

Suncorp
Suncorp Technologies Limited
新 確 科 技 有 限 公 司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 1063)
(股份代號：1063)

For the six months ended 30 June 2008
截至二零零八年六月三十日止六個月

UNAUDITED INTERIM RESULTS

The board of directors (the "Board" or "Directors") of Suncorp Technologies Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2008 together with the comparative figures in 2007, as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

未經審核中期業績

新確科技有限公司(「本公司」)董事會(「董事會」或「董事」)公佈，本公司及其附屬公司(統稱「本集團」)截至二零零八年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零零七年之比較數字如下：

簡明綜合收益表

			Six months ended 30 June	
		Notes	2008 (Unaudited) 截至六月三十日止六個月 二零零八年 (未經審核) HK\$'000 千港元	2007 (Unaudited) 截至六月三十日止六個月 二零零七年 (未經審核) HK\$'000 千港元
		附註		
Revenue	收益	2	197,038	666,470
Cost of sales	銷售成本		(188,592)	(625,043)
Gross profit	毛利		8,446	41,427
Other income	其他收入	3	13,878	2,974
Distribution and selling expenses	銷售及分銷開支		(6,370)	(19,276)
Administrative expenses	行政費用		(18,888)	(19,294)
Amortisation of intangible assets	無形資產攤銷		-	(10,200)
Finance costs	財務成本		(4,268)	(8,681)
Loss before tax	除稅前虧損	4	(7,202)	(13,050)
Income tax	所得稅	5	-	-
Loss for the period	期間虧損		(7,202)	(13,050)
Attributable to:	下列人士應佔：			
Equity holders of the Company	本公司股本持有人		(7,202)	(13,050)
Minority shareholders	少數股東權益		-	-
			(7,202)	(13,050)
Interim dividend	中期股息		-	-
Loss per share	每股虧損	6		
-Basic	—基本		(HK\$ 0.0084)	(HK\$0.022)
-Diluted	—攤薄		N/A 不適用	N/A 不適用

CONDENSED CONSOLIDATED BALANCE SHEET

簡明綜合資產負債表

		Notes	As at 30 June 2008 (Unaudited) 於二零零八年 六月三十日 (未經審核) HK\$'000 千港元	As at 31 December 2007 (Audited) 於二零零七年 十二月三十一日 (經審核) HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		7,046	5,623
			<u>7,046</u>	<u>5,623</u>
Current assets	流動資產			
Inventories	存貨		1,933	26,286
Trade, bills and other receivables	應收貿易賬款、應收票據及其他應收款項	7	16,374	11,709
Trade receivable with insurance coverage	已投保之應收貿易賬款	8	–	144,586
Bills receivable discounted with full recourse	附有全面追索權之應收貼現票據	9	2,305	30,809
Tax recoverable	可收回稅項		2,358	2,358
Pledged bank deposits	已抵押銀行存款		–	15,966
Bank balances and cash	銀行結餘及現金		4,791	11,813
			<u>27,761</u>	<u>243,527</u>
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	10	269,210	296,714
Advances drawn on trade receivable with insurance coverage	預支已投保應收貿易賬款之墊款	11	–	30,809
Advances drawn on bills receivable discounted with full recourse	預支附有全面追索權之應收貼現票據之墊款	11	2,255	132,294
Amounts due to directors	應付董事款項		36,119	23,843
Tax payable	應付稅項		2,929	2,675
Obligations under finance leases due within one year	於一年內到期之融資租賃項下之債務	12	4,631	8,462
Bank borrowings due within one year	於一年內到期之銀行借貸		–	25,400
			<u>315,144</u>	<u>520,197</u>
Net current liabilities	流動負債淨額		<u>(287,383)</u>	<u>(276,670)</u>
Total assets less current liabilities	總資產減流動負債		<u>(280,337)</u>	<u>(271,047)</u>
Non-current liabilities	非流動負債			
Amount due to minority shareholders	應付少數股東款項		798	798
Obligations under finance leases due after one year	於一年後到期之融資租賃項下之債務	12	–	1,657
			<u>798</u>	<u>2,455</u>
Net liabilities	負債淨額		<u>(281,135)</u>	<u>(273,502)</u>
Capital and reserves	股本及儲備			
Share capital	股本	13	86,059	86,059
Reserves	儲備		(367,303)	(359,670)
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益		(281,244)	(273,611)
Minority interests	少數股東權益		109	109
Total equity	總權益		<u>(281,135)</u>	<u>(273,502)</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動報表

		Attributable to equity holders of the Company 本公司股本持有人應佔								Total 總計 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Share premium 股份 溢價 HK\$'000 千港元	Other capital reserve 其他 資本儲備 HK\$'000 千港元	Translation reserve 換算 儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Accumulated profits (losses) 累計 溢利(虧損) HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Minority interests 少數 股東權益 HK\$'000 千港元	
At 1 January 2007	於二零零七年一月一日	40,974	171,238	14,945	(3,248)	1,618	(264,851)	(39,324)	164	(39,160)
Exchange differences arising on translation of foreign operations recognised directly in the equity	於權益直接確認換算海外業務而產生之匯兌差額	-	-	-	(284)	-	-	(284)	-	(284)
Loss for the year	本年度虧損	-	-	-	-	-	(385,809)	(385,809)	(55)	(385,864)
Total recognized income and expense for the year	本年度確認之總收入及開支	-	-	-	(284)	-	(385,809)	(386,093)	(55)	(386,148)
Rights issue	供股	38,926	92,602	-	-	-	-	131,528	-	131,528
Share placement	配售股份	6,146	17,823	-	-	-	-	23,969	-	23,969
Share issue expenses	股份發行開支	-	(6,616)	-	-	-	-	(6,616)	-	(6,616)
Exercise of share options	行使購股權	13	24	-	-	-	-	37	-	37
Recognition of equity-settled share-based payments	確認以股本結算並以股份為基礎之付款	-	-	-	-	2,888	-	2,888	-	2,888
Release of equity-settled share-based payments	解除以股本結算並以股份為基礎之付款	-	-	-	-	(1,618)	1,618	-	-	-
At 31 December 2007	於二零零七年十二月三十一日	86,059	275,071	14,945	(3,532)	2,888	(649,042)	(273,611)	109	(273,502)
Exchange differences arising on translation of foreign operations recognised directly in the equity	於權益直接確認換算海外業務而產生之匯兌差額	-	-	-	(431)	-	-	(431)	-	(431)
Loss for the period	本期間虧損	-	-	-	-	-	(7,202)	(7,202)	-	(7,202)
At 30 June 2008	於二零零八年六月三十日	<u>86,059</u>	<u>275,071</u>	<u>14,945</u>	<u>(3,963)</u>	<u>2,888</u>	<u>(656,244)</u>	<u>(281,244)</u>	<u>109</u>	<u>(281,135)</u>

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

簡明綜合現金流量報表

		Six months ended 30 June	
		2008	2007
		(Unaudited)	(Unaudited)
		截至六月三十日止六個月	
		二零零八年	二零零七年
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營業務動用之現金淨額	<u>(14,138)</u>	<u>(26,907)</u>
Net cash used in investing activities	投資業務動用之現金淨額	<u>(3,689)</u>	<u>(12,307)</u>
Net cash from financing activities	融資業務所得之現金淨額	<u>10,952</u>	<u>(3,885)</u>
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	<u>(6,875)</u>	<u>(43,099)</u>
Effect of foreign exchange rate changes	外幣匯率變動之影響	<u>(147)</u>	<u>(315)</u>
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	<u>11,813</u>	<u>60,842</u>
Cash and cash equivalents at end of period	期終之現金及現金等值項目	<u><u>4,791</u></u>	<u><u>17,428</u></u>
Analysis of the balances of cash and cash equivalents:	現金及現金等值項目之結餘分析：		
Bank balances and cash	銀行結餘及現金	<u><u>4,791</u></u>	<u><u>17,428</u></u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of preparation and principal accounting policies

- a. The unaudited condensed consolidated accounts have been prepared on a basis consistent with the principal accounting policies adopted in the 2007 annual accounts with the addition of certain new standards, amendments and interpretations of Hong Kong Financial Reporting Standards ("HKFRS") issued and effective as the time of preparing this information. Where applicable, the comparatives have been amended as required.

In 2008, the Group adopted the following new or revised standards and interpretations of HKFRS:

HK (IFRIC) – Int 11	HKFRS 2 – Group and Treasury Share Transactions
HK (IFRIC) – Int 12	Service Concession Arrangements
HK (IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Assets, Minimum Funding Requirements and their interaction

The adoption of such standards or interpretations does not result in substantial changes to the Group's accounting policies and has no significant effect on the results reported for the first half of 2008.

- b. The unaudited condensed consolidated accounts have been prepared in accordance with the HKAS 34 "Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). This consolidated financial information should be read in conjunction with the 2007 accounts.

簡明綜合財務報表附註

1. 編製基準及主要會計政策

- a. 未經審核簡明綜合賬目按與二零零七年年度賬目所採用之主要會計政策一致之基準編製，並已額外採納於編製本資料日期已頒佈且已生效之香港財務報告準則（「香港財務報告準則」）之若干新準則、修訂及詮釋，並已於適當處按規定對比較資料作出相應修正。

於二零零八年，本集團已採納以下香港財務報告準則新訂或經修訂之準則及詮釋：

香港（國際財務報告詮釋委員會）－詮釋第11號	香港財務報告準則第2號－集團及庫存股份交易
香港（國際財務報告詮釋委員會）－詮釋第12號	服務特許權安排
香港（國際財務報告詮釋委員會）－詮釋第14號	香港會計準則第19號－界定福利資產之限制、最低撥款規定及兩者之相互關係

採納該等準則或詮釋並無引起本集團會計政策之重要變動，亦無對二零零八年上半年之業績報告構成重大影響。

- b. 未經審核簡明綜合賬目乃按香港會計師公會頒佈之香港會計準則第34條「中期財務報告」及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）之披露規定而編製。該綜合財務資料應與二零零七年賬目一併閱覽。

2. Segment information

Geographical segments by location of customers with reference to the location of final users of the telephone and related equipment for the six months ended 30 June 2008 are set out below:

		Western Europe 西歐 HK\$'000 千港元	Central & 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	161,733	9,665	22,921	2,719	197,038
RESULTS	業績					
Segment results	分類業績	5,028	334	2,990	94	8,446
Unallocated income	無分配之收入					13,878
Unallocated expenses	無分配之開支					(25,258)
Finance costs	財務成本					(4,268)
Loss before tax	除稅前虧損					(7,202)
Income tax	所得稅					-
Loss for the period	期內虧損					(7,202)

Geographical segments by location of customers with reference to the location of final users of the telephone and related equipment for the six months ended 30 June 2007 are set out below:

		Western Europe 西歐 HK\$'000 千港元	Central & 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	594,416	19,591	41,449	11,014	666,470
RESULTS	業績					
Segment results	分類業績	28,504	1,040	1,470	575	31,589
Unallocated income	無分配之收入					2,974
Unallocated expenses	無分配之開支					(38,932)
Finance costs	財務成本					(8,681)
Loss before tax	除稅前虧損					(13,050)
Income tax	所得稅					-
Loss for the period	期內虧損					(13,050)

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

2. 分類資料

截至二零零八年六月三十日止六個月之業務地區分類(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:

截至二零零七年六月三十日止六個月之業務地區分類(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:

由於所有本集團收益及業績貢獻皆來自設計及銷售電話及相關設備,故本集團並無呈報獨立業務分類分析。

3. Other Income

Gain on disposal of equipment
Others

出售設備之收益
其他

Six months ended 30 June
2008 2007
截至六月三十日止六個月
二零零八年 二零零七年
HK\$'000 HK\$'000
千港元 千港元

13,700 -
178 2,974

13,878 2,974

4. Loss before tax

Loss before tax has been arrived
at after charging:
Product development expenditure
Less: Amount capitalised

除稅前虧損已扣除下列各項：
產品開發支出
減：資本化金額

Six months ended 30 June
2008 2007
截至六月三十日止六個月
二零零八年 二零零七年
HK\$'000 HK\$'000
千港元 千港元

446 4,972

- -

446 4,972

Staff costs including Directors'
remuneration
Less: Amount capitalised in product
development expenditure

員工成本，包括董事酬金
減：產品開發支出之資本化金額

12,634 17,088

- -

12,634 17,088

Depreciation
Amortisation of intangible assets

折舊
無形資產攤銷

880 13,330

- 10,200

and after crediting:
Interest income

並已計入：
利息收入

246 417

5. Income tax

No provision for tax has been made as the Group has no assessable income for the period (2007: Nil).

3. 其他收入

4. 除稅前虧損

5. 所得稅

由於期內本集團並無應課稅收入，因此並無作出稅項撥備（二零零七年：無）。

6. Loss per share

The calculation of the basic loss per share for the period is based on the following data:

Loss for the purposes of basic loss per share 用以計算每股基本虧損之虧損

Weighted average number of ordinary shares for the purposes of basic loss per share 用以計算每股基本虧損之普通股加權平均數

The weighted average number of ordinary shares for the purpose of calculating basic loss per share for the six months ended 30 June 2008 and 2007 have been retrospectively adjusted for the effect of the rights issue completed during the year ended 31 December 2007.

Diluted loss per share is not presented for the six months ended 30 June 2008 and 2007 as the exercise of the outstanding share options of the Company for the six months ended 30 June 2008 and 2007 would result in a decrease in loss per share.

7. Trade, bills and other receivables

The Group allows an average credit period of 90 days to its trade customers. Details of the aged analysis of trade receivables are as follows:

0 -30 days	0—30日
31- 60 days	31—60日
61-90 days	61—90日
Over 90 days	90日以上

8. Trade receivable with insurance coverage

The Group allows an average credit period of 90 days to its trade customers. Details of the aged analysis of trade receivable with insurance coverage are as follows:

0 -30 days	0—30日
31- 60 days	31—60日
61 – 90 days	61—90日

6. 每股虧損

本期間之每股基本虧損乃根據以下數據計算：

Six months ended 30 June	
2008	2007
截至六月三十日止六個月	截至六月三十日止六個月
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元

(7,202)	(13,050)
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860,588,925	586,318,276
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截至二零零八年及二零零七年六月三十日止六個月用以計算每股基本虧損之普通股加權平均數已追溯調整，以反映於截至二零零七年十二月三十一日止年度完成供股之影響。

因行使本公司截至二零零八年及二零零七年六月三十日止六個月之未行使購股權將導致每股虧損減少，故並未呈列截至二零零八年及二零零七年六月三十日止六個月之每股攤薄虧損。

7. 應收貿易賬款、應收票據及其他應收款項

本集團給予其貿易客戶之平均信貸期限為九十日。應收貿易賬款之賬齡分析詳情如下：

30 June 2008	31 December 2007
二零零八年六月三十日	二零零七年十二月三十一日
HK\$'000	HK\$'000
千港元	千港元
932	279
263	41
1,849	4,550
2,513	677
5,557	5,547

8. 已投保之應收貿易賬款

本集團給予其貿易客戶之平均信貸期限為九十日。已投保之應收貿易賬款之賬齡分析詳情如下：

30 June 2008	31 December 2007
二零零八年六月三十日	二零零七年十二月三十一日
HK\$'000	HK\$'000
千港元	千港元
-	34,086
-	74,912
-	35,588
-	144,586

9. Bills receivable discounted with full recourse

The Group allows an average credit period of 90 days to its trade customers. Details of the aged analysis of bills receivable discounted with full recourse are as follows:

0 - 30 days	0 - 30日
31 - 60 days	31 - 60日
61 - 90 days	61 - 90日

10. Trade and other payables

The average credit period on purchases of goods is 90 days. Details of the aged analysis of trade payables are as follows:

0 - 30 days	0 - 30日
31 - 60 days	31 - 60日
61 - 90 days	61 - 90日
Over 90 days (Note)	90日以上 (附註)

Note: The Group has given financial guarantees to Suncorp Industrial Limited, a wholly owned subsidiary of the Company, for a total amount of HK\$47,481,063.70 as at 30 June 2008.

11. Advances drawn on trade receivable with insurance coverage and on bills receivable discounted with full recourse

The interest on the Group's advances drawn on trade receivable with insurance coverage and advance drawn on bills receivable discounted with full recourse are charged at variable rates ranging from 5% to 5.9% (2007: 6.6% to 7.3%) per annum.

9. 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九十日。附有全面追索權之應收貼現票據之賬齡分析詳情如下：

30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
-	12,086
-	17,123
2,305	1,600
2,305	30,809

10. 應付貿易賬款及其他應付款項

購貨之平均信貸期為90日。應付貿易賬款之賬齡分析詳情如下：

30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
5,647	49,978
5,538	54,593
10,420	49,882
156,805	51,126
178,410	205,579

附註：於二零零八年六月三十日，本集團已經向本公司之全資附屬公司新確實業有限公司提供總額為47,481,063.70港元之財務擔保。

11. 預支已投保應收貿易賬款及附有全面追索權之應收貼現票據之墊款

本集團之預支已投保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利息按介乎5%至5.9%（二零零七年：6.6%至7.3%）之浮動年利率計算。

12. Obligations under finance leases

It is the Group's policy to lease certain of its plant and machinery under finance leases. The average remaining lease term is 3 years (2007: 3 years). For the six months ended 30 June 2008, the average effective borrowing rate was 3.62% to 6.76% (2007: 5.58% to 7.4%). All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

12. 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廠房及機器。尚餘租期平均為三年（二零零七年：三年）。於截至二零零八年六月三十日止六個月，實際之借貸率平均為3.62%至6.76%（二零零七年：5.58%至7.4%）。所有租賃均按固定還款基準訂立，但並未就或然租金訂立任何安排。

		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金現值	
		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 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	4,631	8,789	4,631	8,462
In more than one year but not more than two years	超過一年但不逾兩年	-	1,697	-	1,657
		<u>4,631</u>	<u>10,486</u>		
Less: future finance charges	減：未來融資費用	-	(367)		
Present value of lease obligations	租賃債務現值	<u>4,631</u>	<u>10,119</u>	4,631	10,119
Less: Amount due for settlement within one year (shown under current liabilities)	減：一年內到期償還之款項（列於流動負債）			(4,631)	(8,462)
Amount due for settlement after one year	一年後到期償還之款項			-	1,657

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

本集團之融資租賃債務乃以出租人已抵押之租賃資產作擔保。

13. Share capital

Ordinary shares at HK\$0.1 each	每股面值0.1港元之普通股
AUTHORIZED:	法定：
At 1 January 2008	於二零零八年一月一日
Increased in authorized share capital during the period (Note)	法定股本於期內增加 (附註)
At 30 June 2008	於二零零八年六月三十日
ISSUED AND FULLY PAID:	已發行及繳足：
At 1 January 2008 and 30 June 2008	於二零零八年一月一日及 二零零八年六月三十日

Note: The increase in authorized share capital of the Company from HK\$250,000,000 to HK\$500,000,000 by the creation of an additional 2,500,000,000 shares of HK\$0.1 each was duly approved by the shareholders of the Company at the annual general meeting held on 11 June 2008.

14. Contingent liabilities

Information concerning the claims which are the subject of legal proceedings brought by Uniden Corporation and Uniden Hong Kong Limited referred to in the Management Discussion and Analysis can be found in the Company's annual report for the year ended 31 December 2007.

As at 30 June 2008, the Group has received 53 alleged claims (the "Alleged Claims") pending against members of the Group with the total amount of approximately HK\$64,697,921.76. Of the Alleged Claims there are a total of 20 sets of legal proceedings pending against Suncorp Industrial Limited ("SIL"), a wholly owned subsidiary of the Company with a combined claim value totaling approximately HK\$24,989,366.04 comprising 7 actions pending against in the High Court of Hong Kong, 8 actions pending in the District Court, and 5 actions pending in the Small Claims Tribunal (individually and/or collectively referred to herein as the "Actions" as the context may require).

In respect of the claims against SIL, the Board has sought legal advice in relation to applying for and obtaining a stay of the all the Actions pursuant to section 181 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) pending the disposal of the winding-up proceedings initiated against SIL as described below and remains confident that a stay of the Actions will be ordered by the Court.

The Directors are of the view that the financial impact of the Alleged Claims to the Group is limited as such claims had been reflected in this unaudited interim accounts of the Group. The Company is in negotiations with the creditors with a view to reach a mutually acceptable settlement plan and shall take all necessary actions to protect and preserve the respective interests of the Company and the shareholders of the Company.

13. 股本

	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares at HK\$0.1 each		
AUTHORIZED:		
At 1 January 2008	2,500,000,000	250,000
Increased in authorized share capital during the period (Note)	2,500,000,000	250,000
At 30 June 2008	5,000,000,000	500,000
ISSUED AND FULLY PAID:		
At 1 January 2008 and 30 June 2008	860,588,925	86,059

附註：本公司於二零零八年六月十一日舉行股東週年大會，本公司股東於會上批准藉著增加2,500,000,000股每股面值0.1港元之股份，將本公司之法定股本由250,000,000港元增至500,000,000港元。

14. 或然負債

管理層論述及分析中提及Uniden Corporation及Uniden Hong Kong Limited提出之法律程序，而屬於該等法律程序之主題的申索之相關資料，已載於本公司截至二零零七年十二月三十一日止年度之年報。

於二零零八年六月三十日，本集團收到五十三項對本集團成員公司作出之指稱待決申索（「指稱申索」），涉及款額共約64,697,921.76港元。該等指稱申索當中，有合共二十項乃對本公司全資附屬公司新確實業有限公司（「新確實業」）採取法律程序，合共索償約24,989,366.04港元，包括七項香港高等法院訴訟、八項地區法院訴訟及五項小額錢債審裁處個案（按文義所指，於本文個別及／或共同地統稱為「訴訟」）。

就對新確實業作出之申索而言，董事會已經就根據香港法例第32章公司條例第181條申請並獲頒令擱置所有訴訟以待處理下文所述之新確實業之清盤程序尋求法律意見，並仍然相信法院將頒令擱置該等訴訟。

董事認為，指稱申索對本集團之財務影響有限，因該等申索已在本集團之本未經審核中期賬目內反映。本公司正與債權人磋商，以達致雙方均接納之和解計劃，並會採取一切必須行動以保障及保存本公司及本公司股東各方之利益。

14. Contingent liabilities (continued)

The Board also advises that SIL was given the understanding that a petition for the winding-up of SIL (the "Petition") had been filed by Helms-Man Industrial Co., Ltd, a creditor of SIL, under High Court Action Number HCCW 287 of 2008 in late June 2008. As at 30 June 2008, a copy of the Petition has yet to be provided to SIL, and attempts are being made to seek service of the same. It is, in the interim, understood that the hearing of the Petition was fixed for 3 September 2008. The Company and SIL continue to seek legal advice in relation to this matter and shall take all necessary actions to protect and preserve the respective interests of the Company and the shareholders of the Company.

15. Commitments

Capital expenditure in respect of acquisition of plant and machinery contracted for but not provided in the consolidated financial statements	就收購廠房及機器之已簽約但並無於綜合財務報表中撥備之資本支出
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Capital expenditure in respect of acquisition of intangible assets contracted for but not provided in the consolidated financial statements	就收購無形資產之已簽約但並無於綜合財務報表中撥備之資本支出
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16. Related party disclosures

During the six months ended 30 June 2008, the Group purchased finished goods of HK\$139,339,538 (2007: HK\$588,271,000) from a jointly controlled entity. In addition, HK\$13,700,000 of equipment being sold to the jointly controlled entity as well.

The transactions disclosed above were entered at terms determined and agreed by the Group and the relevant parties.

14. 或然負債(續)

董事會亦知會，新確實業獲悉興茂實業有限公司(其為新確實業之債權人)於二零零八年六月底將清盤新確實業之呈請(「呈請」)送交法院存檔(高等法院案件編號HCCW 287/2008)。於二零零八年六月三十日，新確實業尚未獲提供呈請之副本，並嘗試獲送達有關呈請。當此之際，據悉呈請訂於二零零八年九月三日進行聆訊。本公司及新確實業繼續就此事尋求法律意見，並會採取一切必須行動以保障及保存本公司及本公司股東各方之利益。

15. 承擔

30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
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-	1,061
<u> </u>	<u> </u>

-	2,449
<u> </u>	<u> </u>

16. 關連人士披露事項

於截至二零零八年六月三十日止期間，本集團向一間合營公司購買價值139,339,538港元(二零零七年：588,271,000港元)之製成品。此外，13,700,000港元之設備亦已售予一間合營公司。

以上披露之交易乃按本集團與有關人士釐訂及協定之條款進行。

17. Post Balance sheet event

- (1) On 25 July 2008, the Board announced that the Company entered into the following conditional agreements on 11 July 2008:

- (a) the fully underwritten placing agreement with Tanrich Capital Limited (the "Placing Agent") pursuant to which the Placing Agent agreed to place, on a fully underwritten basis, the three-year 0.5% coupon convertible bonds in an aggregate principal amount of HK\$50,000,000, which are convertible into 500,000,000 shares at an initial conversion price of HK\$0.10 per share (subject to adjustments). Based on the conversion price of HK\$0.10, a maximum number of 500,000,000 fully underwritten conversion shares will be allotted and issued upon exercise of the conversion rights; and
- (b) the best effort placing agreement with the Placing Agent pursuant to which the Placing Agent agreed to place, on a best effort basis, the three-year 0.5% coupon convertible bonds up to an aggregate principal amount of HK\$50,000,000, which are convertible into 500,000,000 shares at an initial conversion price of HK\$0.10 per share (subject to adjustments). Based on the conversion price of HK\$0.10, a maximum number of 500,000,000 best effort conversion shares will be allotted and issued upon exercise of the conversion rights.

The aforesaid fully underwritten agreement and best effort placing agreement and the transactions contemplated thereunder were duly approved by the shareholders of the Company at the special general meeting held on 10 September 2008.

- (2) On 25 July 2008, the Board announced that H B Electronics (China) Limited (the "Purchaser"), an indirect wholly owned subsidiary of the Company, entered into the legally binding memorandum of undertaking with the 深圳市嘉豪投資有限公司 (transliterated as Shenzhen Jiahao Investment Company Limited) (the "Vendor") on 22 July 2008 pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the RBM3,200,000 in the registered and paid up capital of Shenzhen Guo Wei Electronics Co., Ltd ("Guo Wei"), representing 5% of the entire registered and paid up share capital of Guo Wei (the "Sale Capital") for a consideration of RMB3,200,000.

The consideration of RMB3,200,000 for the sale and purchase of the Sale Capital shall be payable by the Purchaser in cash two days after (i) the signing of the sale and purchase agreement to be entered into between the Purchaser and the Vendor at completion in the relation to the sale and purchase of the Sale Capital; and (ii) 中國公證部 (transliterated as PRC Attesting Bureau) having attested the sale and purchase agreement.

The acquisition constitutes a very substantial acquisition on the part of the Company under the Listing Rules and is subject to the approval of the shareholders of the Company at the special general meeting.

17. 結算日後事項

- (1) 於二零零八年七月二十五日，董事會宣佈本公司於二零零八年七月十一日訂立下列有條件協議：

- (a) 與浩德融資有限公司（「配售代理」）訂立全面包銷配售協議，據此，配售代理同意以全面包銷基準配售本金總額為50,000,000港元之三年期按半厘計息可換股債券，可以初步換股價每股0.10港元（可予調整）轉換為500,000,000股股份。根據換股價0.10港元，於換股權獲悉數行使時將配發及發行最多500,000,000股全面包銷換股股份；及
- (b) 與配售代理訂立盡力配售協議，據此，配售代理同意按盡力而為基準配售本金總額最多為50,000,000港元之三年期按半厘計息可換股債券，可以初步換股價每股0.10港元（可予調整）轉換為500,000,000股股份。根據換股價0.10港元，於換股權獲悉數行使時將配發及發行最多500,000,000股全面包銷換股股份。

上述之全面包銷配售協議及盡力配售協議以及據此擬進行之交易已於二零零八年九月十日舉行之股東特別大會上獲本公司股東正式批准。

- (2) 於二零零八年七月二十五日，董事會宣佈，錫威電子（中國）有限公司（「買方」，本公司之間接全資附屬公司）與深圳市嘉豪投資有限公司（「賣方」）於二零零八年七月二十二日訂立具法律約束力之備忘錄。據此，買方同意收購而賣方同意出售深圳國威電子有限公司（「國威」）之註冊及繳足資本人民幣3,200,000元，為國威全部註冊及繳足股本之5%（「銷售資本」），代價為人民幣3,200,000元。

買賣銷售資本之代價人民幣3,200,000元將於(i)買方與賣方於完成時就買賣銷售資本簽訂買賣協議；及(ii)中國公證部證實買賣協議後兩日，由買方以現金支付。

根據上市規則，收購事項構成本公司之非常重大收購事項，並須於股東特別大會上獲得本公司股東之批准。

INTERIM DIVIDEND

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2008 (2007: Nil).

CHAIRMAN'S STATEMENT

Introduction

On behalf of the Board of the Company, I present to you the Group's interim report for the six months ended 30 June 2008.

The Group has looked at a number of strategic options to streamline its operations and to stem loss making activities. In the first half of 2008, there was a change in the Group's operations. Manufacture of its complete telephone products was transferred to the Group's associate company, Shenzhen Guo Wei Electronics Co., Ltd. in Shenzhen, the PRC. This change was effected on 1 May 2008. This allowed the Group to continue a more rapid downsizing in terms of headcount and costs. The Group continued to provide manufacturing services at its subsidiary, Meizhou Guo Wei Suncorp Electronics Co., Ltd. in Meizhou, the PRC.

Taking the six months as a whole, all areas of expenses have been substantially reduced and I am pleased to report that effective 1 May 2008, our losses have been reduced as we transitted to our new manufacturing services activity.

Operating performance

Revenue was down 70% to approximately HK\$197 million as compared to approximately HK\$666 million for the corresponding period in 2007. Gross profit was down 80% to approximately HK\$8 million as compared to approximately HK\$41 million for the corresponding period in 2007. However, as a result of our change of operations mid-way through the period, distribution and selling expenses (down from approximately HK\$19 million to approximately HK\$6 million) and finance costs (down from approximately HK\$9 million to approximately HK\$4 million) all showed substantial decreases, and the loss for the period was reduced to approximately HK\$7 million as compared to approximately HK\$13 million for the corresponding period in 2007.

In the period under review, the Group placed the convertible notes in an aggregate principal amount of HK\$67.9 million, to not less than 6 independent placees who are professional and institutional investors and are independent third parties (as defined in the Listing Rules). The net proceeds from the placing of convertible notes of approximately HK\$65.7 million was fully utilized as general working capital of the Group.

Upon full conversion of the convertible notes at HK\$0.10 per conversion share, a total of 679,000,000 new conversion shares will be issued and none of the placees will become a substantial shareholder of the Company. As at 30 June 2008, the Company had outstanding convertible notes in an aggregate principal amount of HK\$67.9 million and there was no conversion of the convertible notes made by the holders.

中期股息

董事會並不建議派付截至二零零八年六月三十日止六個月之任何中期股息（二零零七年：無）。

主席報告

簡介

本人謹代表本公司董事會，向閣下提呈本集團截至二零零八年六月三十日止六個月之中期報告。

本集團已研究多個策略方案以精簡營運及結束蒙虧業務。於二零零八年上半年，本集團改變其營運方式，將全部的電話產品製造業務轉讓予本集團位於中國深圳之聯營公司深圳國威電子有限公司。此項變動於二零零八年五月一日起生效。此舉讓本集團得以繼續在人手及成本兩方面進行更快速的縮減規模行動。本集團繼續在中國梅州的附屬公司梅州國威新確電子有限公司提供製造服務。

綜觀本集團於六個月期間之表現，各方面的開支皆已大幅減省，本人亦欣然報告，由二零零八年五月一日起，隨著本集團通過經營新的製造服務活動，集團的虧損已經減少。

業務表現

本期間之收益約為197,000,000港元，較二零零七年同期約666,000,000港元減少70%。毛利減少80%至約8,000,000港元，而二零零七年同期則約為41,000,000港元。然而，由於本集團在本期間內中段時間改變營運方式，集團成功大幅削減銷售及分銷開支（由約19,000,000港元減至約6,000,000港元）及財務成本（由約9,000,000港元減至約4,000,000港元），而相比二零零七年同期之虧損約13,000,000港元，本期間之虧損亦收窄至約7,000,000港元。

於回顧期間，本集團向不少於六名獨立承配人（彼等為專業及機構投資者，屬獨立第三方（定義見上市規則））配售本金總額為67,900,000港元之可換股票據。配售可換股票據之所得款項淨額約為65,700,000港元，已悉數用作本集團之一般營運資金。

若可換股票據按每股換股股份0.10港元之價格悉數換股，本公司將發行合共679,000,000股新換股股份，而概無承配人將成為本公司之主要股東。於二零零八年六月三十日，本公司之未償還可換股票據的本金總額為67,900,000港元，持有人並無將可換股票據換股。

Prospect

The Board will continue to take a prudent risk averse approach in managing the financial affairs of the Group with a view to turning the Company back to profitability.

Acknowledgement

On behalf of the Board, I would like to take this opportunity to thank our customers, suppliers and staff for their continued support, and to assure shareholders and noteholders that we will work tirelessly to improve the Company's performance.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

For the six months ended 30 June 2008, the Group recorded a turnover of approximately HK\$197 million which represents a decrease of 70% as compared to the corresponding figure for the six months ended 30 June 2007. The gross profit for the period under review was approximately HK\$8 million as compared to approximately HK\$41 million for the previous period. Our operating profit was negatively impacted due to change in business structure during the six months: (i) no more trading activities with the jointly controlled entity since April 2008; and (ii) the new assembly service business started in Meizhou, the PRC at the beginning of the year. Finance costs decreased by 51% to approximately HK\$4 million, due mainly to the drop in turnover during the period. The turnover, gross profit and net profit of new assembly service business in Meizhou are set out as below:

Turnover	營業額
Gross profit	毛利
Net profit	純利

Segmental Information

All of the Group's turnover and contribution to results were derived from the design, manufacture, sale and provision of assembly services of telephones and related equipment. Our existing product range includes cordless telephones, VoIP, DECT and other telecom products. DECT products accounted for approximately 83% of our turnover for the period under review, up from 27% in the previous period. During the six months ended 30 June 2008, sales of VoIP amounted to 6% and the assembly services amounted 8% of the Group's turnover.

Our customer base continues to comprise prime telecom operating companies and telecom product distributors in Europe and Asia Pacific. Customers in European countries accounted for approximately HK\$171 million and in Asia Pacific region and other countries accounted for approximately HK\$26 million of the Group's turnover respectively.

前景

董事會將繼續以審慎規避風險的態度打理本集團之財務事宜，力求於可行範圍內盡快令本公司再度錄得盈利。

致謝

本人謹代表董事會，對一眾客戶、供應商及員工一直的支持致謝；並謹此向股東及票據持有人保證，集團上下將繼續努力不懈，致力改善本公司之表現。

管理層論述及分析

概覽

截至二零零八年六月三十日止六個月，本集團錄得營業額約197,000,000港元，較截至二零零七年六月三十日止六個月之相關數字下降70%。回顧期間之毛利約為8,000,000港元，去年同期則約為41,000,000港元。本集團之經營溢利因為於六個月期間內更改業務架構而受到負面影響：(i)自二零零八年四月起再無與合營公司進行貿易業務；及(ii)本集團於年初在中國梅州開展新的裝配服務業務。財務成本減少51%至約4,000,000港元，主要由於期內營業額下跌所致。位於梅州的新裝配服務業務之營業額、毛利及純利如下：

As at 30 June 2008
(Unaudited)
於二零零八年
六月三十日
(未經審核)
HK\$'000
千港元

16,181
2,632
45

分類資料

所有本集團營業額及業績貢獻，均來自設計、製造及出售電話及相關設備以及提供配套服務。本集團現有產品種類包括無線電話、VoIP、DECT及其他電訊產品。DECT產品佔本集團回顧期間之營業額由上一期間之27%上升至約83%。於截至二零零八年六月三十日止六個月內，VoIP之銷售額佔本集團營業額之6%，而配套服務則佔8%。

本集團之客戶群繼續包括歐洲及亞太區之主要電訊經營公司及電訊產品分銷商。歐洲國家之客戶為本集團營業額帶來約171,000,000港元，而亞太區及其他國家之客戶則帶來約26,000,000港元。

Liquidity and Financial Resources

The current ratio decreased from 0.47 to 0.09 was mainly due to the impairment loss recognized on the non-current assets, trade and other receivables from a jointly controlled entity in 2007.

As at 30 June 2008, the Group had cash on hand of approximately HK\$5 million, net current liabilities of approximately HK\$287 million, total assets of approximately HK\$35 million and shareholders' deficit of approximately HK\$281 million.

Among current assets, total trade receivables increased 40% to approximately HK\$16 million with no trade receivables with insurance coverage in comparing with the previous period.

The Group's total bank borrowings as at 30 June 2008 were approximately HK\$2 million (2007: HK\$189 million) which represented bills receivable discounted with full recourse. As at 30 June 2008, there was no bank borrowings due within one year (2007: HK\$25 million). The ratio of total bank borrowings and finance leases obligations to total assets reduced from 79% as at end of 2007 to 20% at the period end.

Gearing Ratio

No debt to equity ratio is available as the Group is in a negative equity position.

Capital Structure

On 18 December 2007, the Company announced that the Company and SBI E2-Capital (HK) Limited entered into the placing agreement dated 13 December 2007 whereby the Company conditionally agreed to place, through on a best efforts basis, the convertible notes in the aggregate principal amount of up to HK\$100 million. On 31 March 2008, the Company announced that the placing of the convertible notes in an aggregate principal amount of HK\$67.9 million was completed on 28 March 2008 in accordance with the terms of the said placing agreement. The convertible notes in an aggregate principal amount of HK\$67.9 million have been placed by SBI E2-Capital (HK) Limited, on best effort basis, to not less than 6 independent placees who are professional and institutional investors and are independent third parties (as defined in the Listing Rules). Upon full conversion of the convertible notes at HK\$0.10 per conversion share, a total of 679,000,000 new conversion shares will be issued.

As at 30 June 2008, the Company had outstanding convertible notes in an aggregate principal amount of HK\$67.9 million and there was no conversion of the convertible notes made by the holders.

流動資金及財政資源

流動比率由0.47下跌至0.09，主要由於在二零零七年就非流動資產以及應收一間合營公司貿易賬款及其他應收款項確認減值虧損。

於二零零八年六月三十日，本集團持有現金約5,000,000港元、流動負債淨額約287,000,000港元、資產總額約35,000,000港元及股東虧絀約281,000,000港元。

於流動資產中，應收貿易賬款總額增加40%至約16,000,000港元，而與去年同期比較則並無已投保之應收貿易賬款。

於二零零八年六月三十日，本集團之銀行借貸總額約為2,000,000港元（二零零七年：189,000,000港元），代表附有全面追索權之應收貼現票據。於二零零八年六月三十日，並無於一年內到期之銀行借款（二零零七年：25,000,000港元）。銀行借貸總額及財務租賃負債項佔總資產之比率由二零零七年底的79%下降至期末時之20%。

資產負債比率

由於本集團處於負股本狀況，因此無法提供債務與資本比率。

股本架構

本公司於二零零七年十二月十八日宣佈，於二零零七年十二月十三日，本公司與SBI E2-Capital (HK) Limited訂立配售協議。據此，本公司有條件同意按盡力基準配售本金總額最多達100,000,000港元之可換股票據。於二零零八年三月三十一日，本公司宣佈配售本金總額為67,900,000港元之可換股票據一事已根據上述配售協議之條款於二零零八年三月二十八日完成。SBI E2-Capital (HK) Limited已盡力向不少於六名獨立承配人配售本金總額67,900,000港元之可換股票據。承配人均為專業及機構投資者，且為獨立第三方（定義見上市規則）。於可換股票據按每股換股股份0.10港元獲全數換股後，將予發行合共679,000,000股新換股股份。

於二零零八年六月三十日，本公司之未償還可換股票據的本金總額為67,900,000港元，持有人並無將可換股票據換股。

Exchange Rate

All sales in the current period were in US dollars and the majority of the Group expense was in EURO, RMB and HK dollars. The appreciation of RMB on the other hand also had a negative impact on our cost structure. The Group studied and discussed with its banks the possibility of hedging against the RMB, but ultimately decided against this as the premium was considered too expensive. The Group does not speculate in currencies.

All bank borrowings of the Group were mainly made in HK dollars, US dollars, GBP and carried interest at fixed-rate except the trust receipt loans which carried interest at variable rates.

Investments

There were no material acquisitions or disposals of subsidiaries and associated companies during the period.

On 25 July 2008, the Board announced that H B Electronics (China) Limited (the "Purchaser"), an indirect wholly owned subsidiary of the Company, entered into the legally binding memorandum of undertaking with the 深圳市嘉豪投資有限公司 (transliterated as Shenzhen Jiahao Investment Company Limited) (the "Vendor") on 22 July 2008 pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the RBM3,200,000 in the registered and paid up capital of Guo Wei, representing 5% of the entire registered and paid up share capital of Guo Wei (the "Sale Capital") for a consideration of RMB3,200,000.

The consideration of RMB3,200,000 for the sale and purchase of the Sale Capital shall be payable by the Purchaser in cash two days after (i) the signing of the sale and purchase agreement to be entered into between the Purchaser and the Vendor at completion in the relation to the sale and purchase of the Sale Capital; and (ii) 中國公證部 (transliterated as PRC Attesting Bureau) having attested the sale and purchase agreement.

The acquisition constitutes a very substantial acquisition on the part of the Company under the Listing Rules and is subject to the approval of the shareholders of the Company at the special general meeting.

Contingencies Liabilities

Information concerning the claims which are the subject of legal proceedings brought by Uniden Corporation and Uniden Hong Kong Limited referred to in the Management Discussion and Analysis can be found in the Company's annual report for the year ended 31 December 2007.

As at 30 June 2008, the Group has received 53 alleged claims (the "Alleged Claims") pending against members of the Group with the total amount of approximately HK\$64,697,921.76. Of the Alleged Claims there are a total of 20 sets of legal proceedings pending against Suncorp Industrial Limited ("SIL"), a wholly owned subsidiary of the Company with a combined claim value totaling approximately HK\$24,989,366.04 comprising 7 actions pending against in the High Court of Hong Kong, 8 actions pending in the District Court, and 5 actions pending in the Small Claims Tribunal (individually and/or collectively referred to herein as the "Actions" as the context may require).

匯率

本期間內之所有銷售均以美元進行，而本集團之開支大部分以歐羅、人民幣及港元列值。另一方面，人民幣升值對本集團之成本結構亦造成負面影響。本集團已跟其往來銀行研究及磋商對沖人民幣之可能性，惟鑑於溢價過高而最終遭否決。本集團並無進行貨幣投機活動。

本集團所有銀行借貸主要以港元、美元或英鎊列值及按固定利率計息，惟信託收據貸款則按浮動利率計息。

投資

期內，集團概無進行任何重大收購或出售任何附屬公司及聯營公司。

於二零零八年七月二十五日，董事會宣佈，錫威電子(中國)有限公司(「買方」，本公司之間接全資附屬公司)與深圳市嘉豪投資有限公司(「賣方」)於二零零八年七月二十二日訂立具法律約束力之備忘錄。據此，買方同意收購而賣方同意出售國威之註冊及繳足資本人民幣3,200,000元，為國威全部註冊及繳足股本之5% (「銷售資本」)，代價為人民幣3,200,000元。

買賣銷售資本之代價人民幣3,200,000元將於(i)買方與賣方於完成時就買賣銷售資本簽訂買賣協議；及(ii)中國公證部證實買賣協議後兩日，由買方以現金支付。

根據上市規則，收購事項構成本公司之非常重大收購事項，並須於股東特別大會上獲得本公司股東之批准。

或然負債

管理層論述及分析中提及Uniden Corporation及Uniden Hong Kong Limited提出之法律程序，而屬於該等法律程序之主題的申索之相關資料，已載於本公司截至二零零七年十二月三十一日止年度之年報。

於二零零八年六月三十日，本集團收到五十三項對本集團成員公司作出之指稱待決申索(「指稱申索」)，涉及款額共約64,697,921.76港元。該等指稱申索當中，有合共二十項乃對本公司全資附屬公司新確實業有限公司(「新確實業」)採取法律程序，合共索償約24,989,366.04港元，包括七項香港高等法院訴訟、八項地區法院訴訟及五項小額錢債審裁處個案(按文義所指，於本文個別及／或共同地統稱為「訴訟」)。

In respect of the claims against SIL, the Board has sought legal advice in relation to applying for and obtaining a stay of the all the Actions pursuant to section 181 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) pending the disposal of the winding-up proceedings initiated against SIL as described below and remains confident that a stay of the Actions will be ordered by the Court.

The Directors are of the view that the financial impact of the Alleged Claims to the Group is limited as such claims had been reflected in this unaudited interim accounts of the Group. The Company is in negotiations with the creditors with a view to reach a mutually acceptable settlement plan and shall take all necessary actions to protect and preserve the respective interests of the Company and the shareholders of the Company.

The Board also advises that SIL was given the understanding that a petition for the winding-up of SIL (the "Petition") had been filed by Helms-Man Industrial Co., Ltd, a creditor of SIL, under High Court Action Number HCCW 287 of 2008 in late June 2008. As at 30 June 2008, a copy of the Petition has yet to be provided to SIL, and attempts are being made to seek service of the same. It is, in the interim, understood that the hearing of the Petition was fixed for 3 September 2008. The Company and SIL continue to seek legal advice in relation to this matter and shall take all necessary actions to protect and preserve the respective interests of the Company and the shareholders of the Company.

Capital Commitment

As at 30 June 2008, there is no any capital expenditure in respect of acquisition of intangible assets (2007: HK\$2,449,000) and plant and machinery (2007: HK\$1,061,000) contracted for but not provided in the financial statements and respectively.

Employees

The Group's emolument policies are formulated on the performance of employees with reference to the market condition. The Board may exercise its discretion to grant share options to the executive Directors and employees as an incentive to their contribution to the Group. During the period under review, no share option had been granted by the Group to the employees in accordance with the share option scheme.

就對新確實業作出之申索而言，董事會已經就根據香港法例第32章公司條例第181條申請並獲頒令擱置所有訴訟以待處理下文所述之新確實業之清盤程序尋求法律意見，並仍然相信法院將頒令擱置該等訴訟。

董事認為，指稱申索對本集團之財務影響有限，因該等申索已在本集團之本未經審核中期賬目內反映。本公司正與債權人磋商，以達致雙方均接納之和解計劃，並會採取一切必須行動以保障及保存本公司及本公司股東各方之利益。

董事會亦知會，新確實業獲悉興茂實業有限公司（其為新確實業之債權人）於二零零八年六月底將清盤新確實業之呈請（「呈請」）送交法院存檔（高等法院案件編號HCCW 287/2008）。於二零零八年六月三十日，新確實業尚未獲提供呈請之副本，並嘗試獲送達有關呈請。當此之際，據悉呈請訂於二零零八年九月三日進行聆訊。本公司及新確實業繼續就此事尋求法律意見，並會採取一切必須行動以保障及保存本公司及本公司股東各方之利益。

資本承擔

於二零零八年六月三十日，並無有關收購已訂約但未於財務報表中作出撥備之無形資產以及廠房及設備之資本開支（二零零七年：分別約為2,449,000港元及1,061,000港元）。

僱員

本集團之酬金政策，乃參考市況就僱員之表現而制定。董事會可酌情授予執行董事及僱員購股權，作為彼等對本集團貢獻之獎勵。於回顧期間內，本集團並無根據購股權計劃向僱員授出購股權。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 30 June 2008, the interests and short positions of the Directors, chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules were as follows:

Long Position

Ordinary shares of HK\$0.1 each of the Company

Name of Directors
董事姓名

WONG Sin Just (Note 2)	黃森捷 (附註2)
LEUNG Shek Kong (Note 3)	梁錫光 (附註3)
MAK Chee Bun	麥致賁
Malcolm Stephen JACOBS-PATON	

Long position in underlying shares (in respect of share equity derivatives)

Name of Directors
董事姓名

Malcolm Stephen JACOBS-PATON	
LEUNG Shek Kong	梁錫光
MAK Chee Bun	麥致賁
CHEUNG Chi Wai	張志偉

Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 860,588,925.

董事及主要行政人員之股份權益

於二零零八年六月三十日，董事、主要行政人員及彼等之聯繫人士在本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被計作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條須記錄於根據該條所存置之登記冊之權益或淡倉；或(iii)根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及淡倉如下：

好倉

本公司每股面值0.1港元之普通股

Number of ordinary shares held
所持普通股數目

Percentage of the
issued share capital
of the Company
佔本公司已發行
股本百分比
(Note 1)
(附註1)
(%)

Personal interests 個人權益	Corporate interests 公司權益	
–	108,780,000	12.64
52,715,694	76,416,422	15.01
4,041,951	–	0.47
782,343	–	0.09

相關股份（有關股份權益衍生工具）之好倉

Number of underlying shares held
所持相關股份數目

Percentage of the
issued share capital
of the Company
佔本公司
已發行股本
百分比
(Note 1)
(附註1)
(%)

Personal interests 個人權益	
3,061,871	0.36
3,061,871	0.36
3,061,871	0.36
1,188,727	0.14

附註：

- 該股權百分比是根據本公司之已發行股本860,588,925股計算。

2. Dato' Wong Sin Just, the non-executive Director and the chairman of the Company, is the beneficial owner of the entire share capital of Fine High Investment Limited. In accordance with the SFO, Dato' Wong Sin Just is deemed to be interested in 108,780,000 Shares held by Fine High Investment Limited.
3. Mr. Leung Shek Kong, an executive Director (re-designated as a non-executive Director on 26 August 2008), is entitled to exercise one third or more of the voting power at the general meeting of Suncorp Partners Limited. In accordance with the SFO, Mr. Leung Shek Kong is deemed to be interested in 76,416,422 Shares held by Suncorp Partners Limited, which together with his personal interest of 52,715,694 Shares totaling 129,132,116 Shares.

2. 本公司非執行董事兼主席黃森捷拿督為Fine High Investment Limited全部股本之實益擁有人。根據證券及期貨條例，黃森捷拿督視為持有Fine High Investment Limited所持108,780,000股股份。
3. 執行董事梁錫光先生（彼於二零零八年八月二十六日調任為非執行董事）有權於Suncorp Partners Limited股東大會上行使三分之一或以上投票權。根據證券及期貨條例，梁錫光先生視為持有Suncorp Partners Limited所持76,416,422股股份，連同梁錫光先生於52,715,694股股份之個人權益計算，彼於合共129,132,116股股份中擁有權益。

Save as disclosed above, as at 30 June 2008, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於二零零八年六月三十日，本公司董事或主要行政人員在本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，並無擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被計作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條須記錄於根據該條所存置之登記冊之權益或淡倉；或(iii)根據標準守則而須知會本公司及聯交所之權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES

As at 30 June 2008, the register of substantial shareholders maintained pursuant to Section 336 of the SFO showed that other than the interests disclosed in "Directors' and Chief Executive's Interests in Shares", the following shareholders had notified the Company of its relevant interests in the issued capital of the Company.

主要股東之股份權益

除「董事及主要行政人員之股份權益」所披露之權益外，按本公司遵照證券及期貨條例第336條存置之主要股東登記冊所披露，於二零零八年六月三十日，已就於本公司已發行股本之相關權益知會本公司之股東如下。

Long Position

Ordinary shares of HK\$0.1 each of the Company

好倉

本公司每股面值0.1港元之普通股

Name of shareholders 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目 (Note 1) (附註1)	Percentage of the issued share capital of the Company 佔本公司 已發行股本之 百分比 (Note 2) (附註2) (%)
Fine High Investment Limited (Note 3) (附註3)	Beneficial owner 實益擁有人	108,780,000	12.64
Suncorp Partners Limited (Note 4) (附註4)	Beneficial owner 實益擁有人	76,416,422	8.88
Uniden Corporation	Beneficial owner 實益擁有人	83,100,000	9.66
CHAN Kam Tim (Note 5) 陳錦添 (附註5)	Beneficial owner 實益擁有人	61,555,350	7.15

Notes:

1. The information given above on the number of shares held is based on notifications received by the Company as at 30 June 2008.
2. The percentage shareholding is calculated on the basis of the Company's issued share capital of 860,588,925.
3. Dato' Wong Sin Just, the non-executive Director and the chairman of the Company, is the beneficial owner of the entire share capital of Fine High Investment Limited. In accordance with the SFO, Dato' Wong Sin Just is deemed to be interested in 108,780,000 Shares held by Fine High Investment Limited.
4. Mr. Leung Shek Kong, an executive Director (re-designated as a non-executive Director on 26 August 2008), is entitled to exercise one third or more of the voting power at the general meeting of Suncorp Partners Limited. In accordance with the SFO, Mr. Leung Shek Kong is deemed to be interested in 76,416,422 Shares held by Suncorp Partners Limited.
5. Mr. Chan Kam Tim resigned as a non-executive Director on 7 April 2008.

Save as disclosed above, as at 30 June 2008, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

SHARE OPTIONS SCHEME

On 23 May 2002, a share option scheme (the "Option Scheme") was adopted by shareholders under which the Directors may, at their discretion, grant options to eligible persons including Directors and employees to subscribe shares in the Company.

No option was granted during the period.

As at 30 June 2008, the number of shares in respect of which options could be exercisable under the terms of the Option Scheme was 12,720,894 shares representing 1.48% of the shares of the Company in issue at that date.

附註：

1. 上列有關持股數目之資料是根據本公司截至二零零八年六月三十日所收到之通知而得出。
2. 該股權百分比是根據本公司之已發行股本860,588,925股計算。
3. 本公司非執行董事兼主席黃森捷拿督為Fine High Investment Limited全部股本之實益擁有人。根據證券及期貨條例，黃森捷拿督視為持有Fine High Investment Limited所持108,780,000股股份。
4. 執行董事梁錫光先生（彼於二零零八年八月二十六日調任為非執行董事）有權於Suncorp Partners Limited股東大會上行使三分之一或以上投票權。根據證券及期貨條例，梁錫光先生視為持有Suncorp Partners Limited所持76,416,422股股份。
5. 陳錦添先生於二零零八年四月七日辭任非執行董事。

除上文所披露者外，就本公司董事及主要行政人員所知，於二零零八年六月三十日，並無任何其他人士（本公司董事及主要行政人員除外）於股份或相關股份中擁有或視為擁有任何權益或淡倉而須根據證券及期貨條例第XV部第2或3分部之條文向本公司及聯交所披露，或直接或間接擁有在任何情況可於本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益。

購股權計劃

於二零零二年五月二十三日，本公司股東採納購股權計劃（「購股權計劃」），據此，董事可按其酌情權授出購股權予合資格人士（包括董事及僱員），以認購本公司股份。

期內並無授出購股權。

於二零零八年六月三十日，根據購股權計劃條款可予行使之購股權涉及之股份數目為12,720,894股，相當於在該日期本公司已發行股份之1.48%。

The following table discloses movements in the Company's share options during the period:

下表披露本公司購股權於期內之變動：

(A) DIRECTORS

(A) 董事

Name	Notes	Date of grant	Exercisable period	Exercise price per share	Balance at 1/1/2008 於二零零八年一月一日之結餘	Granted during the period	Exercised during the period	Lapsed during the period	Expired during the period	Balance at 30/6/2008 於二零零八年六月三十日之結餘
姓名	附註	授出日期	行使期	每股行使價 HK\$ 港元 (Note 1) (附註1)	(Note 1) (附註1)	於期內授出	於期內行使	於期內失效	於期內屆滿	
Peter Francis AMOUR 區沛達	2	3/3/2003	3/3/2003– 2/3/2008	0.377	1,122,686	–	–	–	(1,122,686)	–
	2	9/12/2003	9/12/2003– 8/12/2008	0.999	1,939,185	–	–	(1,939,185)	–	–
	2	16/3/2004	16/3/2004– 15/3/2009	0.976	1,122,686	–	–	(1,122,686)	–	–
Malcolm Stephen JACOBS-PATON	2	3/3/2003	3/3/2003– 2/3/2008	0.377	1,122,686	–	–	–	(1,122,686)	–
	2	9/12/2003	9/12/2003– 8/12/2008	0.999	1,939,185	–	–	–	–	1,939,185
	2	16/3/2004	16/3/2004– 15/3/2009	0.976	1,122,686	–	–	–	–	1,122,686
LEUNG Shek Kong 梁錫光	2	3/3/2003	3/3/2003– 2/3/2008	0.377	1,122,686	–	–	–	(1,122,686)	–
	2	9/12/2003	9/12/2003– 8/12/2008	0.999	1,939,185	–	–	–	–	1,939,185
	2	16/3/2004	16/3/2004– 15/3/2009	0.976	1,122,686	–	–	–	–	1,122,686
MAK Chee Bun 麥致賁	2	3/3/2003	3/3/2003– 2/3/2008	0.377	1,122,686	–	–	–	(1,122,686)	–
	2	9/12/2003	9/12/2003– 8/12/2008	0.999	1,939,185	–	–	–	–	1,939,185
	2	16/3/2004	16/3/2004– 15/3/2009	0.976	1,122,686	–	–	–	–	1,122,686
CHEUNG Chi Wai 張志偉	2 & 4	25/5/2007	25/5/2007– 24/5/2012	0.409	1,188,727	–	–	–	–	1,188,727
Sub-total 小計					17,926,955	–	–	(3,061,871)	(4,490,744)	10,374,340

(B) EMPLOYEES (OTHER THAN DIRECTORS)

Notes	Date of grant	Exercisable period	Exercise price per share	Balance at 1/1/2008 於二零零八年一月一日之結餘	Granted during the period	Exercised during the period	Lapsed during the period	Expired during the period	Balance at 30/6/2008 於二零零八年六月三十日之結餘
附註	授出日期	行使期	每股行使價 HK\$ 港元 (Note 1) (附註1)	(Note 1) (附註1)	於期內授出	於期內行使	於期內失效	於期內屆滿	
2 & 3	9/12/2003	9/12/2003–8/12/2008	0.999	1,086,964	-	-	(1,086,964)	-	-
2 & 4	25/5/2007	25/5/2007–24/5/2012	0.409	9,224,125	-	-	(6,877,571)	-	2,346,554
	Sub-total 小計			10,311,089	-	-	(7,964,535)	-	2,346,554
	Total 總計			28,238,044	-	-	(11,026,406)	(4,490,744)	12,720,894

Notes:

- The number and exercise price of the share options brought forward from 2007 has been adjusted to reflect the effect of the rights issues during the year ended 31 December 2007.
- The options were granted pursuant to the Option Scheme.
- The options 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.
- Options are exercisable subject to (i) up to 50% of the options are exercisable from 25 May 2007 to 24 May 2008; (ii) all remaining options are exercisable from 25 May 2008 to 24 May 2012.

附註：

- 承前自二零零七年之購股權數目及行使價已反映於截至二零零七年十二月三十一日止年度之供股而調整。
- 該等購股權乃根據購股權計劃授出。
- 該等購股權可予以行使，惟須受以下規限：(i)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可行使最多50%之購股權；(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行使。
- 該等購股權可予以行使，惟須受以下規限：(i)由二零零七年五月二十五日起至二零零八年五月二十四日止期間可行使最多50%之購股權；(ii)餘下所有購股權可由二零零八年五月二十五日起至二零一二年五月二十四日止期間行使。

GUARANTEES TO AFFILIATED COMPANIES

As at 30 June 2008, no guarantees given by the Group to banks in respect of banking facilities granted to a jointly controlled entity.

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

During the period, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities.

對聯屬公司之擔保

於二零零八年六月三十日，本集團並無就授予一間合營公司之銀行融資而向銀行提供擔保。

購買、出售或贖回本公司之上市證券

期內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

CORPORATE GOVERNANCE

During the period, the Company complied with all requirement set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules, except for the deviation from Code Provision A.4.1 of the Code in respect of the service term of directors. Pursuant to Code Provision A.4.1 of the Code, non-executive directors should be appointed for a specific term subject to re-election. None of the existing non-executive Directors and independent non-executive Directors ("INEDs") are engaged on specific term, and it constituted a deviation of Code Provision A.4.1 of the Code. However all Directors, including non-executive Directors and INEDs are subject to retirement by rotation at each annual general meeting at least once every three years under the Company's Bye-laws. In the circumstances, the Board considers that the present practice has already addressed the concerns of the Code in this respect.

The Company has adopted the Model Code. All Directors of the Company confirmed they have complied with the required standard set out in the Model Code throughout the period.

REVIEW BY AUDIT COMMITTEE

The Audit Committee, which comprises one non-executive Director and two INEDs, has reviewed the interim results for the six months ended 30 June 2008.

LIST OF ALL DIRECTORS OF THE COMPANY AS OF THE DATE OF THIS INTERIM REPORT

Executive Directors:

Mr. Malcolm Stephen JACOBS-PATON
Mr. ZHU Guangping
Mr. CHEUNG Chi Wai

Non-executive Directors:

Dato' WONG Sin Just
Mr. LEUNG Shek Kong
Mr. MAK Chee Bun

Independent non-executive Directors:

Dr. HUI Ka Wah Ronnie
Mr. HO Kwan Tat
Mr. WONG Kean Li

By Order of the Board
Suncorp Technologies Limited
Malcolm Stephen Jacobs-Paton
Executive Director

Hong Kong, 23 September 2008

企業管治

期內，本公司遵守上市規則附錄十四所載之企業管治常規守則（「守則」）之所有規定，惟於有關董事服務年期之守則條文A.4.1卻有所偏離。根據守則之守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。概無現任非執行董事及獨立非執行董事（「獨立非執行董事」）以指定任期委任，此舉構成與守則之守則條文A.4.1之偏離。然而，根據本公司之公司細則，於每屆股東週年大會上，全體董事（包括非執行董事及獨立非執行董事）均須至少每三年輪值退任一次。有鑑於此，董事會認為目前之常規已經回應守則在此方面之關注。

本公司已就董事進行證券交易採納標準守則所訂之標準。所有董事確認於期間已遵守標準守則所載之規定標準。

由審核委員會審閱

由一名非執行董事及兩名獨立非執行董事組成之審核委員會已審閱截至二零零八年六月三十日止六個月之中期業績。

於本中期報告日期之董事會成員

執行董事：

Malcolm Stephen Jacobs-Paton先生
朱廣平先生
張志偉先生

非執行董事：

黃森捷拿督
梁錫光先生
麥致賁先生

獨立非執行董事：

許家驊醫生
何君達先生
黃建理先生

承董事會命
新確科技有限公司
Malcolm Stephen Jacobs-Paton
執行董事

香港，二零零八年九月二十三日