

NOTES:

1. Statement of compliance and accounting policies

The condensed consolidated interim financial statements have been prepared under the historical cost convention.

The condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") 25, "Interim Financial Reporting", issued by the Hong Kong Society of Accountants ("HKSA").

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2002 except that the Group has adopted the revised SSAP 12 ("Income Taxes") issued by the HKSA which is effective for accounting periods commencing on or after 1 January 2003.

In the current period, the Group has adopted, for the first time, the revised SSAP 12. The principal effect of the adoption of SSAP 12 (revised) is in relation to deferred tax. In previous years, partial provision was made for deferred tax using the income statement liability method in which a liability was recognized in respect of timing differences arising, except where those timing differences were not expected to reverse in the foreseeable future. SSAP 12 (revised) requires the adoption of a balance sheet liability method, whereby deferred tax is recognized 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. In the absence of any specific transitional requirements of SSAP 12 (revised), the new accounting policy has been applied retrospectively, but the adoption of the standard has not had any material effect on the results for the current or prior accounting periods.

附註：

1. 遵守說明及會計政策

簡明綜合中期財務報表乃按歷史成本法編製。

簡明綜合中期財務報表乃根據香港會計師公會（「會計師公會」）頒佈之香港會計實務準則（「會計實務準則」）第25號「中期財務報告」而編製。

編製簡明綜合中期財務報表所採納之會計政策與編製截至二零零二年十二月三十一日止年度之年度財務報表所採納者一致，惟本集團已採納會計師公會頒佈經修訂之會計實務準則第12號（「所得稅」）。該會計準則於二零零三年一月一日起之會計期間生效。

於本期間，本集團首次採納經修訂之會計實務準則第12號。採納會計實務準則第12號（經修訂）之主要影響均與遞延稅項有關。於過往年度，遞延稅項乃根據收益表債務法而作出部份撥備，即於時差出現時確認為負債，惟被認為在可預見將來不能逆轉之時差除外。會計實務準則第12號（經修訂）要求採納資產負債表債務法。除有限之例外情況外，遞延稅項乃根據財務報表內所有資產及負債項目之賬面值及其用於計算應課稅溢利之相關稅基所產生之暫時性差異而確認。由於會計實務準則第12號（經修訂）欠缺特定過渡性要求，此項新的會計政策已追溯調整往期，惟採納該準則對現時或過往會計期間之業績並無任何重大影響。

2. Segment information

Geographical segments by location of customers are as follows:

2. 分類資料

按客戶所在地之地區分類如下：

		For the six months ended 30 June 截至六月三十日止六個月			
		Turnover 營業額		Results 業績	
		2003 二零零三年	2002 二零零二年	2003 二零零三年	2002 二零零二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
United Kingdom	英國	269,884	175,949	22,333	18,888
Other European countries	其他歐洲國家	242,858	71,908	20,485	6,699
Asia Pacific	亞太地區	62,593	31,234	3,744	2,722
		<u>575,335</u>	<u>279,091</u>	<u>46,562</u>	<u>28,309</u>
Unallocated income and expenses	未分配收入及開支			(24,182)	(16,587)
Profit from operations	經營溢利			22,380	11,722
Finance costs	財務成本			(2,569)	(1,701)
Profit from operations after finance costs	扣除財務成本後之 經營溢利			19,811	10,021
Taxation	稅項			(1,411)	-
Profit after taxation	除稅後溢利			18,400	10,021
Minority interests	少數股東權益			(2)	(10)
Net profit for the period	期間純利			<u>18,402</u>	<u>10,031</u>

As all of the Group's turnover and contribution to results were derived from the design, manufacture and sale of telephones and related equipment, no separate business segment analysis is presented for the Group.

由於本集團所有營業額及業績貢獻均來自設計、製造及銷售電話及相關設備，因此本集團並無呈列個別業務分類分析。

3. Profit from operations

Profit from operations has been arrived at after charging:

Product development expenditure
Less: Amount capitalised

Depreciation:
– assets owned by the Group
– assets under finance leases
Amortisation of intangible assets

and after crediting:

Interest income

4. Taxation

Current tax
Hong Kong
Overseas

Deferred tax
Hong Kong
Overseas

經營溢利已扣除
下列各項：

產品開發開支
減：資本化金額

折舊：
– 本集團擁有之資產
– 按融資租賃之資產
無形資產攤銷

並已計入：

利息收入

現行稅項
香港
海外

遞延稅項
香港
海外

3. 經營溢利

Six months ended
30 June
2003
截至六月三十日止六個月
二零零三年
HK\$'000
千港元

2002
二零零二年
HK\$'000
千港元

	9,224	5,995
	(7,326)	(4,819)
	<u>1,898</u>	<u>1,176</u>
	513	540
	57	56
	5,550	3,080
	4	67

4. 稅項

Six months ended
30 June
2003
截至六月三十日止六個月
二零零三年
HK\$'000
千港元

2002
二零零二年
HK\$'000
千港元

	696	–
	604	–
	<u>1,300</u>	<u>–</u>
	111	–
	–	–
	<u>111</u>	<u>–</u>
	<u>1,411</u>	<u>–</u>

Hong Kong profits tax has been calculated at 17.5% (2002: 16%) on the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the overseas countries in which the Group operates respectively.

Deferred tax has been provided for temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profits.

5. Earnings per share

The calculation of the basic and diluted earnings per share for the period is based on the following data:

Earnings for the purposes of basic earnings per share	用以計算每股基本盈利之盈利	18,402	10,031
Weighted average number of ordinary shares for the purposes of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	268,494,512	268,367,288
Effect of dilutive potential ordinary shares: Share options	普通股潛在攤薄影響：購股權	3,241,949	
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	271,736,461	

The computation of diluted earnings per share for the current year does not assume the exercise of the Company's warrants as the exercise price of the warrants is higher than the average market price of the Company's shares.

香港利得稅乃根據期內估計之應課稅溢利按稅率17.5% (二零零二年：16%) 計算。海外利得稅乃根據期內之估計應課稅溢利按本集團經營業務國家之現行稅率計算。

遞延稅項乃根據財務報表內所有資產及負債項目之賬面值及其用於計算應課稅溢利之相關稅基所產生之暫時性差異作撥備。

5. 每股盈利

本期間之每股基本及攤薄盈利乃根據以下數據計算：

Six months ended 30 June	
2003	2002
截至六月三十日止六個月 二零零三年	二零零二年
HK\$'000 千港元	HK\$'000 千港元

由於認股權證之行使價高於本公司股份之平均市價，故計算本年度每股攤薄盈利時並無假設行使本公司之認股權證。

6. Trade receivables, bills receivables, deposits and prepayments

Included in trade receivables, bills receivables, deposits and prepayments are trade debtors of HK\$53,207,000 and their ageing analysis is as follows:

0 – 30 days	0-30日
31 – 60 days	31-60日
Over 60 days	60日以上

The Group allows an average credit period of 20 to 30 days to its trade customers.

7. Trade receivables with insurance coverage

0 – 30 days	0-30日
31 – 60 days	31-60日

8. Trade payables, deposits received and accrued charges

Included in trade payables, deposits received and accrued charges are trade payables of HK\$93,453,000 and their ageing analysis is as follows:

0 – 30 days	0-30日
31 – 60 days	31-60日
Over 60 days	60日以上

6. 應收貿易賬款、應收票據、按金及預付款項

應收貿易款項、應收票據、按金及預付款項包括53,207,000港元之應收貿易賬款，其賬齡分析如下：

30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
47,168	32,838
5,386	31,142
653	204
<u>53,207</u>	<u>64,184</u>

本集團向其貿易客戶提供平均20至30日之信貸期。

7. 已投保應收貿易賬款

30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
56,092	31,845
13,122	9,963
<u>69,214</u>	<u>41,808</u>

8. 應付貿易賬款、已收按金及應計費用

應付貿易賬款、已收按金及應計費用包括93,453,000港元之應付貿易賬款，其賬齡分析如下：

30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
31,629	22,671
29,806	20,055
32,018	27,285
<u>93,453</u>	<u>70,011</u>

9. Amount due to a jointly controlled entity

The amount due to a jointly controlled entity is unsecured, non-interest bearing and not repayable within one year.

10. Obligations under finance leases

9. 應付一間合營公司款項

應付一間合營公司之款項為無抵押、免息及不會於一年內償還。

10. 融資租賃項下之債務

		THE GROUP 本集團			
		Minimum lease payment 最低租金		Present value of minimum lease payments 最低租金現值	
		30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元	30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
Amounts payable under finance leases are repayable as follows:	須於下列年內償還之融資租賃項下之應付金額：				
Within one year	一年內	416	276	364	253
More than one year, but not exceeding two years	超過一年但不逾兩年	109	37	89	29
Within two to five years	於第二至第五年內	222	4	220	3
		747	317	673	285
Less: Future finance charges	減：未來融資費用	(74)	(32)	-	-
Present value of lease obligations	租賃債務現值	<u>673</u>	<u>285</u>	673	285
Less: Amount due within one year and shown under current liabilities	減：一年內到期及流動負債下列示之款項			(364)	(253)
Amount due after one year	一年後到期款項			<u>309</u>	<u>32</u>

The average lease term is 4 years (2002:4 years). For the period ended 30 June 2003, the average effective borrowing rate was 13% (2002:13%). Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

租期平均為四年(二零零二年：四年)。於截至二零零三年六月三十日止期間，實際之借貸率平均為13厘(二零零二年：13厘)。利率按合約日期釐訂。所有租賃均按固定還款基準訂立，但並未就或然租金訂立任何安排。

本集團之融資租賃承擔乃以出租人之租賃資產抵押作擔保。

11. Convertible notes

	期初／年初結餘	30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
Balance at beginning of period/year	期初／年初結餘	15,640	29,640
Repayment	還款	(15,640)	(14,000)
Balance at end of period/year	期末／年末結餘	-	15,640
Amount repayable within one year	須於一年內償還之款項	-	(15,640)
Amount due after one year	一年後到期之款項	-	-

Pursuant to the restructuring of the Group effected on September 1999, secured convertible notes with an aggregate principal value of approximately HK\$39,600,000 were issued by the Company.

On 10 March 2003, all the outstanding convertible notes with principal amount of HK\$15,640,000 were redeemed by the Company.

11. 可換股票據

	30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
Balance at beginning of period/year	15,640	29,640
Repayment	(15,640)	(14,000)
Balance at end of period/year	-	15,640
Amount repayable within one year	-	(15,640)
Amount due after one year	-	-

根據本集團於一九九九年九月生效之重組，本公司發行總本金額約39,600,000港元之已抵押可換股票據。

於二零零三年三月十日，所有未償還之可換股票據本金額15,640,000港元由本公司悉數贖回。

12. Share capital

	法定：	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
AUTHORISED:	法定：		
Ordinary shares at HK\$0.1 each at 1 January 2003	於二零零三年一月一日， 每股面值0.1港元之普通股	2,500,000,000	250,000
ISSUED AND FULLY PAID:	已發行及繳足：		
Balance at 1 January 2003, ordinary shares at HK\$0.1 each	於二零零三年一月一日結餘， 每股面值0.1港元之普通股	268,367,288	26,837
Exercise of share options	行使購股權	1,337,500	133
Balance at 30 June 2003	於二零零三年六月三十日結餘	269,704,788	26,970

12. 股本

	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
AUTHORISED:		
Ordinary shares at HK\$0.1 each at 1 January 2003	2,500,000,000	250,000
ISSUED AND FULLY PAID:		
Balance at 1 January 2003, ordinary shares at HK\$0.1 each	268,367,288	26,837
Exercise of share options	1,337,500	133
Balance at 30 June 2003	269,704,788	26,970

13. Contingent liabilities

Guarantees given to banks in respect of bank facilities utilized by:
 – a jointly controlled entity
 Bills of exchange discounted with recourse

就所動用之銀行信貸
 向銀行作出之擔保：
 — 一間合營公司
 附有追索權之貼現匯票

	30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
	74,582	74,861
	49,509	39,398
	<u>124,901</u>	<u>114,259</u>

14. Commitments

(a) There were no material capital commitments as at 30 June 2003. (2002: Nil)

(b) Commitments under operating leases

At 30 June 2003, the Group had commitments in respect of land and buildings to make payments in the next twelve months under operating leases which expire as follows:

Within one year
 In the second to fifth year inclusive

一年內
 第二至第五年(包括首尾兩年)

	30 June 2003 二零零三年 六月三十日 HK\$'000 千港元	31 December 2002 二零零二年 十二月三十一日 HK\$'000 千港元
	289	655
	467	442
	<u>756</u>	<u>1,097</u>

13. 或然負債

14. 承擔

(a) 於二零零三年六月三十日，概無重大資本承擔(二零零二年：無)。

(b) 經營租約承擔

於二零零三年六月三十日，本集團按下列年期屆滿之經營租約，須就土地及樓宇於未來十二個月內償還之承擔：

15. Pledge of assets

As at 30 June 2003, a bank deposit of HK\$6,485,000 (2002: HK\$1,574,000) was pledged by the Group to secure credit facilities granted to the Group.

As at 30 June 2002, all of the Company's assets and its entire equity interest in two wholly-owned subsidiaries were pledged to secure the convertible notes issued by the Company.

16. Related party disclosures

During the period ended 30 June 2003, the Group purchased finished goods of HK\$512,496,000 (2002: HK\$237,341,000) from a jointly controlled entity. In addition, as at 30 June 2003, certain of the jointly controlled entity bank borrowings amounting to approximately HK\$75 million (2002: HK\$75 million) were guaranteed by the Group.

In the opinion of the directors, the transactions disclosed above were entered at terms determined and agreed by the Group and the relevant parties.

17. Post balance sheet events

Pursuant to a placing agreement dated 13 August 2003 entered into between Suncorp Partners Limited ("Suncorp Partners"), Mr Peter F Amour, Mr Malcom Paton, Mr Leung Shek Kong and Mr Mak Chee Bun (collectively known as "Vendors") and SBI E2-Capital Securities Limited, the Vendors placed a total of 32,400,000 existing shares to independent investors at a price of HK\$0.96 per share. On the same day, the Company and Suncorp Partners entered into a subscription agreement pursuant to which SunCorp Partners has subscribed for 26,900,000 new shares at a price of HK\$0.96 per share on 22 August 2003.

15. 資產抵押

於二零零三年六月三十日，本集團已將銀行存款6,485,000港元(二零零二年：1,574,000港元)作為本集團獲授信貸融資之抵押。

於二零零二年六月三十日，本公司之所有資產及於兩間全資附屬公司之全部股權已抵押作擔保本公司發行之可換股票據。

16. 關連人士披露事項

於截至二零零三年六月三十日止期間，本集團向一間合營公司購買價值512,496,000港元(二零零二年：237,341,000港元)之製成品。此外，於二零零三年六月三十日，該合營公司之部份銀行借貸由本集團提供擔保約為75,000,000港元(二零零二年：75,000,000港元)。

董事認為，以上披露之交易乃按本集團與有關人士釐訂及協定之條款訂立。

17. 結算日後事項

根據 Suncorp Partners Limited (「Suncorp Partners」)、區沛達先生、Malcolm Paton 先生、梁錫光先生及麥致賁先生(統稱「賣方」)與軟庫金滙投資服務有限公司於二零零三年八月十三日訂立之配售協議，賣方以每股0.96港元向獨立投資者配售合共32,400,000股現有股份。同日，本公司與Suncorp Partners訂立認購協議，據此，Suncorp Partners於二零零三年八月二十二日以每股0.96港元之價格認購26,900,000股新股。