



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 2012  
截至二零一二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 2012 together with the comparative figures in 2011, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2012

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」)截至二零一二年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一一年之比較數字如下：

簡明綜合全面收益表

截至二零一二年六月三十日止六個月

		Notes	2012 (Unaudited) 二零一二年 (未經審核) HK\$'000 千港元	2011 (Unaudited) 二零一一年 (未經審核) HK\$'000 千港元
		附註		
Revenue	收益	2	188,878	106,016
Cost of sales	銷售成本		(174,001)	(102,853)
Gross profit	毛利		14,877	3,163
Other income and gains	其他收入及收益	3	785	1,961
Distribution and selling expenses	銷售及分銷開支		(17,240)	(11,200)
Operating expenses	經營開支		(13,014)	(16,097)
Fair value change on held-for-trading investments	持有作買賣之投資之公平值變動		(4,736)	(1,972)
Fair value change on 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公平值變動			
Finance costs	財務成本	11	(1,034)	26,333
			(626)	(820)
(Loss)/profit before tax	除稅前(虧損)/溢利		(20,988)	1,368
Income tax expense	所得稅支出	5	-	(2,601)
Loss for the period	期間虧損	4	(20,988)	(1,233)
Other comprehensive (expense)/income	其他全面(開支)/收益			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		(158)	405
Total comprehensive expense for the period	期間全面開支總額		(21,146)	(828)
Loss per share	每股虧損	6		
- Basic (HK cents per share)	- 基本(每股港仙)		(0.13)	(0.01)
- Diluted (HK cents per share)	- 攤薄(每股港仙)		(0.13)	(0.25)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

		Notes	At 30 June 2012 (Unaudited) 於二零一二年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2011 (Audited) 於二零一一年 十二月三十一日 (經審核) HK\$'000 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	9,668	12,242
Interest in a jointly controlled entity	於一間合營公司之權益		-	-
			<u>9,668</u>	<u>12,242</u>
<b>Current assets</b>	<b>流動資產</b>			
Trade, bills and other receivables	應收貿易賬款、應收票據及其他 應收款項	9	25,764	41,430
Trade and other receivables from a jointly controlled entity	應收一間合營公司貿易賬款及 其他應收款項		-	-
Bills receivable discounted with full recourse	附有全面追索權之應收貼現票據		3,331	14,414
Held-for-trading investments	持有作買賣之投資		11,301	11,939
Bank balances and cash	銀行結餘及現金		19,721	11,475
			<u>60,117</u>	<u>79,258</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	36,175	30,665
Advance drawn on bills receivable discounted with full recourse	預支附有全面追索權之應收 貼現票據之墊款		3,331	14,414
Amounts due to former directors	應付前董事款項		33,131	32,609
Trade and other payables to a jointly controlled entity	應付一間合營公司貿易賬款及 其他應付款項		38,310	39,805
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	11	39,410	38,477
			<u>150,357</u>	<u>155,970</u>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<u>(90,240)</u>	<u>(76,712)</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>(80,572)</u>	<u>(64,470)</u>
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	12	470	392
Reserves	儲備		(81,042)	(64,862)
<b>Total equity</b>	<b>總權益</b>		<u>(80,572)</u>	<u>(64,470)</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 owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Contributed surplus	Other capital reserve	Translation reserve	Share option reserve	Accumulated losses	Total equity
		股本	股份溢價	繳入盈餘	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	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
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)
Loss for the period	期間虧損	-	-	-	-	-	-	(1,233)	(1,233)
Other comprehensive income for the period	期間其他全面收益	-	-	-	-	405	-	-	405
Total comprehensive income/(expense) for the period	期間全面收益/(開支)總額	-	-	-	-	405	-	(1,233)	(828)
Capital reduction	削減股本	(273,005)	-	273,005	-	-	-	-	-
Reduction of contributed surplus	削減繳入盈餘	-	-	(273,005)	-	-	-	273,005	-
Issue of shares by way of placing	以配售方式發行股份	118	43,572	-	-	-	-	-	43,690
At 30 June 2011	於二零一一年六月三十日	392	446,297	-	14,945	652	107	(459,714)	2,679
At 1 January 2012	於二零一二年一月一日	392	446,297	-	14,945	(2)	92	(526,194)	(64,470)
Loss for the period	期間虧損	-	-	-	-	-	-	(20,988)	(20,988)
Other comprehensive expense for the period	期間其他全面開支	-	-	-	-	(158)	-	-	(158)
Total comprehensive expense for the period	期間全面開支總額	-	-	-	-	(158)	-	(20,988)	(21,146)
Issue of shares by way of placing	以配售方式發行股份	78	4,966	-	-	-	-	-	5,044
At 30 June 2012	於二零一二年六月三十日	470	451,263	-	14,945	(160)	92	(547,182)	(80,572)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
For the six months ended 30 June 2012

**簡明綜合現金流量報表**  
截至二零一二年六月三十日止六個月

		2012 (Unaudited) 二零一二年 (未經審核) HK\$'000 千港元	2011 (Unaudited) 二零一一年 (未經審核) HK\$'000 千港元
Net cash generated from/(used in) operating activities	經營業務所得／(動用)之現金淨額	9,301	(55,364)
Net cash generated from/(used in) investing activities	投資業務所得／(動用)之現金淨額	6,164	(4,365)
Net cash (used in)/generated from financing activities	融資業務(動用)／所得之現金淨額	(7,012)	73,686
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	8,453	13,957
Effect of foreign exchange rate changes	外幣匯率變動之影響	(207)	318
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	11,475	25,361
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>19,721</u>	<u>39,636</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2012

### 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 on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard 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 financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2011.

In the current interim period, the Group have applied, for the first time, amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants which are effective for the financial year beginning on 1 January 2012.

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

The Group has not early applied the following amendments to HKFRSs that have been issued after the date the consolidated financial statements for the year ended 31 December 2011 were authorised for issuance and are not yet effective:

Amendments to HKFRSs	Annual improvements to HKFRSs 2009–2011 cycle <sup>1</sup>
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance <sup>1</sup>

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

The directors of the Company anticipate that the application of these amendments to HKFRSs will have no material impact on the condensed consolidated financial statements.

## 簡明綜合財務報表附註

截至二零一二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。

簡明綜合財務報表所採用之會計政策與編製本集團截至二零一一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，本集團已首次應用由香港會計師公會頒佈並對二零一二年一月一日開始之財政年度生效之香港財務報告準則（「香港財務報告準則」）修訂。

於本中期期間應用此等香港財務報告準則修訂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於截至二零一一年十二月三十一日止年度綜合財務報表授權刊發日期後已頒佈但尚未生效之香港財務報告準則修訂：

香港財務報告準則之修訂	香港財務報告準則之年度改進（二零零九年及二零一一年週期） <sup>1</sup>
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂	綜合財務報表、合資安排及披露於其他實體之權益：過渡指引 <sup>1</sup>

<sup>1</sup> 於二零一三年一月一日或之後開始之年度期間生效

本公司董事預期應用此等香港財務報告準則修訂將不會對簡明綜合財務報表構成重要影響。

## 2. Revenue and segment information

Revenue represents the gross amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, during the year.

The Company's 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. Operating segment is identified with reference to these.

The Company's directors consider that the telephones and related equipment business is the sole reportable operating segment of the Group. Additional disclosure in relation to segment information is not presented as the directors assess the performance of the sole 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 information

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 來自外界客戶之收益		Non-current assets 非流動資產	
	Six months ended 30 June 截至六月三十日止六個月	At 30 June 於二零一二年六月三十日	At 30 June 於二零一二年六月三十日	At 31 December 於二零一一年十二月三十一日
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Asia 亞洲	109,088	50,446	9,668	12,242
Africa 非洲	2,337	-	-	-
Middle East 中東	6,083	6,582	-	-
Central Europe 中歐	866	3,055	-	-
Eastern Europe 東歐	4,150	6,253	-	-
Western Europe 西歐	66,354	39,680	-	-
	<b>188,878</b>	<b>106,016</b>	<b>9,668</b>	<b>12,242</b>

### Information about major customers

Revenues from customers of corresponding periods 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	
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Customer A 客戶甲	51,413	27,414
Customer B 客戶乙	N/A 不適用 <sup>1</sup>	11,317
Customer C 客戶丙	25,268	11,040
Customer D 客戶丁	31,005	N/A 不適用 <sup>1</sup>
Customer E 客戶戊	19,356	N/A 不適用 <sup>1</sup>

<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

收益代表本集團年內向外界客戶出售貨品之已收及應收款項總額，扣除退貨及折扣。

本公司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。營運分類則是參照上文所述而劃分。

本公司董事認為，電話及相關設備業務是本集團的唯一須予報告營運分類。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

於相應期間佔本集團總銷售逾10%之客戶收益如下：

	Six months ended 30 June 截至六月三十日止六個月	
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
客戶甲	51,413	27,414
客戶乙	N/A 不適用 <sup>1</sup>	11,317
客戶丙	25,268	11,040
客戶丁	31,005	N/A 不適用 <sup>1</sup>
客戶戊	19,356	N/A 不適用 <sup>1</sup>

<sup>1</sup> 相應收益並不佔本集團總銷售逾10%。

3. Other income and gains

Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益
Interest income on bank deposits	銀行存款之利息收入
Reversal of impairment loss recognised on trade receivables	撥回應收貿易賬款之已確認減值虧損
Sundry income	雜項收入

3. 其他收入及收益

Six months ended 30 June 截至六月三十日止六個月	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
501	-
2	-
-	1,802
282	159
<b>785</b>	<b>1,961</b>

4. Loss for the period

Loss for the period has been arrived at after charging:	期間虧損已扣除下列各項：
Cost of inventories recognised as an expense	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	匯兌虧損淨額
Staff costs including directors' remuneration	員工成本，包括董事酬金

4. 期間虧損

Six months ended 30 June 截至六月三十日止六個月	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
133,234	73,430
1,712	1,960
24	36
33,076	24,112

5. Income tax expense

Under provision in prior year – Hong Kong Profits Tax	過去年度撥備不足 – 香港利得稅
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5. 所得稅支出

Six months ended 30 June 截至六月三十日止六個月	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
-	2,601

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

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。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (for both periods).

中國附屬公司於兩段期間須按25%繳納中國企業所得稅。

## 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	虧損
Loss for the purposes 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 designated 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 purposes 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: Share options Convertible loan notes	潛在攤薄普通股之影響： 購股權 可換股貸款票據
Weighted average number of ordinary shares for the purpose of diluted loss per share	用於計算每股攤薄虧損之普通股加權平均數

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share had been retrospectively adjusted for the share consolidation which took place on 15 September 2011.

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those options was higher than the average market price for the period ended 30 June 2012 and 2011.

For the period ended 30 June 2012, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible loan notes since their exercise would result in a decrease in loss per share.

## 7. Dividends

No dividend was paid or proposed during the six months ended 30 June 2012 and 2011.

## 8. Property, plant and equipment

During the period, the Group disposed of certain plant and machinery with a carrying amount of approximately HK\$3,449,000 for cash proceeds of approximately HK\$3,950,000, resulting in a profit of disposal of approximately HK\$501,000. In addition, the Group spent approximately HK\$1,600,000 on additions to leasehold improvements.

## 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 截至六月三十日止六個月	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元

(20,988) (1,233)

- (26,333)

(20,988) (27,566)

Six months ended 30 June 截至六月三十日止六個月	
2012 二零一二年	2011 二零一一年

156,060,128 98,734,031

- -

- 13,500,000

156,060,128 112,234,031

用於計算每股基本及攤薄虧損之普通股加權平均數已就二零一一年九月十五日之股份合併作追溯調整。

計算每股攤薄虧損時乃假設本公司之購股權不會獲行使，因為該等購股權之行使價高於截至二零一二年及二零一一年六月三十日止期間之股份平均市價。

就截至二零一二年六月三十日止期間而言，計算每股攤薄虧損時乃假設本公司之未償還可換股貸款票據不會獲換股，因為有關換股將令到每股虧損減少。

## 7. 股息

截至二零一二年及二零一一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，本集團出售若干賬面值約為3,449,000港元之廠房及機器並就此收取現金約3,950,000港元，錄得出售溢利約501,000港元。此外，本集團添置租賃物業裝修之開支約為1,600,000港元。



9. Trade, bills and other receivables

		At 30 June 2012 於二零一二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2011 於二零一一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade and bills receivables	應收貿易賬款及應收票據	15,797	25,031
Less: Allowance for doubtful debts	減：呆賬撥備	(5,266)	(5,266)
		<u>10,531</u>	<u>19,765</u>
Refundable deposit paid for proposed acquisitions	就建議收購而已支付之可獲退還按金	5,000	10,000
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	10,233	11,665
		<u>25,764</u>	<u>41,430</u>

The Group allows an average credit period of 60 days to its trade customers. The following is an aged analysis of trade and bills receivables (net of allowance for doubtful debts) at the end of the reporting period:

本集團給予貿易客戶之平均信貸期為六十日。有關應收貿易賬款及應收票據(扣除呆賬撥備)於報告期間結束時之賬齡分析如下：

		At 30 June 2012 於二零一二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2011 於二零一一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
0-30 days	零至三十日	7,171	16,012
31-60 days	三十一至六十日	353	2,552
61-90 days	六十一至九十日	3,007	1,201
		<u>10,531</u>	<u>19,765</u>

10. Trade and other payables

		At 30 June 2012 於二零一二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2011 於二零一一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	應付貿易賬款	7,010	4,686
Other payables and accrued charges	其他應付款項及應計費用	29,165	25,979
		<u>36,175</u>	<u>30,665</u>

9. 應收貿易賬款、應收票據及其他應收款項

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
61-90 days	六十一至九十日
Over 90 days	九十日以上

The average credit period on purchase of goods is 60 days.

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

Pursuant to a best effort basis placing agreement dated 16 June 2009, 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.

The following conversions occurred since the date of issue:

- 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.

應付貿易賬款於報告期末之賬齡分析如下：

	At 30 June 2012 於二零一二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2011 於二零一一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	1,377	-
	936	-
	11	-
	4,686	4,686
	<u>7,010</u>	<u>4,686</u>

購貨之平均信貸期為六十日。

#### 11. 指定為按公平值列入損益賬之可換股票據

根據日期為二零零九年六月十六日之盡力配售協議，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。

自發行日期以來之換股如下：

- 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 as 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:

		HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	26,830
Interest payable	應付利息	(203)
Fair value loss	公平值虧損	11,850
		<hr/>
At 31 December 2011	於二零一一年十二月三十一日	38,477
Interest payable	應付利息	(101)
Fair value loss	公平值虧損	1,034
		<hr/>
At 30 June 2012	於二零一二年六月三十日	<u>39,410</u>

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 by reference to an independent professional valuation which involves the use of the binomial model. The inputs into the model were as follows:

- (i) Three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$26,200,000 due on 8 October 2012

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金融負債於期內之變動如下：

指定為按公平值列入損益賬之可換股票據的公平值，乃於發行日期、於各換股日期及於報告期間結束時參考獨立專業估值而釐定，當中涉及使用二項式模式。代入該模式之數據如下：

- (i) 本金總額為26,200,000港元於二零一二年十月八日到期之三年期0.5%票息無抵押可換股票據

		At 30 June 2012 於二零一二年 六月三十日
Outstanding principal amount at 30 June 2012	於二零一二年六月三十日之未償還本金額	HK\$500,000港元
Share price	股價	HK\$0.19港元
Adjusted conversion price	經調整換股價	HK\$3.00港元
Expected life (Note (a))	預期有效期 (附註(a))	0.27 year年
Risk-free interest rate (Note (b))	無風險利率 (附註(b))	0.080%
Expected volatility (Note (c))	預期波幅 (附註(c))	86.763%
Fair value at 30 June 2012	於二零一二年六月三十日之公平值	<u>HK\$493,000港元</u>

- (ii) Three-year 0.5% coupon unsecured convertible notes in an aggregate principal amount of HK\$70,000,000 due on 18 January 2013

- (ii) 本金總額為70,000,000港元於二零一三年一月十八日到期之三年期0.5%票息無抵押可換股票據

		At 30 June 2012 於二零一二年 六月三十日
Outstanding principal amount at 30 June 2012	於二零一二年六月三十日之未償還本金額	HK\$40,000,000港元
Share price	股價	HK\$0.19港元
Adjusted conversion price	經調整換股價	HK\$3.00港元
Expected life (Note (a))	預期有效期 (附註(a))	0.55 year年
Risk-free interest rate (Note (b))	無風險利率 (附註(b))	0.110%
Expected volatility (Note (c))	預期波幅 (附註(c))	108.876%
Fair value at 30 June 2012	於二零一二年六月三十日之公平值	<u>HK\$38,917,000港元</u>

Notes:

- (a) The expected life was the expected remaining life of the respective options.  
 (b) The risk-free interest rate was determined by reference to the yield of Hong Kong Exchange Fund Note.  
 (c) The expected volatility was determined by using the historical volatility of the Company's share price over the same period as the expected life.

附註：

- (a) 預期有效期為有關期權之預期餘下有效期。  
 (b) 無風險利率乃參考香港外匯基金票據之收益而釐定。  
 (c) 預期波幅乃參考與預期年期相同之期間內本公司之股價波幅而釐定。

## 12. Share capital

Authorised:  
At 1 January 2012 and at 30 June 2012,  
ordinary shares of HK\$0.003 each

Issued and fully paid:  
At 1 January 2012  
Issue of shares by way of placing in  
January 2012

At 30 June 2012

Note:

(a) Pursuant to a placing agreement dated 23 December 2011, the Company allotted and issued 26,000,000 new shares of HK\$0.003 each in the capital of the Company at a price of HK\$0.2 per share by way of placing.

## 13. Capital commitments

Capital expenditure in respect of  
the acquisition of property,  
plant and equipment contracted but  
for provided in the condensed  
consolidated financial statements

## 14. Related party disclosures

During the six months ended 30 June 2012, the Group provided assembly services to a jointly controlled entity for approximately HK\$14,199,000 (2011: HK\$18,198,000) and purchased finished telephone & related equipment from the jointly controlled entity for approximately HK\$129,141,000 (2011: HK\$72,933,000)

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

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

Subsequent to the end of the reporting period, on 27 July 2012, the Company allotted and issued 31,320,000 ordinary shares of HK\$0.003 each in the capital of the Company at a price of HK\$0.179 per share by way of placing.

## 12. 股本

Note 附註	Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
	200,000,000,000	600
	130,631,557	392
(a)	26,000,000	78
	156,631,557	470

附註：

(a) 根據日期為二零一一年十二月二十三日之配售協議，本公司以配售方式按每股0.2港元之價格配發及發行本公司股本中的26,000,000股每股面值0.003港元之新股。

## 13. 資本承擔

At 30 June 2012 於二零一二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2011 於二零一一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
-	640

## 14. 關連人士披露事項

於截至二零一二年六月三十日止六個月，本集團向一間合營公司提供約14,199,000港元(二零一一年：18,198,000港元)之裝配服務並且向該合營公司購入約129,141,000港元(二零一一年：72,933,000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。

## 15. 中期期間結束後事項

於報告期間結束後，本公司於二零一二年七月二十七日以配售方式按每股0.179港元之價格配發及發行本公司股本中的31,320,000股每股面值0.003港元之普通股。

## INTERIM DIVIDEND

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2012 (2011: Nil).

## DIRECTOR'S STATEMENT

On behalf of the Board of the Company, I present to you the interim report of the Group for the period ended 30 June 2012.

During the six months of review, the Group continued 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 2012, the Group's turnover amounted to approximately HK\$188.9 million, compared to the same period of HK\$106.0 million reported in 2011, it was an increase of approximately 78.2%. Approximately 19.7% of the Group's turnover resulted from the provision of assembly services, and 80.3% from sales of telephone products. Gross profit from operation for the year under review was approximately HK\$14.9 million, compared to a gross profit of approximately HK\$3.2 million reported in 2011, representing an increase of approximately 370.3%. The net loss was approximately HK\$21.1 million, in which approximately a loss of HK\$5.8 million was generated from non-operating items, such as fair value change on derivative financial instruments, and other non-recurring expenses & fair value on financial assets held for investment. The Group's performance in the first half of the year showed a continuous improvement compared to the interim results for year 2011 in both turnover and gross profit.

As previously reported, Motorola Mobility selected the Company as its exclusive licensee for corded and cordless telephone for residential and office 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 would continue to explore business opportunities which could complement the Group's current telephone related business.

We have recently announced the proposed acquisition in a leading automobile franchise retail distribution outlet in the PRC. Due diligence on the project is underway, and appropriate disclosure will be made upon execution of any legally binding agreements. 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二零一二年六月三十日止六個月之任何中期股息(二零一一年：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二零一二年六月三十日止期間之中期報告。

於回顧六個月，本集團繼續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。

截至二零一二年六月三十日止六個月，本集團錄得營業額約188,900,000港元，較二零一一年同期錄得的106,000,000港元增加約78.2%。本集團營業額中約19.7%源自提供裝配服務，而餘下80.3%來自銷售電話產品。回顧期間之經營毛利約為14,900,000港元，較二零一一年約3,200,000港元的毛利增加約370.3%。虧損淨額約為21,100,000港元，當中約5,800,000港元之虧損來自非營運項目，譬如衍生金融工具之公平值變動，以及其他非經常開支及持作投資的金融資產之公平值變動。本集團於本年度上半年在營業額及毛利兩方面之表現均較二零一一年度中期業績持續改善。

誠如先前所報告，摩托羅拉移動(Motorola Mobility)已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。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領先的汽車零售分銷加盟店。目前正對該項目進行盡職審查，並將於簽立任何具法律約束力協議後作出適當披露。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 2012, the Group recorded a turnover of approximately HK\$188.9 million which represents an increase of approximately 78.2% as compared to the corresponding figure for the six months ended 30 June 2011. The gross profit for the period under review was approximately HK\$14.9 million as compared to approximately HK\$3.2 million for the previous period. The net loss for the period was approximately HK\$21.1 million.

The turnover, gross loss and net loss of the assembly service business in Meizhou for the six months ended 30 June 2012 are set out as below:-

Turnover	營業額	37,213
Gross loss	虧損總額	(7,647)
Net loss	虧損淨額	(10,757)

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 2012 are set out as below:

Turnover	營業額	151,665
Gross profit	毛利	22,524
Net profit	純利	3,640

### Segmental Information

Since February 2010, Motorola has selected the Company as its exclusive licensee for corded and cordless telephones for residential and office 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 condensed consolidated financial statements.

## 管理層論述及分析

### 概覽

截至二零一二年六月三十日止六個月，本集團錄得營業額約**188,900,000**港元，較截至二零一一年六月三十日止六個月之相關數字增加約**78.2%**。回顧期間之毛利約為**14,900,000**港元，上一期間則約為**3,200,000**港元。期間虧損淨額約為**21,100,000**港元。

位於梅州的裝配服務業務於截至二零一二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 2012  
(Unaudited)  
截至二零一二年  
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二零一二年六月三十日止六個月之營業額、毛利及純利如下：

At 30 June 2012  
(Unaudited)  
截至二零一二年  
六月三十日  
止六個月  
(未經審核)  
HK\$'000  
千港元

### 分類資料

自二零一零年二月起，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簡明綜合財務報表附註2。

## Liquidity and Financial Resources

The decrease in current ratio from 50.8% to 40.0% was mainly due to the decreased trade and other receivable & discounted bills.

At 30 June 2012, the Group had cash on hand of approximately HK\$19.7 million, net current liabilities of approximately HK\$90.2 million, total assets of approximately HK\$69.8 million and shareholders' deficit of approximately HK\$80.6 million.

The Group has no bank borrowings at 30 June 2012 (2011: Nil)

## Gearing Ratio

No debt to equity ratio is available as the Group is in a negative equity position.

## Capital Structure

During the six months ended 30 June 2012, 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 proposed acquisition as set out in the announcement dated 23 July 2012, 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**50.8%**下降至**40.0%**，主要由於應收貿易賬款及其他應收款項以及貼現票據減少。

於二零一二年六月三十日，本集團持有現金約**19,700,000**港元、流動負債淨額約**90,200,000**港元、資產總額約**69,800,000**港元及股東虧絀約**80,600,000**港元。

本集團於二零一二年六月三十日並無銀行借貸(二零一一年：無)。

## 資產負債比率

由於本集團處於負值權益水平，因此並無提供債務對權益比率。

## 股本架構

於截至二零一二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

除了日期為二零一二年七月二十三日之公佈所述之建議收購事項外，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 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. 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 Suncorp Industrial Limited (“SIL”) (in liquidation), a wholly-owned subsidiary of the Company, 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 newly adopted by the shareholder of the Company at its annual general meeting dated 4 May 2012.

## 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）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。根據所取得之法律意見，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，以及該兩間公司無論在本集團之資產、收益或營運而言均屬於並不重要之附屬公司。

除了有關申索以及本公司全資附屬公司新確實業有限公司（「新確實業」）（清盤中）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，本集團並無根據本公司股東於二零一二年五月四日舉行的股東週年大會上批准採納的新購股權計劃向僱員授出購股權。



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

At 30 June 2012, 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\$0.003 each of the Company

Name of Director  
董事姓名

Malcolm Stephen JACOBS-PATON

Ip Chi Ming 葉志明

Notes:

1. The percentage shareholding is calculated on the basis of the Company's issued share capital of 156,631,557.

Save as disclosed above, at 30 June 2012, 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

於二零一二年六月三十日，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0.003港元之普通股

Number of ordinary shares held  
所持普通股數目

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

26,078

-

0.02%

1

-

0%

附註：

1. 該股權百分比是根據本公司之已發行股本156,631,557股計算。

除上文披露者外，於二零一二年六月三十日，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

As at 30 June 2012, 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.

## SHARE OPTIONS SCHEME

On 23 May 2002, a share option scheme (the "Existing 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. The Existing Share Option Scheme was terminated and a new share option scheme was adopted by the shareholders at the annual general meeting of the Company on 4 May 2012.

As at 30 June 2012, 13,261 shares were outstanding to be issued under the Existing Share Option Scheme.

## GUARANTEES TO AFFILIATED COMPANIES

At 30 June 2012, 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 Mr. Lee Ho Yiu, Thomas, Ms. Lu Bei Lin and Mr. Lee Ka Sing, Joseph, of which Mr. Lee Ho Yiu, Thomas is the chairman. The unaudited financial statements of the Group for the six months ended 30 June 2012 have been reviewed by the Audit Committee.

## 主要股東之股份權益

就本公司董事及主要行政人員所知，於二零一二年六月三十日，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。

## 購股權計劃

於二零一二年五月二十三日，本公司股東採納購股權計劃（「現行購股權計劃」），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。現行購股權計劃已被終止而新購股權計劃已由股東於二零一二年五月四日舉行之本公司股東週年大會上採納。

於二零一二年六月三十日，13,261股股份為根據現行購股權計劃可予發行。

## 對聯屬公司之擔保

於二零一二年六月三十日，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」），即李浩堯先生、陸蓓琳女士及李家星先生，而李浩堯先生為主席。審核委員會已審閱本集團截至二零一二年六月三十日止六個月之未經審核財務報表。

## 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.

### Chairman and Chief Executive Officer

Pursuant to Code Provision A.2 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, in view of the current nature of the Company, the Board opines that it is not necessary to appoint a chairman or chief executive officer and daily operation of the Group is delegated to executive Directors, department heads and various committees. In this circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

### Non-Executive 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 non-executive Directors and 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 non-executive Directors and 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.

## 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。

### 主席及行政總裁

根據企業管治守則之守則條文A.2，主席及行政總裁之角色應予區分及不應由同一人兼任。然而，鑑於本公司目前之性質，董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。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。

### 非執行董事

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。概無現任非執行董事及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（包括非執行董事及獨立非執行董事）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。

## 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.

## LIST OF ALL DIRECTORS OF THE COMPANY AS OF THE DATE OF THIS INTERIM REPORT

### *Executive Directors:*

Mr. Ip Chi Ming  
Mr. Malcolm Stephen Jacobs Paton  
Mr. So Chung Shing  
Ms. Xiao Yanni

### *Independent non executive Directors:*

Ms. Lu Bei Lin  
Mr. Lee Ho Yiu Thomas  
Mr. Lee Ka Sing Joseph

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

Hong Kong, 22 August 2012

## 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。

## 本公司於本中期報告日期之全體董事名單

### *執行董事：*

葉志明先生  
**Malcolm Stephen Jacobs Paton**先生  
蘇仲成先生  
肖燕妮女士

### *獨立非執行董事：*

陸蓓琳女士  
李浩堯先生  
李家星先生

承董事會命  
**新確科技有限公司**  
*執行董事*  
**葉志明先生**

香港，二零一二年八月二十二日