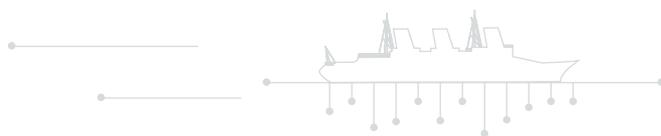
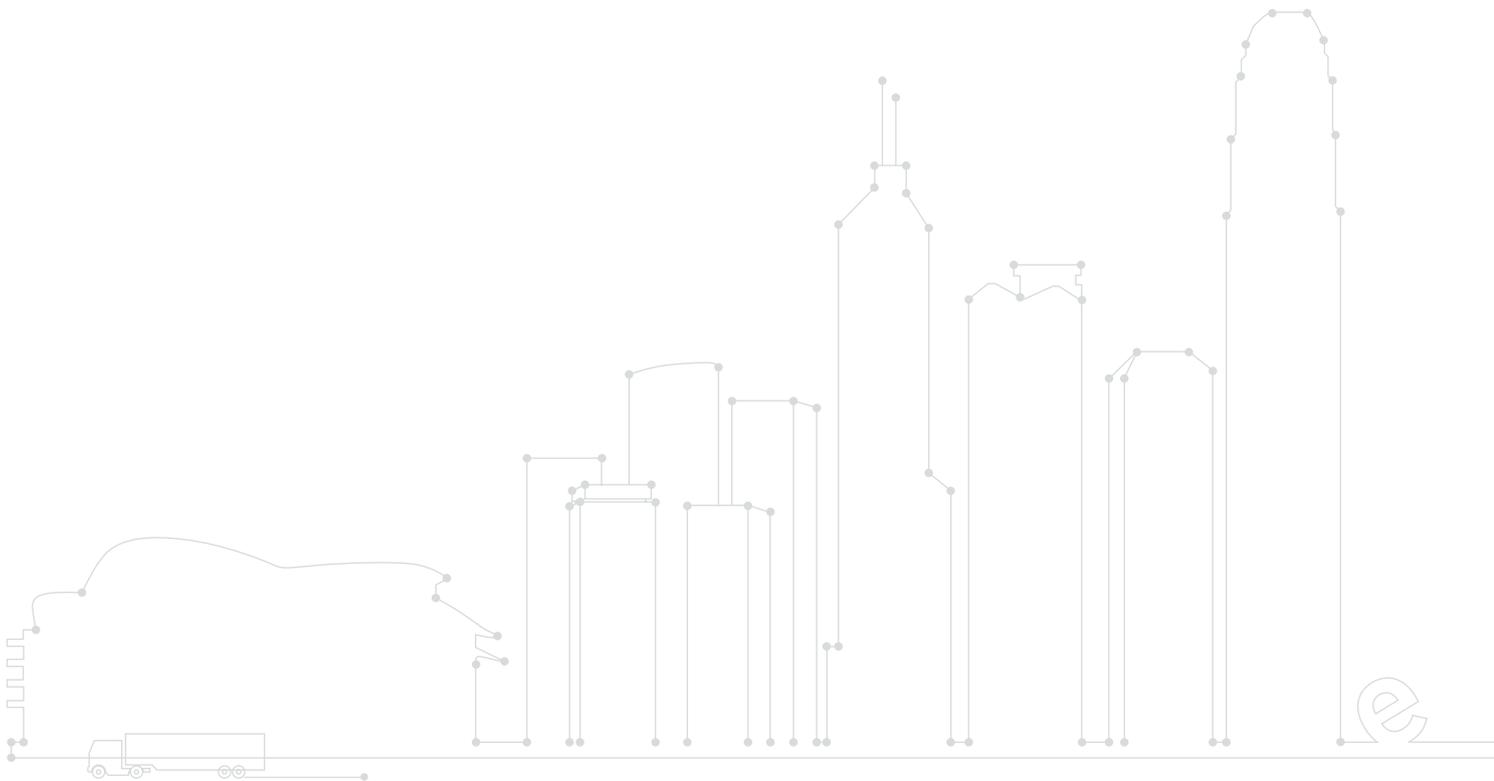




Tradelink Electronic Commerce Limited  
貿易通電子貿易有限公司  
(Stock Code 股份代號: 536)



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



**2006**  
Interim Report 中期報告

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# Financial Highlights

## 財務概要

|  |                   | Six months ended<br>30 June 2006<br>截至二零零六年<br>六月三十日止<br>六個月<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>港幣千元 | Six months ended<br>30 June 2005<br>截至二零零五年<br>六月三十日止<br>六個月<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>港幣千元 |
|--|-------------------|---|---|
| <b>Turnover</b>  | 營業額               | <b>120,730</b>  | 117,514   |
| <b>Profit from operations</b>                                    | 經營溢利              | <b>55,655</b>   | 54,593  |
| <b>Profit before taxation</b>                                    | 除稅前溢利             | <b>54,445</b>   | 54,593  |
| <b>Profit attributable to equity shareholders of the Company</b> | 本公司股權持有人應佔溢利      | <b>45,215</b>   | 45,778  |
| <b>Earnings per share (HK cents)</b>                             | 每股盈利 (港仙)         |   |   |
| Basic (Note 1)   | 基本 (附註1)          | <b>5.81</b>   | 6.36  |
| Diluted (Note 2)   | 攤薄 (附註2)          | <b>5.75</b>   | –   |
| <b>Interim dividend per share (HK cents) (Note 3)</b>            | 每股中期股息 (港仙) (附註3) | <b>4.80</b>   | 8.80  |

|                     |     | As at<br>30 June 2006<br>於二零零六年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>港幣千元 | As at<br>31 December 2005<br>於二零零五年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>港幣千元 |
|---------------------|-----|---|--|
| <b>Total assets</b> | 總資產 | <b>560,570</b>  | 535,035  |
| <b>Net assets</b>   | 淨資產 | <b>327,262</b>  | 303,619  |

Note 1 The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$45,215,000 (2005: HK\$45,778,000) and the weighted average number of 777,633,000 ordinary shares (2005: 719,313,000 shares) in issue during the period.

附註1 每股基本盈利乃根據期內本公司普通股股東應佔溢利港幣45,215,000元(二零零五年:港幣45,778,000元)及已發行普通股加權平均數777,633,000股(二零零五年:719,313,000股)計算。

Note 2 The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$45,215,000 (2005: HK\$45,778,000) and the weighted average number of 786,424,000 ordinary shares (2005: 719,313,000 shares). There were no dilutive potential ordinary shares in existence during the interim period ended 30 June 2005.

附註2 每股攤薄盈利乃根據本公司普通股股東應佔溢利港幣45,215,000元(二零零五年:港幣45,778,000元)及普通股加權平均數786,424,000股(二零零五年:719,313,000股)計算。截至二零零五年六月三十日止中期內,並無任何潛在攤薄普通股股份。

Note 3 The 2006 interim dividend of HK cents 4.80 per share is calculated based on the dividend payment ratio of approximately 83% of the profit attributable to the ordinary equity shareholders of the Company of HK\$45,215,000 and the average number of ordinary shares of 777,633,000 for the six months ended 30 June 2006. The 2005 interim dividend of HK cents 8.80 per share was declared on 10 October 2005 on the basis of 100% of the profit earned for the first eight months of 2005 and the average number of ordinary shares of 719,313,000.

附註3 二零零六年中期股息每股4.80港仙乃根據本公司普通股股東應佔溢利港幣45,215,000元的派息比率約83%以及截至二零零六年六月三十日止六個月普通股平均數777,633,000股計算。二零零五年中期股息每股8.80港仙已於二零零五年十月十日宣派,並根據二零零五年首八個月溢利的100%及普通股平均數719,313,000股計算。

# Chairman's Statement

## 主席報告書

Dear Shareholders,

On behalf of the Board, I am pleased to report that Tradelink Electronic Commerce Limited ("Tradelink" or the "Company") and its group of companies (the "Group") recorded an unaudited profit of HK\$46.4 million for the six months ended 30 June 2006, a slight increase of 1.3% compared to HK\$45.8 million for the same period last year. After absorbing a share of loss of HK\$1.2 million from our associated company, Digital Trade and Transportation Network Limited ("DTTNC"), the consolidated profit attributable to our shareholders for the period under review stands at HK\$45.2 million. Basic earnings per share amounted to HK cents 5.81, a slight decrease as a result of an expanded share base following an IPO in October 2005.

### Dividend

In view of the satisfactory results, the Directors recommend the payment of an interim dividend of HK cents 4.80 per share or a total of HK\$37.3 million for the six months ended 30 June 2006. The proposed dividend payout ratio is about 83%. This is in line with our dividend policy that the Company's dividend would not be less than 80% of our distributable profit in respect of 2005 and 2006 respectively.

### Review

The Group's core businesses of providing front-end Government Electronic Trading Services ("GETS") remained strong. We continued to command a leading role in the market.

One of our key drivers Digital Trade and Transportation Network ("DTTN") is progressing well. While the pilot phase of the programme is continuing, the DTTN concept has already generated a great deal of interest outside of Hong Kong. A number of co-operation/partnership possibilities are being explored.

The Group is also looking into the opportunity of extending its digital certificate service to the consumer market. We have submitted a bid, together with a partner, in response to the Government of the Hong Kong Special Administrative Region's (the "Government") proposal to outsource the Hongkong Post's Certification Authority operation. The Group is awaiting the results, expected to be announced in October 2006.

各位股東：

本人謹代表董事會欣然宣布，貿易通電子貿易有限公司（「貿易通」或「本公司」）及旗下公司（「本集團」），於截至二零零六年六月三十日止六個月錄得未經審核溢利港幣46,400,000元，較去年同期的港幣45,800,000元微升1.3%。本公司分佔了集團旗下聯營公司數碼貿易運輸網絡有限公司（Digital Trade and Transportation Network Limited，「DTTNC」）虧損港幣1,200,000元後，期內本公司股東應佔綜合溢利為港幣45,200,000元。每股基本盈利輕微減少至5.81港仙，此乃由於二零零五年十月首次公開招股後股本基礎擴闊所致。

### 股息

鑑於業績表現理想，董事建議就截至二零零六年六月三十日止六個月，派付中期股息每股4.80港仙或合共港幣37,300,000元。建議派息率約為83%。是次分派股息的建議，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。

### 回顧

本集團提供前端政府電子貿易服務（「GETS」）的核心業務持續強勁，我們繼續穩佔市場領導地位。

我們其中一項主要增長動力來源數碼貿易運輸網絡系統（Digital Trade and Transportation Network，「DTTN」）的進展良好。該系統的試用計劃仍在進行中，而香港以外市場已對該系統深感興趣。我們目前正研究若干合作/合夥計劃的可能性。

本集團亦正考慮，將數碼證書服務伸延至消費者市場。因應香港特別行政區政府（「政府」）計劃將香港郵政核證機關的運作外判，我們已連同一名夥伴，提交承接該外判的標書。本集團現正等候投標結果，預期有關結果將於二零零六年十月公布。

## Prospects

The Group is cautiously optimistic that the trade performance of Hong Kong will remain strong in the second half of 2006. The Group will continue to strive for growth and maintain a healthy financial position.

Steering forward, the Group will progressively implement the business plan of DTTNCo and grow DTTN into a “digital express link” for its customers in and out of Hong Kong.

The Board of Directors (“the Board”) would like to express their appreciation to the employees for their good work and dedication and to our shareholders and business partners for their continued support.

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

*Chairman*

Hong Kong, 7 September 2006

## 展望

本集團審慎樂觀地認為，香港貿易市場將於二零零六年下半年，表現保持強勁。本集團將繼續積極發展，保持穩健的財政狀況。

展望將來，本集團將會逐步落實DTTNC的業務計劃，並將DTTN發展成為香港以至海外地區客戶的「數碼直通快車」。

董事會謹向集團員工的摯誠努力，以及股東及業務夥伴的鼎力支持，致以衷心謝意。

主席

**李乃熺博士**，S.B.S.，J.P.

香港，二零零六年九月七日

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

Highlights of the Group's business performance during the review period include:

#### Tradelink

- The Group's core business in providing Government-related electronic trade services in the first half of 2006 remained very stable, despite a price-cut programme in the market launched by its competitor during the review period.
- The use of the electronic cargo manifest service has become mandatory for river and ocean carriers from 16 June 2006. Therefore, the volume of cargo manifest submitted to using Tradelink's Electronic Cargo Manifest ("EMAN") service is expected to grow significantly in the second half of 2006 with corresponding contribution to the Company's bottom line.
- The Company is also working closely with relevant departments of the Government to introduce a new charging scheme for the Government's Textiles Trader Registration Scheme ("TTRS"), the electronic service for which is operated by Tradelink. The Company is hopeful that the new charging arrangements will encourage greater use of Tradelink's electronic TTRS service.
- Tradelink completed the second phase of system upgrades in June 2006 as scheduled. With this, Tradelink computer platform is fully aligned with that of the Government. The Company does not anticipate that there will be significant Government-mandated computer platform changes in the foreseeable future.

### 業務回顧

於回顧期內，本集團的業務發展概要包括：

#### 貿易通

- 於回顧期內，儘管本集團的競爭對手於市場推出減價計劃，本集團提供政府相關電子貿易服務的核心業務，於二零零六年上半年仍然相當穩定。
- 由二零零六年六月十六日起，河道及海洋的貨物運輸全面實行以電子方式提交貨物艙單。因此，我們預期於二零零六年下半年，透過貿易通「電子貨物艙單」(Electronic Cargo Manifest, 「EMAN」)服務而提交的貨物艙單數量，將會大幅增長，並會相應為本公司帶來進賬。
- 本公司現正就旗下另一政府電子服務「紡織商登記方案」(Textiles Trader Registration Scheme, 「TTRS」)與政府有關部門密切磋商，為該方案推出全新收費計劃。本公司希望有關全新收費安排，將有助鼓勵更多紡織商使用貿易通的TTRS電子服務。
- 貿易通已於二零零六年六月，如期完成第二期的系統升級工程。工程完成後，貿易通的電腦平台已全面符合政府的系統升級要求。本公司並不預期於可見的未來，政府會進行另一次重大的強制性電腦平台升級工程。

## **DTNCo**

- The Government's HK\$31.5 million investment in DTNCo was completed in February 2006. Since then, DTNCo has issued and allotted new shares to three trade associations, namely the Federation of Hong Kong Industries (7.5 million shares), the Hongkong Association of Freight Forwarding and Logistics Limited (330,000 shares) and the Hong Kong Shippers' Council (330,000 shares). DTNCo has also completed its allocation of 15 million shares to the Hong Kong General Chamber of Commerce before the end of August 2006.
- With the successful launch of the DTTN at the beginning of 2006, DTNCo expects to wrap up its pilot phase some time in the second half of 2006. DTTN customers now cover a wide spectrum of freight forwarders, shippers, carriers and banks. We are continuing with our intensive marketing and promotion programmes with associations to vamp up DTTN usage.
- Another interesting development with DTNCo is that we are engaged with a number of overseas organizations to explore possible cooperation including possibly DTNCo rendering assistance in the construction of similar platforms overseas (and connected to Hong Kong) via straight forward franchising arrangements where the overseas organizations could start offering DTTN-like services in their respective areas through direct connections to the DTTN platform in Hong Kong. We are cautiously optimistic that some of these discussions will lead to positive results.

## **Digi-Sign**

- Subsequent to the announcement that Hongkong Post sought to outsource its Certification Authority operation, a tender for the operation's outsourcing was issued on 16 June 2006. Tradelink's wholly-owned subsidiary Digi-Sign Certification Services Limited ("Digi-Sign") submitted a bid for the project with a joint venture partner on 2 August 2006. Results are expected to be announced by October 2006. If successful, Digi-Sign believes its vast experience in operating a Certification Authority will help the Government achieve significant cost saving for the Hongkong Post operation. At the same time, Digi-Sign will seek to identify possible usage for the extensive number of certificates that the Hongkong Post had embedded in the smart identification cards of Hong Kong citizens.

## **數碼貿易運輸網絡有限公司 (Digital Trade and Transportation Network Limited, [DTNCo])**

- 政府於DTNCo投放港幣31,500,000元的投資，已於二零零六年二月完成。隨後，DTNCo已向三間商會發行及配發新股份。該三間商會包括香港工業總會(7,500,000股)、香港貨運物流業協會有限公司(330,000股)以及香港付貨人委員會(330,000股)。DTNCo亦已於二零零六年八月底，完成向香港總商會配發15,000,000股股份。
- DTNCo於二零零六年年初成功推出DTTN後，預期於二零零六年下半年內，完成該系統的試用。DTTN客戶層面廣闊，包括承運商、付貨人、運輸商及銀行。我們現正密鑼緊鼓，與商會攜手推出密集式的市場營銷及推廣活動，增加DTTN的使用量。
- DTNCo的另一發展重點，是我們正與若干海外組織接觸，共同研究可能合作的機會，包括DTNCo協助於海外建設類似的平台（並與香港連結）。此等直接特許安排，將有助海外組織透過與香港DTTN平台的直接連繫，於相關地區開始提供類似DTTN的服務。我們審慎樂觀地認為，該等討論會有成果。

## **電子核證服務有限公司 (Digi-Sign Certification Services Limited, [Digi-Sign])**

- 香港郵政繼較早前宣布擬外判旗下核證機關的運作後，已於二零零六年六月十六日發出有關外判的招標書。貿易通全資附屬公司電子核證服務有限公司 (Digi-Sign Certification Services Limited, [Digi-Sign]) 與一名聯營夥伴，已於二零零六年八月二日就該項目提交標書。我們預期有關結果將於二零零六年十月公布。倘若成功中標，Digi-Sign相信憑藉其豐富的核證機關業務經營經驗，將有助政府大大節省香港郵政的營運成本。與此同時，Digi-Sign會就香港郵政廣泛地在香港市民的智能身份證上內嵌的電子證書，探究可行的用途。

# Management Discussion and Analysis (continued)

## 管理層討論及分析 (續)

### Financial Review

Turnover for the six months ended 30 June 2006 was HK\$120.7 million, an increase of 2.7% over the same period in 2005. Operating expenses (excluding depreciation) stayed at HK\$60.9 million for the first half of 2006 as compared to HK\$60.2 million for the same period in 2005.

Depreciation charges for the first six months of 2006 amounted to HK\$7.7 million, higher than the amount charged for the same period in 2005 at HK\$7.2 million by HK\$0.5 million.

Our profit from operations for the six months ended 30 June 2006 was HK\$55.7 million, representing an increase of 2.0%.

For the six months ended 30 June 2006, the amount of loss shared from DTTNCo was HK\$1.2 million. There was no corresponding amount of loss shared from DTTNCo in the first half of 2005.

Profit attributable to equity shareholders of the Company for the six months ended 30 June 2006 was HK\$45.2 million, slightly lower than the net profit for the same period in 2005 by HK\$0.6 million. The drop was mainly due to the share of loss from DTTNCo at the amount of HK\$1.2 million. Excluding the share of loss from DTTNCo, the profit attributable to equity shareholders of the Company for the six months ended 30 June 2006 was adjusted to HK\$46.4 million, representing a profit increase of 1.3%.

Basic earnings per ordinary share of HK\$0.20 each for the first six months of 2006 decreased by 8.6% to HK cents 5.81 as compared to HK cents 6.36 for the same period in 2005.

### Liquidity and Financial Position

As at 30 June 2006, the Group had a total cash and bank balances of HK\$377.0 million (31 December 2005: HK\$317.2 million). The total assets and the net assets of the Group amounted to HK\$560.6 million (31 December 2005: HK\$535.0 million) and HK\$327.3 million (31 December 2005: HK\$303.6 million) respectively.

As at 30 June 2006, the Group had no borrowings.

### 財務回顧

截至二零零六年六月三十日止六個月，本公司的營業額為港幣120,700,000元，較二零零五年同期增加2.7%。二零零六年上半年經營開支（不包括折舊）為港幣60,900,000元，與二零零五年同期的港幣60,200,000元相若。

二零零六年首六個月的折舊開支為港幣7,700,000元，較二零零五年同期的港幣7,200,000元，增加港幣500,000元。

截至二零零六年六月三十日止六個月的經營溢利為港幣55,700,000元，增加2.0%。

截至二零零六年六月三十日止六個月，本集團分佔了DTTNCo的虧損為港幣1,200,000元。於二零零五年上半年，本公司並沒有相應的DTTNCo虧損。

截至二零零六年六月三十日止六個月，本公司股權持有人應佔溢利為港幣45,200,000元，較二零零五年同期的淨溢利輕微減少港幣600,000元。減幅主要來自所佔DTTNCo虧損的港幣1,200,000元。撇除所佔DTTNCo的虧損外，截至二零零六年六月三十日止六個月，本公司股權持有人應佔溢利調整至港幣46,400,000元，增加1.3%。

二零零六年首六個月的每股港幣0.20元普通股的基本盈利減少8.6%至5.81港仙，而二零零五年同期則為6.36港仙。

### 流動資金與財務狀況

於二零零六年六月三十日，本集團的現金及銀行結餘總額為港幣377,000,000元（二零零五年十二月三十一日：港幣317,200,000元）。本集團的資產總額及資產淨值分別為港幣560,600,000元（二零零五年十二月三十一日：港幣535,000,000元）及港幣327,300,000元（二零零五年十二月三十一日：港幣303,600,000元）。

於二零零六年六月三十日，本集團並無借貸。

## Capital and Reserves

As at 30 June 2006, the capital and reserves attributable to equity shareholders were HK\$327.3 million, which had increased from the amount of HK\$303.6 million at the end of 2005 by HK\$23.7 million.

## Charge on Assets and Contingent Liabilities

As at 30 June 2006, the Group had obtained two performance bonds from The Hongkong & 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 GETS 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 associated company of the Group. The guarantee is a continuing security and shall not be released or discharged until the expiration of six months after payment, discharge or satisfaction in full of the guaranteed liability.

## Capital Commitments

Capital commitments outstanding as at 30 June 2006 not provided for in the financial statements amounted to HK\$0.1 million (31 December 2005: HK\$0.2 million). They are in respect of computer equipment.

## Employees and Remuneration Policy

As at 30 June 2006, the Group employed a work force of 286 (2005: 323). All of these employees were working in Hong Kong. The related staff costs for the six months ended 30 June 2006 totaled HK\$38.4 million (2005: HK\$36.5 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.

## 資本與儲備

於二零零六年六月三十日，本公司股權持有人應佔資本及儲備為港幣327,300,000元，較二零零五年年底的港幣303,600,000元，上升港幣23,700,000元。

## 資產抵押及或有負債

於二零零六年六月三十日，本集團獲香港上海滙豐銀行有限公司提供兩份履約保證，總額為港幣2,100,000元，作為履行向政府就GETS服務協議提供的擔保。履約保證額度須以港幣2,100,000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，提供港幣1,200,000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，本公司不得放棄或解除擔保。

## 資本承擔

於二零零六年六月三十日，尚待履行而未於財務報表撥備的資本承擔為港幣100,000元（二零零五年十二月三十一日：港幣200,000元）。該等資本承擔與電腦設備有關。

## 僱員及薪酬政策

截至二零零六年六月三十日，本集團的僱員總數為286人（二零零五年：323人）。所有僱員皆於香港工作。截至二零零六年六月三十日止六個月，有關僱員成本合共港幣38,400,000元（二零零五年：港幣36,500,000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實際財務表現派發。本集團亦提供兩項僱員購股權計劃，鼓勵員工爭取表現。

# Management Discussion and Analysis *(continued)*

## 管理層討論及分析 *(續)*

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

As at 30 June 2006, the Group had no foreign exchange exposure and related hedges.

### Audit Committee

The Company's Audit Committee has reviewed the accounting policies adopted by the Group and the interim consolidated financial statements for the six months ended 30 June 2006.

The interim consolidated financial statements for the six months of 2006 have not been audited but have been reviewed by the Company's external auditor, KPMG.

### Interim Dividend

The Board has resolved to declare an interim dividend of HK cents 4.80 per share for the six months ended 30 June 2006 to shareholders whose names appear on the Register of Members of the Company on 25 September 2006. The interim dividend payout ratio is approximately 83% of the Group's distributable profit attributable to shareholders.

### 匯率波動及相關對沖工具風險

於二零零六年六月三十日，本集團並無任何外匯及相關對沖工具風險。

### 審核委員會

本公司審核委員會已審閱本集團採納的會計政策，以及截至二零零六年六月三十日止六個月的中期綜合財務報表。

二零零六年六個月的中期綜合財務報表未經審核，但已由本公司的外聘核數師畢馬威會計師事務所審閱。

### 中期股息

董事會已議決宣派截至二零零六年六月三十日止六個月的中期股息，每股4.80港仙，予於二零零六年九月二十五日名列於本公司股東名冊的股東。中期股息派息比率佔本集團可分發股東應佔溢利約83%。

# Disclosure of Interests

## 權益披露

### Directors' Interests 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 Schemes" below.

As at 30 June 2006, the interests of the Directors and their associates in shares and underlying shares of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance, "SFO") as recorded in the register required to be kept under Section 352 of the SFO or as notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code") were as follows:

### 董事之股份、相關股份及債券權益

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。

於二零零六年六月三十日，董事以及與他們有聯繫的人士，於本公司或其相聯法團的股份及相關股份中（定義見證券及期貨條例（「證券及期貨條例」），須登記於根據證券及期貨條例第352條規定須予備存的登記冊內的權益，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益如下：

|                           | Number of shares/underlying shares held and nature of interests |                            |                                   |              |
|---------------------------|---|----------------------------|-----------------------------------|--------------|
|                           | 持有股份/相關股份數目及權益性質  |                            |                                   |              |
| Name of Director          | Personal<br>個人  | Spouse or child            | Controlled<br>corporation<br>受控公司 | Others<br>其他 |
|                           |   | under 18<br>配偶或未滿<br>十八歲子女 |                                   |              |
| Mr. YUE Kwok Hung, Justin | 余國雄先生   | 142,000                    | —                                 | —            |

### Share Option Schemes

The Company has adopted a Pre-IPO share option scheme on 2 August 2000 and amended on 11 September 2001 and 26 November 2002 respectively and a share option scheme on 14 October 2005 whereby the Directors are authorized 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.

### 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。

# Disclosure of Interests (continued)

## 權益披露 (續)

### Share Option Schemes (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 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.

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

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

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

At its meeting on 22 March 2005, the Board approved a fresh allotment of share options under the Pre-IPO share option scheme to all permanent staff. The grant was made conditional upon the successful listing of the Company's shares on the Main Board of the SEHK. The terms are the same as those for the grants as stated above, except that the exercise price shall be equal to the IPO offer price or 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，已失效的購股權不計算在計劃授權限額之內。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）不得計算在經更新限額內。

### 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，有權認購超過首次公開招股前購股權計劃股份總數的25%。

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

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

#### (b) 根據二零零五年三月二十二日批准授出的購股權

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

## Share Option Schemes (continued)

### Share Option Scheme

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

- (a) The purpose of the share option scheme is to attract and retain the best available personnel and to provide additional incentives to employees, directors, consultants, business associates and advisors to promote the success of the Group.
- (b) The Board has the absolute discretion to offer any employees (whether full-time or part-time), directors (including Independent Non-executive Directors), consultants, business associates or advisors 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 be 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)

### 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，而向僱員、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。

# Disclosure of Interests (continued)

## 權益披露 (續)

### Share Option Schemes (continued)

#### Share Option Scheme (continued)

As at 30 June 2006, the Directors of the Company had the following interests in options to subscribe for shares of the Company granted for nil consideration under the share option scheme of the Company. Each option gives the holder the right to subscribe for one ordinary share of the Company.

### 購股權計劃 (續)

#### 購股權計劃 (續)

於二零零六年六月三十日，本公司董事擁有以下購股權權益，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<br>outstanding as at<br>1 January 2006/<br>30 June 2006<br>於二零零六年<br>一月一日/<br>二零零六年<br>六月三十日<br>尚未行使的<br>購股權數目 | Date<br>granted<br>授出日期 | Exercise<br>period<br>行使期 | Exercise<br>price<br>per share<br>每股<br>行使價 | Market value<br>per share on<br>exercise<br>of options*<br>行使<br>購股權時<br>每股股份<br>的市值* |
|----------------------------|-----------|---|-------------------------|---------------------------|---|---|
| <b>Directors</b>           | <b>董事</b> |   |                         |                           |   |   |
| Mr. YUE Kwok Hung, Justin  | 余國雄先生     | 1,762,500   | 24/11/2000              | 10 years<br>10年           | HK\$0.90<br>港幣0.90元                         | HK\$1.78<br>港幣1.78元   |
|                            |           | 1,762,500   | 13/12/2001              | 10 years<br>10年           | HK\$0.90<br>港幣0.90元                         | HK\$1.78<br>港幣1.78元   |
|                            |           | 982,900   | 14/10/2005              | 10 years<br>10年           | HK\$1.25<br>港幣1.25元                         | HK\$1.78<br>港幣1.78元   |
| Ms. CHUNG Shun Kwan, Emily | 鍾順群女士     | 400,000   | 24/11/2000              | 10 years<br>10年           | HK\$0.90<br>港幣0.90元                         | HK\$1.78<br>港幣1.78元   |
|                            |           | 400,000   | 13/12/2001              | 10 years<br>10年           | HK\$0.90<br>港幣0.90元                         | HK\$1.78<br>港幣1.78元   |
|                            |           | 396,845   | 14/10/2005              | 10 years<br>10年           | HK\$1.25<br>港幣1.25元                         | HK\$1.78<br>港幣1.78元   |

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 June 2006

\* 本公司普通股於二零零六年六月三十日的收市價

Information on the accounting policy for share options granted is provided in Note 13 to the condensed financial statements.

有關已授出購股權的會計政策資料，已載於簡明財務報表附註13。

Apart from the foregoing, at no time during the period under review 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.

除上文所述，本公司或其附屬公司於回顧期內任何時間，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。

## 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 30 June 2006 amounting to 5% or more of the ordinary shares in issues:

## 主要股東及其他人士於股份及相關股份的權益及淡倉

據本公司所知，於二零零六年六月三十日，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<br>每股普通股港幣0.20元 |                                |                             |   |
|---|----------------------------|--|--------------------------------|-----------------------------|---|
|   |                            | Registered<br>shareholders<br>註冊股東               | Corporate<br>interests<br>公司權益 | Number<br>of shares<br>股份數目 | % of total<br>issued shares<br>所佔已發行<br>股份百分比 |
| <b>Substantial Shareholders</b>                           | <b>主要股東</b>                |  |                                |                             |   |
| The Financial Secretary<br>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 & Shanghai<br>Banking Corporation<br>Limited | 香港上海滙豐銀行<br>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%   |
| Allianz Aktiengesellschaft                                | Allianz Aktiengesellschaft | –  | 47,548,000                     | 47,548,000                  | 6.11%   |
| Allianz Global Investors<br>Hong Kong Limited             | 德盛安聯資產管理<br>香港有限公司         | 47,548,000                                       | –                              | 47,548,000                  | 6.11%   |

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; the interest disclosed by PCCW Limited is the same as the 63,125,000 shares disclosed by PCCW-HKT Limited, its 100% owned subsidiary and the interest disclosed by Allianz Aktiengesellschaft is the same as the 47,548,000 shares disclosed by Allianz Global Investors Hong Kong Limited, its 100% owned subsidiary.

Apart from the above, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company as at 30 June 2006, which was required to be kept under Section 336 of the SFO.

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；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；而Allianz Aktiengesellschaft所披露的權益與其全資附屬公司德盛安聯資產管理香港有限公司所披露的47,548,000股股份亦一致。

除上文所述外，就本公司所知，於二零零六年六月三十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。

# Corporate Governance Report

## 企業管治報告書

### Compliance with Code on Corporate Governance Practices

The Board believes that adherence to sound corporate governance policies and practices is of paramount importance in ensuring that the Company is governed and managed with the highest standards of responsibility, ethics and integrity and in the best interests of its shareholders. In the opinion of the Directors, the Company has complied with the provisions set out in the Code on Corporate Governance Practising of Securities (“CG Code”) on the Rules Governing the Listing of Securities on the SEHK (the “Listing Rules”) throughout the six months ended 30 June 2006. The recently promulgated Code Provision C2.1 of the CG Code in respect of a review of the effectiveness of the Group’s internal controls is first applicable to the Company for its financial year ending 31 December 2006. The Board has already put in place procedures, including seeking external advisory assistance, to enable the Board to report on Code Provision C2.1 in its 2006 Corporate Governance Report.

### Audit Committee

An Audit Committee has been established by the Company to oversee the overall financial reporting process as well as the adequacy and effectiveness of the Company’s internal control.

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

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

As of 30 June 2006, the Audit Committee has met twice since the beginning of the year to review the Company’s financial reports. It has also reviewed the Company’s internal controls and recommended to the Board an array of ways to strengthen its adequacy and effectiveness for implementation to ensure its full compliance with Code Provision C2.1 of the CG Code.

The Audit Committee has reviewed the accounting policies adopted by the Group and the interim consolidated financial statements for the six months ended 30 June 2006.

The interim consolidated financial statements for the six months ended 30 June 2006 have not been audited but have been reviewed by the Company’s external auditor, KPMG.

### 遵守企業管治常規守則

董事會相信，以良好企業管治政策及常規去管治及管理公司，是確保本公司維持最高水平的責任、道德及忠誠、並有效保障股東的最佳利益的重要一環。董事認為，本公司於截至二零零六年六月三十日止六個月，已遵守聯交所證券上市規則（「上市規則」）的證券企業管治常規守則（「企業管治守則」）所載條文。有關檢討本集團內部監控是否有效的企業管治守則第C2.1條守則條文，乃截至二零零六年十二月三十一日止財政年度首次適用於本公司。董事會已制定程序，包括外聘諮詢協助，讓董事會於其二零零六年企業管治報告書中，就本公司遵守第C2.1條守則條文方面匯報。

### 審核委員會

本公司已成立審核委員會，以監察本公司的整體財務報告程序，以及內部監控步驟是否充足有效。

審核委員會現時由3位非執行董事組成，其中2位為獨立非執行董事。他們包括：

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

截至二零零六年六月三十日，審核委員會自年初共召開兩次會議，以審閱本公司的財務報告。審核委員會同時檢討本公司的內部監控機制，並向董事會提出一系列建議，以加強機制的適當程度及效力，藉此確保本公司全面遵照企業管治守則的第C2.1條守則條文。

審核委員會已審閱本集團採納的會計政策，以及截至二零零六年六月三十日止六個月的中期綜合財務報表。

截至二零零六年六月三十日止六個月的中期綜合財務報表並未經審核，惟已由本公司外聘的核數師畢馬威會計師事務所審閱。

## Remuneration Committee

The Remuneration Committee is made up of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors. They are, viz.

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

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 made with reference to their responsibilities. During the first six months of 2006, the Remuneration Committee convened two meetings to discuss and review, inter alia, the remuneration of the Directors.

## Nomination Committee

The Nomination Committee is comprised of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors. They are, viz.

- 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 nominate suitable candidates for subsequent approval by shareholders.

The selection of individuals to become Directors is based on assessment of their professional qualifications and experience. During the six-month period ended 30 June 2006, the Nomination Committee met once to recommend for subsequent approval by shareholders the re-appointment of 6 Directors.

## 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，他們包括：

- 黃天祐先生（主席）
- 李乃熺博士S.B.S.，J.P.
- 何立基先生

薪酬委員會負責就本公司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。於二零零六年首六個月內，薪酬委員會召開了兩次會議進行討論及檢討，其中包括董事的薪酬。

## 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。他們包括：

- 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，乃檢討董事會的架構、規模及組合，並提名合適人選待股東批准。

本公司根據個別人士的專業資格及經驗而評選董事。截至二零零六年六月三十日止六個月內，提名委員會召開了一次會議，就重新委任6位董事提出建議，該建議需其後由股東批准。

# Other Information

## 其他資料

### Model Code for Securities Transactions by Directors of Listed Issuers

The Board has adopted the Model Code. Directors have been specifically requested to observe the Model Code when dealing in the Company's securities. According to the Company's record, all Directors have complied with the required standards as set out in the Model Code.

### Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2006, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities.

### Closure of Register of Members

The Register of Members will be closed from 25 September 2006 to 3 October 2006 both days inclusive during which period no transfer of shares will be registered. All transfer of shares accompanied by share certificates and transfer form must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 pm on 22 September 2006.

By Order of the Board

**YUE Kwok Hung, Justin**

*Executive Director*

Hong Kong, 7 September 2006

### 上市發行人董事進行證券交易之標準守則

董事會已採納標準守則。本公司已特別要求董事於買賣本公司證券時，必需遵守標準守則。根據本公司的紀錄，所有董事已遵守標準守則所載的規定標準。

### 購買、出售或贖回本公司上市證券

截至二零零六年六月三十日止六個月內，本公司或其任何附屬公司，均沒有購買、出售或贖回本公司之任何上市證券。

### 暫停辦理股份過戶登記

本公司將於二零零六年九月二十五日至十月三日（包括首尾兩日）期間，暫停辦理股份登記過戶手續。所有股份之過戶連同有關股票及過戶表格，須於二零零六年九月二十二日下午四時正前，呈交予本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

承董事會命

執行董事

**余國雄**

香港，二零零六年九月七日

# Independent Review Report

## 獨立審閱報告書

Independent Review Report to the Board of Directors of  
**Tradelink Electronic Commerce Limited**  
(Incorporated in Hong Kong with limited liability)

### Introduction

We have been instructed by the Company to review the interim financial report set out on pages 18 to 38.

### Respective Responsibilities of Directors and Auditors

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting* issued by the Hong Kong Institute of Certified Public Accountants. The interim financial report is the responsibility of, and has been approved by, the Directors.

It is our responsibility to form an independent conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Review Work Performed

We conducted our review in accordance with Statement of Auditing Standards 700, *Engagements to review interim financial reports*, issued by the Hong Kong Institute of Certified Public Accountants. A review consists principally of making enquiries of group management and applying analytical procedures to the interim financial report and based thereon, assessing whether the accounting policies and presentation have been consistently applied unless otherwise disclosed. A review excludes audit procedures such as tests of controls and verification of assets, liabilities and transactions. It is substantially less in scope than an audit and therefore provides a lower level of assurance than an audit. Accordingly we do not express an audit opinion on the interim financial report.

### Review Conclusion

On the basis of our review which does not constitute an audit, we are not aware of any material modifications that should be made to the interim financial report for the six months ended 30 June 2006.

### KPMG

Certified Public Accountants

Hong Kong, 7 September 2006

致貿易通電子貿易有限公司  
董事會的獨立審閱報告書  
(於香港註冊成立的有限公司)

### 引言

我們已按照 貴公司指示，審閱第18至38頁之中期財務報告。

### 董事及核數師各自的責任

香港聯合交易所有限公司證券上市規則規定，上市公司須按照香港會計師公會頒布的香港會計準則第34號「中期財務報告」及其相關條文編製中期財務報告。董事須對中期財務報告負責，而該報告亦已獲董事批准。

我們的責任是根據審閱的結果，對中期財務報告作出獨立的結論，並按照雙方所協定的應聘書條款，僅向整體董事會報告，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。

### 已執行的審閱工作

我們已按照香港會計師公會頒布的核數準則第700號「審閱中期財務報表的委聘」進行審閱工作。審閱工作主要包括向集團管理層作出查詢，以及對中期財務報告進行分析程序，然後根據結果，評估 貴公司的會計政策及呈報方式是否貫徹應用（惟已另作披露則除外）。審閱工作並不包括監控測試及核證資產、負債及交易等審計程序。由於審閱的範圍遠較審計為小，故所提供的保證程度較審計為低。因此，我們不會對中期財務報告發表審核意見。

### 審閱結論

按照我們審閱的結果，但此審閱並不作為審計工作的一部分，我們並無發現任何須於二零零六年六月三十日止六個月的中期財務報告作出任何重大修訂。

### 畢馬威會計師事務所

執業會計師

香港，二零零六年九月七日

# Condensed Consolidated Income Statement (Unaudited)

## 簡明綜合收益表(未經審核)

For the six months ended 30 June 2006 (Expressed in Hong Kong dollars)  
截至二零零六年六月三十日止六個月(以港幣為呈列單位)

|  |                    | Six months ended 30 June |             |          |
|--|--------------------|--------------------------|-------------|----------|
|  |                    | 六月三十日止六個月                |             |          |
|  |                    | 2006                     | 2005        |          |
|  |                    | 二零零六年                    | 二零零五年       |          |
|  |                    | (Unaudited)              | (Unaudited) |          |
|  |                    | (未經審核)                   | (未經審核)      |          |
|  |                    | HK\$'000                 | HK\$'000    |          |
|  |                    | 港幣千元                     | 港幣千元        |          |
|  | Note               |                          |             |          |
|  | 附註                 |                          |             |          |
| <b>Turnover</b>  | 營業額                | 2                        | 120,730     | 117,514  |
| Interest income  | 利息收入               |                          | 3,510       | 4,500    |
| Other net loss   | 其他淨虧損              |                          | –           | (6)      |
| Staff costs  | 僱員成本               |                          | (38,373)    | (36,544) |
| Depreciation   | 折舊                 |                          | (7,656)     | (7,214)  |
| Other operating expenses   | 其他經營開支             |                          | (22,556)    | (23,657) |
| Profit from operations   | 經營溢利               |                          | 55,655      | 54,593   |
| Share of losses of associates  | 所佔聯營公司虧損           |                          | (1,210)     | –        |
| <b>Profit before taxation</b>  | 除稅前溢利              | 4                        | 54,445      | 54,593   |
| Taxation   | 稅項                 | 5                        | (9,230)     | (8,815)  |
| <b>Profit for the period</b>   | 本期間溢利              | 14(b)                    | 45,215      | 45,778   |
| <b>Interim dividend payable to equity shareholders of the Company attributable to the period</b> | 本期間內應付本公司股權持有人中期股息 | 6(a)                     | 37,326      | 63,300   |
| <b>Earnings per share (HK cents)</b>   | 每股盈利(港仙)           | 7                        |             |          |
| Basic  | 基本                 |                          | 5.81        | 6.36     |
| Diluted  | 攤薄                 |                          | 5.75        | –        |

The notes on pages 22 to 38 form part of this interim financial report. 第22至38頁之附註構成本中期財務報告的一部分。

# Condensed Consolidated Balance Sheet (Unaudited)

## 簡明綜合資產負債表(未經審核)

As at 30 June 2006 (Expressed in Hong Kong dollars)

於二零零六年六月三十日 (以港幣為呈列單位)

|  |            |                       | As at<br><b>30 June 2006</b><br>於二零零六年<br>六月三十日<br><b>(Unaudited)</b><br>(未經審核)<br><b>HK\$'000</b><br>港幣千元 | As at<br>31 December 2005<br>於二零零五年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>港幣千元 |
|--|------------|-----------------------|--|--|
|  | Note<br>附註 |                       |  |  |
| <b>Non-current assets</b>  |            | <b>非流動資產</b>          |  |  |
| Fixed assets   | 8          | 固定資產                  | <b>56,746</b>  | 63,751   |
| Interest in leasehold land held for<br>own use under operating lease | 8          | 根據經營租賃持作自用的<br>租賃土地權益 | <b>5,839</b>   | 5,911  |
| Interest in associates   | 9          | 所佔聯營公司權益              | <b>73,648</b>  | 74,858   |
| Other financial assets   |            | 其他財務資產                | <b>10,000</b>  | 10,000   |
|  |            |                       | <b>146,233</b>   | 154,520  |
| <b>Current assets</b>  |            | <b>流動資產</b>           |  |  |
| Trade receivables  | 10         | 應收賬款                  | <b>23,893</b>  | 18,947   |
| Other receivables and prepayments                                    | 11         | 其他應收款項及預付款項           | <b>13,483</b>  | 44,391   |
| Cash and cash equivalents  |            | 現金及現金等值               | <b>376,961</b>   | 317,177  |
|  |            |                       | <b>414,337</b>   | 380,515  |
| <b>Current liabilities</b>   |            | <b>流動負債</b>           |  |  |
| Trade creditors, accounts payable<br>and other payables              | 12         | 應付賬款、應付款項及<br>其他應付款項  | <b>222,001</b>   | 223,489  |
| Taxation   |            | 稅項                    | <b>5,210</b>   | 1,388  |
|  |            |                       | <b>227,211</b>   | 224,877  |
| <b>Net current assets</b>  |            | <b>流動資產淨值</b>         | <b>187,126</b>   | 155,638  |
| <b>Total assets less current liabilities</b>                         |            | <b>資產總額減流動負債</b>      | <b>333,359</b>   | 310,158  |
| <b>Non-current liabilities</b>                                       |            | <b>非流動負債</b>          |  |  |
| Provision for long service payments                                  |            | 長期服務金撥備               | <b>3,451</b>   | 3,303  |
| Deferred taxation  |            | 遞延稅項                  | <b>2,646</b>   | 3,236  |
|  |            |                       | <b>6,097</b>   | 6,539  |
| <b>Net Assets</b>  |            | <b>資產淨值</b>           | <b>327,262</b>   | 303,619  |
| <b>Capital and Reserves</b>  |            | <b>資本及儲備</b>          |  |  |
| Share capital  | 14         | 股本                    | <b>155,527</b>   | 155,527  |
| Reserves   |            | 儲備                    | <b>171,735</b>   | 148,092  |
|  |            |                       | <b>327,262</b>   | 303,619  |

The notes on pages 22 to 38 form part of this interim financial report.

第22至38頁之附註構成本中期財務報告的一部分。

# Condensed Statement of Changes in Equity (Unaudited)

## 簡明權益變動表(未經審核)

For the six months ended 30 June 2006 (Expressed in Hong Kong dollars)  
截至二零零六年六月三十日止六個月(以港幣為呈列單位)

|  |                | Six months ended 30 June |             |
|--|----------------|--------------------------|-------------|
|  |                | 六月三十日止六個月                |             |
|  |                | 2006                     | 2005        |
|  |                | 二零零六年                    | 二零零五年       |
|  |                | (Unaudited)              | (Unaudited) |
|  |                | (未經審核)                   | (未經審核)      |
|  |                | HK\$'000                 | HK\$'000    |
|  |                | 港幣千元                     | 港幣千元        |
| <b>Total equity at 1 January</b>                             | 於一月一日的權益總額     | <b>303,619</b>           | 258,957     |
| Net profit for the period                                    | 本期間淨溢利         | <b>45,215</b>            | 45,778      |
| Dividends declared or approved during the period             | 本期間已決議派發或批准的股息 | <b>(23,329)</b>          | (11,509)    |
| <b>Movement in equity arising from capital transactions:</b> | 因資本交易產生的權益變動：  |                          |             |
| Listing expenses adjustment                                  | 上市開支調整         | <b>607</b>               | -           |
| Equity settled share-based transactions                      | 以股權結算之股份費用     | <b>1,150</b>             | -           |
| <b>Total equity at 30 June</b>                               | 於六月三十日之權益總額    | <b>327,262</b>           | 293,226     |

The notes on pages 22 to 38 form part of this interim financial report. 第22至38頁之附註構成本中期財務報告的一部分。

# Condensed Consolidated Cash Flow Statement (Unaudited)

## 簡明綜合現金流量表(未經審核)

For the six months ended 30 June 2006 (Expressed in Hong Kong dollars)  
截至二零零六年六月三十日止六個月(以港幣為呈列單位)

|  |                  | Six months ended 30 June |             |
|--|------------------|--------------------------|-------------|
|  |                  | 六月三十日止六個月                |             |
|  |                  | 2006                     | 2005        |
|  |                  | 二零零六年                    | 二零零五年       |
|  |                  | <b>(Unaudited)</b>       | (Unaudited) |
|  |                  | (未經審核)                   | (未經審核)      |
|  |                  | HK\$'000                 | HK\$'000    |
|  |                  | 港幣千元                     | 港幣千元        |
| Cash generated from operations                       | 經營產生的現金流入額       | 55,282                   | 52,808      |
| Tax paid   | 已繳稅項             | (5,998)                  | (6,978)     |
| Net cash from operating activities                   | 經營活動產生的現金淨額      | 49,284                   | 45,830      |
| Net cash from/(used in) investing activities         | 投資活動的現金流入/(流出)淨額 | 9,893                    | (68,043)    |
| Net cash from financing activities                   | 融資活動產生的現金淨額      | 607                      | -           |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值增加/(減少)淨額 | 59,784                   | (22,213)    |
| <b>Cash and cash equivalents at 1 January</b>        | 於一月一日的現金及現金等值    | <b>317,177</b>           | 417,472     |
| <b>Cash and cash equivalents at 30 June</b>          | 於六月三十日的現金及現金等值   | <b>376,961</b>           | 395,259     |

The notes on pages 22 to 38 form part of this interim financial report. 第22至38頁之附註構成本中期財務報告的一部分。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

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

### 1. Significant Accounting Policies

#### (a) Statement of Compliance

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting* and other relevant Hong Kong Financial Reporting Standards (“HKFRSs”), 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.

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

The accounting policies adopted in preparing the unaudited condensed consolidated interim financial statements are consistent with those used in preparing the Group’s annual financial statements for the year ended 31 December 2005. The interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2005.

The preparation of the unaudited condensed interim 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 and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2005 annual financial statements. The condensed interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs.

The unaudited condensed consolidated financial statements for the six-month period ended 30 June 2006 have been reviewed by KPMG in accordance with Statement of Auditing Standards 700, *Engagements to review interim financial reports*, issued by the HKICPA. KPMG’s independent review report to the Board of Directors is included on page 17.

### 1. 主要會計政策

#### (a) 遵例聲明

此未經審核的簡明綜合中期財務報表，乃按香港會計師公會（「會計師公會」）所頒布的香港會計準則（「會計準則」）第34號「中期財務報告」及其他相關的香港財務報告準則（「財務報告準則」）、會計準則及詮釋、香港公認會計原則及香港公司條例的規定而編製。

#### (b) 財務報表的編製基準

此未經審核的簡明綜合中期財務報表內所採納的會計政策，與編製本集團截至二零零五年十二月三十一日止年度的全年財務報表所採納的會計政策一致。本中期財務報表須連同截至二零零五年十二月三十一日止年度的全年財務報表一併閱讀。

財務報告準則要求管理層於編製未經審核簡明中期財務報表時，須對影響政策應用及按本年截至報告日期為止所呈報的資產、負債、收入與開支的報告數額，作出判斷、估計及假設。實際結果與該等估計可能有差異。

中期財務報告載有簡明綜合財務報表及經挑選的說明附註。此等附註包括多項事件與交易的說明，對了解本集團自刊發二零零五年度財務報表以來，財務狀況的表現與變動實為重要。本簡明中期財務報表及有關附註，並不包括根據財務報告準則編製全份財務報表所需的全部資料。

截至二零零六年六月三十日止六個月的未經審核簡明綜合財務報表，已由畢馬威會計師事務所根據會計師公會頒布的核數準則第700號「審閱中期財務報表的委聘」審閱。畢馬威會計師事務所致董事會的獨立審閱報告書已載於第17頁。

## 2. Turnover

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

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

## 2. 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GETS服務。

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

|  |            | Six months ended 30 June |                |
|--|------------|--------------------------|----------------|
|  |            | 六月三十日止六個月                |                |
|  |            | 2006                     | 2005           |
|  |            | 二零零六年                    | 二零零五年          |
|  |            | HK\$'000                 | HK\$'000       |
|  |            | 港幣千元                     | 港幣千元           |
| Transaction and handling fees              | 交易及處理費     | 109,510                  | 106,291        |
| Annual subscription and registration fees  | 年費及登記費     | 9,098                    | 9,618          |
| Training income                            | 培訓收入       | 60                       | 81             |
| Sales of software and related installation | 軟件及相關安裝的銷售 | 50                       | 33             |
| Others                                     | 其他         | 2,012                    | 1,491          |
|  |            | <b>120,730</b>           | <b>117,514</b> |

## 3. Segment Reporting

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

## 3. 分部報告

本集團毋須就業務及地區分部呈列分部資料。於本期間內，本集團主要在單一地區經營單一業務，即於香港區內經營電子貿易服務。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 4. Profit Before Taxation

Profit before taxation is arrived at after charging:

### 4. 除稅前溢利

除稅前溢利已扣除：

|   |                  | Six months ended 30 June |               |
|---|------------------|--------------------------|---------------|
|   |                  | 六月三十日止六個月                |               |
|   |                  | 2006                     | 2005          |
|   |                  | 二零零六年                    | 二零零五年         |
|   |                  | HK\$'000                 | HK\$'000      |
|   |                  | 港幣千元                     | 港幣千元          |
| <b>(a) Staff Costs:</b>                               | <b>(a) 僱員成本：</b> |                          |               |
| Contributions to defined contribution retirement plan | 定額退休福利計劃供款       | 1,020                    | 1,140         |
| Equity-settled share-based payment expenses           | 以股權結算的股份費用       | 1,150                    | 55            |
| Salaries, wages and other benefits                    | 薪金、工資及其他福利       | 36,203                   | 35,349        |
|   |                  | <b>38,373</b>            | <b>36,544</b> |
| <b>(b) Other Items:</b>                               | <b>(b) 其他項目：</b> |                          |               |
| Auditors' remuneration                                | 核數師酬金            | 340                      | 80            |
| Depreciation  | 折舊               |                          |               |
| – assets held for use under operating lease           | – 根據經營租賃持作使用的資產  | 72                       | 36            |
| – other assets  | – 其他資產           | 7,584                    | 7,178         |
| Operating lease charges in respect of properties      | 物業的經營租賃開支        | 478                      | 1,689         |

### 5. Taxation

### 5. 稅項

|  |            | Six months ended 30 June |              |
|--|------------|--------------------------|--------------|
|  |            | 六月三十日止六個月                |              |
|  |            | 2006                     | 2005         |
|  |            | 二零零六年                    | 二零零五年        |
|  |            | HK\$'000                 | HK\$'000     |
|  |            | 港幣千元                     | 港幣千元         |
| Provision for Hong Kong Profits Tax for the period | 本期間香港利得稅撥備 | 9,820                    | 9,056        |
| Deferred taxation                                  | 遞延稅項       | (590)                    | (241)        |
|  |            | <b>9,230</b>             | <b>8,815</b> |

The provision for Hong Kong Profits Tax for 2006 is calculated at 17.5% (2005: 17.5%) of the estimated assessable profits for the period.

二零零六年，香港利得稅撥備乃按期內估計應課稅溢利的17.5%（二零零五年：17.5%）計算。

## 6. Dividends

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

|  |   | Six months ended 30 June |          |
|--|---|--------------------------|----------|
|  |   | 六月三十日止六個月                |          |
|  |   | 2006                     | 2005     |
|  |   | 二零零六年                    | 二零零五年    |
|  |   | HK\$'000                 | HK\$'000 |
|  |   | 港幣千元                     | 港幣千元     |
| Interim dividend declared and paid after the interim period of HK cents 4.80 per share (2005: HK cents 8.80 per share was declared on the basis of profit earned for the first eight months of 2005) | 於中期業績結算後決議派發的中期股息每股4.80港仙(二零零五年:根據二零零五年首八個月取得的溢利宣派每股8.80港仙) | 37,326                   | 63,300   |

The interim dividend declared after the interim period has not been recognized as a liability at the balance sheet date.

中期期間後宣派的中期股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 Interim Period

|  |  | Six months ended 30 June |          |
|--|--|--------------------------|----------|
|  |  | 六月三十日止六個月                |          |
|  |  | 2006                     | 2005     |
|  |  | 二零零六年                    | 二零零五年    |
|  |  | HK\$'000                 | HK\$'000 |
|  |  | 港幣千元                     | 港幣千元     |
| Final dividend in respect of the financial year ended 31 December 2005, approved and paid during the following interim period, of HK cents 3.00 per share (year ended 31 December 2004: HK cents 1.60 per share) | 緊接截至二零零五年十二月三十一日財政年度的中期期間已批准及派付的末期股息每股3.00港仙(截至二零零四年十二月三十一日止年度:每股1.60港仙) | 23,329                   | 11,509   |

## 6. 股息

### (a) 本期間應付本公司股權持有人的股息

### (b) 中期期間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

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 7. 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 HK\$45,215,000 (2005: HK\$45,778,000), and the weighted average number of 777,633,000 ordinary shares (2005: 719,313,000 shares) in issue during the period.

#### (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 HK\$45,215,000 (2005: HK\$45,778,000), and the weighted average number of 786,424,000 ordinary shares (2005: 719,313,000 shares), as follows:

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

Profit attributable to ordinary equity shareholders 本公司普通股股權持有人應佔溢利

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

Weighted average number of ordinary shares at 30 June 於六月三十日普通股加權平均數

Effect of deemed issue of shares under the Company's share option scheme for nil consideration (Note 13) 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13)

Weighted average number of ordinary shares (diluted) at 30 June 於六月三十日普通股加權平均數 (經攤薄)

### 7. 每股盈利

#### (a) 每股基本盈利

期內每股基本盈利，乃根據本公司普通股股權持有人應佔溢利港幣45,215,000元 (二零零五年：港幣45,778,000元) 及本期間內已發行普通股的加權平均股數777,633,000股 (二零零五年：719,313,000股) 計算。

#### (b) 每股攤薄盈利

期內每股攤薄盈利，乃根據本公司普通股股權持有人應佔溢利港幣45,215,000元 (二零零五年：港幣45,778,000元) 以及已發行普通股的加權平均數786,424,000股 (二零零五年：719,313,000股) 計算。

(i) 本公司普通股股權持有人應佔溢利 (經攤薄)

| Six months ended 30 June |          |
|--------------------------|----------|
| 六月三十日止六個月                |          |
| 2006                     | 2005     |
| 二零零六年                    | 二零零五年    |
| HK\$'000                 | HK\$'000 |
| 港幣千元                     | 港幣千元     |
| 45,215                   | 45,778   |

(ii) 普通股加權平均數 (經攤薄)

| Six months ended 30 June |         |
|--------------------------|---------|
| 六月三十日止六個月                |         |
| 2006                     | 2005    |
| 二零零六年                    | 二零零五年   |
| '000                     | '000    |
| 千股                       | 千股      |
| 777,633                  | 719,313 |
| 8,791                    | —       |

777,633 719,313

8,791 —

786,424 719,313

## 7. Earnings Per Share (continued)

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

#### (ii) Weighted average number of ordinary shares (diluted) (continued)

The weighted average number of ordinary shares in issue during 2005 has been adjusted to give effect to the share consolidation in 2005 by a shareholder resolution passed on 14 October 2005 as if the event had occurred at 1 January 2005. There were no dilutive potential ordinary shares in existence during the interim period ended 30 June 2005.

## 8. Fixed Assets

Fixed assets include leasehold improvements, computer and office equipment, motor vehicles, furniture and fixtures, building and leasehold land.

## 7. 每股盈利 (續)

### (b) 每股攤薄盈利 (續)

#### (ii) 普通股加權平均數 (經攤薄) (續)

二零零五年已發行普通股的加權平均數已經調整，以實行於二零零五年十月十四日的股東決議案所通過於二零零五年合併股份之事，猶如此事件已於二零零五年一月一日進行。截至二零零五年六月三十日止中期期間內，並無潛在攤薄普通股股份。

## 8. 固定資產

固定資產包括租賃物業裝修、電腦及辦公室設備、汽車、傢俬及裝置、樓宇及租賃土地。

|                                     |                      | Fixed<br>assets<br>固定資產<br>HK\$'000<br>港幣千元 | Interest in<br>leasehold land<br>held for own<br>use under<br>operating lease<br>根據經營租賃<br>持作自用的<br>租賃土地權益<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
|-------------------------------------|----------------------|---|--|---------------------------------|
| Net book value as at 1 January 2006 | 於二零零六年一月一日的<br>賬面淨值  | 63,751                                      | 5,911  | 69,662                          |
| Additions                           | 添置                   | 579   | -  | 579                             |
| Depreciation                        | 折舊                   | (7,584)                                     | (72)   | (7,656)                         |
| Net book value as at 30 June 2006   | 於二零零六年六月三十日的<br>賬面淨值 | 56,746                                      | 5,839  | 62,585                          |

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 9. Interest in Associates

During the interim period ended 30 June 2006, there were no changes in the particulars of associates except the issued and paid up capital of DTTNCo increased to 116,160,000 (31 December 2005: 108,000,000) ordinary shares of HK\$1.00 each.

In accordance with the Shareholders' Agreement signed between the Company and the Financial Secretary Incorporated ("FSI") on 29 August 2005, FSI has the ability to exercise control of DTTNCo's Board of Directors. Accordingly, the Group has accounted for its investment in DTTNCo as an investment in an associate.

As at 30 June 2006, the Company and FSI held 76,500,000 and 31,500,000 shares of DTTNCo, representing a shareholding of 65.86% (31 December 2005: 70.83%) and 27.12% (31 December 2005: 29.17%) respectively. The remaining 7.02% (31 December 2005: Nil) is held by trade associations.

### 10. Trade Receivables

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

An ageing analysis of trade receivables, based on the invoice date is as follows:

|  |              |
|--|--------------|
| Current                                  | 即期           |
| 1 month but less than 3 months overdue   | 超過一個月但少於三個月  |
| 3 months but less than 12 months overdue | 超過三個月但少於十二個月 |

### 9. 所佔聯營公司權益

於截至二零零六年六月三十日止中期期間內，除 DTTNCo 已發行及繳足資本增加至每股港幣 1.00 元的普通股 116,160,000 股（二零零五年十二月三十一日：108,000,000 股）外，聯營公司詳情並無任何變動。

根據本公司與財政司司長法團於二零零五年八月二十九日簽訂的股東協議，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 的投資入賬列作所佔聯營公司投資。

於二零零六年六月三十日，本公司與財政司司長法團分別持有 DTTNCo 76,500,000 股及 31,500,000 股股份，持股量分別為 65.86%（二零零五年十二月三十一日：70.83%）及 27.12%（二零零五年十二月三十一日：29.17%）。餘下的 7.02%（二零零五年十二月三十一日：無）則由商會持有。

### 10. 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：

|  | As at<br>30 June<br>2006<br>於二零零六年<br>六月三十日<br>HK\$'000<br>港幣千元 | As at<br>31 December<br>2005<br>於二零零五年<br>十二月三十一日<br>HK\$'000<br>港幣千元 |
|--|---|---|
| Current                                  | 23,689  | 18,647  |
| 1 month but less than 3 months overdue   | 145   | 287   |
| 3 months but less than 12 months overdue | 59  | 13  |
|  | <b>23,893</b>   | <b>18,947</b>   |

All of the above balances are expected to be recovered within one year and they are generally covered by customer deposits received from customers (see Note 12).

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 12）。

## 11. Other Receivables and Prepayments

Other receivables as at 31 December 2005 included an amount of HK\$31,500,000 which was the consideration owed by FSI for acquiring 31,500,000 shares in DTTNCo from the Company on 29 August 2005. At the meeting on 17 February 2006, FSI obtained funding approval from the Finance Committee of the Legislative Council for settlement of the consideration on or before 17 May 2006. Cash settlement of FSI's investment of HK\$31,500,000 in DTTNCo was completed on 23 February 2006.

All of the other receivables and prepayments are expected to be recovered within one year.

## 11. 其他應收款項及預付款項

於二零零五年十二月三十一日之其他應收款項，包括港幣31,500,000元，該筆款項為財政司司長法團就於二零零五年八月二十九日，向本公司收購DTTNCo 31,500,000股股份而未支付的代價。於二零零六年二月十七日所舉行的會議上，財政司司長法團取得立法會財務委員會通過撥款，可於二零零六年五月十七日或之前支付代價。財政司司長法團於DTTNCo的投資總數港幣31,500,000元以現金支付，並已於二零零六年二月二十三日完成。

預期所有其他應收款項及預付款項均可於一年內收回。

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

## 12. 應付賬款、應付款項及其他應付款項

|  |                  | As at<br>30 June<br>2006<br>於二零零六年<br>六月三十日<br>HK\$'000<br>港幣千元 | As at<br>31 December<br>2005<br>於二零零五年<br>十二月三十一日<br>HK\$'000<br>港幣千元 |
|--|------------------|---|---|
| Trade creditors                            | 應付賬款             | 8,895   | 11,963  |
| Customer deposits received<br>(Note 12(b)) | 已收客戶按金 (附註12(b)) | 170,489   | 170,605   |
| Accrued charges and other payables         | 應計開支及其他應付款項      | 42,617  | 40,921  |
|  |                  | <b>222,001</b>  | <b>223,489</b>  |

(a) Included in trade creditors, accounts payable and other payables are trade creditors with the following ageing analysis as of the balance sheet date.

(a) 於結算日，計入應付賬款、應付款項及其他應付款項的應付賬款賬齡分析如下：

|                                    |               | As at<br>30 June<br>2006<br>於二零零六年<br>六月三十日<br>HK\$'000<br>港幣千元 | As at<br>31 December<br>2005<br>於二零零五年<br>十二月三十一日<br>HK\$'000<br>港幣千元 |
|------------------------------------|---------------|---|---|
| Due within 1 month<br>or on demand | 一個月內到期或於要求時償還 | 8,895   | 11,963  |

(b) 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.

(b) 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。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 13. 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 a second scheme adopted on 14 October 2005 whereby the Directors of the Company are authorized, at their discretion, to invite employees of the Group, including Directors of any company in the Group, to take up options.

The terms and conditions of the share option scheme are disclosed in the annual financial statements as at and for the year ended 31 December 2005.

There were no new issues of share options during the six months ended 30 June 2006. The basis of measuring fair value is consistent with that disclosed in the annual financial statements for the year ended 31 December 2005.

Details of movements of these share option schemes during the six months ended 30 June 2006 are set out below.

### 13. 以股權結算的股份費用

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及購股權計劃，該等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，本公司採納第二項購股權計劃，本公司董事並獲授酌情權，據此邀請本集團僱員，包括本集團旗下任何公司的董事，接納購股權。

購股權計劃的條款及細則，已披露於截至二零零五年十二月三十一日止年度及於該日結算的年度財務報表。

截至二零零六年六月三十日止六個月內，並無發行新購股權。公平值的計算基準，與截至二零零五年十二月三十一日止年度的年度財務報表所披露者一致。

截至二零零六年六月三十日止六個月，該等購股權計劃的變動詳情載列如下：

|              |  | No. of options outstanding as at 1 January 2006<br>於二零零六年一月一日尚未行使的購股權數目 | Effect of options lapsed upon termination of employment<br>於終止僱用時失效的購股權的影響 | No. of options outstanding as at 30 June 2006<br>於二零零六年六月三十日尚未行使的購股權數目 | Date granted<br>授出日期 | Exercise period<br>行使期 | Exercise price per share<br>每股行使價 | Market value per share on exercise of options*<br>行使購股權時的每股市值* |
|--------------|--|---|--|--|----------------------|------------------------|-----------------------------------|--|
| Directors 董事 |  | 2,162,500   | -  | 2,162,500  | 24/11/2000           | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 2,162,500   | -  | 2,162,500  | 13/12/2001           | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 1,379,745   | -  | 1,379,745  | 14/10/2005           | 10 years<br>10年        | HK\$1.25<br>港幣1.25元               | HK\$1.78<br>港幣1.78元  |
| Employees 僱員 |  | 2,695,000   | (140,000)  | 2,555,000  | in 2000<br>於二零零零年    | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 2,755,000   | (400,000)  | 2,355,000  | in 2001<br>於二零零一年    | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 965,000   | (140,000)  | 825,000  | in 2002<br>於二零零二年    | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 385,000   | (40,000)   | 345,000  | in 2003<br>於二零零三年    | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 145,000   | (40,000)   | 105,000  | in 2004<br>於二零零四年    | 10 years<br>10年        | HK\$0.90<br>港幣0.90元               | HK\$1.78<br>港幣1.78元  |
|              |  | 12,711,234  | (1,280,093)  | 11,431,141   | 14/10/2005           | 10 years<br>10年        | HK\$1.25<br>港幣1.25元               | HK\$1.78<br>港幣1.78元  |
|              |  | 25,360,979  | (2,040,093)  | 23,320,886   |                      |                        |                                   |  |

\* Closing market price as at 30 June 2006

\* 於二零零六年六月三十日的收市價

## 14. Capital and Reserves

### (a) Share Capital

(i) Authorized and issued share capital

## 14. 資本及儲備

### (a) 股本

(i) 法定已發行股本

|  | As at 30 June 2006 |  | As at 31 December 2005 |                |
|--|--------------------|--|------------------------|----------------|
|  | 於二零零六年<br>六月三十日    |  | 於二零零五年<br>十二月三十一日      |                |
|  | No. of<br>shares   | Amounts                                | No. of<br>shares       | Amounts        |
|  | 股份數目               | 金額                                     | 股份數目                   | 金額             |
|  | '000               | HK\$'000                               | '000                   | HK\$'000       |
|  | 千股                 | 港幣千元                                   | 千股                     | 港幣千元           |
| <b>Authorized:</b>                                   | <b>法定:</b>         |  |                        |                |
| Ordinary shares of HK\$0.20<br>(2005: HK\$0.20) each |                    | 每股面值港幣0.20元<br>(二零零五年:港幣0.20元)<br>的普通股 |                        |                |
|  | <b>1,250,000</b>   | <b>250,000</b>                         | 1,250,000              | 250,000        |
| <b>Issued and fully paid:</b>                        | <b>已發行及繳足:</b>     |  |                        |                |
| As at 1 January                                      | <b>777,633</b>     | <b>155,527</b>                         | 1,438,625              | 143,863        |
| Share consolidation<br>(Note 14(a)(ii))              | -                  | -                                      | (719,312)              | -              |
| Shares issued<br>(Note 14(a)(iii))                   | -                  | -                                      | 58,320                 | 11,664         |
| As at 30 June/31 December                            | <b>777,633</b>     | <b>155,527</b>                         | <b>777,633</b>         | <b>155,527</b> |
|  | 於六月三十日/<br>十二月三十一日 |  |                        |                |

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.

- (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 ordinary shares, both issued and unissued, were consolidated into one consolidated share thereby increasing the par value per share from HK\$0.10 to HK\$0.20.
- (iii) On 28 October 2005, the Company issued 58,320,000 new shares of HK\$0.20 each for HK\$1.25 each to the subscribers of new shares on the listing of the Company's shares on the SEHK.

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。

- (ii) 於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普通股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) 於二零零五年十月二十八日，本公司向於聯交所認購本公司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。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 14. Capital and Reserves (continued)

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

(iv) Terms of unexpired and unexercised share options at balance sheet date

| Exercise period                         | 行使期                          | Exercise price<br>行使價 | As at  | As at  |
|---|------------------------------|-----------------------|--|--|
|   |                              |                       | 30 June<br>2006<br>Number<br>於二零零六年<br>六月三十日<br>數目 | 31 December<br>2005<br>Number<br>於二零零五年<br>十二月三十一日<br>數目 |
| 24 November 2000 to<br>13 December 2011 | 二零零零年十一月二十四日至<br>二零一一年十二月十三日 | HK\$0.90<br>港幣0.90元   | 10,510,000   | 11,270,000   |
| 14 October 2005 to<br>13 October 2015   | 二零零五年十月十四日至<br>二零一五年十月十三日    | HK\$1.25<br>港幣1.25元   | 12,810,886   | 14,090,979   |
|   |                              |                       | <b>23,320,886</b>                                  | <b>25,360,979</b>  |

### 14. 資本及儲備 (續)

#### (a) 股本 (續)

(iv) 於結算日未到期及未行使購股權的年期

#### (b) Reserves

#### (b) 儲備

|  |                      | Attributable to equity shareholders of the Company |   |  |                                 |
|--|----------------------|--|---|--|---------------------------------|
|  |                      | Share premium<br>股份溢價<br>HK\$'000<br>港幣千元          | Capital reserve<br>資本儲備<br>HK\$'000<br>港幣千元 | Retained profits<br>保留溢利<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
| As at 1 January 2005   | 於二零零五年一月一日           | 70,040   | -   | 45,054                                       | 115,094                         |
| Dividends approved in respect<br>of the previous year (Note 6) | 上年度已批准股息<br>(附註6)    | -  | -   | (11,509)                                     | (11,509)                        |
| Profit for the period  | 本期間溢利                | -  | -   | 45,778                                       | 45,778                          |
| As at 30 June 2005   | 於二零零五年六月三十日          | 70,040   | -   | 79,323                                       | 149,363                         |
| As at 1 January 2006   | 於二零零六年一月一日           | 116,744  | 780   | 30,568                                       | 148,092                         |
| Dividends approved in respect<br>of the previous year (Note 6) | 上年度已批准股息<br>(附註6)    | -  | -   | (23,329)                                     | (23,329)                        |
| Listing expenses adjustment*                                   | 上市費用調整*              | 607  | -   | -  | 607                             |
| Equity settled share-based<br>transactions (Note 13)           | 以股權結算的股份費用<br>(附註13) | -  | 1,150                                       | -  | 1,150                           |
| Profit for the period  | 本期間溢利                | -  | -   | 45,215                                       | 45,215                          |
| As at 30 June 2006   | 於二零零六年六月三十日          | 117,351  | 1,930                                       | 52,454                                       | 171,735                         |

\* The adjustment to listing expenses was due to a provision recognized in the year ended 31 December 2005 being reversed as the amount settled was less than the amount provided.

\* 上市費用的調整，乃由於截至二零零五年十二月三十一日止年度所確認的撥備，因為支付的金額少於撥備的金額而撥回。

## 15. Commitments

### (a) Capital Commitments

Capital commitments outstanding as at 30 June 2006 not provided for in the financial statements amounted to HK\$145,000 (31 December 2005: HK\$167,000). They are in respect of computer equipment.

### (b) Operating Leases

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

|   |          | As at<br>30 June<br>2006<br>於二零零六年<br>六月三十日<br>HK\$'000<br>港幣千元 | As at<br>31 December<br>2005<br>於二零零五年<br>十二月三十一日<br>HK\$'000<br>港幣千元 |
|---|----------|---|---|
| Within one year                             | 一年內      | 811   | 397   |
| More than one year but<br>within five years | 一年後但於五年內 | 379   | 139   |
|   |          | <b>1,190</b>  | <b>536</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.

## 15. 承擔

### (a) 資本承擔

於二零零六年六月三十日未於財務報表撥備的資本承擔為港幣145,000元(二零零五年十二月三十一日:港幣167,000元),該項目與電腦設備有關。

### (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有租金。

## 16. Material Related Party Transactions

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

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

## 16. 重大關連人士交易

於本期間,與以下人士進行的交易須視為關連人士交易。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

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

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

#### (a) Recurring Transactions

|   |                       |       |       |
|---|-----------------------|-------|-------|
| 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 | 4,280 | 4,072 |
| Management fee and rental income received from DTTNCo                         | 已向DTTNCo收取的管理費及租金收入   | 514   | —     |

Shares in the Company representing approximately 12.3% of the Company's issued share capital are assets of the 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.

Material related party transactions entered into by the Group include:

- (i) On 29 December 2003, the Group entered into an agreement with the Government to provide front-end GETS services in relation to Import or Export Declarations ("TDEC") required under the Import and Export Registration Regulations, Dutiable Commodities Permit ("DCP") 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 HK\$1.00 in return for the Group performing the services in accordance with the terms and conditions set out in the agreement.

### 16. 重大關連人士交易 (續)

除於本中期財務報告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

| Six months ended 30 June |          |
|--------------------------|----------|
| 於六月三十日止六個月               |          |
| 2006                     | 2005     |
| 二零零六年                    | 二零零五年    |
| HK\$'000                 | HK\$'000 |
| 港幣千元                     | 港幣千元     |

於本公司持有相等於本公司已發行股本約12.3%股份，乃政府以財政司司長法團名義持有的資產。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）被視為關連人士交易。

本集團曾經訂立的重大關連人士交易包括：

- (i) 於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單、應課稅品許可證及有關航空、鐵路或水路的貨物艙單，提供前端的GETS服務。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的條款及條件履行服務向本集團支付港幣1.00元的名義代價。

## 16. Material Related Party Transactions (continued)

### (a) Recurring Transactions (continued)

On 9 December 2004, the Group entered into an agreement with the Government to provide front-end GETS services in relation to Certificate of Origin (“CO”) and Production Notification (“PN”) 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 HK\$1.00 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 extend the agreement dated 10 October 2002 (as further amended by a supplemental agreement dated 29 December 2003) for the provision of front-end GETS services in relation to the TTRS for a further term of one year expired on 31 December 2005. The Government paid the Group a nominal price of HK\$1.00 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 HK\$1.00 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.

- (ii) 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 HK\$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 HK\$651,600 per month for a period of eight years commencing on 1 January 2004. During the period, the Group also incurred additional consultancy expenses payable to KAZ Hong Kong.

## 16. 重大關連人士交易 (續)

### (a) 經常進行的交易 (續)

於二零零四年十二月九日，本集團與政府訂立協議，就產地來源證及生產通知書服務提供前端的GETS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（「二零零四年GETS協議」）。政府已就本集團根據協議所載的條款及細則履行服務，向本集團支付港幣1.00元的名義代價。

於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TTRS的前端GETS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的條款及細則履行服務，向本集團支付港幣1.00元的名義代價。政府已支付港幣1.00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。

- (ii) 於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起生效，為期八年。於本期間內，本集團亦錄得應向KAZ香港支付的額外顧問開支。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

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

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

- (iii) 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 HK\$22,575 to the Government for the licence.

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

- (iv) 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.
- (v) On 17 May 2006, the Company and DTTNCo entered into a Business Support System Development and Service Agreement (“the Agreement”), pursuant to which the Company agreed to develop and operate a business support system for DTTNCo. The business support system is an information system covering customer registration and administration operation, customer service operation and billing operation. The Agreement shall commence on the date of the Agreement and expire on 31 December 2008. Pursuant to the terms of the Agreement, DTTNCo shall upon the signing of the Agreement pay the Company an initial costs of HK\$2,140,000 for the development of the business support system and the related information system infrastructure set-up. The average monthly subscription fees is HK\$196,399 for the second half of 2006 and HK\$164,192 for 2007 and 2008. The maximum annual subscription fee for 2006, 2007 and 2008 are HK\$3,640,000, HK\$3,690,000 and HK\$4,950,000 respectively.

### 16. 重大關連人士交易 (續)

#### (a) 經常進行的交易 (續)

- (iii) 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。

- (iv) 於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股東之間的權責。
- (v) 於二零零六年五月十七日，本公司與DTTNCo訂立業務支援系統開發及服務協議（「該協議」）。根據該協議，本公司同意為DTTNCo開發及營運業務支援系統。業務支援系統是一個資訊系統，涵蓋客戶登記、行政運作、客戶服務運作及賬單運作。該協議將於協議日期起生效，直至二零零八年十二月三十一日屆滿。根據該協議之條款，DTTNCo須於簽訂該協議後，初步向本公司支付港幣2,140,000元，作為開發業務支援系統及建設相關資訊系統基建之費用。於二零零六年下半年，每月平均服務費為港幣196,399元，而二零零七年及二零零八年則為港幣164,192元。二零零六年、二零零七年及二零零八年每年最高服務費分別為港幣3,640,000元、港幣3,690,000元及港幣4,950,000元。

## 16. Material Related Party Transactions (continued)

### (b) Amounts Due from/(to) Related Parties

|               |         | As at<br>30 June<br>2006<br>於二零零六年<br>六月三十日<br>HK\$'000<br>港幣千元 | As at<br>31 December<br>2005<br>於二零零五年<br>十二月三十一日<br>HK\$'000<br>港幣千元 |
|---------------|---------|---|---|
| Government    | 政府      | (7,598)   | (10,809)  |
| SOLL          | SOLL    | (198)   | (198)   |
| KAZ Hong Kong | KAZ香港   | (74)  | (235)   |
| FSI           | 財政司司長法團 | -   | 31,500  |
| DTTNCo        | DTTNCo  | 843   | 777   |
|               |         | <b>(7,027)</b>  | <b>21,035</b>   |

(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 DTTNCo are unsecured, non-interest bearing and repayable on demand.

(iii) Amount due from FSI as at 31 December 2005 represents consideration receivable for sale of shares of DTTNCo to FSI. The amounts have been subsequently received within the interim period ended 30 June 2006.

## 16. 重大關連人士交易 (續)

### (b) 應收/(應付)關連人士款項

(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天繳付政府。

(ii) (應付)/應收SOLL及DTTNCo的款項無抵押、免息及須於要求時償還。

(iii) 於二零零五年十二月三十一日之應收財政司司長法團款項，是向財政司司長法團出售DTTNCo股份的應收代價。其後，該筆款項已於截至二零零六年六月三十日止中期期間內收取。

# Notes to the Condensed Financial Statements (continued)

## 簡明財務報表附註 (續)

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

### 17. Contingent Liabilities

- (a) In January 2003, the Group provided a bank guarantee amounted to HK\$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 HK\$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 HK\$3,000 for each renewal and is secured by a charge over deposit in the amount of HK\$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 HK\$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 Note 17(b) above.

### 18. Non-adjusting Post Balance Sheet Event

After the balance sheet date the Directors proposed an interim dividend for the six months ended 30 June 2006 of HK cents 4.80 per share (2005: HK cents 8.80 per share after effect of share consolidation, was declared on the basis of profit earned for the first eight months of 2005), amounting to HK\$37,326,000 (2005: HK\$63,300,000). This dividend has not been recognized as a liability at the balance sheet date.

### 17. 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，每次重續前須支付最少港幣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前檢討。
- (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。該擔保提供與上文附註17(b)相同的信貸額度。

### 18. 結算日後未調整的事項

於結算日後，董事擬派截至二零零六年六月三十日止六個月的中期股息，每股4.80港仙（二零零五年：經調整股份合併的影響後每股8.80港仙，乃根據二零零五年首八個月取得的溢利宣派），合共港幣37,326,000元（二零零五年：港幣63,300,000元）。該筆股息於結算日並未確認為負債。

# Investor Relations

## 投資者關係

The Company encourages two-way communication with both its institutional and individual investors. Extensive information about the Company's activities is provided in the Interim Report. There is regular communication with institutional and individual 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個人投資者保持雙向溝通。本公司業務的詳盡資料刊登於中期報告。本公司定期與機構及個人投資者溝通。凡個別人士如欲查詢個人持股及本公司業務，皆歡迎與本公司聯絡，本公司會盡快為有關人士提供詳盡資料。

### Financial Calendar

|                                |  |
|--------------------------------|--|
| Closure of Register of Members | 25 September 2006<br>to 3 October 2006 |
| Interim Dividend Payment Date  | 6 October 2006                         |

### 財務日誌

|            |                           |
|------------|---------------------------|
| 暫停辦理股份過戶登記 | 二零零六年九月二十五日<br>至二零零六年十月三日 |
| 中期股息派息日    | 二零零六年十月六日                 |

### 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。

### Interim Report 2006

This Interim Report 2006, 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).

### 二零零六年中期報告

此份二零零六年中期報告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

Ms. PANG Pui Ki, Joe

### 公司秘書

彭沛淇女士

### Registered Office

11/F & 12/F, Tower B  
Regent Centre  
63 Wo Yi Hop Road  
Kwai Chung, Hong Kong  
Telephone: +852 2599 1600  
Fax: +852 2506 0188

### 註冊辦事處

香港葵涌  
和宜合道63號  
麗晶中心B座11樓及12樓  
電話：+852 2599 1600  
傳真：+852 2506 0188

# Investor Relations *(continued)*

## 投資者關係 (續)

### Share Registrars

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17/F  
Hopewell Centre  
183 Queen's Road East,  
Wanchai, Hong Kong  
Telephone: +852 2862 8628  
Fax: +852 2865 0990

### Investor Relations

Ms. CHAN Mei Yan, Agnes  
Senior Vice President  
(Investor Relations and Corporate Communications)  
Tradelink Electronic Commerce Limited  
11/F & 12/F, Tower B  
Regent Centre  
63 Wo Yi Hop Road  
Kwai Chung, Hong Kong  
Telephone: +852 2106 5237  
Fax: +852 2506 0188  
Email: agnes.chan@tradelink.com.hk

### Website

[www.tradelink.com.hk](http://www.tradelink.com.hk)

### 股份過戶登記處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17樓1712至1716室  
電話: +852 2862 8628  
傳真: +852 2865 0990

### 投資者關係

陳美茵女士  
高級副總裁  
(投資者關係及企業傳訊部)  
貿易通電子貿易有限公司  
香港葵涌  
和宜合道63號  
麗晶中心B座11樓及12樓  
電話: +852 2106 5237  
傳真: +852 2506 0188  
電郵: agnes.chan@tradelink.com.hk

### 網址

[www.tradelink.com.hk](http://www.tradelink.com.hk)

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準。



**Tradelink Electronic Commerce Limited**

11/F & 12/F, Tower B, Regent Centre,  
63 Wo Yi Hop Road, Kwai Chung, Hong Kong  
Sales Hotline: 2599 1700 Fax: 2506 0188

Corporate Website: [www.tradelink.com.hk](http://www.tradelink.com.hk) Business Portal: [www.tradelink-ebiz.com](http://www.tradelink-ebiz.com)

**貿易通電子貿易有限公司**

香港葵涌和宜合道 63 號麗晶中心 B 座 11 及 12 樓  
營業熱線：2599 1700 傳真：2506 0188

公司網址： [www.tradelink.com.hk](http://www.tradelink.com.hk) 電子貿易專網： [www.tradelink-ebiz.com](http://www.tradelink-ebiz.com)