



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 2013  
截至二零一三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 2013 together with the comparative figures in 2012, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2013

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」)截至二零一三年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一二年之比較數字如下：

簡明綜合損益及其他全面收益表

截至二零一三年六月三十日止六個月

	Notes	2013 (Unaudited) 二零一三年 (未經審核) HK\$'000 千港元	2012 (Unaudited) 二零一二年 (未經審核) HK\$'000 千港元
	附註		
Revenue	2	174,112	188,878
Cost of sales		(152,051)	(174,001)
Gross profit		22,061	14,877
Other income and gains	3	21,398	785
Distribution and selling expenses		(13,099)	(17,240)
Operating expenses		(19,848)	(13,014)
Fair value change on held-for-trading investments		2,519	(4,736)
Fair value change on convertible notes designated as at fair value through profit or loss		(10)	(1,034)
Finance costs		(696)	(626)
Profit/(Loss) before tax		12,325	(20,988)
Income tax	4	-	-
Profit/(Loss) for the period	6	12,325	(20,988)
Other comprehensive income/(expense)			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations			
- Exchange loss arising during the period		(423)	(158)
- Reclassification adjustment for the cumulative loss included in profit or loss upon disposal of foreign operations		870	-
Other comprehensive income/(expense) for the period		447	(158)
Total comprehensive income/(expense) for the period		12,772	(21,146)
Earnings/(Loss) per share (HK\$)			
- Basic	7	0.07	(0.13)
- Diluted		0.07	(0.13)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

	Notes	At 30 June 2013 (Unaudited) 於二零一三年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2012 (Audited) 於二零一二年 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	138	5,174
Interest in a jointly controlled entity	於一間合營公司之權益	-	-
		<u>138</u>	<u>5,174</u>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	-	2,244
Trade, bill and other receivables	應收貿易賬款、應收票據 及其他應收款項	9 20,712	37,025
Bill receivable discounted with full recourse	附有全面追索權之 應收貼現票據	6,743	1,317
Held-for-trading investments	持有作買賣之投資	10 14,195	12,541
Bank balances and cash	銀行結餘及現金	9,925	9,872
		<u>51,575</u>	<u>62,999</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	11 39,520	40,784
Advance drawn on bill receivable discounted with full recourse	預支附有全面追索權 之應收貼現票據之墊款	6,743	1,317
Amount due to a former director	應付一名前董事款項	34,180	33,794
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	-	33,869
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	12 -	40,000
Note payables	應付票據	13 40,089	-
		<u>120,532</u>	<u>149,764</u>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<u>(68,957)</u>	<u>(86,765)</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<u>(68,819)</u>	<u>(81,591)</u>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	14 564	564
Reserves	儲備	(69,383)	(82,155)
<b>Total equity</b>	<b>總權益</b>	<u>(68,819)</u>	<u>(81,591)</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	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 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							
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	-	-	-	(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)
At 1 January 2013	於二零一三年一月一日	564	456,931	14,945	(118)	-	(553,913)	(81,591)
Profit for the period	期間溢利	-	-	-	-	-	12,325	12,325
Other comprehensive income for the period	期間其他全面收益							
Exchange differences on translating foreign operations	換算海外業務之匯兌差額							
- Exchange loss arising during the period	一期內產生之匯兌虧損	-	-	-	(423)	-	-	(423)
- Reclassification adjustment for the cumulative loss included in profit or loss upon disposal of foreign operations	於出售海外業務後對計入損益之累計虧損作出重新分類調整	-	-	-	870	-	-	870
		-	-	-	447	-	-	447
Total comprehensive income for the period	期間全面收益總額	-	-	-	447	-	12,325	12,772
At 30 June 2013	於二零一三年六月三十日	564	456,931	14,945	329	-	(541,588)	(68,819)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
For the six months ended 30 June 2013

**簡明綜合現金流量報表**  
截至二零一三年六月三十日止六個月

		2013 (Unaudited) 二零一三年 (未經審核) HK\$'000 千港元	2012 (Unaudited) 二零一二年 (未經審核) HK\$'000 千港元
Net cash (used in)/generated from operating activities	經營業務(動用)/所得之現金淨額	<u>(4,501)</u>	<u>9,301</u>
Net cash (used in)/generated from investing activities	投資業務(動用)/所得之現金淨額	<u>(1,345)</u>	<u>6,164</u>
Net cash generated from/(used in) financing activities	融資業務所得/(動用)之現金淨額	<u>5,811</u>	<u>(7,012)</u>
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	<b>(35)</b>	8,453
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>88</b>	(207)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	<u>9,872</u>	<u>11,475</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><b>9,925</b></u>	<u><b>19,721</b></u>

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
For the six months ended 30 June 2013

**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".

In preparing the condensed consolidated financial statements, the directors of the Company have given consideration to the future liquidity of the Group in light of the fact that as of 30 June 2013, the Group's current liabilities exceeded its current assets by approximately HK\$68,957,000. The directors of the Company have been taking active steps to improve the liquidity position of the Group. These steps include (i) negotiating with creditors on repayment schedules; (ii) implementing stringent cost control measures; (iii) evaluating alternative sources of financing; and (iv) evaluating new business opportunities. Provided that these measures can successfully improve the liquidity position of the Group and after taking into account credit facilities presently available to the Group, the directors of the Company are satisfied that the Group will be able to meet its financial obligations as and when they fall due for the foreseeable future. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

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

Except as described below, 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 2012.

In the current interim period, the Group have applied, for the first time, certain new or revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are mandatorily effective for the current interim period.

The impact of the application of these standards is set out below.

**HKFRS 13 Fair Value Measurement**

The Group has applied HKFRS 13 for the first time in the current interim period. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. Consequential amendments have been made to HKAS 34 to require certain disclosures to be made in the condensed consolidated financial statements.

The scope of HKFRS 13 is broad, and applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions. HKFRS 13 contains a new definition for "fair value" and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

**簡明綜合財務報表附註**  
截至二零一三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。

在編製簡明綜合財務報表時，鑑於本集團於二零一三年六月三十日之流動負債較其流動資產高出約68,957,000港元，本公司董事已考慮本集團之日後流動資金狀況。本公司董事一直積極採取行動以改善本集團之流動資金狀況。該等行動包括(i)與債權人磋商還款時間表；(ii)實施嚴格成本控制措施；(iii)評估其他融資渠道；及(iv)評估新商機。在該等措施可成功改善本集團之流動資金狀況之前提下並計及本集團目前可動用之信貸融資，本公司董事信納本集團將可應付可見將來的到期財務責任。因此，簡明綜合財務報表已根據持續經營基準編製。

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。

除下文所述者外，簡明綜合財務報表所採用之會計政策與編製本集團截至二零一二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本中期期間強制生效的若干新訂或經修訂香港財務報告準則（「香港財務報告準則」）。

應用該等準則之影響載列如下。

**香港財務報告準則第13號「公平值計量」**

於本中期期間，本集團首次應用香港財務報告準則第13號。香港財務報告準則第13號建立有關公平值計量及公平值計量披露之單一指引，並取代以往在不同香港財務報告準則收錄之相關規定。香港會計準則第34號已隨之修訂，規定在簡明綜合財務報表作出若干披露。

香港財務報告準則第13號之範圍廣泛，並應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之金融工具項目及非金融工具項目，惟有少數例外情況。香港財務報告準則第13號包含「公平值」之新定義，將公平值定義為在主要（或在最有利）市場中，根據計量日之現行市況，釐定在有序交易中出售資產所得到或轉讓負債所付出之作價。在香港財務報告準則第13號下，公平值是出售價格，不管該價格是可以直接觀察或利用其他估值方法估計。此外，香港財務報告準則第13號包含廣泛之披露規定。

In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurement and disclosure requirements prospectively. Other than additional disclosures of fair value information as set out in note 10, the application of HKFRS 13 has had no material impact on the reported amount in these condensed consolidated financial statements.

#### Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1, the Group's statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.

Except as described above, the application of the other new and revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

## 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 directors of the Company 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 directors of the Company 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 profit/(loss) for the period as shown in the condensed consolidated statement of profit or loss and other 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.

根據香港財務報告準則第13號之過渡條文，本集團已按未來適用法採用新公平值計量及披露規定。除了附註10所載有關公平值資料的額外披露外，應用香港財務報告準則第13號對本簡明綜合財務報表所載之匯報金額並無重大影響。

#### 香港會計準則第1號之修訂「呈列其他全面收益項目」

香港會計準則第1號之修訂引入全面收益表及收益表之新術語。根據香港會計準則第1號之修訂，本集團之全面收益表乃易名為損益及其他全面收益表。香港會計準則第1號之修訂保留選擇權，可於單一報表或兩份獨立但連貫的報表呈列損益及其他全面收益。然而，香港會計準則第1號之修訂規定其他全面收益之項目歸納成兩類：(a)其後不會重新分類至損益之項目；及(b)當符合特定條件時可於其後重新分類至損益之項目。其他全面收益項目涉及之所得稅須按同一基準分配。該等修訂並無改變以除稅前或除稅後方式呈列其他全面收益項目之選擇權。該等修訂已追溯應用，故呈列其他全面收益項目已予修改以反映該等變動。

除上文所述者外，於本中期間應用其他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。

## 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損益及其他全面收益表所示的本期間溢利／(虧損)，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。

## Geographical information

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

Information about 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	Six months ended 30 June 截至六月三十日止六個月	At 30 June 於二零一三年六月三十日	At 31 December 於二零一二年十二月三十一日
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Asia	亞洲	124,533	109,088	138	5,174
Africa	非洲	1,790	2,337	-	-
Middle East	中東	2,341	6,083	-	-
Europe	歐洲	45,448	71,370	-	-
		<u>174,112</u>	<u>188,878</u>	<u>138</u>	<u>5,174</u>

### 3. Other income and gains

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	501
Gain on disposal of a subsidiary	出售一間附屬公司之收益	20,269	-
Gain on disposal of a jointly controlled entity	出售一間合營公司之收益	1,000	-
Interest income on bank deposits	銀行存款之利息收入	3	2
Management fee income	管理費收入	126	126
Sundry income	雜項收入	-	156
		<u>21,398</u>	<u>785</u>

### 4. Income tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. No Hong Kong Profits Tax is provided as there was no assessable profit for the current and prior interim periods.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both periods. No PRC Enterprise Income Tax is provided as there was no assessable profit for the current and prior interim periods.

## 地區資料

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之資料以及按資產地理位置劃分之非流動資產之資料詳述如下：

		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	Six months ended 30 June 截至六月三十日止六個月	At 30 June 於二零一三年六月三十日	At 31 December 於二零一二年十二月三十一日
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Asia	亞洲	124,533	109,088	138	5,174
Africa	非洲	1,790	2,337	-	-
Middle East	中東	2,341	6,083	-	-
Europe	歐洲	45,448	71,370	-	-
		<u>174,112</u>	<u>188,878</u>	<u>138</u>	<u>5,174</u>

3. 其他收入及收益

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	501
Gain on disposal of a subsidiary	出售一間附屬公司之收益	20,269	-
Gain on disposal of a jointly controlled entity	出售一間合營公司之收益	1,000	-
Interest income on bank deposits	銀行存款之利息收入	3	2
Management fee income	管理費收入	126	126
Sundry income	雜項收入	-	156
		<u>21,398</u>	<u>785</u>

### 4. 所得稅

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。並無作出香港利得稅撥備，原因為於目前及以往中期期間內並無任何應課稅溢利。

中國附屬公司於兩段期間須按25%之稅率繳納中國企業所得稅。並無作出中國企業所得稅撥備，原因為於目前及以往中期期間內並無任何應課稅溢利。

5. Disposal of a subsidiary and a jointly controlled entity

(a) Disposal of a subsidiary

On 19 April 2013, the Group entered into a sale agreement to dispose of its 100% equity interest in Meizhou Guo Wei Electronics Company Limited ("Meizhou Guo Wei") at a consideration of HK\$1. The disposal was completed on 7 June 2013, on which date the Group passed the control of Meizhou Guo Wei to the acquirer.

The net liabilities of Meizhou Guo Wei at the date of disposal were as follows:

		HK'000 千港元
Net liabilities disposal of	所出售之負債淨額	(21,139)
Reclassification of translation reserve on disposal of Meizhou Guo Wei	因出售梅州國威而將換算儲備重新分類	870
		(20,269)
Gain on disposal	出售之收益	20,269
Total consideration	總代價	-
Satisfied by:	支付方式：	
Cash	現金	-
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Total cash consideration received	已收現金代價總額	-
Bank balances and cash disposal of	所出售之銀行結餘及現金	(1,210)
		(1,210)

(b) Disposal of a jointly controlled entity

At 31 December 2012, the Group held a 25% interest in Shenzhen Guo Wei Electronics Co., Limited ("Shenzhen Guo Wei") and accounted for the investment as a jointly controlled entity. In April 2013, the Group disposed of its entire interest in Shenzhen Guo Wei for proceeds of HK\$1,000,000. This transaction has result in the recognition of a gain in profit or loss, calculated as follows:

		HK'000 千港元
Proceeds of disposal	出售所得款項	1,000
Less: Carrying amount of investment on the date of disposal	減：該項投資於出售日期之賬面值	-
Profit recognised	已確認溢利	1,000

5. 出售一間附屬公司及一間合營公司

(a) 出售一間附屬公司

於二零一三年四月十九日，本集團訂立銷售協議，以1港元之代價出售其於梅州國威電子有限公司（「梅州國威」）之100%股本權益。此項出售已於二零一三年六月七日完成，而本集團已於該日將梅州國威之控制權轉交收購方。

梅州國威於出售日期之負債淨額如下：

		HK'000 千港元
所出售之負債淨額		(21,139)
因出售梅州國威而將換算儲備重新分類		870
		(20,269)
出售之收益		20,269
總代價		-
支付方式：		
現金		-
出售產生之現金流出淨額：		
已收現金代價總額		-
所出售之銀行結餘及現金		(1,210)
		(1,210)

(b) 出售一間合營公司

於二零一二年十二月三十一日，本集團持有深圳國威電子有限公司（「深圳國威」）之25%並將之入賬列作於合營公司之投資。於二零一三年四月，本集團將其所持之全部深圳國威權益出售，所得款項為1,000,000港元。此項交易產生於損益確認之收益，其計算如下：

		HK'000 千港元
出售所得款項		1,000
減：該項投資於出售日期之賬面值		-
已確認溢利		1,000



6. Profit/(Loss) for the period

Profit/(Loss) for the period has been arrived at after charging:

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

7. Earnings/(Loss) per share

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

<b>Earnings/(Loss)</b>	<b>盈利／(虧損)</b>
Earnings/(Loss) for the purpose of basic earnings/(loss) per share (Profit/(Loss) for the period attributable to owners of the Company)	用於計算每股基本盈利／(虧損)之溢利／(虧損) (本公司擁有人應佔期間溢利／(虧損))
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：
- 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
(Profit/(Loss) for the purpose of diluted earnings/(loss) per share	用於計算每股攤薄盈利／(虧損)之溢利／(虧損)

<b>Number of shares</b>	<b>股份數目</b>
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	用於計算每股基本盈利／(虧損)之普通股加權平均數
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：
- 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
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share	用於計算每股攤薄盈利／(虧損)之普通股加權平均數

The computation of diluted loss per share for the six months ended 30 June 2012 does not assume the conversion of the Company's outstanding convertible notes and the exercise of the Company's outstanding share options since their exercise would result in a decrease in loss per share.

6. 期間溢利／(虧損)

期間溢利／(虧損)已扣除下列各項：

Six months ended 30 June	
截至六月三十日止六個月	
2013	2012
二零一三年	二零一二年
HK\$'000	HK\$'000
千港元	千港元

103,812	133,234
915	1,712
61	24
<b>42,031</b>	<b>33,076</b>

7. 每股盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(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	
2013	2012
二零一三年	二零一二年
HK\$'000	HK\$'000
千港元	千港元

12,325	(20,988)
10	-
<b>12,335</b>	<b>(20,988)</b>

Six months ended 30 June	
截至六月三十日止六個月	
2013	2012
二零一三年	二零一二年

187,951,557	156,060,128
1,399,632	-
<b>189,351,189</b>	<b>156,060,128</b>

計算截至二零一二年六月三十日止六個月之每股攤薄虧損時乃假設本公司之未償還可換股票據不會獲換股及本公司之未行使購股權不會獲行使，因為有關換股及行使將令到每股虧損減少。

**8. Dividends**

No dividend was paid or proposed during the six months ended 30 June 2013 and 2012.

**9. Trade, bill and other receivables**

Trade and bill receivables	應收貿易賬款及應收票據	18,351	29,882
Less: Allowance for doubtful debts	減：呆賬撥備	(5,451)	(5,451)
		<b>12,900</b>	<b>24,431</b>
Refundable deposit paid for proposed acquisitions	就建議收購而已支付之可獲退還按金	3,000	3,000
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	4,812	9,594
		<b>4,812</b>	<b>9,594</b>
Total trade, bill and other receivables	應收貿易賬款、應收票據及其他應收款項之總額	<b>20,712</b>	<b>37,025</b>

The Group allows an average credit period of 60 days to its trade customers. The following is an ageing analysis of trade and bill receivables (net of allowance for doubtful debts) presented based on the invoice date at the end of the reporting period:

0-30 days	零至三十日	4,715	13,542
31-60 days	三十一至六十日	1,405	6,825
61-90 days	六十一至九十日	1,190	1,466
Over 90 days	九十日以上	5,590	2,598
		<b>12,900</b>	<b>24,431</b>

**10. Held-for-trading investments**

Held-for-trading investments as at 30 June 2013 and 31 December 2012 represent equity securities listed in Hong Kong. The fair values of the investments are determined based on the quoted market bid prices available on the Stock Exchange of Hong Kong Limited. The fair value of held-for-trading investments was classified as Level 1 of the fair value hierarchy. There were no transfers between Level 1 and 2.

**8. 股息**

截至二零一三年及二零一二年六月三十日止六個月並無派付或建議派付股息。

**9. 應收貿易賬款、應收票據及其他應收款項**

At 30 June 2013 於二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
18,351	29,882
(5,451)	(5,451)
<b>12,900</b>	<b>24,431</b>
3,000	3,000
4,812	9,594
<b>20,712</b>	<b>37,025</b>

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)於報告期間結束時根據發票日期呈列之賬齡分析如下：

At 30 June 2013 於二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
4,715	13,542
1,405	6,825
1,190	1,466
5,590	2,598
<b>12,900</b>	<b>24,431</b>

**10. 持作買賣投資**

於二零一三年六月三十日及二零一二年十二月三十一日之持作買賣投資代表於香港上市之股本證券。此等投資之公平值乃參考於香港聯合交易所有限公司取得之市場所報之買入價而釐定。持作買賣投資之公平值乃分類為公平值等級中的第一級。第一級與第二級之間並無轉移。

## 11. Trade and other payables

Trade payables	應付貿易賬款
Accrued charges and other payables	應計費用及其他應付款項

The following is an ageing analysis of trade payables based on invoice date 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.

## 12. 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\$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 Company 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 convertible notes in aggregate principal amount of HK\$30,000,000 have been converted at the conversion price of HK\$0.10 per share since the date of issue, resulting in the issue of 300,000,000 ordinary shares of HK\$0.10 each.

The outstanding convertible notes in aggregate principal amount of HK\$40,000,000 have matured on 19 January 2013. The convertible notes holders have agreed to defer the repayment of the principal amount to 30 April 2013. As the principal terms of the convertible notes have been substantially changed, the modification of the terms has been accounted for as extinguishment of the original convertible notes and the recognition of a new financial liability as disclosed in note 13.

## 11. 應付貿易賬款及其他應付款項

At 30 June 2013 於二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
26,561	7,312
12,959	33,472
<b>39,520</b>	<b>40,784</b>

有關應付貿易賬款於報告期間結束時根據發票日期之賬齡分析如下：

At 30 June 2013 於二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
6,193	1,028
1,215	1,044
1,035	552
18,118	4,688
<b>26,561</b>	<b>7,312</b>

購買貨品之平均信貸期為六十日。

## 12. 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。

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，本公司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。

自發行日期以來，本金總額為30,000,000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300,000,000股每股面值0.10港元之普通股。

本金總額為40,000,000港元之未償還可換股票據已於二零一三年一月十九日到期。可換股票據持有人已同意將本金額之還款日期延至二零一三年四月三十日。由於可換股票據之主要條款已作重大修改，有關條款修改已入賬列作原可換股票據之註銷並已確認一項新的金融負債（如附註13所披露）。

**13. Note payables**

The note payables in aggregate principal amount of HK\$40,000,000 are unsecured and interest bearing at 0.5% per annum. In April 2013, the note holders agreed to extend the maturity date of the note payables from 30 April 2013 to 31 July 2013.

**14. Share capital****Authorised:**

At 1 January 2013 and at 30 June 2013,  
ordinary shares of HK\$0.003 each

**法定：**

於二零一三年一月一日及二零一三年六月三十日，  
每股面值0.003港元之普通股

**Issued and fully paid:**

At 1 January 2013 and at 30 June 2013

**已發行及繳足：**

於二零一三年一月一日及二零一三年六月三十日

Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
<u>200,000,000,000</u>	<u>600,000</u>
<u>187,951,557</u>	<u>564</u>

**15. Related party disclosures**

During the six months ended 30 June 2013, the Group provided assembly services to a jointly controlled entity for approximately HK\$53,735,000 (2012: HK\$14,199,000) and purchased finished telephone and related equipment from the jointly controlled entity for approximately HK\$76,717,000 (2012: HK\$129,141,000).

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

**16. Events after the end of the interim period**

- (a) In July 2013, the Group acquired 100% of the issued share capital of Smart Policy Investments Limited, which is an investment holding company and its subsidiary is engaged in processing and trading of used computer-related components.
- (b) In July 2013, the note holders in the principal amount of HK\$40,000,000 under the note payables agreed to extend the maturity date from 31 July 2013 to 19 January 2014.

**13. 應付票據**

本金總額為40,000,000港元之應付票據為無抵押及按年利率0.5厘計息。於二零一三年四月，票據持有人同意將應付票據之到期日由二零一三年四月三十日延至二零一三年七月三十一日。

**14. 股本****15. 關連人士披露事項**

於截至二零一三年六月三十日止六個月，本集團向一間合營公司提供約53,735,000港元（二零一二年：14,199,000港元）之裝配服務並且向該合營公司購入約76,717,000港元（二零一二年：129,141,000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。

**16. 中期期間結束後事項**

- (a) 於二零一三年七月，本集團收購Smart Policy Investments Limited之100%已發行股本。Smart Policy Investments Limited為一間投資控股公司，其附屬公司從事二手電腦相關組件之加工及貿易。
- (b) 於二零一三年七月，應付票據下本金額為40,000,000港元之票據持有人同意將到期日由二零一三年七月三十一日延至二零一四年一月十九日。

## 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 2013.

During the six months of review, in view of the cumulated losses in the assembly services at its subsidiary, Meizhou Guo Wei Electronics Co., Ltd. and the jointly controlled entity, Shenzhen Guo Wei Electronics Co., Ltd. (collectively with Meizhou Guo Wei Electronics Co., Ltd, the "PRC Factories") in the People's Republic of China (the "PRC"), the Group entered into the sale & purchase agreement with an independent third party to dispose the PRC Factories, which was completed on 7th June, 2013. The Group continues to provide sales and marketing of residential telephone products under its license for the Motorola brand and will continue to explore business opportunities which could complement the Group's related business.

For the six months ended 30 June 2013, the Group's turnover amounted to approximately HK\$174.1 million, compared to the same period of HK\$188.9 million reported in 2012, there was a decrease of approximately 7.8% which is in line with the general market trend in 2013. Approximately 41.2% of the Group's turnover resulted from the provision of assembly services, and 58.8% from sales of telephone products. Gross profit from operation for the six months under review was approximately HK\$22.1 million, compared to a gross profit of approximately HK\$14.9 million reported in 2012, representing an increase of approximately 48.3%. The net profit was approximately HK\$12.3 million, in which approximately HK\$20.3 million was gain from disposal of the PRC Factories and approximately HK\$2.5 million gain was generated from non-operating items in the fair value on financial assets.

As previously reported, Motorola Mobility 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 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.

The acquisition in a trading of computer-related components company was completed in July 2013 and the Group has tapped into a new market which represent a good opportunity to diversify our business. 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.

## 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二零一三年六月三十日止六個月之中期報告。

於回顧六個月，鑑於其附屬公司梅州國威電子有限公司及合營公司深圳國威電子有限公司（與梅州國威電子有限公司統稱為「中國廠房」）於中華人民共和國（「中國」）之裝配服務的累積虧損，本集團與一名獨立第三方訂立買賣協議以出售中國廠房，而此項出售已於二零一三年六月七日完成。本集團根據摩托羅拉之特許授權為其品牌提供家居電話產品之銷售及市場推廣服務，並將繼續發掘與本集團相關業務起相輔相成之效的商機。

截至二零一三年六月三十日止六個月，本集團錄得營業額約174,100,000港元，較二零一二年同期錄得的188,900,000港元減少約7.8%，與二零一三年整體市場趨勢同步。本集團營業額中約41.2%源自提供裝配服務，而餘下58.8%來自銷售電話產品。回顧六個月之經營毛利約為22,100,000港元，較二零一二年約14,900,000港元的毛利增加約48.3%。純利約為12,300,000港元，當中約20,300,000港元是出售中國廠房之收益，約2,500,000港元是來自金融工具公平值的非營運項目。

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。

收購一間從事二手電腦相關組件貿易之公司的交易已於二零一三年七月完成，本集團現已進軍一個新市場，此為本集團業務多元化發展之良機。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 2013, the Group recorded a turnover of approximately HK\$ 174.1 million which represents a decrease of approximately 7.8% as compared to the corresponding figure for the six months ended 30 June 2012. The gross profit for the period under review was approximately HK\$22.1 million as compared to approximately HK\$14.9 million for the previous period. The net profit for the period was approximately HK\$12.3 million.

The turnover, gross profit and net loss of Meizhou Guo Wei Electronics Co., Ltd for the period ended 30 June 2013\* are set out as below:-

Turnover	營業額
Gross profit	毛利
Net loss	虧損淨額

\* The figures was reported up to 7 June 2013 when the disposal of Meizhou Guo Wei Electronics Co., Ltd was completed.

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 2013 are set out as below:

Turnover	營業額
Gross profit	毛利
Net profit	純利

### 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 and the design, sales and marketing of telephones by geographical location of customers is set out in note 2 to the condensed consolidated financial statements.

## 管理層論述及分析

### 概覽

截至二零一三年六月三十日止六個月，本集團錄得營業額約174,100,000港元，較截至二零一二年六月三十日止六個月之相關數字減少約7.8%。回顧期間之毛利約為22,100,000港元，上一期間則約為14,900,000港元。期間純利約為12,300,000港元。

梅州國威電子有限公司截至二零一三年六月三十日止期間\*之營業額、毛利及虧損淨額如下：

At 30 June 2013  
(Unaudited)  
截至二零一三年  
六月三十日  
(未經審核)  
HK\$'000  
千港元

Turnover	71,738
Gross profit	6,891
Net loss	(5,775)

\* 所呈報之相關數字是截至二零一三年六月七日出售梅州國威電子有限公司一事完成為止。

摩托羅拉品牌電話的設計、銷售及市場推廣業務於截至二零一三年六月三十日止六個月之營業額、毛利及純利如下：

At 30 June 2013  
(Unaudited)  
截至二零一三年  
六月三十日  
(未經審核)  
HK\$'000  
千港元

Turnover	102,374
Gross profit	15,171
Net profit	228

### 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。裝配電話及相關設備以及電話之設計、銷售及市場推廣按客戶地理位置劃分之收益載於簡明綜合財務報表附註2。

## Liquidity and Financial Resources

The increase in current ratio from 42.1% to 42.8% was mainly due to the decreased in current liabilities after the disposal of the PRC Factories.

At 30 June 2013, the Group had cash on hand of approximately HK\$9.9 million, net current liabilities of approximately HK\$69.0 million, total assets of approximately HK\$51.7 million and shareholders' deficit of approximately HK\$68.8 million.

The Group has HK\$6.7 million bank borrowings at 30 June 2013.

## 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 2013, no shares were issued upon the exercise of the convertible bonds 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 major transactions as set out in the circulars dated 16 May 2013 in relation to the disposal of the PRC Factories and 14 June 2013 in relation to the acquisition of the trading of computer-related components company, 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42.1%上升至42.8%，主要由於出售中國廠房後流動負債減少。

於二零一三年六月三十日，本集團持有現金約9,900,000港元、流動負債淨額約69,000,000港元、資產總額約51,700,000港元及股東虧絀約68,800,000港元。

本集團於二零一三年六月三十日之銀行借貸為6,700,000港元。

## 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

於截至二零一三年六月三十日止六個月內，並無因為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

除了日期為二零一三年五月十六日有關出售中國廠房之通函以及日期為二零一三年六月十四日有關收購一間從事二手電腦相關組件貿易之公司的通函所載之兩項主要交易外，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.

As far as the Directors are aware, the Claims by Suncorp Industrial Limited (“SIL”) (in liquidation) in both statutory demands against SCL and MCL related 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 is no such debts in the accounts and records of SCL and MCL at any financial year ended 31 December 2008 with SIL.

By an order made on 1 June 2011, the Liquidators were sanctioned to take out legal proceedings in the name and on behalf of the SIL (in liquidation) against the Company, SCL and MCL. However, no legal action or winding-up proceedings had even been taken by the Liquidators against the Company or SCL or MCL up to the date hereof.

Based on legal advice sought, as the Claims sought have already been fully set-off, 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 hereof, 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）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，新確實業有限公司（「新確實業」）（清盤中）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。

根據於二零一一年六月一日作出之命令，清盤人獲准以新確實業（清盤中）之名義及代其向本公司、新確通訊及萬達鈴通訊提出法律程序。然而，直至本文日期，清盤人並無對本公司或新確通訊或萬達鈴通訊採取法律行動或清盤程序。

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，假設對新確通訊及萬達鈴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，原因為新確通訊及萬達鈴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，於本文日期，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 2013, 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 187,951,557.

Save as disclosed above, at 30 June 2013, 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

於二零一三年六月三十日，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

Percentage of the  
issued share capital  
of the Company

佔本公司已發行  
股本之百分比

(Note 1)

(附註1)

(%)

Personal interests

個人權益

Corporate interests

公司權益

26,078

–

0.01%

1

–

0.00%

附註：

1. 該股權百分比是根據本公司之已發行股本187,951,557股計算。

除上文披露者外，於二零一三年六月三十日，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 2013, 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 (the "New Share Option Scheme").

As at 30 June 2013, no share option was granted under the New Share Option Scheme.

## GUARANTEES TO AFFILIATED COMPANIES

As at 30 June 2013, guarantee in an amount of USD2,000,000 was given by the Company to DBS Bank (Hong Kong) Limited in respect of banking facilities granted to Suncorp Global Limited, a wholly owned subsidiary of the Company.

## 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 2013 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，於二零一三年六月三十日，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

於二零零二年五月二十三日，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（「新購股權計劃」）。

於二零一三年六月三十日，並無根據新購股權計劃授出購股權。

## 對聯屬公司之擔保

於二零一三年六月三十日，本公司就本公司全資附屬公司新確環球有限公司獲授之銀行融資而向星展銀行（香港）有限公司提供2,000,000美元擔保。

## 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二零一三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。

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

*Executive Directors:*

Mr. Malcolm Stephen Jacobs Paton  
Mr. Ip Chi Ming  
Mr. Xiao Qingmin

*Independent non executive Directors:*

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

**本公司於本中期報告日期之全體董事名單**

*執行董事：*

**Malcolm Stephen Jacobs Paton**先生  
葉志明先生  
肖慶敏先生

*獨立非執行董事：*

陸蓓琳女士  
李浩堯先生  
李家星先生

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

承董事會命  
**新確科技有限公司**  
*執行董事*  
葉志明先生

Hong Kong, 21 August 2013

香港，二零一三年八月二十一日