

INTERIM REPORT 2003 二零零三年中期業績報告



PROSTEN TECHNOLOGY HOLDINGS LIMITED 長達科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)



we are striving for changes... 我們不斷求變...

* For identification purpose only 僅供識別

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcement in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Prosten Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板是為可能帶有高投資風險之公司而設立之一個市場。尤為重要的是，在創業板上上市之公司毋須有過往盈利記錄，亦毋須預測未來之溢利能力。此外，在創業板上上市之公司亦可能因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資者應了解投資該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之風險較高，加上具備其他特色，表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上上市公司新興之性質所致，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要途徑為在聯交所為創業板而設之互聯網網頁上刊登。上市公司一般毋須在憲報指定報章發表付款公佈。因此，有意投資者應注意，彼等應瀏覽創業板網頁，以取得創業板上上市發行人之最新資料。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因依據該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所之創業板證券上市規則（「創業板上市規則」）提供有關長達科技控股有限公司（「本公司」）之資料，各董事（「董事」）對本報告共同及個別承擔全部責任。本公司各董事在作出一切合理查詢後確認，就彼等所知及確信：(1)本報告所載資料在各主要方面均為準確及完整及並無誤導成分；(2)並無遺漏任何其他事實，致令本報告的內容有所誤導；及(3)本報告所表達之意見乃經審慎周詳考慮後始行作出，並以公平合理之基準與假設為基礎。

HIGHLIGHTS

摘要

- | | |
|---|---|
| <ul style="list-style-type: none">• Turnover of the Group for the six months ended 30 September 2003 amounted to approximately HK\$29,414,000, representing an increase of approximately 120% as compared to the corresponding period in the previous financial year.• Net loss from ordinary activities attributable to shareholders for the six months ended 30 September 2003 amounted to approximately HK\$22,310,000.• The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2003. | <ul style="list-style-type: none">• 本集團截至二零零三年九月三十日止六個月之營業額約29,414,000港元，較上一財政年度同期上升約120%。• 截至二零零三年九月三十日止六個月之股東應佔日常業務虧損淨額約為22,310,000港元。• 董事不建議就截至二零零三年九月三十日止六個月派發中期股息。 |
|---|---|

RESULTS

The Board of Directors (the "Board") of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months and three months ended 30 September 2003 together with the unaudited comparative figures for the corresponding periods in 2002 as follows:

業績

本公司董事會(「董事會」)謹此宣佈，本公司及其附屬公司(「本集團」)截至二零零三年九月三十日止六個月及三個月之未經審核綜合業績，連同二零零二年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT 簡明綜合損益賬

			Six months ended 30 September		Three months ended 30 September	
			截至九月三十日止六個月		截至九月三十日止三個月	
			2003	2002	2003	2002
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
	Notes		二零零三年	二零零二年	二零零三年	二零零二年
	附註		千港元	千港元	千港元	千港元
			(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(未經審核)	(未經審核)	(未經審核)	(未經審核)
TURNOVER	營業額	2	29,414	13,346	15,871	7,956
Cost of sales	銷售成本		(20,473)	(8,787)	(11,395)	(5,523)
Gross profit	毛利		8,941	4,559	4,476	2,433
Other revenue	其他收益	2	596	1,068	372	574
Selling and distribution costs	銷售及分銷成本		(9,242)	(11,874)	(5,751)	(5,617)
General and administrative expenses	一般及行政開支		(21,652)	(27,690)	(10,598)	(15,557)
Other operating expenses	其他經營開支		(496)	(2,869)	(110)	(1,488)
LOSS FROM OPERATING ACTIVITIES	經營業務 虧損	4	(21,853)	(36,806)	(11,611)	(19,655)
Finance costs	財務費用		(10)	(41)	(5)	(5)
LOSS BEFORE TAX	除稅前虧損		(21,863)	(36,847)	(11,616)	(19,660)
Tax	稅項	5	(447)	(6)	(279)	(3)
NET LOSS FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS	股東應佔 日常業務 虧損淨額		(22,310)	(36,853)	(11,895)	(19,663)
LOSS PER SHARE	每股虧損	6				
Basic	基本		(HK4.4 cents) (4.4港仙)	(HK7.2 cents) (7.2港仙)	(HK2.3 cents) (2.3港仙)	(HK3.8 cents) (3.8港仙)

CONDENSED CONSOLIDATED BALANCE SHEET 簡明綜合資產負債表

		30 September		31 March
		九月三十日	三月三十一日	
		2003	2003	
		HK\$'000	HK\$'000	
		二零零三年	二零零三年	
		千港元	千港元	
		(Unaudited)	(Audited)	
		(未經審核)	(經審核)	
		Notes		
		附註		
NON-CURRENT ASSETS	非流動資產			
Fixed assets	固定資產	7	3,859	5,779
Intangible asset	無形資產	8	4,560	5,922
Deposits and club debenture	訂金及會所債券		1,514	1,512
			9,933	13,213
CURRENT ASSETS	流動資產			
Inventories	存貨	9	8,820	9,776
Trade receivables	應收賬款	10	14,392	20,552
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項		6,308	4,346
Short term investments	短期投資		3,230	3,218
Pledged bank deposits	有抵押銀行存款		7,547	3,909
Cash and cash equivalents	現金及現金等值物		72,814	87,755
			113,111	129,556
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	11	16,729	14,204
Tax payable	應付稅項		1,705	1,432
Accrued liabilities, deposits received and other payables	應計負債、已收訂金及其他應付款項		7,467	7,992
Obligation under a finance lease	融資租賃承擔		161	-
			26,062	23,628
NET CURRENT ASSETS	流動資產淨值		87,049	105,928
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		96,982	119,141
NON-CURRENT LIABILITY	非流動負債			
Obligation under a finance lease	融資租賃承擔		129	-
			96,853	119,141
CAPITAL AND RESERVES	資本及儲備			
Issued capital	已發行股本	12	51,125	51,125
Reserves	儲備		45,728	68,016
			96,853	119,141

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

		Issued share capital 已發行 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Exchange fluctuation reserve 匯兌 波動儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2002 (Audited)	於二零零二年四月一日 (經審核)	51,125	339,275	95	(160,833)	178,537	229,662
Net loss for the period	期內虧損淨額	-	-	-	(36,853)	(36,853)	(36,853)
At 30 September 2002 (Unaudited)	於二零零二年九月三十日 (未經審核)	51,125	339,275	95	(197,686)	141,684	192,809
At 1 April 2003 (Audited)	於二零零三年四月一日 (經審核)	51,125	339,275	112	(271,371)	68,016	119,141
Exchange differences arising on consolidation of overseas subsidiaries and gains not recognised in the profit and loss account	綜合海外附屬公司帳目 而產生之匯兌差額及 未於損益賬確認之收益	-	-	22	-	22	22
Net loss for the period	期內虧損淨額	-	-	-	(22,310)	(22,310)	(22,310)
At 30 September 2003 (Unaudited)	於二零零三年九月三十日 (未經審核)	51,125	339,275	134	(293,681)	45,728	96,853

CONDENSED CONSOLIDATED CASH FLOW STATEMENT 簡明綜合現金流量表

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2003	2002
		HK\$'000	HK\$'000
		二零零三年	二零零二年
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash outflow from operating activities	經營業務之現金流出淨額	(10,706)	(24,051)
Net cash inflow/(outflow) from investing activities	投資業務之現金流入/ (流出)淨額	(4,126)	8,195
Net cash outflow from financing activities	融資活動之現金流出淨額	(109)	(2,357)
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(14,941)	(18,213)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	87,755	127,096
Cash and cash equivalents at end of period	期終之現金及現金等值物	72,814	108,883
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Cash and bank balances	現金及銀行結餘	9,494	14,132
Non-pledged time deposits placed at financial institutions with original maturity of less than three months	存於財務機構原於三個月內到期之無抵押定期存款	45,658	42,971
Other liquid funds	其他速動資金	17,662	51,780
		72,814	108,883

Notes:

附註：

1. Basis of Preparation

The Group's unaudited condensed interim financial statements have been prepared in accordance with the Hong Kong Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants ("HKSA") and the disclosure requirements set out in Chapter 18 of the GEM Listing Rules.

The condensed interim financial statements have been prepared under the historical cost conversion except for the re-measurement of short term investments. The accounting policies adopted are consistent with those set out in the Group's annual financial statements for the year ended 31 March 2003, except that:

The Group has adopted, for the first time for the current period's unaudited condensed interim financial statements, the SSAP 12 (Revised) "Income taxes" ("SSAP 12 (Revised)") issued by the HKSA as follows:

SSAP 12 (Revised) principally prescribes the accounting treatment and disclosures for deferred tax. In prior years, deferred tax is provided using the income statement liability method on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax is not recognised until its realisation is assured beyond reasonable doubt. SSAP 12 (Revised) requires the adoption of the balance sheet liability method, whereby deferred tax is recognised in respect of all temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, with limited exceptions. The adoption of SSAP 12 (Revised) has had no material effect on the results for the current or prior accounting periods.

The condensed interim financial statements are unaudited but have been reviewed by the audit committee of the Company.

1. 編製基準

本集團之未經審核簡明中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之會計實務準則第25號「中期財務報告」及創業板上市規則第18章載列之披露規定而編製。

除重新計算短期投資外，簡明中期財務報表乃根據原始成本準則編製。所採納之會計政策與本集團截至二零零三年三月三十一日止年度之全年財務報表之會計政策一致，惟下文所述者除外：

本集團就本期間之未經審核簡明中期財務報表首次採納由香港會計師公會頒佈之會計實務準則第12號（經修訂）「所得稅」（「會計實務準則第12號（經修訂）」）：

會計實務準則第12號（經修訂）主要訂明遞延稅項之會計處理及披露。於過往年度，遞延稅項乃使用收益表負債方法就所有重大時差作出撥備，惟以負債很可能在可見將來實現為限。遞延稅項於合理地保證其實現乃無疑後，方始予以確認。會計實務準則第12號（經修訂）規定須採納資產負債表負債法，據此，除有限之例外情況外，遞延稅項乃就財務報表內資產及負債賬面值與計算應課稅溢利之相應稅基兩者間之所有暫時差別予以確認。採納會計實務準則第12號（經修訂）對本會計期間或過往會計期間之業績並無任何重大影響。

簡明中期財務報表乃未經審核，惟已由本公司之審核委員會審閱。

2. Turnover and Revenue

Turnover represents the net invoiced value of goods sold, after allowances for returns and trade discounts, business tax, where applicable, and services rendered. All significant intra-group transactions have been eliminated on consolidation.

An analysis of the Group's turnover and other revenue is as follows:

2. 營業額及收益

營業額指已出售貨品及所提供服務經扣除退貨、折扣、營業稅(倘適用)後之發票淨值。所有集團內公司間之重大交易已於綜合賬日時對銷。

本集團營業額及其他收益之分析如下：

		Six months ended 30 September 截至九月三十日止 六個月		Three months ended 30 September 截至九月三十日止 三個月	
		2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	2002 HK\$'000 二零零二年 千港元 (Unaudited) (未經審核)	2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	2002 HK\$'000 二零零二年 千港元 (Unaudited) (未經審核)
Turnover:	營業額：				
Sale of goods	貨品銷售	15,817	11,477	11,839	6,520
Services rendered	提供服務	13,597	1,869	4,032	1,436
		<u>29,414</u>	<u>13,346</u>	<u>15,871</u>	<u>7,956</u>
Other revenue:	其他收益：				
Interest income	利息收入	567	938	352	472
Investment income	投資收入	15	50	7	22
Others	其他	14	80	13	80
		<u>596</u>	<u>1,068</u>	<u>372</u>	<u>574</u>
Total revenue	總收益	<u>30,010</u>	<u>14,414</u>	<u>16,243</u>	<u>8,530</u>

3. Segment Information

The Group's operating businesses are organised and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) Provision of broadband data networks and Internet backbone solutions;
- (b) Provision of applications software; and
- (c) Provision of e-commerce solutions and related IT consultancy services.

An analysis of the Group's unaudited revenue and results for the six months ended 30 September 2003 and 2002 by business segment is as follows:

3. 分部資料

本集團經營業務按其業務性質及所提供之產品及服務分別進行組織管理。本集團每項業務分部乃指一個產品及服務之回報及風險有別於其他業務分部之策略業務單位。業務分部之概要如下：

- (a) 提供寬頻數據網絡及互聯網主幹線解決方案；
- (b) 提供應用軟件；及
- (c) 提供電子商貿解決方案及與資訊科技有關之諮詢服務。

本集團截至二零零三年及二零零二年九月三十日止六個月按業務分部劃分之未經審核收益及業績之分析如下：

	Provision of broadband data networks and Internet backbone solutions 提供寬頻數據網絡及互聯網主幹線解決方案				Provision of e-commerce solutions and related IT consultancy services 提供電子商貿解決方案及與資訊科技有關之諮詢服務				Total 總計	
	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元	2003 HK\$'000 二零零三年 千港元	2002 HK\$'000 二零零二年 千港元
Segment revenue:	分部收益：									
Sales to external customers	售予外部客戶									
	15,974	9,901	2,523	3,114	10,917	331	29,414	13,346		
Segment results	分部業績									
	(3,106)	(12,741)	(1,368)	(5,865)	2,855	(4,942)	(1,619)	(23,548)		
Unallocated expenses	未分配費用									
Other revenue	其他收益									
							(20,830)	(14,326)		
							596	1,068		
Loss from operating activities	經營業務虧損									
Finance costs	財務費用									
							(21,853)	(36,806)		
Loss before tax	除稅前虧損									
Tax	稅項									
							(447)	(6)		
Net loss from ordinary activities attributable to shareholders	股東應佔日常業務虧損淨額									
							(22,310)	(36,853)		

4. Loss from Operating Activities

The Group's loss from operating activities is arrived at after charging:

4. 經營業務虧損

本集團之經營業務虧損經扣除下列各項後得出：

		Six months ended 30 September 截至九月三十日止 六個月		Three months ended 30 September 截至九月三十日止 三個月	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Depreciation	折舊	2,458	2,813	1,206	1,390
Minimum lease payments under operating leases:	經營租約最低 租約付款：				
Land and buildings	土地及樓宇	3,782	3,896	1,667	2,420
Staff costs (including directors' remuneration):	員工成本(包括 董事酬金)：				
Wages and salaries	工資及薪金	13,327	20,097	6,496	10,769
Pension scheme contributions	退休金計劃 供款	936	1,129	499	672
Amortisation of an intangible asset	無形資產 攤銷	1,362	765	681	382
Amortisation of deferred development costs	遞延開發 費用攤銷	-	355	-	177
Loss on disposal of fixed assets	出售固定資產 虧損	349	24	91	24

5. Tax

5. 稅項

		Six months ended 30 September 截至九月三十日止 六個月		Three months ended 30 September 截至九月三十日止 三個月	
		2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		二零零三年	二零零二年	二零零三年	二零零二年
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Current period provision:	本期撥備：				
Hong Kong	香港	-	-	-	-
Elsewhere	其他地區	447	6	279	3
Tax charge for the period	期內之稅項支出	447	6	279	3

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the six months and three months ended 30 September 2003 (2002: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

6. Loss Per Share

The calculation of basic loss per share for the six months and three months ended 30 September 2003 are based on the unaudited net loss attributable to shareholders of HK\$22,310,000 (six months ended 30 September 2002: net loss of HK\$36,853,000) and HK\$11,895,000 (three months ended 30 September 2002: net loss of HK\$19,663,000), respectively, and on the weighted average number of 511,250,000 ordinary shares (both for the six months and the three months ended 30 September 2002: 511,250,000 ordinary shares) in issue throughout the periods.

Diluted loss per share amount for the six months and three months ended 30 September 2003 and 2002 have not been disclosed, as the share options and warrants outstanding had an anti-dilutive effect on the basic loss per share for the periods.

7. Fixed Assets

The movements of fixed assets of the Group were:

Net book value, beginning of period/year	賬面淨值， 期初／年初		
Additions	添置	5,779	11,173
Disposals	出售	953	551
Depreciation	折舊	(415)	(513)
Exchange adjustments	匯兌調整	(2,458)	(5,426)
		-	(6)
Net book value, end of period/year	賬面淨值， 期終／年終	<u>3,859</u>	<u>5,779</u>

6. 每股虧損

由於本集團於截至二零零三年九月三十日止六個月及三個月並無錄得香港應課稅溢利(二零零二年：無)，故並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家當地之現行法例、詮釋及實例按當地現行稅率計算撥備。

截至二零零三年九月三十日止六個月及三個月之每股基本虧損乃分別按期內之未經審核股東應佔虧損淨額22,310,000港元(截至二零零二年九月三十日止六個月：虧損淨額36,853,000港元)及11,895,000港元(截至二零零二年九月三十日止三個月：虧損淨額19,663,000港元)及整段期內已發行普通股之加權平均數511,250,000股普通股(截至二零零二年九月三十日止六個月及三個月：511,250,000股普通股)計算。

截至二零零三年及二零零二年九月三十日止六個月及三個月之每股攤薄虧損金額並沒有作出披露，因未行使之購股權及認股權證對期內之每股基本虧損有反攤薄影響。

7. 固定資產

本集團之固定資產變動如下：

30 September 九月三十日 2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	31 March 三月三十一日 2003 HK\$'000 二零零三年 千港元 (Audited) (經審核)
5,779	11,173
953	551
(415)	(513)
(2,458)	(5,426)
-	(6)
<u>3,859</u>	<u>5,779</u>

8. Intangible Asset

Intangible asset of the Group comprised:

Net book value, beginning of the period/year	賬面淨值， 期初／年初	5,922	44,359
Amortisation	攤銷	(1,362)	(8,413)
Impairment recognised in the profit and loss account	於損益賬內確認 之減值	-	(30,024)
Net book value, end of period/year	賬面淨值， 期終／年終	4,560	5,922

9. Inventories

Work in progress	在製品	4,160	5,651
Finished goods	製成品	4,660	4,125
		8,820	9,776

The carrying amount of inventories carried at net realisable value included in the above was HK\$625,000 as at 31 March 2003.

8. 無形資產

本集團之無形資產包括：

30 September	31 March
九月三十日	三月三十一日
2003	2003
HK\$'000	HK\$'000
二零零三年	二零零三年
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

9. 存貨

30 September	31 March
九月三十日	三月三十一日
2003	2003
HK\$'000	HK\$'000
二零零三年	二零零三年
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

於二零零三年三月三十一日，上文所載按可變現淨值列賬之存貨賬面值為625,000港元。

10. Trade Receivables

Trade receivables, which generally have credit terms pursuant to the provisions of the relevant contracts, are recognised and carried at original invoice amount, and an estimate for doubtful debts is made and deducted when collection of the full amount is no longer probable. Bad debts are written off as incurred.

An aged analysis of the Group's trade receivables, net of provisions, is as follows:

0 – 90 days	0至90日
91 – 180 days	91日至180日
181 – 365 days	181日至365日
Over 365 days	超過365日

11. Trade Payables

An aged analysis of the Group's trade payables is as follows:

0 – 90 days	0至90日
91 – 180 days	91日至180日
181 – 365 days	181日至365日
Over 365 days	超過365日

10. 應收賬款

根據有關合約之規定，應收賬款一般均有信貸期。應收賬款按原始發票金額予以確認及列賬，並在不可能收回其全部金額時作出呆賬估計並予以扣除。壞賬則於產生時撇銷。

本集團之應收賬款(扣除撥備後)之賬齡分析如下：

30 September	31 March
九月三十日	三月三十一日
2003	2003
HK\$'000	HK\$'000
二零零三年	二零零三年
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
9,808	5,557
1,308	3,670
915	2,208
2,361	9,117
14,392	20,552

11. 應付賬款

本集團之應付賬款之賬齡分析如下：

30 September	31 March
九月三十日	三月三十一日
2003	2003
HK\$'000	HK\$'000
二零零三年	二零零三年
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
6,602	4,004
16	13
16	76
10,095	10,111
16,729	14,204

12. Share Capital

Authorised:	法定股本：
2,500,000,000 shares of HK\$0.10 each	2,500,000,000股每股 面值0.10港元之股份
Issued and fully paid:	已發行及繳足股本：
511,250,000 shares of HK\$0.10 each	511,250,000股每股 面值0.10港元之股份

13. Operating Lease Arrangements

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to four years.

As at 30 September 2003, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

The Company did not have any significant commitment under non-cancellable operating leases at the balance sheet date.

12. 股本

30 September 九月三十日 2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	31 March 三月三十一日 2003 HK\$'000 二零零三年 千港元 (Audited) (經審核)
<u>250,000</u>	<u>250,000</u>
<u>51,125</u>	<u>51,125</u>

13. 經營租約安排

本集團根據經營租約安排租賃若干物業。經磋商後有關物業之租賃期為一至四年不等。

於二零零三年九月三十日，本集團根據即將屆滿不可撤銷經營租約於日後之最低租約付款總額如下：

30 September 九月三十日 2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	31 March 三月三十一日 2003 HK\$'000 二零零三年 千港元 (Audited) (經審核)
<u>5,680</u>	<u>5,629</u>
<u>6,154</u>	<u>7,458</u>
<u>11,834</u>	<u>13,087</u>

本公司於結算日並無任何不可撤銷經營租約之重大承擔。

14. Commitments

- (i) Capital commitments contracted for

Acquisition of fixed assets	收購固定資產
Investment in a subsidiary in the PRC	投資於一間中國附屬公司

1 351

3,900 3,9003,901 4,251

- (ii) As at 30 September 2002, the Group had outstanding commitments to provide funding amounted to HK\$1,311,000 for certain research and development projects undertaken by an independent third party in respect of the Group's product.

The Company had no significant commitments at the balance sheet date.

15. Contingent Liabilities

The Group did not have any significant contingent liabilities at the balance sheet date.

The Company has given corporate guarantees in favour of certain banks to the extent of HK\$32,756,000 (31 March 2003: HK\$32,756,000) in respect of banking facilities granted to certain subsidiaries of the Company.

As at 30 September 2003, the bank facilities granted to the subsidiaries subject to these guarantees given to the banks by the Company were utilised to the extent of approximately HK\$7,547,000 (31 March 2003: HK\$2,807,000).

14. 承擔

- (i) 按下列事項訂約之資本承擔

30 September 九月三十日 2003 HK\$'000 二零零三年 千港元 (Unaudited) (未經審核)	31 March 三月三十一日 2003 HK\$'000 二零零三年 千港元 (Audited) (經審核)
1	351
<u>3,900</u>	<u>3,900</u>
<u>3,901</u>	<u>4,251</u>

- (ii) 於二零零二年九月三十日，本集團就獨立第三方為本集團之產品所進行之若干研究及開發項目有未完成之承擔，須就此提供資金達1,311,000港元。

本公司於結算日並無重大承擔。

15. 或然負債

於結算日，本集團並無任何重大或然負債。

本公司就授予本公司若干附屬公司之銀行融資而向若干銀行提供為數達32,756,000港元(二零零三年三月三十一日：32,756,000港元)之公司擔保。

於二零零三年九月三十日，根據本公司向銀行提供之擔保而授予附屬公司之銀行融資已動用約7,547,000港元(二零零三年三月三十一日：2,807,000港元)。

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2003 (2002: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Turnover of the Group for the six months ended 30 September 2003 was HK\$29.4 million, representing an increase of approximately 120.4% over the corresponding period in last year. This was mainly attributable to the overall increase in IT consultancy and broadband networking services for the period under review.

For the three months ended 30 September 2003, the turnover of the Group amounted to HK\$15.9 million, representing an increase of approximately 99.5% as compared with that of the three months ended 30 September 2002. This was mainly generated from broadband data networks and internet backbone solutions, and IT consultancy services of approximately HK\$11.8 million and HK\$3.5 million respectively. Despite the difficult market condition, the Group will continue to diversify its customer base and products so as to enhance its competitiveness in the China market. The Group believes that it will be able to sustain the revenue growth achieved in the first half year of 2003.

Details of the information relating to different business segments of the Group have been set out in note 3 to the Interim Results.

During the period under review, the Group still maintained relatively high gross profit margin of 30.4%. Through the Group's efforts to strengthen its internal management and tighten its budget controls, it successfully cut its operating expenses, which include selling and distribution costs, general and administrative expenses and other operating expenses, by 26% to approximately HK\$31.4 million when compared to the corresponding period in last year.

中期股息

董事不建議就截至二零零三年九月三十日止六個月派發中期股息(二零零二年：無)。

管理層討論及分析

財務回顧

本集團於截至二零零三年九月三十日止六個月之營業額為29,400,000港元，較去年同期相比上升約120.4%。營業額上升主要由於在回顧期內，資訊科技諮詢及寬頻網絡服務整體營業額上升所致。

截至二零零三年九月三十日止三個月，本集團之營業額達15,900,000港元，較二零零二年九月三十日止三個月上升約99.5%。營業額上升主要由寬頻數據網絡及互聯網主幹線解決方案以及資訊科技諮詢服務分別約11,800,000港元及3,500,000港元所產生。儘管市道不景，本集團將繼續多元化擴充客戶基礎及產品，以加強於中國市場之競爭力。本集團相信能夠維持於二零零三年上半年所取得之收益增長。

有關本集團多項業務分類之資料詳情刊載於中期業績附註三內。

於回顧期內，本集團仍保持30.4%之高水平毛利率。本集團致力加強其內部管理，並收緊預算控制，以致與去年同期相比，本集團之營運開支(包括銷售及分銷成本、一般及行政開支及其他經營開支)成功減少26%至約31,400,000港元。

Summing up the results of an increase in turnover by around 120%, maintaining of a satisfactory gross profit margin of 30% and reducing the overall operating expenses of approximately 26%, the net loss from ordinary activities attributable to shareholders of the Group for the period was significantly cut-down to HK\$22.3 million, which represents a 39.5% decrease from the corresponding period in last year.

Financial Position, Liquidity and Financial Resources

The shareholders' fund of the Group as at 30 September 2003 decreased by 18.7% to approximately HK\$96.9 million. The Group had net current assets of HK\$87 million compared with that of HK\$105.9 million as at 31 March 2003. The Group's current ratio was approximately 4.3 (31 March 2003: 5.5). The gearing ratio of the Group, as a ratio of total borrowings to shareholders' fund, as at 30 September 2003 was 0.3% (31 March 2003: 0).

As at 30 September 2003, the Group had a strong cash position of cash and cash equivalents plus other liquid funds of HK\$80.4 million (31 March 2003: HK\$91.7 million). The Group generally financed its operations with internally generated cashflows, balance of proceeds from initial public offering and banking facilities provided by its principal bankers. The Directors believe that the Group will continue to maintain a sound financial position to finance its business development in the current year.

As at 30 September 2003, the Group had commitments of HK\$3.9 million (31 March 2003: HK\$5.6 million) in respect of the acquisition of fixed assets and investment in one of its subsidiaries in China.

綜觀本集團之業績，營業額上升約120%，毛利率30%維持在滿意程度，而整體營運開支亦減少約26%，本集團於本期間之股東應佔日常業務淨虧損因而大幅減至22,300,000港元，較去年同期下降39.5%。

財務狀況、流動資金及財務資源

本集團於二零零三年九月三十日之股東資金下跌18.7%至約96,900,000港元。本集團之流動資產淨額為87,000,000港元，於二零零三年三月三十一日則為105,900,000港元。本集團之流動比率約為4.3(二零零三年三月三十一日：5.5)。本集團於二零零三年九月三十日之資產與負債比率(即總借貸與股東資金之比率)為0.3%(二零零三年三月三十一日：0)。

於二零零三年九月三十日，本集團擁有穩健之現金狀況，其現金及現金等值物加其他速動資金達80,400,000港元(二零零三年三月三十一日：91,700,000港元)。本集團一般以內部產生之現金流量、首次公開招股所得款項餘額及其主要往來銀行所提供之銀行信貸為其業務提供資金。董事相信，本集團將繼續保持良好之財政狀況，以就本年度之業務發展提供資金。

於二零零三年九月三十日，本集團就購買固定資產及投資於一間中國附屬公司作出3,900,000港元(二零零三年三月三十一日：5,600,000港元)之承擔。

Capital Structure

The shares of the Company were first listed on GEM on 28 March 2000. There has not been any change to the capital structure of the Company since that date.

Significant Investment and Disposals

The Group has no plans for material investments or acquisition of capital assets other than those set out in the prospectus of the Company issued on 21 March 2000.

There were no material acquisitions and disposals of subsidiaries and affiliated companies by the Company during the period under review.

Foreign Currency Exchange Exposure and Treasury Policies

Most of the Group's trading transactions, assets and liabilities were denominated in Hong Kong dollars, United States dollars and Renminbi. As the exchange rates of United States dollars and the Renminbi to Hong Kong dollars are fairly stable, the Directors believe that the impact of the foreign exchange exposure of the Group is minimal and has no significant adverse effect on the normal operations of the Group.

As at 30 September 2003, the Group had no significant exposure under foreign exchange contracts, interest or currency swaps or other financial derivatives.

Contingent Liabilities

As at 30 September 2003, the Group was granted banking facilities of HK\$13.3 million that were secured by the Group's bank deposits of HK\$7.5 million. The banking facilities utilized by the Group amounted to HK\$7.5 million. The Group had no other material contingent liabilities.

資本結構

本公司之股份於二零零零年三月二十八日首次於創業板上市。自該日期起，本公司之資本結構並無任何改變。

重大投資及出售

除本公司於二零零零年三月二十一日所刊發之售股章程內所述者外，本集團並無重大投資或收購資本資產之計劃。

本公司於回顧期內並無進行附屬公司及聯屬公司之重大收購及出售。

外匯風險及庫務政策

本集團大部分買賣交易、資產及負債乃以港元、美元及人民幣為計算單位。由於美元及人民幣兌換港元之滙率均相當穩定，董事相信外幣匯兌風險對本集團所構成之影響甚微，且對本集團之正常業務並無重大不利影響。

於二零零三年九月三十日，本集團概無承擔外匯合約、利率或外幣掉期或其他金融衍生工具下之任何重大風險。

或然負債

於二零零三年九月三十日，本集團獲受13,300,000港元之銀行信貸，此乃由本集團之銀行存款7,500,000港元作抵押。本集團動用之銀行信貸達7,500,000港元。本集團並無任何其他重大或然負債。

Employee and Remuneration Policy

As at 30 September 2003, the Group has a total of 124 employees. The Group's remuneration policy is basically determined by the performance of individual employees. In addition to salaries, employee benefits included medical scheme, pension contributions and share option schemes.

Business Review and Outlook

For the six months ended 30 September 2003, the Group recorded a turnover of HK\$29.4 million, representing an 120.4% increase over the same period a year ago. The Group achieved a gross profit margin of 30.4% for this interim period. The restructuring activities as mentioned in previous reports to shareholders taken place over the past year brought good results. It successfully reduced the Group's aggregate selling and distribution costs, general and administrative expenses and other operating expenses by 26% compared with the amount recorded in the same interim period in the previous year. Its net loss from ordinary activities was reduced by approximately 39.5%.

Entrance of New Business Segment: Mobile Value Added Services

An extension of the Group's core competence, solution integration, to IT consultancy and broadband networking services and to Mobile Value Added Services (MVAS) to take advantages of the Group's existing customer base and technical capabilities has proven to be the right direction for the Group. The Group's revenue from IT consultancy and broadband networking services increased by 162.8% when comparing to last year's interim results. Since revenue generated from services tend to have a much higher margin than the traditional solution integration business, the Group will continue to put focus and efforts on this segment.

僱員及薪酬政策

於二零零三年九月三十日，本集團共有124名僱員。本集團之薪酬政策乃根據個別僱員之表現釐定。除薪金外，僱員福利包括醫療計劃、退休金供款及購股權計劃。

業務回顧及展望

截至二零零三年九月三十日止六個月，本集團錄得營業額29,400,000港元，與上年度同期相比，增加120.4%，而本中期之毛利率為30.4%。如上一份致股東之報告所述，去年進行之業務重組取得良好成績，本集團因而成功減低總銷售及分銷成本、一般及行政開支及其他經營開支，與上一年度中期之數額相比下降26%。本集團之日常業務虧損淨額減少約39.5%。

進軍新業務領域：電信增值服務

本集團已憑藉現有之客戶基礎及技術功能，自集團專長之解決方案集成業務拓展至資訊科技諮詢及寬頻網絡服務以及電信增值服務。事實證明，本集團之策略實屬正確，旗下之資訊科技諮詢及寬頻網絡服務收益較去年中期業績增加162.8%。由於服務收益一般較傳統解決方案集成業務之利潤為高，本集團將繼續專注發展此等服務。

The Group's entry into the MVAS market has extended the Group's customer base from the telecom carriers to individual mobile phone users. Up to the end of the period under review, the Group gained success in entering cooperative agreements with China Mobile and China Unicom to provide mobile value-added services such as SMS, WAP and MMS to all China Mobile and China Unicom wireless phone users in China. Additionally, the Group has been granted nationwide WAP operation permits from both China Mobile and China Unicom. The Group believes it is well positioned to capitalise on the rapid growth of the MVAS market.

The Group has formally entered into an agreement with China Construction Bank of Guangdong to jointly provide mobile banking services in Guangdong province. These services, running on the Group's BISP (Banking Information Services Platform), have been rolled out in October 2003 and received positive responses from banking customers. With the successful launch in Guangdong, the Group is planning to offer similar services to other major cities of China with China Construction Bank.

Expanding Market Share Through The Wining Of New Customers And Contracts

Despite fierce competitions and restructuring of the telecommunication industry, the Group was awarded major network services including upgrading and expansion projects. A number of contracts with China Unicom and its subsidiaries which cover 13 provinces for the construction of phase V of their Voice Over Internet Protocol (VoIP) networks; a contract for the provision of CMNET (China Mobile Net) phase II equipment to Shanghai Telecom; multiple contracts with Henan Zhumadian city government to build their IP networks, a contract with China Unicom to provide VOIP phase III optimization services, a contract with each of Shanghai Mobile and Anhui Mobile, respectively, to upgrade its Interactive Voice Response (IVR) system, an out-sourcing contract with China Construction Bank to provide data maintenance services, a network maintenance services contract with CNC Corp.(China Network Communications Group Corporation) Henan Branch.

隨著本集團進軍電信增值服務市場，本集團客戶基礎已從電信供應商拓展至流動電話個體用戶。截至回顧期終，本集團已成功與中國移動及中國聯通訂立合作協議，向該兩間公司之所有中國無線電話用戶提供SMS、WAP及MMS等電信增值服務。此外，中國移動及中國聯通均已向本集團批出WAP全國經營許可號。本集團相信，其已蓄勢待發從迅速增長之電信增值服務市場中受惠。

本集團已正式與中國建設銀行廣東省分行訂立一項協議，攜手於廣東省提供流動銀行服務。該等由本集團之銀行信息服務平台所提供之服務已於二零零三年十月推出，銀行客戶反應良好。於廣東成功推出有關服務後，本集團現正計劃與中國建設銀行合作，在中國其他主要城市推出類似服務。

透過贏取新客戶及合約擴大市場佔有率

儘管電信業競爭激烈及不斷重組，惟本集團仍能獲得主要網絡服務項目，包括昇級及擴充等項目。本集團與中國聯通及其附屬公司就於十三個省份建立第五期VoIP網絡訂立多項合約；向上海電信提供中國移動網第二期設備；與河南駐馬店市政府就建立其信息供應網絡訂立多項合約；與中國聯通就提供VOIP第三期最佳化服務訂立一項合約；分別各與上海移動及安徽移動就提昇其互動話音回應(IVR)系統各訂立一項合約；與中國建設銀行就提供數據維護服務訂立一份外包合約；與中國網通(China Network Communications Group Corporation)河南分公司就提供網絡維護服務訂立一項合約。

New Alliances

The Group's subsidiary, Unison Networking Services (Shanghai) Co., Ltd., has been selected as the authorized service provider (ASP) by a US listed IP data network service provider for the supply of network maintenance and integration services in China.

The Group has entered an agreement with a US based content provider to distribute, on a selective basis, its content through the Group's MVAS business platform. Moreover, numerous alliance agreements have been entered with selected content and media partners for the provision of content and services via the Group's MVAS business.

The Group has entered an agreement with a Beijing based company to use the Group's e-ticketing solution in selling tickets for its theatres, shows and concerts.

Business Outlook

The Group continued to leverage its existing national and regional sales coverage and customer base in China to nourish the growth of its strategic business units including solution integration, IT consultancy and broadband networking services and MVAS. Most importantly, it has repositioned itself from being a network solutions integrator to a full-services and application solutions provider, offering software solutions, networking consulting/maintenance to enterprises and value-added services to individual customers. By doing so, it has broaden the Group's customer base to service enterprises and individual customers so as to reduce the risk of reliance on a single customer segment, namely telecom carriers.

The Directors are determined and confident that the Group has been making the correct decision of realigning its focus on high valued businesses, implementing customer-centric strategy and diversifying into MVAS and IT services. The 120% improvement of the Group's turnover over the same period a year ago is a solid proof. Looking to the end of this fiscal year, the Group will strive to improve its operating results with the aim of returning to profitability.

新訂聯盟

本集團之附屬公司結信網絡技術服務(上海)有限公司已獲一家美國上市信息供應數據網絡服務供應商選為認可之服務供應商，按選擇基準在中國提供網絡維護及集成服務。

本集團已與一家以美國為基地之內容供應商訂立一項協議，以透過本集團之電信增值服務之業務平台發佈其內容。此外，本集團亦與獲選之內容及媒體合夥人訂立多項聯盟協議，以透過本集團之電信增值服務提供內容及服務。

本集團已就使用本集團之網上售票解決方案銷售劇院、表演及演唱會之門票，與一家以北京為基地之公司訂立一項協議。

業務前瞻

本集團繼續憑藉既有之國家與地區銷售基礎及在中國之客戶基礎，致力發展旗下之策略性業務項目，包括解決方案集成、資訊科技諮詢及寬頻網絡服務，以及電信增值服務。本集團更已由原來之網絡解決方案集成商，重新定位為一家全面服務及應用解決方案供應商，為企業提供軟件解決方案、網絡諮詢／維護服務，以及為個體客戶提供增值服務，務求將本集團之客戶基礎擴展至服務企業及個體客戶，以減低偏重倚賴電信營運商之單一客戶類別風險。

董事堅決相信，調整營運重點於高增值業務、實施以客為本之策略以及分散經營電信增值服務及資訊科技服務，實乃明智之舉。本集團營業額已較上年同期增長120%，足見此項決定正確無誤。未來半個財政年度，本集團將全力改善經營業績，務求達致轉虧為盈。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES AND DEBENTURES

As at 30 September 2003, the interests and short positions of the Directors and chief executives in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Rule 5.40 of the GEM Listing Rules were as follows:

Long positions in shares

Name of Director 董事姓名	Company/name of associated corporation 公司／相聯 法團名稱	Capacity 權益類別	Number and class of securities (Note 1) 證券數目 及類別 (附註1)	Percentage of issued share capital 佔已發行股本 百分比
Mr. Yip Heon Ping 葉向平先生	The Company 公司	An object of a discretionary trust (Note 2) 全權信託之 託管對象 (附註2)	404,280,619 shares (L) 404,280,619 股股份(L)	79.08%
Mr. Yip Seng Mun 葉醒民先生	The Company 公司	Interest of corporation controlled by director (Note 3) 由董事控制之 法團之權益 (附註3)	248,349,584 shares (L) 248,349,584 股股份(L)	48.58%

董事及行政總裁於股份及相關股份及債權證中之權益及淡倉

於二零零三年九月三十日，按本公司根據證券及期貨條例第352條存置之登記冊所示，或按根據創業板上市規則第5.40條向本公司及香港聯合交易所有限公司作出之通知，董事及行政總裁於本公司及其相聯法團（按證券及期貨條例第XV部之定義）之股份、相關股份及債權證中之權益及淡倉如下：

於股份之長倉

Notes:

- (1) The letter "L" stands for long position.
- (2) These shares were held by Greenford Company Limited, Century Technology Holding Limited and Bakersfield Global Corporation as trustees of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively, all the units of which were held by Cititrust (Cayman) Limited as trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Heon Ping as the discretionary object for the time being.
- (3) These shares were held by Century Technology Holding Limited and Bakersfield Global Corporation and were beneficially owned by Mr. Yip Seng Mun.

Long positions in underlying shares**(a) Warrants of the Company ("2004 Warrants")**

On 5 January 2001, a bonus issue of 2004 Warrants was implemented whereby each of the 2004 Warrants will entitle the registered holder to subscribe for one share of the Company at a subscription price of HK\$1.43 per share, payable in cash and subject to adjustment, during the period from 9 January 2001 to 8 January 2004.

As at 30 September 2003, the Company had 51,125,000 units of the 2004 Warrants outstanding. Amongst which, 9,983,750 units of the 2004 Warrants were held by First League Investments Limited, a company of which Mr. Clement Lau (a former director of the Company) was a director and held 40% of its equity interest. In addition, Mr. Clement Lau and his wife also held an aggregate of 23,850 units of the 2004 Warrants as at 30 September 2003.

Mr. Clement Lau has ceased to be a non-executive director of the Company since 16 September 2003.

附註：

- (1) 「L」字母代表長倉。
- (2) 該等股份由Greenford Company Limited、Century Technology Holding Limited及Bakersfield Global Corporation分別以The Greenford Unit Trust、The Century Unit Trust及The Bakersfield Unit Trust之受託人身份持有，其所有單位均由Cititrust (Cayman) Limited以The New Millennium Trust之受託人身份持有，而The New Millennium Trust乃於當時以葉向平先生為全權託管對象而設之家族全權信託。
- (3) 該等股份由Century Technology Holding Limited及Bakersfield Global Corporation持有，並由葉醒民先生作實益擁有。

相關股份之長倉**(a) 本公司之認股權證（「二零零四年認股權證」）**

於二零零一年一月五日，本公司派送二零零四年認股權證，據此，二零零四年認股權證之每名登記持有人，有權於二零零一年一月九日至二零零四年一月八日期間，按每股1.43港元（可予調整）之認購價以現金認購一股本公司股份。

於二零零三年九月三十日，本公司擁有51,125,000單位之尚未行使二零零四年認股權證。其中9,983,750單位之二零零四年認股權證由First League Investments Limited（本公司前任董事劉宇泰先生乃該公司董事並持有其40%股本權益）所持有。此外，於二零零三年九月三十日，劉宇泰先生及其妻子亦合共持有23,850單位之二零零四年認股權證。

自二零零三年九月十六日起，劉宇泰先生已不再出任為本公司之非執行董事。

(b) Share Options

The interests of the Directors in the share options of the Company are separately disclosed in the section “Share option scheme” below.

In addition to the above, certain Directors had non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the requirement for a minimum number of shareholders.

Save as disclosed above, as at 30 September 2003, none of the Directors or their associates as well as the chief executives had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standards of dealing by Directors of the Company as referred to in Rule 5.40 of the GEM Listing Rules.

SHARE OPTION SCHEMES

The Company’s share option scheme which was adopted on 7 March 2000 (the “Old Scheme”) was terminated and replaced by a new share option scheme approved by the shareholders at the extraordinary general meeting of the Company held on 9 April 2002 (the “New Scheme”). The options granted under the Old Scheme remain exercisable within their respective exercise periods.

A summary of the Old Scheme and the New Scheme is set out below:

(a) Old Scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include the Company’s directors and employees of the Group. Under the Old Scheme, the board was authorised, at its absolute discretion, to grant options to the Company’s directors and employees

(b) 購股權

董事於本公司購股權之權益於下文「購股權計劃」一節另行披露。

除上述者外，若干董事乃純為遵照最低公司股東數目規定而為本公司利益持有若干附屬公司之非實益個人股本權益。

除上文所披露者外，於二零零三年九月三十日，董事或彼等之聯繫人士及行政總裁概無於本公司及其相聯法團（按證券及期貨條例第XV部之定義）之股份、相關股份及債權證中擁有任何權益或淡倉，須記錄於根據證券及期貨條例第352條保存之登記冊內，或根據創業板上市規則第5.40條所述之公司董事買賣最低標準須知會本公司及聯交所。

購股權計劃

於二零零零年三月七日採納之本公司購股權計劃（「舊計劃」）已於二零零二年四月九日舉行之本公司股東特別大會上終止及以股東批准之新購股權計劃（「新計劃」）取代。根據舊計劃授出之購股權仍可於有關之行使期內行使。

舊計劃及新計劃之概要載列如下：

(a) 舊計劃

本公司設有一項購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。合資格參與者包括本公司董事及本集團僱員。根據舊計劃條款，董事會獲授權全權酌情決定向本公司董事及本集團僱員授出購股權，以接納購股

of the Group, to take up options to subscribe for ordinary shares of the Company. The Old Scheme became effective for a period of 10 years commencing on the listing of the Company's shares on the Growth Enterprises Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Exchange") on 28 March 2000.

(b) New Scheme

The New Scheme became effective for a period of 10 years commencing on 23 April 2002. Under the New Scheme, the directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the higher of (i) the closing price of shares of the Company on the GEM as stated in the Exchange's daily quotation sheet on the date of the offer of grant; or (ii) the average closing price of the shares of the Company on the GEM as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the directors, and commences after certain vesting period and ends in any event not later than 10 years from the date of the offer on which the offer for grant of the option is made, subject to the provisions for early termination thereof.

The maximum number of securities to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the relevant class of securities of the Company in issue from time to time.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the extraordinary general meeting held on 9 April 2002.

權認購本公司之普通股。舊計劃於本公司股份於二零零零年三月二十八日在香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市時開始生效，為期10年。

(b) 新計劃

新計劃自本公司根據新計劃於二零零二年四月二十三日開始生效，為期10年。根據新計劃，董事可全權酌情決定向合資格參與者授出購股權，以按(i)於要約發出日期聯交所每日報價單上所列本公司股份在創業板之收市價；或(ii)緊接要約授出日期前五個交易日聯交所每日報價單上所列本公司股份在創業板之平均收市價；及(iii)股份面值（以較高者為準）之價格認購本公司之普通股。接納購股權之要約之期限為要約日期起21日。接納購股權時須支付象徵式代價1港元。所授購股權之行使期限由董事會釐定，並於某個歸屬期後開始，及在任何情況下根據先前終止之條文授出購股權要約之要約日期起不少於10年屆滿。

因根據新計劃及本集團之其他購股權計劃所授出及將予行使之所有尚未獲行使之購股權獲行使而將予配發及發行之證券最高數目，必須合共不超過不時已發行之本公司有關類別證券之30%。

因根據新計劃將授出之所有購股權獲行使而可配發及發行之股份總數，其數目相等於截至股東特別大會舉行日期二零零二年四月九日之本公司已發行股份之10%。

Options to subscribe for shares of the Company under the Old Scheme

根據舊計劃認購本公司股份之購股權

Details of the outstanding share options during the six-month period are as follows:

在六個月期間內尚未行使購股權之詳情如下：

**Share Options re-granted on 22 August 2001
at exercise price of HK\$0.40 per share**於二零零一年八月二十二日重授之購股權數目
(行使價為每股0.40港元)

Name or category of participant 參與者 姓名或類別	Balance as at	Lapsed	Balance as at	Exercise period of share options 購股權之行使期限
	1 April 2003 於二零零三年四月一日之餘數	during the period 期間內失效	30 September 2003 於二零零三年九月三十日之餘數	
Directors 董事				
Mr. Yip Seng Mun 葉醒民先生	6,000,000	-	6,000,000	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日
Mr. Yip Heon Ping 葉向平先生	6,300,000	-	6,300,000	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日
Mr. Yip Heon Wai 葉向維先生	5,300,000	-	5,300,000	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日

**Share Options re-granted on 22 August 2001
at exercise price of HK\$0.40 per share**

於二零零一年八月二十二日重授之購股權數目
(行使價為每股0.40港元)

Name or category of participant 參與者 姓名或類別	Balance as at 1 April 2003 於二零零三年 四月一日 之餘數	Lapsed during the period 期間內 失效	Balance as at 30 September 2003 於二零零三年 九月三十日 之餘數	Exercise period of share options 購股權之 行使期限
Directors 董事				
Mr. Yip Heon Keung 葉向強先生	5,300,000	-	5,300,000	22 August 2001 to 21 August 2011 二零零一年 八月二十二日至 二零零一年 八月二十一日
Mr. Clement Lau [#] 劉宇泰先生 [#]	1,600,000	-	1,600,000	22 August 2001 to 21 August 2011 二零零一年 八月二十二日至 二零零一年 八月二十一日
	<u>24,500,000</u>	<u>-</u>	<u>24,500,000</u>	
Other employees of the Group 本集團其他僱員				
In aggregate 合計	5,675,000	(880,000)	4,795,000	22 August 2001 to 21 August 2011 二零零一年 八月二十二日至 二零零一年 八月二十一日
	<u>30,175,000</u>	<u>(880,000)</u>	<u>29,295,000</u>	

[#] Mr. Clement Lau has ceased to be a non-executive director of the Company with effect from 16 September 2003. Pursuant to the Old Scheme, Mr. Lau's share options shall lapse on the expiry of three months following the date of cessation of his employment.

[#] 由二零零三年九月十六日起，劉宇泰先生已不再出任為本公司之非執行董事。根據舊計劃，劉先生之購股權將於其離任當日三個月後逾期失效。

Options to subscribe for shares of the Company under the New Scheme

根據新計劃認購本公司股份之購股權

Details of the outstanding share options during the six-month period are as follows:

在六個月期間尚未行使購股權之詳情如下：

**Share Options granted on 22 May 2002
at exercise price of HK\$0.26 per share**於二零零一年五月二十二日重授之購股權數目
(行使價為每股0.26港元)

Name or category of participant 參與者 姓名或類別	Balance as at 1 April 2003 於二零零三年 四月一日 之餘數	Lapsed during the period 期間內 失效	Balance as at 30 September 2003 於二零零三年 九月三十日 之餘數	Exercise period of share options 購股權之 行使期限
Director 董事				
Mr. Au Shing Kwok 區承國先生	500,000	-	500,000	22 May 2002 to 21 May 2012 二零零二年 五月二十二日至 二零一二年 五月二十一日
Other employees of the Group 本集團其他僱員				
In aggregate 合計	16,250,000	(1,440,000)	14,810,000	22 May 2002 to 21 May 2012 二零零二年 五月二十二日至 二零一二年 五月二十一日
	<u>16,750,000</u>	<u>(1,440,000)</u>	<u>15,310,000</u>	

As at 30 September 2003, the Company had 29,295,000 and 15,310,000 share options outstanding under the Old Scheme and the New Scheme, respectively.

於二零零三年九月三十日，根據舊計劃及新計劃，本公司分別有29,295,000及15,310,000份尚未行使之購股權。

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which are cancelled prior to their exercise date are deleted from the register of outstanding share options.

The Directors do not consider it appropriate to disclose a theoretical value of the share options granted during the reporting period to the Directors and employees, because in the absence of a readily available market value for share options on the ordinary shares of the Company, the Directors were unable to arrive at an accurate assessment of the value of the share options.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2003, the following persons (other than the Directors and chief executives of the Company) had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

所授購股權之財務影響須在購股權獲行使時方可列入本公司或本集團之資產負債表，且損益賬或資產負債表中概無就該等費用作任何扣減。於購股權獲行使時，本公司將由此發行之股份按股份面值列作額外股本，而本公司將每股行使價高於股份面值之部分列入股份溢價賬。在購股權行使日期前已註銷之購股權已於尚未行使購權登記冊中刪除。

董事會認為不宜披露報告期間已授出購股權之理論價值，因為涉及本公司普通股之購股權並無現時可行之市價，董事未能就該等購股權之價值作出評估。

主要股東

於二零零三年九月三十日，下列人士（董事或本公司行政總裁除外）擁有並記錄於根據證券及期貨條例第336條保存之登記冊內之本公司股份及相關股份之權益或淡倉如下：

Name of Shareholder 股東名稱	Notes 附註	Interest in ordinary shares (Note 7) 普通股權益 (附註7)	Interest in underlying shares for 2004 Warrants (Note 7) 二零零四年 認股權證 相關股份權益 (附註7)	Percentage of issued share capital 佔已發行股本 百分比
Greenford Company Limited	(1)	155,931,035(L)	—	30.50%
Century Technology Holding Limited	(2)	155,931,035(L)	—	30.50%
Bakersfield Global Corporation	(3)	92,418,549(L)	—	18.08%
Cititrust (Cayman) Limited	(4)	404,280,619(L)	—	79.08%
First League Investments Limited	(5)	20,719,381(L)	9,983,750(L)	6.01%
Ms. Leung Chan Yuet Fu 梁陳月富女士	(5)	20,719,381(L)	9,983,750(L)	6.01%
Mr. Clement Lau 劉宇泰先生	(5) & (6)	20,719,381(L)	10,007,600(L)	6.01%

Notes:

- (1) The entire issued share capital of Greenford Company Limited is beneficially owned by Mr. Yip Heon Ping, a director of the Company.
- (2) The entire issued share capital of Century Technology Holding Limited is beneficially owned by Mr. Yip Seng Mun, a director of the Company.
- (3) The entire issued share capital of Bakersfield Global Corporation is beneficially owned by Mr. Yip Seng Mun, a director of the Company.
- (4) 404,280,619 shares were held through Greenford Company Limited, Century Technology Holdings Limited and Bakersfield Global Corporation as trustee of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively, all of the units of which were held by Cititrust (Cayman) Limited as trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Heon Ping as the discretionary object for the time being. Cititrust (Cayman) Limited is a wholly-owned subsidiary of Citibank Overseas Investment Corporation which in turn is owned by Citibank N.A.
- (5) Ms. Leung Chan Yuet Fu and Mr. Clement Lau (a former director of the Company) are interested in 60% and 40% of the issued share capital of First League Investments Limited ("First League") respectively. Each of them is therefore deemed to be interested in the 20,719,381 shares and 9,983,750 units of the 2004 Warrants held by First League. Mr. Clement Lau has ceased to be a non-executive director of the Company since 16 September 2003.
- (6) Mr. Clement Lau (a former director who ceased to hold the office of non-executive director of the Company with effect from 16 September 2003) and his wife also held an aggregate of 23,850 units of the 2004 warrants.
- (7) The word "L" denotes long position.

附註：

- (1) Greenford Company Limited全部已發行股本由本公司董事葉向平先生實益擁有。
- (2) Century Technology Holding Limited全部已發行股本由本公司董事葉醒民先生實益擁有。
- (3) Bakersfield Global Corporation全部已發行股本由本公司董事葉醒民先生實益擁有。
- (4) 合共404,280,619股股份由Greenford Company Limited、Century Technology Holding Limited及Bakersfield Global Corporation分別以The Greenford Unit Trust、The Century Unit Trust及The Bakersfield Unit Trust之受託人身份持有。所有有關單位均由Cititrust (Cayman) Limited以The New Millennium Trust之受託人身份持有。The New Millennium Trust為一項當時以葉向平先生為全權託管對象而設之全權信託。Cititrust (Cayman) Limited為Citibank Overseas Investment Corporation之全資附屬公司，而Citibank Overseas Investment Corporation又為Citibank N.A.所擁有。
- (5) 陳月富女士及劉宇泰先生(本公司前任董事)分別持有First League Investments Limited (「First League」)已發行股本60%及40%之權益。故此，彼等各自被視為於First League持有之20,719,381股股份及9,983,750個單位之二零零四年認股權證中擁有權益。自二零零三年九月十六日起劉宇泰先生已不再出任為本公司之非執行董事。
- (6) 劉宇泰先生(前董事，自二零零三年九月十六日起不再出任本公司非執行董事一職)及其妻室亦持有合共23,850個單位之二零零四年認股權證。
- (7) 「L」字母代表長倉。

Save as disclosed above, as at 30 September 2003, there was no person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

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

During the six months ended 30 September 2003, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

BOARD PRACTICES AND PROCEDURES

The Company has complied with the Board Practices and Procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules throughout the reporting period.

除上文所披露者外，於二零零三年九月三十日，概無任何人士（董事或本公司行政總裁除外）擁有本公司股份及相關股份之權益或淡倉，而須記錄於根據證券及期貨條例第336條保存之登記冊內。

競爭權益

本公司各董事或管理層股東或彼等各自之聯繫人士（定義見創業板上市規則）並無擁有任何與本集團業務競爭或可能構成競爭之業務權益。

購買、出售或贖回本公司上市證券

於截至二零零三年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事會常規及程序

本公司於整個申報期間一直遵守創業板上市規則第5.28至5.39條所載之董事會常規及程序。

MISCELLANEOUS EVENTS

Mr. Clement Lau has ceased to be a non-executive director of the Company since 16 September 2003.

As mentioned in the Company's previous results announcements and related reports, since September 2002, several claims for certain entitlements in respect of the employment of Mr. Clement Lau ("Mr. Lau"), a former director of the Company, with Prosten Technology Co. Limited ("Prosten (HK)"), a wholly owned subsidiary of the Company, have been instigated by Mr. Lau against Prosten (HK) at the Labour Tribunal. On 2 July 2003, an order was granted by the Labour Tribunal to transfer such claims to the District Court for trial. Up to the date of this report, such claims have not been tried by the District Court.

AUDIT COMMITTEE

The Company established an audit committee (the "Committee") on 7 March 2000 with written terms of reference in compliance with the GEM Listing Rules. The Committee comprises two independent non-executive Directors of the Company, namely Messrs. James T. Siano and Au Shing Kwok. The primary duties of the Committee are to review and supervise the financial reporting process and internal controls of the Group. The Committee has reviewed the draft of this report and has provided advice and comments thereon.

By Order of the Board
Yip Seng Mun
Chairman

Hong Kong, 7 November 2003

其他事項

自二零零三年九月十六日起，劉宇泰先生已不再出任為本公司之非執行董事。

如本公司之前之業績公佈及相關報告所述，自二零零二年九月以來，本公司前任董事劉宇泰先生（「劉先生」）就受僱於本公司全資附屬公司長達科技有限公司（「長達香港」）享有之若干權益，在勞資審裁處對長達香港提出多項申索。於二零零三年七月二日，勞資審裁處頒令，把該等申索轉交區域法院審理。直至本報告日期，該等申索尚未由區域法院審理。

審核委員會

本公司已於二零零零年三月七日根據創業板上市規則成立一個具有書面職權範圍之審核委員會（「該委員會」）。該委員會由James T. Siano先生及區承國先生兩位本公司獨立非執行董事組成。該委員會之主要職責為檢討及監察本集團之財務申報程序及內部控制。該委員會已審閱本報告之草稿並已就此提出意見。

承董事會命
葉醒民
主席

香港，二零零三年十一月七日