

INTERIM REPORT 2002/03  
中期業績報告



SUNeVision Holdings Ltd.  
新意網集團有限公司

Results for the six months ended 31 December 2002  
截至二零零二年十二月三十一日止六個月業績

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# HIGHLIGHTS

- SUNeVision's performance continues to improve, with latest net profit of HK\$16.3 million.
- Gross margin of 30%, up for the fourth consecutive quarter.
- Operating expenditures fell 7% to HK\$17.4 million, down for the tenth consecutive quarter.
- Strong financial position, with approximately HK\$1.85 billion in cash and interest-bearing securities.

|                                      | <b>Current Quarter<br/>(Oct to Dec 2002)<br/>HK\$'M</b> | Previous Quarter<br>(Jul to Sep 2002)<br>HK\$'M |
|--------------------------------------|---|---|
| Turnover                             | <b>61.4</b>   | 61.3  |
| Gross profit                         | <b>18.1</b>   | 16.9  |
| — as a % of turnover                 | <b>30%</b>  | 28%   |
| Operating expenditures*              | <b>(17.4)</b>   | (18.7)  |
| Other income                         | <b>22.3</b>   | 24.8  |
| Profit from operations               | <b>23.0</b>   | 23.0  |
| Finance costs                        | <b>(5.5)</b>  | (5.5)   |
| Operating profit after finance costs | <b>17.5</b>   | 17.5  |
| Profit attributable to shareholders  | <b>16.3</b>   | 16.4  |

\* Selling, general and administrative expenses

# CHAIRMAN'S STATEMENT

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SUNeVision's performance continued to improve in the second quarter of financial year 2002-2003, backed by stability in operations and an increase in cash position.

Quarter-on-quarter turnover increased marginally from HK\$61.3 million to HK\$61.4 million, and gross margin showed a fourth consecutive quarter of improvement to 30% for the quarter under review. Operating expenditures declined for the tenth consecutive quarter to HK\$17.4 million for the quarter under review. Net profit for the quarter was HK\$16.3 million.

The Group continued to build its cash position. It holds approximately HK\$1.85 billion in cash and interest-bearing securities, of which HK\$730 million is earmarked for repayment to the parent company in February 2003. The Group's financial position remains strong.

During the quarter, iAdvantage added new customers in Hong Kong and China, raising overall occupancy to about 60%. SUNeVision's enabling services also expanded their customer base and offerings, including the provision of full broadband services at The Leighton Hill, the parent company's flagship residential development.

SUNeVision's achievements gained public recognition during the quarter. The Group was ranked second among Hong Kong companies in the "2002 Asia Pacific Technology Fast 500" by Deloitte Touche Tohmatsu, a ranking of the fastest growing technology companies across the Asia-Pacific region.

Led by strong operational momentum, SUNeVision will continue to judiciously seek opportunities for growth. The Group continues to look for technology-based businesses that complement its current offerings and generate immediate and reliable cashflows.

I would like to close by thanking the board, management, and every member of our staff for their continued dedication and drive in improving the business.

**KWOK PING LUEN, RAYMOND**

*Chairman and Chief Executive Officer*

Hong Kong, 12 February 2003

# MANAGING DIRECTOR'S REPORT

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## OVERVIEW

SUNeVision's results for the first half of the current financial year were strong, marked by stable growth and consistent improvements in key measures of performance.

For the second quarter ended 31 December 2002, SUNeVision's quarter-on-quarter turnover increased marginally from HK\$61.3 million to HK\$61.4 million, and gross margin increased for the fourth consecutive quarter, to 30% from 28%. Operating expenditures fell for the tenth consecutive quarter, dropping 7% to HK\$17.4 million for the quarter under review. Profit before a gain on bonds rose by 20% to HK\$14.3 million from HK\$11.9 million in the previous quarter. The Group continues to be EBITDA positive, as it has been since the third quarter of the previous financial year.

In addition, SUNeVision's holdings of cash and interest-bearing securities increased from about HK\$1.8 billion at the beginning of the current financial year to approximately HK\$1.85 billion in the second quarter. Of this, HK\$730 million is due for repayment to the parent company in February 2003. With ongoing uncertainty in the economic environment and increasing geopolitical risk, the Group continues its prudent approach to managing its cash position.

Looking to the second half of the current financial year, SUNeVision will strive to raise both turnover and bottom line profitability while maintaining a close watch over operating expenses. The Group also continues to selectively seek opportunities for growth.

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## DATA INFRASTRUCTURE

### **iAdvantage**

The first half of the current financial year saw iAdvantage expand its customer base, with notable new clients including several Hong Kong government departments and UNISYS China & Hongkong. Overall occupancy of data centres in Hong Kong and China is up to about 60% and rising, and the company is strengthening its relationships with major IT out-sourcing and solution providers to drive revenue growth. In addition, global reductions in bandwidth and systems prices have allowed iAdvantage to optimize network costs and increase operational efficiency.

### **Super e-Technology**

Revenue and profit grew during the first half of the current financial year, as Super e-Technology signed contracts worth some HK\$10 million for the design, installation and maintenance of Satellite Master Antenna Television (SMATV) and Extra Low Voltage (ELV) systems in major property developments. As of December 2002, Super e-Technology served approximately 83,000 households, of which 57,000 were broadband enabled.

### **Super e-Network**

Value-added services for broadband users drove Super e-Network's expansion in the first half of the financial year, fuelled by the growing popularity of broadband. Residents of The Leighton Hill, Sun Hung Kai Properties' premium residential development, started receiving Super e-Network broadband in December 2002. New service offerings will continue to have a positive effect on the company's revenue and bottom line.

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## ENABLING SERVICES

### SuperHome

SuperHome now serves more than 90 residential estates in Hong Kong, including over 60 SHKP developments and more than 30 others. During Christmas the company staged a special promotion that allowed residents to buy seasonal products at attractive prices from their own homes, which was very popular. Building on this success, SuperHome will launch more regular promotions in the future to benefit residents and raise recurrent revenue for the company.

### SuperStreets

The first half of the current financial year saw SuperStreets maintain its leadership in the mortgage referral market through professional service and competitive pricing for homebuyers. The company also expanded its home decoration referral service for both online and offline customers, and set up a dedicated Home Service Centre on Ma Wan to serve the new residents of Park Island.

### Red-Dots

With its reorganization complete in the previous financial year, Red-Dots broke even in the second quarter of the current financial year. New initiatives for Hong Kong's leading web auction and marketing services company included a successful collaboration with Samsung Electronics selling configured-to-order notebook computers through the popular Red-Dots web site. The company also offers monthly promotions on special new products as a value-added service to its loyal members.

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## INVESTMENTS

### Venture Capital

The Venture Capital group continues to look for investment opportunities in credible, well-established technology companies with products or services that are synergistic with SUNeVision's core businesses. The group also works closely with the companies in its investment portfolio to accelerate their development and realize financial liquidity. No further provisions on SUNeVision's current venture capital portfolio have been planned.

## OTHER FINANCIAL DISCUSSION AND ANALYSIS

The Group adheres to a prudent financial management policy and has a strong balance sheet, with healthy liquidity and financial resources. The Group had cash and interest-bearing securities of approximately HK\$1.85 billion as of 31 December 2002.

On capital structure, the Group's principal debt is a convertible note of HK\$730 million issued in February 2000, which will mature in February 2003. Gearing ratio as of 31 December 2002, measured by net debt (after deducting cash and bank balances) to shareholders' funds, was zero.

Certain Group subsidiaries have obtained general banking facilities of HK\$33 million, of which approximately HK\$11 million was utilized as of 31 December 2002. Other than the foregoing utilized banking facilities, the Group has no material contingent liabilities.

The Group's core operations are based in Hong Kong and its assets are primarily denominated in Hong Kong or US dollars. There is no significant exposure to foreign exchange rate fluctuations. As of 31 December 2002, the Group had not pledged any of its assets.



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During the period, there were no material acquisitions or disposals of subsidiaries or affiliated companies.

There have been no material changes in the composition of the Group's equity technology investment portfolio since 30 June 2002.

## EMPLOYEES

At the end of December 2002 SUNeVision had 216 full-time employees, and payroll costs for the first half of the financial year (excluding Directors' remuneration) were HK\$29.2 million. This represented a 53.4% decrease from HK\$62.7 million for the corresponding period in the previous financial year. The Group continues to keep close control over salary and benefit levels, and staff are rewarded according to merit. In addition, employees have access to benefits including medical coverage, provident fund and ongoing training and development.

The Group has a share option scheme for employees, under which options can be granted to recognize outstanding performance or retain key staff members. Details of the scheme are provided in the relevant section.

### **YEN SHIAO HUA, SHERIDAN**

*Managing Director*

Hong Kong, 12 February 2003

# CONSOLIDATED INCOME STATEMENT

For the three and six months ended 31 December 2002

|  | Notes | (Unaudited)<br>Three months ended<br>31 December |               | (Unaudited)<br>Six months ended<br>31 December |               |
|--|-------|--|---------------|--|---------------|
|  |       | 2002   | 2001          | 2002   | 2001          |
|  |       | HK\$'000   | HK\$'000      | HK\$'000                                       | HK\$'000      |
| Turnover   |       | <b>61,387</b>                                    | 55,800        | <b>122,640</b>                                 | 121,850       |
| Cost of sales                                      |       | <b>(43,295)</b>                                  | (48,807)      | <b>(87,667)</b>                                | (103,777)     |
| Gross profit                                       |       | <b>18,092</b>                                    | 6,993         | <b>34,973</b>                                  | 18,073        |
| Other revenue                                      |       | <b>22,274</b>                                    | 23,380        | <b>47,077</b>                                  | 48,645        |
|  |       | <b>40,366</b>                                    | 30,373        | <b>82,050</b>                                  | 66,718        |
| Research and development expenses                  |       | —  | —             | —  | 17            |
| Selling expenses                                   |       | <b>2,423</b>                                     | 8,369         | <b>4,683</b>                                   | 18,083        |
| Administrative expenses                            |       | <b>14,947</b>                                    | 22,390        | <b>31,381</b>                                  | 56,503        |
| Profit (Loss) from operations                      | 4     | <b>22,996</b>                                    | (386)         | <b>45,986</b>                                  | (7,885)       |
| Finance costs                                      |       | <b>5,530</b>                                     | 5,840         | <b>11,061</b>                                  | 11,680        |
| Restructuring costs                                |       | —  | 117,393       | —  | 117,393       |
| Impairment losses of equity technology investments | 8     | —  | 355,900       | —  | 355,900       |
| Share of loss of an associate                      |       | <b>1,132</b>                                     | 2,015         | <b>2,141</b>                                   | 3,469         |
| Profit (Loss) before taxation                      |       | <b>16,334</b>                                    | (481,534)     | <b>32,784</b>                                  | (496,327)     |
| Taxation   | 5     | <b>(26)</b>                                      | (33)          | <b>(47)</b>                                    | (66)          |
| Profit (Loss) before minority interests            |       | <b>16,308</b>                                    | (481,567)     | <b>32,737</b>                                  | (496,393)     |
| Minority interests                                 |       | <b>(2)</b>                                       | 25,486        | <b>(4)</b>                                     | 26,966        |
| Profit (Loss) for the period                       |       | <b>16,306</b>                                    | (456,081)     | <b>32,733</b>                                  | (469,427)     |
| Earnings (Loss) per share                          |       |  |               |  |               |
| — Basic  | 6     | <b>0.80 cents</b>                                | (22.49 cents) | <b>1.61 cents</b>                              | (23.14 cents) |

# CONSOLIDATED BALANCE SHEET

At 31 December 2002

|   | Notes | (Unaudited)<br>31 December<br>2002<br>HK\$'000 | (Audited)<br>30 June<br>2002<br>HK\$'000 |
|---|-------|--|--|
| <b>ASSETS AND LIABILITIES</b>                         |       |  |  |
| Non-current assets                                    |       |  |  |
| Investment properties                                 |       | 350,500  | 350,500                                  |
| Property, plant and equipment                         | 7     | 1,429,957                                      | 1,453,635                                |
| Investments   | 8     | 1,380,554                                      | 1,438,143                                |
| Interest in an associate                              |       | 6,023  | 8,165                                    |
| Interest in a jointly controlled entity               |       | 426  | 423                                      |
|   |       | <b>3,167,460</b>                               | <b>3,250,866</b>                         |
| Current assets  |       |  |  |
| Investments   | 8     | —  | 38,248                                   |
| Inventories   |       | 3,904  | 6,666                                    |
| Trade and other receivables                           | 9     | 75,578   | 96,172                                   |
| Amounts due from customers for contract work          |       | 10,407   | 19,264                                   |
| Cash and bank balances                                |       | 884,014  | 710,396                                  |
|   |       | <b>973,903</b>                                 | <b>870,746</b>                           |
| Current liabilities                                   |       |  |  |
| Trade and other payables                              | 10    | 102,823  | 113,470                                  |
| Amounts due to customers for contract work            |       | 563  | 1,251                                    |
| Rental deposits                                       |       | 8,383  | 8,868                                    |
| Obligations under finance lease — due within one year |       | 260  | 309                                      |
| Convertible note                                      |       | 730,000  | 730,000                                  |
| Taxation  |       | 59   | 45                                       |
|   |       | <b>842,088</b>                                 | <b>853,943</b>                           |
| Net current assets                                    |       | <b>131,815</b>                                 | <b>16,803</b>                            |
|   |       | <b>3,299,275</b>                               | <b>3,267,669</b>                         |
| Non-current liabilities                               |       |  |  |
| Obligations under finance lease — due after one year  |       | 277  | 409                                      |
| Minority interests                                    |       | 27,066   | 26,331                                   |
|   |       | <b>3,271,932</b>                               | <b>3,240,929</b>                         |
| <b>CAPITAL AND RESERVES</b>                           |       |  |  |
| Share capital   |       | 202,620  | 202,786                                  |
| Reserves  |       | 3,069,312                                      | 3,038,143                                |
|   |       | <b>3,271,932</b>                               | <b>3,240,929</b>                         |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2002

|                           | Share capital<br>HK\$'000 | Share premium<br>HK\$'000 | Exchange reserve<br>HK\$'000 | Property revaluation reserve<br>HK\$'000 | Accumulated losses<br>HK\$'000 | Total<br>HK\$'000 |
|---------------------------|---------------------------|---------------------------|------------------------------|--|--------------------------------|-------------------|
| At 1 July 2001            | 203,339                   | 3,877,468                 | 423                          | 23,518                                   | (221,744)                      | 3,883,004         |
| Repurchase of own shares  | (553)                     | (7,536)                   | —                            | —  | —                              | (8,089)           |
| Net loss for the period   | —                         | —                         | —                            | —  | (469,427)                      | (469,427)         |
| At 31 December 2001       | 202,786                   | 3,869,932                 | 423                          | 23,518                                   | (691,171)                      | 3,405,488         |
| At 1 July 2002            | <b>202,786</b>            | <b>3,869,931</b>          | <b>288</b>                   | <b>23,518</b>                            | <b>(855,594)</b>               | <b>3,240,929</b>  |
| Repurchase of own shares  | (166)                     | (1,564)                   | —                            | —  | —                              | (1,730)           |
| Net profit for the period | —                         | —                         | —                            | —  | 32,733                         | 32,733            |
| At 31 December 2002       | <b>202,620</b>            | <b>3,868,367</b>          | <b>288</b>                   | <b>23,518</b>                            | <b>(822,861)</b>               | <b>3,271,932</b>  |

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 31 December 2002

|  | <b>(Unaudited)</b>      |                 |
|--|-------------------------|-----------------|
|  | <b>Six months ended</b> |                 |
|  | <b>31 December</b>      |                 |
|  | <b>2002</b>             | <b>2001</b>     |
|  | <b>HK\$'000</b>         | <b>HK\$'000</b> |
| Net cash generated from (used in) operating activities | <b>54,723</b>           | (107,198)       |
| Net cash generated from (used in) investing activities | <b>131,137</b>          | (744,373)       |
| Net cash used in financing activities                  | <b>(12,242)</b>         | (14,491)        |
| Net increase (decrease) in cash and cash equivalents   | <b>173,618</b>          | (866,062)       |
| Cash and cash equivalents at 1 July                    | <b>710,396</b>          | 1,748,672       |
| Cash and cash equivalents at 31 December               | <b>884,014</b>          | 882,610         |

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## Notes to the Interim Financial Statements

### 1. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with the Statement of Standard Accounting Practice (“SSAP”) No. 25 “Interim Financial Reporting” issued by the Hong Kong Society of Accountants and the disclosure requirements set out in Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

### 2. Principal Accounting Policies

The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 30 June 2002.

The condensed interim financial statements are unaudited, but have been reviewed by the Audit Committee.

In the current period, the Group has adopted the following revised SSAP which is effective for accounting periods commencing on or after 1 January 2002:

SSAP 15 (Revised)      Cash flow statements

### 3. Business and Geographical Segments

#### *Business segments*

Business segment information is chosen as the primary reporting segment. Principal activities of the main business segments of the Group are as follows:

Internet services centers and IT facilities cover the provision of data center, facilities management, web applications and value-added services.

SMATV, structural cabling and security systems comprise installation and maintenance services of the respective systems.

Properties holding refer to the Group’s interests in rental properties.

Enabling services offer system development, solutions and management services.

Segment information about these businesses is presented below:

For the six months ended 31 December 2002

|  | Internet<br>services<br>centers and<br>IT facilities<br>HK\$'000 | SMATV,<br>structural<br>cabling and<br>security<br>systems<br>HK\$'000 | Properties<br>holding<br>HK\$'000 | Enabling<br>services<br>HK\$'000 | Elimination<br>HK\$'000 | Consolidated<br>HK\$'000 |
|--|--|--|-----------------------------------|----------------------------------|-------------------------|--------------------------|
| <b>REVENUE</b>                         |  |  |                                   |                                  |                         |                          |
| External revenue                       | 65,557   | 43,939   | 8,523                             | 4,621                            | —                       | 122,640                  |
| Inter-segment revenue                  | 387  | 1,292  | 1,286                             | —                                | (2,965)                 | —                        |
| Total revenue                          | 65,944   | 45,231   | 9,809                             | 4,621                            | (2,965)                 | 122,640                  |
| <b>RESULT</b>                          |  |  |                                   |                                  |                         |                          |
| Segment results                        | 1,256  | 7,074  | 9,425                             | 79                               | —                       | 17,834                   |
| Unallocated corporate<br>expenses      |  |  |                                   |                                  |                         | (12,478)                 |
| Interest income                        |  |  |                                   |                                  |                         | 31,959                   |
| Gain on disposal of debt<br>securities |  |  |                                   |                                  |                         | 8,671                    |
| Profit from operations                 |  |  |                                   |                                  |                         | 45,986                   |
| Finance costs                          |  |  |                                   |                                  |                         | (11,061)                 |
| Share of loss of an<br>associate       |  |  |                                   |                                  |                         | (2,141)                  |
| Profit before taxation                 |  |  |                                   |                                  |                         | 32,784                   |
| Taxation                               |  |  |                                   |                                  |                         | (47)                     |
| Profit before minority<br>interests    |  |  |                                   |                                  |                         | 32,737                   |

For the six months ended 31 December 2001

|   | Internet<br>services<br>centers and<br>IT facilities<br>HK\$'000 | SMATV,<br>structural<br>cabling and<br>security<br>systems<br>HK\$'000 | Properties<br>holding<br>HK\$'000 | Enabling<br>services<br>HK\$'000 | Elimination<br>HK\$'000 | Consolidated<br>HK\$'000 |
|---|--|--|-----------------------------------|----------------------------------|-------------------------|--------------------------|
| <b>REVENUE</b>  |  |  |                                   |                                  |                         |                          |
| External revenue                                      | 69,305   | 28,750   | 10,006                            | 13,789                           | —                       | 121,850                  |
| Inter-segment revenue                                 | 1,326  | 1,763  | 2,055                             | —                                | (5,144)                 | —                        |
| Total revenue   | 70,631   | 30,513   | 12,061                            | 13,789                           | (5,144)                 | 121,850                  |
| <b>RESULT</b>   |  |  |                                   |                                  |                         |                          |
| Segment results                                       | (29,319)   | 3,857  | 13,487                            | (13,742)                         | —                       | (25,717)                 |
| Unallocated corporate<br>expenses                     |  |  |                                   |                                  |                         | (20,507)                 |
| Interest income                                       |  |  |                                   |                                  |                         | 38,339                   |
| Loss from operations                                  |  |  |                                   |                                  |                         | (7,885)                  |
| Finance costs   |  |  |                                   |                                  |                         | (11,680)                 |
| Restructuring costs                                   |  |  |                                   |                                  |                         | (117,393)                |
| Impairment losses of equity<br>technology investments |  |  |                                   |                                  |                         | (355,900)                |
| Share of loss of an<br>associate                      |  |  |                                   |                                  |                         | (3,469)                  |
| Loss before taxation                                  |  |  |                                   |                                  |                         | (496,327)                |
| Taxation  |  |  |                                   |                                  |                         | (66)                     |
| Loss before minority<br>interests                     |  |  |                                   |                                  |                         | (496,393)                |

Inter-segment revenue is charged at prevailing market rates.

#### *Geographical segments*

The Group's turnover and results are substantially derived from Hong Kong. Accordingly, no analysis by geographical segment is presented.



#### 4. Profit (Loss) from Operations

|   | Six months ended<br>31 December |          |
|---|---------------------------------|----------|
|   | 2002                            | 2001     |
|   | HK\$'000                        | HK\$'000 |
| Profit (Loss) from operations has been arrived at after charging: |                                 |          |
| Depreciation  | 28,985                          | 36,787   |
| Provision for loan advanced to a jointly controlled entity        | —                               | 2,324    |
| Loss on disposal of property, plant and equipment                 | 24                              | 29       |
| and after crediting:  |                                 |          |
| Interest income   | 31,959                          | 38,339   |
| Gain on disposal of debt securities                               | 8,671                           | —        |

#### 5. Taxation

|  | Six months ended<br>31 December |          |
|--|---------------------------------|----------|
|  | 2002                            | 2001     |
|  | HK\$'000                        | HK\$'000 |
| The charge comprises:  |                                 |          |
| Tax in other regions in the People's Republic of China (the PRC) | 47                              | 65       |
| Tax in other jurisdictions                                       | —                               | 1        |
|  | 47                              | 66       |

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group has no assessable profit for the current period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 6. Earnings (Loss) Per Share

The calculation of the earnings (loss) per share for the three months and six months ended 31 December 2002 is based on the Group's unaudited profit (loss) attributable to shareholders of approximately HK\$16,306,000 and HK\$32,733,000 (three months and six months ended 31 December 2001: approximately (HK\$456,081,000) and (HK\$469,427,000)) and on the weighted average number of 2,026,199,620 and 2,026,557,383 (three months and six months ended 31 December 2001: 2,027,864,598 and 2,028,748,489) shares respectively in issue during the respective periods.

The computation of diluted earnings (loss) per share does not assume the exercise of share options and conversion of convertible note as the exercise price of the Company's outstanding share options was higher than the average market price of the shares in the Company and the conversion of the Company's outstanding convertible note is anti-dilutive for the respective periods.

## 7. Property, Plant and Equipment

|   | <b>Six months ended<br/>31 December 2002</b> | Twelve months ended<br>30 June 2002 |
|---|--|-------------------------------------|
|   | <b>HK\$'000</b>                              | HK\$'000                            |
| Net book value, beginning<br>of period/year | <b>1,453,635</b>                             | 1,544,190                           |
| Additions                                   | <b>5,367</b>                                 | 100,297                             |
| Disposals                                   | <b>(60)</b>                                  | (128,114)                           |
| Exchange difference                         | <b>—</b>                                     | 805                                 |
| Depreciation                                | <b>(28,985)</b>                              | (63,543)                            |
| Net book value, end of period/year          | <b>1,429,957</b>                             | 1,453,635                           |

## 8. Investments

|   | 31 December 2002<br>HK\$'000 | 30 June 2002<br>HK\$'000 |
|---|------------------------------|--------------------------|
| Equity technology investments                           | 774,662                      | 755,056                  |
| Impairment losses                                       | (355,900)                    | (355,900)                |
|   | 418,762                      | 399,156                  |
| Debt securities   | 961,792                      | 1,077,235                |
| Total   | 1,380,554                    | 1,476,391                |
| Carrying amount analysed<br>for reporting purpose as:   |                              |                          |
| Current (debt securities redeemable<br>within one year) | —                            | 38,248                   |
| Non-current   | 1,380,554                    | 1,438,143                |
|   | 1,380,554                    | 1,476,391                |

## 9. Trade and Other Receivables

Included in trade and other receivables are trade receivables of HK\$33,297,000 (as at 30 June 2002: HK\$30,792,000), of which 77 per cent aged less than 60 days, 9 per cent between 61 to 90 days and 14 per cent more than 90 days (as at 30 June 2002: 84 per cent, 2 per cent and 14 per cent respectively).

The Group generally grants an average credit period of 30 days to its customers.

## 10. Trade and Other Payables

Included in trade and other payables are trade payables of HK\$5,192,000 (as at 30 June 2002: HK\$7,984,000), of which 96 per cent aged less than 60 days, 0 per cent between 61 to 90 days and 4 per cent more than 90 days (as at 30 June 2002: 91 per cent, 8 per cent and 1 per cent respectively).

## 11. Related Party Transactions

During the period, the Group had significant transactions with certain related parties as follows:

### (A) Transactions with SHKP Group:

|  | Notes | Six months ended<br>31 December |                  |
|--|-------|---------------------------------|------------------|
|  |       | 2002<br>HK\$'000                | 2001<br>HK\$'000 |
| Advertising and e-commerce transactions  | (i)   | 5,422                           | 5,493            |
| Application services and related solutions income                                | (i)   | —                               | 59               |
| Broadband service income   | (i)   | 318                             | 135              |
| Computer maintenance service income  | (i)   | 228                             | 228              |
| Disposal of office equipment   | (iv)  | 26                              | —                |
| Income from installation, operation and provision of cable networking            | (i)   | 22,856                          | 8,743            |
| Income from maintenance and repair of network infrastructure and security system | (i)   | 17,794                          | 14,247           |
| Income from office equipment transactions  | (i)   | 192                             | 342              |
| Network, cabling projects and related income                                     | (i)   | 543                             | 498              |
| Non-core value added service income  | (i)   | 337                             | 319              |
| Rental and management fee income   | (i)   | 251                             | 251              |
| Sale of network and computer equipment   | (i)   | —                               | 3,226            |
| Space and rack rental income   | (i)   | 909                             | 185              |
| Accountancy and other service charges  | (i)   | 1,391                           | 1,204            |
| Cable and network rental expenses  | (i)   | 600                             | —                |
| Estate agency fee paid   | (i)   | 654                             | 525              |
| Fee of operating right   | (i)   | 575                             | —                |
| Insurance service charges paid   | (i)   | 1,122                           | 900              |
| Interest expense on convertible note   | (ii)  | 11,040                          | 11,040           |
| Project management and construction services fee paid                            | (i)   | —                               | 24,333           |
| Property management services fee paid  |       |                                 |                  |
| — owned properties   | (iii) | 4,458                           | 5,011            |
| — leased properties  | (iii) | 50                              | 119              |
| Purchase of leasehold improvements   | (i)   | 65                              | —                |
| Rent paid  | (iii) | 2,183                           | 7,080            |
| Technical service charge paid  | (i)   | 672                             | —                |

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**Notes:**

- (i) These transactions were carried out at market prices or, where no market price was available, at cost plus a percentage profit mark-up.
- (ii) Interest is payable on the convertible note at 3% per annum in accordance with the Note agreement.
- (iii) The amounts are paid in accordance with the relevant agreements for which the rental and management fee charge were set by reference to market value of similar transactions.
- (iv) The considerations for the disposal of office equipment were set by reference to the net book values of the assets.

*(B) Transaction with a director*

During the period, the Group paid professional fee of HK\$27,890 (2001: HK\$205,498) to Messrs. Woo, Kwan, Lee & Lo, a firm of solicitors which provided day to day professional services to the Group. Mr. Cheung Wing Yui, a director of the Company, is a partner of Messrs. Woo, Kwan, Lee & Lo.

*(C) Transactions with minority shareholders of subsidiaries*

During the period, the Group paid certain minority shareholders of subsidiaries fiber connectivity charges and interest of HK\$39,480 (2001: HK\$189,116) and HK\$ Nil (2001: HK\$621,231) respectively.

*(D) Transactions with an associate*

During the period, the Group received maintenance fee income, rental and broadband service income amounting to HK\$ Nil (2001: HK\$660,000) and HK\$106,500 (2001: HK\$ Nil) respectively from an associate in which the Group has a 41% equity interest. These transactions were carried out with reference to market prices.

(E) *Transactions with an investee company*

During the period, the Group acquired plant and equipment of HK\$ Nil (2001: HK\$2,402) from, paid maintenance fee of HK\$69,167 (2001: HK\$484,384) to, received rental and broadband service income of HK\$354,581 (2001: HK\$ Nil) from a company in which the Group has a 5% interest. These transactions were carried out with reference to market prices.

## 12. Capital Commitments

|   | 31 December 2002<br>HK\$'000 | 30 June 2002<br>HK\$'000 |
|---|------------------------------|--------------------------|
| Contracted for but not provided in the financial statements |                              |                          |
| — Acquisition of property, plant and equipment              | 619                          | 5,596                    |
| — Investments   | 124,250                      | 143,744                  |
| — Investments in an associate                               | 20,500                       | 20,500                   |
|   | <b>145,369</b>               | <b>169,840</b>           |
| Authorized but not contracted for                           |                              |                          |
| — Acquisition of property, plant and equipment              | —                            | 4,769                    |

## 13. Contingent Liabilities

The Company has given guarantees to banks in respect of general facilities granted to its subsidiaries amounting to HK\$33 million (as at 30 June 2002: HK\$33 million). The extent of such facilities utilised by the subsidiaries at 31 December 2002 was HK\$11,156,000 (as at 30 June 2002: HK\$10,756,000) in respect of mainly utility deposits for the electricity companies.

## 14. Comparative Figures

Certain comparative figures have been reclassified to conform with current period's presentation.

## DIVIDEND

The board does not recommend the payment of an interim dividend for the six months ended 31 December 2002 (2001: Nil).

## DIRECTORS' INTERESTS IN EQUITY SECURITIES

As at 31 December 2002, the interests of the directors and the chief executive in the equity securities of the Company and its Associated Corporations (as defined in the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance or which are required, pursuant to rules 5.40 to 5.49 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

### 1. Shares in SUNeVision

| Name of Directors        | Personal Interest | Family Interest | Corporate Interest | Other Interest | Total No. of Shares |
|--------------------------|-------------------|-----------------|--------------------|----------------|---------------------|
| Kwok Ping Luen, Raymond  | 672,500           | —               | —                  | 1,070,000*     | 1,742,500           |
| Kwok Ping Sheung, Walter | —                 | —               | —                  | 1,070,000*     | 1,070,000           |
| Kwok Ping Kwong, Thomas  | —                 | —               | —                  | 1,070,000*     | 1,070,000           |
| Wong Yick Kam, Michael   | 100,000           | —               | —                  | —              | 100,000             |
| Yen Shiao Hua, Sheridan  | 50,000            | —               | —                  | —              | 50,000              |
| So Chung Keung, Alfred   | 416               | 543             | —                  | —              | 959                 |

\* **Note:** Those were deemed interests (by virtue of the SDI Ordinance) of Messrs. Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas. Of those shares, 1,070,000 shares represented the same interests and were therefore duplicated amongst those three Directors.

## 2. Shares in Sun Hung Kai Properties Limited

| Name of Directors        | Personal Interest | Family Interest | Corporate Interest | Other Interest | Total No. of Shares |
|--------------------------|-------------------|-----------------|--------------------|----------------|---------------------|
| Kwok Ping Luen, Raymond  | —                 | —               | —                  | 1,077,865,895* | 1,077,865,895       |
| Kwok Ping Sheung, Walter | —                 | —               | —                  | 1,076,672,522* | 1,076,672,522       |
| Kwok Ping Kwong, Thomas  | 1,901,281         | 304,065         | —                  | 1,074,722,214* | 1,076,927,560       |
| Chan Kui Yuen, Thomas    | 126,500           | 66,000          | —                  | —              | 192,500             |
| Wong Yick Kam, Michael   | 50,904            | —               | —                  | —              | 50,904              |
| Leung Kui King, Donald   | 10,000            | —               | —                  | —              | 10,000              |
| So Chung Keung, Alfred   | 189,985           | 6,500           | —                  | —              | 196,485             |

\* **Note:** Those were deemed interests (by virtue of the SDI Ordinance) of Messrs. Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas. Of those shares in Sun Hung Kai Properties Limited ("SHKP"), 1,054,688,347 shares represented the same interests and were therefore duplicated amongst those three Directors.

## 3. Shares in other Associated Corporations

- (a) Each of Messrs. Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas had the following interests in the equity securities of the following Associated Corporations:

| Associated Corporations    | No. and Class of Securities | Category of Interest |
|----------------------------|-----------------------------|----------------------|
| Superindo Company Limited  | 10 Ordinary shares          | Personal             |
| Super Fly Company Limited  | 10 Ordinary shares          | Personal             |
| Splendid Kai Limited       | 2,500 Ordinary shares       | Corporate*           |
| Hung Carom Company Limited | 25 Ordinary shares          | Corporate*           |
| Tinyau Company Limited     | 1 Ordinary share            | Corporate*           |
| Open Step Limited          | 8 Ordinary shares           | Corporate*           |



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\* **Note:** Those were deemed interests (by virtue of the SDI Ordinance) of Messrs. Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas because those securities were held by corporations in which they were entitled to control the exercise of one third or more of the voting rights in the general meetings of those corporations.

- (b) Messrs. Kwok Ping Luen, Raymond and Kwok Ping Sheung, Walter had personal interests of 393,350 ordinary shares and 61,522 ordinary shares respectively in the equity securities of The Kowloon Motor Bus Holdings Limited.
- (c) Mr. Kwok Ping Luen, Raymond had personal interests of 698,767 ordinary shares in the equity securities of SmarTone Telecommunications Holdings Limited (“SmarTone”).
- (d) Professor Li On Kwok, Victor had family interests of 5,000 ordinary shares in the equity securities of SmarTone.

#### 4. Sun Hung Kai Properties Limited Share Options

Pursuant to the share option scheme of SHKP adopted on 20 November 1997, the following Directors and chief executive of the Company were granted share options for nominal consideration to subscribe for shares in SHKP, details of which are as follows:

| Name of Directors   | Date of grant | Exercise price HK\$ | Number of share options |                           |                             |                                     | Balance as at 31.12.2002 |
|---|---------------|---------------------|-------------------------|---------------------------|-----------------------------|-------------------------------------|--------------------------|
|   |               |                     | Balance as at 1.7.2002  | Granted during the period | Exercised during the period | Cancelled/ Lapsed during the period |                          |
| Kwok Ping Luen, Raymond<br>(Chairman and Chief Executive Officer) | 16.7.2001     | 70.00               | 75,000                  | —                         | —                           | —                                   | 75,000                   |
| Kwok Ping Sheung, Walter  | 16.7.2001     | 70.00               | 75,000                  | —                         | —                           | —                                   | 75,000                   |
| Kwok Ping Kwong, Thomas   | 16.7.2001     | 70.00               | 75,000                  | —                         | —                           | —                                   | 75,000                   |
| Chan Kui Yuen, Thomas   | 15.2.2000     | 70.00               | 150,000                 | —                         | —                           | —                                   | 150,000                  |
|   | 16.7.2001     | 70.00               | 75,000                  | —                         | —                           | —                                   | <u>75,000</u> 225,000    |
| Wong Yick Kam, Michael  | 15.2.2000     | 70.00               | 150,000                 | —                         | —                           | —                                   | 150,000                  |
|   | 16.7.2001     | 70.00               | 75,000                  | —                         | —                           | —                                   | <u>75,000</u> 225,000    |
| Leung Kui King, Donald  | 16.7.2001     | 70.00               | 36,000                  | —                         | —                           | —                                   | 36,000                   |
| So Chung Keung, Alfred  | 15.2.2000     | 70.00               | 120,000                 | —                         | —                           | —                                   | 120,000                  |
|   | 16.7.2001     | 70.00               | 60,000                  | —                         | —                           | —                                   | <u>60,000</u> 180,000    |
| Tung Chi Ho, Eric   | 15.2.2000     | 70.00               | 120,000                 | —                         | —                           | —                                   | 120,000                  |
|   | 16.7.2001     | 70.00               | 60,000                  | —                         | —                           | —                                   | <u>60,000</u> 180,000    |
| Wong Chin Wah, Jimmy  | 16.7.2001     | 70.00               | 36,000                  | —                         | —                           | —                                   | 36,000                   |
| Tung Yiu Kwan, Stephen  | 16.7.2001     | 70.00               | 24,000                  | —                         | —                           | —                                   | 24,000                   |

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All options granted and accepted can be exercised up to one third during the second year from the date of grant, up to two thirds during the third year from the date of grant, and in whole or in part during the fourth and fifth years from the date of grant; thereafter the relevant option will expire.

As the Company has not issued any debt securities, therefore save as disclosed in sub-sections 1, 2, 3 and 4 above and under the items of Share Option Schemes showing below, none of the other Directors had any interests in the equity and debt securities of the Company or any of its associated corporations as at 31 December 2002 as recorded in the register maintained under Section 29 of the SDI Ordinance or which are required, pursuant to GEM Listing Rules 5.40 to 5.49, to be notified to the Company and the Stock Exchange. Likewise, during the period, other than the Directors and chief executive of the Company stated above, there was no record of any other person that had maintained an interest in the equity securities of the Company in the register required to be kept under Section 16 (1) of the SDI Ordinance.

## SHARE OPTION SCHEMES

### 1. Pre-IPO Share Options

The Company had adopted a share option scheme "Pre-IPO Share Options" (the principal terms of which were summarized in the section headed "Statutory and General Information Share Option Schemes" in Appendix 5 to the Company's prospectus dated 6 March 2000), pursuant to which the Company might grant, for a consideration of HK\$1 for each grant, options to any full-time employee of the Company or its subsidiaries including Executive Directors of the Company or its subsidiaries to subscribe for shares in the Company. The subscription price of the shares under the Pre-IPO Share Options would be the highest of (i) the closing price of the

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Company's share as stated in the Stock Exchange's daily quotation on the date of the offer; (ii) the average closing price of the Company's share as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of offer and (iii) the nominal value of the Company's share. The maximum number of shares in respect of which options might be granted under the Pre-IPO Share Options should not exceed 10% of the issued share capital of the Company from time to time. Since its adoption, the Company had granted four lots of share options.

The options at the exercise price of HK\$10.38 per share may be exercised in accordance with the terms of the relevant scheme as to:

- (i) one-third of the options within three years commencing on 31 December 2000;
- (ii) a further one-third of the options within three years commencing on 31 December 2001;
- (iii) the remaining one-third of the options within three years commencing on 31 December 2002; and
- (iv) the options will expire on 30 December 2005.

The options at the price of HK\$3.885 per share may be exercised in accordance with the terms of the relevant scheme as to:

- (i) one-third of the options within three years commencing on 15 November 2001;
- (ii) a further one-third of the options within three years commencing on 15 November 2002;
- (iii) the remaining one-third of the options within three years commencing on 15 November 2003; and
- (iv) the options will expire on 14 November 2006.

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The options at the exercise price of HK\$2.34 per share may be exercised in accordance with the terms of the relevant scheme as to:

- (i) one-third of the options within three years commencing on 20 March 2002;
- (ii) a further one-third of the options within three years commencing on 20 March 2003;
- (iii) the remaining one-third of the options within three years commencing on 20 March 2004; and
- (iv) the options will expire on 19 March 2007.

The options at the exercise price of HK\$1.43 per share may be exercised in accordance with the terms of the relevant scheme as to:

- (i) one-third of the options within three years commencing on 8 July 2003;
- (ii) a further one-third of the options within three years commencing on 8 July 2004;
- (iii) the remaining one-third of the options within three years commencing on 8 July 2005; and
- (iv) the options will expire on 7 July 2008.

The following shows the outstanding positions of the Directors and chief executive as at 31 December 2002 with respect to their Pre-IPO Share Options:—

| Name of Directors   | Date of grant | Exercise price HK\$ | Balance as at 1.7.2002 | Number of share options   |                             |                                     | Balance as at 31.12.2002 |
|---|---------------|---------------------|------------------------|---------------------------|-----------------------------|-------------------------------------|--------------------------|
|   |               |                     |                        | Granted during the period | Exercised during the period | Cancelled/ Lapsed during the period |                          |
| Kwok Ping Luen, Raymond<br>(Chairman and Chief Executive Officer) | 28.3.2000     | 10.380              | 755,000                | —                         | —                           | —                                   | 755,000                  |
|   | 7.4.2001      | 2.340               | 350,000                | —                         | —                           | —                                   | 350,000                  |
| Kwok Ping Sheung, Walter  | 28.3.2000     | 10.380              | 415,000                | —                         | —                           | —                                   | 415,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Kwok Ping Kwong, Thomas   | 28.3.2000     | 10.380              | 415,000                | —                         | —                           | —                                   | 415,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Yen Shiao Hua, Sheridan   | 30.11.2000    | 3.885               | 450,000                | —                         | —                           | —                                   | 450,000                  |
|   | 7.4.2001      | 2.340               | 350,000                | —                         | —                           | —                                   | 350,000                  |
|   | 8.7.2002      | 1.430               | —                      | 800,000                   | —                           | —                                   | 800,000                  |
| Chan Kui Yuen, Thomas   | 28.3.2000     | 10.380              | 510,000                | —                         | —                           | —                                   | 510,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Wong Yick Kam, Michael  | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Leung Kui King, Donald  | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| So Chung Keung, Alfred  | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Tung Chi Ho, Eric   | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Wong Chin Wah, Jimmy  | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| Tung Yiu Kwan, Stephen  | 28.3.2000     | 10.380              | 360,000                | —                         | —                           | —                                   | 360,000                  |
|   | 7.4.2001      | 2.340               | 180,000                | —                         | —                           | —                                   | 180,000                  |
| So Sing Tak, Andrew   | 8.7.2002      | 1.430               | —                      | 400,000                   | —                           | —                                   | 400,000                  |

## 2. Pre-IPO Share Options granted to the employees of SUNeVision

A summary of the movements during the period ended 31 December 2002 of the share options granted under the Pre-IPO Share Options to the employees of the Company working under employment contracts that are regarded as “continuous contracts” for the purposes of the Employment Ordinance, other than the Directors and chief executive as disclosed above, is as follows:

| Date of grant | Exercise price HK\$ | Balance as at 1.7.2002 | Number of share options   |                             |                                     | Balance as at 31.12.2002 |           |
|---------------|---------------------|------------------------|---------------------------|-----------------------------|-------------------------------------|--------------------------|-----------|
|               |                     |                        | Granted during the period | Exercised during the period | Cancelled/ Lapsed during the period |                          |           |
| 28.3.2000     | 10.380              | 1,840,000              | —                         | —                           | 10,000                              | 1,830,000                |           |
| 30.11.2000    | 3.885               | 1,487,500              | —                         | —                           | —                                   | 1,487,500                |           |
| 7.4.2001      | 2.340               | 1,150,000              | —                         | —                           | 120,000                             | 1,030,000                |           |
| 8.7.2002      | 1.430               | —                      | 1,050,000                 | —                           | —                                   | <u>1,050,000</u>         | 5,397,500 |

Other than the participants as stated above, SUNeVision has not granted since the adoption of the Pre-IPO Share Options any share options to any other persons as required to be disclosed under GEM Listing Rules 23.07.

### 3. Valuation of Pre-IPO Share Options

Pursuant to GEM Listing Rules 23.08, the valuation of the Pre-IPO Share Options granted during the period ended 31 December 2002 is as follows:—

| Name of Participants                           | Number of Options<br>granted on<br>8.7.2002 | Option Value<br>as at<br>8.7.2002<br>HK\$ | Option Value<br>as at<br>31.12.2002<br>HK\$ |
|--|---|---|---|
| Yen Shiao Hua, Sheridan<br>(Managing Director) | 800,000                                     | 737,989.60                                | 399,372.80                                  |
| So Sing Tak, Andrew<br>(Director)              | 400,000                                     | 368,994.80                                | 199,686.40                                  |
| Aggregate total of Employees                   | 1,050,000                                   | 968,611.35                                | 524,176.80                                  |
| Total  | 2,250,000                                   | 2,075,595.75                              | 1,123,236.00                                |

The closing price of the share in the Company immediately before the date on which such Pre-IPO Share Options were granted was HK\$1.44 (as of 5 July 2002).

According to the Black-Scholes model\*, the total value of the Pre-IPO Share Options granted on 8 July 2002 was estimated at HK\$2,075,595.75 with the following variables and assumptions:—

1. Risk Free Rate : 4.446%, being the approximate yield of 5-year Exchange Fund Note traded on 8 July 2002.
2. Expected Volatility : 56.80%, being the annualized volatility of the closing price of the shares in the Company from 8 July 2001 to 7 July 2002.



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3. Expected Dividend:

- (i) Yield : 0%, being 2002 prospective dividend yield of the shares in the Company.
  - (ii) Growth Rate : 0% per annum, being 5-year historical dividend growth rate of the Company.
4. Expected Life of such Pre-IPO Share Options is 7.6 years with the following assumptions:

- (i) There is no material difference between the expected volatility over the whole life of such Pre-IPO Share Options and the historical volatility of the shares of the Company over the period from 8 July 2001 to 7 July 2002.
- (ii) There is no material difference between the dividend growth rate over the whole life of such Pre-IPO Share Options and the historical dividend growth rate of the Company over the previous 5 years.

According to the Black-Scholes model\*, the total value of the Pre-IPO Share Options granted on 8 July 2002 was estimated at HK\$1,123,236.00 as at 31 December 2002 with the following variables and assumptions:

- 1. Risk Free Rate : 3.161%, being the approximate yield of 5-year Exchange Fund Note traded on 31 December 2002.
- 2. Expected Volatility : 49.17%, being the annualized volatility of the closing price of the shares in the Company from 1 January 2002 to 31 December 2002.

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3. Expected Dividend:

- (i) Yield : 0%, being 2002 prospective dividend yield of the shares in the Company.
- (ii) Growth Rate : 0% per annum, being 5-year historical dividend growth rate of the Company.

4. Expected Life of such Pre-IPO Share Options is 7.2 years with the following assumptions:

- (i) There is no material difference between the expected volatility over the whole life of such Pre-IPO Share Options and the historical volatility of the shares in the Company over the period from 1 January 2002 to 31 December 2002.
- (ii) There is no material difference between the dividend growth rate over the whole life of such Pre-IPO Share Options and the historical dividend growth rate of the Company over the previous 5 years.

All the options forfeited before expiry of the Pre-IPO Share Options will be treated as lapsed options which will not be added back to the number of shares available to be issued under the Pre-IPO Share Options.

\* **Note:** The Black-Scholes model (the "Model") is developed to estimate the fair value of publicly traded options that have no vesting restriction and are fully transferable. The Model is only one of the commonly used models to estimate the fair value of an option. The value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

#### 4. SUNeVision Share Options

The Company by shareholders' resolutions passed at its Annual General Meeting held on 3 December 2002, has adopted a share option scheme "SUNeVision Share Options" and terminated the Pre-IPO Share Options. These have become effective on 5 December 2002 as a result of the passing of ordinary resolutions approving the same by the shareholders of the Company's holding company, SHKP, at its general meeting held on the same day. No further options may be offered under the Pre-IPO Share Options. However, the outstanding options granted under the Pre-IPO Share Options, as mentioned in the preceding paragraphs, shall continue to be subject to the provisions of the Pre-IPO Share Options and the provisions of Chapter 23 of the GEM Listing Rules.

Pursuant to the SUNeVision Share Options, the Company may grant, for a consideration of HK\$1 for each grant, options to subscribe for shares to (i) any Executive or Non-Executive Directors (or any persons proposed to be appointed as such) or any employees (whether full-time or part-time) of each member of the Group; (ii) any consultants, professional and other advisers to each member of the Group (or persons, firms or companies proposed to be appointed for providing such services); (iii) any chief executives or substantial shareholders of the Company; (iv) any associates of Director, chief executive or substantial shareholder of the Company; and (v) any employees of substantial shareholders of the Company, as absolutely determined by the board. The options to subscribe for shares aggregated with shares to be granted under any other share option schemes of the Company, represent up to 10% of the total number of shares in issue at the date of approval of the SUNeVision Share Options.

The subscription price of the shares under the SUNeVision Share Options will be the highest of (i) the closing price of the Company's share as stated in the Stock Exchange's daily quotation on the date of the offer; (ii) the average closing price of the Company's share as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of offer; and (iii) the nominal value of the Company's share.

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The maximum number of shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the SUNeVision Share Options and any other share options schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

The exercise period of any option granted under SUNeVision Share Options shall be determined by the board and such period shall expire not later than 10 years after the date of grant of the option. No option shares for SUNeVision Share Options were granted to any person since its adoption as required to be disclosed under the GEM Listing Rules.

#### **5. Share Option Schemes of Subsidiaries**

In addition to Pre-IPO Share Options and the SUNeVision Share Options, the Group operates another share option scheme which was approved for iAdvantage Limited, a subsidiary of the Company, allowing its board of directors the right to grant to its full-time employees and executive directors options to subscribe for its shares in aggregate up to 10% of its issued capital from time to time. No option shares for iAdvantage Limited were granted to any person since its adoption as required to be disclosed under the GEM Listing Rules. The exercise period of any option granted under the share option scheme of iAdvantage Limited shall commence on the date of grant of the option and expire on such date as determined by the board of iAdvantage Limited or 28 February 2010, whichever is the earlier, and subject to the provisions for early termination contained therein.

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## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2002, the interests of every person, other than a Director or chief executive of the Company, being 10% or more in the equity securities of the Company as recorded in the register required to be kept under Section 16(1) of the SDI Ordinance, were as follows:

| <b>Name</b>  | <b>Number of Shares</b> |
|--|-------------------------|
| Sunco Resources Limited ("Sunco")                  | 1,713,613,500           |
| SHKP (Note 1)                                      | 1,713,613,500           |
| HSBC Holdings plc (Note 2)                         | 1,717,777,673           |
| HSBC Bank plc (Note 2)                             | 1,717,623,321           |
| Midcorp Limited (Note 2)                           | 1,717,623,321           |
| Griffin International Limited (Note 2)             | 1,717,623,321           |
| HSBC Europe BV (Note 2)                            | 1,717,623,321           |
| HSBC Europe (Netherlands) BV (Note 2)              | 1,717,623,321           |
| HSBC Private Banking Holdings (Suisse) SA (Note 2) | 1,717,623,321           |
| HSBC International Trustee Limited (Note 3)        | 1,717,623,249           |

### Notes:

1. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 1,713,613,500 shares in the Company held by Sunco by virtue of the SDI Ordinance.
2. The shares in which HSBC International Trustee Limited was interested were the shares in which HSBC Private Banking Holdings (Suisse) SA was interested; the shares in which HSBC Private Banking Holdings (Suisse) SA was interested were the shares in which HSBC Europe (Netherlands) BV was interested; the shares in which HSBC Europe (Netherlands) BV was interested were the shares in which

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HSBC Europe BV was interested; the shares in which HSBC Europe BV was interested were the shares in which Griffin International Limited was interested; the shares in which Griffin International Limited was interested were the shares in which Midcorp Limited was interested; the shares in which Midcorp Limited was interested were the shares in which HSBC Bank plc was interested and the shares in which HSBC Bank plc was interested formed part of the shares in which HSBC Holdings plc was interested.

3. Of the SHKP shares in which HSBC International Trustee Limited was interested, 1,054,688,347 shares were part of the shares referred to in the Note to sub-section 2 of the section on "Directors' Interests in Equity Securities".

## MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, other than Sunco and SHKP as disclosed above, there was no other person during the period who was directly or indirectly interested in 5% or more of the shares then in issue and who was able, as a practical matter, to direct or influence the management of the Company.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Mr. Kwok Ping Luen, Raymond, the Company's Chairman and Chief Executive Officer, is also the Chairman of SmarTone, an associated company of the Company within the meaning of the SDI Ordinance. The business of SmarTone consists of Internet services, which may be in competition with a part of the business of the Group. Likewise, both Mr. Wong Yick Kam, Michael and Mr. So Sing Tak, Andrew, the Company's Executive Directors, are also Non-Executive Directors of SmarTone.

The Independent Non-Executive Directors of the Company, Professor Kao Kuen, Charles, Professor Li On Kwok, Victor and Professor Zhang Shoucheng, Steven, are well recognized leaders in the field of information technology development and have been appointed to various positions including consultants and directors to institutions and business entities which are engaged in research, development and business. These institutions and business entities may be in competition with the Group.

Save as disclosed in this section, none of the Directors or the management shareholders of the Company have any interest in any business which may compete with the business of the Group.

## AUDIT COMMITTEE

The audit committee has three members comprising two Independent Non-Executive Directors, Professor Kao Kuen, Charles (Chairman) and Professor Li On Kwok, Victor and one Non-Executive Director, Mr. Cheung Wing Yui, with terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures of the Group. The Audit Committee has reviewed the draft of this Report and has provided advice and comments thereon.

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

During the six months ended 31 December 2002, the Company repurchased on the Stock Exchange a total of 1,667,000 ordinary shares of HK\$0.1 each in the share capital of the Company at an aggregate price of HK\$1,712,890.00, details of which are as follows:—

| Month of Repurchase | No. of Shares Repurchased | Price per Share |             | Aggregate Price Paid HK\$ |
|---------------------|---------------------------|-----------------|-------------|---------------------------|
|                     |                           | Highest HK\$    | Lowest HK\$ |                           |
| July 2002           | 676,000                   | 1.090           | 1.000       | 716,075.00                |
| August 2002         | 765,000                   | 1.080           | 1.000       | 787,020.00                |
| September 2002      | 183,000                   | 0.950           | 0.920       | 172,200.00                |
| October 2002        | 43,000                    | 0.930           | 0.830       | 37,595.00                 |
| November 2002       | 0                         |                 |             | 0                         |
| December 2002       | 0                         |                 |             | 0                         |
| <b>Total</b>        | <b>1,667,000</b>          |                 |             | <b>1,712,890.00</b>       |

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The Directors of the Company considered that the above repurchases were made with a view to enhancing the net asset and earnings per share of the Company. Those shares were cancelled shortly after repurchase and the issued share capital of the Company was correspondingly reduced.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 December 2002.

## BOARD PRACTICES AND PROCEDURES

The Company has complied with GEM Listing Rules 5.28 to 5.39 (where applicable) concerning board practices and procedures throughout the accounting period covered by this Report.

By Order of the Board


**KWOK PING LUEN, RAYMOND**

*Chairman and Chief Executive Officer*

Hong Kong, 12 February, 2003







SUNeVision has maintained profitability and recorded growth for four consecutive quarters, despite the economic downturn. All business units continue to perform well, providing professional data infrastructure services to corporate customers and a comprehensive range of enabling services to individuals. Looking forward, the Group will strive to achieve further growth.

新意網積極拓展業務，即使在嚴峻的經濟環境中，亦可維持盈利水平，並持續第四季錄得穩健的增長。集團旗下各業務單位均表現出色，分別為企業客戶提供專業的數據基建服務，及為個人客戶提供一系列周全的輔強服務。展望未來，集團將繼續拓展業務，努力爭取更高的增長。

# Websites of the SUNeVision Group 新意網集團網址

SUNeVision 新意網

[www.sunevision.com](http://www.sunevision.com)

iAdvantage 互聯優勢

[www.iadvantage.net](http://www.iadvantage.net)

Super e-Technology 新意網科技

[www.superetech.com.hk](http://www.superetech.com.hk)

Red-Dots 點點紅

[www.red-dots.com](http://www.red-dots.com)

SuperHome

[www.superhome.net](http://www.superhome.net)

SuperStreets

[www.superstreets.net](http://www.superstreets.net)

PropertyStreet 地產街

[www.propertystreet.net](http://www.propertystreet.net)

BankingStreet 銀行街

[www.bankingstreet.net](http://www.bankingstreet.net)

InsuranceStreet 保險街

[www.insurancestreet.net](http://www.insurancestreet.net)

ReinsuranceMall

[www.reinsurancemall.com](http://www.reinsurancemall.com)

[www.sunevision.com](http://www.sunevision.com)

**SUNeVision Holdings Ltd.**  
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