

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report.

The Company is an investment holding company and it also provides corporate management services. Its subsidiaries are principally engaged in the design and marketing of telephone and related products.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants that are effective for accounting periods beginning on or after 1 January 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of minority interests has been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group’s accounting policies in the following areas that have an effect on how the results for the current and/or prior accounting years are presented.

### 1. 一般資料

本公司為在百慕達註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要辦事處地址已於本年報之公司資料中披露。

本公司乃一間投資控股公司，亦提供企業管理服務。其附屬公司主要從事設計及向市場推廣電話及相關產品。

本財務報表以港元呈報，即與本公司之功能貨幣相同。

### 2. 採納香港財務報告準則

於本年度，本集團於二零零五年一月一日或以後之會計期間內首次採納由香港會計師公會頒佈之多項新訂香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（合稱為「新香港財務報告準則」）。採納新訂香港財務報告準則導致綜合收益表及綜合資產負債表之呈報方式有變。尤其是，少數股東權益之呈報方式有所變更。呈報方式之變動已追溯應用。採納新香港財務報告準則導致本集團於下列所述之會計政策有變，對本會計年度及／或過往會計年度之業績之呈報方式有所影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### *Financial Instruments*

In the current year, the Group has applied HKAS 32 “Financial Instruments: Disclosure and Presentation” and “HKAS 39 Financial Instruments: Recognition and Measurement”. HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1 January 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The application of HKAS 32 has had no material impact on how financial instruments of the Group are presented for current and prior accounting periods. The principal effects resulting from the implementation of HKAS 39 are summarised below:

#### *Classification and measurement of financial assets and financial liabilities*

The Group has applied the relevant transitional provisions in HKAS 39 with respect to the classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

#### *Financial assets and financial liabilities other than debt and equity securities*

From 1 January 2005 onwards, the Group has classified and measured its financial assets and financial liabilities other than debt and equity securities in accordance with the requirements of HKAS 39. As mentioned above, financial assets under HKAS 39 are classified as “financial assets at fair value through profit or loss”, “available-for-sale financial assets”, “loans and receivables” or “held-to-maturity financial assets”. Financial liabilities are generally classified as “financial liabilities at fair value through profit or loss” or “other financial liabilities”. Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value being recognised in profit or loss directly. Other financial liabilities are carried at amortised cost using the effective interest method after initial recognition.

### 2. 採納香港財務報告準則 (續)

#### 金融工具

於本年度，本集團採納香港會計準則第32號「金融工具：披露及呈報」及香港會計準則第39號「金融工具：確認及計量」。香港會計準則第32號須予以追溯應用。於二零零五年一月一日或以後之會計期間生效之香港會計準則第39號一般不允許以追溯基準確認、取消確認或計量金融資產及負債。採納香港會計準則第32號對本會計期間及過往會計期間本集團金融工具之呈報方式並無重大影響。因執行香港會計準則第39號之主要影響概述如下：

#### 金融資產及金融負債之分類及計量

本集團已就香港會計準則第39號範疇內金融資產及金融負債之分類及計量採納香港會計準則第39號之有關過渡性條文。

#### 債券及股本證券以外之金融資產及金融負債

由二零零五年一月一日起，本集團已根據香港會計準則第39號之規定將其債券及股本證券以外之金融資產及金融負債分類及計量。誠如上文所述，根據香港會計準則第39號之金融資產列為「按公平值計入損益之金融資產」、「可供出售之金融資產」、「貸款及應收款項」或「持至到期日之金融資產」。金融負債一般列為「按公平值計入損益之金融負債」或「其他金融負債」。按公平值計入損益賬之金融負債按公平值計算，而公平值變動則直接於收益表確認。其他金融負債採用實際利率法於首次確認後按攤銷成本列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### *Derecognition*

HKAS 39 provides more rigorous criteria for the derecognition of financial assets than the criteria applied in previous periods. Under HKAS 39, a financial asset is derecognised, when and only when, either the contractual rights to the asset's cash flows expire, or the asset is transferred and the transfer qualifies for derecognition in accordance with HKAS 39. The decision as to whether a transfer qualifies for derecognition is made by applying a combination of risks and rewards and control tests. The Group has applied the relevant transitional provisions and applied the revised accounting policy prospectively to transfers of financial assets from 1 January 2005 onwards. As a result, the Group's bills receivables discounted with full recourse which were derecognised prior to 1 January 2005 have not been restated. As at 31 December 2005, the Group's bills receivables discounted with full recourse have not been derecognised. Instead, the related borrowings of HK\$87,492,000 have been recognised on the balance sheet date. The relevant finance costs incurred in order to obtain such borrowings are included in the profit or loss. This change in accounting policy has had no material effect on the results for the current year.

### 2. 採納香港財務報告準則 (續)

#### *取消確認*

香港會計準則第39號規定，有關取消確認金融資產之準則較過往期間所採用者更為嚴格。根據香港會計準則第39號，金融資產僅會於資產現金流量之合約權利到期時，或資產已轉讓及有關轉讓符合香港會計準則第39號之取消確認資格時，方會取消確認。混合風險及回報及控制測試之方式乃用作決定有關轉讓是否符合取消確認之資格。本集團已應用相關過渡性條文，並將經修訂之會計政策追溯應用於二零零五年一月一日以後轉讓之金融資產。因此，本集團並無重列於二零零五年一月一日前已取消確認並附帶全面追索權之應收貼現票據。於二零零五年十二月三十一日，本集團並無取消確認附帶全面追索權之應收貼現票據。取而代之，為數87,492,000港元之相關借貸已於結算日確認。為取得有關借貸而產生之有關融資成本已計入收益表內。此項會計政策之變動對本年度之業績並無重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### *Share-based Payments*

In the current year, the Group has applied HKFRS 2 “Share-based Payment” which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares (“equity-settled transactions”), or in exchange for other assets equivalent in value to a given number of shares or rights over shares (“cash-settled transactions”). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Company, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group has applied HKFRS 2 to share options granted on or after 1 January 2005. In relation to share options granted before 1 January 2005, the Group chooses not to apply HKFRS 2 with respect to share options granted on or before 7 November 2002 and vested before 1 January 2005. However, the Group is still required to apply HKFRS 2 retrospectively to share options that were granted after 7 November 2002 and had not yet vested on 1 January 2005. Comparative figures have been restated (see note 3 for the financial impact).

### 2. 採納香港財務報告準則 (續)

#### *以股份為基礎之付款*

於本年度，本集團已採納香港財務報告準則第2號「以股份為基礎之付款」，「以股份為基礎之付款」規定，當本集團以股份或股份權利作為購買貨品或取得服務之代價（「股本結算交易」），或以其他等值資產換取特定數目股份或股份權利之代價（「現金結算交易」），則須確認開支。香港財務報告準則第2號對本集團之主要影響為本公司董事及僱員購股權之公平值開支乃按於歸屬期間之購股權授出日期而釐定者列賬。在採納香港財務報告準則第2號前，本集團在購股權獲行使前概無確認此等購股權之財務影響。本集團已就二零零五年一月一日或之後授出之購股權採納香港財務報告準則第2號。至於二零零五年一月一日之前已授出之購股權，本集團決定不會就二零零二年十一月七日或之前授出且於二零零五年一月一日之前已歸屬之購股權採納香港財務報告準則第2號。然而，本集團仍須就二零零二年十一月七日已授出但非於二零零五年一月一日歸屬之購股權追溯採納香港財務報告準則第2號。比較數字已予重列（其財務影響見附註3）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

The effects of the changes in the accounting policies described above on the results for the current and prior years are as follows:

Recognition of share-based payments as administrative expenses      確認以股份為基礎之付款為行政費用

The cumulative effects of the application of the new HKFRSs on 31 December 2004 and 1 January 2005 are summarised below:

	As at 31 December 2004 (originally stated) 於二零零四年 十二月三十一日 (原先呈列) HK\$'000 千港元	Adjustment 調整 HK\$'000 千港元	As at 31 December 2004 (restated) 於二零零四年 十二月三十一日 (重列) HK\$'000 千港元	Adjustment 調整 HK\$'000 千港元	As at 1 January 2005 (restated) 於二零零五年 一月一日 (重列) HK\$'000 千港元
Balance sheet items	資產負債表項目				
Impact of HKAS 39	香港會計準則第39號之影響				
Bills receivables discounted with full recourse	—	—	—	135,412	135,412
Advances drawn on bills receivables discounted with full recourse	—	—	—	(135,412)	(135,412)
Impact of HKFRS 2	香港財務報告準則第2號之影響				
Share capital	(32,490)	—	(32,490)	—	(32,490)
Share option reserve	—	(493)	(493)	—	(493)
Other reserves	(150,720)	493	(150,227)	—	(150,227)
Minority interests	—	(281)	(281)	—	(281)
Total equity	(183,210)	(281)	(183,491)	—	(183,491)
Minority interests	(281)	281	—	—	—

### 3. 會計政策變動之影響概要

上述會計政策變動對本年度及過往年度之影響如下：

2005 HK\$'000 千港元	2004 HK\$'000 千港元
1,125	493

採納新香港財務報告準則於二零零四年十二月三十一日及二零零五年一月一日之累計影響如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (continued)

The Group has not early applied the following new standards and interpretations that have been issued but are not yet effective. The directors of the Company have commenced considering the potential impact of these new standards, amendments and interpretations. Except for HKAS 39 and HKFRS 4 (Amendments) on financial guarantee contracts (which requires financial guarantees to be initially measured at fair value), which may have potential impact to the financial statements, the directors anticipate that the adoption of these new standards, amendments and interpretations should not result in any significant changes in the future as to how the results and financial position are prepared and presented. The Group is still not in a position to reasonably estimate the impact that may arise from HKAS 39 and HKFRS 4 (Amendments).

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures <sup>2</sup>
HKAS 21 (Amendment)	Net investment in a foreign operation <sup>2</sup>
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions <sup>2</sup>
HKAS 39 (Amendment)	The fair value option <sup>2</sup>
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts <sup>2</sup>
HKFRS 6	Exploration for and evaluation of mineral resources <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>

### 3. 會計政策變動之影響概要 (續)

本集團並無提早採用下列已頒佈但尚未生效之新訂準則及詮釋。本公司董事正研究此等準則、修訂及詮釋之潛在影響。除香港會計準則第39號及香港財務報告準則第4號(經修訂)之金融擔保合約(規定金融擔保首次須按公平值確認)可能對財務報表有潛在影響外,董事預計採納上述新準則、修訂及詮釋不會對日後業績及財政狀況之編製及呈報方式有任何重大變動。本集團仍未具備條件可合理地估計香港會計準則第39號及香港財務報告準則第4號(修訂)之潛在影響。

香港會計準則 第1號(修訂本)	資本披露 <sup>1</sup>
香港會計準則 第19號 (修訂本)	精算損益、 集團計劃 及披露 <sup>2</sup>
香港會計準則 第21號 (修訂本)	於海外業務之 淨投資 <sup>2</sup>
香港會計準則 第39號 (修訂本)	預測集團內部 交易之現金 流量對沖 會計處理 <sup>2</sup>
香港會計準則 第39號 (修訂本)	公平值之選擇 <sup>2</sup>
香港會計準則 第39號及 香港財務報告 準則第4號 (修訂本)	金融擔保合約 <sup>2</sup>
香港財務報告 準則第6號	礦產資源之 勘探及評估 <sup>2</sup>
香港財務報告 準則第7號	金融工具:披露 <sup>1</sup>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (continued)

HK(IFRIC) - INT 4	Determining whether an arrangement contains a lease <sup>2</sup>
HK(IFRIC) - INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds <sup>2</sup>
HK(IFRIC) - INT 6	Liabilities arising from participating in a specific market - waste electrical and electronic equipment <sup>3</sup>
HK(IFRIC) - INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2006.

<sup>3</sup> Effective for annual periods beginning on or after 1 December 2005.

<sup>4</sup> Effective for annual periods beginning on or after 1 March 2006.

### 3. 會計政策變動之影響概要 (續)

香港(國際 財務報告 詮釋委員會) — 詮釋第4號	釐定安排是否 包括租賃 <sup>2</sup>
香港(國際 財務報告 詮釋委員會) — 詮釋第5號	解除運作、復原 及環境修復 基金所產生 權益之權利 <sup>2</sup>
香港(國際 財務報告 詮釋委員會) — 詮釋第6號	參與特定市場、 廢物電業及 電子設備 所產生之負債 <sup>3</sup>
香港(國際 財務報告 詮釋委員會) — 詮釋第7號	根據香港會計 準則第29號 「嚴重通脹 經濟之財務 報告」應用 重列法 <sup>4</sup>

<sup>1</sup> 自二零零七年一月一日或以後之年度期間生效。

<sup>2</sup> 自二零零六年一月一日或以後之年度期間生效。

<sup>3</sup> 自二零零五年十二月一日或以後之年度期間生效。

<sup>4</sup> 自二零零六年三月一日或以後之年度期間生效。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at initial recognition, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

#### *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

### 4. 主要會計政策

本綜合財務報表以根據歷史成本為基準編製，惟如下文所載之會計政策所解釋，若干金融工具以公平值計量。

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，本綜合財務報表包括《香港聯合交易所有限公司證券上市規則》及公司條例要求之適用披露。

#### *綜合基準*

本綜合財務報表包括本公司及其附屬公司之財務報表。

本年度收購或出售之附屬公司之業績，已自收購生效日期起或截至出售生效日期止（如適用）計入綜合收益表。

如有需要，對附屬公司財務報表作出調整，以使其會計政策與本集團其他成員公司所使用者一致。

所有集團內公司間交易、餘額、收益及支出均於綜合賬目時被撇銷。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Basis of consolidation (continued)*

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

#### *Jointly controlled entities*

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity, the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

### 4. 主要會計政策 (續)

#### *綜合基準 (續)*

綜合附屬公司資產淨值內之少數股東權益與本集團應佔之權益分開呈列。資產淨值內之少數股東權益包括於原業務合併日期之有關權益數額及自合併日期起計之少數股東應佔之權益變動。少數股東應佔虧損超出附屬公司股權中少數股東權益之數額，將以本集團之權益作出分配，惟少數股東須具約束力責任及可以其他投資補足虧損者除外。

#### *合營公司*

合營公司指涉及成立獨立個體之合營安排，據此，每位合營者對該個體之經濟活動擁有共同控制權。

合營公司之業績、資產及負債均採用權益會計法計入綜合財務報表。按照權益法，於合營公司之投資，按成本以本集團所佔該合營公司之損益及權益變化後之收購後變動作出調整後減任何已識別減值虧損於綜合資產負債表內列賬。倘本集團對某一合營公司所承擔之虧損等於或超逾對該合營公司所享權益，則本集團將停止確認其分佔之進一步虧損。僅當本集團招致司法或引伸債務或代表合營公司支付時，才對額外虧損額進行撥備並確認負債。

倘某集團個體與本集團之合營公司進行交易，未實現之盈虧根據本集團於該合營公司之權益予以撇銷，惟倘未實現虧損證明所轉讓資產出現減值時，則須全額確認虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Property, plant and equipment*

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the year in which the item is derecognised.

#### *Leasing*

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

### 4. 主要會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備乃按成本值減隨後之累計折舊及累計減值虧損列賬。

物業、廠房及設備項目乃根據估計可使用年期，並考慮其剩餘使用價值，以直線法計算折舊撥備以撇銷成本。

根據融資租賃持有之資產乃於其估計可使用年期或租賃年內(取較短者)按與自有資產相同之基準折舊。

某項物業、廠房及設備於出售時或無望透過繼續使用該項資產獲得經濟收益時即被取消確認。資產不再確認所導致之任何收益或虧損(即出售所得款淨額與其賬面值之差額)將計入不再確認資產發生之年度之收益表。

#### 租賃

當合約實質上將業權所產生之大部份風險及得益轉移給承租人，該等合約被視為融資租賃合約。其他租賃均被視為營運租賃。

#### 本集團為承租人

根據融資租賃持有之資產於租約生效時按公平值或最低租金之現值(以較低者為準)確認為本集團之資產。對出租人之相應負債作為融資租賃之債務計入資產負債表。租金在融資費用與削減租賃債務之間分配，以為負債餘額實現固定之利率。融資費用直接自收益表扣除。

營運租賃之應付租金於租期內按直線法自收益表扣除。因簽訂營運租約已收或應收之鼓勵性優惠，按直線法於租期內確認為租金費用之扣減。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Research and development expenditure*

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its useful life, and carried at cost less subsequent accumulated amortisation and any accumulated impairment losses.

Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

#### *Impairment of intangible assets*

Intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses for tangible and intangible assets below).

### 4. 主要會計政策 (續)

#### *研究及開發成本*

研究事務之支出於出現之期間確認為開支。

因開發支出所產生而源自內部之無形資產，僅於明確界定項目之開發成本預料會從日後之商業活動中收回時確認。所產生之資產按估計可使用年期以直線法攤銷，並按照成本值減隨後之累計攤銷及任何累計減值虧損列賬。

倘並無確認源自內部之無形資產，則開發支出於出現之期間確認為開支。

#### *無形資產減值*

尚未可供使用之無形資產每年均進行減值測試，方法為比較其可收回款額與賬面值，而不論是否出現可能減值之跡象。倘估計資產之可收回款額低於其賬面值，則資產賬面值須減低至其可收回款額。減值虧損會即時確認為開支。

倘減值虧損其後撥回，則資產賬面值須增加至其經修訂之估計可收回款額，惟該增加之賬面值不得超逾過往年度假設並無就資產確認任何減值虧損下而釐定之賬面值。

有限使用年期之無形資產則於出現可能減值之跡象時進行減值測試(見下文有關有形及無形資產減值虧損之會計政策)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Revenue recognition*

Sales-of-goods are measured at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

Sales of goods are recognised when goods are delivered and title has been passed.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### *Impairment*

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### *Inventories*

Inventories, which represent goods held for sale, are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### *Retirement benefit costs*

Payments to the Mandatory Provident Fund Scheme are charged as an expense as they fall due. The amount of contributions payable to pension schemes in jurisdictions other than Hong Kong are also charged to profit or loss as they fall due.

### 4. 主要會計政策(續)

#### 收入確認

貨品銷售乃按照於一般業務過程中已收取或應收取之代價之公平值，扣除折扣及銷售相關稅項計算。

貨品銷售於貨品付運及擁有權轉移後確認。

來自金融資產之利息收入按未償還本金額及適用之實際利率以時間比例計算。有關利率將金融資產之估計未來所收現金在估計可使用年內折現至資產賬面淨值。

#### 減值

本集團於每個結算日評估其資產之賬面值，以確定該等資產有否出現減值虧損。倘估計資產之可收回款額低於其賬面值，則資產之賬面值須減至其可收回款額。減值虧損即時確認為開支。

倘減值虧損其後撥回，則資產賬面值須增加至其經修訂之估計可收回款額，惟該增加之賬面值不得超逾過往年度假設並無就資產確認任何減值虧損下而釐定之賬面值。減值虧損撥回即時確認為收入。

#### 存貨

存貨(持有作出售用途之貨品)按成本值與可變現淨值兩者之較低值列賬。成本乃按加權平均法計算。

#### 退休福利成本

向強制性公積金計劃支付之款項於到期支付時列作開支。向在香港以外司法權區之退休計劃所支付之供款款額亦於到期支付時於損益賬中扣除。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Taxation*

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on 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, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### 4. 主要會計政策(續)

#### *稅項*

稅項開支乃指當期應付稅項及遞延稅項之總額。

當期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與收益表上呈報之溢利之差額，源於應課稅溢利並不包括隨後年期才計稅之若干收入或支出項目，亦不包括不需課稅及不可扣稅之項目。本集團就當期稅項之責任，乃根據於結算日制定或實質制定之稅率計算。

遞延稅項乃指根據財務報表資產及負債之賬面值及其用於計算應課稅溢利的相應稅基之間的差額，並以資產負債表負債法計算。一般情況之下，所有因應課稅臨時差額而產生之遞延稅項負債均予確認，而遞延稅項資產則按將來應課稅溢利可用作抵銷可扣稅之臨時差額之限額內計算。如暫時性差異乃由商譽或因某交易初次確認(業務合併除外)其他資產或負債而產生，又不影響應課稅溢利及會計溢利，則不予以確認此等遞延資產及負債。

除非本集團可控制有關暫時性差額之回撥或在可見將來都不能回撥的情況下，由投資附屬公司及於合營公司之權益產生之暫時性差額，其遞延稅項負債均需予以確認。

遞延稅項資產之賬面值需於每年之結算日作檢討，並於不再可能有足夠應課稅溢利以收回全部或部份資產之情況下作出相應扣減。

遞延稅項預期於清還負債或變現資產期間按適用之稅率計算，並於損益賬中列入或扣除。若有關項目直接於股本項目中列入或扣除，其遞延稅項則於股本項目中處理。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Foreign currencies*

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

### 4. 主要會計政策(續)

#### *外幣*

於編製各集團個體之財務報表時，倘交易之貨幣(外幣)與該個體之功能貨幣不同，則以其功能貨幣(該個體營運地區主要經濟環境採用之貨幣)按交易日匯率折算入賬。於每個結算日，以外幣為單位之貨幣性項目按結算日匯率折算。以公平值入賬且以外幣為單位之非貨幣性項目，按公平值確定當日之匯率折算。以外幣歷史成本計量之非貨幣性項目則不予折算。

結算及折算貨幣性項目所產生之匯兌差額於有關期間在損益賬內確認。以公平值入賬之非貨幣性項目重新折算所產生之匯兌差額計入當期損益，重新折算之損益直接於股本內確認之非貨幣性項目則例外，其匯兌差額亦直接於股本內確認。

為便於呈列綜合財務報表，本集團海外業務之資產及負債均按結算日匯率折算為本集團之呈列貨幣(港幣)，其收入及支出則按當年平均匯率折算，若期間匯率大幅波動則按交易日匯率折算。產生之任何匯兌差額均確認為股本之單獨部份(換算儲備)。換算儲備於出售有關海外業務之期間於損益賬內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Financial instruments*

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### *Financial assets*

The Group's financial assets consist of loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables and bills receivables) are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 4. 主要會計政策(續)

#### 金融工具

當集團個體成為金融工具合約之訂約方，則金融資產及金融負債於資產負債表內確認。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值列入損益賬之金融資產及金融負債除外)直接應佔之交易成本，於初步確認時加入或從金融資產或金融負債之公平值扣減。直接應佔收購按公平值列入損益賬之金融資產或金融負債的交易成本，應立即於損益賬內確認。

#### 金融資產

本集團之金融資產包括貸款及應收款項。所有從正規渠道購買或出售之金融資產以交易日基準確認或不再確認。從正常渠道進行之購買或出售，為須於法例或市場慣例訂立之期間內交付資產所購買或出售之金融資產。

#### 貸款及應收款項

貸款及應收款項乃非衍生工具金融資產，並具有於交投活躍市場未有報價之固定或可議定付款。於初步確認後之每個結算日，貸款及應收款項(包括應收貿易賬款及其他應收款項及應收票據)均按實際利率法按攤銷成本減任何已確認之減值虧損列賬。當有客觀證據顯示資產已減值，則於損益賬內確認減值虧損，並以資產之賬面值與按原實際利率折現其估計未來現金流量之現值兩者之差額計量。當於確認減值後發生一項事件可以客觀地與資產可收回款額增加形成關係，則減值虧損於其後期間撥回，但以所撥回於減值日期資產之賬面值為限，不得超越該項資產原未確認減值之已攤銷成本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Financial liabilities and equity instruments*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

#### *Other financial liabilities*

Other financial liabilities including trade payables, advances drawn on trade receivables with insurance coverage and advances drawn on bills receivables discounted with full recourse are subsequently measured at amortised cost, using the effective interest rate method.

#### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### *Derivative financial instruments*

The Group uses derivative financial instruments (primarily forward contracts) to hedge its exposure against currency risks. Such derivatives are measured at fair value regardless of whether they are designated as effective hedging instruments. Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised in profit or loss.

### 4. 主要會計政策(續)

#### 金融負債及股本工具

由集團個體所發行之金融負債及股本工具乃根據所訂立合約安排之內容，及金融負債和股本工具之定義予以分類。

股本工具為訂明於本集團資產之餘額權益經扣除其所有負債後之任何合約。

#### 其他金融負債

其他金融負債(包括應付貿易賬款、預支已投保應收貿易賬款之墊款及附全面追索權應收貼現票據之墊款)使用實際利率法按攤銷成本於其後計量。

#### 股本工具

本公司發行之股本工具以已收所得款項扣除直接發行成本後入賬。

#### 衍生金融工具

本集團利用衍生金融工具(主要為遠期合約)對沖其貨幣風險。不論有關衍生工具是否指定為有效對沖工具，均按公平值計量。不符合對沖會計法之衍生工具被視為持作買賣之金融資產或持作買賣之金融負債。有關衍生工具之公平值之變動於損益賬中確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

#### *Equity-settled Share-based payment transactions*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to retained earnings. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated profits.

### 4. 主要會計政策 (續)

#### *不再確認*

當從資產收取現金流量之權利屆滿，或金融資產已予轉讓及本集團已轉讓金融資產擁有權之幾乎所有風險及回報，金融資產則不再確認。於不再確認金融資產時，資產之賬面值與已收代價及已直接於股本內確認累計收益或虧損總和之差額，於損益賬內確認。

就金融負債而言，當有關合約指定之債務被解除、註銷或屆滿時，則從本集團之資產負債表剔除。不再確認金融負債賬面值與已收或應收代價之差額，則於損益賬內確認。

#### *以股本結算並以股份付款之交易*

參照購股權授出當日公平值釐定之所獲服務公平值，在歸屬期間隨股本(購股權儲備)之相應增加以直線法列作開支。

購股權獲行使時，先前於購股權儲備中確認之款項將轉撥至保留盈利。當購股權於屆滿日仍未獲行使，先前於購股權儲備中確認之款項將撥入累計溢利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

- (a) In the process of applying the Group's accounting policies which are described in note 4, management has made the following judgment that has a significant effect on the amounts recognised in the financial statements.

#### *Capitalisation of employee benefits expenses*

It is the Group's policy to capitalise employee benefits expenses directly attributable to the product development of a clearly-defined project. The employee benefits expenses are capitalised as management considers the costs are incurred directly for the product development and it can be measured reliably. Moreover, management has implemented a proper system to capture the costs of the engineers for each project undertaken during the year.

#### *Useful lives of intangible assets*

Intangible assets are stated at cost less accumulated amortization and any accumulated impairment losses. The estimation of useful lives impacts the level of annual amortisation recorded. Intangible assets are evaluated for possible impairment on a specific asset basis or in groups of similar assets, as applicable. This process requires management's estimate of future cash flows generated by each asset or group of assets. For any instance where this evaluation process indicates impairment, the relevant asset's carrying amount is written down to the recoverable amount and the amount of the write-down is charged against the results of operations.

### 5. 關鍵會計判斷及估計不確定因素之主要來源

- (a) 在應用本集團於附註4論述之會計政策過程中，管理層已作出以下判斷，對於本財務報表確認之金額有重大影響。

#### *僱員福利開支資本化*

本集團之政策為將一清晰界定項目之產品開發所佔之僱員福利開支撥作資本。僱員福利開支乃按管理層認為有關成本乃直接因產品開發而產生，並可可靠地計量時撥作資本。此外，管理層亦已實施控制年內每個項目之工程師成本之制度。

#### *無形資產之可使用年期*

無形資產按成本減累計攤銷及任何累計減值虧損列賬。估計可使用年期會對記錄之年度攤銷開支水平造成影響。無形資產按特定資產基準或一組類似資產(視適用情況而定)評估可能出現之減值。管理層須於此過程中估計各資產或該組資產所產生日後之現金流量。倘此評估過程中顯示出現減值，則有關資產之賬面值須減至可收回款額，而撇減金額會自營運業績內扣除。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

- (b) The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### *Impairment loss on intangible assets*

During the year, management reassessed the carrying amount of its intangible assets. The relevant projects continues to progress in a satisfactory manner, and customer reaction has reconfirmed management's previous estimates of anticipated revenues from the projects. Detailed sensitivity analysis has been carried out and management is confident that the carrying amount of the asset will be recovered in full. This situation will be closely monitored, and adjustments will be made in future periods, if future market activity indicates that such adjustments are appropriate.

#### *Impairment loss on trade and bills receivables*

The provision policy for bad and doubtful debts of the Group is based on the evaluation of recoverability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the eventual realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in a deterioration of their abilities to make payments, additional allowances may be required. As at 31 December 2005, the carrying amounts of trade and bills receivables (net of impairment loss) is approximately HK\$355,875,000.

### 5. 關鍵會計判斷及估計不確定因素之主要來源(續)

- (b) 下文詳述有關日後之主要假設及於結算日其他主要不確定估計之來源，該等假設及不確定估計會造成須對下一財政年度內資產及負債賬面值作出重大調整之重大風險。

#### *無形資產之減值虧損*

年內，管理層重新對無形資產之賬面值進行評估。有關項目之進展令人滿意，而客戶之反應亦再次肯定管理層先前對預計從項目所得之收入之估計。本集團已進行詳細之敏感性分析，而管理層深信，本集團能全數收回資產之賬面值。本集團將會密切監察有關情況，倘未來市場活動顯示作出調整乃合適之舉，則將於未來期間作出調整。

#### *應收貿易賬款及應收票據之減值虧損*

本集團就呆壞賬之撥備政策乃根據呆壞賬之可收回性及賬齡分析之評估及根據管理層之判斷。於評估該等應收賬款之最終變現額時，需要作出大量判斷，包括目前之信譽及每名客戶之過往收賬記錄。倘若本集團之客戶之財政狀況惡化導致其還款能力降低，則可能須作進一步撥備。於二零零五年十二月三十一日，應收貿易賬款及應收票據之賬面值(扣除減值虧損後)約為355,875,000港元。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, bills receivables, trade and other payables, bank and cash balances, bank borrowings, advances drawn on trade receivables with insurance coverage and bills discounted with full recourse and obligations under finance leases. Details of these financial instruments are disclosed in respective notes. The risks associated with certain of these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors the Group's exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### *Currency risk*

The Group mainly operates in Hong Kong and traded with overseas suppliers and customers, giving rise to significant exposure to market risk from changes in foreign exchange rates. The Group's foreign exchange exposures arise mainly from the exchange rate movements of Sterling pounds, Euro and United States dollars.

The Group currently does not have a specific foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

#### *Interest rate risk*

Interest rate risk arises from the potential changes in interest rates that may have adverse effects on the Group's result for the current reporting period and in future years.

The interest rate exposure for the Group is restricted to the financing cost for banking facilities, bank loans, obligations under finance lease, and interest bearing cash deposits. The Group's interest rate risks relates to variable and fixed-rate borrowings. The Group currently does not have any specific interest rate hedging policy. The directors monitor the Group's exposure on going basis and will consider hedging interest rate risk should the need arises.

### 6. 財務風險管理及政策

本集團之主要金融工具包括應收貿易賬款、應收票據、應付貿易賬款及其他應付款項、銀行及現金結餘、銀行借貸、已投保應收貿易賬款之墊款及附有全面追索權之應收貼現票據以及融資租賃項下之債項。上述金融工具之詳情載於相關附註內。與上述若干金融工具有關之風險及如何減輕該等風險之政策載於下文。管理層負責管理及監控本集團之風險，以確保能及時及有效地採取合適之措施。

#### *貨幣風險*

本集團主要於香港經營業務，並與海外供應商及客戶作貿易往來，故匯率波動對本集團產生重大市場風險。本集團之匯率風險主要來自英鎊、歐元及美元之匯率波動。

本集團現時並無設立一套特定之外匯對沖政策。然而，管理層負責監控外匯風險，並在有需要時考慮對沖重大外匯風險。

#### *利率風險*

利率風險乃因利率之潛在變動而造成，對本集團於本報告期間及日後年度之業績或會產生不利影響。

本集團之利率風險局限於銀行融通、銀行貸款、融資租賃債項及附息現金存款之融資成本。本集團之利率風險與浮息及定息借款有關。本集團現時並無制定任何特定利率對沖政策。董事負責按持續基準監控本集團之利率風險，並在有需要時考慮對沖利率風險。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### *Credit risk*

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2005 is the carrying amount of trade and bills receivables, as stated in the balance sheet. There is concentration of trade and other receivables. In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the directors of the Group consider that the Group's credit risk is significantly reduced.

### 6. 財務風險管理及政策 (續)

#### *信貸風險*

由於本集團之對手方為獲國際信貸評級機構授予高信貸評級之銀行，故流動資金之信貸風險有限。

於二零零五年十二月三十一日，倘對手方未能履行其責任，則本集團所須承受之最大信貸款風險，為應收貿易賬款及應收票據於資產負債表上所列之賬面值。應收貿易賬款及其他應收款項將作集中處理。為將信貸風險減至最低，本集團管理層已派員負責釐定信貸限額、信貸審批及進行其他監控程序，以確保能跟進收回逾期債務。此外，本集團亦會於各結算日審閱個別債務之可收回款額，以確保為不可收回款額確認足夠之減值虧損。就此而言，本集團董事認為本集團之信貸風險得以大幅減低。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 7. SEGMENT INFORMATION

Turnover represents the gross amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, during the year.

Geographical segments by location of customers with reference to the location of final users of the telephone and related equipment for the year ended 31 December 2005 are set out below:

		Western Europe 西歐 HK\$'000 千港元	Central and Eastern Europe 中歐及東歐 HK\$'000 千港元	Asia Pacific 亞太區 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE	收益	<u>1,748,644</u>	<u>57,832</u>	<u>160,980</u>	<u>33,551</u>	<u>2,001,007</u>
RESULTS	業績					
Segment results	分類業績	99,634	3,714	6,141	2,197	111,686
Unallocated corporate revenue	無分配之公司收入					10,478
Unallocated corporate expenses	無分配之公司開支					(91,183)
Finance costs	財務成本					(18,575)
Profit before taxation	除稅前溢利					12,406
Income tax expenses	所得稅開支					(4,869)
Profit for the year	本年度溢利					<u>7,537</u>
OTHER INFORMATION	其他資料					
Capital additions	添置成本					153,024
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備 之折舊及攤銷					15,646
Amortisation of product development expenditure	攤銷產品開發支出					22,700
Share-based payments	以股份為基礎之付款					<u>1,125</u>
CONSOLIDATED BALANCE SHEET	綜合資產負債表					
ASSETS	資產					
Segment assets	分類資產	295,326	—	58,688	510	354,524
Unallocated corporate assets	無分配之公司資產					505,605
						<u>860,129</u>
LIABILITIES	負債					
Unallocated corporate liabilities	無分配之公司負債					<u>691,013</u>

### 7. 分類資料

營業額為年內本集團向外界客戶銷售貨品減退貨及折扣後所收取及應收取之款項總額。

截至二零零五年十二月三十一日止年度之業務地區分類(按客戶所在地點劃分,並經參考電話及相關設備最終用戶之所在地)載列如下:

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 7. SEGMENT INFORMATION (continued)

Geographical segments by location of customers with reference to the location of final users of the telephone and related equipment for the year ended 31 December 2004 are set out below:

### 7. 分類資料 (續)

截至二零零四年十二月三十一日止年度之業務地區分類(按客戶所在地點劃分,並經參考電話及相關設備最終用戶之所在地)載列如下:

		Western Europe 西歐 HK\$'000 千港元	Central and Eastern Europe 中歐及東歐 HK\$'000 千港元	Asia Pacific 亞太區 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元 (restated) (重列)
REVENUE	收益	<u>2,073,775</u>	<u>65,324</u>	<u>170,526</u>	<u>28,904</u>	<u>2,338,529</u>
RESULTS	業績					
Segment results	分類業績	194,601	6,406	11,921	2,849	215,777
Unallocated corporate revenue	無分配之公司收入					360
Unallocated corporate expenses	無分配之公司開支					(90,873)
Finance costs	財務成本					(8,730)
Profit before taxation	除稅前溢利					116,534
Income tax expenses	所得稅開支					(20,728)
Profit for the year	本年度溢利					<u>95,806</u>
OTHER INFORMATION	其他資料					
Capital additions	添置成本					71,658
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備 之折舊及攤銷					6,284
Amortisation of product development expenditure	攤銷產品開發支出					18,600
Share-based payments	以股份為基礎之付款					493
CONSOLIDATED BALANCE SHEET	綜合資產負債表					
ASSETS	資產					
Segment assets	分類資產	205,108	—	4,531	452	210,091
Unallocated corporate assets	無分配之公司資產					455,445
						<u>665,536</u>
LIABILITIES	負債					
Unallocated corporate liabilities	無分配之公司負債					482,045

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 7. SEGMENT INFORMATION (continued)

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

As at 31 December 2005 and 2004, more than 90% of the identifiable assets and liabilities of the Group are located in Hong Kong. Accordingly, an analysis of the carrying amount of segment assets and capital expenditure, analysed by the geographical area in which the assets and liabilities are located are not presented.

### 8. OTHER INCOME

Gain arising from forward exchange contract	遠期外匯合約產生之收益
Long outstanding trade payable written back	撥回長期未償還應付貿易賬款
Exchange gain	匯兌收益
Interest income	利息收入
Sundry income	雜項收入

### 7. 分類資料 (續)

由於所有本集團營業額及業績貢獻皆來自設計及銷售電話及相關設備，因此本集團並無呈報獨立業務分類分析。

於二零零五年及二零零四年十二月三十一日，本集團超過90%之可辨認資產及負債均位於香港。因此，並無按資產及負債所在地區呈列分類資產及資本開支賬面值分析。

### 8. 其他收入

	2005 HK\$'000 千港元	2004 HK\$'000 千港元
	2,925	—
	3,055	—
	2,822	—
	1,316	360
	360	—
	<u>10,478</u>	<u>360</u>



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 9. OTHER EXPENSE

The amount represented the amortisation of intangible assets for the year.

### 9. 其他開支

此金額指本年度之無形資產攤銷。

### 10. FINANCE COSTS

### 10. 財務成本

		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	以下各項之利息：		
- bank borrowings wholly repayable within five years	- 須於五年內全數償還之銀行借貸	16,881	8,049
- finance leases	- 融資租賃	1,694	681
		<u>18,575</u>	<u>8,730</u>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 11. PROFIT BEFORE TAXATION

### 11. 除稅前溢利

		2005 HK\$'000 千港元	2004 HK\$'000 千港元 (restated) (重列)
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除 (計入) 下列各項 :		
Product development expenditure, including staff costs capitalised referred to below	產品開發支出, 包括下文所述之資本化員工成本	95,166	50,372
Less: Amount capitalised	減: 資本化金額	(86,250)	(43,713)
		<u>8,916</u>	<u>6,659</u>
Directors' emoluments (note 12)	董事酬金 (附註12)	12,913	16,413
Other staff costs	其他員工成本	64,211	41,630
Share-based payments	以股份為基礎之付款	1,125	493
Total employee benefits expense	僱員福利開支總額	78,249	58,536
Less: Amount capitalised in product development expenditure	減: 產品開發支出之資本化金額	(27,553)	(10,023)
Total employee benefits expense charged to income statement	於收益表扣除之僱員福利開支總額	<u>50,696</u>	<u>48,513</u>
Amortisation of intangible assets included in other expense	列入其他開支之無形資產攤銷	22,700	18,600
Auditors' remuneration:	核數師酬金:		
- current year	- 本年度	1,173	850
- underprovision in prior years	- 往年撥備不足	24	179
Cost of inventories recognised as an expense	存貨成本確認為支出	1,819,454	2,064,304
Depreciation	折舊	15,646	6,284
and after crediting:	並已計入:		
Exchange gain	匯兌收益	5,747	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	123	23
		<u><u>1,819,454</u></u>	<u><u>2,064,304</u></u>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Particulars of the emoluments of the directors and five highest paid individuals for the year were as follows:

#### (a) Directors' remuneration

Year ended 31 December 2005

	Malcolm Peter Francis Amour	Stephen Jacobs- Paton	Leung Shek Kong	Mak Chee Bun	Edward Hungerford Thomas Chia	Stanley Milward- Oliver Chan	Sir Keith Bright	Total
	Malcolm Stephen Jacobs- 區沛達	Paton 梁錫光	梁錫光	麥致賁	Edward Hungerford Milward- 賈元平 Oliver	陳石麟	Keith Bright 爵士	總額
	HK\$'000	HK\$'000	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	千港元	千港元
Fees:	袍金：							
Executive directors	執行董事							
Independent non-executive directors	獨立非執行董事							
	—	—	—	—	—	—	—	—
	—	—	—	—	75	75	75	225
	—	—	—	—	75	75	75	225
Other emoluments:	其他酬金：							
Executive directors	執行董事							
- salaries and other benefits	—薪金及其他福利							
- retirement benefit scheme contribution	—退休福利計劃供款							
	2,540	4,110	2,850	3,090	—	—	50	12,640
	12	12	12	12	—	—	—	48
	2,552	4,122	2,862	3,102	—	—	50	12,688
	2,552	4,122	2,862	3,102	75	75	75	12,913

### 12. 董事及僱員酬金

董事及五位最高薪人士於本年度之酬金詳情如下：

#### (a) 董事酬金

截至二零零五年十二月三十一日止年度

	Malcolm Peter Francis Amour	Stephen Jacobs- Paton	Leung Shek Kong	Mak Chee Bun	Edward Hungerford Thomas Chia	Stanley Milward- Oliver Chan	Sir Keith Bright	Total
	Malcolm Stephen Jacobs- 區沛達	Paton 梁錫光	梁錫光	麥致賁	Edward Hungerford Milward- 賈元平 Oliver	陳石麟	Keith Bright 爵士	總額
	HK\$'000	HK\$'000	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	千港元	千港元
Fees:	袍金：							
Executive directors	執行董事							
Independent non-executive directors	獨立非執行董事							
	—	—	—	—	—	—	—	—
	—	—	—	—	75	75	75	225
	—	—	—	—	75	75	75	225
Other emoluments:	其他酬金：							
Executive directors	執行董事							
- salaries and other benefits	—薪金及其他福利							
- retirement benefit scheme contribution	—退休福利計劃供款							
	2,540	4,110	2,850	3,090	—	—	50	12,640
	12	12	12	12	—	—	—	48
	2,552	4,122	2,862	3,102	—	—	50	12,688
	2,552	4,122	2,862	3,102	75	75	75	12,913

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

### 12. 董事及僱員酬金(續)

(continued)

(a) Directors' remuneration (continued)

(a) 董事酬金(續)

Year ended 31 December 2004

截至二零零四年十二月三十一日止年度

	Peter Francis Amour	Malcolm Stephen Jacobs-Paton	Leung Shek Kong	Mak Chee Bun	Thomas Chia	Edward Hungerford Milward-Oliver	Stanley Chan	Sir Keith Bright	Total
	區沛達	Malcolm Stephen Jacobs-Paton	梁錫光	麥致賁	賈元平	Edward Hungerford Milward-Oliver	陳石麟	爵士 爵士	總額
	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
Fees:	袍金：								
Executive directors	執行董事								
Independent non-executive directors	獨立非執行董事								
	—	—	—	—	—	—	—	—	—
	—	—	—	—	60	60	15	—	135
	—	—	—	—	60	60	15	—	135
Other emoluments:	其他酬金：								
Executive directors	執行董事								
- salaries and other benefits	— 薪金及其他福利								
- retirement benefit scheme contribution	— 退休福利計劃供款								
	3,670	4,860	3,730	3,850	—	—	—	120	16,230
	12	12	12	12	—	—	—	—	48
	3,682	4,872	3,742	3,862	—	—	—	120	16,278
	3,682	4,872	3,742	3,862	60	60	15	120	16,413

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(continued)

#### (b) Employees' remuneration

Of the five individuals with the highest emoluments in the Group, four (2004: four) are directors of the Company whose emoluments are included in the disclosure in the paragraph above. The emoluments of the remaining individual was as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contribution	退休福利計劃供款

The emoluments of these five individuals are within the following bands:

HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元

During the year ended 31 December 2005 and 2004, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year.

### 12. 董事及僱員酬金 (續)

#### (b) 僱員酬金

在本集團五名最高酬金之人士當中，四名(二零零四年：四名)為本公司之董事，其酬金載於上一段所披露者中。其餘人士之酬金如下：

2005 HK\$'000 千港元	2004 HK\$'000 千港元
2,106	2,256
12	12
<u>2,118</u>	<u>2,268</u>

此五名最高酬金之人士分為下列組別：

2005 No. of employees 僱員數目	2004 No. of employees 僱員數目
1	1
2	—
1	—
—	3
1	—
—	1
<u>—</u>	<u>1</u>

於截至二零零五年及二零零四年十二月三十一日止年度，本集團並無支付酬金予五位最高薪人士(包括董事)，作為加入本集團或之後之獎勵或作為離職補償。此外，年內概無董事放棄任何酬金。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 13. INCOME TAX EXPENSES

### 13. 所得稅開支

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
The charge comprises:	稅項支出包括：		
Hong Kong Profits Tax	香港利得稅		
- Current year	— 本年度	492	19,231
- Overprovision in prior years	— 往年超額撥備	(100)	(460)
		<u>392</u>	<u>18,771</u>
Overseas taxation	海外稅項		
- Current year	— 本年度	713	—
- Overprovision in prior years	— 往年超額撥備	(21)	(91)
		<u>692</u>	<u>(91)</u>
Deferred taxation (note 33)	遞延稅項 (附註33)	3,785	2,048
		<u>4,869</u>	<u>20,728</u>

The charge for the year represents the provision for Hong Kong Profits Tax calculated at 17.5% (2004: 17.5%) of the estimated assessable profit of certain subsidiaries for the year.

本年度之稅項支出乃根據若干附屬公司之估計應課稅溢利按稅率17.5% (二零零四年：17.5%) 計算之香港利得稅撥備。

For the year ended 31 December 2004, the charge for the year to Hong Kong Profits Tax had been offset by approximately HK\$553,000 (2005: Nil) as a result of tax losses brought forward from previous years.

於截至二零零四年十二月三十一日止年度，由於承前結轉以往年度之稅務虧損，本年度香港利得稅支出因此被抵銷約553,000港元 (二零零五年：無)。

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

海外稅項乃按各司法權區之現行稅率計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 13. INCOME TAX EXPENSES (continued)

The charge for the year can be reconciled to the profit before taxation per the income statement as follows:

Profit before taxation	除稅前溢利
Tax at the domestic income tax rate of 17.5% (2004: 17.5%)	按本地所得稅率17.5% (二零零四年：17.5%)
Tax effect of expenses not deductible for tax purpose	在稅務上不能扣減之支出之稅務影響
Tax effect of income not taxable for tax purpose	在稅務不需評稅之收入之稅務影響
Utilisation of tax losses previously not recognised	運用前期未確認之稅務虧損
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響
Overprovision in respect of prior years	往年超額撥備
Effect of different tax rates of overseas subsidiaries	海外附屬公司不同稅率之影響
Others	其他
Tax expenses for the year	本年度稅項支出

Details of deferred taxation are set out in note 33.

### 13. 所得稅開支(續)

本年度稅項支出與收益表除稅前溢利之對賬如下：

2005 HK\$'000 千港元	2004 HK\$'000 千港元 (restated) (重列)
12,406	116,534
2,171	20,393
4,480	621
(2,061)	(3)
—	(553)
477	—
(121)	(551)
2	821
(79)	—
4,869	20,728

遞延稅項之詳情載於附註33。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 14. DIVIDENDS

### 14. 股息

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
2005 interim dividend of HK3.0 cents per share paid (2004: HK3.0 cents)	已付二零零五年中期股息 每股3.0港仙 (二零零四年：3.0港仙)	9,808	9,615
2004 final dividend of HK4.5 cents per share paid (2003: HK2.0 cents)	已付二零零四年末期股息 每股4.5港仙 (二零零三年：2.0港仙)	<u>14,713</u>	<u>6,367</u>
		<u>24,521</u>	<u>15,982</u>

No final dividend for the year ended 31 December 2005 has been proposed by the Board.

董事會並無建議派付截至二零零五年十二月三十一日止年度之末期股息。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

Earnings for the purposes of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之盈利
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
Effect of dilutive potential ordinary shares:	具潛在攤薄影響之普通股之影響：
Share options	購股權
Warrants	認股權證
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

### 15. 每股盈利

本公司普通股持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

2005 HK\$'000 千港元	2004 HK\$'000 千港元 (restated) (重列)
7,608	95,726
326,382,092	316,374,490
13,650,663	10,642,620
—	410,866
340,032,755	327,427,976

The following table summarises the impact on both basic and diluted earnings per share as a result of:

下表概述以下因素對每股基本及攤薄盈利之影響：

		Impact on basic earnings per share		Impact on diluted earnings per share	
		對每股基本盈利之影響		對每股攤薄盈利之影響	
		2005	2004	2005	2004
		HK\$	HK\$	HK\$	HK\$
		千港元	千港元	千港元	千港元
Reported figures before adjustments	調整前呈報之數字	0.02	0.30	0.02	0.30
Adjustments arising from changes in accounting policies	會計政策變動引致之調整	—	—	—	(0.01)
Restated	重列	0.02	0.30	0.02	0.29

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Plant and machinery	Leasehold improve- ments	Furniture, fixtures and equipment	Telephone and computer systems	Motor vehicles	Total
		廠房及機器	租賃 物業裝修	傢俬、 裝置及 設備	電話及 電腦系統	汽車	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>COST</b>	<b>成本</b>						
At 1 January 2004	於二零零四年一月一日	9,340	219	1,131	2,896	1,862	15,448
Currency realignment	貨幣調整	—	—	(318)	425	76	183
Additions	添置	15,377	—	679	676	332	17,064
Acquisition of a subsidiary	收購一間附屬公司	—	—	2,369	1,639	—	4,008
Disposals	出售	—	—	(28)	(3)	(294)	(325)
At 31 December 2004	於二零零四年十二月三十一日	24,717	219	3,833	5,633	1,976	36,378
Currency realignment	貨幣調整	—	—	760	(104)	(77)	579
Additions	添置	63,053	50	856	1,743	1,072	66,774
Disposals	出售	—	—	(59)	(26)	(230)	(315)
At 31 December 2005	於二零零五年十二月三十一日	87,770	269	5,390	7,246	2,741	103,416
<b>DEPRECIATION AND AMORTISATION</b>	<b>折舊與攤銷</b>						
At 1 January 2004	於二零零四年一月一日	156	63	913	1,975	990	4,097
Currency realignment	貨幣調整	—	—	(351)	410	30	89
Provided for the year	本年度撥備	3,376	33	1,813	751	311	6,284
Eliminated on disposals	出售時撇銷	—	—	(27)	(2)	(131)	(160)
At 31 December 2004	於二零零四年十二月三十一日	3,532	96	2,348	3,134	1,200	10,310
Currency realignment	貨幣調整	—	—	(17)	88	(38)	33
Provided for the year	本年度撥備	12,336	39	877	1,835	559	15,646
Eliminated on disposals	出售時撇銷	—	—	(59)	(16)	(230)	(305)
At 31 December 2005	於二零零五年十二月三十一日	15,868	135	3,149	5,041	1,491	25,684
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31 December 2005	於二零零五年十二月三十一日	71,902	134	2,241	2,205	1,250	77,732
At 31 December 2004	於二零零四年十二月三十一日	21,185	123	1,485	2,499	776	26,068

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Plant and machinery	20%
Leasehold improvements	Over the shorter of the term of the lease
Furniture, fixtures and equipment	15%
Telephone and computer systems	30%
Motor vehicles	20% - 30%

At 31 December 2005, the net book value of the Group's property, plant and equipment included an aggregate net book values of approximately HK\$59,166,000 (2004: HK\$11,595,000) in respect of assets held under finance leases.

### 17. INTEREST IN/TRADE RECEIVABLES FROM A JOINTLY CONTROLLED ENTITY

Cost of unlisted investments	非上市投資之成本
Share of post-acquisition losses	分佔收購後虧損

### 16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目按以下年率以直線法計算折舊：

廠房及機器	20%
租賃物業裝修	按租期之較短者
傢俬、裝置及設備	15%
電話及電腦系統	30%
汽車	20%至30%

於二零零五年十二月三十一日，本集團之物業、廠房及設備之賬面淨值包括按融資租賃項下所持資產之總賬面淨值約59,166,000港元(二零零四年：11,595,000港元)。

### 17. 於一間合營公司之權益／應收一間合營公司貿易賬款

	2005 HK\$'000 千港元	2004 HK\$'000 千港元
	41,003	41,003
	(41,003)	(41,003)
	—	—
	—	—

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 17. INTEREST IN/TRADE RECEIVABLES FROM A JOINTLY CONTROLLED ENTITY (continued)

Details of the Group's jointly controlled entity at 31 December 2005 are as follows:

Name of jointly controlled entity	Form of business structure	Place of registration/ operation
合營公司名稱	業務架構形式	註冊／經營地點
Shenzhen TOP Guo Wei Electronics Co., Ltd ("Guo Wei") 深圳托普國威電子有限公司 ("國威")	Incorporated 註冊成立	The People's Republic of China (the "PRC") 中華人民共和國 ("中國")

Trade receivables due from the jointly controlled entity mainly arose from the net result of purchase of finished goods from Guo Wei and purchase of raw materials on behalf of Guo Wei. The amount is unsecured, non-interest bearing and repayable on demand. The above balances are aged within 30 days at the respective balance sheet date.

The fair value of the trade receivables from a jointly controlled entity approximates its carrying amount.

### 17. 於一間合營公司之權益／應收一間合營公司貿易賬款(續)

於二零零五年十二月三十一日，本集團合營公司之詳情如下：

Proportion of nominal value of registered capital indirectly held by the Group	Principal activities
本公司間接持有之註冊股本之面值比例	主要業務
46%	Manufacture of telephone and related products 製造電話及相關產品

應收合營公司貿易賬款主要來自向國威採購製成品及代表國威採購原料之業績淨額。該等金額為無抵押、免息及須按要求即時償還。上述結餘於各自之結算日之賬齡為三十日內。

應收一間合營公司貿易賬款之公平值與其賬面值相若。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 17. INTEREST IN/TRADE RECEIVABLES FROM A JOINTLY CONTROLLED ENTITY (continued)

The summarised financial information in respect of the Group's jointly controlled entity which are accounted for using the equity method is set out below:

Results	業績
Revenue	收益
(Loss) profit for the year (Note)	本年度(虧損)溢利(附註)
Profit for the year attributable to the Group	本集團應佔本年度溢利
Financial position	財務狀況
Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Net assets attributable to the Group	本集團應佔資產淨值

Note: The Group has discontinued including its share of results of Guo Wei once the cumulative share of losses of Guo Wei is equal to the investment cost in Guo Wei. The Group will not resume including its share of those profits unless its share of profits equals the share of losses not recognised.

Included in the balance of current liabilities of HK\$744,349,000 was an amount of HK\$362,000,000 due to the Group brought forward from previous years up to 4 September 2001, against which an impairment loss in the same amount had been recognised by the Group in a previous year.

### 17. 於一間合營公司之權益／應收一間合營公司貿易賬款(續)

本集團以權益法為合營公司入賬之財務資料概述如下：

	2005 HK\$'000 千港元	2004 HK\$'000 千港元
Revenue	1,836,086	2,083,047
(Loss) profit for the year (Note)	(9,324)	3,694
Profit for the year attributable to the Group	—	—
Non-current assets	178,216	172,572
Current assets	191,046	157,996
Current liabilities	(744,349)	(699,960)
	(375,087)	(369,392)
Net assets attributable to the Group	—	—

附註：本集團已於應佔國威之累計虧損等於國威之投資成本時，終止計入其應佔國威之業績。除非本集團應佔國威溢利相等於未確認之應佔虧損，否則本集團不會計入其應佔之該等溢利。

於流動負債結餘744,349,000港元中，包括應付本集團由過往年度直至二零零一年九月四日結轉之362,000,000港元金額，其中本集團已於一過往年度確認相同金額之減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 17. INTEREST IN/TRADE RECEIVABLES FROM A JOINTLY CONTROLLED ENTITY (continued)

The Group has discontinued recognition of its share of losses of Guo Wei. The amounts of unrecognised share of loss of Guo Wei, based on its unaudited management accounts, are as follows:

Unrecognised share of (loss) profit of a jointly controlled entity for the year	本年度未確認應佔一間合營公司之(虧損)溢利
Accumulated unrecognised share of losses of a jointly controlled entity	累計未確認應佔一間合營公司之虧損

### 17. 於一間合營公司之權益／應收一間合營公司貿易賬款(續)

本集團已終止確認其應佔國威之虧損。根據國威之未經審核管理賬目，未確認應佔國威之虧損金額如下：

	2005 HK\$'000 千港元	2004 HK\$'000 千港元
	(4,289)	1,699
	(4,719)	(430)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Product development expenditure 產品開發支出 HK\$'000 千港元
COST	成本	
At 1 January 2004	於二零零四年一月一日	47,032
Additions	添置	43,713
Acquisition of a subsidiary	收購一間附屬公司	6,873
At 31 December 2004	於二零零四年十二月三十一日	97,618
Additions	添置	86,250
At 31 December 2005	於二零零五年十二月三十一日	183,868
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 January 2004	於二零零四年一月一日	21,199
Charge for the year	本年度扣除	18,600
At 31 December 2004	於二零零四年十二月三十一日	39,799
Charge for the year	本年度扣除	22,700
At 31 December 2005	於二零零五年十二月三十一日	62,499
CARRYING AMOUNTS	賬面值	
At 31 December 2005	於二零零五年十二月三十一日	121,369
At 31 December 2004	於二零零四年十二月三十一日	57,819

Product development expenditure is amortised over a period of 3 years.

In the opinion of the directors of the Company, the intangible assets are worth at least their carrying amount. At 31 December 2005, other than an amount of approximately HK\$96 million (2004: HK\$26 million) which was related to products in the stage of development, the remaining intangible assets had been put into commercial use.

產品開發支出乃分三年攤銷。

本公司董事認為，無形資產最少須相等於其賬面值。於二零零五年十二月三十一日，除有關產品仍處開發階段之款項約96,000,000港元（二零零四年：26,000,000港元）外，餘下之無形資產已作商業用途。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 19. INVENTORIES

Inventories, representing finished goods, as at 31 December 2005 and 2004 are carried at cost.

### 20. TRADE, BILLS AND OTHER RECEIVABLES

Trade and bills receivables  
Other receivables

應收貿易賬款及應收票據  
其他應收款項

2005	2004
HK\$'000	HK\$'000
千港元	千港元
22,248	101,403
15,131	11,622
<u>37,379</u>	<u>113,025</u>

The Group allows an average credit period of 30 days to its trade customers. Details of the aged analysis of trade and bills receivables are as follows:

0 - 30 days  
31 - 60 days  
Over 60 days

零至三十日  
三十一至六十日  
六十日以上

本集團給予其貿易客戶之平均信貸期限為三十日。有關應收貿易賬款及應收票據之賬齡分析如下：

2005	2004
HK\$'000	HK\$'000
千港元	千港元
18,149	95,228
1,136	3,268
2,963	2,907
<u>22,248</u>	<u>101,403</u>

The fair values of the Group's trade, bills and other receivables at 31 December 2005 approximate their carrying amounts.

於二零零五年十二月三十一日，本集團之應收貿易賬款、應收票據及其他應收款項之公平值與其賬面值相若。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 21. TRADE RECEIVABLES WITH INSURANCE COVERAGE

The Group allows an average credit period of 45 days to its trade customers with insurance covered. Details of the aged analysis of trade receivables with insurance coverage are as follows:

0 - 30 days	零至三十日
31 - 60 days	三十一至六十日
Over 60 days	六十日以上

The fair values of the Group's trade receivables with insurance coverage at 31 December 2005 approximate their carrying amounts.

### 22. BILLS RECEIVABLES DISCOUNTED WITH FULL RECOURSE

The Group allows an average credit period of 30 days to its trade customer. Details of the aged analysis of bills receivables discounted with full recourse are as follows:

0 - 30 days	零至三十日
31 - 60 days	三十一至六十日
Over 60 days	六十日以上

The fair values of the Group's bills receivables discounted with full recourse at 31 December 2005 approximate their carrying amounts.

### 21. 已投保之應收貿易賬款

本集團給予其已投保之貿易客戶之平均信貸期限為四十五日。有關已投保之應收貿易賬款之賬齡分析如下：

2005 HK\$'000 千港元	2004 HK\$'000 千港元
117,790	92,351
91,603	37,497
36,742	1,818
<u>246,135</u>	<u>131,666</u>

於二零零五年十二月三十一日，本集團已投保之應收貿易賬款之公平值與其賬面值相若。

### 22. 附有全面追索權之應收貼現票據

本集團給予其貿易客戶之平均信貸期限為三十日。有關附有全面追索權之應收貼現票據之賬齡分析如下：

2005 HK\$'000 千港元	2004 HK\$'000 千港元
80,901	—
4,595	—
1,996	—
<u>87,492</u>	<u>—</u>

於二零零五年十二月三十一日，本集團附有全面追索權之應收貼現票據之公平值與其賬面值相若。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 23. TRADE AND OTHER PAYABLES

Trade payables	應付貿易賬款
Accrued charges	應計費用

Details of the aged analysis of trade payables are as follows:

0 - 30 days	零至三十日
31 - 60 days	三十一至六十日
Over 60 days	六十日以上

The fair values of the Group's trade and other payables at 31 December 2005 approximate their carrying amounts.

### 24. BANK BALANCES/ADVANCES DRAWN ON TRADE RECEIVABLES WITH INSURANCE COVERAGE AND ON BILLS RECEIVABLES DISCOUNTED WITH FULL RECOURSE

The fair values of these balances approximate their corresponding carrying amounts.

Bank balances comprised bank deposits with short maturity at market interest rates.

The effective interest rates on the Group's advances drawn on trade receivable with insurance coverage and bills receivables discounted with full recourse are 5.5% (2004: 4%).

### 23. 應付貿易賬款及其他應付款項

2005	2004
HK\$'000	HK\$'000
千港元	千港元

176,612	246,848
42,793	40,183
<u>219,405</u>	<u>287,031</u>

有關應付貿易賬款之賬齡分析如下：

2005	2004
HK\$'000	HK\$'000
千港元	千港元

122,495	116,571
31,169	99,322
22,948	30,955
<u>176,612</u>	<u>246,848</u>

於二零零五年十二月三十一日，本集團應付貿易賬款及其他應付款項之公平值與其賬面值相若。

### 24. 銀行結餘／預支已投保之應收貿易賬款及附有全面追索權之應收貼現票據之墊款

該等結餘之公平值與其相應賬面值相若。

銀行結餘包括按市場利率計息並於短期內到期之銀行存款。

本集團之預支已投保之應收貿易賬款及附有全面追索權之應收貼現票據之墊款之實際利率為5.5% (二零零四年：4%)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 25. OBLIGATIONS UNDER FINANCE LEASES

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term is 4 years (2004: 4 years). Interest rates underlying all obligations under finance leases are either fixed or variable at respective contract dates ranging from 4% to 6% (2004: 6%). These leases have no terms of renewal or purchase options and escalation clauses. No arrangements have been entered into for contingent rental payments.

### 25. 融資租賃項下之債務

本集團之政策為根據融資租賃出租其若干裝置及設備。租期平均為四年(二零零四年：四年)。所有融資租賃項下債務之相關利率為於各自之租約期之固定或介乎4%至6%(二零零四年：6%)之浮動利率。該等租賃並無續期條款或購買權及遞增條款。迄今概無就或然租金訂立任何安排。

		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金現值	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2004 HK\$'000 千港元
Amounts payable under finance leases	融資租賃項下之應付金額：				
Within one year	一年內	20,975	6,571	19,349	6,116
In more than one year but not more than two years	超過一年但不逾兩年	16,998	6,055	15,871	5,885
In more than two years but not more than three years	超過兩年但不逾三年	9,329	1,667	8,778	1,659
In more than three years but not more than four years	超過三年但不逾四年	1,383	—	1,361	—
		<u>48,685</u>	<u>14,293</u>		
Less: future finance charges	減：未來融資費用	<u>(3,326)</u>	<u>(633)</u>		
Present value of lease obligations	租賃債務現值	<u>45,359</u>	<u>13,660</u>	45,359	13,660
Less: Amounts due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期償還流動負債下列示之款項			<u>(19,349)</u>	<u>(6,116)</u>
Amounts due for settlement after 12 months	十二個月後到期償還之款項			<u>26,010</u>	<u>7,544</u>

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

本集團融資租賃項下之債務，乃以出租人就租賃資產之抵押作擔保。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 25. OBLIGATIONS UNDER FINANCE LEASES (continued)

Finance lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

As at 31 December 2005	於二零零五年十二月三十一日
As at 31 December 2004	於二零零四年十二月三十一日

The fair values of the Group's finance lease obligations, determined based on the present value of the estimated future cash flows discounted using the prevailing market rate at the balance sheet date, approximate their carrying amounts.

### 26. BANK BORROWINGS

Trust receipt loans, unsecured	信託收據貸款，無抵押
Other bank loans, unsecured	其他銀行貸款，無抵押

The loans will be repaid within one year of the balance sheet date. Except for the other bank loans which carry interest at fixed-rate, all other bank borrowings carrying interest at variable rates. The fair value of the bank borrowings approximates their carrying amount.

The effective interest rates on the Group's borrowings are as follows:

Effective interest rates:	實際利率：
Trust receipt loans	信託收據貸款
Other bank loan	其他銀行貸款

### 25. 融資租賃項下之債務 (續)

以有關集團實體功能貨幣以外之貨幣結算之融資租賃債務載列如下：

GBP  
£'000  
英鎊  
千英鎊

8  
23

本集團之融資租賃債務按以結算日之現行市值折現之估計未來現金流量現值釐定之公平值與其賬面值相若。

### 26. 銀行借貸

2005	2004
HK\$'000	HK\$'000
千港元	千港元

95,689	19,239
14,352	—
<u>110,041</u>	<u>19,239</u>

貸款將由結算日起計一年內償還。除以固定利率計息之其他銀行貸款外，所有其他銀行借貸均以浮動利率計息。銀行借貸之公平值與其賬面值相若。

本集團借貸之實際利率如下：

2005	2004
5.6%	4.1%
6.3%	—

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 26. BANK BORROWINGS (continued)

The Group's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

At 31 December 2005	於二零零五年十二月三十一日
At 31 December 2004	於二零零四年十二月三十一日

As at the balance sheet date, the Group has the following undrawn borrowing facilities:

Floating rate	浮動利率
---------------	------

### 26. 銀行借貸 (續)

以有關集團實體功能貨幣以外之貨幣結算之本集團借貸載列如下：

US\$'000  
千美元

11,761  
2,348

於結算日，本集團有以下未動用借貸融資：

2005	2004
HK\$'000	HK\$'000
千港元	千港元

952,960	287,266
---------	---------

### 27. AMOUNTS DUE TO MINORITY SHAREHOLDERS

The amounts due to minority shareholders are unsecured, non-interest bearing and have no fixed repayment terms.

The directors consider that the fair values of the amounts due from the minority shareholders determined based on the present value of the estimated future cash flows discounted using the market rate prevailing at the balance sheet date, approximate their carrying amounts.

### 27. 應付少數股東款項

應付少數股東款項為無抵押、免息及無固定還款期。

董事認為，應付少數股東款項按以結算日之現行市值折現之估計未來現金流量現值釐定之公平值與其賬面值相若。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 28. SHARE CAPITAL OF THE COMPANY

### 28. 本公司之股本

		Notes 附註	Number of shares 股份數目	Amount 數額 HK\$'000 千港元
Ordinary shares of HK\$0.1 each:	每股面值0.1港元之普通股：			
AUTHORISED:	法定：			
At 1 January 2004,	於二零零四年一月一日、			
31 December 2004	二零零四年及			
and 2005	二零零五年十二月三十一日		2,500,000,000	250,000
ISSUED AND FULLY PAID:	已發行及繳足股本：			
At 1 January 2004	於二零零四年一月一日		308,493,516	30,849
Exercise of share options	行使購股權	(a)	14,349,500	1,435
Exercise of warrants	行使認股權證	(b)	2,055,644	206
At 31 December 2004	於二零零四年十二月三十一日		324,898,660	32,490
Exercise of share options	行使購股權	(a)	2,120,000	212
At 31 December 2005	於二零零五年十二月三十一日		327,018,660	32,702

Notes:

- (a) During the year ended 31 December 2005, 2,120,000 (2004: 14,349,500) ordinary shares in the Company of HK\$0.1 each were issued upon the exercise of 2,120,000 (2004: 14,349,500) share options, giving a total cash consideration of HK\$1,283,000 (2004: HK\$1,435,000).
- (b) During the year ended 31 December 2004, 2,055,644 (2005: Nil) shares in the Company of HK\$0.6 each were issued upon the exercise of 2,055,644 warrants at the exercise price of HK\$0.6 each.

附註：

- (a) 於截至二零零五年十二月三十一日止年度，2,120,000股（二零零四年：14,349,500股）每股面值0.1港元之本公司普通股已於行使2,120,000份（二零零四年：14,349,500份）購股權時發行，總現金代價為1,283,000港元（二零零四年：1,435,000港元）。
- (b) 於截至二零零四年十二月三十一日止年度，2,055,644股（二零零五年：無）每股面值0.6港元之本公司股份已於行使2,055,644份認股權證時（行使價為每份0.6港元）發行。

All the new shares issued during the year ended 31 December 2005 ranked pari passu with the then existing shares in all respects.

於截至二零零五年十二月三十一日止年度內已發行之所有新股份，均於各方面與當時股份享有同等權益。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 29. WARRANTS

During the year ended 31 December 2004, 2,055,644 (2005: Nil) warrants with the exercise price of HK\$0.6 each were exercised, resulting in the issue of 2,055,644 new shares of HK\$0.1 each in the Company for the aggregate proceeds of approximately HK\$1,233,000 before the related share issue expenses.

At 31 December 2005 and 2004, there was no outstanding warrants issued but not yet exercised.

### 30. SHARE-BASED PAYMENT TRANSACTIONS

#### *Equity-settled share option scheme:*

Pursuant to a share option scheme of the Company adopted on 7 September 1999 (the "1999 Scheme"), the Company's board of directors of the Company may, at its discretion, grant options to any employees of the Company and its subsidiaries, including executive directors of any of such companies, to subscribe for shares in the Company for the primary purpose of providing incentives to directors and eligible employees.

The subscription price of the option shares shall be a price to be determined by the directors of the Company being not less than 80% of the average of the closing prices of the Company's shares traded on the Stock Exchange for the five trading days immediately preceding the date of offer of the option or the nominal value of the shares of the Company, whichever is higher.

The options under the 1999 Scheme could be exercised at any time subject to certain restrictions contained in the offer letter, within a period of three years commencing on the date falling twelve months after the date of acceptance of an option. Pursuant to an ordinary resolution passed in a special general meeting held on 13 July 2001, the option period was modified. The options under the 1999 Scheme can now be exercised within a period of four years commencing on the date of acceptance of an option.

### 29. 認股權證

於截至二零零四年十二月三十一日止年度，2,055,644份（二零零五年：無）每份行使價0.6港元之認股權證已獲行使，因而發行2,055,644股每股面值0.1港元之新股份，合共帶來之所得款項總額（未扣除有關股份發行開支）約為1,233,000港元。

於二零零五年及二零零四年十二月三十一日，並無任何已發行但尚未行使之認股權證。

### 30. 以股份為基礎之付款之交易

#### *股本結算購股權計劃：*

根據本公司於一九九九年九月七日採納之購股權計劃（「一九九九年計劃」），本公司董事會可酌情向本公司及其附屬公司之任何僱員（包括任何該等公司之執行董事）授予購股權以認購本公司之股份，主要目的為獎勵董事及合資格僱員。

購股權之認購價將為本公司董事釐定之價格，即不少於本公司股份於緊接提呈購股權日期前五個交易日在聯交所買賣之不少於平均收市價80%或本公司股份之面值（以較高者為準）。

一九九九年計劃之購股權可由接納購股權日期後十二個月起計之三年期間內隨時行使（惟須受要約函件內所載之若干規限所限制）。根據於二零零一年七月十三日舉行之股東特別大會上通過之一項普通決議案，購股權期間已予以修訂。一九九九年計劃項下之購股權現可由接納購股權起計之四年期間內隨時行使。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Pursuant to a special resolution passed at the general meeting held on 23 May 2002 under which the Company's board of directors may, at its discretion, grant options to eligible persons including directors and employees, a new share option scheme (the "2002 Scheme") was adopted by shareholders, to subscribe shares in the Company for the primary purpose of providing incentives to directors and employees. No further options shall be granted under the 1999 Scheme and the options which have been granted during the life of the 1999 Scheme shall continue to be exercisable.

The exercise price of the share options under the 2002 Scheme is determined, at the discretion of the Directors, and must be at least the higher of:

- (a) the average of the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the relevant date of offer of the share options;
- (b) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the relevant date of offer of the share options, which must be a business day; and
- (c) the nominal value of the shares of the Company.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company (including the 1999 Scheme) shall not in aggregate exceed 30% of the shares in issue from time to time.

The total number of shares issued and may be issued upon exercise of the options granted to any individual under the 2002 Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares in issue.

### 30. 以股份為基礎之付款之交易 (續)

根據一項於二零零二年五月二十三日舉行之股東大會上通過之特別決議案，本公司董事會可酌情決定向合資格人士(包括董事及僱員)授予購股權，以認購本公司股份。由股東採納之新購股權計劃(「二零零二年計劃」)，主要目的在於獎勵董事及僱員。目前已不能再根據一九九九年計劃授出購股權，惟於一九九九年計劃已授出之購股權仍可繼續予以行使。

二零零二年計劃之購股權行使價由董事按下列各項酌情決定(以較高者為準)：

- (a) 緊接有關購股權授出日期前五個交易日於聯交所每日報價表得出之本公司股份平均收市價；
- (b) 有關購股權授出日期於聯交所每日報價表得出之本公司股份收市價，該日必須為營業日；及
- (c) 本公司股份之面值。

根據二零零二年計劃及本公司任何其他購股權計劃(包括一九九九年計劃)，所有授出而尚未行使之購股權，於行使後可予發行股份之最高數目不得超過於不時發行之股份總額30%。

根據二零零二年計劃及本公司任何其他購股權計劃(包括已行使、註銷及尚未行使)，於任何十二個月期間行使向任何人士授予購股權而發行及可予發行之股份總數，不可超過已發行股份1%。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The 2002 Scheme will remain in force for a period of ten years commencing from the date of adoption of the 2002 Scheme, after which no further options shall be granted but the options which are granted during the life of the 2002 Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the 2002 Scheme shall in all other respects remain in full force and effect in respect thereof. Options may be exercised in accordance with the terms of the 2002 Scheme at any time during the period as the board may determined in granting the option but in any event not exceeding ten years from the date of grant.

Options granted under the 2002 Scheme must be taken up within 30 days of the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant.

At 31 December 2005, the number of shares in respect of which options could be exercisable under the terms of the 1999 Scheme and the 2002 Scheme was Nil (2004: 1,500,000) and 23,047,000 (2004: 23,667,000) representing 0% (2004: 0.46%) and 7.05% (2004: 7.28%), respectively of the shares of the Company in issue at the date.

### 30. 以股份為基礎之付款之交易 (續)

二零零二年計劃自其採納日期起計十年內仍然有效，於該日期後則不會再授出購股權，惟於二零零二年計劃期內授出之購股權仍可根據其發行條款繼續予以行使，而二零零二年計劃之規定在所有其他有關方面均仍具十足效力。購股權可於董事會授出購股權時所決定之期間內任何時間根據二零零二年計劃之條款予以行使，惟此期間在任何情況內均不得超過授出日期起計十年內。

根據二零零二年計劃授出之購股權須由授出日期起計三十日內提取。於接納購股權後，承授人應向本公司支付代價1港元。

於二零零五年十二月三十一日，根據一九九九年計劃及二零零二年計劃之條款可予行使之購股權所發行之股份數目為零（二零零四年：1,500,000）及23,047,000（二零零四年：23,667,000），分別佔本公司於該日之已發行股份之0%（二零零四年：0.46%）及7.05%（二零零四年：7.28%）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses the details of the Company's share options and movements in such holdings during the year:

Date of grant 授出日期	Expiry date 到期日	Notes 附註 HK\$ 港元	Exercise price per share 每股行使價	Balance at 1/1/2005 於二零零五年 一月一日 之結餘 HK\$ 港元	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Balance at 31/12/2005 於二零零五年 十二月三十一日 之結餘
<b>Employees</b> 僱員								
5/6/2001	4/6/2005	(b)	0.434	1,500,000	—	(1,500,000)	—	—
4/12/2002	3/12/2007	(c) & (d)	0.292	1,895,000	—	—	—	1,895,000
3/3/2003	2/3/2008	(c) & (d)	0.385	4,400,000	—	—	—	4,400,000
9/12/2003	8/12/2008	(c) & (e)	1.020	10,560,000	—	(620,000)	—	9,940,000
16/3/2004	15/3/2009	(c) & (e)	0.996	4,400,000	—	—	—	4,400,000
18/10/2004	17/10/2009	(c) & (f)	2.120	2,412,000	—	—	—	2,412,000
Exercisable at the end of the year 於年終時可予行使				25,167,000	—	(2,120,000)	—	23,047,000
Weighted average exercise price 加權平均行使價								HK\$0.61

### 30. 以股份為基礎之付款之交易 (續)

下表披露年內本公司購股權及該等持有購股權之變動詳情：

Date of grant 授出日期	Expiry date 到期日	Notes 附註	Exercise price per share 每股行使價	Balance at 1/1/2004 於二零零四年 一月一日 之結餘 HK\$ 港元	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Balance at 31/12/2004 於二零零四年 十二月三十一日 之結餘
<b>Employees</b> 僱員								
6/6/1997	18/4/2004	(a)	14.333	1,953,600	—	—	(1,953,600)	—
5/1/2000	4/1/2004	(b)	1.579	600,000	—	—	(600,000)	—
23-30/6/2000	22-29/6/2004	(b)	0.567	7,732,500	—	(7,732,500)	—	—
3-5/7/2000	30/6/2004, 1-4/7/2004	(b)	0.567	177,000	—	(177,000)	—	—
1-20/10/2000	30/9/2004, 1-19/10/2004	(b)	0.567	750,000	—	(750,000)	—	—
5/6/2001	4/6/2005	(b)	0.434	1,500,000	—	—	—	1,500,000
4/12/2002	3/12/2007	(c) & (d)	0.292	1,995,000	—	(100,000)	—	1,895,000
3/3/2003	2/3/2008	(c) & (d)	0.385	4,400,000	—	—	—	4,400,000
9/12/2003	8/12/2008	(c) & (e)	1.020	16,150,000	—	(5,590,000)	—	10,560,000
16/3/2004	15/3/2009	(c) & (e)	0.996	—	4,400,000	—	—	4,400,000
18/10/2004	17/10/2009	(c) & (f)	2.120	—	2,412,000	—	—	2,412,000
Exercisable at the end of the year 於年終時可予行使				35,258,100	6,812,000	(14,349,500)	(2,553,600)	25,167,000
Weighted average exercise price 加權平均行使價								0.73

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Details of the share options held by the directors included in the above are as follows:

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1/1/2005	Granted during the year	Exercised during the year	Lapsed during the year	Balance at 31/12/2005
授出日期	到期日	附註	每股行使價	於二零零五年一月一日之結餘	於年內授出	於年內行使	於年內失效	於二零零五年十二月三十一日之結餘
			HK\$	HK\$				
			港元	港元				
<b>Directors</b>								
<b>董事</b>								
5/6/2001	4/6/2005	(b)	0.434	1,500,000	—	(1,500,000)	—	—
4/12/2002	3/12/2007	(c) & (d)	0.292	1,875,000	—	—	—	1,875,000
3/3/2003	2/3/2008	(c) & (d)	0.385	4,400,000	—	—	—	4,400,000
9/12/2003	8/12/2008	(c) & (e)	1.020	7,600,000	—	—	—	7,600,000
16/3/2004	15/3/2009	(c) & (e)	0.996	4,400,000	—	—	—	4,400,000
Exercisable at the end of the year				19,775,000	—	(1,500,000)	—	18,275,000
於年終時可予行使								
Weighted average exercise price								HK\$0.43
加權平均行使價								

### 30. 以股份為基礎之付款之交易

(續)

下表披露本公司由董事持有購股權於年內之變動：

Date of grant	Expiry date	Notes	Exercise price per share	Balance at 1/1/2004	Granted during the year	Exercised during the year	Lapsed during the year	Balance at 31/12/2004
授出日期	到期日	附註	每股行使價	於二零零四年一月一日之結餘	於年內授出	於年內行使	於年內失效	於二零零四年十二月三十一日之結餘
			HK\$	HK\$				
			港元	港元				
<b>Directors</b>								
<b>董事</b>								
6/6/1997	18/4/2004	(a)	14.333	1,598,400	—	—	(1,598,400)	—
27-30/6/2000	26-29/6/2004	(b)	0.567	7,335,000	—	(7,335,000)	—	—
19/10/2000	18/10/2004	(b)	0.567	750,000	—	(750,000)	—	—
5/6/2001	4/6/2005	(b)	0.434	1,500,000	—	—	—	1,500,000
4/12/2002	3/12/2007	(c) & (d)	0.292	1,925,000	—	(50,000)	—	1,875,000
3/3/2003	2/3/2008	(c) & (d)	0.385	4,400,000	—	—	—	4,400,000
9/12/2003	8/12/2008	(c) & (e)	1.020	7,600,000	—	—	—	7,600,000
16/3/2004	15/3/2009	(c) & (e)	0.996	—	4,400,000	—	—	4,400,000
Exercisable at the end of the year				25,108,400	4,400,000	(8,135,000)	(1,598,400)	19,775,000
於年終時可予行使								
Weighted average exercise price								HK\$0.57
加權平均行使價								

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Notes:

- (a) The options were granted pursuant to the share option scheme of the Company adopted on 19 April 1994. Options are fully vested at the date of grant and may be exercised at any time from the date of grant to the 4th anniversary of the date of grant.
- (b) The options were granted pursuant to the 1999 Scheme. Options are fully vested at the date of grant and may be exercised at any time from the date of grant to the 5th anniversary of the date of grant.
- (c) The options were granted pursuant to the 2002 Scheme.
- (d) Options may be exercised at any time from the date of to the 5th anniversary of the date of grant.
- (e) Options granted to the directors of the Company are fully vested at the date of grant and may be exercised at any time from the date of grant to the 5th anniversary of the date of grant. Options granted to employees (other than directors) are exercisable subject to (i) up to 50% of the options are exercisable from 9 December 2003 to 8 December 2004; (ii) all remaining options are exercisable from 9 December 2004 to 8 December 2008.
- (f) Options are exercisable subject to (i) up to 50% of the options are exercisable from 18 April 2005 to 17 October 2005; (ii) all remaining options are exercisable from 18 October 2005 to 17 October 2009.

During the year ended 31 December 2004, total consideration received during the year from employees for taking up the options granted amounted to HK\$28 (2005: Nil).

In respect of the share options exercised during the year, the weighted average share price at the dates of exercise is HK\$2.75 (2004: HK\$1.38).

### 30. 以股份為基礎之付款之交易 (續)

附註：

- (a) 購股權乃根據於一九九四年四月十九日採納之本公司購股權計劃授出。購股權於授出日期全數歸屬及可由授出日期起至授出日期第四週年止之任何期間內行使。
- (b) 購股權乃根據一九九九年計劃授出。購股權於授出日期全數歸屬及可由授出日期起至授出日期第五週年止之任何期間內行使。
- (c) 購股權乃根據二零零二年計劃授出。
- (d) 購股權可由授出日期起至授出日期第五週年止之任何期間內行使。
- (e) 授予本公司董事之購股權於授出日期全數歸屬及可由授出日期起至授出日期第五週年止之任何期間內行使。授予僱員(董事以外)之購股權之行使須受到以下限制：(i)最高達50%之購股權可由二零零三年十二月九日起至二零零四年十二月八日止期間內行使；及(ii)餘下所有購股權可由二零零四年十二月九日起至二零零八年十二月八日止期間內行使。
- (f) 購股權之行使須受到以下限制：(i)最高達50%之購股權可由二零零五年四月十八日起至二零零五年十月十七日止期間內行使；及(ii)餘下所有購股權可由二零零五年十月十八日起至二零零九年十月十七日止期間內行使。

於截至二零零四年十二月三十一日止年度，來自僱員接納授出之購股權所付之總代價為28港元(二零零五年：無)。

於年內行使之購股權於行使當日之加權平均股價為2.75港元(二零零四年：1.38港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

During the year ended 31 December 2004, options were granted on 16 March 2004 and 18 October 2004. All options granted on or before 16 March 2004, were vested before 1 January 2005. They do not fall within the transitional provision of HKFRS 2. The estimated fair value per options granted on 18 October 2004 was HK\$0.67. No option was granted in 2005.

The fair value was calculated using The Black-Scholes pricing model. The inputs into the model were as follows:

Weighted average share price	加權平均股價
Exercise price	行使價
Expected volatility	預計波幅
Expected life	預計有效期
Risk free rate	無風險利率
Expected dividend yield	預計股息率

Expected volatility was determined by using the historical volatility of the Company's share price over previous 2.5 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised an expense of HK\$1,125,000 for the year ended 31 December 2005 (2004: HK\$493,000) in relation to share options granted by the Company.

### 30. 以股份為基礎之付款之交易 (續)

於截至二零零四年十二月三十一日止年度，購股權乃於二零零四年三月十六日及二零零四年十月十八日授出。所有於二零零四年三月十六日或之前授出之購股權已於二零零五年一月一日前歸屬。該等購股權並不列入香港財務報告準則第2號之過渡性條文範圍內。於二零零四年十月十八日授出每份購股權之估計公平值為0.67港元。於二零零五年概無授出任何購股權。

公平值以畢蘇定價模式計算。模式之參數如下：

	2005	2004
	—	HK\$2.215
	—	HK\$2.120
	—	55%
	—	2.5 years
	—	1.110%
	—	1.970%

預計波幅以本公司股價於過往2.5年之歷史波幅釐定。模式使用之預計有效期已根據管理層就不可轉讓、行使限制及行為考慮之影響之最佳估計作出調整。

本集團於截至二零零五年十二月三十一日止年度就本公司授出之購股權確認開支1,125,000港元(二零零四年：493,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 31. ACQUISITION OF A SUBSIDIARY

On 28 May 2004, the Group acquired the entire issued share capital of Mansella Limited (renamed as SunCorp Applied Research Limited in 2005) for a consideration of approximately HK\$10,476,000. This acquisition has been accounted for by the acquisition method of accounting. No goodwill arose as a result of the acquisition.

### 31. 收購一間附屬公司

於二零零四年五月二十八日，本集團收購Mansella Limited(於二零零五年改名為SunCorp Applied Research Limited)之所有已發行股本，代價約為10,476,000港元。此項收購以收購會計法計算。有關收購並無產生任何商譽。

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
NET ASSETS ACQUIRED	已收購資產淨值		
Property, plant and equipment	物業、廠房及設備	—	4,008
Intangible assets	無形資產	—	6,873
Trade receivables, deposits and prepayment	應收貿易賬款、按金及預付款	—	54
Bank balances and cash	銀行結餘及現金	—	890
Trade payables, deposits received and accrued charges	應付貿易新賬款、 已收按金及應計費用	—	(1,349)
Total consideration	代價總額	<u>—</u>	<u>10,476</u>
Satisfied by:	以下列方式支付：		
Cash	現金	—	9,901
Expenses paid in relation to the acquisition	就收購支付之開支	—	575
		<u>—</u>	<u>10,476</u>
Net cash outflow arising on acquisition	收購產生之現金流出淨額		
Cash consideration	現金代價	—	(10,476)
Bank balances and cash acquired	已收購銀行結餘及現金	—	890
		<u>—</u>	<u>(9,586)</u>

The subsidiary acquired during the year ended 31 December 2004 did not contribute to the Group's turnover and did not contribute significantly to the Group's cash flows for that year. However, it contributed a loss of HK\$3,988,000 to the Group's profit from operations for that year.

於截至二零零四年十二月三十一日止年度內收購之附屬公司並無對本集團於該年度之營業額有任何貢獻，亦無對本集團之現金流量有重大貢獻。然而，其為本集團於該年度之經營溢利帶來虧損3,988,000港元。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 32. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2005, the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of approximately HK\$50,848,000 (2004: HK\$12,081,000).

### 32. 主要非現金交易

於截至二零零五年十二月三十一日止年度，本集團就於租約開始日資本總值約50,848,000港元(二零零四年：12,081,000港元)之資產訂立融資租賃安排。

### 33. DEFERRED TAX LIABILITIES

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior reporting years:

### 33. 遞延稅項負債

以下為於本報告年度及過往報告年度確認之主要遞延稅項(資產)負債及其變動：

		Accelerated tax depreciation	Accelerated tax depreciation	Accelerated tax deduction on product development expenditure 產品開發 開支之加速 稅項扣減	Tax losses	Total
		加速 稅項折舊 HK\$'000 千港元	加速 稅項折舊 HK\$'000 千港元	稅項扣減 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2004	於二零零四年一月一日	322	—	—	—	322
Charge (credit) to income for the year	年內於收入扣除(計入)	1,697	8,011	(7,660)	2,048	
At 31 December 2004	於二零零四年 十二月三十一日	2,019	8,011	(7,660)	2,370	
(Credit) charge to income for the year	年內於收入(計入)扣除	(2,022)	15,035	(9,228)	3,785	
At 31 December 2005	於二零零五年 十二月三十一日	(3)	23,046	(16,888)	6,155	

At the balance sheet date, the Group has tax losses of HK\$101,906,000 (2004: HK\$43,772,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$96,502,000 (2004: HK\$43,772,000) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$5,404,000 (2004: Nil) due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

於結算日，本集團之稅項虧損為101,906,000港元(二零零四年：43,772,000港元)，可供用作抵銷未來溢利。而就有關虧損96,502,000港元(二零零四年：43,772,000港元)已確認遞延稅項資產。由於未來溢利流之不可預測，因此並無就餘下稅項虧損5,404,000港元(二零零四年：零)確認遞延稅項資產。稅項虧損可無限期結轉。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 34. CONTINGENT LIABILITIES

Guarantees given to banks in respect of credit facilities utilised by a jointly controlled entity  
Bills discounted with full recourse

就一間合營公司所動用之銀行信貸向銀行作出擔保  
附有全面追索權之貼現票據

2005	2004
HK\$'000	HK\$'000
千港元	千港元
70,251	71,422
—	135,412
<u>70,251</u>	<u>206,834</u>

### 35. CAPITAL COMMITMENT

Capital expenditure in respect of acquisition of plant and machinery contracted for but not provided in the financial statements

就收購廠房及設備之已訂約但未於財務報表撥備之資本開支

2005	2004
HK\$'000	HK\$'000
千港元	千港元
620	—

Capital expenditure in respect of acquisition of intangible assets contracted for but not provided in the financial statements

就收購無形資產之已訂約但未於財務報表撥備之資本開支

<u>2,915</u>	<u>6,603</u>
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### 36. OPERATING LEASE ARRANGEMENTS

Minimum lease payments paid under operating leases during the year:  
- Premises

年內根據經營租賃支付之最低租金：  
- 物業

2005	2004
HK\$'000	HK\$'000
千港元	千港元
<u>596</u>	<u>608</u>



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 36. OPERATING LEASE ARRANGEMENTS (continued)

As at the balance sheet date, the Group has commitments for future minimum lease payments under non-cancellable operating leases in respect of certain premises as follows:

Operating leases which fall due:	經營租約於下列年期到期：
Within one year	一年內
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties and warehouses. Leases are negotiated for an average term of 3 years and rentals are fixed for an average of 3 years.

### 37. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

In accordance with the relevant rules and regulations in other countries in which the Group operates, the Group is required to operate defined contribution schemes managed by the relevant jurisdictions and to make contributions for its eligible employees. The contribution borne by the Group is calculated according to the level regulated by the relevant jurisdictions.

The total cost charged to income statements of HK\$1,210,000 (2004: HK\$753,000) represents contributions payable to the above scheme and other pension schemes in jurisdictions other than Hong Kong by the Group in respect of the current year.

### 36. 經營租賃安排(續)

於結算日，本集團就若干物業之不可撤銷經營租賃，擁有未來最低租金承擔如下：

2005	2004
HK\$'000	HK\$'000
千港元	千港元
991	658
898	10
<u>1,889</u>	<u>668</u>

經營租賃之租金，相當於本集團就其若干辦公室物業及倉庫而應付之租金。租賃乃平均每三年磋商一次，而租金則平均每三年釐定一次。

### 37. 退休福利計劃

本集團向所有香港合資格僱員提供強制性公積金計劃。該計劃資產與本集團資產乃分開持有，並由信託人管理。本集團向該計劃作出5%之薪金供款，與僱員之供款百分比相同。

根據本集團經營所在之其他國家之相關規則及規例，本集團須設立由相關司法權區管理之界定供款計劃，並就其合資格僱員作出供款。本集團承擔之供款乃根據相關司法權區規定之水平計算。

於收益表中扣除之總成本為1,210,000港元(二零零四年：753,000港元)，乃本集團就本年度對上述計劃及香港以外司法權區之其他退休金計劃應付之供款。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 38. PLEDGE OF ASSETS

As at 31 December 2004, bank deposits in the aggregate amount of approximately HK\$21,375,000 were pledged to secure banking facilities granted to the Group. Such security was released during the current year.

### 39. RELATED PARTY TRANSACTIONS

(I) The Group purchased finished goods of approximately HK\$1,832,613,000 (2004: HK\$2,086,151,000) from Guo Wei. In addition, as at 31 December 2005, certain of Guo Wei's bank borrowings amounting to approximately HK\$70 million (2004: HK\$71 million) were guaranteed by the Group. The Group also purchased raw materials on behalf of Guo Wei with zero mark-up.

(II) Compensation of key management personnel

The directors of the Group considered that they are the only key management personnel of the Group. Their remuneration are set out in note 12(a).

### 38. 資產抵押

於二零零四年十二月三十一日，總額約21,375,000港元之銀行存款已作為本集團獲批授銀行融資之抵押。該抵押已於本年度內解除。

### 39. 關連人士交易

(I) 本集團向國威購買製成品約1,832,613,000港元（二零零四年：2,086,151,000港元）。此外，於二零零五年十二月三十一日，本集團就國威之若干銀行借貸約70,000,000港元（二零零四年：71,000,000港元）作出擔保。本集團亦代表國威以零加價購買原材料。

(II) 主要管理人員之補償

本集團之董事認為彼等為本集團唯一之主要管理人員。彼等之酬金載於附註12(a)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005

截至二零零五年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries as at 31 December 2005 are as follows:

### 40. 本公司主要附屬公司詳情

本公司各主要附屬公司於二零零五年十二月三十一日之詳情如下：

Name of subsidiary	Place of incorporation/ establishment	Form of legal entity	Issued and fully paid share/ registered capital	Proportion of nominal value of issued capital/ registered capital held by the Company	Principal activities
附屬公司名稱	註冊成立/ 成立地點	法定 實體形式	已發行及 繳足股本/ 註冊資本	已發行股本/ 註冊資本 應佔股權比例 %	主要業務
HB Electronics (China) Limited 錫威電子(中國)有限公司	British Virgin Islands 英屬處女群島	Limited company 有限公司	US\$1 ordinary share 普通股1美元	100	Investment holding 投資控股
SunCorp Applied Research Limited (前稱 Mansella Limited)	England and Wales 英格蘭及威爾斯	Limited company 有限公司	£1 ordinary share 普通股1英鎊	100	Research and development of telephones and related equipment 研究及開發電話及相關設備
MONDIAL Communications Limited 萬達鈴通訊有限公司	Hong Kong 香港	Limited company 有限公司	HK\$2 ordinary shares 普通股2港元	100	Research, development and marketing of telephones and related equipment 研究、發展及推廣電話及相關設備
MONDIAL Communications (Europe) Limited	England and Wales 英格蘭及威爾斯	Limited company 有限公司	£10,000 ordinary shares 普通股 10,000英鎊	100	European marketing and customer liaison for telephones and related equipment 於歐洲市場推廣流動電話及相關設備及維繫當地客戶
SunCorp Communications (Europe) Limited	England and Wales 英格蘭及威爾斯	Limited company 有限公司	£500,000 ordinary shares 普通股 500,000英鎊	100	Marketing and customer liaison 進行市場推廣及客戶維繫

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

### 40. 本公司主要附屬公司詳情 (續)

Name of subsidiary	Place of incorporation/ establishment	Form of legal entity	Issued and fully paid share/ registered capital	Proportion of nominal value of issued capital/ registered capital held by the Company	Principal activities
附屬公司名稱	註冊成立/ 成立地點	法定 實體形式	已發行及 繳足股本/ 註冊資本	本公司持有 已發行股本/ 註冊資本 應佔股權比例 %	主要業務
SunCorp Communications Limited 新確通訊有限公司	Hong Kong 香港	Limited company 有限公司	HK\$775,000 ordinary shares HK\$225,000 non-voting deferred shares (Note) 普通股 775,000港元 無投票權遞延股 225,000港元 (附註)	100	Trading of telephones 買賣電話
SunCorp Industrial Limited 新確實業有限公司	Hong Kong 香港	Limited company 有限公司	HK\$100 ordinary shares 普通股100港元	100	Trading of telephones and raw material sourcing 買賣電話及採購原材料
SunCorp (Service & Distribution) Limited	England and Wales 英格蘭及 威爾斯	Limited company 有限公司	£1,750 ordinary shares 普通股 1,750英磅	97	Co-ordination, repair and servicing of telephones and related equipment 調校、修理及保養電話及 相關設備
SunCorp Information Technologies (Asia) Limited 新確資訊科技(亞洲)有限公司	Hong Kong 香港	Limited company 有限公司	HK\$2 ordinary shares 普通股 2港元	100	Trading of telephones 買賣電話

*Note:* The deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies or to participate in any distribution on winding up.

*附註:* 遞延股實際上不附有獲發股息之權利，亦無權收取舉行各公司各自之任何股東大會之通知或出席該等大會及於會上投票之權利，亦無權就清盤收取任何分派。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

*For the year ended 31 December 2005*

截至二零零五年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

All the above active subsidiaries operate principally in their respective place of incorporation or establishment.

None of the subsidiaries had issued any debt securities at the end of the year, or at any time during the year.

### 40. 本公司主要附屬公司詳情 (續)

董事認為，上文所列本集團之附屬公司對本集團之業績或資產產生主要影響。依董事之意見，列出其他附屬公司之細節將流於冗長。

上述所有附屬公司主要在各自之註冊成立或成立地點經營。

於年終時或於年內任何時間，各附屬公司均無發行任何債務證券。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 41. BALANCE SHEET INFORMATION OF THE COMPANY

### 41. 本公司之資產負債表資料

		NOTES 附註	2005 HK\$'000 千港元	2004 HK\$'000 千港元 (restated) (重列)
Non-current asset	非流動資產			
Interests in subsidiaries	於附屬公司之權益	a	—	—
Current assets	流動資產			
Deposits and prepayments	按金及預付款項		1,739	197
Amounts due from subsidiaries	應收附屬公司款項	b	134,678	138,524
Taxation recoverable	可收回稅項		21	2,215
Bank balances and cash	銀行結餘及現金		177	233
			<u>136,615</u>	<u>141,169</u>
Current liabilities	流動負債			
Deposits received and accrued charges	已收按金及應計費用		1,060	4,737
Amounts due to subsidiaries	應付附屬公司款項	b	21,169	—
			<u>22,229</u>	<u>4,737</u>
Net current assets	流動資產淨值		<u>114,386</u>	<u>136,432</u>
			<u>114,386</u>	<u>136,432</u>
Capital and reserves	股本及儲備			
Share capital	股本		32,702	32,490
Reserves	儲備	c	81,684	103,942
			<u>114,386</u>	<u>136,432</u>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 41. BALANCE SHEET INFORMATION OF THE COMPANY (continued)

Notes:

(a) Interests in subsidiaries

Unlisted shares, at cost	非上市股份，按成本
Less: Impairment losses recognised	減：已確認之減值虧損

Details of the Company's principal subsidiaries at 31 December 2005 are set out in note 40.

(b) Amounts due from (to) subsidiaries

The amounts due from (to) subsidiaries are unsecured, interest-free and repayable on demand (2004: no fixed repayment terms).

The fair value of the amounts due from (to) subsidiaries at 31 December 2005 approximate the carrying amounts.

### 41. 本公司之資產負債表資料 (續)

附註：

(a) 於附屬公司之權益

2005 HK\$'000 千港元	2004 HK\$'000 千港元
86,803	86,803
(86,803)	(86,803)
<u>—</u>	<u>—</u>

本公司於二零零五年十二月三十一日之主要附屬公司詳情載於附註40。

(b) 應收(應付)附屬公司款項

應收(應付)附屬公司款項乃無抵押、免息及按要求即時償還(二零零四年：無固定還款期)。

於二零零五年十二月三十一日，應收(應付)附屬公司款項之公平值與其賬面值相若。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2005  
截至二零零五年十二月三十一日止年度

### 41. BALANCE SHEET INFORMATION OF THE COMPANY (continued)

Notes: (continued)

(c) Reserves

### 41. 本公司之資產負債表資料 (續)

附註：(續)

(c) 儲備

		Share premium 股份溢價 HK\$000 千港元	Contributed surplus 繳入盈餘 HK\$000 千港元	Share option reserve 購股權儲備 HK\$000 千港元	Accumulated losses 累計虧損 HK\$000 千港元	Total 總額 HK\$000 千港元
THE COMPANY	本公司					
At 1 January 2004	於二零零四年一月一日	26,400	80,851	—	(64,824)	42,427
Dividends paid	已付股息	—	—	—	(15,982)	(15,982)
Shares issued at premium	以溢價發行股份	10,235	—	—	—	10,235
Share issue expenses	股份發行開支	(9)	—	—	—	(9)
Recognition of equity-settled share-based payments	確認股本結算 以股份為 基礎之付款	—	—	493	—	493
Profit for the year	本年度溢利	—	—	—	66,778	66,778
At 31 December 2004 (restated)	於二零零四年十二月 三十一日(重列)	36,626	80,851	493	(14,028)	103,942
Dividends paid	已付股息	—	—	—	(24,521)	(24,521)
Shares issued at premium	以溢價發行股份	1,071	—	—	—	1,071
Recognition of equity-settled share-based payments	確認股本結算 以股份為 基礎之付款	—	—	1,125	—	1,125
Profit for the year	本年度溢利	—	—	—	67	67
At 31 December 2005	於二零零五年 十二月三十一日	37,697	80,851	1,618	(38,482)	81,684

The contributed surplus of the Company represents the difference between the underlying net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal value of the share capital issued by the Company as consideration for the acquisition at the time of a group reorganisation in a previous year.

本公司繳入盈餘指本公司所購入附屬公司資產於購入當日之基本淨值，與本公司於本公司股份在一過往年度進行集團重組時就收購而發行作為代價之股本面值兩者之差額。