



Suncorp Technologies Limited

新確科技有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 1063)

(股份代號：1063)

For the six months ended 30 June 2011  
截至二零一一年六月三十日止六個月

UNAUDITED INTERIM RESULTS

The board of directors (the "Board" or "Directors") of Suncorp Technologies Limited (the "Company") presents the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2011 together with the comparative figures in 2010, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2011

未經審核中期業績

新確科技有限公司(「本公司」)董事會(「董事會」或「董事」)謹提呈本公司及其附屬公司(統稱「本集團」)截至二零一一年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一零年之比較數字如下：

簡明綜合全面收益表

截至二零一一年六月三十日止六個月

|   | Notes | 2011<br>(Unaudited)<br>二零一一年<br>(未經審核)<br>HK\$'000<br>千港元 | 2010<br>(Unaudited)<br>二零一零年<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|-------|---|---|
|   | 附註    |   |   |
| Revenue   | 2     | 106,016   | 27,326  |
| Cost of sales   |       | (102,853)   | (22,201)  |
| Gross profit  |       | 3,163   | 5,125   |
| Other income  | 3     | 1,961   | 797   |
| Distribution and selling expenses   |       | (11,200)  | (2,930)   |
| Operating expenses  |       | (16,097)  | (16,038)  |
| Fair value change on financial assets classified as held for trading                      |       | (1,972)   | -   |
| Fair value change on conversion options embedded in convertible loan notes                |       | -   | 3,914   |
| Fair value change on convertible notes designated as at fair value through profit or loss | 11    | 26,333  | (18,964)  |
| Finance costs   |       | (820)   | (669)   |
| Profit/(loss) before tax  |       | 1,368   | (28,765)  |
| Income tax expense  | 5     | (2,601)   | -   |
| Loss for the period   | 4     | (1,233)   | (28,765)  |
| Other comprehensive income  |       |   |   |
| Exchange differences arising on translation of foreign operations                         |       | 405   | 22  |
| Total comprehensive income for the period   |       | (828)   | (28,743)  |
| Loss per share  | 6     |   |   |
| - Basic (HK cents per share)  |       | (0.04)  | (1.20)  |
| - Diluted (HK cents per share)  |       | (0.82)  | (1.20)  |

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

|  |                         | Notes | At 30 June<br>2011<br>(Unaudited)<br>於二零一一年<br>六月三十日<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>(Audited)<br>於二零一零年<br>十二月三十一日<br>(經審核)<br>HK\$'000<br>千港元 |
|--|-------------------------|-------|---|--|
|  |                         | 附註    |   |  |
| <b>Non-current assets</b>  | <b>非流動資產</b>            |       |   |  |
| Property, plant and equipment  | 物業、廠房及設備                | 8     | 12,439  | 9,947  |
| Interest in a jointly controlled entity                                | 於一間合營公司之權益              |       | -   | -  |
|  |                         |       | <u>12,439</u>   | <u>9,947</u>   |
| <b>Current assets</b>  | <b>流動資產</b>             |       |   |  |
| Trade, bill and other receivables                                      | 應收貿易賬款、應收票據<br>及其他應收款項  | 9     | 22,426  | 24,920   |
| Trade receivables with insurance coverage                              | 已投保之應收貿易賬款              |       | 4,963   | 8,554  |
| Bill receivables discounted with<br>full recourse                      | 附有全面追索權之<br>應收貼現票據      |       | 11,385  | 5,735  |
| Held-for-trading investments   | 持有作買賣之投資                |       | 5,928   | -  |
| Bank balances and cash   | 銀行結餘及現金                 |       | 39,636  | 25,361   |
|  |                         |       | <u>84,338</u>   | <u>64,570</u>  |
| <b>Current liabilities</b>   | <b>流動負債</b>             |       |   |  |
| Trade and other payables   | 應付貿易賬款及其他應付款項           | 10    | 20,238  | 44,403   |
| Advance drawn on bill receivable<br>discounted with full recourse      | 預支附有全面追索權之<br>應收貼現票據之墊款 |       | 11,385  | 5,735  |
| Amount due to a jointly controlled entity                              | 應付一間合營公司款項              |       | 29,998  | -  |
| Amounts due to a former director                                       | 應付一名前董事款項               |       | 32,080  | 37,732   |
| Conversion notes designated as<br>at fair value through profit or loss | 指定為按公平值列入<br>損益賬之可換股票據  | 11    | 397   | 26,830   |
|  |                         |       | <u>94,098</u>   | <u>114,700</u>   |
| <b>Net current liabilities</b>   | <b>流動負債淨額</b>           |       | <u>(9,760)</u>  | <u>(50,130)</u>  |
| <b>Net assets/(liabilities)</b>  | <b>流動資產/(負債)淨額</b>      |       | <u>2,679</u>  | <u>(40,183)</u>  |
| <b>Capital and reserves</b>  | <b>股本及儲備</b>            |       |   |  |
| Share capital  | 股本                      | 12    | 392   | 273,279  |
| Reserves   | 儲備                      |       | 2,287   | (313,462)  |
| <b>Total equity</b>  | <b>總權益</b>              |       | <u>2,679</u>  | <u>(40,183)</u>  |

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

## 簡明綜合權益變動報表 – 未經審核

## Attributable to equity holders of the Company

本公司股本持有人應佔

|   |                            | Share capital  | Share premium  | Other capital reserve | Translation reserve | Share option reserve | Accumulated losses | Total equity    |
|---|----------------------------|----------------|----------------|-----------------------|---------------------|----------------------|--------------------|-----------------|
|   |                            | 股本             | 股份溢價           | 其他資本儲備                | 換算儲備                | 購股權儲備                | 累計虧損               | 總權益             |
|   |                            | HK\$'000       | HK\$'000       | HK\$'000              | HK\$'000            | HK\$'000             | HK\$'000           | HK\$'000        |
|   |                            | 千港元            | 千港元            | 千港元                   | 千港元                 | 千港元                  | 千港元                | 千港元             |
| At 1 January 2010   | 於二零一零年一月一日                 | 217,079        | 358,604        | 14,945                | 78                  | 381                  | (713,197)          | (122,110)       |
| Issue of shares upon conversion of convertible loan notes   | 因可換股貸款票據換股而發行股份            | 12,500         | 18,215         | -                     | -                   | -                    | -                  | 30,715          |
| Issue of shares upon conversion of convertible notes designated as at fair value through profit or loss | 因指定為按公平值列入損益賬之可換股票據換股而發行股份 | 38,500         | 24,975         | -                     | -                   | -                    | -                  | 63,475          |
| Total comprehensive income for the period   | 期間全面收益總額                   | -              | -              | -                     | 22                  | -                    | (28,765)           | (28,743)        |
| At 30 June 2010   | 於二零一零年六月三十日                | <u>268,079</u> | <u>401,794</u> | <u>14,945</u>         | <u>100</u>          | <u>381</u>           | <u>(741,962)</u>   | <u>(56,663)</u> |
| At 1 January 2011   | 於二零一一年一月一日                 | 273,279        | 402,725        | 14,945                | 247                 | 107                  | (731,486)          | (40,183)        |
| Capital reorganisation  | 股本重組                       | (273,005)      | -              | -                     | -                   | -                    | 273,005            | -               |
| Placing of shares   | 配售股份                       | 118            | 43,572         | -                     | -                   | -                    | -                  | 43,690          |
| Total comprehensive income for the period   | 期間全面收益總額                   | -              | -              | -                     | 405                 | -                    | (1,233)            | (828)           |
| At 30 June 2011   | 於二零一一年六月三十日                | <u>392</u>     | <u>446,297</u> | <u>14,945</u>         | <u>652</u>          | <u>107</u>           | <u>(459,714)</u>   | <u>2,679</u>    |

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2011

## 簡明綜合現金流量報表

截至二零一一年六月三十日止六個月

|   |                       | 2011<br>(Unaudited)<br>二零一一年<br>(未經審核)<br>HK\$'000<br>千港元 | 2010<br>(Unaudited)<br>二零一零年<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|-----------------------|---|---|
| Net cash used in operating activities   | 經營業務動用之現金淨額           | <u>(55,364)</u>   | <u>(27,269)</u>   |
| Net cash used in investing activities   | 投資業務動用之現金淨額           | <u>(4,365)</u>  | <u>(289)</u>  |
| Net cash generated from financing activities  | 融資業務所得之現金淨額           | <u>73,686</u>   | <u>49,020</u>   |
| Net increase in cash and cash equivalents   | 現金及現金等值項目增加淨額         | <u>13,957</u>   | <u>21,462</u>   |
| Effect of foreign exchange rate changes   | 外幣匯率變動之影響             | <u>318</u>  | <u>(16)</u>   |
| Cash and cash equivalents at the beginning of the period                                  | 期初之現金及現金等值項目          | <u>25,361</u>   | <u>9,072</u>  |
| Cash and cash equivalents at the end of the period, represented by bank balances and cash | 期終之現金及現金等值項目，即銀行結餘及現金 | <u>39,636</u>   | <u>30,518</u>   |

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2011

1. Basis of preparation and significant accounting policies

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting".

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

The accounting policies used in the condensed consolidated interim financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2010.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The application of the new and revised HKFRSs in the current period has no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

The Group has not early applied the following new or revised standards that have been issued but are not yet effective. The following new or revised standards have been issued after the date the consolidated financial statements for the year ended 31 December 2010 have authorised for issuance and are not yet effective:

|                              |   |
|------------------------------|---|
| HKAS 1 (Amendments)          | <i>Presentation of Items of the Other Comprehensive Income</i> <sup>1</sup> |
| HKAS 19 (as revised in 2011) | <i>Employee Benefits</i> <sup>2</sup>                                       |
| HKAS 27 (as revised in 2011) | <i>Separate Financial Statements</i> <sup>2</sup>                           |
| HKAS 28 (as revised in 2011) | <i>Investments in Associates and Joint Ventures</i> <sup>2</sup>            |
| HKFRS 10                     | <i>Consolidated Financial Statements</i> <sup>2</sup>                       |
| HKFRS 11                     | <i>Joint Arrangements</i> <sup>2</sup>                                      |
| HKFRS 12                     | <i>Disclosure of Interests in Other Entities</i> <sup>2</sup>               |
| HKFRS 13                     | <i>Fair Value Measurement</i> <sup>2</sup>                                  |

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2012

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2013

The five new or revised standards on consolidation, joint arrangements and disclosures were issued by the HKICPA in June 2011 and are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that all of these five new or revised standards are applied early at the same time. The directors of the Company anticipate that these new or revised standards will be applied in the Group's consolidated financial statements for the financial year ending 31 December 2013. The Company is currently evaluating the impact of the adoption of these five new or revised standards on its financial statements.

簡明綜合財務報表附註

截至二零一一年六月三十日止六個月

1. 編製基準及主要會計政策

簡明綜合財務報表乃按香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十六之適用披露規定及香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公平值計量。

簡明綜合中期財務報表所採用之會計政策與編製本集團截至二零一零年十二月三十一日止年度之全年財務報表所採用者貫徹一致。

於本中期期間，本集團已首次採納由香港會計師公會(「香港會計師公會」)所頒佈的若干新訂及經修訂準則及詮釋(「新訂及經修訂香港財務報告準則」)。

於本期間應用新訂及經修訂香港財務報告準則對簡明綜合財務報表所呈報的金額及/或簡明綜合財務報表所載的披露並無重大影響。

本集團並無提前應用以下已頒佈但尚未生效之新訂或經修訂準則。以下新訂或經修訂準則乃於截至二零一零年十二月三十一日止年度之綜合財務報表獲授權刊行日期後頒佈但尚未生效：

|                           |                               |
|---------------------------|-------------------------------|
| 香港會計準則第1號<br>(修訂條文)       | 呈列其他全面收益之<br>項目 <sup>1</sup>  |
| 香港會計準則第19號<br>(於二零一一年經修訂) | 僱員福利 <sup>2</sup>             |
| 香港會計準則第27號<br>(於二零一一年經修訂) | 獨立財務報表 <sup>2</sup>           |
| 香港會計準則第28號<br>(於二零一一年經修訂) | 投資於聯營公司及<br>合營企業 <sup>2</sup> |
| 香港財務報告準則第10號              | 綜合財務報表 <sup>2</sup>           |
| 香港財務報告準則第11號              | 合資安排 <sup>2</sup>             |
| 香港財務報告準則第12號              | 披露於其他實體之權益 <sup>2</sup>       |
| 香港財務報告準則第13號              | 公平值計量 <sup>2</sup>            |

<sup>1</sup> 於二零一二年七月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一三年一月一日或之後開始之年度期間生效

該五項由香港會計師公會於二零一一年六月頒佈有關合併、合資安排及披露之新訂或經修訂之準則於二零一三年一月一日或之後開始之年度期間生效。提前應用是允許的，但全部五項新訂或經修訂之準則必須同時提前應用。本公司董事預期該等新訂或經修訂之準則將於本集團截至二零一三年十二月三十一日止財政年度之綜合財務報表應用。本公司目前正評估採用該五項新訂或經修訂之準則對其財務報表之影響。

## 2. Revenue and segment information

The directors review the Group's internal financial reporting and other information and also obtain other relevant external information in order to assess performance and allocate resources and operating segment is identified with reference to these.

The directors consider that design, manufacture and sale and provision of assembly services of telephones and related products is the only major reportable operating segment of the Group. Additional disclosure in relation to segment information is not presented as the directors assess the performance of the only major reportable segment based on the consistent information as disclosed in the condensed consolidated financial statements.

The total net segment income is equivalent to total comprehensive income for the period as shown in the condensed consolidated statement of comprehensive income and the total segment assets and total segment liabilities are equivalent to total assets and total liabilities as shown in the condensed consolidated statement of financial position.

### Geographical segments

The Group's operations are located in Hong Kong and the People's Republic of China (the "PRC").

The Group's revenue from external customers by geographical location of the customers and information about its non-current assets by geographical location of assets are detailed below:

|                |    | Revenue from external customers |               | Non-current assets |                |
|----------------|----|---------------------------------|---------------|--------------------|----------------|
|                |    | Six months ended 30 June        |               | At 30 June         |                |
|                |    | 來自外界客戶之收益                       |               | 非流動資產              |                |
|                |    | 截至六月三十日止六個月                     |               | At 30 June         | At 31 December |
|                |    | 2011                            | 2010          | 2011               | 2010           |
|                |    | 二零一一年                           | 二零一零年         | 於二零一一年             | 於二零一零年         |
|                |    | HK\$'000                        | HK\$'000      | 六月三十日              | 十二月三十一日        |
|                |    | 千港元                             | 千港元           | 千港元                | 千港元            |
| Asia           | 亞洲 | 50,446                          | 27,326        | 12,439             | 9,947          |
| Central East   | 中東 | 6,582                           | -             | -                  | -              |
| Central Europe | 中歐 | 3,055                           | -             | -                  | -              |
| Eastern Europe | 東歐 | 6,253                           | -             | -                  | -              |
| Western Europe | 西歐 | 39,680                          | -             | -                  | -              |
|                |    | <u>106,016</u>                  | <u>27,326</u> | <u>12,439</u>      | <u>9,947</u>   |

### Information about major customers

Revenues from customers of corresponding years contributing over 10% of the total sales of the Group are as follows:

|            |     | Six months ended 30 June |                            |
|------------|-----|--------------------------|----------------------------|
|            |     | 截至六月三十日止六個月              |                            |
|            |     | 2011                     | 2010                       |
|            |     | 二零一一年                    | 二零一零年                      |
|            |     | HK\$'000                 | HK\$'000                   |
|            |     | 千港元                      | 千港元                        |
| Customer A | 客戶甲 | 27,414                   | 25,279                     |
| Customer B | 客戶乙 | 11,317                   | N/A 不適用 <sup>1</sup>       |
| Customer C | 客戶丙 | 11,040                   | N/A 不適用 <sup>1</sup>       |
|            |     | <u>11,040</u>            | <u>N/A 不適用<sup>1</sup></u> |

<sup>1</sup> The corresponding revenue did not contribute over 10% of the total sales of the Group.

## 2. 收益及分類資料

董事審閱本集團之內部財務報告及其他資料，亦取得其他相關外界資料，從而評核表現及分配資源，而營運分類則是參照上文所述而劃分。

董事認為，電話及相關產品的設計、製造及銷售以及提供相關裝配服務，是本集團的唯一主要須予報告營運分類。由於董事根據簡明綜合財務報表中披露的一貫資料而評核上述的唯一主要須予報告分類之表現，因此並無呈列有關分類資料的額外披露。

淨分類收入的總額相等於簡明綜合全面收益表所示的本期間全面收益總額，而分類資產總值及分類負債總額則相等於簡明綜合財務狀況表所示的資產總值及負債總額。

### 地區分類

本集團之營運位於香港及中華人民共和國（「中國」）。

本集團按客戶地理位置劃分來自外界客戶之收益以及按資產地理位置劃分之非流動資產之資料詳述如下：

### 有關主要客戶之資料

於相應年度佔本集團總銷售逾10%之客戶收益如下：

|            |     | Six months ended 30 June |                            |
|------------|-----|--------------------------|----------------------------|
|            |     | 截至六月三十日止六個月              |                            |
|            |     | 2011                     | 2010                       |
|            |     | 二零一一年                    | 二零一零年                      |
|            |     | HK\$'000                 | HK\$'000                   |
|            |     | 千港元                      | 千港元                        |
| Customer A | 客戶甲 | 27,414                   | 25,279                     |
| Customer B | 客戶乙 | 11,317                   | N/A 不適用 <sup>1</sup>       |
| Customer C | 客戶丙 | 11,040                   | N/A 不適用 <sup>1</sup>       |
|            |     | <u>11,040</u>            | <u>N/A 不適用<sup>1</sup></u> |

<sup>1</sup> 相應收益並不佔本集團總銷售逾10%。

## 3. Other income

|  |           |
|--|-----------|
| Interest income on bank deposits         | 銀行存款之利息收入 |
| Reversal of allowance for doubtful debts | 撥回呆賬撥備    |
| Sundry income                            | 雜項收入      |

## 4. Loss for the period

Loss for the period has been arrived at after charging/(crediting): 期間虧損已扣除/(計入)下列各項:

|   |              |
|---|--------------|
| Cost of inventories recognised as an expenses | 存貨成本確認為支出    |
| Depreciation of property, plant and equipment | 物業、廠房及設備之折舊  |
| Net foreign exchange losses/(gains)           | 匯兌虧損/(收益)淨額  |
| Staff costs including directors' remuneration | 員工成本, 包括董事酬金 |

## 5. Income tax expense

|                               |          |
|-------------------------------|----------|
| Current tax:                  | 即期稅項:    |
| Hong Kong Profits Tax         | 香港利得稅    |
| Under-provision in prior year | 過去年度撥備不足 |

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both periods. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 3. 其他收入

Six months ended 30 June  
截至六月三十日止六個月

|          |          |
|----------|----------|
| 2011     | 2010     |
| 二零一一年    | 二零一零年    |
| HK\$'000 | HK\$'000 |
| 千港元      | 千港元      |

|              |            |
|--------------|------------|
| -            | 2          |
| 1,802        | -          |
| 159          | 795        |
| <u>1,961</u> | <u>797</u> |

## 4. 期間虧損

Six months ended 30 June  
截至六月三十日止六個月

|          |          |
|----------|----------|
| 2011     | 2010     |
| 二零一一年    | 二零一零年    |
| HK\$'000 | HK\$'000 |
| 千港元      | 千港元      |

|               |               |
|---------------|---------------|
| 29,920        | 20,461        |
| 1,960         | 1,698         |
| 36            | (757)         |
| <u>24,112</u> | <u>18,374</u> |

## 5. 所得稅支出

Six months ended 30 June  
截至六月三十日止六個月

|          |          |
|----------|----------|
| 2011     | 2010     |
| 二零一一年    | 二零一零年    |
| HK\$'000 | HK\$'000 |
| 千港元      | 千港元      |

|              |          |
|--------------|----------|
| 2,601        | -        |
| <u>2,601</u> | <u>-</u> |

香港利得稅乃根據兩段期間之估計應課稅溢利按稅率16.5%計算。

中國附屬公司於兩段期間須按25%繳納中國企業所得稅。其他司法權區產生之稅項乃按相關司法權區之現行稅率計算。

## 6. Loss per share

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

Loss for the purpose of basic loss per share (Loss for the period attributable to owners of the Company) 用於計算每股基本虧損之虧損 (本公司擁有人應佔期間虧損)

Effect of dilutive potential ordinary shares – Fair value change on convertible notes designed as at fair value through profit or loss 潛在攤薄普通股之影響 – 指定為按公平值列入損益賬之可換股票據之公平值變動

Loss for the purpose of diluted loss per share 用於計算每股攤薄虧損之虧損

Number of shares 股份數目

Weighted average number of ordinary shares for the purpose of basic loss per share 用於計算每股基本虧損之普通股加權平均數

Effect of dilutive potential ordinary shares – Convertible notes loan 潛在攤薄普通股之影響 – 可換股貸款票據

Weighted average number of ordinary shares for the purpose of dilutive loss per share 用於計算每股攤薄虧損之普通股加權平均數

For the period ended 30 June 2010, the computation of diluted loss per share did not assume the potential conversion of convertible notes which had an anti-dilutive effect on the basic loss per share for the period.

For the period ended 30 June 2011 and 2010, the computation of diluted loss per share did not assume the exercise of the outstanding share options of the exercise price of those options was higher than the average market price for shares for the periods.

## 7. Dividends

No dividend was paid or proposed during the six months ended 30 June 2011 and 2010.

## 8. Property, plant and equipment

During the period, the Group spent approximately HK\$4,063,000 on additions to machinery and equipment.

## 6. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

| Six months ended 30 June<br>截至六月三十日止六個月 |                                  |
|---|----------------------------------|
| 2011<br>二零一一年<br>HK\$'000<br>千港元        | 2010<br>二零一零年<br>HK\$'000<br>千港元 |

|         |          |
|---------|----------|
| (1,233) | (28,765) |
|---------|----------|

|          |   |
|----------|---|
| (26,333) | - |
|----------|---|

|          |          |
|----------|----------|
| (27,566) | (28,765) |
|----------|----------|

| Six months ended 30 June<br>截至六月三十日止六個月 |               |
|---|---------------|
| 2011<br>二零一一年                           | 2010<br>二零一零年 |

|               |               |
|---------------|---------------|
| 2,962,020,935 | 2,393,015,444 |
|---------------|---------------|

|             |   |
|-------------|---|
| 405,000,000 | - |
|-------------|---|

|               |               |
|---------------|---------------|
| 3,367,020,935 | 2,393,015,444 |
|---------------|---------------|

就截至二零一零年六月三十日止期間而言，由於可換股票據對期間之每股基本虧損具反攤薄影響，因此計算每股攤薄虧損時並不假設可換股貸款票據之潛在換股。

就截至二零一一年及二零一零年六月三十日止期間而言，由於本公司之未行使購股權之行使價較期間之股份平均市價為高，因此計算每股攤薄虧損時乃假設該等購股權不會獲行使。

## 7. 股息

截至二零一一年及二零一零年六月三十日止六個月並無派付或建議派付股息。

## 8. 物業、廠房及設備

期內，本集團添置機器及設備之開支約為4,063,000港元。

9. Trade and other receivables

|  |                     | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|---------------------|---|--|
| Trade receivables  | 應收貿易賬款              | 8,838   | 16,098   |
| Less: Allowance for doubtful debts                               | 減：呆賬撥備              | (5,266)   | (7,068)  |
|  |                     | <u>3,572</u>  | <u>9,030</u>   |
| Tax reserve certificates   | 儲稅券                 | -   | 2,601  |
| Refundable deposit paid for proposed acquisition of subsidiaries | 就建議收購附屬公司而已付之可獲退還按金 | -   | 5,000  |
| Refundable deposit paid for proposed acquisition                 | 就建議收購事項而已付之可獲退還按金   | 5,000   | -  |
| Other receivables, net of allowance for doubtful debts           | 其他應收款項，扣除呆賬撥備       | <u>13,854</u>   | <u>8,289</u>   |
| Total trade and other receivables                                | 應收貿易賬款及其他應收款項之總額    | <u><u>22,426</u></u>  | <u><u>24,920</u></u>   |

The following is an aged analysis of trade receivables (net of allowance for doubtful debts) at the end of the reporting period:

|            |         | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|------------|---------|---|--|
| 0-30 days  | 零至三十日   | 2,154   | 8,507  |
| 31-60 days | 三十一至六十日 | 285   | 306  |
| 61-90 days | 六十一至九十日 | <u>1,133</u>  | <u>217</u>   |
|            |         | <u><u>3,572</u></u>   | <u><u>9,030</u></u>  |

The average credit period on sales of goods is from 30 to 75 days.

10. Trade and other payables

|                                    |             | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|------------------------------------|-------------|---|--|
| Trade payables                     | 應付貿易賬款      | 4,382   | 5,475  |
| Other payables and accrued charges | 其他應付款項及應計費用 | <u>15,856</u>   | <u>38,928</u>  |
|                                    |             | <u><u>20,238</u></u>  | <u><u>44,403</u></u>   |

9. 應收貿易賬款及其他應收款項

|                               |  | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|-------------------------------|--|---|--|
| 有關應收貿易賬款(扣除呆賬撥備)於報告期末之賬齡分析如下： |  |   |  |

|                     |  | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---------------------|--|---|--|
| 銷售貨品之平均信貸期為三十至七十五日。 |  |   |  |

10. 應付貿易賬款及其他應付款項



The following is an aged analysis of trade payables at the end of the reporting period:

|              |         |
|--------------|---------|
| 0-30 days    | 零至三十日   |
| 31-60 days   | 三十一至六十日 |
| Over 90 days | 九十日以上   |

應付貿易賬款於報告期末之賬齡分析如下：

|  | At 30 June<br>2011<br>於二零一一年<br>六月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | At 31 December<br>2010<br>於二零一零年<br>十二月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|---|--|
|  | -   | 495  |
|  | -   | 300  |
|  | <u>4,382</u>  | <u>4,680</u>   |
|  | <u>4,382</u>  | <u>5,475</u>   |

#### 11. Convertible notes designated as at fair value through profit or loss

Pursuant to a best effort basis placing agreement dated 16 June 2009 entered into between the Company and Tanrich Capital Limited (as the placing agent), the placing of the three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$26,200,000 was completed on 9 October 2009 and the placing of the three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$70,000,000 was completed on 19 January 2010. The proceeds from the placing of the convertible notes were intended to be deployed as debt repayment and general working capital.

On 18 December 2009, the convertible notes with principal amount of HK\$12,000,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 120,000,000 ordinary shares of HK\$0.10 each.

On 29 March 2010, the convertible notes with principal amount of HK\$200,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 2,000,000 ordinary shares of HK\$0.10 each.

On 14 and 16 April 2010, the convertible notes with aggregate principal amount of HK\$32,500,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 325,000,000 ordinary shares of HK\$0.10 each.

On 4 May 2010, the convertible notes with principal amount of HK\$4,300,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 43,000,000 ordinary shares of HK\$0.10 each.

On 28 June 2010, the convertible notes with principal amount of HK\$1,500,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 15,000,000 ordinary shares of HK\$0.10 each.

On 15 and 29 July 2010, the convertible notes with aggregate principal amount of HK\$5,200,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 52,000,000 ordinary shares of HK\$0.10 each.

#### 11. 指定為按公平值列入損益賬之可換股票據

根據本公司與敦沛融資有限公司(作為配售代理)於二零零九年六月十六日訂立之盡力配售協議,配售本金總額為26,200,000港元之三年期0.5%票息無抵押可換股票據一事已於二零零九年十月九日完成,而配售本金總額為70,000,000港元之三年期0.5%票息無抵押可換股票據一事已於二零一零年一月十九日完成。配售可換股票據之所得款項乃計劃用作償債及一般營運資金。

於二零零九年十二月十八日,本金額為12,000,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行120,000,000股每股面值0.10港元之普通股。

於二零一零年三月二十九日,本金額為200,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行2,000,000股每股面值0.10港元之普通股。

於二零一零年四月十四日及十六日,本金總額為32,500,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行325,000,000股每股面值0.10港元之普通股。

於二零一零年五月四日,本金額為4,300,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行43,000,000股每股面值0.10港元之普通股。

於二零一零年六月二十八日,本金額為1,500,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行15,000,000股每股面值0.10港元之普通股。

於二零一零年七月十五日及二十九日,本金總額為5,200,000港元之可換股票據已按每股0.10港元之換股價換股,本公司因此發行52,000,000股每股面值0.10港元之普通股。

The Group has designated these convertible notes as financial liabilities at fair value through profit or loss because these convertible notes meet the criteria for the category of financial liabilities designated at fair value through profit or loss. The movements of the convertible notes designated as at fair value through profit or loss during the period are as follows:

由於此等可換股票據符合指定為按公平值列入損益賬之金融負債之類別的準則，本集團已將此等可換股票據指定為按公平值列入損益賬之金融負債。指定為按公平值列入損益賬之可換股票據於期內之變動如下：

|  |               | HK\$'000<br>千港元 |
|--|---------------|-----------------|
| Principal amount of the convertible notes issued | 所發行可換股票據之本金額  | 70,000          |
| Conversion into shares                           | 轉換為股份         | (69,606)        |
| Interest payable                                 | 應付利息          | (257)           |
| Fair value gain                                  | 公平值收益         | (3,823)         |
|  |               | <hr/>           |
| At 31 December 2010                              | 於二零一零年十二月三十一日 | 26,830          |
| Interest payable                                 | 應付利息          | (100)           |
| Fair value gain                                  | 公平值收益         | (26,333)        |
|  |               | <hr/>           |
| At 30 June 2011                                  | 於二零一一年六月三十日   | 397             |

The fair values of the convertible notes designated as at fair value through profit or loss were determined at the date of issue, at each conversion date and at the end of the reporting period using the binomial model by reference to an independent professional valuation. The inputs into the model were as follows:

指定為按公平值列入損益賬之可換股票據的公平值，乃分別於發行日期、各換股日期及報告期末以二項式模式釐定，當中已參考獨立專業估值。代入該模式之數據如下：

(i) Placing of the three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$26,200,000

(i) 配售本金總額為26,200,000港元之三年期0.5%票息無抵押可換股票據

| Convertible notes designated as at fair value through profit or loss                         | 指定為按公平值列入損益賬之可換股票據     | At date of issue | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on | At date of conversion on |
|--|------------------------|------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|  |                        |                  | 18 December 2009         | 29 March 2010            | 14 April 2010            | 16 April 2010            | 4 May 2010               | 28 June 2010             | 29 July 2010             | 31 December 2010         | 30 June 2010             |                          |
| Principal amount of the convertible notes designated as at fair value through profit or loss | 指定為按公平值列入損益賬之可換股票據之本金額 | HK\$26,200,000   | HK\$12,000,000           | HK\$2,000,000            | HK\$1,800,000            | HK\$5,700,000            | HK\$4,300,000            | HK\$1,500,000            | HK\$2,000,000            | HK\$500,000              | HK\$500,000              | HK\$500,000              |
| Share price  | 股價                     | HK\$0.25         | HK\$0.22                 | HK\$0.24                 | HK\$0.22                 | HK\$0.23                 | HK\$0.21                 | HK\$0.17                 | HK\$0.18                 | HK\$0.12                 | HK\$0.12                 | HK\$0.02                 |
| Conversion price   | 換股價                    | HK\$0.10         | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 | HK\$0.10                 |
| Expected life (Note (a))   | 預期有效期 (附註(a))          | 3 years          | 2.81 years               | 2.53 years               | 2.49 years               | 2.49 years               | 2.44 years               | 2.28 years               | 2.20 years               | 1.77 years               | 1.77 years               | 1.27 years               |
| Risk-free interest rate (Note (b))   | 無風險利率 (附註(b))          | 0.479%           | 0.424%                   | 1.189%                   | 1.241%                   | 1.246%                   | 1.198%                   | 0.776%                   | 0.526%                   | 0.586%                   | 0.586%                   | 0.140%                   |
| Expected volatility (Note (c))   | 預期波幅 (附註(c))           | 102.790%         | 103.285%                 | 102.950%                 | 103.087%                 | 103.213%                 | 103.467%                 | 101.033%                 | 100.446%                 | 99.103%                  | 99.103%                  | 73.820%                  |
| Fair value of the convertible notes designated as at fair value through profit or loss       | 指定為按公平值列入損益賬之可換股票據的公平值 | HK\$1,689,000    | HK\$4,382,000            | HK\$26,406,000           | HK\$23,061,000           | HK\$20,659,000           | HK\$10,038,000           | HK\$2,604,000            | HK\$867,000              | HK\$310,000              | HK\$1,000,000            | HK\$1,000,000            |

(ii) Placing of the three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$70,000,000

(ii) 配售本金總額為70,000,000港元之三年期0.5%票息無抵押可換股票據

| Convertible notes designated as at fair value through profit or loss                         | 指定為按公平值列入損益賬之可換股票據     | At date of issue | At date of conversion on | At date of conversion on | At               | At             |
|--|------------------------|------------------|--------------------------|--------------------------|------------------|----------------|
|  |                        |                  | 14 April 2010            | 15 July 2010             | 31 December 2010 | 30 June 2011   |
|  |                        |                  | 於二零一零年四月十四日之換股日期         | 於二零一零年七月十五日之換股日期         | 於二零一零年十二月三十一日    | 於二零一零年六月三十日    |
| Principal amount of the convertible notes designated as at fair value through profit or loss | 指定為按公平值列入損益賬之可換股票據之本金額 | HK\$70,000,000   | HK\$25,000,000           | HK\$5,000,000            | HK\$40,000,000   | HK\$40,000,000 |
| Share price  | 股價                     | HK\$0.24         | HK\$0.22                 | HK\$0.17                 | HK\$0.12         | HK\$0.02       |
| Conversion price   | 換股價                    | HK\$0.10         | HK\$0.10                 | HK\$0.10                 | HK\$0.10         | HK\$0.10       |
| Expected life (Note (a))   | 預期有效期 (附註(a))          | 3 years          | 2.77 years               | 2.52 years               | 2.05 years       | 1.55 years     |
| Risk-free interest rate (Note (b))   | 無風險利率 (附註(b))          | 0.977%           | 1.241%                   | 0.569%                   | 0.586%           | 0.140%         |
| Expected volatility (Note (c))   | 預期波幅 (附註(c))           | 103.506%         | 104.617%                 | 102.554%                 | 101.455%         | 84.103%        |
| Fair value of the convertible notes designated as at fair value through profit or loss       | 指定為按公平值列入損益賬之可換股票據的公平值 | HK\$130,356,000  | HK\$118,015,000          | HK\$53,067,000           | HK\$26,520,000   | HK\$396,000    |

Notes:

附註：

- The expected life was the expected remaining life of the respective options.
- The risk-free interest rate was determined by reference to the yield of Hong Kong Exchange Fund Note.
- The expected volatility was determined by using the historical volatility of the Company's share price over the previous 250 days.

- 預期有效期為有關期權之預期餘下有效期。
- 無風險利率乃參考香港外匯基金票據之收益而釐定。
- 預期波幅乃參考本公司過去250日之股價波幅而釐定。

## 12. Share capital

## 12. 股本

|   |                              | Note<br>附註 | Number of<br>ordinary shares<br>普通股數目 | Amount<br>金額<br>HK\$'000<br>千港元 |
|---|------------------------------|------------|---------------------------------------|---------------------------------|
| Authorised:   | 法定：                          |            |                                       |                                 |
| At 1 January 2011, ordinary shares of HK\$0.1 each  | 於二零一一年一月一日，每股面值0.1港元之普通股     |            | 5,000,000,000                         | 500,000                         |
| Capital reorganisation                              | 股本重組                         | (a)        | -                                     | (499,500)                       |
| At 30 June 2011, ordinary shares of HK\$0.0001 each | 於二零一一年六月三十日，每股面值0.0001港元之普通股 |            | <u>5,000,000,000</u>                  | <u>500</u>                      |
| Issued and fully paid:                              | 已發行及繳足：                      |            |                                       |                                 |
| At 1 January 2011                                   | 於二零一一年一月一日                   |            | 2,732,788,925                         | 273,279                         |
| Capital reorganisation                              | 股本重組                         | (a)        | -                                     | (273,005)                       |
| Placing of shares                                   | 配售股份                         | (b)        | 533,157,785                           | 53                              |
| Placing of shares                                   | 配售股份                         | (c)        | 653,000,000                           | 65                              |
| At 30 June 2011                                     | 於二零一一年六月三十日                  |            | <u>3,918,946,710</u>                  | <u>392</u>                      |

## Notes:

## 附註：

- (a) The Company implemented a capital reorganisation which involves a reduction in the par value of each issued share from HK\$0.10 to HK\$0.0001 and a subdivision of each authorised but unissued share into 1,000 new shares of HK\$0.0001 each ("Capital Reduction"). A credit of approximately HK\$273,005,000 arose as a result of the Capital Reduction and was transferred to the contributed surplus account of the Company. The Company applied the balance standing to the credit of the contributed surplus account after the Capital Reduction to set off to the same extent the accumulated losses of the Company.
- (b) Pursuant to a placing agreement dated 28 April 2011, the Company agreed to sell 533,157,785 shares of the Company at a price of HK\$0.055 per share to not less than six independent investors. The placing price of HK\$0.055 per share represented a discount of approximately 14% to the closing price of HK\$0.064 per share as quoted on the Stock Exchange on 28 April 2011, being the date of the placing agreement, and a discount of approximately 19.12% to the average closing price of HK\$0.068 per share as quoted on the Stock Exchange for the five consecutive trading days up to and including 27 April 2011.
- (c) Pursuant to a placing agreement dated 14 June 2011, the Company agreed to sell 653,000,000 shares of the Company at a price of HK\$0.022 per share to not less than six independent investors. The placing price of HK\$0.022 per share represented a discount of approximately 18.52% to the closing price of HK\$0.027 per share as quoted on the Stock Exchange on 14 June 2011, being the date of the placing agreement, and a discount of approximately 19.71% to the average closing price of HK\$0.0274 per share as quoted on the Stock Exchange for the five consecutive trading days up to and including 14 June 2011.

- (a) 本公司實行股本重組，當中涉及將每股已發行股份之面值由0.10港元削減至0.0001港元，以及將每股法定但未發行股份拆細為1,000股每股面值0.0001港元之新股份（「削減股本」）。削減股本產生進賬約273,005,000港元並已轉撥入本公司之實繳盈餘賬。本公司已將削減股本後實繳盈餘賬貸項中的結餘用於抵銷本公司累計虧損中的相同金額。
- (b) 根據日期為二零一一年四月二十八日之配售協議，本公司同意向不少於六名獨立投資者按每股0.055港元之價格配售533,157,785股本公司股份。配售價每股0.055港元較股份於二零一一年四月二十八日（即配售協議之日期）在聯交所之收市報價每股0.064港元折讓約14%，另較股份於直至二零一一年四月二十七日（包括該日）之連續五個交易日在聯交所之平均收市報價每股0.068港元折讓約19.12%。
- (c) 根據日期為二零一一年六月十四日之配售協議，本公司同意向不少於六名獨立投資者按每股0.022港元之價格配售653,000,000股本公司股份。配售價每股0.022港元較股份於二零一一年六月十四日（即配售協議之日期）在聯交所之收市報價每股0.027港元折讓約18.52%，另較股份於直至二零一一年六月十四日（包括該日）之連續五個交易日在聯交所之平均收市報價每股0.0274港元折讓約19.71%。

All the new shares issued during the period ended 30 June 2011 ranked pari passu with the then existing shares in all respects.

於截至二零一一年六月三十日止期間內發行之所有新股份，均於各方面與當時之已發行股份享有同等權益。

### 13. Related party disclosures

During the six months ended 30 June 2011, the major operating activities of the Group was providing assembly services to a jointly controlled entity HK\$18,197,563 (2010: HK\$24,290,118) and purchasing of finished telephone & related equipments of HK\$72,932,900 (2010: HK\$1,740,180)

The transactions disclosed above were entered at terms determined and agreed by the Group and the relevant parties.

### 14. Events after the end of the interim period

- (a) Subsequent to the reporting date on 8 July 2011, the Company proposed to change the board lot size for trading in the shares of the Company from 4,000 shares to 12,000 shares with effect from 2 August 2011 and proposed to implement a share consolidation on the basis that every thirty issued and unissued shares of HK\$0.0001 each will be consolidated into one consolidated shares of HK\$0.003. Upon the first change in board lot size becoming effective, the Company also proposed to change the board lot size for trading in the shares of the Company from 12,000 shares to 20,000 consolidated shares. Subject to the share consolidation becoming effective, the Company proposed to implement a rights issue on the basis of eighteen rights shares for every consolidated share held on the record date at the subscription price of HK\$0.1 per rights share.
- (b) Subsequent to the reporting date on 28 July 2011, the Company entered into the Memorandum of Understanding ("MOU") with Universe Sheen Limited ("Vendor"), a company incorporated in British Virgin Islands, in relation to its intention to acquire the entire equity interest of Better Solutions Trading Limited ("Target Company") and its subsidiaries and associates ("Target Group"). The Target Company is incorporated in British Virgin Islands with limited liabilities and the Target Group is principally engage in the sale, distribution and manufacture of products such as party goods, table disposables, carnival felt hats, latex masks and seasonal decorations. Key manufacturing plant of the Target Group is located in Dongguan, China.
- (c) Subsequent to the reporting date on 5 August 2011, the Company proposed to increase the authorised share capital of the Company from HK\$500,000,000 comprising 5,000,000,000,000 shares to HK\$600,000,000 divided into 6,000,000,000,000 shares by creating an additional 1,000,000,000,000 unissued shares.

### 13. 關連人士披露事項

於截至二零一一年六月三十日止六個月，本集團之主營業務為向一間合營公司提供18,197,563港元(二零一零年：24,290,118港元)之裝配服務並且購入72,932,900港元(二零一零年：1,740,180港元)之電話及相關設備的製成品。

以上披露之交易乃按本集團與有關人士釐訂及協定之條款進行。

### 14. 中期期間結束後事項

- (a) 於報告日期後，於二零一一年七月八日，本公司建議本公司股份之買賣單位由每手4,000股股份更改為每手12,000股股份，由二零一一年八月二日起生效，並建議實行股份合併，基準為每三十股每股面值0.0001港元之已發行及未發行股份將合併為一股每股面值0.003港元之合併股份。本公司亦建議於首次更改每手買賣單位生效後，將本公司股份之每手買賣單位由12,000股股份更改為20,000股合併股份。待股份合併生效後，本公司建議進行供股，基準為於記錄日期每持有一股合併股份可認購十八股供股股份，認購價為每股供股股份0.1港元。
- (b) 於報告日期後，於二零一一年七月二十八日，本公司與Universe Sheen Limited (「賣方」，一間於英屬處女群島註冊成立之公司) 簽立諒解備忘錄 (「諒解備忘錄」)，內容有關本公司有意收購Better Solutions Trading Limited (「目標公司」) 之全部股權及其附屬公司及聯營公司 (「目標集團」)。目標公司為一間於英屬處女群島註冊成立之有限責任公司，而目標集團之主要業務為銷售、分銷及製造產品 (例如派對用品、枱上即用即棄物品、絨紙製造之派對帽、乳膠製造之面具及節日裝飾等)。目標集團之主要生產廠房位於中國東莞。
- (c) 於報告日期後，於二零一一年八月五日，本公司建議通過增設額外的1,000,000,000,000股未發行股份，將本公司之法定股本由500,000,000港元 (分為5,000,000,000,000股股份) 增加至600,000,000港元 (分為6,000,000,000,000股股份)。

## INTERIM DIVIDEND

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2011 (2010: Nil).

## DIRECTOR'S STATEMENT

On behalf of the Board of the Company, I present to you the interim report of the Group for the six months ended 30 June 2011.

During the six months of review, the Group focused on providing assembly services at its subsidiary, Meizhou Guo Wei Electronics Co., Ltd. In Meizhou, the People's Republic of China (the "PRC"), and the sales and marketing of residential telephone products under its licence for the Motorola brand.

For the six months ended 30 June 2011, the Group's turnover amounted to approximately HK\$106.0 million, compared to the same period of HK\$27.3 million reported in 2010, there was an increase of approximately 288.0%. 18.2% of the Group's turnover resulted from the provision of assembly services, and 81.8% from sales of telephone products. Gross profit from operation for the year under review was approximately HK\$3.2 million, compared to a gross profit of approximately HK\$5.1 million reported in 2010, representing a decrease of approximately 38.3%. The net loss was approximately HK\$1.2 million, in which approximately HK\$26.3 million income was generated from non-operating items, such as fair value change on convertible notes and other non-recurring expenses, such as approximately HK\$2 million loss on fair value change on financial assets classified as held for trading.

Motorola Mobility selected the Company last year as its exclusive licensee for the Motorola brand for corded and cordless telephones for residential and office use in Europe, Russian Federation, Middle East, Africa and Asia (including China, India, South East Asia and Australia). The Group has subsequently changed its activities to include design, sales and marketing activities of telephone products under the Motorola brand in the above territories. The prospects for this activity continue to be good and provide a positive addition to the Group's assembly service. The Board will continue to explore business opportunities which could complement the Group's current telephone related business.

The Group has recently announced the proposed acquisition in a minority interest in a fructose factory and a festive products factory in the PRC. Due diligence on both projects are underway, and appropriate disclosure will be made upon execution of any legally binding agreements. In addition, to make the best use of the Group's cash in hand, the Group started investing in securities at the second quarter of 2011. The Board will continue to seek attractive investment opportunities in order to broaden and improve the income base of the Group.

On behalf of the Board, I would like to take this opportunity to thank our customers, suppliers and staff for their continued support, and to assure shareholders and bondholders that we will work tirelessly to improve the Company's performance.

## 中期股息

董事會並不建議派付截至二零一一年六月三十日止六個月之任何中期股息(二零一零年:無)。

## 董事報告

本人謹代表本公司董事會,向閣下提呈本集團截至二零一一年六月三十日止六個月之中期報告。

於回顧六個月,本集團主要透過位於中華人民共和國(「中國」)梅州市之附屬公司梅州國威電子有限公司提供裝配服務,以及根據摩托羅拉之特許授權為其品牌從事家居電話產品之銷售及市場推廣業務。

截至二零一一年六月三十日止六個月,本集團錄得營業額約106,000,000港元,較二零一零年同期錄得的27,300,000港元增加約288.0%。本集團營業額中約18.2%源自提供裝配服務,而餘下81.8%來自銷售電話產品。回顧期間之經營毛利約為3,200,000港元,較二零一零年約5,100,000港元的毛利減少約38.3%。虧損淨額約為1,200,000港元,當中約26,300,000港元之收入來自非營運項目,譬如可換股票據之公平值變動,以及其他非經常開支(例如約2,000,000港元虧損是來自分類為持有作買賣之金融資產之公平值變動)。

摩托羅拉移動(Motorola Mobility)已於去年選任本公司為摩托羅拉品牌之家居及辦公室有線及無線電話在歐洲、俄羅斯聯邦、中東、非洲及亞洲(包括中國、印度、東南亞及澳洲)之獨家獲許可人。本集團之業務已於其後轉為包括於上述區域以摩托羅拉品牌設計、銷售及推廣電話產品。此業務之前景仍然理想,為本集團之裝配服務提供正面增值。董事會將繼續發掘可與本集團現有電話相關業務起相輔相成效益的商機。

本集團最近宣佈擬收購位於中國的一間果糖廠房少數股權及一間節慶產品廠房。目前正對該兩個項目進行盡職審查,並將於簽立任何具法律約束力協議後作出適當披露。此外,為確保本集團之手頭現金得到最理想的運用,本集團於二零一一年第二季開始作證券投資。董事會將繼續發掘具吸引力之投資機遇,以壯大並提升本集團之收入基礎。

本人謹代表董事會,對一眾客戶、供應商及員工一直的支持致謝;並謹此向股東及債券持有人保證,集團上下將繼續努力不懈,致力改善本公司之表現。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview

For the six months ended 30 June 2011, the Group recorded a turnover of approximately HK\$106.0 million which represents an increase of approximately 288.0% as compared to the corresponding figure for the six months ended 30 June 2010. The gross profit for the period under review was approximately HK\$3.2 million as compared to approximately HK\$5.1 million for the previous period. The net loss for the period was approximately HK\$1.2 million.

The turnover, gross loss and net loss of the assembly service business in Meizhou for the six months ended 30 June 2011 are set out as below:-

|            |      |          |
|------------|------|----------|
| Turnover   | 營業額  | 19,290   |
| Gross loss | 虧損總額 | (10,630) |
| Net loss   | 虧損淨額 | (15,321) |

The turnover, gross profit and net profit of the design, sales and marketing of telephones under Motorola brand for the six months ended 30 June 2011 are set out as below:

|              |     |        |
|--------------|-----|--------|
| Turnover     | 營業額 | 86,726 |
| Gross profit | 毛利  | 13,793 |
| Net profit   | 純利  | 3,921  |

### Segmental Information

In February 2010, Motorola has selected the Company as its exclusive licensee for corded and cordless telephones for residential and office use in Europe, Russian Federation, Middle East, Africa and Asia (including China, India, South East Asia and Australia). The revenue of the assembly of telephones and related equipment to the jointly controlled entity and the design, sales and marketing of telephones is set out in note 2 to the consolidated financial statements.

## 管理層論述及分析

### 概覽

截至二零一一年六月三十日止六個月，本集團錄得營業額約106,000,000港元，較截至二零一零年六月三十日止六個月之相關數字增加約288.0%。回顧期間之毛利約為3,200,000港元，上一期間則約為5,100,000港元。期間虧損淨額約為1,200,000港元。

位於梅州的裝配服務業務於截至二零一一年六月三十日止六個月之營業額、虧損總額及虧損淨額如下：

At 30 June 2011  
(Unaudited)  
截至二零一一年  
六月三十日  
止六個月  
(未經審核)  
HK\$'000  
千港元

摩托羅拉品牌電話的設計、銷售及市場推廣業務於截至二零一一年六月三十日止六個月之營業額、毛利及純利如下：

At 30 June 2011  
(Unaudited)  
截至二零一一年  
六月三十日  
止六個月  
(未經審核)  
HK\$'000  
千港元

### 分類資料

於二零一零年二月，摩托羅拉選任本公司為其家居及辦公室有線及無線電話在歐洲、俄羅斯聯邦、中東、非洲及亞洲(包括中國、印度、東南亞及澳洲)之獨家獲許可人。為合營公司裝配電話及相關設備以及電話之設計、銷售及市場推廣之收益載於綜合財務報表附註2。

## Liquidity and Financial Resources

The increase in current ratio from 56.3% to 89.6% was mainly due to the increased in Motorola business investment & placing of shares during the period.

At 30 June 2011, the Group had cash on hand of approximately HK\$39.6 million, net current liabilities of approximately HK\$9.8 million, total assets of approximately HK\$96.8 million and shareholders' equity of approximately HK\$2.7 million.

The Group has no bank borrowings at 30 June 2011 (2010: Nil)

## Gearing Ratio

Debt to equity ratio is 35.1 (2010: Nil).

## Capital Structure

During the six months ended 30 June 2011, no shares were issued upon the exercise of (i) share options by the share option holders, and (ii) the convertible bonds 2012 and 2013.

## Exchange Rate

All sales in the current period were denominated in US dollars and RMB, whilst the majority of the Group's expenses were denominated in RMB and HK dollars.

## Investments

Save for the two proposed acquisitions as set out in the announcements dated 24 May 2011 and 28 July 2011 respectively, there were no material acquisitions or disposals of subsidiaries and associated companies during the period.

## 流動資金及財政資源

流動比率由56.3%上升至89.6%，主要由於期內於摩托羅拉業務之投資增加及配售股份所致。

於二零一一年六月三十日，本集團持有現金約39,600,000港元、流動負債淨額約9,800,000港元、資產總額約96,800,000港元及股東權益約2,700,000港元。

本集團於二零一一年六月三十日並無銀行借貸(二零一零年：無)。

## 資產負債比率

債務對權益比率為35.1(二零一零年：無)。

## 股本架構

於截至二零一一年六月三十日止六個月內，並無因為(i)購股權持有人行使購股權；及(ii)二零一二年及二零一三年可換股債券獲行使而發行股份。

## 匯率

本期間內之所有銷售均以美元及人民幣列值，而本集團之開支大部分以人民幣及港元列值。

## 投資

除了日期分別為二零一一年五月二十四日及二零一一年七月二十八日之公佈所述之兩項建議收購事項外，期內，集團概無進行任何重大收購或出售任何附屬公司及聯營公司。

## Contingent Liabilities

Two wholly-owned subsidiaries of the Company, namely Mondial Communications Limited (“MCL”) and Suncorp Communications Limited (“SCL”) have initially, received two notices of statutory demands dated 10 March 2011 from a firm of solicitors for and acting on behalf of a former subsidiary of the Company (Suncorp Industrial Limited (“SIL”) in liquidation), demanding payment of HK\$91,177,872 due by MCL and HK\$128,785,748 due by SCL to the aforesaid former subsidiary (the “Claims”). The Company has sought legal advice and has vigorously defended against the Claims since then. MCL and SCL received the same statutory demands again dated 19 July 2011 in relation to the Claims. As far as the Directors are aware, the Claims by SIL, in both statutory demands against SCL and MCL in relation to debts which have previously been fully written off or impairment have been made at the books of SCL and MCL at the year ended 31 December 2007, and accordingly there was no such debts in the accounts and records of SCL and MCL at the financial year ended 31 December 2008 with SIL. Based on legal advice sought, the Claims sought have already been fully set-off and there is no solid ground to serve the statutory demands against MCL and SCL. Nonetheless, assuming that the Claims against SCL and MCL could be justified, such Claims would not have any material adverse effect on the Group as both SCL and MCL are of negative net asset and have no significant revenue for the past financial year and are insignificant subsidiaries whether in terms of asset, revenue or operation within the Group.

Save and except the Claims and an unsubstantiated complaint advanced by the liquidator of SIL against the Company and its directors concerning the operation of SIL before its liquidation, as at the date of this interim report, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

## Employees

The Group’s emolument policies are formulated on the performance of employees with reference to the market condition. The Board may exercise its discretion to grant share options to the executive Directors and employees as an incentive to their contribution to the Group. During the period under review, no share options had been granted by the Group to the employees in accordance with the share option scheme.

## 或然負債

本公司兩間全資附屬公司萬達鈴通訊有限公司（「萬達鈴通訊」）及新確通訊有限公司（「新確通訊」）原先收到一間律師行（代表正在清盤的本公司前附屬公司新確實業有限公司（「新確實業」））發出的兩項法定要求償債書通知（日期為二零一一年三月十日），要求萬達鈴通訊及新確通訊分別向上述的前附屬公司支付應付的91,177,872港元及128,785,748港元（「申索」）。本公司已於其後尋求法律意見並已對申索提出積極抗辯。萬達鈴通訊及新確通訊於二零一一年七月十九日就有關申索再一次收到相同的法定要求償債書通知。就董事所知，新確實業在其針對萬達鈴通訊及新確通訊之兩份法定要求償債書通知中所提出之申索，乃關於萬達鈴通訊及新確通訊先前在截至二零零七年十二月三十一日止年度之賬冊中已悉數撇銷或計提減值之債務，因此於萬達鈴通訊及新確通訊截至二零零八年十二月三十一日止的財政年度之賬目及記錄中並無有關新確實業之任何相關債務。根據所取得之法律意見，由於有關申索已經悉數抵銷而向萬達鈴通訊及新確通訊發出法定要求償債書通知並無有力根據。然而，假設對萬達鈴通訊及新確通訊提出之申索得直，有關申索將不會對本集團構成任何重大不利影響，原因為萬達鈴通訊及新確通訊均錄得負數的資產淨值以及於上一個財政年度並無重要收益，而該兩間公司在本集團之資產、收益或營運而言屬於並不重要之附屬公司。

除了有關申索以及新確實業的清盤人就新確實業於清盤前的營運而對本公司及其董事提出無根據的申訴，於本中期報告日期，本集團概無成員公司涉及任何重大訴訟或仲裁，就董事所知本集團任何成員公司亦概無面臨任何待決或可能提出之重大訴訟或申索。

## 僱員

本集團之酬金政策，乃參考市況就僱員之表現而制定。董事會可酌情授予執行董事及僱員購股權，作為彼等對本集團貢獻之獎勵。於回顧期間，本集團並無根據購股權計劃向僱員授出購股權。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

At 30 June 2011, the interests and short positions of the Directors, chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules were as follows:

### Long Position

Ordinary shares of HK\$0.0001 each of the Company

Name of Director  
董事姓名

Malcolm Stephen JACOBS-PATON

Ip Chi Ming

葉志明

Note:

1. The percentage shareholding is calculated on the basis of the Company's issued share capital of 3,918,946,710.

Save as disclosed above, at 30 June 2011, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## 董事及主要行政人員之股份權益

於二零一一年六月三十日，董事、主要行政人員及彼等之聯繫人士在本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被計作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條須記錄於根據該條所存置之登記冊之權益或淡倉；或(iii)根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及淡倉如下：

### 好倉

本公司每股面值0.0001港元之普通股

Number of ordinary shares held  
所持普通股數目

| Personal interests<br>個人權益 | Corporate interests<br>公司權益 | Percentage of the issued share capital of the Company<br>佔本公司已發行股本之百分比<br>(Note 1)<br>(附註1)<br>(%) |
|----------------------------|-----------------------------|--|
|----------------------------|-----------------------------|--|

782,343

-

0.02

44

-

Less than 低於 0.01

附註：

1. 該股權百分比是根據本公司之已發行股本3,918,946,710股計算。

除上文披露者外，於二零一一年六月三十日，本公司董事或主要行政人員在本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，並無擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被計作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條須記錄於根據該條所存置之登記冊之權益或淡倉；或(iii)根據標準守則而須知會本公司及聯交所之權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES

At 30 June 2011, the register of substantial shareholders maintained pursuant to Section 336 of the SFO showed that other than the interests disclosed in "Directors' and Chief Executive's Interests in Shares", the following shareholder had notified the Company of its relevant interests in the issued capital of the Company.

### Long Position

Ordinary shares of HK\$0.0001 each of the Company

| Name of shareholder<br>股東姓名           | Nature of interests<br>權益性質 | Number of ordinary<br>shares held<br>所持普通股數目<br>(Note 1)<br>(附註1) | Percentage of the<br>issued share capital<br>of the Company<br>佔本公司<br>已發行股本之<br>百分比<br>(Note 2)<br>(附註2)<br>(%) |
|---------------------------------------|-----------------------------|---|--|
| CNI Capital Limited (Note 3)<br>(附註3) | Corporate interest<br>法團權益  | 274,000,000   | 6.99%  |

### Notes:

1. The information given above on the number of shares held is based on notifications received by the Company at 30 June 2011.
2. The percentage shareholding is calculated on the basis of the Company's issued share capital of 3,918,946,710.
3. CNI Capital Limited is wholly-owned by Capital VC Limited, a company limited on the Stock Exchange of Hong Kong Limited.

Save as disclosed above, at 30 June 2011, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## 主要股東之股份權益

除「董事及主要行政人員之股份權益」所披露之權益外，按本公司遵照證券及期貨條例第336條存置之主要股東登記冊所披露，於二零一一年六月三十日，已就於本公司已發行股本之相關權益知會本公司之股東如下。

### 好倉

本公司每股面值0.0001港元之普通股

| Name of shareholder<br>股東姓名           | Nature of interests<br>權益性質 | Number of ordinary<br>shares held<br>所持普通股數目<br>(Note 1)<br>(附註1) | Percentage of the<br>issued share capital<br>of the Company<br>佔本公司<br>已發行股本之<br>百分比<br>(Note 2)<br>(附註2)<br>(%) |
|---------------------------------------|-----------------------------|---|--|
| CNI Capital Limited (Note 3)<br>(附註3) | Corporate interest<br>法團權益  | 274,000,000   | 6.99%  |

### 附註：

1. 上列有關持股數目之資料是根據本公司截至二零一一年六月三十日所收到之通知而得出。
2. 該股權百分比是根據本公司之已發行股本3,918,946,710股計算。
3. CNI Capital Limited由首都創投有限公司(其為香港聯合交易所有限公司上市之有限公司)全資擁有。

除上文所披露者外，就本公司董事及主要行政人員所知，於二零一一年六月三十日，並無任何其他人士(本公司董事及主要行政人員除外)於股份或相關股份中擁有或視為擁有任何權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之條文向本公司及聯交所披露，或直接或間接擁有在任何情況可於本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益。

## SHARE OPTIONS SCHEME

On 23 May 2002, a share option scheme (the "Share Option Scheme") was adopted by shareholders under which the Directors may, at their discretion, grant share options to eligible persons including Directors and employees to subscribe shares in the Company.

No share option was granted during the period.

As at 30 June 2011, the number of shares in respect of which share options could be exercisable under the terms of the Share Option Scheme was 397,837 shares representing 0.01% of the shares of the Company in issue at that date.

The following table discloses movements in the Company's share options during the period:

| Name                                 | Notes | Date of grant | Exercisable period  | Exercise price per share | Balance at 1/1/2011 | Granted during the period | Exercised during the period | Forfeited during the period | Expired during the period | Balance at 30/6/2011 |
|--------------------------------------|-------|---------------|---------------------|--------------------------|---------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|----------------------|
| 姓名                                   | 附註    | 授出日期          | 行使期                 | 每股行使價<br>HK\$<br>港元      | 於二零一一年一月一日之結餘       | 於期內授出                     | 於期內行使                       | 於期內沒收                       | 於期內屆滿                     | 於二零一一年六月三十日之結餘       |
| (A) DIRECTORS                        |       |               |                     |                          |                     | (A) 董事                    |                             |                             |                           |                      |
| -                                    | -     | -             | -                   | -                        | -                   | -                         | -                           | -                           | -                         | -                    |
| Sub-total小計                          |       |               |                     |                          | -                   | -                         | -                           | -                           | -                         | -                    |
| (B) EMPLOYEES (OTHER THAN DIRECTORS) |       |               |                     |                          |                     | (B) 僱員 (不包括董事)            |                             |                             |                           |                      |
|                                      | 1 & 2 | 25/5/2007     | 25/5/2007-24/5/2012 | 0.409                    | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |
| Sub-total小計                          |       |               |                     |                          | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |
| Total總計                              |       |               |                     |                          | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |

Notes:

- The share options were granted pursuant to the Share Option Scheme.
- The share options are exercisable subject to (i) up to 50% of the options are exercisable from 25 May 2007 to 24 May 2008; (ii) all remaining share options are exercisable from 25 May 2008 to 24 May 2012.

## 購股權計劃

於二零零二年五月二十三日，本公司股東採納購股權計劃（「購股權計劃」），據此，董事可按其酌情權授出購股權予合資格人士（包括董事及僱員），以認購本公司股份。

期內並無授出購股權。

於二零一一年六月三十日，根據購股權計劃條款可予行使之購股權涉及之股份數目為397,837股，相當於在該日期本公司已發行股份之0.01%。

下表披露本公司購股權於期內之變動：

| Name                                 | Notes | Date of grant | Exercisable period  | Exercise price per share | Balance at 1/1/2011 | Granted during the period | Exercised during the period | Forfeited during the period | Expired during the period | Balance at 30/6/2011 |
|--------------------------------------|-------|---------------|---------------------|--------------------------|---------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|----------------------|
| 姓名                                   | 附註    | 授出日期          | 行使期                 | 每股行使價<br>HK\$<br>港元      | 於二零一一年一月一日之結餘       | 於期內授出                     | 於期內行使                       | 於期內沒收                       | 於期內屆滿                     | 於二零一一年六月三十日之結餘       |
| (A) DIRECTORS                        |       |               |                     |                          |                     | (A) 董事                    |                             |                             |                           |                      |
| -                                    | -     | -             | -                   | -                        | -                   | -                         | -                           | -                           | -                         | -                    |
| Sub-total小計                          |       |               |                     |                          | -                   | -                         | -                           | -                           | -                         | -                    |
| (B) EMPLOYEES (OTHER THAN DIRECTORS) |       |               |                     |                          |                     | (B) 僱員 (不包括董事)            |                             |                             |                           |                      |
|                                      | 1 & 2 | 25/5/2007     | 25/5/2007-24/5/2012 | 0.409                    | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |
| Sub-total小計                          |       |               |                     |                          | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |
| Total總計                              |       |               |                     |                          | 464,409             | -                         | -                           | 66,572                      | -                         | 397,837              |

附註：

- 該等購股權乃根據購股權計劃授出。
- 該等購股權可予以行使，惟須受以下規限：(i)由二零零七年五月二十五日起至二零零八年五月二十四日止期間可行使最多50%之購股權；(ii)餘下所有購股權可由二零零八年五月二十五日起至二零一二年五月二十四日止期間行使。

## GUARANTEES TO AFFILIATED COMPANIES

At 30 June 2011, no guarantees given by the Group to banks in respect of banking facilities granted to any jointly controlled entity.

## AUDIT COMMITTEE

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the audit of the Company.

The Audit Committee was established in March 2000 with defined written terms of reference which describe the authorities and duties of the Audit Committee. The Audit Committee currently consists of three members, all of whom are independent non-executive Directors ("INEDs") namely Dr. HUI Ka Wah Ronnie, Mr. HO Kwan Tat and Mr. Lo Chi Ming, Anthony, of which Dr. HUI Ka Wah Ronnie is the chairman. The unaudited financial statements of the Group for the six months ended 30 June 2011 have been reviewed by the Audit Committee.

## CORPORATE GOVERNANCE

The Company is committed to high standards of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize a quality Board, sound internal control, transparency, independence and accountability to all shareholders.

Throughout the period, the Group had applied the principles as set out in the Code of Corporate Governance Practices (the "CG Code") in Appendix 14 of the Listing Rules, except for the deviation from Code Provision A.4.1 in respect of the service term of directors.

Pursuant to Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term subject to re-election. None of the existing INEDs are engaged on specific term, and it constituted a deviation from Code Provision A.4.1 of the CG Code. However all Directors, including INEDs are subject to retirement by rotation at each annual general meeting at least once every three years under the Company's Bye-laws. In the circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transaction. Based on specific enquiry of all the Directors, the Directors have complied with the required standard as set out in the Model Code throughout the period.

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

During the period, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities.

## ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to thank our customers, suppliers and staff for their continued support, and to assure shareholders and bondholders that we will work tirelessly to improve the Company's performance.

By Order of the Board  
Suncorp Technologies Limited  
Mr. Ip Chi Ming  
Executive Director

Hong Kong, 23 August 2011

## 對聯屬公司之擔保

於二零一一年六月三十日，本集團並無就授予任何合營公司之銀行融資而向銀行提供擔保。

## 審核委員會

審核委員會就有關本公司審核工作範圍內的事宜為董事會與本公司核數師之間提供重要連繫。

審核委員會於二零零零年三月成立並以書面具體列明審核委員會之職權和職責範圍。審核委員會目前有三名成員，彼等皆為獨立非執行董事（「獨立非執行董事」），即許家驊醫生，太平紳士、何君達先生和及勞志明先生，而許家驊醫生，太平紳士為主席。審核委員會已審閱本集團截至二零一一年六月三十日止六個月之未經審核財務報表。

## 企業管治

本公司致力維持高水平之良好企業管治常規及程序。本公司之企業管治原則著重優秀之董事會、穩健之內部監控、透明度、獨立性及向全體股東問責。

於本期間，本集團已應用上市規則附錄十四企業管治常規守則（「企業管治守則」）所載的原則，惟於有關董事服務年期之守則條文A.4.1卻有所偏離。

根據企業管治守則之守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。概無現任獨立非執行董事以指定任期委任，此舉構成與企業管治守則之守則條文A.4.1之偏離。然而，根據本公司之公司細則，於每屆股東週年大會上，全體董事（包括獨立非執行董事）均須至少每三年輪值退任一次。有鑑於此，董事會認為目前之常規已經回應企業管治守則在此方面之關注。

## 董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為本身有關董事進行證券交易之行為守則。根據對全體董事作出特定查詢後所知，董事於本期間已遵守標準守則所載之規定標準。

## 購買、出售或贖回本公司之上市證券

期內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

## 致謝

本人謹代表董事會，對一眾客戶、供應商及員工一直的支持致謝；並謹此向股東及債券持有人保證，集團上下將繼續努力不懈，致力改善本公司之表現。

承董事會命  
新確科技有限公司  
執行董事  
葉志明先生

香港，二零一一年八月二十三日