

## Other Information

### Interim Dividend

The Board has recommended to pay an interim dividend of HK1.3 cents (Six months ended 30 June 2004: HK2.4 cents) per share to shareholders whose names appear on the register of members on 12 October 2005.

### Closure of Register of Members

The Company's share register will be closed from Thursday, 6 October 2005 to Wednesday, 12 October 2005, both dates inclusive. During these dates, no transfer of shares will be registered. Dividend cheques will be dispatched to shareholders on or about Tuesday, 18 October 2005. In order to qualify for the interim dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong not later than 4:00 p.m. on Wednesday, 5 October 2005.

## 其他資料

### 中期股息

董事會建議向於二零零五年十月十二日名列本公司股東名冊的股東宣派中期股息，每股 1.3 港仙（截至二零零四年六月三十日止六個月：2.4 港仙）。

### 暫停辦理股份過戶登記手續

本公司之股份過戶登記處將於二零零五年十月六日（星期四）至二零零五年十月十二日（星期三）（包括首尾兩天）暫停開放，期間將不會辦理股份過戶手續。股息支票將於二零零五年十月十八日（星期二）或相近日子寄發予股東。為符合取得中期股息的資格，所有已辦妥的過戶文件連同有關股票最遲須於二零零五年十月五日（星期三）下午四時正前送抵本公司的股份過戶登記處，標準證券登記有限公司，地址為香港灣仔告士打道 56 號東亞銀行港灣中心地下。

## Share Option Scheme

The Company has a share option scheme which was adopted on 16 June 2003, whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including Directors of any company in the Group, advisors and consultants to take up options to subscribe for shares of the Company. The purpose of this scheme is to provide incentives and rewards to employees and eligible persons for their contributions to the Group. The share option scheme shall be valid and effective for a period of ten years ending on 15 June 2013, after which no further options can be granted. The exercise price of options is the highest of (i) the nominal value of the shares; (ii) the closing price of the shares on the Stock Exchange on the date of grant; and (iii) the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant. The options are exercisable progressively between one to three years from the first day of the month granting options and will expire at the end of a period to be notified by the board to each option-holder upon the grant of option, such period not to exceed the expiry date of the scheme.

The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the share option scheme shall not exceed 30% of the issued share capital of the Company from time to time. Subject always to the above overall limit, the Directors may grant options under the share option scheme, generally and without further authority, in respect of such number of shares which may be issued upon exercise of all options to be granted under the share option scheme not exceeding 10% of the issued share capital of the Company as at 4 July 2003, being the date on which the Company's shares were listed on the Main Board of the Stock Exchange. For the purpose of calculating the above, options lapsed in accordance with the share option scheme shall not be counted.

## 購股權計劃

本公司已於二零零三年六月十六日採納一項購股權計劃，據此，本公司之董事獲授權酌情向本集團之僱員（包括本集團任何公司之董事）、顧問及諮詢人提出接納可認購本公司股份之購股權之要約。計劃旨在向為本集團作出貢獻之僱員及合資格人士提供獎勵及報酬。購股權計劃將於截至二零一三年六月十五日止十年內一直有效及生效，其後將不得再授出任何購股權。購股權之行使價為下列三項之較高者：(i) 股份之面值；(ii) 於授出日期股份於香港聯交所之收市價；及(iii) 於緊接授出日期前五個營業日股份於香港聯交所之平均收市價。購股權於該月授出購股權之第一日起計約一年至三年間漸次地行使，並在董事會授出購股權時通知各購股權持有人之期間結束時屆滿，惟該等期間不可超出該計劃之終結日。

於行使所有根據購股權計劃已授出惟未行使購股權時可能發行之股份總數量最多不得超過本公司不時已發行股本之30%。在一直遵守以上總限額之情況下，董事可在一般及不再有進一步授權情況下授出購股權，所涉股份數目為於行使根據購股權計劃之所有購股權時可能發行之股數，其不超過本公司於二零零三年七月四日（即本公司股份在聯交所主板上市之日期）已發行股本之10%。就計算上述股份數目而言，根據購股權計劃而失效之購股權將不在計算之列。

The total number of ordinary shares available for issue under the share option scheme as at 30 June 2005 was 30,000,000 shares (including options for 20,400,000 shares that have been granted but not yet lapsed or exercised) which represented 9.58% of the issued share capital of the Company at 30 June 2005. In respect of the maximum entitlement of each participant under the scheme, the total number of ordinary shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Company's ordinary shares in issue, unless approved by the shareholders in general meeting.

As at 30 June 2005, the Directors and employees of the Group and certain eligible persons had the following interests in options to subscribe for shares of the Company (market value per share at 30 June 2005 is HK\$0.75) granted at nominal consideration under the share option scheme of the Company. The options are unlisted. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.1 each of the Company.

於二零零五年六月三十日，購股權計劃下可供發行之普通股總數為 30,000,000 股股份（包括已授出但仍未失效或行使可認購 20,400,000 股股份之購股權），相當於二零零五年六月三十日本公司已發行股本之 9.58%。就每一名參與者於計劃下可獲之最高配額，每名參與者於任何十二個月期間因行使購股權（包括已行使、註銷及尚未行使之購股權）已獲發行及將獲發行之普通股總數，不得超過本公司已發行普通股之 1%，除非獲股東在股東大會上批准則作別論。

於二零零五年六月三十日，本集團董事及僱員及部分合資格人士於根據本公司購股權計劃以象徵式代價授出可認購本公司股份（於二零零五年六月三十日之每股市場價值為 0.75 港元）之購股權中，持有以下權益。購股權並無上市。每份購股權賦與持有人權利認購本公司每股面值 0.1 港元之普通股一股。

Name or category of Participant	Number of share options 購股權數目			Grant date	Exercise period (both dates inclusive)	Exercise Price	Closing price on grant date	Note
	At 1 January 2005	Lapsed during the period	At 30 June 2005					
參與者姓名或類別	於二零零五年一月一日	期內已註銷失效	於二零零五年六月三十日	授出日期	行使期 (首尾兩日包括在內)	行使價 HK\$ 港元	授出日期 之收市價 HK\$ 港元	附註
Executive Directors 執行董事								
Mr. Kim Sun Cheol 金善哲先生	1,000,000	–	1,000,000	7 July 2003 二零零三年七月七日	1 July 2004 to 30 June 2008 二零零四年七月一日 至二零零八年六月三十日	1.294	1.25	2(a)
Mr. Woo Nam Jin 馮南珍先生	1,000,000	–	1,000,000	6 May 2004 二零零四年五月六日	1 May 2005 to 30 April 2009 二零零五年五月一日 至二零零九年四月三十日	1.666	1.63	2(b)
Mr. Lee Byung Kwan (note 4) 李炳寬先生 (附註4)	1,000,000	(1,000,000)	–	7 July 2003 二零零三年七月七日	1 July 2004 to 30 June 2008 二零零四年七月一日 至二零零八年六月三十日	1.294	1.25	2(a)
Employees 僱員	10,000,000	(500,000)	9,500,000	7 July 2003 二零零三年七月七日	1 July 2004 to 30 June 2008 二零零四年七月一日 至二零零八年六月三十日	1.294	1.25	2(a)
Other eligible persons 其他合資格人士	8,900,000	–	8,900,000	7 July 2003 二零零三年七月七日	1 July 2004 to 30 June 2008 二零零四年七月一日 至二零零八年六月三十日	1.294	1.25	2(a)

Note:

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

(2) The maximum percentage of the share options being exercisable is determined in stages as follows:

(a) On or after 1st year anniversary (or 1 July 2004)	於一周年(或二零零四年七月一日) 當日或之後	30%
On or after 2nd year anniversary (or 1 July 2005)	於兩周年(或二零零五年七月一日) 當日或之後	Another 另外30%
On or after 3rd year anniversary (or 1 July 2006)	於三周年(或二零零六年七月一日) 當日或之後	Another 另外40%
(b) On or after 1st year anniversary (or 1 May 2005)	於一周年(或二零零五年五月一日) 當日或之後	30%
On or after 2nd year anniversary (or 1 May 2006)	於兩周年(或二零零六年五月一日) 當日或之後	Another 另外30%
On or after 3rd year anniversary (or 1 May 2007)	於三周年(或二零零七年五月一日) 當日或之後	Another 另外40%

(3) Pursuant to the terms of the share option scheme, any unexercised share options granted to employees, including Directors will lapse three months after their cessation of employments.

(4) Mr. Lee Byung Kwan resigned as a Director of the Company on 1 January 2005 and his share options under the share option scheme lapsed during the period.

Apart from the foregoing, at no time during the period was the Company and its subsidiary a party to any arrangement to enable the Directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

附註：

(1) 授予董事之購股權乃以董事之姓名登記，而彼等亦為實益擁有人。

(2) 購股權可予行使之最高百分比如下：

		30%
		Another 另外30%
		Another 另外40%
		30%
		Another 另外30%
		Another 另外40%

(3) 根據購股權計劃之條款，任何授予僱員（包括董事）但尚未行使之購股權，將於彼等不再為僱員三個月後失效。

(4) 李炳寬先生於二零零五年一月一日辭去本公司之董事職務，該購股權計劃之購股權於期內失效。

除上述者外，本公司及其附屬公司概無於本期間內任何時間訂立任何安排，致使本公司董事或其任何配偶或未滿十八歲之子女可藉購入本公司或任何其他法人團體之股份或債券而取得利益。

## Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2005, the interests and short positions of the Directors and Chief Executive of the Company, who held office as at 30 June 2005, in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are 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 and short positions which they are deemed or taken to have under such provisions of the SFO, or which are required, pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (collectively "discloseable interests") were as follows:

(i) *Interests in issued shares*

### Ordinary shares of HK\$0.1 each

		每股面值0.1港元之普通股				
Name of directors	董事姓名	Beneficial owned interest	Interest of controlled corporations	Equity derivatives	Total number of shares held	% of total issued shares
		實益擁有之權益	受控制法團之權益	股本衍生工具	持有之股份總數	佔已發行股份百分比
The Company	本公司					
Mr. Yang Jai Sung	梁在星先生	111,286,057	94,713,943	–	206,000,000	65.75%
			(note 1) (附註1)			
Mr. Kim Sun Cheol	金善哲先生	698,000	–	1,000,000	1,698,000	0.54%
Mr. Woo Nam Jin	禹南珍先生	–	–	1,000,000	1,000,000	0.32%

## 董事及主要行政人員於股份及相關股份之權益及淡倉權益

於二零零五年六月三十日之在職董事及行政總裁在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及公司債券中，擁有下列根據證券及期貨條例第十五部第7及8分部規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關規定，彼等被視為或認為擁有之權益或淡倉），或根據證券及期貨條例第352條規定須記錄於該條例所述之登記冊內之權益或淡倉，或根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉（統稱「須予披露權益」）：

(i) *已發行股份權益*

## Note:

(1) Mr. Yang Jai Sung and his relatives are interested in 79.5% of the issued share capital of Kwang Sung Electronics Co., Ltd. ("Kwang Sung Korea") and therefore Mr. Yang Jai Sung is deemed or taken to be interested in these ordinary shares which are beneficially owned by Kwang Sung Korea for the purpose of the SFO.

(2) These represented interests of options granted to directors under the share option scheme to subscribe for shares of the Company. Further details are set out in the section "Share Option Scheme" above.

(ii) *Interests in underlying shares*

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

Saved as disclosed above, no Director or Chief Executive of the Company had any interest or short position, whether beneficial or non-beneficial, in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

## 附註：

(1) 由於梁在星先生及其親屬擁有株式會社光星電子（「韓國光星」）已發行股本之 79.5% 權益，故此就證券及期貨條例而言，梁在星先生被視為或被認為擁有韓國光星實益擁有之該等股份之權益。

(2) 該等權益指根據購股權計劃授予董事認購本公司股份之購股權權益，進一步詳情載於上文「購股權計劃」一節。

(ii) *相關股份權益*

根據本公司之購股權計劃，本公司之董事及行政總裁已獲授予購股權，有關詳情載於上文「購股權計劃」一節。

除上文披露外，公司任何董事或主要行政人員並無實益或非實益擁有於公司或其相聯法團（定義見證券及期貨條例第十五部）的股份、相關股份的權益或淡倉。

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

The Company has been notified of the following interests in the Company's issued shares at 30 June 2005 amounting to 5% or more of the ordinary shares in issue:

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零零五年六月三十日，本公司已得悉有下列佔本公司已發行普通股 5% 或以上之權益：

#### Ordinary shares of HK\$0.1 each

每股面值0.1港元之普通股

		Interest of			Total	
		Beneficial	controlled	Interest	number of	% of total
		owner	corporations	of spouse	shares held	issued shares
		實益	受控制法團	配偶之	持有之	佔已發行
		擁有人	之權益	權益	股份總數	股份總百分比
Mr. Yang Jai Sung	梁在星先生	111,286,057	94,713,943	–	206,000,000	65.75%
Madam Kang	姜美英女士					
Mi Young (note 1)	(附註1)	–	–	206,000,000	206,000,000	65.75%
Kwang Sung Korea	韓國光星	94,713,943	–	–	94,713,943	30.23%
Arisaig Greater China						
Fund Limited						
("Arisaig")		18,390,000	–	–	18,390,000	5.87%
Arisaig Partners						
(Mauritius) Ltd						
("Arisaig Partners")						
(note 2)	(附註2)	–	18,390,000	–	18,390,000	5.87%
Mr. Lindsay William						
Ernest Cooper						
(note 3)	(附註3)	–	18,390,000	–	18,390,000	5.87%
Jayhawk China Fund						
(Cayman), Ltd						
("Jayhawk")		19,228,000	–	–	19,228,000	6.14%
Mr. Kent C. McCarthy						
(note 4)	(附註4)	–	19,228,000	–	19,228,000	6.14%



## Note:

- (1) Madam Kang Mi Young is the wife of Mr. Yang Jai Sung and is deemed to be interested in these ordinary shares in which Mr. Yang Jai Sung is deemed or taken to be interested for the purpose of the SFO.
- (2) These ordinary shares are held by Arisaig Partners in the capacity of investment manager of Arisaig, which are duplicated by those held by Arisaig.
- (3) Mr. Cooper is deemed or taken to be interested in these ordinary shares through his indirect 33% beneficial interest in Arisaig Partners. These interests are duplicated by those disclosed in note 2 above.
- (4) Mr. McCarthy is deemed or taken to be interested in these ordinary shares through his indirect 100% control in Jayhawk. These interests are duplicated by those beneficially owned by Jayhawk.

Save as disclosed above, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

## 附註：

- (1) 姜美英女士為梁在星先生之妻子，就證券及期貨條例而言，彼被視為擁有梁在星先生被視為或被認為擁有權益之該等普通股之權益。
- (2) 該等普通股由 Arisaig Partners 以 Arisaig 之投資經理之身份持有，並與 Arisaig 所持有之普通股屬同一批。
- (3) Cooper 先生透過彼於 Arisaig Partners 持有之 33% 間接權益而被視為或被認為擁有該等普通股之權益。該等權益與上文附註 2 所披露者屬同一批。
- (4) McCarthy 先生透過彼於 Jayhawk 之 100% 間接控制權而被視為或被認為擁有該等普通股之權益。該等權益與 Jayhawk 實益擁有之權益屬同一批。

除上文所披露者外，本公司並無得悉有其他需要記錄於依照證券及期貨條例第 336 條存置之登記冊內之權益。

### Directors' Interests in Contracts

Kwang Sung Korea is a major shareholder of the Company and one of the Company's five largest customers and suppliers. Mr. Yang Jai Sung and his relatives, Mr. Kim Sun Cheol were interested in these arrangements as shareholders holding 79.5% and 5.7% interests respectively in the share capital of Kwang Sung Korea.

Apart from the foregoing and the related party transactions as disclosed in note 16 on the unaudited interim financial report, no contract of significance to which the Company, and its subsidiary was a party, in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

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

Neither the Company nor its subsidiary has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2005.

### 董事在合約的利益

韓國光星是本公司之主要股東，並為本公司五大客戶及五大供應商之一。梁在星先生及其親屬以及金善哲先生因作為分別持有韓國光星股本79.5%及5.7%權益之韓國光星股東，而於該等安排中佔有權益。

除上文所述根據未經審核中期財務報告附註16所披露之關連人士交易外，於本期間結束時或於本期間內任何時間，本公司及其附屬公司並無訂立任何重大且本公司董事於當中直接或間接擁有重大權益之合約。

### 購買、出售或贖回本公司上市證券

截至二零零五年六月三十日止六個月內，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

### Disclosure Pursuant to the Listing Rules 13.13

As at 30 June 2005, there were 313,300,000 shares of the Company in issue. Based on the average closing price of the Company's shares of HK\$0.75 per share for the five business days immediately preceding 30 June 2005. The market capitalisation of the Company was approximately HK\$234,975,000 as at 30 June 2005.

The table below sets out the details, as required by Rule 13.15 of the Listing Rules of advance to entities by the Group, which continued to exist and were disclosureable pursuant to Rule 13.13 of the Listing Rules as at 30 June 2005:

根據上市規則第 13.13 條作出的披露於二零零五年六月三十日，本公司共有 313,300,000 股已發行股份。按本公司股份於緊接二零零五年六月三十日前 5 個營業日之平均收市價每股 0.75 港元計算。本公司於二零零五年六月三十日之總市值約為 234,975,000 港元。

下表根據上市規則第 13.15 條之規定載列本集團墊款予實體之詳細資料。該等墊款於二零零五年六月三十日仍然存在，並須遵照上市規則第 13.13 條作出披露：

Name of entity 實體名稱		Aggregate amount due to the Group as at 30 June 2005	Percentage of market capitalisation
		於二零零五年六月三十日 應付本集團總金額	佔市值之百分比
LG Electronics (Huizhou) Inc. and LG Electronics HK Ltd. (collectively the "LG customer group")	LG Electronics (Huizhou) Inc. 及 LG Electronics HK Ltd. (統稱「LG 客戶集團」)	27,626,000	11.8%
Samsung Electronics Huizhou Co., Ltd., Samsung Electronics HK Co. Ltd., Samsung Electro-Mechanics (Thailand) Co., Ltd. and Samsung Electro-Mechanics (HK) Ltd. (collectively, the "Samsung customer group")	Samsung Electronics Huizhou Co., Ltd., Samsung Electronics HK Co. Ltd., Samsung Electro-Mechanics (Thailand) Co., Ltd. 及 Samsung Electro-Mechanics (HK) Ltd. (統稱「三星客戶集團」)	25,281,000	10.8%

The said advances, which are unsecured and interest free and with payment terms of 60 days after month end statement, to LG customer group and Samsung customer group represented accounts receivables due from these two entities for the sales of the Groups' products under ordinary course of the business of the Group.

該貸款為無抵押及免息，及為本集團就日常業務向 LG 客戶集團及三星客戶集團提供本集團產品而產生的應收賬款。此等賬款應於月結單發出後 60 天內付清。

### Compliance of Corporate Governance Code

Throughout the period under review, the Company has adopted all provisions as set out in the Code on Corporate Governance Practices in Appendix I4 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which came into effect on 1 January 2005. As at the date of this announcement, the Company has complied with all applicable code provisions in Appendix I4.

### Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix I0 of the Listing Rules. Following specific enquiry by the Company, all Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the period under review.

### Audit Committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The audit committee consists of three independent non-executive directors and a non-executive director. The primary duties of the audit committee are to oversee the financial reporting process and the adequacy and effectiveness of the Company's system of internal control.

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters, including the review of the unaudited interim financial report for the six months ended 30 June 2005.

By order of the Board

**Yang Ho Sung**

Chairman

Hong Kong, 16 September 2005

### 遵守企業管治守則

於回顧期間內，本公司已採納於二零零五年一月一日生效之聯交所證券上市規則附錄 I4 內企業管治常規守則所有規定。於公佈日期，本公司已遵守附錄 I4 所載之所有適用守則規定。

### 遵守董事進行證券交易標準守則

本公司已採納上市規則附錄 I0 所載之上市發行人董事進行證券交易標準守則（「標準守則」）。經本公司作出特定查詢後，所有董事已確認彼等已於回顧期間內一直遵守標準守則所規定之準則。

### 審核委員會

本公司已成立審核委員會，並按照香港會計師公會建議之指引以書面訂明其職權範圍。審核委員會由三名獨立非執行董事及一名非執行董事組成。審核委員會之主要職務為監察本公司之財務呈報程序，及監察本公司內部監控制度是否足夠及有效。

審核委員會已經與管理層檢討本集團採用之會計準則及慣例，並已討論內部監控及財務呈報事宜，包括審閱截至二零零五年六月三十日止六個月之未經審核中期財務報告。

承董事會命

主席

**梁皓星**

香港，二零零五年九月十六日