



Technology Venture Holdings Limited

A full-page background image of a kayaker in a white helmet and dark gear, paddling a white kayak through turbulent white-water rapids. The water is a vibrant blue-green, and the surrounding rocks are dark and jagged. The kayaker is positioned in the center of the frame, moving towards the viewer.

Leverage Expertise to Renew Momentum
interim report **2003**

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Results

The directors (the "Directors") of Technology Venture Holdings Limited (the "Company") are delighted to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2003 together with comparative figures for the corresponding period in 2002 as follows:

Condensed Consolidated Profit and Loss Account

TURNOVER	營業額	
Continuing operations	持續經營業務	
Discontinued operations	已終止業務	
Cost of sales	銷售成本	
Gross profit	毛利	
Other income	其他收益	
Selling and distribution expenses	銷售及分銷費用	
Administrative expenses	行政費用	
Other operating expenses	其他經營費用	
PROFIT/(LOSS) FROM OPERATING ACTIVITIES	經營業務之溢利／(虧損)	
Finance costs	融資成本	
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	
Continuing operations	持續經營業務	
Discontinued operations	已終止業務	
Tax	稅項	
Continuing operations	持續經營業務	
Discontinued operations	已終止業務	
PROFIT/(LOSS) BEFORE MINORITY INTERESTS	未計少數股東權益前溢利／(虧損)	
Minority interests	少數股東權益	
NET PROFIT/(LOSS) FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS	股東應佔日常業務之純利／(淨虧損)	
Dividends	股息	
RETAINED PROFIT/(DEFICIT) FOR THE PERIOD	本期留存溢利／(虧損)	
EARNINGS/(LOSS) PER SHARE	每股盈利／(虧損)	
Basic (HK cents)	基本(港仙)	
Diluted (HK cents)	攤薄後(港仙)	

業績

宏昌科技集團有限公司(「本公司」)董事(「董事」)欣然公佈本公司及其附屬公司(「本集團」)截至二零零三年六月三十日止六個月之未經審核中期業績，連同二零零二年同期之比較數字如下：

簡明綜合損益表

		Six months ended 30 June	
		截至六月三十日止六個月 2003 二零零三年 (unaudited) (未經審核) HK\$'000 千港元	2002 二零零二年 (unaudited) (未經審核) HK\$'000 千港元
Notes	附註		
	2	75,222	127,694
		-	89,063
		75,222	216,757
		(64,095)	(155,483)
		11,127	61,274
		370	1,794
		(3,140)	(19,592)
		(21,006)	(28,980)
		(3,069)	(3,425)
	4	(15,718)	11,071
		(468)	(665)
		(16,186)	460
		-	9,946
		(16,186)	10,406
	5	(887)	1,463
		-	(1,595)
		(887)	(132)
		(17,073)	10,274
		3,418	(9,744)
		(13,655)	530
	6	-	-
		(13,655)	530
	7	(2.72)港仙	0.13港仙
		N/A 不適用	0.13港仙

Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動報表

		Issued capital 已發行股本 HK\$'000 千港元 (note 27) (附註27)	Share premium account 股份溢價賬 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Goodwill reserve 商譽儲備 HK\$'000 千港元	Reserves 儲備		Sub-total 小計 HK\$'000 千港元	Total 總計 HK\$'000 千港元
						Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 千港元	Retained profits/ (accumulated losses) 留存溢利/ (累積虧損) HK\$'000 千港元		
At 1 January 2002	於二零零二年一月一日	36,200	277,121	(19)	(40,048)	58	(27,565)	209,547	245,747
Exchange realignment	匯兌調整	-	-	-	-	(33)	-	(33)	(33)
Net gains and losses not recognised in the profit and loss account	未在損益表確認之收益及虧損淨額	-	-	-	-	(33)	-	(33)	(33)
Additional consideration paid for acquisition of subsidiaries in prior year	就年前收購附屬公司支付額外代價	-	-	-	(2,430)	-	-	(2,430)	(2,430)
New issue of shares	發行新股份	9,077	42,723	-	-	-	-	42,723	51,800
Share issue expenses	股份發行費用	-	(1,687)	-	-	-	-	(1,687)	(1,687)
Net profit for the period	期內純利	-	-	-	-	-	530	530	530
At 30 June 2002	於二零零二年六月三十日	45,277	318,157	(19)	(42,478)	25	(27,035)	248,650	293,927
Exchange realignment	匯兌調整	-	-	-	-	26	-	26	26
Net gains and losses not recognised in the profit and loss account	未在損益表確認之收益及虧損淨額	-	-	-	-	26	-	26	26
Additional consideration paid for acquisition of subsidiaries in prior year	就年前收購附屬公司支付額外代價	-	-	-	(770)	-	-	(770)	(770)
New issue of shares	發行新股份	4,996	23,123	-	-	-	-	23,123	28,119
Shares repurchased	購回股份	(152)	(209)	-	-	-	-	(209)	(361)
Net loss for the period	期內淨虧損	-	-	-	-	-	(148,399)	(148,399)	(148,399)
At 31 December 2002 and 1 January 2003	於二零零二年十二月三十一日及二零零三年一月一日	50,121	341,071	(19)	(43,248)	51	(175,434)	122,421	172,542
Exchange realignment	匯兌調整	-	-	-	-	4	-	4	4
Net gains and losses not recognised in the profit and loss account	未在損益表確認之收益及虧損淨額	-	-	-	-	4	-	4	4
Net loss for the period	期內淨虧損	-	-	-	-	-	(13,655)	(13,655)	(13,655)
At 30 June 2003	於二零零三年六月三十日	50,121	341,071	(19)	(43,248)	55	(189,089)	108,770	158,891

Condensed Consolidated Balance Sheet
簡明綜合資產負債表

		At 30 June 2003 於二零零三年 六月三十日 (unaudited) (未經審核) HK\$'000 千港元	At 31 December 2002 於二零零二年 十二月三十一日 (audited) (經審核) HK\$'000 千港元
	Notes 附註		
NON-CURRENT ASSETS	非流動資產		
Fixed assets	固定資產	5,886	7,680
Deferred development costs	遞延發展成本	1,730	-
Long term investment	長期投資	51,081	51,081
		58,697	58,761
CURRENT ASSETS	流動資產		
Inventories	存貨	29,330	24,945
Accounts receivable	應收賬項	69,951	69,122
Prepayments, deposits and other receivables	預付款項、按金及其他應收款	71,504	67,114
Due from an investee company	應收一家被投資公司之款項	12,890	12,439
Pledged time deposits	已抵押定期存款	21,066	30,425
Cash and bank balances	現金及銀行結餘	54,688	60,230
		259,429	264,275

			At 30 June 2003	At 31 December 2002
			於二零零三年 六月三十日 (unaudited) (未經審核)	於二零零二年 十二月三十一日 (audited) (經審核)
	Notes 附註		HK\$'000 千港元	HK\$'000 千港元
CURRENT LIABILITIES		流動負債		
Accounts and bills payable		應付賬項及票據	9	26,272
Tax payable		應繳稅項	14,372	13,990
Accrued liabilities and other payables		應計負債及其他 應付款	92,702	89,851
Interest-bearing and secured bank loans		附息及有抵押 銀行貸款	13,513	12,993
Current portion of finance lease payables	11	融資租賃應付款項 之即期部分	290	526
			155,836	143,632
NET CURRENT ASSETS		流動資產淨值	103,593	120,643
TOTAL ASSETS LESS CURRENT LIABILITIES		資產總值減流動負債	162,290	179,404
NON-CURRENT LIABILITIES		非流動負債		
Finance lease payables		融資租賃應付款項	11	720
Deferred tax		遞延稅項	233	233
			907	953
MINORITY INTERESTS		少數股東權益	2,492	5,909
			158,891	172,542
CAPITAL AND RESERVES		資本及儲備		
Issued capital		已發行股本	12	50,121
Reserves		儲備	13	122,421
			158,891	172,542

Condensed Consolidated Cash Flow Statement
簡明綜合現金流量表

		Six months ended 30 June	
		截至六月三十日止六個月	
		2003	2002
		二零零三年	二零零二年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	經營業務所得之現金流出淨額	(13,222)	(17,398)
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	投資活動所得之現金流入／(流出)淨額	4,821	(14,433)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	融資活動所得之現金流入／(流出)淨額	(955)	21,946
DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少	(9,356)	(9,885)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初之現金及現金等價物	62,414	97,109
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額	4	(43)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金等價物	53,062	87,181
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘之分析		
Cash and bank balances	現金及銀行結餘	47,163	87,181
Non-pledged time deposits with original maturity of less than three months when acquired	於獲得日期起計三個月內到期之無抵押定期存款	-	-
Bank overdrafts, secured	有抵押銀行透支	(1,626)	-
Time deposits with original maturity of less than three months when acquired, pledged as security for bank overdraft facilities	於獲得日期起計三個月內到期之定期存款·已就銀行透支融資抵押	7,525	-
		53,062	87,181

Notes to Condensed Consolidated Financial Statements

1. Accounting policies

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Statement of Standard Accounting Practice (“SSAP”) No. 2.125 “Interim Financial Reporting”, issued by the Hong Kong Society of Accountants. The unaudited interim financial statements has been prepared on a basis consistent with the principal accounting policies adopted in the 2002 annual report except for the accounting policy on deferred taxation.

With the introduction of HKSSAP 12 (revised) “Income taxes”, provision for deferred taxation is made for all taxable temporary differences as previously adopted. This change in accounting policy does not have any impact on the Group’s results and net assets for the current or prior periods.

簡明綜合財務報表附註

1. 會計政策

簡明綜合中期財務報表乃遵照香港會計師公會頒布的香港會計實務準則（「會計實務準則」）第2.125號「中期財務申報」編製。除遞延稅項之會計政策外，編製未經審核中期財務報表之基準與二零零二年年報所採納之主要會計政策貫徹一致。

引入會計實務準則第12號（經修訂）「所得稅」後，已就早前採納之會計實務準則之所有應課稅臨時差額作出遞延稅項撥備。有關會計政策變動對本集團本期或過往期間之業績及資產淨值並無任何影響。

2. Segment Information

(a) Business segments

The following tables present revenue and operating profit/(loss) for the Group's business segments.

		Continuing operations 持續經營業務		Discontinued operations 已終止業務			
		Banking and finance systems integration services	Software solution for banks and public sector	Broadband Internet equipments, network security software and business systems	Eliminations	Consolidated	
		銀行及金融系統集成服務	銀行及公用事務界別適用之軟件解決方案	寬頻互聯網設備、網絡保安軟件及商業軟件系統	抵銷	綜合	
		2003	2003	2003	2003	2003	
		二零零三年	二零零三年	二零零三年	二零零三年	二零零三年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
Segment revenue:	分部收入:						
Sales to external customers	向外部客戶作出之銷售	50,243	24,979	-	-	-	75,222
Intersegment sales	分部間之銷售	-	-	-	-	-	-
Interest income	利息收入	36	16	-	-	-	52
Other income	其他收入	93	7	-	-	-	100
Total	總額	<u>50,372</u>	<u>25,002</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>75,374</u>
Segment results	分部業績	<u>(1,074)</u>	<u>(6,751)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(7,825)</u>
Unallocated interest income	未分配利息收入						218
Unallocated expenses	未分配開支						<u>(8,111)</u>
Loss from operating activities	經營業務之虧損						<u>(15,718)</u>

The business segment of Broadband Internet equipments, network security software and business software carried on by DMX was disposed in second half of year 2002 and corresponding figure was separately shown as Discontinued Operations.

2. 分類資料

(a) 業務分部

本集團業務分部之收入及經營溢利／（虧損）列於下表。

宏天科技進行之寬頻互聯網設備、網絡保安軟件及商業軟件系統業務已於二零零二年下半年出售，比較數字另行於已終止業務項下呈列。

		Continuing operations 持續經營業務		Discontinued operations 已終止業務		
				Broadband Internet equipments, network security and business software systems		Consolidated
		Banking and finance systems integration services	Software solution for banks and public sector	寬頻互聯網 設備、網絡 保安軟件及 商業軟件系統	Eliminations	
	銀行及 金融系統 集成服務	銀行及公 用事務界別 適用之軟件 解決方案			抵銷	綜合
	2002	2002	2002	2002	2002	2002
	二零零二年	二零零二年	二零零二年	二零零二年	二零零二年	二零零二年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分部收入:					
Sales to external customers	向外部客戶作出 之銷售	50,140	77,554	89,063	-	216,757
Intersegment sales	分部間之銷售	-	-	-	-	-
Interest income	利息收入	389	408	188	-	985
Other income	其他收入	97	-	480	-	577
Total	總額	50,626	77,962	89,731	-	218,319
Segment results	分部業績	2,231	10,752	6,396	-	19,379
Unallocated interest income	未分配利息收入					248
Unallocated expenses	未分配開支					(8,556)
Profit from operating activities	經營業務之溢利					11,071

(b) Geographical segments

The following tables present revenue and operating profit/(loss) for the Group's geographical segments.

(b) 地區分部

本集團地區分部之收入及經營溢利／(虧損)之資料列於下表。

		Hong Kong	Elsewhere in the PRC	Asia Pacific other than the PRC	Eliminations	Consolidated
		香港	其他地區	亞太地區 (中國除外)	抵銷	綜合
		2003	2003	2003	2003	2003
		二零零三年	二零零三年	二零零三年	二零零三年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue:	分部收入:					
Sales to external customers	向外部客戶作出之銷售	2,797	72,425	-	-	75,222
Intersegment sales	分部間之銷售	-	-	-	-	-
Total	總額	<u>2,797</u>	<u>72,425</u>	<u>-</u>	<u>-</u>	<u>75,222</u>
Segment results*	分部業績*	<u>(7,947)</u>	<u>(7,771)</u>	<u>-</u>	<u>-</u>	<u>(15,718)</u>

		Hong Kong	Elsewhere in the PRC	Asia Pacific other than the PRC	Eliminations	Consolidated
		香港	其他地區	亞太地區 (中國除外)	抵銷	綜合
		2002	2002	2002	2002	2002
		二零零二年	二零零二年	二零零二年	二零零二年	二零零二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue:	分部收入:					
Sales to external customers	向外部客戶作出之銷售	7,656	187,400	21,701	-	216,757
Intersegment sales	分部間之銷售	-	-	-	-	-
Total	總額	<u>7,656</u>	<u>187,400</u>	<u>21,701</u>	<u>-</u>	<u>216,757</u>
Segment results*	分部業績*	<u>(22,009)</u>	<u>29,644</u>	<u>3,436</u>	<u>-</u>	<u>11,071</u>

* Disclosed pursuant to the requirements of the Listing Rules

* 依照上市規則規定披露

3. Related party transactions and connected transactions

3. 有關連人士交易及關連交易

		Six months ended 30 June	
		截至六月三十日止六個月	
		2003	2002
		二零零三年	二零零二年
		HK\$'000	HK\$'000
		千港元	千港元
Purchase of information technology products from Connected parties	向以下有關連人士採購資訊科技產品		
- A subsidiary of a shareholder of a non-wholly owned subsidiary	- 非全資附屬公司股東之一家附屬公司	-	81
- A company in which a director of the Company is also director	- 本公司董事兼任董事之公司	2,271	-
Rental income received from	自以下各方收取租金收入		
- A subsidiary of a shareholder of a non-wholly owned subsidiary	- 非全資附屬公司股東之一家附屬公司	-	231

In the opinion of the directors, the above related party and connected party transactions were entered into by the Group in the ordinary course of business and on terms agreed with the minority shareholders and related companies. The directors consider that these transactions were made according to prices and conditions similar to those offered to other third parties.

董事認為，上述有關連人士交易及關連交易乃於本集團之日常業務中按少數股東與有關連公司協定之條款訂立。董事認為，該等交易之價格及條件與給予其他第三者之價格及條件相若。

4. Profit/(loss) from operating activities

The Group's profit/(loss) from operating activities is arrived at after charging:

Cost of goods sold	已出售貨品之成本
Depreciation	折舊
Amortization of deferred development costs	遞延發展成本攤銷

5. Tax

Hong Kong	香港
- current period	- 本期間
- overprovision in previous years	- 過往年度超額撥備
Elsewhere	其他地區
- current period	- 本期間
- overprovision in previous years	- 過往年度超額撥備
Deferred	遞延
- current period	- 本期間

4. 經營業務之溢利／（虧損）

本集團經營業務之溢利／（虧損）已扣除：

Six months ended 30 June 截至六月三十日止六個月	
2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
64,095	155,483
2,010	3,746
49	500

5. 稅項

Six months ended 30 June 截至六月三十日止六個月	
2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
-	3,024
-	(1,889)
887	483
-	(1,486)
-	-
887	132

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (2002: 16%). Taxes on profits 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.

由於本集團期內並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備（二零零二年：16%）。於其他地區所賺取溢利之稅項乃根據本集團經營業務所在國家之現行稅率，按照當地現行法例、詮釋及慣例計算。

6. Interim dividend

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

6. 中期股息

董事不建議派發截至二零零三年六月三十日止六個月之中期股息（二零零二年：無）。

7. Earnings/(loss) per share

The calculation of the basic loss per share for the six months ended 30 June 2003 is based on the unaudited consolidated loss attributable to shareholders of approximately HK\$13,655,000 (2002: Profit HK\$530,000) and on the weighted average of 501,209,644 (2002: 392,676,000) ordinary shares in issue during the period.

7. 每股盈利／（虧損）

截至二零零三年六月三十日止六個月之每股基本虧損乃根據股東應佔未經審核綜合虧損約13,655,000港元（二零零二年：溢利530,000港元）及期內已發行普通股之加權平均數501,209,644股（二零零二年：392,676,000股）計算。

Diluted loss per share amount for the six months ended 30 June 2003 (2002: Earning per share HK\$0.13 cents) have not been disclosed as the share options outstanding during this period had an anti-dilutive effect on the basic loss per share.

由於截至二零零三年六月三十日止六個月之尚未行使購股權對每股基本虧損造成反攤薄影響，因此並無披露該期間之每股攤薄虧損（二零零二年：每股盈利0.13港仙）。

8. Accounts receivable

The aged analysis of accounts receivable was as follows:

Current to 90 days	即期至90天
91 days to 180 days	91天至180天
181 days to 365 days	181天至365天
Over 365 days	365天以上

The various group companies have different credit policies, dependent on the requirements of their markets and the business which they operate. In general, the credit period does not exceed 60 days.

9. Accounts payable

The aged analysis of accounts payable was as follows:

Current to 90 days	即期至90天
91 days to 180 days	91天至180天
181 days to 365 days	181天至365天
Over 365 days	365天以上

8. 應收賬項

應收賬項之賬齡分析如下：

At 30 June 2003 於二零零三年 六月三十日 HK\$'000 千港元	At 31 December 2002 於二零零二年 十二月三十一日 HK\$'000 千港元
41,635	20,204
2,874	13,868
8,779	11,854
16,663	23,196
69,951	69,122

集團旗下各公司的信貸政策各有不同，乃視乎其經營的市場要求及業務類型而定，信貸期一般不超過60天。

9. 應付賬項

應付賬項之賬齡分析如下：

At 30 June 2003 於二零零三年 六月三十日 HK\$'000 千港元	At 31 December 2002 於二零零二年 十二月三十一日 HK\$'000 千港元
15,433	14,239
2,731	-
9,058	3,220
7,737	8,813
34,959	26,272

10. Banking facilities

- (i) Corporate guarantees executed by the Company to the extent of HK\$80,000,000 (As at 31 December 2002: HK\$86,000,000).
- (ii) As at 30 June 2003, the Group's banking facilities were secured by the pledge of the Group's time deposits amounting to approximately HK\$21,066,000 (As at 31 December 2002: HK\$27,649,000).
- (iii) a corporate guarantee executed by a related company of the investee company to the extent of RMB3,000,000 (equivalent to HK\$2,830,000) (As at 31 December 2002: HK\$2,830,000).
- (iv) The Group's overdraft facilities amounting to HK\$2,000,000 (As at 31 December 2002: HK\$2,000,000), of which HK\$1,626,000 (As at 31 December 2002: HK\$592,000) had been utilised as at the balance sheet date, are secured by the pledge of certain of the Group's time deposits amounting to HK\$7,525,000 (As at 31 December 2002: HK\$2,776,000).

10. 銀行融資

- (i) 本公司履行之公司擔保，以80,000,000港元（於二零零二年十二月三十一日：86,000,000港元）為限。
- (ii) 於二零零三年六月三十日，本集團之銀行融資乃以抵押本集團約達21,066,000港元（於二零零二年十二月三十一日：27,649,000港元）之定期存款作為擔保。
- (iii) 被投資公司之關連公司履行之公司擔保以人民幣3,000,000元（相當於2,830,000港元）（於二零零二年十二月三十一日：2,830,000港元）為限。
- (iv) 本集團之透支融資為2,000,000港元（於二零零二年十二月三十一日：2,000,000港元），當中已於結算日被動用之1,626,000港元（於二零零二年十二月三十一日：592,000港元）乃以本集團若干定期存款合共7,525,000港元（於二零零二年十二月三十一日：2,776,000港元）作抵押。

11. Finance lease payables

11. 融資租賃應付款項

		At 30 June 2003 於二零零三年 六月三十日 HK\$'000 千港元	At 31 December 2002 於二零零二年 十二月三十一日 HK\$'000 千港元
Amounts payable:	應付款項：		
Within one year	一年內	327	569
in the second year	第二年	327	372
in the third to fifth years, inclusive	第三至第五年 （首尾兩年包括在內）	437	522
Total minimum finance lease payments	融資租賃最低款項總額	1,091	1,463
Future finance charges	未來融資費用	(127)	(217)
Total net finance lease payables	融資租賃應付款項總淨額	964	1,246
Portion classified as current liabilities	列為流動負債之部分	(290)	(526)
Long term portion	長期部分	674	720

12. Share Capital

Shares

Authorised:	法定:
1,000,000,000 ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股 1,000,000,000股
Issued and fully paid:	已發行及繳足:
501,209,644 ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股501,209,644股

Share options

Under the terms of the share option scheme adopted by the Company on 12 June 1999 ("Existing Share Option Scheme"), the board of directors is authorised, on or before 11 June 2009, at its absolute discretion, to invite any employee, including any executive director of the Company or any of its subsidiaries, to take up options to subscribe for shares in the Company. The subscription price will be the higher of 80% of the average of the closing price of the Company's shares on The Stock Exchange of Hong Kong Limited for the five trading days immediately preceding the date of the offer of grant of the option and the nominal value of the shares. The maximum number of shares in respect of which options may be granted under the share option scheme may not exceed, in nominal amount, 10% of the issued share capital of the Company from time to time which have been duly allotted and issued. The share option scheme became effective upon the listing of the Company's shares on The Stock Exchange of Hong Kong Limited on 6 July 1999.

On 30 May 2002, the Existing Share Option Scheme is terminated by an ordinary resolution passed. Any options granted prior to the passing of the resolution shall not be affected or prejudiced and all such options shall continue to be valid and exercisable in accordance with the terms of the Existing Share Option Scheme.

New share option scheme ("New Share Option Scheme") is adopted by the Company on 30 May 2002. Under the terms of the New Share Option Scheme, the board of

12. 股本

股份

At 30 June 2003 於二零零三年六月三十日 (unaudited) (未經審核) HK\$'000 千港元	At 31 December 2002 於二零零二年十二月三十一日 (unaudited) (未經審核) HK\$'000 千港元
100,000	100,000
50,121	50,121

購股權

根據本公司於一九九九年六月十二日採納之購股權計劃(「現有購股權計劃」)之條款,董事會獲授權於二零零九年六月十一日或之前,全權邀請任何僱員,包括本公司或其任何附屬公司之任何執行董事,接納可認購本公司股份之購股權。認購價將為緊接購股權授出日期前五個交易日股份在香港聯合交易所有限公司之平均收市價80%與股份面值兩者中之較高者。根據購股權計劃可能授出之購股權可認購股份之數目,最多不可超逾本公司不時已發行股本(經正式配發及發行)面值之10%。購股權計劃已在本公司股份於一九九九年七月六日在香港聯合交易所有限公司上市後生效。

於二零零二年五月三十日,現有購股權計劃根據所通過之普通決議案終止。所有於決議案通過前已授出之購股權將不會受到影響或受到損害,且所有該等購股權將仍具效力,並可繼續按現有購股權計劃之條款予以行使。

本公司已於二零零二年五月三十日採納新購股權計劃(「新購股權計劃」)。根據新購股權計劃之條款,董事會獲授權於

directors is authorized, on or before 29 May 2012, at its absolute discretion, to invite any employees of the Group including executive directors, non-executive directors of the Company or any of its subsidiary, any suppliers, agent and any other persons providing research, development or other advisory, consultancy, professional or other services to the Group, whether on a contractual or honorary basis and whether paid or unpaid, who have contributed or will contribute to the Group to take up options to subscribe for shares in the Company. The subscription price will not be less than the higher of the closing price of the Company's shares on The Stock Exchange of Hong Kong Limited on the date of grant and the average closing price for the five business days immediately preceding the date of grant but in any event not less than the nominal value of the shares. The maximum number of shares in respect of which options may be granted may not exceed 10% of the issued share capital of the Company at the adoption date.

On 23 May 2003, the Limit on grant of options under the Share Option Schemes are refreshed.

The movements in the number of share options to subscribe for shares in the Company during the period were as follows:

Date of grant of share options	Number of share options outstanding at 1 January 2003 於二零零三年一月一日 尚未行使之購股權數目	Number of share options granted during the period 於期內 授出之 購股權數目	Number of share options lapsed during the period 於期內 作廢之 購股權數目	Number of share options outstanding at 30 June 2003 於二零零三年六月三十日 尚未行使之 購股權數目	Exercise price 行使價	Exercise period 行使期間
21 January 2000 二零零零年一月二十一日	1,320,000	-	-	1,320,000	HK\$2.532 2.532港元	21 January 2001 to 20 January 2010 二零零一年一月二十一日至 二零零零年一月二十日
31 May 2000 二零零零年五月三十一日	500,000	-	-	500,000	HK\$1.82 1.82港元	31 May 2001 to 30 May 2010 二零零一年五月三十一日至 二零零零年五月三十日
24 May 2001 二零零一年五月二十四日	3,594,000	-	-	3,594,000	HK\$0.91 0.91港元	24 May 2002 to 23 May 2011 二零零二年五月二十四日至 二零零一年五月二十三日
27 June 2002 二零零二年六月二十七日	32,882,000	-	-	32,882,000	HK\$0.431 0.431港元	27 June 2003 to 29 May 2012 二零零三年六月二十七日至 二零零二年五月二十九日
	<u>38,296,000</u>	<u>-</u>	<u>-</u>	<u>38,296,000</u>		

二零一二年五月二十九日或之前，全權邀請本集團任何僱員，包括本公司或其任何附屬公司之執行董事及非執行董事，以及不論以合約或義務基準及不論以有酬或無酬形式為本集團提供研究、開發或其他顧問、諮詢、專業或其他服務之任何供應商、代理商及任何其他人士（且彼等已經或將會對本集團有所貢獻），接納可認購本公司股份之購股權。認購價將不會低於本公司股份於授出日期在香港聯合交易所有限公司之收市價與緊接授出日期前五個營業日之平均收市價兩者中之較高者，惟無論如何不得低於股份面值。可能授出之購股權可認購之股份數目，最多不可超過本公司於採納日期之已發行股本10%。

於二零零三年五月二十三日，根據購股權計劃授出購股權之上限已獲更新。

於期內可認購本公司股份之購股權數目變動如下：

As at 30 June 2002, the Company had 38,296,000 share options outstanding. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 38,296,000 new ordinary shares of HK\$0.10 each in the Company.

13. Reserves

As further detailed in note 14 the Group acquired a 55% shareholding in a subsidiary during the year ended 31 December 2000. The goodwill of HK\$36,946,000 so arising from such acquisition was eliminated against reserves during the year ended 31 December 2000. Pursuant to the sale and purchase agreement, the seller will be entitled to additional consideration. The first additional consideration for last year and the current period was quantified to be HK\$2,500,000 and HK\$2,430,000 respectively, these amounts have been accounted for as an adjustment to the cost of acquisition previously recognised, and accordingly the goodwill then arising was adjusted.

The contributed surplus of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the Group reorganisation on 12 June 1999 over the nominal value of the share capital of the Company issued in exchange therefor.

14. Capital commitments

- (a) As at 30 June 2003, the Group was committed to make a capital injection to a subsidiary in the PRC of approximately HK\$8.6 million.
- (b) On 28 November 2000, the Group entered into a sale and purchase agreement (the "S&P Agreement") with an independent third party (the "Seller") for the acquisition of a 55% shareholding in a subsidiary (the "Subsidiary") for a total consideration of HK\$36,750,000, of which HK\$23,176,000 has been settled.

In addition, pursuant to the S&P Agreement, the Seller is entitled to additional consideration. The first additional consideration was calculated by multiplying HK\$6,200,000 to the quotient of the audited profits after tax of the Subsidiary for the first 12 months following the acquisition by the Group and HK\$15,000,000. The second additional consideration was calculated by multiplying HK\$11,170,000 by the quotient of the audited profit after tax of the Subsidiary for the second 12 months following its acquisition by the Group and HK\$27,000,000.

於二零零二年六月三十日，本公司尚有38,296,000份購股權未獲行使。根據本公司之現行股本結構，倘尚餘之購股權獲全數行使，本公司將需發行每股面值0.10港元之新普通股38,296,000股。

13. 儲備

誠如附註14進一步詳述，本集團於截至二零零零年十二月三十一日止年度收購一家附屬公司55%股權。該收購所產生之商譽36,946,000港元已於截至二零零零年十二月三十一日止年度與儲備對銷。根據買賣協議，賣方將有權收取額外代價。上年度及本期間之第一筆額外代價分別為2,500,000港元及2,430,000港元。該款項乃作為早前已確認收購成本之調整，故當時所產生之商譽亦已因而予以調整。

本集團之繳入盈餘為依據於一九九九年六月十二日所進行之集團重組所收購附屬公司之股本面值與就交換上述股本而發行之本公司股本面值兩者之差額。

14. 資本承擔

- (a) 於二零零三年六月三十日，本集團承諾向中國一家附屬公司注入資本約8,600,000港元。
- (b) 於二零零零年十一月二十八日，本集團與一獨立第三方（「賣方」）訂立買賣協議（「買賣協議」），以總代價36,750,000港元收購一家附屬公司（「該附屬公司」）55%股權，其中23,176,000港元已經結清。

此外，根據買賣協議，賣方有權收取額外代價。第一筆額外代價乃將該附屬公司獲本集團收購後首十二個月之經審核除稅後溢利與15,000,000港元兩者相除之數乘以6,200,000港元計算。第二筆額外代價乃將該附屬公司獲本集團收購後第二個十二個月之經審核除稅後溢利與27,000,000港元兩者相除所得之數乘以11,170,000港元計算。

The first and second additional consideration was quantified as HK\$5,700,000 and was settled up to the balance sheet date.

The third additional consideration is to be calculated by multiplying HK\$14,080,000 by the quotient of the audited profit after tax of the Subsidiary for the third 12 months following its acquisition by the Group and HK\$34,000,000.

第一及第二筆額外代價為5,700,000港元，已於結算日償還。

第三筆額外代價乃將該附屬公司獲本集團收購後第三個十二個月之經審核除稅後溢利與34,000,000港元兩者相除所得之數乘14,080,000港元計算。

15. Contingent liabilities

15. 或然負債

		At 30 June 2003 於二零零三年 六月三十日 HK\$'000 千港元	At 31 December 2002 於二零零二年 十二月三十一日 HK\$'000 千港元
Bills discounted with recourse	附追溯權已貼現票據	8,513	-
Guarantees in respect of performance bonds in favour of contract customers	向合約客戶作出之履約保證擔保	4,572	-
Guarantees given to banks in connection with banking facilities granted to certain subsidiaries and to DMX disposed of during second half of 2002*	就授予若干附屬公司及於二零零二年下半年內出售之宏天科技之銀行融資而給予銀行之擔保*	-	60,000
		13,085	60,000

* The Group's provision of guarantees of HK\$60M to a bank for banking facilities granted to the DMX Group was terminated on 24 February 2003. Accordingly, as at 30 June 2003, the banking facilities granted to DMX were not related to the group (31 December 2002: HK\$4,825,000).

* 本集團就授予宏天科技集團之銀行融資向銀行作出之60,000,000港元擔保於二零零三年二月二十四日終止。因此，於二零零三年六月三十日，宏天科技獲授之銀行融資與本集團無關（二零零二年十二月三十一日：4,825,000港元）。

At the balance sheet date, the Group had a contingent liability in respect of possible future long service payments to employees under the Hong Kong employment Ordinance, with a maximum possible amount of HK\$639,000 (At 31 December 2002: HK\$553,000). The contingent liability has arisen as a number of current employees have achieved the required number of years of service to the Group, to the balance sheet date, in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated under certain circumstances. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

於結算日，本集團就根據香港僱傭條例日後可能須向僱員支付之長期服務金而有或然負債，金額最多可能為639,000港元（於二零零二年十二月三十一日：553,000港元）。產生或然負債之原因為，若干現有僱員於結算日服務本集團之年數已屆僱員因若干情況遭終止聘用彼將可根據僱傭條例獲發長期服務金之年期。由於並無出現被視為可能會導致本集團有日後重大資源流出之情況，故並無就可能款項確認任何撥備。

Management Discussion And Analysis

During the reporting period, we have prudently implemented our redefined corporate strategies to achieve a new positioning to spearhead the future development of our operations. The Group's core market, China is changing at a rapid speed, with industry boundaries blurring and customers getting increasingly sophisticated. These phenomena have profound impact on the business model of TVH, along with the rest of the information technology (IT) sector in China.

As noted in our previous annual report, TVH's management had started to rethink its fundamental offerings ahead of this change. After a critical examination of the corporation's strengths and shortcomings in the context of the new "short-term" world, TVH has redefined its role as an IT practitioner in the digital China. With this new positioning, TVH should emerge as a stronger group, with a sharpened focus as to where, when and how to compete.

This new marketing thinking has led TVH to further assimilate its offerings into the everyday life of people in the Mainland. In addition to directly selling its IT expertise and resources to enhance IT functions of clients, it is now leveraging these core strengths to create and market demand-led services. The new positioning will also allow TVH to continue building on what it is best at and have been doing in the past decade, and to address the unprecedented challenges of the new era.

The business renewal and refocus process has consolidated into further collaboration among TVH's core units of IT solutions and systems integration (SI), and software development and its strategic investment in online education services.

管理層討論與分析

集團在回顧期間審慎調整企業的發展策略，致力將業務帶領至嶄新定位，藉此帶動集團的業務進一步發展。集團的核心市場中國正急速變化，行業的疆界變得模糊，顧客的要求愈來愈複雜和成熟。此等現象對宏昌的經營模式造成深遠的影響，同時亦改變了整個中國資訊科技行業的環境。

如去年年報所述，宏昌的管理層已就當前環境的變化，重新評估本身所提供的核心產品和服務。在「短線環境」主導的形勢下，集團認真衡量企業本身的優勢和弱點，為宏昌在中國數碼進程中的角色重新界定。宏昌透過將業務再定位，旗下的經營部門應可整合為一個更強大的團隊，更精確掌握競爭之空間、時機及策略。

嶄新的市場拓展思維，將宏昌科技的產品和服務延伸至中國人民的日常生活中。集團除了直接將資訊科技和配套資源售予客戶，替他們強化資訊科技功能，更藉著核心業務的優勢，創造和開拓更多由需求引發的服務。嶄新的定位令宏昌科技可繼續在過去十年的優勢基礎上，迎接新時代的挑戰。

於業務更新及重新釐定發展重點的過程中，集團之核心業務，包括資訊科技解決方案，系統集成和軟件開發，及於網上教育之策性投資之間的磨合進一步得以加強。

Performance Review

Over the past six months, TVH's business operations in China have been disrupted by the SARS epidemic leading to a decline in revenues by 65% to HK\$75,222,000 (2002: HK\$216,757,000). The decrease in turnover was also a result of the disposal of one of its core operating units, 61%-held DMX Technologies, in October 2002. Operating performance improved steadily since the beginning of 2003. Attributable loss for the reporting period was HK\$13,655,000, compared with a full-year loss of HK\$28,560,000 (excluding loss attributable to the disposal of DMX of HK\$119,309,000) for 2002.

Business Review

IT solutions and systems integration

The Group integrated its core competencies in hardware and software solutions by combining the skill sets and resources of TopAsia and Sequent China. In the short to mid range, the focus of this strengthened team will remain in the banking and finance sector of China.

In the first half, TopAsia's performance reflected the resilience of its businesses in uncertain market conditions. Self-service banking products and services, including automated teller machines (ATM) contributed immensely to the satisfactory performance of this division. Maintenance services line was somewhat restrained by the SARS outbreak in a number of cities in China, but still managed to deliver targeted results. The storage and networking business line was slightly behind expectations, but its order position was satisfactory and pointed to optimistic outlook for the rest of the year.

業績回顧

過去六個月，宏昌科技在中國的業務受到嚴重急性性呼吸道綜合症 (SARS) 爆發的影響，營業額下降65%至75,222,000港元（二零零二年：216,757,000港元）。集團於二零零二年十月將持有61%權益的DMX Technologies出售，後者原為集團其中一個核心經營部門，該項出售亦令集團的營業額減少。自二零零三年初，集團的經營表現已逐步改善，期內應佔虧損為13,655,000港元，比較二零零二年度之全年虧損為28,560,000港元，（不包括出售DMX導致之119,309,000港元虧損）。

業務回顧

資訊科技解決方案與系統集成

集團將冠亞及Sequent China的專才技術和資源整合，進一步提升在硬件和軟件方案上的主要協同優勢。中國之銀行及金融業仍將是此部門在整合後的中短期目標市場。

冠亞在上半年的表現，反映其業務在不明朗的市場環境下仍能保持平穩。該部門的整體業績理想，自助銀行產品和服務（包括自動櫃員機）所帶來的業務貢獻功不可抹。保修服務雖然因SARS疫症在部份內地城市爆發而受到一定的阻滯，但業務依然能達至預期之目標。資訊儲存及網絡業務則較預期稍遜，但訂單狀況理想，下半年的業務前景尚算樂觀。

The new TopAsia team has been successful in retaining business relationships with most key accounts of Sequent China. Recognizing the Group's track record in service excellence, a number of Sequent customers had signed up with TopAsia for maintenance services. Such contracts aggregated to more than RMB5 million in the first six months of 2003.

TopAsia's new marketing initiatives were partly geared to the distance learning market in China. During the period under review, it clinched an RMB1.5-million contract from Teacher.com.cn, China's official continuous education portal for primary and secondary school teachers. This initial contract covered overall software development and maintenance services.

On the banking SI front, TopAsia won an RMB8-million contract from Hangzhou Commercial Bank. Covering a comprehensive scope of IT functions from mainframe systems, storage, database systems and development tools, the project was an integral part of the bank's corporate mission of digitizing its decision making process through the establishment of an internal enterprise management system.

Other projects included a customs control monitoring system of the Public Security Department at the capital airport. Initial works, which were worth over US\$1 million, included technological enhancement of the storage system and related software.

The division's overall order books continued to show sustainable growth year-on-year. Management maintained justifiable confidence in its performance in the second half.

新組成的冠亞隊伍成功與Sequent China的大部份主要客戶保留業務關係。有鑑於冠亞長期以來優良的服務記錄，部份Sequent China的客戶已與冠亞簽訂了保養服務合約。於二零零三年首六個月，此等服務合約總額超過500萬元人民幣。

冠亞其中一個業務拓展的新目標，乃中國的遙距學習市場。回顧期間，部門與中國官方主辦的全國中小學教師繼續教育網Teacher.com.cn簽訂了一份150萬元人民幣的合約。首份合約涵蓋整體軟件開發及維修服務。

銀行系統集成方面，冠亞贏得杭州商業銀行一份800萬元人民幣的合約。該項目涵蓋資訊科技各個功能範疇，包括大型主機、存儲、數據庫系統及開發工具，是杭州商業銀行通過設立企業內部管理系統，將企業決策過程程序數碼化的其中重要步伐。

其他項目包括公安部在首都機場設立之邊檢監控系統，其前期工作包括存儲系統及相關軟件的技術提升，總值超過100萬美元。

此部門整體的訂單狀況每年都繼有增長，管理層對冠亞下半年的業績相當有信心。

Software

The Group's software vehicle, 55%-owned Advanced Digital Technology (ADT), has strategized its product and services offerings into three major lines: software development and productization, network systems and mainframe systems. Its geographical and sectorial spread of businesses were rearranged under six marketing units to facilitate more efficient and effective management.

ADT covered a great deal of positive ground in the first half, both on the corporate and business fronts. It was named one of China's top 100 software companies for 2003, giving a further boost to its brand recognition in the country. This was coupled by the award of silver partnership by CISCO, and sole distributorships by Netscreen and Netscout, which helped further its lead in storage solutions.

A highly positive note was for ADT's active business development. In the past six months, ADT continued to further its strategic relationships with Industrial and Commercial Bank of China (ICBC) and China Construction Bank (CCB). It is one of ICBC's five authorized IT services providers, and ranks favorably in the preferred suppliers' shortlists of both banks.

During this reporting period, ADT also promoted its IT offerings aggressively to the country's five medium-sized commercial banks, making inroads for the division to develop future collaboration with The Export-Import Bank of China, Minsheng Bank, China Everbright Bank, CITIC Bank and Huaxia Bank. It has also been successful in initiating coverage of the insurance sector and in establishing distribution partnerships for selected products.

軟件

集團持有55%權益的先進數碼為集團的軟件業務旗鑑，該公司將其產品及服務策略整合為三大範疇：軟件開發與產品化、網絡系統，以及主機系統。公司將不同地區和範疇的業務重新編收於旗下六個市場拓展隊伍，藉以提升管理效率。

上半年度，先進數碼在企業發展和業務上均有長足進展，公司獲選為中國軟件產業最大規模前100家企業之一，進一步增強了先進數碼在中國的品牌知名度。公司更獲思科嘉許為銀牌合作夥伴，又取得Netscreen及Netscout的行業總代理權，公司在儲存方案市場的領導地位更為穩固。

先進數碼積極拓展業務，成績令人鼓舞。在過去六個月，公司繼續強化與中國工商銀行（工商銀行）及中國建設銀行（建設銀行）的策略關係。先進數碼為工商銀行認可的五家資訊科技服務供應商之一，亦為兩家銀行的入團供應商。

回顧期間，先進數碼同時大力將資訊科技業務推廣至國內五家中型商業銀行，與中國進出口銀行、民生銀行、中國光大銀行、中信實業銀行及華廈銀行加強了合作的探討。公司亦成功開展保險行業的業務，並正為特定產品訂立分銷夥伴協約。

During the period, ADT added RMB22 million in revenues and held costs flat. Ongoing cost control and management realignment efforts are expected to bring ADT to an even stronger operating platform in the second half.

Online education through ChinaCast

The Group's ventures into online education in China continued to be spearheaded by ChinaCast, with the support of collaborative efforts with other TVH units. In the six months to June 2003, the SARS epidemic presented an unexpected and catastrophic threat to most sectors of China. Being the nation's only distance learning services provider with a nationwide satellite delivery network and the operator of the official teachers' portal Teacher.com.cn, ChinaCast responded quickly to the country's urgent call for online tuition services during the period of SARS quarantine.

With the help of a team of teachers from Beijing's major schools and educational institutes, ChinaCast launched on April 30, 2003 the K-12 Video Classroom, a free Internet distance learning service for primary and high school students. This community project reflected ChinaCast's unique position and commitment to serve our country's pressing needs for distance learning.

New online programs were also launched on ChinaCast's interactive education platform, which was enhanced further with upgrades in software and facilities. With strengthened technological capabilities, ChinaCast is in a good position to continue with its expansion of services provision business.

The Great West Distance Learning Program, a joint effort of ChinaCast and the Ministry of Labour and Social Security, went on live in April 2003 to provide

先進數碼於回顧期內之收益錄得2,200萬元人民幣。持續的成本控制及優化管理措施預計可為先進數碼在下半年建立一個更強健的營運平台。

透過ChinaCast參與網上教育

宏昌繼續透過ChinaCast，聯同集團其他部門，大力發展國家的網上教育業務。截至二零零三年六月止六個月內，SARS疫症對中國大部份地區造成了突如其來和災難性的威脅。ChinaCast作為中國唯一擁有衛星傳輸網絡的服務供應商，並且是全國教師官方網站Teacher.com.cn的營運商，公司迅速應國家的急切需要，在疫症停課期間提供網上授課服務。

在北京主要學校及教育機構教師組成的隊伍協助下，ChinaCast於二零零三年四月三十日推出了中小學視像教室，為學生提供免費的互聯網遙距學習服務。此項社會公益活動突顯了中國對遙距教學的迫切需求，同時反映了ChinaCast在此領域的獨有地位和積極承擔。

ChinaCast的互動教學平台亦推出了新的網上節目，並將軟件和設備升級。憑藉先進強大的技術能力，ChinaCast將可爭取更有利的競爭位置。

由ChinaCast及國家勞動和社會保障部（勞保部）攜手推出的西部遠程培訓課程在二零零三年四月已正式開播，為西

vocational training content to eight remote provinces in the Great West. The program debut was held in Beijing on April 18, 2003 in the presence of Mr Zheng Shilin, Minister and Mr Zhang Xiaojian, Deputy Minister of Labour and Social Security.

Solid results were also achieved in extending collaboration efforts to enrich its distance learning content. A new partnership was established with the prestigious Jiangsu Qidong Secondary School to bring the school's education resources to the benefit of students in other regions. Other projects included a new English program with Dell English International and an interactive recruitment platform jointly with Beijing Municipal Education Committee and more than 300 high schools across the country. Similar discussions are also underway with the Press Office of the State Council, All-China Women's Association, Shanghai Accountancy Institute and Dell English International.

During the period, the business unit of ChinaCast undertook a comprehensive market study, and consolidated its operations in accordance, in order to seek out and respond to new opportunities in the market. TVH's management remains confident in the overall online education market in China and will continue to explore possible ventures or collaboration with ChinaCast in this area. In addition, through its investment in ChinaCast, TVH will continue to examine closely the education market in China to access whether this expanding market warrants the group to cater more management and capital resources to it or, in one day, set up a separate business unit to cater for the development in this area.

部八個偏遠省份提供職業培訓課程內容。課程的開播儀式於二零零三年四月十八日由勞保部長鄭斯林先生及副部長張小建先生在北京主持。

ChinaCast不斷加強及豐富遙距學習內容，取得豐碩成果。公司與著名的江蘇啟東中學建立了新的合作關係，將學校的教育資源播送予其他地區的學生。其他項目包括為戴爾新的英語推出英語課程、與北京市教育委員會聯同全國超過300家高校設立一個互動高校畢業生就業服務平台。公司目前亦正與國務院新聞辦公室、全國婦女聯合會、上海會計學院及戴爾特國際進行類似的合作洽商。

ChinaCast的網上教育業務部門在回顧期內進行了全面的市場研究，並將集團旗下相關的營運整合，藉此尋求和掌握市場的新商機。宏昌科技管理層對中國的網上教育市場一直抱有信心，將繼續與ChinaCast在此領域尋求更多業務合作的機會。此外，宏昌科技亦透過對ChinaCast的投資，密切注視中國教育市場的發展情況，積極探討其增長趨勢及是否值得集團投入更多管理和財政上的資源，甚或最終成立獨立部門，專責發展此領域之業務。

Outlook

In 2003, the pace, scope and scale of market and industry changes are all set to increase, and dramatically. TVH's management and team of IT professionals command the vision, insights and innovation to see farther and deeper and to embrace new ideas to set the Group completely apart from its competition.

Management believes that TVH is well placed to create new values and solutions to meet the evolving needs of the homes, businesses and society at large. Although faced with a continued difficult environment, compounded by economic and political uncertainties, TVH has the strengths and resources to generate reasonable return from its operating units.

In addition to registering growth in its existing business sectors, the Group has also planted the seeds for new growth impetus. TVH does not operate only in today's IT sector, but also for the everyday life of people in tomorrow and the coming generations. Now that a lot of effort has been made in developing new growth areas and solid foundation has been laid, management is confident that TVH will again be ahead of its competitors when the next wave arrives.

Liquidity and financial resources

Net assets

As at 30 June 2003, the Group recorded total assets of approximately HK\$318,126,000 which were financed by liabilities of HK\$156,743,000 and equity of HK\$158,891,000. The Group's net asset value as at 30 June 2003 decreased by 8% to approximately HK\$158,891,000 as compared to approximately HK\$172,542,000 as at 31 December 2002.

前景

二零零三年，市場及行業在發展步伐、範疇和規模均有非常顯著的變化。宏昌科技的管理層及資訊科技專家以堅定信念、市場洞察力和創意、高瞻遠矚，擁抱新意念，致力維護集團的競爭優勢。

宏昌科技的管理層已準備就緒，以新價值和方案，滿足家庭、商業及整個社會不斷蛻變的需要。儘管面前的環境依然艱困，更有經濟和政治的不穩定因素，但宏昌科技擁有實力和資源，旗下的營運部門可為集團帶來合理的回報。

除了現有業務部門所取得的增長，集團亦為新的增長點播下種籽。宏昌科技不僅為今日的資訊科技行業服務，更將眼光放在未來及下一代人們在日常生活的需要。集團至今已為發展新的增長領域投入了很大努力，並已建立了鞏固的基礎，管理層相信當下一波的資訊科技革命來臨時，集團將較其他競爭對手早佔商機。

流動資金及財務資源

資產淨值

於二零零三年六月三十日，本集團之資產總值約為318,126,000港元，其中包括負債約156,743,000港元及資本與儲備約158,891,000港元。本集團於二零零三年六月三十日之資產淨值約為158,891,000港元，而於二零零二年十二月三十一日則約為172,542,000港元，跌幅達8%。

Liquidity

The Group had total cash and bank balances of approximately HK\$75,754,000 as at 30 June 2003 (As at 31 December 2002: approximately HK\$90,655,000). After deducting bank loans and overdrafts of approximately HK\$13,513,000 (As at 31 December 2002: approximately HK\$12,993,000), the Group recorded a net cash balance of approximately HK\$62,241,000 as compared to that of approximately HK\$77,662,000 as at 31 December 2002. As at 30 June 2003, the current ratio has been changed to 1.66 (As at 31 December 2002: 1.84) and the gearing ratio has been changed to 0.09 (As at 31 December 2002: 0.08) with equity being defined as the total of capital and reserves.

Charge on assets

As at 30 June 2003, fixed deposits of approximately HK\$21,066,000 (As at 31 December 2002: HK\$30,425,000) were pledged to banks to secure banking facilities granted.

Treasury policies

The Group generally finance its operations with internally generated resources and credit facilities provided by banks in Hong Kong. Subsidiaries in PRC use short-term borrowing in PRC to finance working capital, which amount to HK\$12,000,000. Borrowing methods used by the Group mainly include trust receipt loans, overdrafts and term loans. The interest rates of most of these are fixed by reference to the Hong Kong Dollar Prime Rate. Both bank deposits and borrowings are mainly in Hong Kong dollars and United States dollars ("US dollars").

Contingent liabilities

As at 30 June 2003, the Company had contingent liabilities in relation to bills discounted to bank with recourse and guarantees in respect of performance bonds in favour of contract customers amounted to HK\$8,500,000 and HK\$4,600,000 respectively.

流動資金

本集團於二零零三年六月三十日之現金及銀行結餘總額約為75,754,000港元(於二零零二年十二月三十一日:約90,655,000港元)。於扣除銀行貸款及透支約13,513,000港元(於二零零二年十二月三十一日:約12,993,000港元)後,本集團之淨現金結餘約為62,241,000港元,而於二零零二年十二月三十一日則約為77,662,000港元。於二零零三年六月三十日之流動比率為1.66(於二零零二年十二月三十一日:1.84),而槓桿比率則為0.09(於二零零二年十二月三十一日:0.08)。股本指資本與儲備合計。

資產抵押

於二零零三年六月三十日,本集團將約21,066,000港元(於二零零二年十二月三十一日:30,425,000港元)之定期存款抵押予銀行,以取得銀行融資。

庫務政策

本集團一般透過內部資金與香港銀行給予之信貸融資提供其業務運作所需資金,位於中國之附屬公司以中國之短期借貸作為營運資金,金額為12,000,000港元。本集團採用之借貸方式主要包括信託收據貸款、透支及有期貨款。上述貸款及透支之利息大部分參照港元最優惠利率釐定。銀行存款及借貸主要以港元及美元為單位。

或然負債

於二零零三年六月三十日,本公司就附追索權已貼現票據及向合約客戶作出之履約保證擔保而出現之或然負債分別為8,500,000港元及4,600,000港元。

Foreign exchange exposure

The Group mainly earns revenue and incurs costs in US dollars and Hong Kong dollars. Foreign exchange exposure of the Group's is minimal as long as the policy of the Government of HKSAR to link the Hong Kong dollars to the US dollars remains in effect.

Subsequent event

As at 12 September 2003, a bank loan agreement to the extent of RMB24,300,000 is signed by a subsidiary with bank and secured by the pledge of a related company's time deposits amounted to RMB27,000,000.

Prospects

While encouraged by signs of a more conducive business environment, the Group remains cautiously optimistic as to the sustainability of such an indicative rebound, and will continue to improve its revenue generating mechanism through closer synergistic integration of all business units, especially ADT and DMX.

Joint efforts of various business units will also be exerted on product level to enhance the solutions provided to customers, who increasingly seek multi-level support from their suppliers. Product taskforces set up by different divisions will continue to drive this initiative into the coming year.

Employee and remuneration policies

As at 30 June 2003, the Group employed approximately 330 full time staff in the Mainland China and Hong Kong. The Group remunerates its employees based on their performance, work experience and the prevailing market price. Performance related bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance and medical coverage, training programs and share option scheme.

外匯風險

本集團主要以美元及港元賺取收益及支付費用。只要香港特區政府一直實施港元與美元掛鈎政策，本集團之外匯風險將維持低水平。

結算日後事項

於二零零三年九月十二日，其中一間附屬公司與銀行訂立借款合同，金額為24,300,000元人民幣，並以一間關連公司的定期存款（27,000,000元人民幣）作抵押。

業務展望

跡象顯示，整體經濟環境可望進一步回穩，但集團對於宏觀環境能否持續向好，仍保持審慎樂觀態度。集團會繼續增強各業務部門，特別是先進數碼及宏天科技的協同合作，進一步改善收益基礎。

各部門亦會在產品的層面尋求合作，不斷改進方案，以切合客戶在不同層面的需求。各部門設立的产品專責小組將繼續在來年進行產品開發工作。

僱員及薪酬政策

於二零零三年六月三十日，本集團已於中國及香港聘用約330名全職僱員。本集團乃根據僱員之表現、工作經驗及現行市價釐訂僱員之薪酬。與表現掛鈎之花紅乃按酌情基準授出。其他僱員福利包括強制性公積金、保險及醫療保險、培訓課程及購股權計劃。

Director's Interests in Securities

As at 30 June 2003, the interests of the directors, chief executives and their associates in the share capital of the Company or any of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance were as follows:

董事之證券權益

於二零零三年六月三十日，根據證券（披露權益）條例（「披露權益條例」）第29條本公司須予置存之登記冊所載，各董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（定義見披露權益條例）股本中之權益如下：

Number of Shares held in the Company
持有本公司股份數目

Director 董事	Corporate interests 公司權益	Personal interests 個人權益	Family interests 家族權益	Total interests 權益總計
Chan Tze Ngon ("Mr Chan") 陳子昂（「陳先生」）	-	82,614,000	-	82,614,000
Tang Kin Hung 鄧健洪	-	12,600,000	-	12,600,000

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations as defined in the SDI Ordinance.

除上文披露者外，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團（定義見披露權益條例）之股本中擁有任何個人、家族、公司或其他權益。

Directors' Rights to Acquire Shares or Debentures

The following options were granted to directors and remained unexercised as at 30 June 2003:–

董事認購股份或債券之權利

已授予董事且於二零零三年六月三十日尚未行使之購股權如下：–

Director 董事姓名	Date of grant 授出日期	Number of option 購股權數目	Exercise price 行使價 HK\$ 港元	Exercise period 行使期限	Date of adoption 接納日期
Chow Siu Lam, Cliff 周少霖	31 May 2000 二零零零年 五月三十一日	500,000	1.82	31 May 2001 to 30 May 2010 二零零一年五月三十一日至 二零一零年五月三十日	12 June 1999 一九九九年 六月十二日
Chow Siu Lam, Cliff 周少霖	24 May 2001 二零零一年 五月二十四日	400,000	0.91	24 May 2002 to 23 May 2011 二零零二年五月二十四日至 二零一一年五月二十三日	12 June 1999 一九九九年 六月十二日
Emmy Wu 吳安敏	27 June 2002 二零零二年 六月二十七日	3,800,000	0.431	27 June 2003 to 29 May 2012 二零零三年六月二十七日至 二零一二年五月二十九日	30 May 2003 二零零三年 五月三十日
Tang Kin Hung 鄧健洪	27 June 2002 二零零二年 六月二十七日	3,800,000	0.431	27 June 2003 to 29 May 2012 二零零三年六月二十七日至 二零一二年五月二十九日	30 May 2003 二零零三年 五月三十日
Teo Chor Khin, Jismyl* 張楚琴*	27 June 2002 二零零二年 六月二十七日	3,800,000	0.431	27 June 2003 to 29 May 2012 二零零三年六月二十七日至 二零一二年五月二十九日	30 May 2003 二零零三年 五月三十日
		12,300,000			
Other Employees In aggregate 其他僱員累計		1,320,000	2.532	21 January 2001 to 20 January 2010 二零零一年一月二十一日至 二零一零年一月二十日	12 June 1999 一九九九年 六月十二日
		3,194,000	0.91	24 May 2002 to 23 May 2011 二零零二年五月二十四日至 二零一一年五月二十三日	12 June 1999 一九九九年 六月十二日
		21,482,000	0.431	27 June 2003 to 29 May 2012 二零零三年六月二十七日至 二零一二年五月二十九日	30 May 2003 二零零三年 五月三十日
		25,996,000			
Total 總計		38,296,000			

* Ms Teo Chor Khin, Jismyl resigned as director in the second half of year 2002.

* 張楚琴女士於二零零二年下半年辭任董事職務。

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Substantial Shareholders

Other than the shares held by Mr. Chan as disclosed above, which represent 16.48% of the Company's issued share capital as at 30 June, 2003, the register of substantial shareholders maintained by the Company under section 16(1) of the SDI Ordinance discloses no other person as having an interest of 5% or more in the issued share capital of the Company.

Purchase, Sale or Redemption of Shares

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the six months ended 30 June 2003.

Review by Audit Committee

The interim results have been reviewed by the Audit Committee.

除上文披露者外，於期內任何時間，董事或彼等各自之配偶或十八歲以下子女概無獲授可藉購入本公司的股份或債券而獲益的權利，或行使任何該等權利；或本公司或其任何附屬公司概無訂立任何安排，致使董事獲得任何其他法人團體之該等權利。

主要股東

除上文披露由陳先生持有之股份（佔本公司於二零零三年六月三十日之已發行股本16.48%）外，據本公司按照披露權益條例第16(1)條置存之主要股東登記冊所披露，概無其他人士擁有本公司已發行股本5%或以上之權益。

購買、出售或贖回股份

截至二零零三年六月三十日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司股份。

審核委員會審閱

中期業績已由審核委員會審閱。

Code of Best Practice

In the opinion of the directors, the Company complied with the Code of Best Practice, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, throughout the accounting period covered by this interim report, except that the non-executive directors of the Company were not appointed for specific terms but were subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's bye-laws. The company established an audit committee in 1999, which comprises two independent non-executive directors, in accordance with paragraph 14 of the Code of Best Practice. The audit committee meets regularly mainly to consider the nature and scope of audit reviews, the effectiveness of the Company's internal control systems and compliance with the relevant rules and regulations.

Appreciation

The Directors are thankful to TVH's business and technology partners, as well as its shareholders and dedicated staff, for their support in achieving the Group's turnaround.

By order of the Board
Chan Tze Ngan
Chairman

Hong Kong, 23 September 2003

最佳應用守則

董事認為，除本公司之非執行董事並無指定任期，而須根據本公司之公司細則於本公司之股東週年大會上輪值告退及膺選連任外，本公司於本中期報告所述會計期間一直遵守香港聯合交易所有限公司之證券上市規則附錄14所載最佳應用守則。本公司已根據最佳應用守則第14段之規定於一九九九年成立由兩名獨立非執行董事組成之審核委員會。該審核委員會定期舉行會議，主要考慮審核之性質及範圍、本公司內部監控系統之成效，以及是否已遵照相關規則及條例。

致謝

董事謹向宏昌科技各業務及技術夥伴，以及股東和員工團隊致以謝意。集團成功扭轉逆勢，實有賴他們的鼎力支持。

承董事會命
主席
陳子昂

香港，二零零三年九月二十三日