

2002

Interim Report 2002

**e-KONG**  
Convergence through Services

## INTERIM RESULTS

The board of directors (the “Board”) of e-Kong Group Limited (the “Company”) is pleased to announce the unaudited consolidated financial results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2002, together with comparative figures in 2001. The results are unaudited but have been reviewed by the Company’s Audit Committee and the Company’s auditors.

### Condensed consolidated income statement

		<b>Six months ended 30 June</b>	
		<b>2002</b>	2001
		<b>(Unaudited)</b>	(Unaudited)
	<i>Note</i>	<b>HK\$'000</b>	HK\$'000
Turnover	2	<b>140,592</b>	126,923
Cost of sales		<b>(102,909)</b>	(101,170)
		<hr/>	<hr/>
Gross profit		<b>37,683</b>	25,753
Other revenue	3	<b>1,261</b>	3,747
		<hr/>	<hr/>
		<b>38,944</b>	29,500
Distribution costs		<b>(12,736)</b>	(11,296)
Business promotion and marketing expenses		<b>(3,767)</b>	(20,688)
Operating and administrative expenses		<b>(78,756)</b>	(108,469)
Depreciation and amortisation		<b>(22,686)</b>	(16,342)
		<hr/>	<hr/>
Loss from operations		<b>(79,001)</b>	(127,295)
Finance costs		<b>(770)</b>	(105)
Intangible assets and goodwill written off		–	(112,956)
Provision for diminution in value of investment securities		<b>(26,882)</b>	(118,945)
Unrealised holding loss on other investments		<b>(8,675)</b>	(177,283)
Share of results of associates		–	(501)
		<hr/>	<hr/>
Loss from ordinary activities before taxation		<b>(115,328)</b>	(537,085)
Taxation	4	–	–
		<hr/>	<hr/>
Loss from ordinary activities after taxation		<b>(115,328)</b>	(537,085)
Minority interests		–	–
		<hr/>	<hr/>
Net loss attributable to shareholders		<b><u>(115,328)</u></b>	<b><u>(537,085)</u></b>
Loss per share	5		
Basic		<b>(2.45) cents</b>	(29.89) cents
Diluted		<b>N/A</b>	N/A
		<hr/>	<hr/>
EBITDA	6	<b><u>(56,315)</u></b>	<b><u>(110,953)</u></b>

**Condensed consolidated balance sheet**

		As at 30 June 2002 (Unaudited) HK\$'000	As at 31 December 2001 (Audited) HK\$'000
	<i>Note</i>		
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	7	211,511	215,428
Interests in associates		4,838	4,838
Investment securities		4,552	31,434
		<b>220,901</b>	<b>251,700</b>
<b>Current assets</b>			
Other investments		24,339	47,737
Trade and other receivables	8	44,497	54,230
Pledged deposits		7,714	7,107
Cash and cash equivalents		33,120	111,349
		<b>109,670</b>	<b>220,423</b>
<b>Current liabilities</b>			
Trade and other payables	9	78,360	98,556
Current portion of obligations under finance leases		9,694	11,372
		<b>88,054</b>	<b>109,928</b>
<b>Net current assets</b>		<b>21,616</b>	<b>110,495</b>
<b>Total assets less current liabilities</b>		<b>242,517</b>	<b>362,195</b>
<b>Long-term liabilities</b>			
Obligations under finance leases		1,017	4,885
<b>Minority interests</b>		-	-
<b>NET ASSETS</b>		<b>241,500</b>	<b>357,310</b>
<b>CAPITAL AND RESERVES</b>			
Issued capital		103,665	103,665
Reserves		137,835	253,645
		<b>241,500</b>	<b>357,310</b>

## Condensed consolidated statement of changes in equity

	Share capital (Unaudited) HK\$'000	Share premium (Unaudited) HK\$'000	Exchange reserve (Unaudited) HK\$'000	Capital redemption reserve (Unaudited) HK\$'000	Reserve on consolidation (Unaudited) HK\$'000	Accumulated losses (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
As at 1 January 2001	40,879	1,122,734	(388)	6	(69,335)	(252,280)	841,616
Share issued at premium	62,786	70,638	-	-	-	-	133,424
Share issue expenses	-	(6,131)	-	-	-	-	(6,131)
Exchange difference on translation of foreign subsidiaries	-	-	381	-	-	-	381
Goodwill on consolidation written off	-	-	-	-	69,335	-	69,335
Net loss attributable to shareholders	-	-	-	-	-	(681,315)	(681,315)
<b>As at 31 December 2001</b>	<b>103,665</b>	<b>1,187,241</b>	<b>(7)</b>	<b>6</b>	<b>-</b>	<b>(933,595)</b>	<b>357,310</b>
Share issue expenses	-	(489)	-	-	-	-	(489)
Exchange difference on translation of foreign subsidiaries	-	-	7	-	-	-	7
Net loss attributable to shareholders	-	-	-	-	-	(115,328)	(115,328)
<b>As at 30 June 2002</b>	<b>103,665</b>	<b>1,186,752</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>(1,048,923)</b>	<b>241,500</b>

**Condensed consolidated cash flow statement**

	<b>Six months ended 30 June</b>	
	<b>2002</b>	<b>2001</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Net cash outflow from operating activities</b>	<b>(75,701)</b>	<b>(136,324)</b>
Net cash (outflow)/inflow from returns on investments and servicing of finance	<b>(522)</b>	3,642
Tax Paid	—	—
Net cash outflow from investing activities	<b>(18,769)</b>	<b>(89,978)</b>
<b>Net cash outflow before financing activities</b>	<b>(94,992)</b>	<b>(222,660)</b>
Net cash (outflow)/inflow from financing activities	<b>(6,028)</b>	7,501
<b>Decrease in cash and cash equivalents</b>	<b>(101,020)</b>	<b>(215,159)</b>
Cash and cash equivalents as at 1 January	<b>166,193</b>	412,988
<b>Cash and cash equivalents as at 30 June</b>	<b>65,173</b>	<b>197,829</b>
<b>Analysis of balances of cash and cash equivalents</b>		
Cash and bank balances	<b>33,120</b>	85,291
Pledged deposits	<b>7,714</b>	5,000
Other investments	<b>24,339</b>	107,538
	<b>65,173</b>	<b>197,829</b>

Notes:

## 1. Basis of preparation and accounting policies

The condensed consolidated interim financial statements are 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 applicable disclosure requirements under Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

## 2. Turnover and segmental information

The analysis of the Group’s turnover and results by principal business activities and geographical area of operations during the period are as follows:

(a) by business segments:

	Six months ended 30 June 2002			Six months ended 30 June 2001		
	Telecom- services (Unaudited) HK\$’000	Others (Unaudited) HK\$’000	Consoli- dated (Unaudited) HK\$’000	Telecom- services (Unaudited) HK\$’000	Others (Unaudited) HK\$’000	Consoli- dated (Unaudited) HK\$’000
<b>Turnover</b>						
External sales	<u>131,187</u>	<u>9,405</u>	<u>140,592</u>	<u>105,078</u>	<u>21,845</u>	<u>126,923</u>
<b>Result</b>						
Loss from operations	(62,708)	(8,477)	(71,185)	(84,394)	(21,677)	(106,071)
Intangible assets and goodwill written off	-	-	-	(105,718)	(7,238)	(112,956)
	<u>(62,708)</u>	<u>(8,477)</u>	<u>(71,185)</u>	<u>(190,112)</u>	<u>(28,915)</u>	<u>(219,027)</u>
Finance costs			(770)			(105)
Other operating income and expenses			(7,816)			(21,224)
Unrealised holding loss on other investments			(8,675)			(177,283)
Provision for diminution in value of investment securities			(26,882)			(118,945)
Share of results of associates			-			(501)
Net loss attributable to shareholders			<u>(115,328)</u>			<u>(537,085)</u>

(b) by geographical segments:

	<b>Six months ended 30 June 2002</b>			Six months ended 30 June 2001		
	<b>Asia Pacific (Unaudited) HK\$'000</b>	<b>North America (Unaudited) HK\$'000</b>	<b>Consolidated (Unaudited) HK\$'000</b>	Asia Pacific (Unaudited) HK\$'000	North America (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000
<b>Turnover</b>						
External sales	<u>64,249</u>	<u>76,343</u>	<u>140,592</u>	<u>71,420</u>	<u>55,503</u>	<u>126,923</u>
<b>Result</b>						
Loss from operations	(14,264)	(56,921)	(71,185)	(58,709)	(47,362)	(106,071)
Intangible assets and goodwill written off	-	-	-	(77,263)	(35,693)	(112,956)
	<u>(14,264)</u>	<u>(56,921)</u>	<u>(71,185)</u>	<u>(135,972)</u>	<u>(83,055)</u>	<u>(219,027)</u>
Finance costs			(770)			(105)
Other operating income and expenses			(7,816)			(21,224)
Unrealised holding loss on other investments			(8,675)			(177,283)
Provision for diminution in value of investment securities			(26,882)			(118,945)
Share of results of associates			-			(501)
Net loss attributable to shareholders			<u>(115,328)</u>			<u>(537,085)</u>

**3. Other revenue**

	<b>Six months ended 30 June</b>	
	<b>2002 (Unaudited) HK\$'000</b>	2001 (Unaudited) HK\$'000
Interest income	248	3,747
Others	<u>1,013</u>	<u>-</u>
	<u>1,261</u>	<u>3,747</u>

**4. Taxation**

Hong Kong Profits Tax and overseas taxation have not been provided as the Group has no assessable profits for the period (30 June 2001: Nil).

## 5. Loss per share

The calculation of basic loss per share for the six months ended 30 June 2002 was based upon the consolidated loss attributable to shareholders of HK\$115,328,000 (30 June 2001 : HK\$537,085,000) and on the weighted average number of 4,699,262,008 (30 June 2001: 1,797,078,196) ordinary shares in issue during the period.

The fully diluted loss per share for 2001 and 2002 are not shown because the potential ordinary shares would decrease the loss per share and would be regarded as anti-dilutive.

The comparative amount of the loss per share has been adjusted for the effect of the rights issue of 3,139,294,672 shares of the Company in December 2001.

## 6. EBITDA

EBITDA represents earnings before interest expenses, taxation, depreciation, amortisation, intangible assets and goodwill written off, provision for diminution in value of investment securities, unrealised holding loss on other investments and the Group's share of results of associates.

## 7. Acquisitions and disposals of property, plant and equipment

During the period, the Group acquired property, plant and equipment for an amount of approximately HK\$20.7 million (31 December 2001: HK\$159.2 million) and the disposal was approximately HK\$6.5 million (31 December 2001: HK\$5 million).

## 8. Trade and other receivables

	<b>As at 30 June 2002 (Unaudited) HK\$'000</b>	<b>As at 31 December 2001 (Audited) HK\$'000</b>
Trade receivables	<b>33,909</b>	37,943
Other receivables		
Deposits, prepayments and other debtors	<b>10,588</b>	16,287
	<b><u>44,497</u></b>	<b><u>54,230</u></b>

The Group's credit terms on credit sales mainly range from 30 days to 90 days. Included in trade and other receivables are trade debtors (net of provision for bad and doubtful debts) with the following ageing analysis.

	<b>As at 30 June 2002 (Unaudited) HK\$'000</b>	<b>As at 31 December 2001 (Audited) HK\$'000</b>
Current	<b>29,255</b>	29,048
1 to 3 months	<b>3,753</b>	5,922
More than 3 months but less than 12 months	<b>901</b>	2,973
	<b><u>33,909</u></b>	<b><u>37,943</u></b>



**9. Trade and other payables**

	<b>As at 30 June 2002 (Unaudited) HK\$'000</b>	<b>As at 31 December 2001 (Audited) HK\$'000</b>
Trade payables	42,656	42,041
Other payables		
Accrued charges and other creditors	<b>35,704</b>	<b>56,515</b>
	<b>78,360</b>	<b>98,556</b>

Included in trade and other payables are trade creditors with the following ageing analysis.

	<b>As at 30 June 2002 (Unaudited) HK\$'000</b>	<b>As at 31 December 2001 (Audited) HK\$'000</b>
Current	16,210	12,617
1 to 3 months	9,993	16,580
More than 3 months but less than 12 months	<b>16,453</b>	<b>12,844</b>
	<b>42,656</b>	<b>42,041</b>

**10. Comparative figures**

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

**INTERIM DIVIDEND**

The Board has not recommended the payment of any interim dividend for the six months ended 30 June 2002 (30 June 2001: Nil).

## BUSINESS REVIEW AND OUTLOOK

During the period under review the key focus of the Group was on the ZONE telecommunications business. The ZONE business in Hong Kong, Singapore and the United States accounted for 93% of the Group's total revenue. Revenue from the ZONE business increased by 24.9% to HK\$131.1 million compared with HK\$105.1 million for the previous corresponding period.

Revenue for this period from the ZONE business in the United States increased by 37.6% to HK\$76.3 million from HK\$55.5 million for the previous corresponding period. The operating loss for ZONE US was HK\$56.9 million compared with HK\$47.4 million for the previous corresponding period. Operating expenses for ZONE US peaked during this period. Additional cost was incurred in product development and operational set-up to meet the more demanding needs of the business segment of the US market. As most of these efforts are now completed, the operating cost is anticipated to decrease in the coming period.

Despite intense competition and difficult economic times, ZONE Hong Kong achieved positive EBITDA for this period. This was attained through gross margin improvements, increased operational efficiencies and a marginal revenue growth. Competitive pressures will continue to affect gross margins but as ZONE Hong Kong achieves economic scale, incremental revenue growth will not require corresponding increase in operating expenses. Looking ahead, ZONE Hong Kong will continue to concentrate on its sales and marketing, and ongoing operational cost control efforts. Minimal capital expenditure is expected for the next period.

ZONE Singapore achieved positive EBITDA on a month-on-month basis from the second quarter of this year. More than 50% of ZONE Singapore's revenue for this period was generated from its business customers as a result of increased sales and marketing initiatives targeting the business segment of the market. Improvements in call quality and a better understanding of ZONE's value-added features has helped increase penetration rate into the Singapore's corporate sector.

The revenue from the Group's non-telecom subsidiaries declined from HK\$21.8 million for the previous corresponding period to HK\$9.4 million for this period. The Group will continue to explore opportunities through partnerships and alliances with key players in the respective industries in order to enhance the value of these subsidiaries.

As the Group's non-core investments, mostly acquired in year 2000 are no longer considered strategic, it will continue to divest these investments as appropriate and reallocate resources to the core business.

The general economic environment of the countries in which the Group operates is unlikely to improve for the second half of the year. Its adverse effects are reflected in the slower than expected revenue growth of the Group for this period. However, the Group's key operating subsidiaries have proven to have a competitive edge to grow its market share whilst continuing to improve their overall operating efficiencies. ZONE Hong Kong and Singapore are expected to contribute positively towards the Group's cashflow for the coming period. The Group will continue to invest in growing the revenue of the ZONE business in the US, particularly in the enterprise and corporate markets, while exercising tight financial control on its operating cost.



## Employee and remuneration policy

As at 30 June 2002, the Group had approximately 269 employees (30 June 2001 : 250 employees) in Hong Kong and overseas. The Group's remuneration policies, including both salaries and bonuses, are in line with local market practices where the Company and its subsidiaries operate and are formulated on the basis of the performance and experience of individual employee.

In addition to salary payment, the Group also offers to its employees other fringe benefits including provident fund and medical subsidies. The Company also granted share options to eligible employees of the Group, including directors of the Company.



## DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2002, the directors had the following interests in the issued share capital of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as notified to the Company and the Stock Exchange pursuant to Section 28 of the SDI Ordinance or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") or as recorded in the register maintained pursuant to section 29 of the SDI Ordinance:

Name of director	Number of ordinary shares of HK\$0.02 each held		
	Personal interests	Corporate interests	Total interests
Mr. Richard John Siemens	–	513,529,500 <i>(Note 1)</i>	513,529,500
Mr. William Bruce Hicks	23,199,142	186,837,500 <i>(Note 2)</i>	210,036,642
Mr. Kuldeep Saran	3,412,000	183,537,500 <i>(Note 3)</i>	186,949,500
Mr. Shane Frederick Weir	100,000	–	100,000

### Notes:

1. 24,000,000 shares are beneficially owned by Siemens Enterprises Limited, a company controlled by Mr. Richard John Siemens. 489,529,500 shares are beneficially owned by Goldstone Trading Limited, a company controlled by Mr. Siemens.
2. 186,837,500 shares are beneficially owned by Great Wall Holdings Limited, a company controlled by Mr. William Bruce Hicks.
3. 183,537,500 shares are beneficially owned by Future (Holdings) Limited, a company controlled by Mr. Kuldeep Saran.

The interests of the directors in the share options of the Company are separately disclosed in the heading of "Arrangement to enable directors to acquire shares or debentures" below.

Save as disclosed above, none of the directors, the chief executive and/or any of their associates had any interests in the shares or debt securities of the Company or any of its associated corporations (as defined in the SDI Ordinance) as at 30 June 2002 pursuant to the SDI Ordinance and the Model Code.

## ARRANGEMENT TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

In accordance with the Share Option Scheme as mentioned under the heading of “Share Option Schemes” above, no share options were granted, exercised, cancelled and lapsed during the period. Details of the share options granted to the directors or eligible employees under the Share Option Scheme remaining outstanding as at 30 June 2002 were as follows:

	Date of grant	Exercisable period	Exercise price	Number of outstanding share options
<b>Director</b>				
Mr. Richard John Siemens	24.01.2000	24.01.2000-24.10.2009	0.23	28,700,000
Mr. Derrick Francis Bulawa	25.10.1999	25.10.2000-24.10.2009	0.14	23,961,235
	16.11.1999	16.11.2000-24.10.2009	0.16	4,750,000
	23.12.1999	23.12.2000-24.10.2009	0.20	250,000
	03.01.2000	03.01.2001-24.10.2009	0.23	25,000
	25.10.2000	25.10.2001-24.10.2009	0.12	9,532,274
				38,518,509
Mr. Lim Shyang Guey	25.10.1999	25.10.2000-24.10.2009	0.14	4,500,000
	24.01.2000	21.02.2000-24.10.2009	0.23	1,500,000
	25.01.2000	01.03.2000-24.10.2009	0.23	500,000
	03.03.2000	03.04.2000-24.10.2009	0.76	3,800,000
				10,300,000
<b>Employees</b>				
	25.10.1999	25.10.2000-24.10.2009	0.14	13,650,000
	16.11.1999	16.11.2000-24.10.2009	0.16	75,000
	23.12.1999	23.12.2000-24.10.2009	0.20	3,700,000
	03.01.2000	03.01.2001-24.10.2009	0.23	3,000,000
	24.01.2000	21.02.2000-24.10.2009	0.23	6,000,000
	25.01.2000	01.03.2000-24.10.2009	0.23	2,000,000
	03.03.2000	03.04.2000-24.10.2009	0.76	15,200,000
	03.03.2000	03.03.2001-24.10.2009	0.76	3,150,000
	28.04.2000	28.04.2001-24.10.2009	0.33	4,915,000
	09.08.2000	09.08.2001-24.10.2009	0.23	550,000
	25.10.2000	25.10.2001-24.10.2009	0.12	400,000
	16.05.2001	16.05.2001-01.04.2003	0.08	200,000
				52,840,000
				130,358,509

Apart from the above, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable any director or any chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the directors, nor the chief executive, nor any of their spouses or children under the age of 18 had any right to subscribe for the shares in or debentures of the Company and its associated corporation (within the meaning of the SDI Ordinance), or had exercised any such right during the period.

## SUBSTANTIAL SHAREHOLDER

As at 30 June 2002, according to the register of substantial shareholders maintained under section 16(1) of the SDI Ordinance, the Company was notified that the following shareholder was directly or indirectly interested in 10% or more of the Company's issued share capital.

Name of shareholder	Number of ordinary shares of HK\$0.02 held	Percentage of total issued share capital
Mr. Richard John Siemens *	513,529,500	10.93%

\* The interest is the same as the corporate interest that Mr. Siemens had as disclosed under the heading of "Directors' Interests in Securities" above.

Save as disclosed above, the directors are not aware of any other party having an interest of 10% or more of the Company's issued share capital as at 30 June 2002.



**CODE OF BEST PRACTICE**

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not, throughout the period ended 30 June 2002, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

**AUDIT COMMITTEE**

The Audit Committee has reviewed with the management and the Company’s auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including a review of the unaudited consolidated financial results for the six months ended 30 June 2002.

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

**APPRECIATION**

The Board would like to thank the business associates, shareholders and customers for their continuous support and acknowledge its appreciation for the contribution and dedication of the Group’s employees.

By Order of the Board  
**Richard John Siemens**  
*Chairman*

Hong Kong, 19 September 2002