

**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 2009  
截至二零零九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") is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2009 together with the comparative figures in 2008, as follows:

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
For the six months ended 30 June 2009

**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」)欣然公佈，本公司及其附屬公司(統稱「本集團」)截至二零零九年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零零八年之比較數字如下：

**簡明綜合全面收益表**  
截至二零零九年六月三十日止六個月

		Notes	2009 (Unaudited) 二零零九年 (未經審核) HK\$'000 千港元	2008 (Unaudited) 二零零八年 (未經審核) HK\$'000 千港元 (Restated) (經重列)
		附註		
Revenue	收益	2	22,836	197,038
Cost of sales	銷售成本		(19,546)	(188,592)
Gross profit	毛利		3,290	8,446
Other income	其他收入	3	347	13,946
Distribution and selling expenses	銷售及分銷開支		-	(6,370)
Operating expenses	經營費用		(8,814)	(18,956)
Finance costs	財務成本		(4,683)	(4,268)
Loss from operations	經營虧損		(9,860)	(7,202)
Fair value change on conversion options embedded in convertible loan notes	可換股貸款票據之內在換股權 之公平值變動	8	(113,074)	-
Loss before tax	除稅前虧損	4	(122,934)	(7,202)
Income tax expense	所得稅支出	5	(104)	-
Loss for the period	期間虧損		(123,038)	(7,202)
Other comprehensive expense	其他全面開支			
Exchange differences arising on translation of foreign operation	換算海外業務產生之 匯兌差額		(5)	(431)
Total comprehensive expense for the period	期間全面開支總額		(123,043)	(7,633)

		Notes	2009 (Unaudited) 二零零九年 (未經審核) HK\$'000 千港元	2008 (Unaudited) 二零零八年 (未經審核) HK\$'000 千港元 (Restated) (經重列)
		附註		
Loss for the period attributable to:	下列人士應佔期間虧損：			
Owners of the Company	本公司擁有人		(123,038)	(7,202)
Minority interests	少數股東權益		—	—
			<u>(123,038)</u>	<u>(7,202)</u>
Total comprehensive expense attributable to:	下列人士應佔全面開支總額：			
Owners of the Company	本公司擁有人		(123,043)	(7,633)
Minority interests	少數股東權益		—	—
			<u>(123,043)</u>	<u>(7,633)</u>
Loss per share	每股虧損	6		
– Basic (HK cents per share)	— 基本 (每股港仙)		<u>(7.95)</u>	<u>(0.84)</u>
– Diluted (HK cents per share)	— 攤薄 (每股港仙)		<u>(7.95)</u>	<u>(0.84)</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

			At 30 June 2009 (Unaudited) 於二零零九年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2008 (Audited) 於二零零八年 十二月三十一日 (經審核) HK\$'000 千港元
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment		物業、廠房及設備	5,936	7,102
<b>Current assets</b>		<b>流動資產</b>		
Trade, bills and other receivables		應收貿易賬款、應收票據及 其他應收款項	4,162	6,237
Tax recoverable		可收回稅項	3	2,060
Bank balances and cash		銀行結餘及現金	4,355	4,610
			<u>8,520</u>	<u>12,907</u>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and other payables		應付貿易賬款及其他應付款項	43,835	41,323
Amounts due to directors		應付董事款項	34,038	34,283
Conversion options embedded in convertible loan notes		可換股貸款票據之內在 換股權	128,532	27,490
Obligations under finance leases		融資租賃債務	197	1,597
			<u>206,602</u>	<u>104,693</u>
<b>Net current liabilities</b>		<b>流動負債淨額</b>	<u>(198,082)</u>	<u>(91,786)</u>
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<u>(192,146)</u>	<u>(84,684)</u>
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Convertible loan notes		可換股貸款票據	33,165	38,830
<b>Net liabilities</b>		<b>負債淨額</b>	<u>(225,311)</u>	<u>(123,514)</u>
<b>Capital and reserves</b>		<b>股本及儲備</b>		
Share capital		股本	167,579	148,979
Reserves		儲備	(392,890)	(272,493)
Equity attributable to owners of the Company		本公司擁有人應佔權益	(225,311)	(123,514)
Minority interests		少數股東權益	-	-
<b>Total equity</b>		<b>總權益</b>	<u>(225,311)</u>	<u>(123,514)</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED 簡明綜合權益變動報表 – 未經審核

		Attributable to equity holders of the Company 本公司股本持有人應佔								Total equity 總權益
		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 losses 累計 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 2008	於二零零八年一月一日	86,059	275,071	14,945	(3,532)	2,888	(649,042)	(273,611)	109	(273,502)
Total comprehensive expense for the period	期間全面開支總額	-	-	-	(431)	-	(7,202)	(7,633)	-	(7,633)
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>
At 1 January 2009	於二零零九年一月一日	148,979	279,946	14,945	(43)	2,096	(569,437)	(123,514)	-	(123,514)
Issue of shares upon conversion of convertible loan notes	因可換股貸款票據換股 而發行股份	18,600	2,646	-	-	-	-	21,246	-	21,246
Total comprehensive expense for the period	期間全面開支總額	-	-	-	(5)	-	(123,038)	(123,043)	-	(123,043)
At 30 June 2009	於二零零九年六月三十日	<u>167,579</u>	<u>282,592</u>	<u>14,945</u>	<u>(48)</u>	<u>2,096</u>	<u>(692,475)</u>	<u>(225,311)</u>	<u>-</u>	<u>(225,311)</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2009

簡明綜合現金流量報表

截至二零零九年六月三十日止六個月

		2009 (Unaudited) 二零零九年 (未經審核) HK\$'000 千港元	2008 (Unaudited) 二零零八年 (未經審核) HK\$'000 千港元
Net cash used in operating activities	經營業務動用之現金淨額	<u>(19,816)</u>	<u>(14,138)</u>
Net cash used in investing activities	投資業務動用之現金淨額	<u>(45)</u>	<u>(3,689)</u>
Net cash generated from financing activities	融資業務所得之現金淨額	<u>19,601</u>	<u>10,952</u>
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	<u>(260)</u>	<u>(6,875)</u>
Effect of foreign exchange rate changes	外幣匯率變動之影響	<u>5</u>	<u>(147)</u>
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	<u>4,610</u>	<u>11,813</u>
Cash and cash equivalents at the end of the period, represented by bank balances and cash	期終之現金及現金等值項目， 即銀行結餘及現金	<u>4,355</u>	<u>4,791</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2009

1. Basis of preparation and significant accounting policies

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting".

The condensed consolidated financial statements have been prepared on the historical cost basis, except for financial investments that are measured at fair values.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants which are effective for the Group's financial year beginning on 1 January 2009.

Except as described below, the same accounting policies, presentation and methods of computation have been followed in these condensed consolidated financial statements as were applied in the preparation of the Group's financial statements for the year ended 31 December 2008.

HKAS 1 (revised 2007) "Presentation of Financial Statement"

(effective for annual periods beginning on or after 1 January 2009)

HKAS 1 (revised 2007) "Presentation of Financial Statements" has introduced a number of terminology changes (including revised titles for the condensed consolidated financial statements) and has resulted in a number of changes in presentation and disclosure. However, HKAS 1 (revised 2007) "Presentation of Financial Statements" has had no impact on the reported results or financial position of the Group.

Hong Kong Financial Reporting Standard ("HKFRS") 8 "Operating Segments"

(effective for annual periods beginning on or after 1 January 2009)

HKFRS 8 is a disclosure standard that requires the identification of operation segments to be performed on the same basis as financial information that is reported internally for the purpose of allocating resources between segments and assessing their performance.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

簡明綜合財務報表附註  
截至二零零九年六月三十日止六個月

1. 編製基準及主要會計政策

簡明綜合財務報表乃按香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十六之適用披露規定及香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

簡明綜合財務報表乃按歷史成本基準編製，惟金融投資按公平值計量。

於本中期期間，本集團已首次採納由香港會計師公會所頒佈的若干新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)，新訂及經修訂香港財務報告準則乃於本集團二零零九年一月一日開始的財政年度生效。

除下文所述者外，簡明綜合財務報表所採用的會計政策、呈列方式及計算方法與本集團截至二零零八年十二月三十一日止年度財務報表所採用者相同。

香港會計準則第1號(二零零七年經修訂)「財務報表之呈列」

(於二零零九年一月一日或以後開始之年度期間生效)

香港會計準則第1號(二零零七年經修訂)「財務報表之呈列」提出更改多項用詞，包括修訂簡明綜合財務報表的標題，因而導致呈列及披露出現若干變動。然而，香港會計準則第1號(二零零七年經修訂)「財務報表之呈列」對本集團已匯報之業績或財務狀況並無影響。

香港財務報告準則(「香港財務報告準則」)第8號「營運分類」

(於二零零九年一月一日或以後開始之年度期間生效)

香港財務報告準則第8號為有關披露之準則，規定營運分類按就分類間分配資源及評估其表現之內部呈報財務資料之相同基準劃分。

本集團並無提前應用以下已頒佈惟尚未生效之新訂及經修訂之準則、修訂或詮釋。

HKFRSs (Amendments)	<i>Amendment to HKFRS 5 as part of Improvements to HKFRSs issued in 2008<sup>1</sup></i>	香港財務報告準則 (修訂條文)	香港財務報告準則 第5號之修訂條文， 作為改進二零零八 年頒佈之香港財務 報告準則的一部份
HKFRSs (Amendments)	<i>Improvements to HKFRSs issued in 2009<sup>2</sup></i>	香港財務報告準則 (修訂條文)	改進二零零九年頒佈 之香港財務報告 準則 <sup>2</sup>
HKAS 27 (Revised 2008)	<i>Consolidated and Separate Financial Statements<sup>1</sup></i>	香港會計準則第27號 (二零零八年 經修訂)	綜合及獨立財務報表 <sup>1</sup>
HKAS 39 (Amendment)	<i>Eligible Hedged Items<sup>1</sup></i>	香港會計準則第39號 (修訂條文)	合格對沖項目 <sup>1</sup>
HKFRS 1 (Amendment)	<i>Additional Exceptions for First-time Adopters<sup>3</sup></i>	香港財務報告準則 第1號 (修訂條文)	首次採納可獲得的 額外豁免 <sup>3</sup>
HKFRS 2 (Amendment)	<i>Group Cash-settled Share-based Payment Transactions<sup>3</sup></i>	香港財務報告準則 第2號 (修訂條文)	集團以現金結算 並以股份為基礎 付款之交易 <sup>3</sup>
HKFRS 3 (Revised 2008)	<i>Business Combinations<sup>1</sup></i>	香港財務報告準則 第3號 (二零零八年 經修訂)	業務合併 <sup>1</sup>
HK(IFRIC) – Int 17	<i>Distributions of Non-cash Assets to Owners<sup>1</sup></i>	香港 (國際財務報告 詮釋委員會) — 詮釋第17號	向擁有人分派非現金 資產 <sup>1</sup>
HK(IFRIC) – Int 18	<i>Transfers of Assets from Customers<sup>4</sup></i>	香港 (國際財務報告 詮釋委員會) — 詮釋第18號	獲客戶轉讓資產 <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Amendments that are effective for annual periods beginning on or after 1 July 2009 or 1 January 2010, as appropriate

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2010

<sup>4</sup> Effective for transfers on or after 1 July 2009

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary.

The Directors anticipate that, the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and financial position of the Group.

<sup>1</sup> 於二零零九年七月一日或以後開始之年度期間生效

<sup>2</sup> 於二零零九年七月一日或二零一零年一月一日 (視適用情況而定) 或以後開始之年度期間生效的修訂條文

<sup>3</sup> 於二零一零年一月一日或以後開始之年度期間生效

<sup>4</sup> 對二零零九年七月一日或以後之轉讓生效

採納香港財務報告準則第3號 (經修訂) 可能影響收購日期在二零一零年一月一日或以後之業務合併的會計處理。香港會計準則第27號 (經修訂) 將會影響母公司於附屬公司擁有權益變動的會計處理。

董事預期採用其他新訂及經修訂準則、修訂或詮釋將不會對本集團之業績及財務狀況構成重大影響。

## 2. Segment information

The chief operating decision-maker of the Group has been identified as the senior management lead by the general manager. The management reviews the Group's internal reporting in order to assess performance and allocate resources. The management has determined the operating segments based on these reports.

The management considers the Group conduct its business within one business segment – the business of assembly services of telephones and related products in the People's Republic of China (the "PRC") and the Group also operates within one geographical segment because its revenues are primarily generated from and its assets are located in the PRC.

## 2. 分類資料

由總經理領導的高級管理層是本集團的主要營運決策人士。管理層審閱本集團之內部報告，以評核表現及分配資源。管理層已根據該等報告來劃分營運分類。

管理層認為，本集團於單一個業務分類經營業務，此為在中華人民共和國（「中國」）經營電話及相關產品之裝配服務業務；因為集團收益主要來自中國，資產亦主要位於中國，本集團亦只於單一個地區分類經營業務。

		Revenue 收益 Six months ended 30 June 截至六月三十日止六個月		Segment profit 分類溢利 Six months ended 30 June 截至六月三十日止六個月	
		2009 (Unaudited) 二零零九年 (未經審核) HK\$'000 千港元	2008 (Unaudited) 二零零八年 (未經審核) HK\$'000 千港元	2009 (Unaudited) 二零零九年 (未經審核) HK\$'000 千港元	2008 (Unaudited) 二零零八年 (未經審核) HK\$'000 千港元 (Restated) (經重列)
Assembly of telephones and related equipment	裝配電話及相關設備	22,836	197,038	3,290	8,446
Segment profit	分類溢利			3,290	8,446
Other income	其他收入				
– Gain on disposal of property, plant and equipment	– 出售物業、廠房及設備之收益			–	13,700
– Interest income	– 利息收入			100	246
– Sundry income	– 雜項收入			247	–
Distribution and selling expenses	銷售及分銷開支			–	(6,370)
Operating expenses	經營費用			(8,814)	(18,956)
Finance costs	財務成本			(4,683)	(4,268)
Fair value change on conversion options embedded in convertible loan notes	可換股貸款票據之內在換股權之公平值變動			(113,074)	–
Loss before tax	除稅前虧損			(122,934)	(7,202)

## 3. Other income

## 3. 其他收入

		Six months ended 30 June	
		2009	2008
		截至六月三十日止六個月	截至六月三十日止六個月
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated) (經重列)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	–	13,700
Interest income	利息收入	100	246
Sundry income	雜項收入	247	–
		347	13,946

#### 4. Loss before tax

Loss before tax has been arrived at after charging:	除稅前虧損已扣除下列各項：
Product development expenditure	產品開發支出
Staff costs including directors' remuneration	員工成本，包括董事酬金
Depreciation of property, plant and equipment	物業、廠房及設備之折舊

#### 5. Income tax expense

Current tax:	即期稅項：
Hong Kong Profits Tax	香港利得稅
Under-provision in prior year	去年撥備不足
Overseas income tax for the year	本年度海外所得稅

Hong Kong Profits Tax is calculated at 16.5% (2008: 16.5%) of the estimated assessable profit for the period. Overseas income tax is calculated at the rates prevailing in the relevant jurisdictions.

#### 6. Loss per share

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company 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 computation of diluted loss per share for the six months ended 30 June 2009 has not assumed the conversion of convertible loan notes and exercise of share options during the period because their conversion and exercise would reduce the loss per share.

#### 4. 除稅前虧損

Six months ended 30 June	
2009	2008
截至六月三十日止六個月	截至六月三十日止六個月
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元

- 446

2,354 12,634

1,232 880

#### 5. 所得稅支出

Six months ended 30 June	
2009	2008
截至六月三十日止六個月	截至六月三十日止六個月
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元

104 -

- -

104 -

香港利得稅乃根據本期間之估計應課稅溢利按稅率16.5% (二零零八年：16.5%) 計算。海外所得稅乃按各司法權區之現行稅率計算。

#### 6. 每股虧損

本期間之本公司普通股股本持有人應佔每股基本及攤薄虧損乃根據以下數據計算：

Six months ended 30 June	
2009	2008
截至六月三十日止六個月	截至六月三十日止六個月
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元

(123,038) (7,202)

1,547,655,592 860,588,925

由於本公司之可換股貸款票據換股及購股權之行使將令到每股虧損減少，因此計算截至二零零九年六月三十日止六個月之每股攤薄虧損時乃假設該等票據不會換股及該等購股權不會行使。



## 7. Trade and other payables

The following is an aged analysis of trade payables at the balance sheet date:

Over 90 days 90日以上

## 8. Convertible loan notes

### The Convertible Notes

Pursuant to a conditional best effort placing agreement dated 13 December 2007 entered into between the Company and SBI E2-Capital (HK) Limited (as the placing agent), the placing of the three-year 0.5% coupon convertible notes in an aggregate principal amount of HK\$67,900,000 (the "Convertible Notes") was completed on 28 March 2008. The gross proceeds from the placing of the Convertible Notes amounted to approximately HK\$67,900,000 which were intended to be deployed as general working capital. The Convertible Notes are secured by a charge over the 46% equity interest held indirectly by the Company in Shenzhen Guo Wei Electronics Co., Ltd..

The Convertible Notes bear interest at the rate of 0.5% per annum payable annually in arrears, and are convertible into the Company's ordinary shares at an initial conversion price of HK\$0.10 per conversion share (subject to adjustments) at any time starting from 90 days after the date of issue until the maturity date. The maturity date of the Convertible Notes will be the date falling on the third anniversary of the date of issue. Any unredeemed and unconverted Convertible Notes shall be redeemed at 100% of the outstanding principal amount in cash.

The Company is entitled, by giving at least 30 business days' written notice to the holders of the Convertible Notes to redeem the outstanding principal amount of the Convertible Notes (in whole or in part).

On 16 July 2008, the Convertible Notes with principal amount of HK\$15,300,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 153,000,000 ordinary shares of HK\$0.10 each. On 12 and 29 August 2008, the Convertible Notes with aggregate principal amount of HK\$34,000,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 340,000,000 ordinary shares of HK\$0.10 each. On 6 May 2009, the Convertible Notes with principal amount of HK\$18,600,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 186,000,000 ordinary shares of HK\$0.10 each.

## 7. 應付貿易賬款及其他應付款項

應付貿易賬款於結算日之賬齡分析如下：

At 30 June 2009 (Unaudited) 於二零零九年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2008 (Audited) 於二零零八年 十二月三十一日 (經審核) HK\$'000 千港元
4,680	4,870

## 8. 可換股貸款票據

### 可換股票據

根據本公司與SBI E2-Capital (HK) Limited (作為配售代理) 於二零零七年十二月十三日訂立之有條件盡力配售協議，配售本金總額為67,900,000港元之三年期0.5%票息可換股票據(「可換股票據」)一事已於二零零八年三月二十八日完成。配售可換股票據之所得款項總額約為67,900,000港元，乃計劃用作一般營運資金。可換股票據以本公司間接持有的深圳國威電子有限公司46%股本權益設立之押記作抵押。

可換股票據按每年0.5%之利率計息，須每年付息，並可於發行日期起計九十日後，直至到期日為止之任何時間內，按每股換股股份0.10港元之初步換股價(可予調整)轉換為本公司普通股。可換股票據之到期日將為發行日期起計滿三週年之日。任何未贖回亦未換股之可換股票據須以現金按未償還本金額之100%贖回。

本公司有權通過向可換股票據持有人發出最少三十個營業日的書面通知而贖回可換股票據之未償還本金額(全部或部份)。

於二零零八年七月十六日，本金額為15,300,000港元之可換股票據已按每股0.10港元之換股價換股，本公司因此發行153,000,000股每股面值0.10港元之普通股。於二零零八年八月十二日及二十九日，本金總額為34,000,000港元之可換股票據已按每股0.10港元之換股價換股，本公司因此發行340,000,000股每股面值0.10港元之普通股。於二零零九年五月六日，本金額為18,600,000港元之可換股票據已按每股0.10港元之換股價換股，本公司因此發行186,000,000股每股面值0.10港元之普通股。

## The Fully Underwritten Bonds

Pursuant to a conditional fully underwritten placing agreement dated 11 July 2008 entered into between the Company and Tanrich Capital Limited (as the placing agent), the placing of the three-year 0.5% coupon unsecured convertible bonds in an aggregate principal amount of HK\$50,000,000 (the “Fully Underwritten Bonds”) was completed on 2 October 2008. The gross proceeds from the placing of the Fully Underwritten Bonds amounted to approximately HK\$50,000,000 which were intended to be deployed as debt repayment and general working capital.

The Fully Underwritten Bonds bear interest at the rate of 0.5% per annum payable annually in arrears, and are convertible into the Company's ordinary shares at an initial conversion price of HK\$0.10 per conversion share (subject to adjustments) at any time after the date of issue to the maturity date. The maturity date of the Fully Underwritten Bonds will be the date falling on the third anniversary of the date of issue. Any unredeemed and unconverted Fully Underwritten Bonds shall be redeemed at 100% of the outstanding principal amount in cash.

At the request of the Company, the Fully Underwritten Bonds may be early redeemed at the outstanding principal amount of the Fully Underwritten Bonds (in whole or in part) at any time by giving at least 30 business days' prior written notice to the holder(s) of the Fully Underwritten Bonds. The holder(s) of the Fully Underwritten Bonds can within 15 business days after the date of the notice of early redemption convert any outstanding amount of the Fully Underwritten Bonds in multiples of HK\$10,000 into the conversion shares at the conversion price. Upon the expiry of 15 business days after the date of the notice of early redemption, the Company shall redeem the outstanding principal amount of the Fully Underwritten Bonds as set out in the notice of early redemption.

## The Best Effort Bonds

Pursuant to a conditional best effort placing agreement dated 11 July 2008 entered into between the Company and Tanrich Capital Limited (as the placing agent), the placing of the three-year 0.5% coupon unsecured convertible bonds in an aggregate principal amount of HK\$13,620,000 (the “Best Effort Bonds”) was completed on 16 December 2008. The gross proceeds from the placing of the Best Effort Bonds amounted to approximately HK\$13,620,000 which were intended to be deployed as debt repayment and general working capital.

The Best Effort Bonds bear interest at the rate of 0.5% per annum payable annually in arrears, and are convertible into the Company's ordinary shares at an initial conversion price of HK\$0.10 per conversion share (subject to adjustments) at any time after the date of issue to the maturity date. The maturity date of the Best Effort Bonds will be the date falling on the third anniversary of the date of issue. Any unredeemed and unconverted Best Effort Bonds shall be redeemed at 100% of the outstanding principal amount in cash.

At the request of the Company, the Best Effort Bonds may be early redeemed at the outstanding principal amount of the Best Effort Bonds (in whole or in part) at any time by giving at least 30 business days' prior written notice to the holder(s) of the Best Effort Bonds. The holder(s) of the Best Effort Bonds can within 15 business days after the date of the notice of early redemption convert any outstanding amount of the Best Effort Bonds in multiples of HK\$10,000 into the conversion shares at the conversion price. Upon the expiry of 15 business days after the date of the notice of early redemption, the Company shall redeem the outstanding principal amount of the Best Effort Bonds as set out in the notice of early redemption.

On 18 December 2008, the entire Best Effort Bonds with principal amount of HK\$13,620,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 136,200,000 ordinary shares of HK\$0.10 each.

## 全面包銷債券

根據本公司與敦沛融資有限公司（作為配售代理）於二零零八年七月十一日訂立之有條件全面包銷配售協議，配售本金總額為50,000,000港元之三年期0.5%票息無抵押可換股債券（「全面包銷債券」）一事已於二零零八年十月二日完成。配售全面包銷債券之所得款項總額約為50,000,000港元，乃計劃用作償債及一般營運資金。

全面包銷債券按每年0.5%之利率計息，須每年付息，並可於發行日期起至到期日為止之任何時間內，按每股換股股份0.10港元之初步換股價（可予調整）轉換為本公司普通股。全面包銷債券之到期日將為發行日期起計滿三週年之日。任何未贖回亦未換股之全面包銷債券須以現金按未償還本金額之100%贖回。

應本公司要求，本公司可通過向全面包銷債券持有人發出最少三十個營業日的事先書面通知而於任何時間按全面包銷債券之未償還本金額（全部或部份）提早贖回全面包銷債券。全面包銷債券持有人可於提早贖回通知日期後的十五個營業日內，按換股價將全面包銷債券之任何未償還本金額（須為10,000港元之倍數）換股。於提早贖回通知日期起計滿十五個營業日後，本公司將贖回提早贖回通知所列之全面包銷債券之未償還本金額。

## 盡力債券

根據本公司與敦沛融資有限公司（作為配售代理）於二零零八年七月十一日訂立之有條件盡力配售協議，配售本金總額為13,620,000港元之三年期0.5%票息無抵押可換股債券（「盡力債券」）一事已於二零零八年十二月十六日完成。配售盡力債券之所得款項總額約為13,620,000港元，乃計劃用作償債及一般營運資金。

盡力債券按每年0.5%之利率計息，須每年付息，並可於發行日期起至到期日為止之任何時間內，按每股換股股份0.10港元之初步換股價（可予調整）轉換為本公司普通股。盡力債券之到期日將為發行日期起計滿三週年之日。任何未贖回亦未換股之盡力債券須以現金按未償還本金額之100%贖回。

應本公司要求，本公司可通過向盡力債券持有人發出最少三十個營業日的事先書面通知而於任何時間按盡力債券之未償還本金額（全部或部份）提早贖回盡力債券。盡力債券持有人可於提早贖回通知日期後的十五個營業日內，按換股價將盡力債券之任何未償還本金額（須為10,000港元之倍數）換股。於提早贖回通知日期起計滿十五個營業日後，本公司將贖回提早贖回通知所列之盡力債券之未償還本金額。

於二零零八年十二月十八日，本金額為13,620,000港元之全部盡力債券已按每股0.10港元之換股價換股，本公司因此發行136,200,000股每股面值0.10港元之普通股。

The net proceeds received from the issue of the convertible loan notes contain the following components that are required to be separately accounted for in accordance with HKAS 32 "Financial Instruments: Presentation" and HKAS 39 "Financial Instruments: Recognition and Measurement":

- (i) Liability component of the convertible loan notes which is carried at amortised cost using the effective interest method; and
- (ii) Conversion options embedded in the convertible loan notes (representing the noteholders' options to convert the convertible loan notes into equity of the Company) which are separately accounted for as derivative financial liabilities and measured at fair value with changes in fair value recognised in profit or loss.

The Directors had assessed the fair values of the early redemption options embedded in the convertible loan notes (representing the Company's option to early redeem the convertible loan notes) and considered their fair values were insignificant.

The movements of the liability component of the convertible loan notes for the period are set out below:

Liability component at 1 January 2009	於二零零九年一月一日之負債部份
Conversion into shares	轉換為股份
Interest charged	利息支出
Interest payable	應付利息
Liability component at 30 June 2009	於二零零九年六月三十日之負債部份

The movements of the conversion options embedded in the convertible loan notes for the period are set out below:

Fair value at 1 January 2009	於二零零九年一月一日之公平值
Conversion into shares	轉換為股份
Changes in fair value recognised in profit or loss	於損益確認之公平值變動
Fair value at 30 June 2009	於二零零九年六月三十日之公平值

因發行可換股貸款票據而收到之所得款項淨額包含以下部份，須根據香港會計準則第32號「金融工具：呈列」及香港會計準則第39號「金融工具：確認及計量」而分開入賬：

- (i) 可換股貸款票據之負債部份以實際利息法按攤銷成本列賬；及
- (ii) 可換股貸款票據之內在換股權代表票據持有人可將可換股貸款票據轉換成本公司權益之選擇權，乃按衍生金融負債而分開入賬，按公平值計量，而公平值變動於損益確認。

董事已評估可換股貸款票據之內在提早贖回權（代表本公司可提早贖回可換股貸款票據之選擇權）之公平值，認為相關公平值並不重大。

可換股貸款票據之負債部份於期內之變動載列如下：

The Fully Underwritten Bonds 全面包銷債券 HK\$'000 千港元	The Convertible Notes 可換股票據 HK\$'000 千港元	Total 總計 HK\$'000 千港元
30,467	8,363	38,830
-	(9,214)	(9,214)
2,822	883	3,705
(124)	(32)	(156)
33,165	-	33,165

可換股貸款票據之內在換股權於期內之變動載列如下：

The Fully Underwritten Bonds 全面包銷債券 HK\$'000 千港元	The Convertible Notes 可換股票據 HK\$'000 千港元	Total 總計 HK\$'000 千港元
22,690	4,800	27,490
-	(12,032)	(12,032)
105,842	7,232	113,074
128,532	-	128,532

可換股貸款票據之內在換股權的公平值，乃於相關發行日期、於各換股日期及於結算日以二項式模式釐定，當中已參考獨立專業估值。代入該模式之數據如下：

		At date of issue	At 31 December 2008	At 30 June 2009
The Fully Underwritten Bonds	全面包銷債券	於發行日期	於二零零八年 十二月三十一日	於二零零九年 六月三十日
Principal amount of the Fully Underwritten Bonds	全面包銷債券之本金額	HK\$50,000,000港元	HK\$50,000,000港元	HK\$50,000,000港元
Share price	股價	HK\$0.07港元	HK\$0.05港元	HK\$0.25港元
Conversion price	換股價	HK\$0.10港元	HK\$0.10港元	HK\$0.10港元
Expected life (Note (a))	預期有效期 (附註(a))	3 years年	2.75 years年	2.25 years年
Risk-free interest rate (Note (b))	無風險利率 (附註(b))	2.055%	0.786%	0.63%
Expected volatility (Note (c))	預期波幅 (附註(c))	103%	126.52%	111.22%
Fair value of the conversion options embedded in the Fully Underwritten Bonds	全面包銷債券之內在換股權之公平值	HK\$20,148,000港元	HK\$22,690,000港元	HK\$128,532,000港元

<p>Notes:</p> <p>(a) The expected life was the expected remaining life of the respective options.</p> <p>(b) The risk-free interest rate was determined by reference to the yield of Hong Kong Exchange Fund Note.</p> <p>(c) The expected volatility was determined by using the historical volatility of the Company's share price over the previous 121 days.</p>	<p>附註：</p> <p>(a) 預期有效期為有關期權之預期餘下有效期。</p> <p>(b) 無風險利率乃參考香港外匯基金票據之收益而釐定。</p> <p>(c) 預期波幅乃參考本公司過去121日之股價波幅而釐定。</p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------

## 9. Obligations under finance leases

The Group leased certain of its plant and machinery under finance leases. The average lease term is three years (2008: three years). Interest rates underlying all obligations under finance leases are either fixed or variable at respective contract dates ranging from 4.49% to 4.66% (2008: 3.62% to 6.76%). No arrangements have been entered into for contingent rental payments.

## 9. 融資租賃債務

本集團根據融資租賃租用若干廠房及機器。租期平均為三年（二零零八年：三年）。所有融資租賃債務之相關利率為於各自之訂約期之固定或每年介乎4.49%至4.66%（二零零八年：3.62%至6.76%）之浮動利率。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	
		At 30 June 2009 (Unaudited) 於二零零九年六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2008 (Audited) 於二零零八年十二月三十一日 (經審核) HK\$'000 千港元	At 30 June 2009 (Unaudited) 於二零零九年六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2008 (Audited) 於二零零八年十二月三十一日 (經審核) 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	197	1,629	197	1,597
Less: future finance charges	減：未來融資費用	-	(32)	-	-
Present value of lease obligations	租賃債務現值	197	1,597	197	1,597
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)			(197)	(1,597)
Amount due for settlement after one year	一年後到期償還之款項			-	-

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。

## 10. Share capital

## 10. 股本

	Note 附註	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股數目	Amount 金額 HK\$'000 千港元
Authorised: At 1 January 2009 and 30 June 2009	法定： 於二零零九年一月一日及二零零九年六月三十日	5,000,000,000	500,000
Issued and fully paid: At 1 January 2009	已發行及繳足： 於二零零九年一月一日	1,489,788,925	148,979
Conversion of the Convertible Notes in May 2009	於二零零九年五月可換股票據換股 (a)	186,000,000	18,600
At 30 June 2009	於二零零九年六月三十日	1,675,788,925	167,579

Note:

- (a) On 6 May 2009, the Convertible Notes with principal amount of HK\$18,600,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 186,000,000 ordinary shares of the HK\$0.10 each. All the new shares issued during the period ended 30 June 2009 ranked pari passu with the then existing shares in all respects.

附註：

- (a) 於二零零九年五月六日，本金額為18,600,000港元之可換股票據已按每股0.10港元之換股價換股，本公司因此發行186,000,000股每股面值0.10港元之普通股。於截至二零零九年六月三十日止期間內發行之所有新股份，均於各方面與當時之股份享有同等權益。



#### 11. Contingent liabilities

Information concerning the claims which are the subject of legal proceedings brought by Uniden Corporation of Japan ("Uniden Corporation") and Uniden Hong Kong Limited ("Uniden HK") referred to in the Management Discussion and Analysis can be found in the Company's annual report for the year ended 31 December 2008.

#### 12. Related party disclosures

During the six months ended 30 June 2009, the major operating activities of the Group was providing assembly services to a jointly controlled entity HK\$22,836,448 (2008 : HK\$16,180,550).

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

#### 13. Post balance sheet events

- (a) On 18 June 2009, the Board announced that the Company entered into the placing agreement with Tanrich Capital Limited (the "Placing Agent") pursuant to which the Placing Agent agreed to procure, on a best effort basis, the independent placees to subscribe in cash for the three-year 0.5% coupon convertible bonds up to an aggregate principal amount of HK\$200,000,000, which are convertible into 2,000,000,000 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 2,000,000,000 conversion shares will be allotted and issued upon exercise of the conversion rights.

The aforesaid placing agreement and the transactions contemplated thereunder were duly approved by the shareholders of the Company at the special general meeting held on 23 July 2009.

- (b) On 31 July 2009, the Board announced that the litigation with Uniden Corporation and Uniden HK were settled on 31 July 2009 on terms whereby, amongst other things, (1) all claims brought by Uniden Corporation and Uniden HK against the Company, Suncorp Partners Limited and certain of the Company's existing and former Directors are dismissed; (2) all claims brought by the Company against Uniden Corporation are dismissed; (3) no party to the Legal Proceedings makes any payment to any other party to the Legal Proceedings; and (4) each party bears its own legal costs and expenses.

#### 11. 或然負債

管理層論述及分析中提及日本Uniden Corporation (「Uniden Corporation」) 及Uniden Hong Kong Limited (「Uniden HK」) 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，已載於本公司截至二零零八年十二月三十一日止年度之年報。

#### 12. 關連人士披露事項

於截至二零零九年六月三十日止六個月，本集團之主營業務為向一間合營公司提供22,836,448港元(二零零八年：16,180,550港元)之裝配服務。

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。

#### 13. 結算日後事項

- (a) 於二零零九年六月十八日，董事會宣佈本公司與敦沛融資有限公司(「配售代理」)訂立配售協議，據此，配售代理同意以盡力基準促成獨立承配人以現金認購本金總額為200,000,000港元之三年期0.5%票息可換股債券，可按初步換股價每股0.10港元(可予調整)轉換為2,000,000,000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2,000,000,000股換股股份。

上述配售協議及據此擬進行之交易已於二零零九年七月二十三日舉行之股東特別大會上獲本公司股東正式批准。

- (b) 於二零零九年七月三十一日，董事會宣佈與Uniden Corporation及Uniden HK之訴訟已於二零零九年七月三十一日達成和解，據此，有關條款為(其中包括)：(1) Uniden Corporation及Uniden HK針對本公司、Suncorp Partners Limited及本公司若干現任及前任董事所作出之一切申索已經撤銷；(2) 本公司對Uniden Corporation所作出之一切申索已經撤銷；(3) 法律程序各方無須向法律程序任何其他方支付任何款項；及(4) 有關各方須承擔其本身之法律費用及開支。

## INTERIM DIVIDEND

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2009 (2008: Nil).

## CHAIRMAN'S STATEMENT

On behalf of the Board of the Company, I present to you the Group's interim report for the six months ended 30 June 2009.

During the period of review, the Group focused on providing assembly services at its subsidiary, Meizhou Guo Wei Electronics Co., Ltd. in Meizhou, the PRC.

For the six months ended 30 June 2009, the Group's turnover amounted to approximately HK\$23 million, comparing to HK\$197 million reported in the same period of 2008, it was a decrease of approximately 88.4%. Gross profit from operation for the first six months under review was approximately HK\$3 million, compared to profit of approximately HK\$8 million in the same period of 2008, representing a decrease of 61%. The net loss was approximately HK\$123 million, in which approximately HK\$116 million was generated from non-operating items, such as fair value change on conversion options embedded in convertible loan notes, and the recognition of the effective interest expenses on the convertible loan notes. Hence, the net loss actually generated from operation was approximately HK\$7 million, which was similar to the same period in last year.

Claims made by Uniden Corporation and Uniden HK against the Company and certain existing and former Directors were dropped as per the announcement made by the Company on 31 July 2009. All matters in the above case were closed with no payment being made by either party. No further actions and pending in this matter.

The Group invited a new Chairman to the Board in late 2008. The Board has been focusing on measures to restore the business momentum of the Group. The Board considers that its imminent task is to consolidate the Group's operation and to realign its business focus for the efficient use of resources. On the other hand, the Group is looking for new opportunities with a view to broadening its income base and improving its financial performance and overall profitability.

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 bondholders that we will work tirelessly to improve the Company's performance.

## 中期股息

董事會並不建議派付截至二零零九年六月三十日止六個月之任何中期股息（二零零八年：無）。

## 主席報告

本人謹代表本公司董事會，向閣下提呈本集團截至二零零九年六月三十日止六個月之中期報告。

於回顧期間，本集團主要透過位於中國梅州市之附屬公司梅州國威電子有限公司提供裝配服務。

截至二零零九年六月三十日止六個月，本集團錄得營業額約23,000,000港元，較二零零八年同期錄得的197,000,000港元減少約88.4%。回顧首六個月期間之經營毛利約為3,000,000港元，較二零零八年同期約8,000,000港元的溢利減少61%。虧損淨額約為123,000,000港元，當中約116,000,000港元來自非營運項目，譬如可換股貸款票據之內在換股權之公平值變動，以及就可換股貸款票據確認實際利息開支。因此，來自營運之實際虧損淨額約為7,000,000港元，數字與去年同期相若。

誠如本公司於二零零九年七月三十一日所公佈，Uniden Corporation及Uniden HK已撤回其對本公司以及本公司若干現任及前任董事提出之申索。此項訴訟中的一切事宜已告終止而雙方均毋須向對方支付任何款項。就此而言並無進一步法律行動及待決事項。

本集團於二零零八年底邀請新任主席加入董事會。董事會一直專注研究不同方案以恢復本集團業務之增長動力。董事會認為，當前首要任務為整合本集團之營運以及重新調整集團的業務焦點，以令資源得到有效運用。另一方面，本集團現正物色新機遇，以拓闊收入基礎及改善財務表現和整體盈利能力。

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；並謹此向股東及債券持有人保證，集團上下將繼續努力不懈，致力改善本公司之表現。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview

For the six months ended 30 June 2009, the Group recorded a turnover of approximately HK\$23 million which represents a decrease of approximately 88.4% as compared to the corresponding figure for the six months ended 30 June 2008. The gross profit for the period under review was approximately HK\$3 million as compared to approximately HK\$8 million for the previous period. The loss for the period was mainly caused by:

- (i) The fair value in the outstanding Fully Underwritten Bonds at 30 June 2009 was changed by HK\$113 million; and
- (ii) The recognition of the effective interest expense on the convertible loan notes was HK\$3 million.

The turnover, gross profit and net loss of the assembly service business in Meizhou for the six months ended 30 June 2009 are set out as below:-

Turnover	營業額
Gross profit	毛利
Net loss	虧損淨額

22,836  
3,290  
(2,022)

### Segmental Information

All of the Group's turnover and contribution to results were derived from the assembly services of telephones and related equipment to the jointly controlled entity.

### Liquidity and Financial Resources

The decrease in current ratio from 12% to 4% was mainly due to the conversion options embedded in the convertible loan notes which are included under current liabilities.

At 30 June 2009, the Group had cash on hand of approximately HK\$4 million, net current liabilities of approximately HK\$198 million, total assets of approximately HK\$14 million and shareholders' deficit of approximately HK\$225 million.

The Group has no bank borrowings at 30 June 2009 (2008: Nil)

### Gearing Ratio

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

## 管理層論述及分析

### 概覽

截至二零零九年六月三十日止六個月，本集團錄得營業額約23,000,000港元，較截至二零零八年六月三十日止六個月之相關數字下降約88.4%。回顧期間之毛利約為3,000,000港元，上一期間則約為8,000,000港元。期間虧損主要由於：

- (i) 未行使之全面包銷債券於二零零九年六月三十日之公平值變動為113,000,000港元；及
- (ii) 就可換股貸款票據確認3,000,000港元之實際利息開支。

位於梅州的裝配服務業務於截至二零零九年六月三十日止六個月之營業額、毛利及虧損淨額如下：

At 30 June 2009  
(Unaudited)  
於二零零九年  
六月三十日  
(未經審核)  
HK\$'000  
千港元

### 分類資料

所有本集團營業額及業績貢獻，均來自合營公司之電話及相關設備之裝配服務。

### 流動資金及財政資源

流動比率由12%下降至4%，主要由於列入流動負債之可換股貸款票據之內在換股權所致。

於二零零九年六月三十日，本集團持有現金約4,000,000港元、流動負債淨額約198,000,000港元、資產總額約14,000,000港元及股東虧絀約225,000,000港元。

本集團於二零零九年六月三十日並無銀行借貸(二零零八年：無)。

### 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。



## Capital Structure

During the six months ended 30 June 2009, no shares were issued upon the exercise of share options by option holders.

On 6 May 2009, the Convertible Notes with principal amount of HK\$18,600,000 were converted at the conversion price of HK\$0.10 per share, resulting in the issue of 186,000,000 ordinary shares of the HK\$0.10 each. All the new shares issued during the period ended 30 June 2009 ranked pari passu with the then existing shares in all respects.

At 30 June 2009, the Company had outstanding Fully Underwritten Bonds in an aggregate principal amount of HK\$50,000,000. Upon full conversion of the Fully Underwritten Bonds of HK\$0.10 per conversion share, a total of 500,000,000 new conversion shares will be issued.

## Exchange Rate

All sales in the current period were denominated in US dollars and RMB, whilst the majority of the Group's expenses were denominated in RMB and HK dollars.

## Investments

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

## Contingent Liabilities

Information concerning the claims which are the subject of legal proceedings brought by Uniden Corporation and Uniden HK referred to in the Management Discussion and Analysis can be found in the Company's annual report for the year ended 31 December 2008. On 31 July 2009, the Board announced that the litigation with Uniden Corporation and Uniden HK were settled on 31 July 2009.

## 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 options had been granted by the Group to the employees in accordance with the share option scheme.

## 股本架構

於截至二零零九年六月三十日止六個月內，並無因為購股權持有人行使購股權而發行股份。

於二零零九年五月六日，本金額為18,600,000港元之可換股票據已按每股0.10港元之換股價換股，本公司因此發行186,000,000股每股面值0.10港元之普通股。於截至二零零九年六月三十日止期間內發行之所有新股份，均於各方面與當時之股份享有同等權益。

於二零零九年六月三十日，本公司之未償還全面包銷債券的本金總額為50,000,000港元。若全面包銷債券按每股換股股份0.10港元之價格悉數換股，本公司將會發行合共500,000,000股新換股股份。

## 匯率

本期間內之所有銷售均以美元及人民幣列值，而本集團之開支大部分以人民幣及港元列值。

## 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。

## 或然負債

管理層論述及分析中提及Uniden Corporation及Uniden HK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，已載於本公司截至二零零八年十二月三十一日止年度之年報。於二零零九年七月三十一日，董事會宣佈與Uniden Corporation及Uniden HK之訴訟已於二零零九年七月三十一日達成和解。

## 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，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

At 30 June 2009, 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		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	
ZHU Guangping	朱廣平	153,600,000	-	9.17
LEUNG Shek Kong (Note 2)	梁錫光 (附註2)	52,715,694	76,416,422	7.71
SONG Shufa (Note 3)	宋舒發 (附註3)	-	76,320,000	4.55
Malcolm Stephen JACOBS-PATON		782,343	-	0.05

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

## 董事及主要行政人員之股份權益

於二零零九年六月三十日，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

Name of Directors 董事姓名		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	
ZHU Guangping	朱廣平	153,600,000	-	9.17
LEUNG Shek Kong (Note 2)	梁錫光 (附註2)	52,715,694	76,416,422	7.71
SONG Shufa (Note 3)	宋舒發 (附註3)	-	76,320,000	4.55
Malcolm Stephen JACOBS-PATON		782,343	-	0.05

相關股份（有關股份權益衍生工具）之好倉

Name of Director 董事姓名		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		
CHEUNG Chi Wai	張志偉	1,188,727		0.07

Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 1,675,788,925.

附註：

- 該股權百分比是根據本公司之已發行股本1,675,788,925股計算。

2. Mr. Leung Shek Kong, a non-executive Director of the Company, 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 interests of 52,715,694 Shares totaling 129,132,116 Shares.
3. Mr. Song Shufa, a non-executive Director of the Company, is the beneficial owner of 70% of the share capital of New Wise International Holdings Limited. In accordance with the SFO, Mr. Song is deemed to be interested in 76,320,000 Shares held by New Wise International Holdings Limited.

Save as disclosed above, at 30 June 2009, 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.

#### SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES

At 30 June 2009, 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.

##### Long Position

Ordinary shares of HK\$0.1 each of the Company

2. 本公司非執行董事梁錫光先生有權於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，連同其52,715,694股股份之個人權益計算，梁錫光先生之總權益為129,132,116股股份。
3. 本公司非執行董事宋舒發先生為聯威國際集團有限公司之70%股本的實益擁有人。根據證券及期貨條例，宋先生視為持有聯威國際集團有限公司所持76,320,000股股份。

除上文披露者外，於二零零九年六月三十日，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或淡倉（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或淡倉）；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或淡倉。

#### 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，於二零零九年六月三十日，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。

##### 好倉

本公司每股面值0.1港元之普通股

Name of shareholder 股東姓名	Nature of interests 權益性質	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) (%)
ZHU Guangping (Note 3) 朱廣平 (附註3)	Personal interests 個人權益	153,600,000	9.17
LEUNG Shek Kong (Note 4) 梁錫光 (附註4)	Personal and corporate interests 個人及公司權益	129,132,116	7.71

Notes:

1. The information given above on the number of shares held is based on notifications received by the Company at 30 June 2009.
2. The percentage shareholding is calculated on the basis of the Company's issued share capital of 1,675,788,925.
3. Mr. Zhu Guangping is the Chairman and an executive Director of the Company.
4. Mr. Leung Shek Kong is a non-executive Director of the Company. He 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 interests of 52,715,694 Shares totaling 129,132,116 Shares.

Save as disclosed above, at 30 June 2009, 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 "Share Option Scheme") was adopted by shareholders under which the Directors may, at their discretion, grant share options to eligible persons including Directors and employees to subscribe shares in the Company.

No share option was granted during the period.

At 30 June 2009, the number of shares in respect of which share options could be exercisable under the terms of the Share Option Scheme was 2,148,438 shares representing 0.13% 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二零零九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1,675,788,925股計算。
3. 朱廣平先生為本公司之主席兼執行董事。
4. 梁錫光先生為本公司之非執行董事。彼有權於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，連同其52,715,694股股份之個人權益計算，梁錫光先生之總權益為129,132,116股股份。

除上文所披露者外，就本公司董事及主要行政人員所知，於二零零九年六月三十日，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及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。

於二零零九年六月三十日，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2,148,438股，相當於在該日期本公司已發行股份之0.13%。

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：

Name	Notes	Date of grant	Exercisable period	Exercise price per share	Balance at 1/1/2009 於二零零九年一月一日之結餘	Granted during the period 於期內授出	Exercised during the period 於期內行使	Forfeited during the period 於期內沒收	Expired during the period 於期內屆滿	Balance at 30/6/2009 於二零零九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)					
<b>(A) DIRECTORS</b>						<b>(A) 董事</b>				
Malcolm Stephen JACOBS-PATON	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	16/3/2004	16/3/2004–15/3/2009	0.976	1,122,686	-	-	-	(1,122,686)	-
MAK Chee Bun 麥致貴	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 & 3	25/5/2007	25/5/2007–24/5/2012	0.409	1,188,727	-	-	-	-	1,188,727
Sub-total 小計					4,556,785	-	-	(1,122,686)	(2,245,372)	1,188,727
<b>(B) EMPLOYEES (OTHER THAN DIRECTORS)</b>						<b>(B) 僱員 (不包括董事)</b>				
	2 & 3	25/5/2007	25/5/2007–24/5/2012	0.409	1,554,073	-	-	(594,362)	-	959,711
Sub-total 小計					1,554,073	-	-	(594,362)	-	959,711
Total 總計					6,110,858	-	-	(1,717,048)	(2,245,372)	2,148,438

Notes:

附註：

- 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 share options were granted pursuant to the Share Option Scheme.
- The share 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 share options are exercisable from 25 May 2008 to 24 May 2012.

- 承前自二零零七年之購股權數目及行使價已就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

At 30 June 2009, no guarantees given by the Group to banks in respect of banking facilities granted to a jointly controlled entity.

## AUDIT COMMITTEE

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the audit of the Company.

The Audit Committee was established in March 2000 with defined written terms of reference which describe the authorities and duties of the Audit Committee. The Audit Committee currently consists of three members, one of whom is the non-executive Director and two of whom are independent non-executive Directors ("INEDs") namely Dato' Dr. WONG Sin Just, Dr. HUI Ka Wah Ronnie and Mr. HO Kwan Tat, of which Dr. HUI Ka Wah Ronnie is the chairman. The unaudited financial statements of the Group for the six months ended 30 June 2009 have been reviewed by the Audit Committee.

## CORPORATE GOVERNANCE

The Company is committed to high standards of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize a quality Board, sound internal control, transparency, independence and accountability to all shareholders.

Throughout the period, the Group had applied the principles as set out in the Code of Corporate Governance Practices (the "CG Code") in Appendix 14 of the Listing Rules, except for the deviation from Code Provision A.4.1 in respect of the service term of directors.

Pursuant to Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term subject to re-election. None of the existing non-executive Directors and INEDs are engaged on specific term, and it constituted a deviation from Code Provision A.4.1 of the CG 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 CG Code in this respect.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transaction. Based on specific enquiry of all the Directors, the Directors have complied with the required standard as set out in the Model Code throughout the period.

## 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

於二零零九年六月三十日，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。

## 審核委員會

審核委員會就有關本公司審核工作範圍內的事宜為董事會與本公司核數師之間提供重要連繫。

審核委員會於二零零零年三月成立並以書面具體列明審核委員會之職權和職責範圍。審核委員會目前有三名成員，即非執行董事拿督黃森捷博士與兩名獨立非執行董事（「獨立非執行董事」）許家驊醫生和何君達先生，而許家驊醫生為主席。審核委員會已審閱本集團截至二零零九年六月三十日止六個月之未經審核財務報表。

## 企業管治

本公司致力維持高水平之良好企業管治常規及程序。本公司之企業管治原則著重優秀之董事會、穩健之內部監控、透明度、獨立性及向全體股東問責。

於本期間，本集團已應用上市規則附錄十四企業管治常規守則（「企業管治守則」）所載的原則，惟於有關董事服務年期之守則條文A.4.1卻有所偏離。

根據企業管治守則之守則條文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以指定任期委任，此舉構成與企業管治守則之守則條文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企業管治守則在此方面之關注。

## 董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為本身有關董事進行證券交易之行為守則。根據對全體董事作出特定查詢後所知，董事於本期間已遵守標準守則所載之規定標準。

## 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。



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

*Executive Directors:*

Mr. ZHU Guangping (*Chairman*)  
Mr. Malcolm Stephen JACOBS-PATON  
Mr. CHEUNG Chi Wai

*Non-executive Directors:*

Mr. LEUNG Shek Kong  
Dato' Dr. WONG Sin Just  
Mr. SONG Shufa

*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**  
**Mr. Zhu Guangping**  
*Chairman and Executive Director*

Hong Kong, 15 September 2009

**於本中期報告日期之董事會成員**

**執行董事：**

朱廣平先生 (*主席*)  
Malcolm Stephen Jacobs-Paton先生  
張志偉先生

**非執行董事：**

梁錫光先生  
拿督黃森捷博士  
宋舒發先生

**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**  
*主席兼執行董事*  
朱廣平先生

香港，二零零九年九月十五日