on 31 December 2003.

In July 2002, the Group signed a memorandum of agreement with the Government to continue to provide electronic services on a non-exclusive basis for certain official trade-related documents from 1 January 2004 on such terms and conditions as may be agreed between the company and the Government.

The transaction was terminated in June 2005.

- (ii) On 29 December 2003, the Group entered into an agreement with the Government to provide front-end Government electronic trading services in relation to Import and Export Declarations (TDEC) required under the Import and Export Registration Regulations, Dutiable Commodities Permits and cargo manifests in respect of cargoes carried by air, rail or water for a term of five years expiring on 31 December 2008 (unless earlier terminated in accordance with its terms) ("2003 GETS Agreement"). The Government paid the Group a nominal price of \$1 in return for the Group performing the services in accordance with the terms and conditions set out in the agreement.

On 9 December 2004, the Group entered into an agreement with the Government to provide front-end Government electronic trading services in relation to Certificates of Origin and Production Notification services for a term of four years expiring on 31 December 2008 (unless earlier terminated in accordance with its terms) ("2004 GETS Agreement"). The Government paid the Group a nominal price of \$1 in return for the Group performing the services in accordance with the terms and conditions set out in the agreement.

#### 27. 重大關連人士交易 (續)

##### (a) 經常進行的交易 (續)

本集團曾經訂立的重大關連人士交易包括：

- (i) 根據本集團與政府於一九九二年及一九九四年分別訂立的CETS協議及營運協議，本集團根據一項獨家專營權，就若干官方貿易相關文件提供CETS服務。此項獨家專營權已於二零零三年十二月三十一日屆滿。

二零零二年七月，本集團與政府訂立一份協議備忘錄，由二零零四年一月一日起按本公司與政府可能同意的條款及條件，以非獨家方式繼續就若干官方貿易相關文件提供電子服務。

此項交易已於二零零五年六月終止。

- (ii) 二零零三年十二月二十九日，本集團與政府訂立協議，就進出口（登記）規例所規定的進出口報關提供前端的政府電子貿易服務、應課稅品許可證及有關航空、鐵路或水路的貨物艙單。協議為期五年並將於二零零八年十二月三十一日屆滿，惟根據其條款提早終止除外（「二零零三年GETS協議」）。政府已就本集團根據協議所載之條款及條件履行服務向本集團支付港幣1元的名義代價。

二零零四年十二月九日，本集團與政府訂立協議，就產地來源證及產品通知書提供前端的政府電子貿易服務。協議為期四年，於二零零八年十二月三十一日屆滿，惟根據其條款提早終止除外。政府已就本集團根據協議所載之條款及細則履行服務（「二零零四年GETS協議」）向本集團支付港幣1元的名義代價。

## 27. Material Related Party Transactions (continued)

### (a) Recurring Transactions (continued)

#### (ii) (continued)

On 9 December 2004, the Group entered into an agreement with the Government to extend the agreement dated 10 October 2002 (as further amended by a supplemental agreement dated 29 December 2003) for the provision of front-end Government electronic trading services in relation to the Textile Trader Registration Scheme for a further term of one year expired on 31 December 2005. The Government paid the Group a nominal price of \$1 in return for the Group performing the services in accordance with the terms and conditions set out in the agreement. The agreement was extended to 31 December 2006 for a nominal price of \$1 paid by the Government.

Each of the 2003 GETS Agreement and 2004 GETS Agreement included an arrangement whereby the Group is required to collect Government fees and charges on behalf of the Government in relation to certain trade-related documents to which each such agreement related and in respect of which the Group provides GETS Services. These fees and charges collected from customers are paid over to the Government within the next working day.

- (iii) On 28 December 2001, the Group signed an agreement with the Government for the provision of facsimile delivery services for a period of two years from 1 January 2002. Under this agreement, the Group shall disseminate trade information circulars of the Trade and Industry Department to subscribers who agree to subscribe to such services. Pursuant to an agreement dated 15 December 2003, the provision of facsimile delivery services was extended to 30 June 2005.

## 27. 重大關連人士交易 (續)

### (a) 經常進行的交易 (續)

#### (ii) (續)

二零零四年十二月九日，本集團與政府訂立協議，將二零零二年十月十日有關提供紡織商登記方案的前端政府電子貿易服務的協議（經二零零三年十二月二十九日的補充協議進一步修訂）延長多一年，協議於二零零五年十二月三十一日屆滿。政府已就本集團根據協議所載之條款及細則履行服務，向本集團支付港幣1元的名義代價。政府已支付港幣1元的名義代價，將該協議延至二零零六年十二月三十一日。

二零零三年GETS協議與二零零四年GETS協議均包括一項安排，據此，本集團須就各協議涉及的若干貿易相關文件及就本集團提供的GETS服務，代表政府收取政府費用及收費。由客戶處收取費用及收費，須於下一個工作日轉交政府。

- (iii) 二零零一年十二月二十八日，本集團與政府訂立協議提供傳真傳送服務，由二零零二年一月一日起為期兩年。根據此協議，本集團將工業貿易署的貿易資料通告，發放予認購該等服務的認購人。根據二零零三年十二月十五日的協議，提供傳真傳送服務的年期，已延至二零零五年六月三十日。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

## 27. Material Related Party Transactions (continued)

### (a) Recurring Transactions (continued)

- (iv) On 12 April 2002, the Group entered into an agreement with KAZ Hong Kong for the provision of system management services such as computing services, system security and other related services at \$640,000 per month for an initial period of eight years. Subsequently, on 16 January 2003, the Group entered into a price adjustment agreement with KAZ Hong Kong for the provision of services at \$651,600 per month for a period of eight years commencing on 1 January 2004. During the year, the Group also incurred additional consultancy expenses payable to KAZ Hong Kong.

- (v) On 23 October 2004, the Group entered into a licence agreement with the Government (as represented by the Commissioner for Census and Statistics) under which the Group was granted a licence to use the 2005 version of the Hong Kong Harmonised System codes and descriptions ("HKHS") for the provision of the Government electronic trading services. The licence agreement is of one year's duration, and the Group paid \$22,575 to the Government for the licence.

The agreement was extended to 31 December 2006 under which the Group was granted a license to use the 2006 version of HKHS and the Group paid \$27,840 to the Government for the licence.

- (vi) On 31 August 2005, DTTNCo entered into an agreement with the Government under which DTTNCo agrees to design, set-up, operate and maintain a DTTN system on the terms and conditions set out therein.
- (vii) On 31 August 2005, the Company, FSI and DTTNCo entered into an agreement to provide for the management and operation of DTTNCo and to regulate the rights of the shareholders of DTTNCo inter se.

## 27. 重大關連人士交易 (續)

### (a) 經常進行的交易 (續)

- (iv) 二零零二年四月十二日，本集團與KAZ香港訂立有關提供系統管理服務（譬如電腦服務、系統保安及其他相關服務）的協議，於最初八年的作價為每月港幣640,000元。後來，於二零零三年一月十六日，本集團與KAZ香港訂立有關服務的價格調整協議，代價為每月港幣651,600元，協議由二零零四年一月一日生效，為期八年。於本年度內，本集團亦錄得應向KAZ香港支付的額外顧問開支。

- (v) 於二零零四年十月二十三日，本集團與政府（由政府統計處處長代表）訂立特許協議。據此，本集團獲授出使用香港協調制度（2005年版本）（「HKHS」）代號及描述的特許權，以便提供政府電子貿易服務。特許協議有效期一年，而本集團已就該特許權支付港幣22,575元。

該協議延至二零零六年十二月三十一日，據此本集團已獲授使用HKHS（2006年版本）的特許權，並已就該特許權向政府支付港幣27,840元。

- (vi) 二零零五年八月三十一日，DTTNCo與政府訂立協議。據此，DTTNCo同意按當中的條款及細則設計、建立、經營及維修DTTN系統。
- (vii) 二零零五年八月三十一日，本公司、財政司司長法團及DTTNCo訂立協議，訂明DTTNCo的管理及營運，以及釐定DTTNCo股東的權責。

**27. Material Related Party Transactions** (continued)**(b) Non-Recurring Transactions**

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Purchase of computer equipment from KAZ Hong Kong	向KAZ香港購置電腦設備	871	-
Purchase of computer equipment from SOLL	向SOLL購置電腦設備	-	104
		<b>871</b>	<b>104</b>

**27. 重大關連人士交易** (續)**(b) 非經常進行的交易****(c) Amounts Due from/(to) Related Parties**

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Government	政府	(10,809)	(7,435)
SOLL	SOLL	(198)	(198)
KAZ Hong Kong	KAZ香港	(235)	-
FSI	財政司司長法團	31,500	-
DTTNC0	DTTNC0	777	-
		<b>21,035</b>	<b>(7,633)</b>

**(c) 應收/ (應付) 關連人士款項**

- (i) Amounts due to Government represent transactions fees collected on their behalf and payable on the next working day and other expenses payable.
- (ii) Amounts due (to)/from SOLL and DTTNC0 are unsecured, non-interest bearing and repayable on demand.
- (iii) Amount due from FSI represents consideration receivable for sale of shares of DTTNC0 to FSI (see note 16(b) and (c)). The amounts are unsecured and non-interest bearing and repayment is subject to the fulfilment of conditions as set out in note 16(b).

- (i) 應付政府款項為替政府收取的交易費用及其他應付開支；該等費用於收取後一個工作月繳付政府。
- (ii) (應付)/應收SOLL及DTTNC0的款項無抵押、免息及須於要求時償還。
- (iii) 應收財政司司長法團款項，是向財政司司長法團出售DTTNC0股份的應收代價（見附註16(b)及(c)）。該等款項為無抵押、免息，而還款須待附註16(b)所載的條件完成後方可作實。

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)

(以港幣為呈列單位)

#### 27. Material Related Party Transactions (continued)

##### (d) Key Management Personnel Remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	10,373	5,941
Post-employment benefits	終止受僱後福利	60	48
Equity compensation benefits	股本補償福利	97	-
		<b>10,530</b>	<b>5,989</b>

Total remuneration is included in "staff costs" (see note 6(b)).

酬金總額計入「僱員成本」(見附註6(b))。

#### 28. Contingent Liabilities

- (a) In January 2003, the Group provided a bank guarantee amounted to \$1,170,000, in respect of a revolving credit facility granted to KAZ Hong Kong. The guarantee is a continuing security and shall not be released or discharged until the expiration of six months after the payment, discharge or satisfaction in full of the guaranteed liability.
- (b) Pursuant to the terms of the GETS Agreement, the Group has obtained a Performance Bond line of \$2,000,000 from a bank as the guarantee to the Government for the due performance of the 2003 GETS Agreement by the Group. The performance bond line facility bears commission rate of 0.95% per annum subject to a minimum of \$3,000 for each renewal and is secured by a charge over deposit in the amount of \$2,120,000. The facility is subject to review by 1 November 2006.
- (c) Pursuant to the terms of the 2004 GETS Agreement, the Group provided a bank guarantee in the amount of \$120,000 from a bank as the guarantee to the Government for the due performance of 2004 GETS Agreement by the Group. The guarantee is provided under the same facility as in (b) above.

#### 28. 或有負債

- (a) 二零零三年一月，本集團就KAZ香港獲授的循環信貸額度提供港幣1,170,000元的銀行擔保。該擔保屬持續性擔保，於擔保責任獲全數付款、解除或履行後足六個月前不得放棄或解除。
- (b) 根據二零零三年GETS協議的條款，本集團已向一家銀行取得港幣2,000,000元的履約保證額度，作為本集團妥為履行二零零三年GETS協議而向政府提供的擔保。履約保證額度按每年佣金率0.95%計息，每次重續前須付最少港幣3,000元，並須以港幣2,120,000元存款的押記作為抵押。該信貸額度將於二零零六年十一月一日檢討。
- (c) 根據二零零四年GETS協議的條款，本集團已向一家銀行取得港幣120,000元的銀行擔保，作為本集團妥為履行二零零四年GETS協議而向政府提供的擔保。該擔保提供與上文(b)相同的信貸額度。

## 29. Non-Adjusting Post Balance Sheet Event

- (a) On 17 February 2006, the Finance Committee of the Legislative Council of Hong Kong approved FSI's equity investment in DTTNCo (see note 16(b)).
- (b) After the balance sheet date the directors proposed a final dividend of 3.00 cents per share (2004 (restated): 1.60 cents per share after effect of share consolidation), amounting to \$23,329,000 (2004: \$11,509,000). This dividend has not been recognised as a liability at the balance sheet date.

## 30. Comparative Figures

Certain comparative figures have been adjusted or re-classified as a result of the changes in accounting policies. Further details are disclosed in note 2.

## 31. Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the Annual Accounting Year ended 31 December 2005

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the accounting year ended 31 December 2005 and which have not been adopted in these financial statements:

## 29. 結算日後未調整之事項

- (a) 二零零六年二月十七日，香港立法會財務委員會已批准財政司司長法團於DTTNC的股本投資（見附註16(b)）。
- (b) 於結算日後，董事擬派末期息每股3.00港仙（二零零四年（重列）：經調整股份合併之影響後每股1.60港仙），為數港幣23,329,000元（二零零四年：港幣11,509,000元）。該筆股息於結算日並未確認為負債。

## 30. 比較數字

因會計政策變動，若干比較數字已作出調整或重新分類。詳情於附註2披露。

## 31. 於截至二零零五年十二月三十一日止年度會計年度採用已頒佈但未生效的修訂及新增準則及詮釋可能產生的影響

截至該等財務報表刊發日期，會計師公會已頒佈新增及修訂準則及詮釋，而截至二零零五年十二月三十一日止年度會計年度尚未生效，亦未於該等財務報表中採用的修訂本、全新準則及詮釋如下：

		Effective for accounting periods beginning on or after 於下列日期或其後 開始的會計年度生效
HKFRS 6 財務報告準則第6號	Exploration for and evaluation of mineral resources 勘探及評估礦產資源	1 January 2006 二零零六年一月一日
HK(IFRIC) 4 香港（國際財務報告詮釋）第4號	Determining whether an arrangement contains a lease 釐定安排是否包含租賃	1 January 2006 二零零六年一月一日
HK(IFRIC) 5 香港（國際財務報告詮釋）第5號	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds 拆除、恢復及環保修復基金所產生權益之權利	1 January 2006 二零零六年一月一日
HK(IFRIC) 6 香港（國際財務報告詮釋）第6號	Liabilities arising from participating in a specific market – Waste electrical and electronic equipment 參與特別市場—廢料及電子設備所產生的負債	1 December 2005 二零零五年十二月一日

## Notes to the Financial Statements (continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣為呈列單位)

#### 31. Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the Annual Accounting Year ended 31 December 2005 (continued)

31. 於截至二零零五年十二月三十一日止年度會計年度採用已頒佈但未生效的修訂及新增準則及詮釋可能產生的影響 (續)

		Effective for accounting periods beginning on or after 於下列日期或其後 開始的會計年度生效
Amendments to HKAS 19 會計準則第19號 (修訂)	Employee benefits – Actuarial Gains and Losses, Group Plans and Disclosures 僱員福利 – 清算收益及虧損、集團計劃及披露	1 January 2006 二零零六年一月一日
Amendments to HKAS 39 會計準則第39號 (修訂)	Financial instruments: 金融工具:  <i>Recognition and measurement:</i> 確認及計量:  – Cash flow hedge accounting of forecast intragroup transactions – 預測集團內公司間交易的現金流對沖會計處理方法 – The fair value option – 按公平值計量之購股權 – Financial guarantee contracts – 金融擔保合約	1 January 2006 二零零六年一月一日 1 January 2006 二零零六年一月一日 1 January 2006 二零零六年一月一日
Amendments, as a consequence of the Hong Kong Companies (Amendment) Ordinance 2005, to: 因二零零五年香港公司 (修訂) 條例而作出修訂:		
– HKAS 1 – 會計準則第1號	Presentation of financial statements 財務報表呈報	1 January 2006 二零零六年一月一日
– HKAS 27 – 會計準則第27號	Consolidated and separate financial statements 綜合及獨立財務報表	1 January 2006 二零零六年一月一日
– HKFRS 3 – 財務報告準則第3號	Business combinations 業務合併	1 January 2006 二零零六年一月一日
HKFRS 7 財務報告準則第7號	Financial instruments: disclosures 金融工具: 披露	1 January 2007 二零零七年一月一日
Amendment to HKAS 1 會計準則第1號 (修訂)	Presentation of financial statements: capital disclosures 財務報表之呈報: 資本披露	1 January 2007 二零零七年一月一日

**31. Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the Annual Accounting Year ended 31 December 2005** *(continued)*

In addition, the Hong Kong Companies (Amendment) Ordinance 2005 came into effect on 1 December 2005 and would be first applicable to the Group's financial statements for the period beginning 1 January 2006.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of HKFRS 6, HK(IFRIC) 5 and HK(IFRC) 6 the amendments to HKAS 1, HKAS 27 and HKFRS 3 made as a result of the Hong Kong Companies (Amendment) Ordinance 2005 are not applicable to any of the Group's operations and that the adoption of the rest of them is unlikely to have a significant impact on the Group's results of operations and financial position.

**31. 於截至二零零五年十二月三十一日止年度會計年度採用已頒佈但未生效的修訂及新增準則及詮釋可能產生的影響** (續)

此外，二零零五年公司(修訂)條例已於二零零五年十二月一日生效，而本集團的財務報表將於二零零六年一月一日起的會計期間首度適用。

本集團正在評估上述修訂、新增標準及新訂詮釋預計對首度應用期間將會產生的影響。迄今得出的結論，是採用財務報告準則第6號及香港(國際財務報告詮釋委員會)第5號，以及基於二零零五年公司(修訂)條例而對會計準則第1號(修訂本)、會計準則第27號及財務報告準則第3號作出的修訂，並不適用於本集團任何業務，而採納其餘各項亦不大可能對本集團的經營業績及財務狀況產生重大影響。

# Five-Year Financial Summary

## 五年財務概要

		2005 二零零五年 HK\$000 港幣千元	2004 二零零四年 HK\$000 港幣千元	2003 二零零三年 HK\$000 港幣千元	2002 二零零二年 HK\$000 港幣千元	2001 二零零一年 HK\$000 港幣千元
<b>RESULTS</b> (year ended 31 December)	<b>業績</b> (截至十二月三十一日止年度)					
Turnover	營業額	<b>249,101</b>	279,706	308,481	302,748	298,423
Profit from operations	經營溢利	<b>110,293</b>	83,637	125,799	127,213	94,679
Reversal of provision for termination cost and long service payments	撥回解約成本及長期服務金撥備	–	–	–	11,422	–
Finance costs	財務成本	–	(3)	(21)	(41)	(57)
Share of losses of associates	所佔聯營公司虧損	<b>(787)</b>	–	(4,114)	(1,237)	(429)
Gain/(loss) on disposal of a subsidiary	出售附屬公司收益/(虧損)	<b>347</b>	(55)	–	–	–
Profit before taxation	除稅前溢利	<b>109,853</b>	83,579	121,664	137,357	94,193
Taxation	稅項	<b>(18,456)</b>	(20,586)	(23,801)	(22,347)	–
Profit attributable to equity shareholders of the Company	本公司股權持有人應佔溢利	<b>91,397</b>	62,993	97,863	115,010	94,193
<b>ASSETS AND LIABILITIES</b> (as at 31 December)	<b>資產及負債</b> (於十二月三十一日)					
Total non-current assets	非流動資產總額	<b>154,520</b>	37,350	69,059	90,389	95,147
Total current assets	流動資產總額	<b>380,515</b>	449,700	427,820	358,654	239,681
Total assets	總資產	<b>535,035</b>	487,050	496,879	449,043	334,828
Total non-current liabilities	非流動負債總額	<b>(6,539)</b>	(5,705)	(8,635)	(12,359)	(20,329)
Total current liabilities	流動負債總額	<b>(224,877)</b>	(222,388)	(223,802)	(216,876)	(193,669)
Total liabilities	總負債	<b>(231,416)</b>	(228,093)	(232,437)	(229,235)	(213,998)
Net assets	資產淨值	<b>303,619</b>	258,957	264,442	219,808	120,830

# Investor Relations

## 投資者關係

The Company encourages two-way communication with both its institutional and private investors. Extensive information about the Company's activities is provided in the Annual Report. There is regular communication with institutional investors. Enquiries from individuals on matters relating to their shareholdings and the business of the company are welcomed and are dealt with in an informative and timely manner.

本公司一直鼓勵與其機構及私人投資者作出雙向溝通。本公司業務的詳盡資料刊登於年報。本公司定期與機構投資者溝通。凡個別人士對欲查詢個人持股及本公司業務，皆歡迎本公司聯絡，本公司會儘快為有關人士提供詳盡資料。

### Financial Calendar

Closure of Register of Members	20-25 April 2006
2006 Annual General Meeting	25 April 2006

### 財務日誌

暫停辦理股份過戶登記	二零零六年 四月二十至二十五日
二零零六年股東週年大會	二零零六年四月二十五日

### Listings

The Company's shares have been listed on Main Board of The Stock Exchange of Hong Kong Limited since 28 October 2005.

### 上市

本公司股份自二零零五年十月二十八日起在香港聯合交易所有限公司主板上市。

### Annual Report 2005

This Annual Report 2005, in both English and Chinese, is now available in printed form and on the Company's website at [www.tradelink.com.hk](http://www.tradelink.com.hk).

### 二零零五年年報

此份二零零五年年報的中英文版本備有印刷本，亦可於本公司的網站[www.tradelink.com.hk](http://www.tradelink.com.hk)下載。

### Stock Code

The Stock Exchange of Hong Kong Limited – 0536

### 股份代號

香港聯合交易所有限公司 – 0536

### Company Secretary

Mr. LIU Kin Ming, William

### 公司秘書

廖健明先生

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**Investor Relations** *(continued)***投資者關係** *(續)***Share Registrars**

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In case of inconsistencies between the English and Chinese versions, the English version shall prevail to the extent of such inconsistency.  
 中文版之文義若與英文版不符，則不符文義概以英文版為主。





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