



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 2015
截至二零一五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 2015 together with the comparative figures in 2014, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015

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」)截至二零一五年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一四年之比較數字如下：

簡明綜合損益及其他全面收益表

截至二零一五年六月三十日止六個月

		Notes 附註	2015 (Unaudited) 二零一五年 (未經審核) HK\$'000 千港元	2014 (Unaudited) 二零一四年 (未經審核) HK\$'000 千港元
Revenue	收益	3	149,065	101,634
Cost of sales	銷售成本		(131,109)	(88,468)
Gross profit	毛利		17,956	13,166
Other income and gains	其他收入及收益	4	1,122	5,848
Distribution and selling expenses	銷售及分銷開支		(16,510)	(12,567)
Operating expenses	經營開支		(30,230)	(7,014)
Fair value gain/(loss) on held-for-trading investments	持作買賣投資之公平值收益/(虧損)		5,523	(13,409)
Fair value loss on early redemption option embedded in convertible notes	可換股票據附帶之提前贖回權之公平值虧損		-	(1,127)
Finance costs	融資成本		(603)	(2,093)
Loss before tax	除稅前虧損		(22,742)	(17,196)
Income tax expense	所得稅開支	5	(13)	(222)
Loss for the period	期間虧損	6	(22,755)	(17,418)
Other comprehensive expense	其他全面開支			
Items that may be reclassified subsequently to profit or loss:	可能於其後重新分類至損益之項目：			
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		(123)	-
- Reclassification adjustment for the cumulative gain 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收益作出重新分類調整		-	(264)
Fair value gain on available-for-sale investments	可供出售投資之公平值收益		3	-
Other comprehensive expense for the period	期間其他全面開支		(120)	(264)
Total comprehensive expense for the period	期間全面開支總額		(22,875)	(17,682)
Loss per share (HK cents)	每股虧損(港仙)	7		
- Basic	- 基本		(0.16)	(0.19)
- Diluted	- 攤薄		(0.16)	(0.19)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

			At 30 June 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	90	117
Available-for-sale investments		可供出售投資	26,003	-
Goodwill		商譽	10,403	10,403
			<u>36,496</u>	<u>10,520</u>
Current assets		流動資產		
Inventories		存貨	4,775	36
Trade, bill and other receivables		應收貿易賬款、應收票據及 其他應收款項	67,082	28,813
Bill receivable discounted with full recourse	9	附有全面追索權之應收貼現票據	-	923
Held-for-trading investments		持作買賣投資	56,476	26,848
Bank balances and cash		銀行結餘及現金	482,291	8,816
			<u>610,624</u>	<u>65,436</u>
Current liabilities		流動負債		
Trade and other payables		應付貿易賬款及其他應付款項	74,265	39,375
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	-	923
Bank loan		銀行貸款	840	1,180
Promissory notes		承付票據	21,271	20,704
Current tax liabilities		即期稅項負債	1,234	1,221
			<u>97,610</u>	<u>63,403</u>
Net current assets		流動資產淨值	<u>513,014</u>	<u>2,033</u>
Total assets less current liabilities		總資產減流動負債	<u>549,510</u>	<u>12,553</u>
Capital and reserves		股本及儲備		
Share capital		股本	4,556	3,849
Reserves	11	儲備	544,954	8,704
Total equity		總權益	<u>549,510</u>	<u>12,553</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動報表

		Share capital	Share premium	Other capital reserve	Translation reserve	Convertible notes equity reserve	Revaluation reserve	Share options reserve	Accumulated losses	Total
		股本	溢價	其他資本儲備	換算儲備	可換股票據權益儲備	重估儲備	購股權儲備	累計虧損	總計
		HK\$'000	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	千港元
At 1 January 2014 (Audited)	於二零一四年一月一日 (經審核)	2,151	508,055	14,945	264	5,642	-	4,048	(543,745)	(8,640)
Loss for the period	期間虧損	-	-	-	-	-	-	-	(17,418)	(17,418)
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									
- Reclassification adjustment for the cumulative gain 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收益作出重新分類調整	-	-	-	(264)	-	-	-	-	(264)
		-	-	-	(264)	-	-	-	-	(264)
Total comprehensive expense for the period	期間全面開支總額	-	-	-	(264)	-	-	-	(17,418)	(17,682)
Issue of shares on conversion of convertible notes	因可換股票據換股而發行股份	1,689	55,592	-	-	(5,561)	-	-	-	51,720
Release of convertible notes equity reserve on upon redemption of convertible note	因贖回可換股票據而解除可換股票據權益儲備	-	-	-	-	(81)	-	-	(16)	(97)
Issue of shares on exercise of share options	因購股權獲行使而發行股份	9	2,100	-	-	-	-	(809)	-	1,300
At 30 June 2014 (Unaudited)	於二零一四年六月三十日 (未經審核)	3,849	565,747	14,945	-	-	-	3,239	(561,179)	26,601
At 1 January 2015 (Audited)	於二零一五年一月一日 (經審核)	3,849	565,747	14,945	-	-	-	4,640	(576,628)	12,553
Loss for the period	期間虧損	-	-	-	-	-	-	-	(22,755)	(22,755)
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									
- Exchange loss arising during the period	- 期內產生之匯兌虧損	-	-	-	(123)	-	-	-	-	(123)
Fair value gain on available-for-sale investments	可供出售投資之公平值收益	-	-	-	-	-	3	-	-	3
		-	-	-	(123)	-	3	-	-	(120)
Total comprehensive expense for the period	期間全面開支總額	-	-	-	(123)	-	3	-	(22,755)	(22,875)
Recognition of equity-settled share based payments	以股本結算並以股份為基礎之付款之確認	-	-	-	-	-	-	15,531	-	15,531
Issue of shares by way of placing	因配售而發行股份	612	491,908	-	-	-	-	-	-	492,520
Issue of shares on exercise of share options	因購股權獲行使而發行股份	95	54,091	-	-	-	-	(2,405)	-	51,781
At 30 June 2015 (Unaudited)	於二零一五年六月三十日 (未經審核)	4,556	1,111,746	14,945	(123)	-	3	17,766	(599,383)	549,510

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the six months ended 30 June 2015

簡明綜合現金流量報表
截至二零一五年六月三十日止六個月

		2015 (Unaudited) 二零一五年 (未經審核) HK\$'000 千港元	2014 (Unaudited) 二零一四年 (未經審核) HK\$'000 千港元
Net cash used in operating activities	經營業務動用之現金淨額	(38,003)	(8,572)
Net cash used in investing activities	投資業務動用之現金淨額	(31,437)	(276)
Net cash generated from/(used in) financing activities	融資業務所得/(動用)之現金淨額	543,038	(5,222)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目 增加/(減少)淨額	473,598	(14,070)
Effect of foreign exchange rate changes	外幣匯率變動之影響	(123)	-
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	8,816	35,413
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	482,291	21,343

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the six months ended 30 June 2015

1. Basis of preparation

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".

2. Principal accounting policies

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 and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2015 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2014.

In the current interim period, the Group has applied, for the first time, certain amendments to 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 application of the amendments to HKFRSs in the current interim period has had no material effect on amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. 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 period.

The following is an analysis of the Group's revenue and results by reportable and operating segments:

Six months ended 30 June 2015

		Telephones and related equipment 電話及 相關設備 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益			
External sales	對外銷售	135,714	13,351	149,065
Segment (loss)/profit	分部 (虧損) / 溢利	(464)	113	(351)
Interest income on bank deposits	銀行存款利息收入			3
Fair value gain on held-for-trading investments	持作買賣投資之公平值收益			5,523
Share-based payments	以股份為基礎之付款			(15,531)
Unallocated expenses	未分配開支			(11,783)
Finance costs	融資成本			(603)
Loss before tax	除稅前虧損			(22,742)

簡明綜合財務報表附註
截至二零一五年六月三十日止六個月

1. 編製基準

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。

2. 主要會計政策

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，截至二零一五年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一四年十二月三十一日止年度之全年財務報表所採用者相同。

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香港財務報告準則(「香港財務報告準則」)之若干修訂。於本中期期間應用香港財務報告準則之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。

3. 收益及分部資料

收益代表本集團期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。

以下為按須予申報及經營分部分析本集團之收益及業績。

截至二零一五年六月三十日止六個月

Six months ended 30 June 2014

截至二零一四年六月三十日止六個月

		Telephones and related equipment 電話及 相關設備 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益			
External sales	對外銷售	82,380	19,254	101,634
Segment (loss)/profit	分部（虧損）／溢利	(6,444)	1,334	(5,110)
Interest income on bank deposits	銀行存款利息收入			1
Gain on disposal of subsidiaries	出售附屬公司之收益			5,427
Gain on repayment of promissory note	償還承付票據之收益			38
Gain on redemption of convertible notes	贖回可換股票據之收益			14
Fair value loss on held-for-trading investments	持作買賣投資之公平值虧損			(13,409)
Fair value loss on early redemption option embedded in convertible notes	可換股票據附帶之提前贖回權之公平值虧損			(1,127)
Unallocated expenses	未分配開支			(937)
Finance costs	融資成本			(2,093)
Loss before tax	除稅前虧損			(17,196)

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

以下為按須予申報及經營分部分析本集團之資產及負債：

Segment assets

分部資產

		At 30 June 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
Telephones and related equipment	電話及相關設備	43,126	21,766
Used computer-related components	二手電腦相關組件	18,570	18,526
Total segment assets	分部資產總額	61,696	40,292
Unallocated assets	未分配資產	585,424	35,664
Consolidated assets	綜合資產	647,120	75,956

Segment liabilities

分部負債

		At 30 June 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
Telephones and related equipment	電話及相關設備	62,789	38,613
Used computer-related components	二手電腦相關組件	1,969	1,685
Total segment liabilities	分部負債總額	64,758	40,298
Unallocated liabilities	未分配負債	32,852	23,105
Consolidated liabilities	綜合負債	97,610	63,403

4. Other income and gains

Gain on disposal of subsidiaries	出售附屬公司之收益	-	5,427
Gain on repayment of promissory note	償還承付票據之收益	-	38
Gain on redemption of convertible notes	贖回可換股票據之收益	-	14
Net foreign exchange gain	匯兌收益淨額	427	141
Interest income on bank deposits	銀行存款之利息收入	3	1
Management fee income	管理費收入	218	218
Sundry income	雜項收入	474	9

Six months ended 30 June		截至六月三十日止六個月	
2015	2014	2015	2014
二零一五年	二零一四年	二零一五年	二零一四年
HK\$'000	HK\$'000	千港元	千港元
-	5,427	-	5,427
-	38	-	38
-	14	-	14
427	141	427	141
3	1	3	1
218	218	218	218
474	9	474	9
1,122	5,848	1,122	5,848

5. Income tax expense

Current tax:	即期稅項：		
- Hong Kong Profits Tax	- 香港利得稅	13	222

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits 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。

6. Loss for the period

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	131,109	88,468
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	27	18
Staff costs including directors' emoluments	員工成本，包括董事酬金	14,098	3,197

5. 所得稅開支

Six months ended 30 June		截至六月三十日止六個月	
2015	2014	2015	2014
二零一五年	二零一四年	二零一五年	二零一四年
HK\$'000	HK\$'000	千港元	千港元
		13	222

6. 期間虧損

期間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	
2015	2014	2015	2014
二零一五年	二零一四年	二零一五年	二零一四年
HK\$'000	HK\$'000	千港元	千港元
131,109	88,468	131,109	88,468
27	18	27	18
14,098	3,197	14,098	3,197

7. 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:

7. 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：

Loss	虧損		
Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	用於計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔期間虧損)	(22,755)	(17,418)

Six months ended 30 June		截至六月三十日止六個月	
2015	2014	2015	2014
二零一五年	二零一四年	二零一五年	二零一四年
HK\$'000	HK\$'000	千港元	千港元
(22,755)	(17,418)	(22,755)	(17,418)

Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	13,885,937,429	9,387,198,958

Six months ended 30 June		截至六月三十日止六個月	
2015	2014	2015	2014
二零一五年	二零一四年	二零一五年	二零一四年
13,885,937,429	9,387,198,958	13,885,937,429	9,387,198,958

The computation of diluted loss per share for the six months ended 30 June 2015 and 2014 does not assume the exercise of the Company's outstanding share options since their exercise would result in a decrease in loss per share.

計算截至二零一五年及二零一四年六月三十日止六個月之每股攤薄虧損時不會假設以行使本公司尚未行使之購股權，因為有關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 2015 and 2014.

9. Trade, bill and other receivables

Trade and bill receivables
Less: Allowance for doubtful debts

Deposits, prepayments and other receivables

Total trade, bill and other receivables

The Group allows a credit period from 30 to 90 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 dates at the end of the reporting period:

0-30 days
31-60 days
61-90 days
Over 90 days

應收貿易賬款及應收票據
減：呆賬撥備

按金、預付款項及其他應收款項

應收貿易賬款、應收票據及其他應收款項之總額

零至三十日
三十一至六十日
六十一至九十日
九十日以上

8. 股息

截至二零一五年及二零一四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 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
42,854	19,836
(188)	(188)
42,666	19,648
24,416	9,165
67,082	28,813

本集團給予貿易客戶之信貸期為三十至九十日。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 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
4,072	11,260
21,374	4,404
14,674	2,696
2,546	1,288
42,666	19,648

10. Trade and other payables

Trade payables	應付貿易賬款
Other payables and accrued charges	其他應付款項及應計費用

At 30 June 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
38,816	19,995
35,449	19,380
74,265	39,375

The following is an ageing analysis of trade payables presented based on invoice dates 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

At 30 June 2015 (Unaudited) 於二零一五年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2014 (Audited) 於二零一四年 十二月三十一日 (經審核) HK\$'000 千港元
4,628	11,355
24,163	4,365
117	2,341
9,908	1,934
38,816	19,995

The credit period on purchase of goods ranges from 30 to 60 days.

有關應付貿易賬款於報告期間結束時根據發票日期呈列之賬齡分析如下：

購買貨品之信貸期為三十至六十日。

11. Share capital

Ordinary shares of HK\$0.0003 each

Authorised:
At 1 January 2015 and at 30 June 2015

Issued and fully paid:
At 1 January 2015
Issue of shares by way of placing
Issue of shares on exercise of share options

At 30 June 2015

法定：
於二零一五年一月一日及
二零一五年六月三十日

已發行及繳足：
於二零一五年一月一日
因配售而發行股份
因購股權獲行使而發行股份

於二零一五年六月三十日

10. 應付貿易賬款及其他應付款項

11. 股本

每股面值0.0003港元之普通股

Number of shares 股份數目	Share capital 金額 HK\$'000 千港元
2,000,000,000,000	600,000
12,830,841,870	3,849
2,040,900,000	612
314,926,300	95
15,186,668,170	4,556

12. Fair value measurements of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

12. 金融工具之公平值計量

以經常基準按公平值計量之本集團金融資產之公平值

本集團部份金融資產於各報告期間結束時按公平值計量。下表載列此等金融資產之公平值釐定方法(特別是所使用之估值技術及輸入數據),以及計量公平值時之公平值等級水平是根據公平值計量輸入數據可觀察程度進行劃分(第一至三級)的資料。

- 第一級公平值計量為相同資產或負債於活躍市場上報價(未經調整)所得出;
- 第二級公平值計量為於第一級計入之報價以外可直接(即價格)或間接(即衍生自價格)觀察資產或負債所得輸入數據所得出;及
- 第三級公平值計量為包括並無根據可觀察市場數據(不可觀察輸入數據)釐定之資產或負債輸入數據之估值方法所得出。

Financial assets 金融資產		Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及 關鍵輸入數據
		30/06/2015 二零一五年 六月三十日 HK\$'000 千港元	31/12/2014 二零一四年 十二月三十一日 HK\$'000 千港元		
Listed equity securities in Hong Kong classified as held-for-trading investments in the condensed consolidated statement of financial position	於簡明綜合財務狀況表分類為持作買賣投資之香港上市股本證券	56,476	26,848	Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報之買入價
Unlisted investment fund classified as available-for-sale investments in the condensed consolidated statement of financial position	於簡明綜合財務狀況表分類為可供出售投資之非上市投資基金	26,003	-	Level 2 第二級	Net asset value 資產淨值

13. Events after the end of the interim period

- (a) 29,063,150 share options were exercised on 2 July 2015 resulting in the issue of 29,063,150 shares of HK\$0.0003 each.
- (b) Pursuant to a special resolution passed by the shareholders of the Company on 13 July 2015, an amount standing to the credit of the share premium account in the sum of approximately HK\$1,057,455,000 was reduced with such amount of the credit arising therefrom to first set-off the accumulated losses of the Company in the sum of approximately HK\$616,202,000 and the remaining of approximately HK\$441,253,000 was transferred to the contributed surplus account of the Company.

13. 中期期結後事項

- (a) 29,063,150份購股權已於二零一五年七月二日獲行使,本公司因此而發行29,063,150股每股面值0.0003港元之股份。
- (b) 根據本公司股東於二零一五年七月十三日通過之特別決議案,股份溢價賬之進賬額約1,057,455,000港元全數予以削減,由此產生的進賬額首先用於抵銷本公司為數約616,202,000港元的累計虧損,而其餘約441,253,000港元撥入本公司之繳入盈餘賬。

DIRECTOR'S STATEMENT

On behalf of Board of the Company, I present to you the interim results of the Group for the six months ended 30 June 2015.

BUSINESS REVIEW

During the six months of review, the Group (i) continued to focus on the sales and marketing of residential telephone products under its licence for the Motorola brand; and (ii) the processing and trading of used computer-related components business.

For the six months ended 30 June 2015, the Group's turnover amounted to approximately HK\$149.1 million, compared to HK\$101.6 million reported in 2014, representing an increase of approximately 46.7%. In relation to the Group's turnover, approximately 91.0% resulted from sales of telephone products and 9.0% resulted from the processing and trading of used computer-related components business. Gross profit from operation for the period under review was approximately HK\$18.0 million, compared to a gross profit of approximately HK\$13.2 million reported in 2014, representing an increase of approximately 36.4%. The net loss increased from approximately HK\$17.4 million for the corresponding period last year to approximately HK\$22.8 million for the current period, representing an increase of approximately 30.6%. Such increase in net loss was mainly due to the increase in operating expenses.

As previously reported, Motorola Mobility LLC selected the Company as its exclusive licensee for the Motorola brand for corded and cordless telephones for residential and office use in Europe, Russian Federation, Middle East, Africa and Asia (including China, India, South East Asia and Australia). The Group's core activity is the design, sales and marketing of telephone products under the Motorola brand in the above territories. The prospects for this activity are believed to be stable in 2015.

OUTLOOK AND PROSPECT

In March 2015, the Company has entered into a business cooperation agreement with Shanghai ChinaPay Electronic Payment Service Co., Ltd ("Shanghai ChinaPay"), being a wholly owned subsidiary of China UnionPay Co., Ltd ("China UnionPay"), a domestic bankcard association and an authorized interbank clearing institution established under the approval of the People's Bank of China) to jointly promote and develop cross-border payment platform and e-commerce co-operation in Europe.

In May 2015, the Company has entered into a cooperation agreement with Guangzhou e-UnionPay Network Payment Co., Ltd. ("Guangzhou e-UnionPay"), being an associated company of China UnionPay) to provide the online payment services and cross-border settlement services which supported purchases through the Company's e-commerce platforms by Guangzhou e-UnionPay.

Upon completion of the fund raising in April 2015, the Company started to deploy resources to execute the cooperation agreements with Shanghai ChinaPay and Guangzhou e-UnionPay. In addition, in view of the financial knowledge and the Group's cash position, the Directors are of the view that it is a suitable time for the Group to take a more active approach in diversifying the Group business sector including securities trading and other financial investment.

The Group will continue to explore business opportunities which could complement the Group's current business.

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二零一五年六月三十日止六個月之中期業績。

業務回顧

於回顧六個月，本集團(i)繼續專注發展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；及(ii)從事二手電腦相關組件處理及貿易之業務。

截至二零一五年六月三十日止六個月，本集團錄得營業額約149,100,000港元，較二零一四年錄得的101,600,000港元增加約46.7%。本集團營業額中約91.0%來自銷售電話產品及9.0%來自二手電腦相關組件處理及貿易業務。回顧期間之經營毛利約為18,000,000港元，較二零一四年約13,200,000港元的毛利增加約36.4%。虧損淨額由去年同期約17,400,000港元增加至本期間約22,800,000港元，增加約30.6%。虧損淨額增加主要是因為營運開支增加所致。

誠如先前所報告，摩托羅拉移動(Motorola Mobility LLC)已選任本公司為其家居及辦公室有線及無線摩托羅拉品牌電話在歐洲、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。本集團之核心業務活動為於上述區域以摩托羅拉品牌設計、銷售及推廣電話產品。此業務於二零一五年之前景可望穩健。

展望及前景

於二零一五年三月，本公司與上海銀聯電子支付服務有限公司(「上海銀聯」)簽訂業務合作協議，在歐洲共同推廣及發展跨境支付平台與電子商務合作。上海銀聯為中國銀聯股份有限公司(「中國銀聯」)之全資附屬公司，而中國銀聯為國內一間獲中國人民銀行批准設立之銀行卡聯合組織及獲授權負責跨行交易清算之機構。

於二零一五年五月，本公司與廣州銀聯網絡支付有限公司(「廣州銀聯」)訂立合作協議以提供網上支付服務及跨境結算服務，廣州銀聯向本公司之電子商務平台提供網上購物支援。廣州銀聯為中國銀聯之聯屬公司。

於二零一五年四月完成集資活動後，本公司開始將資源投放在執行與上海銀聯及廣州銀聯訂立之合作協議。此外，鑑於所具備之財務知識及本集團之現金水平，董事認為現在是本集團更積極地推動本集團業務界別多元化發展之合適時機，包括證券買賣及其他金融投資。

本集團將繼續發掘可配合本集團現有業務的商機。

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to extend our sincere thanks to our customers, suppliers and staff for their continued support and contribution to the Group during the period. We are committed to deploy more resources and to focus our business in cross-border payment and e-commerce business associated with "China UnionPay" and to maximize value for our shareholders in the long run.

MANAGEMENT AND DISCUSSION AND ANALYSIS

Overview

For the six months ended 30 June 2015, the Group recorded a turnover of approximately HK\$149.1 million which represented an increase of approximately 46.7% as compared to the corresponding figure for the six months ended 30 June 2014.

The gross profit for the period under review was approximately HK\$18.0 million as compared to approximately HK\$13.2 million for the previous period.

The net loss for the period was approximately HK\$22.8 million.

During the period, the Group continued to focus on the sales and marketing of residential telephone products under its licence for the Motorola brand and the processing and trading of used computer-related components business. The turnover, gross profit and net profit/loss for the period ended 30 June 2015 are set out as below:

Turnover	營業額
Gross profit	毛利
Net (loss)/profit	(虧損)/溢利淨額

Liquidity and Financial Resources

The increase in current ratio from 1.03 to 6.26 was mainly due to an increase in net proceeds as a result of the shares placement in April 2015.

As at 30 June 2015, the Group had cash on hand of approximately HK\$482.3 million, net current assets of approximately HK\$513.0 million, total assets of approximately HK\$647.1 million and shareholders' equity of approximately HK\$549.5 million.

As at 30 June 2015, the Group has outstanding bank borrowings of approximately HK\$0.8 million.

Gearing Ratio

As at 30 June 2015, the Group's gearing ratio is 0.04, calculated based on the Group's outstanding promissory notes and bank loan with an aggregate amount of approximately HK\$22.1 million and the Group's shareholders' fund of approximately HK\$549.5 million.

致謝

本人謹代表董事會，衷心感謝一眾客戶、供應商及員工一直的支持以及於期內為本集團作出之貢獻。本集團將致力就與「中國銀聯」有關之跨境支付及電子商務業務投入更多資源及集中發展此項業務，努力提升長遠股東價值。

管理層論述及分析

概覽

截至二零一五年六月三十日止六個月，本集團錄得營業額約149,100,000港元，較截至二零一四年六月三十日止六個月之相關數字增加約46.7%。

回顧期間之毛利約為18,000,000港元，上一期間則約為13,200,000港元。

本期間之虧損淨額約為22,800,000港元。

於本期間，本集團繼續專注發展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以及二手電腦相關組件之處理及貿易業務。截至二零一五年六月三十日止期間之營業額、毛利及溢利/虧損淨額載列如下：

Telephones and related equipment 電話及相關設備 HK\$'000 千港元	Used computer-related components 二手電腦相關組件 HK\$'000 千港元
135,714	13,351
16,887	1,069
(464)	113

流動資金及財政資源

流動比率由1.03上升至6.26，主要由於在二零一五年四月配售股份之所得款項淨額增加。

於二零一五年六月三十日，本集團持有現金約482,300,000港元、流動資產淨值約513,000,000港元、資產總額約647,100,000港元及股東權益約549,500,000港元。

於二零一五年六月三十日，本集團之未償還銀行借貸約為800,000港元。

資本負債比率

於二零一五年六月三十日，本集團之資本負債比率為0.04，乃根據本集團合共約22,100,000港元之未償還承付票據及銀行貸款以及本集團約549,500,000港元之股東資金計算。

Capital Structure

For the six months ended 30 June 2015, 314,926,300 shares and 2,040,900,000 shares were issued upon the exercise of the share options and the share placing respectively.

Exchange Rate

All sales in the current period were denominated in United States dollars and Hong Kong dollars, whilst the majority of the Group's expenses were denominated in United States dollars, Hong Kong dollars and Renminbi.

Investments

During the six months ended 30 June 2015, there were no material acquisitions or disposals of subsidiaries and associated companies.

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.

The Company had disposed of its entire interest in SCL and MCL in April 2014. Based on the legal advice sought, disposition of SCL and MCL by the Company would not effect the Order made by the Court on 1 June 2011. However, as previously set out, based on legal advice sought, as the Claims sought have already been fully set-off, there is no solid legal foundation on the part of the liquidators of SIL to mount any claim against the Company.

股本架構

於截至二零一五年六月三十日止六個月內，314,926,300股股份及2,040,900,000股股份已分別因為購股權獲行使及股份配售而發行。

匯率

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

投資

於截至二零一五年六月三十日止六個月內，本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。

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)在其針對新確通訊及萬達鈴通訊之兩份法定要求償債書通知中所提出之申索，乃關於新確通訊及萬達鈴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，因此於新確通訊及萬達鈴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。

本公司已於二零一四年四月出售其於新確通訊及萬達鈴通訊之全部權益。根據所取得之法律意見，本公司出售新確通訊及萬達鈴通訊將不會影響法院於二零一一年六月一日作出之命令。然而，誠如上文所載，根據所取得之法律意見，由於有關申索已經悉數抵銷，因此新確實業之清盤人對本公司提出之任何申索並無有力的法律理據。

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 30 June 2015, 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.

As at 30 June 2015, the Group and the Company do not have any significant contingent liabilities.

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 directors and employees in accordance with the share option scheme.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 30 June 2015, 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 The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of 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\$0.0003 each of the Company

Name of directors 董事姓名		No. of shares held 所持 股份數目	No. of underlying shares held in options granted under the Share Option Scheme 就根據 購股權計劃 授出之 購股權而 持有之相關 股份數目		Percentage of the issued share capital of the Company (Note 1) 佔本公司 已發行股本 之百分比(附註1)
Zhu Xiao Dong (Note 2)	朱曉冬 (附註2)	-	126,800,000		0.83
Malcolm Stephen JACOBS-PATON	Malcolm Stephen JACOBS-PATON	5,260,780	20,000,000		0.17
Wang Zhen Dong	王振東	-	126,800,000		0.83
Xiao Qingmin	肖慶敏	-	142,463,150		0.94

Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 15,186,668,170 as at 30 June 2015.
- Mr. Zhu Xiao Dong subsequently resigned as director on 4 August 2015.

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，於二零一五年六月三十日，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。

於二零一五年六月三十日，本集團及本公司並無任何重大或然負債。

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董事及僱員授出購股權。

董事及主要行政人員之股份權益

於二零一五年六月三十日，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香港聯合交易所有限公司(「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0.0003港元之普通股

Name of directors 董事姓名		No. of shares held 所持 股份數目	No. of underlying shares held in options granted under the Share Option Scheme 就根據 購股權計劃 授出之 購股權而 持有之相關 股份數目		Percentage of the issued share capital of the Company (Note 1) 佔本公司 已發行股本 之百分比(附註1)
Zhu Xiao Dong (Note 2)	朱曉冬 (附註2)	-	126,800,000		0.83
Malcolm Stephen JACOBS-PATON	Malcolm Stephen JACOBS-PATON	5,260,780	20,000,000		0.17
Wang Zhen Dong	王振東	-	126,800,000		0.83
Xiao Qingmin	肖慶敏	-	142,463,150		0.94

附註：

- 該股權百分比是根據本公司於二零一五年六月三十日之已發行股本15,186,668,170股計算。
- 朱曉冬先生已於其後在二零一五年八月四日辭任董事。

SHARE OPTIONS

On 4 May 2012, a share option scheme (the "Share Option Scheme") was adopted by shareholders at the annual general meeting, under which the Directors may, at their discretion, grant share options to eligible persons including Directors and employees to subscribe share in the Company. The Board had granted to eligible grantees the share options to subscribe for 156,631,500 ordinary shares of HK\$0.0003 each on 7 October 2013 under the Share Option Scheme. On 10 December 2014, the Board had granted to eligible grantees the share options to subscribe for 1,268,000,000 ordinary shares of HK\$0.0003 each under the Share Option Scheme.

At 30 June 2015, the number of shares in respect of which share options could be exercisable under the terms of the Share Option Scheme was 415,315,750 shares, representing approximately 2.73% of the shares of the Company in issue at that date. All share options are currently held by directors, employees and consultants of the Group. 314,926,300 share options were exercised to subscribe for the same amount of ordinary shares of HK\$0.0003 each during the six months ended 30 June 2015.

Saved as disclosed above, at no time during the six months ended 30 June 2015 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 June 2015, save as disclosed below, 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.

購股權

二零一二年五月四日，股東於股東週年大會上採納一項購股權計劃（「購股權計劃」），據此，董事可按其酌情權授出購股權予合資格人士（包括董事及僱員），以認購本公司股份。董事會於二零一三年十月七日根據購股權計劃向合資格承授人授出可認購**156,631,500**股每股面值**0.0003**港元之普通股的購股權。於二零一四年十二月十日，董事會根據購股權計劃向合資格承授人授出可認購**1,268,000,000**股每股面值**0.0003**港元之普通股的購股權。

於二零一五年六月三十日，根據購股權計劃之條款可予行使之購股權涉及之股份數目為**415,315,750**股，相當於本公司在該日之已發行股份的約**2.73%**。目前所有購股權是由本集團董事、僱員及顧問持有。於截至二零一五年六月三十日止六個月，**314,926,300**份購股權已獲行使以認購相同數目的每股面值**0.0003**港元之普通股。

除上文所披露者外，本公司或其任何附屬公司於截至二零一五年六月三十日止六個月內任何時間概無訂立任何安排，以使董事可透過收購本公司或任何其他法團之股份或債權證而獲益。

主要股東之股份權益

除下文所披露者外，就本公司董事及主要行政人員所知，於二零一五年六月三十日，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。

Name of shareholder with over 5% shareholding 持有超過5%股權之股東姓名/名稱	Capacity 身份	Nature of Interest 權益性質	Long or short position 好倉或淡倉	Number of shares 股份數目	Percentage of the issued share capital of the Company (Note 1) 佔本公司已發行股本之百分比 (附註1)
Zhongrong International Trust Co. Ltd. 中融國際信託有限公司	Controlled Company's Interest 受控制公司之權益	Corporate interest 公司權益	Long Position 好倉	1,000,000,000	6.58%
Cloud Dynasty (Macau) Limited (Note 2) (附註2)	Controlled Company's Interest 受控制公司之權益	Corporate interest 公司權益	Long Position 好倉	1,000,000,000	6.58%
Chan Sin Ying (Note 2) 陳倩瑩 (附註2)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,000,000,000	6.58%
Eugene Finance International Limited (Note 3) (附註3)	Controlled Company's interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	1,300,000,000	8.56%
Xiao Lili (Note 3) 肖梨利 (附註3)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	8.56%
Orchid Touch Limited (Note 4) (附註4)	Controlled Company's interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	1,300,000,000	8.56%
So Ka Yan (Note 4) 蘇嘉欣 (附註4)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	8.56%

Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 15,186,668,170.
- Cloud Dynasty (Macau) Limited ("Cloud Dynasty") is entitled to be allotted 1,000,000,000 shares upon full conversion of convertible notes and thus Cloud Dynasty is directly interested in 1,000,000,000 shares in the Company. Cloud Dynasty is wholly owned by Chan Sin Ying. Chan Sin Ying is therefore deemed to be interested in 1,000,000,000 shares in the Company.
- Eugene Finance International Limited ("Eugene Finance") is entitled to be allotted 1,300,000,000 shares upon full conversion of convertible notes and thus Eugene Finance is directly interested in 1,300,000,000 shares in the Company. Eugene Finance is wholly owned by Xiao Lili. Xiao Lili is therefore deemed to be interested in 1,300,000,000 shares in the Company.
- Orchid Touch Limited ("Orchid Touch") is entitled to be allotted 1,300,000,000 shares upon full conversion of convertible notes and thus Orchid Touch is directly interested in 1,300,000,000 shares in the Company. Orchid Touch is wholly owned by So Ka Yan. So Ka Yan is therefore deemed to be interested in 1,300,000,000 shares in the Company.

附註：

- 該股權百分比是根據本公司之已發行股本15,186,668,170股計算。
- Cloud Dynasty (Macau) Limited (「Cloud Dynasty」) 有權於可換股票據獲悉數換股時獲配發1,000,000,000股股份，因此Cloud Dynasty直接擁有1,000,000,000股本公司股份之權益。Cloud Dynasty由陳倩瑩全資擁有。因此，陳倩瑩被視為於1,000,000,000股本公司股份中擁有權益。
- Eugene Finance International Limited (「Eugene Finance」) 有權於可換股票據獲悉數換股時獲配發1,300,000,000股股份，因此Eugene Finance直接擁有1,300,000,000股本公司股份之權益。Eugene Finance由肖梨利全資擁有。因此，肖梨利被視為於1,300,000,000股本公司股份中擁有權益。
- Orchid Touch Limited (「Orchid Touch」) 有權於可換股票據獲悉數換股時獲配發1,300,000,000股股份，因此Orchid Touch直接擁有1,300,000,000股本公司股份之權益。Orchid Touch由蘇嘉欣全資擁有。因此，蘇嘉欣被視為於1,300,000,000股本公司股份中擁有權益。

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. Man Yuan who has been appointed on 17 June 2015, of which Mr. Lee Ho Yiu, Thomas is the chairman. The unaudited financial statements of the Group for the six months ended 30 June 2015 have been reviewed by the Audit Committee.

CORPORATE GOVERNANCE

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

Throughout the period, the Group had applied the principles as set out in the Code of Corporate Governance Practices (the "CG Code") in Appendix 14 of the Listing Rules, except for the deviations as follows:

Chairman and Chief Executive Officer

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Zhu Xiao Dong has been appointed as the chairman of the Company on 13 April 2015 and subsequently resigned on 4 August 2015. In view of the current business 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 different 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.

Attendance of Annual General Meeting

Pursuant to Code Provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders. Due to other pre-arranged business commitments, Ms. Lu Bei Lin and Mr. Lee Ka Sing, Joseph, being the independent non-executive director of the Company, were not present at the annual general meeting of the Company held on 7 May 2015.

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、陸蓓琳女士以及於二零一五年六月十七日獲委任之滿圓先生，而李浩堯先生為主席。審核委員會已審閱本集團截至二零一五年六月三十日止六個月之未經審核財務報表。

企業管治

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

於本期間，本集團已應用上市規則附錄十四企業管治常規守則（「企業管治守則」）所載的原則，惟以下偏離情況除外：

主席及行政總裁

根據企業管治守則之守則條文A.2.1，主席及行政總裁之角色應予區分及不應由同一人兼任。朱曉冬先生於二零一五年四月十三日獲委任為本公司主席並隨後於二零一五年八月四日辭任該職位。鑑於本公司目前之業務性質，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不同執行董事、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。

出席股東週年大會

根據企業管治守則之守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會，對公司股東的意見有公正的了解。由於其他預先安排之業務承諾，本公司獨立非執行董事陸蓓琳女士及李家星先生未能出席於二零一五年五月七日舉行之本公司股東週年大會。

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 six months ended 30 June 2015.

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

During the six months ended 30 June 2015, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities.

By Order of the Board
Suncorp Technologies Limited
Wang Zhen Dong
Executive Director

Hong Kong, 20 August 2015

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，董事於截至二零一五年六月三十日止六個月內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

於截至二零一五年六月三十日止六個月，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。

承董事會命
新確科技有限公司
執行董事
王振東

香港，二零一五年八月二十日