

# 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 2014

截至二零一四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") presents the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2014 together with the comparative figures in 2013, as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2014

### 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」)謹提呈本公司及其附屬公司(統稱「本集團」)截至二零一四年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一三年之比較數字如下：

### 簡明綜合損益及其他全面收益表

截至二零一四年六月三十日止六個月

		Notes	2014 (Unaudited) 二零一四年 (未經審核) HK\$'000 千港元	2013 (Unaudited) 二零一三年 (未經審核) HK\$'000 千港元
Revenue	收益	3	101,634	174,112
Cost of sales	銷售成本		(88,468)	(152,051)
Gross profit	毛利		13,166	22,061
Other income and gains	其他收入及收益	4	5,848	21,398
Distribution and selling expenses	銷售及分銷開支		(12,567)	(13,099)
Operating expenses	經營開支		(7,014)	(19,848)
Fair value change on held-for-trading investments	持作買賣投資之公平值變動		(13,409)	2,519
Fair value change on early redemption option embedded in convertible notes	可換股票據附帶之提前贖回權之公平值變動		(1,127)	-
Fair value change on convertible notes designated as at fair value through profit or loss	指定為按公平值列入損益賬之可換股票據之公平值變動		-	(10)
Finance costs	融資成本		(2,093)	(696)
(Loss)/Profit before tax	除稅前(虧損)/溢利		(17,196)	12,325
Income tax expense	所得稅開支	5	(222)	-
(Loss)/Profit for the period	期間(虧損)/溢利	7	(17,418)	12,325
Other comprehensive (expense)/income	其他全面(開支)/收益			
Items that may be reclassified subsequently to profit or loss:	可能於其後重新分類至損益之項目：			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額			
- Exchange loss arising during the period	一期內產生之匯兌虧損		-	(423)
- Reclassification adjustment for the cumulative gain/(loss) included in profit or loss upon disposal of foreign operations	一於出售海外業務後對計入損益之累計收益/(虧損)作出重新分類調整		(264)	870
Other comprehensive (expense)/income for the period	期間其他全面(開支)/收益		(264)	447
Total comprehensive (expense)/income for the period	期間全面(開支)/收益總額		(17,682)	12,772
(Loss)/Earnings per share (HK cents)	每股(虧損)/盈利(港仙)	8		(Restated) (經重列)
- Basic	一基本		(0.19)	0.66
- Diluted	一攤薄		(0.19)	0.65

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

		Notes	At 30 June 2014 (Unaudited) 於二零一四年 六月三十日 (未經審核) HK\$'000 千港元	At 31 December 2013 (Audited) 於二零一三年 十二月三十一日 (經審核) HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		3	21
Goodwill	商譽		29,877	29,877
			<u>29,880</u>	<u>29,898</u>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		2,556	–
Trade, bill and other receivables	應收貿易賬款、應收票據及 其他應收款項	10	54,401	32,521
Bill receivable discounted with full recourse	附有全面追索權之應收貼現票據		1,100	6,794
Contingent consideration	或然代價		–	1,650
Early redemption option embedded in convertible notes	可換股票據附帶之提前贖回權	13	–	1,127
Held-for-trading investments	持作買賣投資		4,273	22,500
Bank balances and cash	銀行結餘及現金		21,343	35,413
			<u>83,673</u>	<u>100,005</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	11	48,291	42,303
Advance drawn on bill receivable discounted with full recourse	預支附有全面追索權之 應收貼現票據之墊款		1,100	6,794
Promissory notes	承付票據	12	15,233	14,842
Current tax liabilities	即期稅項負債		1,182	960
			<u>65,806</u>	<u>64,899</u>
<b>Net current assets</b>	<b>流動資產淨值</b>		<u>17,867</u>	<u>35,106</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>47,747</u>	<u>65,004</u>
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	14	3,849	2,151
Reserves	儲備		22,752	(10,791)
<b>Total equity</b>	<b>總權益</b>		<u>26,601</u>	<u>(8,640)</u>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Promissory notes	承付票據	12	21,146	22,251
Convertible notes	可換股票據	13	–	51,393
			<u>21,146</u>	<u>73,644</u>
			<u>47,747</u>	<u>65,004</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動報表

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Other capital reserve	Translation reserve	Convertible notes equity reserve	Share option reserve	Accumulated losses	Total equity
		股本	股份溢價	其他資本儲備	換算儲備	可換股票據權益儲備	購股權儲備	累計虧損	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2013 (Audited)	於二零一三年一月一日 (經審核)	564	456,931	14,945	(118)	–	–	(553,913)	(81,591)
Profit for the period	期間溢利	–	–	–	–	–	–	12,325	12,325
Other comprehensive income for the period	期間其他全面收益								
Exchange differences on translating foreign operations	換算海外業務之匯兌差額								
– Exchange loss arising during the period	– 期內產生之匯兌虧損	–	–	–	(423)	–	–	–	(423)
– Reclassification adjustment for the cumulative loss included in profit or loss upon disposal of foreign operations	– 於出售海外業務後對計入損益之累計虧損作出重新分類調整	–	–	–	870	–	–	–	870
		–	–	–	447	–	–	–	447
Total comprehensive income for the period	期間全面收益總額	–	–	–	447	–	–	12,325	12,772
At 30 June 2013 (Unaudited)	於二零一三年六月三十日 (未經審核)	564	456,931	14,945	329	–	–	(541,588)	(68,819)
At 1 January 2014 (Audited)	於二零一四年一月一日 (經審核)	2,151	508,055	14,945	264	5,642	4,048	(543,745)	(8,640)
Loss for the period	期間虧損	–	–	–	–	–	–	(17,418)	(17,418)
Other comprehensive expense for the period	期間其他全面開支								
Exchange differences on translating foreign operations	換算海外業務之匯兌差額								
– Reclassification adjustment for the cumulative gain included in profit or loss upon disposal of foreign operations	– 於出售海外業務後對計入損益之累計收益作出重新分類調整	–	–	–	(264)	–	–	–	(264)
		–	–	–	(264)	–	–	–	(264)
Total comprehensive expense for the period	期間全面開支總額	–	–	–	(264)	–	–	(17,418)	(17,682)
Conversion of convertible notes	可換股票據換股	1,689	55,592	–	–	(5,561)	–	–	51,720
Release of convertible notes equity reserve upon redemption of convertible notes	因贖回可換股票據而解除可換股票據權益儲備	–	–	–	–	(81)	–	(16)	(97)
Exercise of share options	購股權獲行使	9	2,100	–	–	–	(809)	–	1,300
At 30 June 2014 (Unaudited)	於二零一四年六月三十日 (未經審核)	3,849	565,747	14,945	–	–	3,239	(561,179)	26,601

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
For the six months ended 30 June 2014

**簡明綜合現金流量報表**  
截至二零一四年六月三十日止六個月

		2014 (Unaudited) 二零一四年 (未經審核) HK\$'000 千港元	2013 (Unaudited) 二零一三年 (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	(8,572)	(4,501)
Net cash used in investing activities	投資業務動用之現金淨額	(276)	(1,345)
Net cash (used in)/generated from financing activities	融資業務(動用)/所得之現金淨額	(5,222)	5,811
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(14,070)	(35)
Effect of foreign exchange rate changes	外幣匯率變動之影響	-	88
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	35,413	9,872
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	21,343	9,925

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
For the six months ended 30 June 2014

**1. Basis of preparation**

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 on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard 34 "Interim financial reporting".

**2. Principal accounting policies**

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2014 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2013.

In the current interim period, the Group has applied, for the first time, a new interpretation and certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are mandatorily effective for the current interim period. The application of the new interpretation and amendments to HKFRSs in the current interim period has had no material effect on amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

**3. Revenue and segment information**

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

The following is an analysis of the Group's revenue and results by reportable and operating segments:

Six months ended 30 June 2014

Revenue	收益			
External sales	對外銷售	82,380	19,254	101,634
Segment (loss)/profit	分部 (虧損) / 溢利	(6,444)	1,334	(5,110)
Interest income on bank deposits	銀行存款利息收入			1
Gain on disposal of subsidiaries	出售附屬公司之收益			5,427
Gain on repayment of promissory note	償還承付票據之收益			38
Gain on redemption of convertible notes	贖回可換股票據之收益			14
Fair value change on held-for-trading investments	持作買賣投資之公平值變動			(13,409)
Fair value change on early redemption option embedded in convertible notes	可換股票據附帶之提前贖回權之公平值變動			(1,127)
Unallocated expenses	未分配開支			(937)
Finance costs	融資成本			(2,093)
Loss before tax	除稅前虧損			(17,196)

**簡明綜合財務報表附註**  
截至二零一四年六月三十日止六個月

**1. 編製基準**

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

**2. 主要會計政策**

簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公平值計量。

除下文所述者外，截至二零一四年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一三年十二月三十一日止年度之全年財務報表所採用者相同。

於本中期期間，本集團已首次應用由香港會計師公會頒佈並對本中期期間強制生效的香港財務報告準則 (「香港財務報告準則」) 之一項新詮釋及若干修訂。於本中期期間應用香港財務報告準則之新詮釋及修訂對簡明綜合財務報表所呈報的金額及／或簡明綜合財務報表所載的披露並無重大影響。

**3. 收益及分部資料**

收益代表本集團期內向外界客戶出售貨品之已收及應收款項總額，扣除退貨及折扣。

以下為按須予申報及經營分部分析本集團之收益及業績。

截至二零一四年六月三十日止六個月

Telephones and related equipment	Used computer-related components	Total
電話及相關設備 HK\$'000 千港元	二手電腦相關組件 HK\$'000 千港元	總計 HK\$'000 千港元
82,380	19,254	101,634
(6,444)	1,334	(5,110)
		1
		5,427
		38
		14
		(13,409)
		(1,127)
		(937)
		(2,093)
		(17,196)

Six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		Telephones and related equipment 電話及 相關設備 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>			
External sales	對外銷售	174,112	-	174,112
Segment loss	分部虧損	(9,637)	-	(9,637)
Interest income on bank deposits	銀行存款利息收入			3
Gain on disposal of subsidiaries	出售附屬公司之收益			20,269
Gain on disposal of a joint venture	出售一間合營企業之收益			1,000
Fair value change on held-for-trading investments	持作買賣投資之公平值變動			2,519
Fair value change on convertible notes designated as at fair value through profit or loss	可換股票據附帶之提前贖回權之公平值變動			(10)
Unallocated expenses	未分配開支			(1,123)
Finance costs	融資成本			(696)
Profit before tax	除稅前溢利			12,325

4. Other income and gains

4. 其他收入及收益

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Gain on disposal of subsidiaries	出售附屬公司之收益	5,427	20,269
Gain on disposal of a joint venture	出售一間合營企業之收益	-	1,000
Gain on repayment of promissory note	償還承付票據之收益	38	-
Gain on redemption of convertible notes	贖回可換股票據之收益	14	-
Net foreign exchange gain	匯兌收益淨額	141	-
Interest income on bank deposits	銀行存款之利息收入	1	3
Management fee income	管理費收入	218	126
Sundry income	雜項收入	9	-
		5,848	21,398

5. Income tax expense

5. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	222	-

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. No Hong Kong Profits Tax has been provided for the period ended 30 June 2013 as the Group did not generate any assessable profits during the period.

香港利得稅乃根據兩段期間之估計應課稅溢利按稅率16.5%計算。並無就截至二零一三年六月三十日止期間作出香港利得稅撥備，原因為本集團於本期間並無任何應課稅溢利。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both periods. No PRC Enterprise Income Tax has been provided for the periods ended 30 June 2014 and 2013 as the PRC subsidiaries did not generate any assessable profits during the periods.

## 6. Disposal of subsidiaries

On 22 April 2014, the Group disposed of its 100% equity interests in HB Electronics (China) Limited, Suncorp Industrial (China) Limited, Bamboo Bay Investments Limited, Mondial Communications Limited, Suncorp Communications Limited, SGW Electronics Limited, Suncorp Information Technologies Limited, Tak San Development Limited and 深圳家昌通訊設備有限公司 (collectively referred to as the "Disposal Group").

The net liabilities of the Disposal Group at the date of disposal were as follows:

Net liabilities disposal of	
Reclassification of cumulative translation reserve on disposal of foreign operations	
Gain on disposal	
Total consideration	
Satisfied by:	
Cash	
Net cash outflow arising on disposal:	
Total cash consideration received	
Bank balances and cash disposal of	

## 7. (Loss)/Profit for the period

(Loss)/Profit for the period has been arrived at after charging:

Cost of inventories recognised as an expense	存貨成本確認為支出
Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Net foreign exchange losses	匯兌虧損淨額
Staff costs including directors' remuneration	員工成本，包括董事酬金

## 6. 出售附屬公司

中國附屬公司於兩段期間須按25%之稅率繳納中國企業所得稅。並無就截至二零一四年及二零一三年六月三十日止期間作出中國企業所得稅撥備，原因為中國附屬公司於兩段期間內並無任何應課稅溢利。

於二零一四年四月二十二日，本集團出售其於錫威電子（中國）有限公司、SunCorp Industrial (China) Limited、Bamboo Bay Investments Ltd.、萬達鈴通訊有限公司、新確通訊有限公司、國威電子有限公司、新確資訊科技有限公司、德生發展有限公司及深圳家昌通訊設備有限公司（統稱為「出售集團」）之100%股本權益。

出售集團於出售日期之負債淨額如下：

	HK\$'000 千港元
所出售之負債淨額	(5,157)
出售海外業務時將累計換算儲備重新分類	(264)
	(5,421)
出售之收益	5,427
總代價	6
支付方式：	
現金	6
出售產生之現金流出淨額：	
已收取之總現金代價	6
所出售之銀行結餘及現金	(283)
	(277)

## 7. 期間（虧損）／溢利

期間（虧損）／溢利已扣除下列各項：

Six months ended 30 June 截至六月三十日止六個月	
2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
88,468	103,812
18	915
-	61
3,197	42,031

## 8. (Loss)/Earnings per share

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

(Loss)/Earnings	(虧損)/盈利
(Loss)/Earnings for the purpose of basic and diluted (loss)/earnings per share ((Loss)/Profit for the period attributable to owners of the Company)	用於計算每股基本及攤薄(虧損)/盈利之(虧損)/溢利(本公司擁有人應佔期間(虧損)/溢利)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響:
– Fair value change on convertible notes designated as at fair value through profit or loss	– 指定為按公平值列入損益賬之可換股票據之公平值變動
(Loss)/Profit for the purpose of diluted (loss)/earnings per share	用於計算每股攤薄(虧損)/盈利之(虧損)/溢利

Six months ended 30 June  
截至六月三十日止六個月

2014	2013
二零一四年	二零一三年
HK\$'000	HK\$'000
千港元	千港元

(17,418)	12,325
–	10
<b>(17,418)</b>	<b>12,335</b>

Six months ended 30 June  
截至六月三十日止六個月

2014	2013
二零一四年	二零一三年
	(Restated)
	(經重列)

Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用於計算每股基本(虧損)/盈利之普通股加權平均數
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響:
– Convertible notes designated as at fair value through profit or loss	– 指定為按公平值列入損益賬之可換股票據
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	用於計算每股攤薄(虧損)/盈利之普通股加權平均數

9,387,198,958	1,879,515,570
–	13,996,317
<b>9,387,198,958</b>	<b>1,893,511,887</b>

The weighted average number of ordinary shares for the purpose of basic and diluted earnings per share for the six months ended 30 June 2013 has been adjusted for the effect of the share subdivision ("Share Subdivision") on 18 December 2013.

用於計算截至二零一三年六月三十日止六個月每股基本及攤薄盈利之普通股加權平均數已就二零一三年十二月十八日之股份拆細(「股份拆細」)之影響而調整。

The computation of diluted loss per share for the six months ended 30 June 2014 does not assume the conversion of the Company's outstanding convertible notes and the exercise of the Company's outstanding share options since their exercise would result in a decrease in loss per share.

計算截至二零一四年六月三十日止六個月之每股攤薄虧損時乃假設本公司之未償還可換股票據不會獲換股及本公司之未行使購股權不會獲行使，原因為有關換股及行使將令到每股虧損減少。

## 9. Dividends

No dividend was paid or proposed during the six months ended 30 June 2014 and 2013.

## 9. 股息

截至二零一四年及二零一三年六月三十日止六個月並無派付或建議派付股息。



10. Trade, bill and other receivables

Trade and bill receivables  
Less: Allowance for doubtful debts

Deposits, prepayments and other receivables

Total trade, bill and other receivables

應收貿易賬款及應收票據  
減：呆賬撥備

按金、預付款項及其他應收款項

應收貿易賬款、應收票據及其他應收款項之總額

The Group allows a credit period from 30 to 90 days to its trade customers. The following is an ageing analysis of trade and bill receivables (net of allowance for doubtful debts) presented based on the invoice date at the end of the reporting period:

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

零至三十日  
三十一至六十日  
六十一至九十日  
九十日以上

10. 應收貿易賬款、應收票據及其他應收款項

At 30 June 2014  
於二零一四年六月三十日  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

At 31 December 2013  
於二零一三年十二月三十一日  
(Audited)  
(經審核)  
HK\$'000  
千港元

36,574  
(5,451)

31,123  
23,278

54,401  
32,521

本集團給予貿易客戶之信貸期為三十至九十日。有關應收貿易賬款及應收票據(扣除呆賬撥備)於報告期間結束時根據發票日期呈列之賬齡分析如下：

At 30 June 2014  
於二零一四年六月三十日  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

At 31 December 2013  
於二零一三年十二月三十一日  
(Audited)  
(經審核)  
HK\$'000  
千港元

8,018  
14,129  
2,601  
6,375

31,123  
22,241

11. Trade and other payables

Trade payables  
Accrued charges and other payables

應付貿易賬款  
應計費用及其他應付款項

11. 應付貿易賬款及其他應付款項

At 30 June 2014  
於二零一四年六月三十日  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

At 31 December 2013  
於二零一三年十二月三十一日  
(Audited)  
(經審核)  
HK\$'000  
千港元

36,695  
11,596

48,291  
42,303

The following is an ageing analysis of trade payables presented based on invoice date at the end of the reporting period:

0-30 days	零至三十日
31-60 days	三十一至六十日
61-90 days	六十一至九十日
Over 90 days	九十日以上

The average credit period on purchase of goods is 60 days.

## 12. Promissory notes

On 31 July 2013, the Company issued promissory notes with an aggregate principal amount of HK\$37,000,000 in two tranches as part of the consideration for the acquisition of the entire equity interest in Smart Policy Investments Limited and its subsidiary, Worldwide Technology (Hong Kong) Limited (collectively referred to as "Smart Policy Group"). The promissory notes are unsecured and denominated in Hong Kong dollars. The first tranche promissory note with principal amount of HK\$15,000,000 ("First Tranche Promissory Note") is bearing interest at fixed rate of 2% per annum and is repayable in one year from the date of issue. The second tranche promissory note with principal amount of HK\$22,000,000 ("Second Tranche Promissory Note") is bearing interest at fixed rate of 5% per annum and is repayable in two years from the date of issue.

Pursuant to the sale and purchase agreement, the vendors have agreed to provide a profit guarantee to the Company in relation to the financial performance of Smart Policy Group for the year ended 31 December 2013. The profit guarantee required Smart Policy Group to meet a target profit after tax for the year ended 31 December 2013 of HK\$4,000,000 (the "Guaranteed Profit"). The profit after tax for the year ended 31 December 2013 generated by Smart Policy Group was approximately HK\$3,835,000. The shortfall of the Guaranteed Profit was deducted from the Second Tranche Promissory Note during the six months ended 30 June 2014.

## 13. Convertible notes

In September 2013, the Company entered into a placing agreement and a side letter with an independent placing agent in relation to the placing of two-year 1% coupon convertible notes up to an aggregate principal amount of HK\$110,000,000 in not more than four tranches to independent third parties. On 13 November 2013, the convertible notes in an aggregate principal amount of HK\$40,000,000 (the "First Tranche Convertible Notes") were issued. The gross proceeds from the placing of the First Tranche Convertible Notes amounted to HK\$40,000,000 which were deployed as debt repayment.

On 13 December 2013, the convertible notes in an aggregate principal amount of HK\$70,000,000 (the "Second Tranche Convertible Notes") were issued. The gross proceeds from the placing of the Second Tranche Convertible Notes amounted to approximately HK\$70,000,000 which were deployed as debt repayment and general working capital.

有關應付貿易賬款於報告期間結束時根據發票日期呈列之賬齡分析如下：

At 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
7,425	8,116
14,583	965
1,253	2,154
13,434	18,141
<b>36,695</b>	<b>29,376</b>

購買貨品之平均信貸期為六十日。

## 12. 承付票據

於二零一三年七月三十一日，本公司分兩批發行總本金額為37,000,000港元之承付票據，作為收購Smart Policy Investments Limited及其附屬公司環球電子科技(香港)有限公司(統稱為「Smart Policy集團」)全部股本權益之部份代價。承付票據為無抵押及以港元計值。本金額為15,000,000港元之首批承付票據(「首批承付票據」)按每年2%的固定利率計息，須於發行日期起計一年內償付。本金額為22,000,000港元之第二批承付票據(「第二批承付票據」)按每年5%的固定利率計息，須於發行日期起計兩年內償付。

根據買賣協議，該等賣方同意就Smart Policy集團截至二零一三年十二月三十一日止年度之財務表現提供溢利保證。有關溢利保證規定Smart Policy集團須達到截至二零一三年十二月三十一日止年度之除稅後溢利目標4,000,000港元(「保證溢利」)。Smart Policy集團截至二零一三年十二月三十一日止年度錄得之除稅後溢利約為3,835,000港元。保證溢利之差額已於截至二零一四年六月三十日止六個月內在第二批承付票據中扣除。

## 13. 可換股票據

於二零一三年九月，本公司與一名獨立配售代理訂立配售協議及附函，內容有關以不多於四個批次向獨立第三方配售本金總額最高達110,000,000港元之兩年期1厘可換股票據。於二零一三年十一月十三日，本金總額為40,000,000港元之可換股票據(「首批可換股票據」)予以發行。配售首批可換股票據之所得款項總額為40,000,000港元並已用於償還債務。

於二零一三年十二月十三日，本金總額為70,000,000港元之可換股票據(「第二批可換股票據」)予以發行。配售第二批可換股票據之所得款項總額為70,000,000港元並已用於償還債務及撥作一般營運資金。

The First Tranche Convertible Notes and the Second Tranche Convertible Notes (hereinafter referred to as "Convertible Notes") bear interest at the rate of 1% per annum payable in arrears on the maturity date, and are convertible into the Company's ordinary shares at an initial conversion price of HK\$0.10 per share (adjusted to HK\$0.01 per share after Share Subdivision) (subject to adjustments) at any time starting from the date of issue until the maturity date. The maturity date of the Convertible Notes will be the date falling on the second anniversary of the date of issue.

The Company could redeem the outstanding Convertible Notes at 103% of the principal amount by giving the noteholders written notice of redemption during the outstanding period. On the maturity date, any unconverted Convertible Notes will be redeemed by the Company at 100% of the principal amount.

The Convertible Notes contain three components, liability component, equity and early redemption option elements. The equity element is presented in equity heading "convertible note equity reserve". The early redemption option is measured at fair value with changes in fair value recognised in profit or loss. The effective interest rate of the liability component is 6.75% per annum.

The movement of the liability component and early redemption option of the Convertible Notes for the six months ended 30 June 2014 is set out as below:

At 1 January 2014	於二零一四年一月一日
Conversion to ordinary shares	轉換為普通股
Redemption	贖回
Interest charge	利息支出
Loss arising on changes of fair value	因公平值變動而產生之虧損
At 30 June 2014	於二零一四年六月三十日

首批可換股票據及第二批可換股票據(以下統稱為「可換股票據」),按1厘之年利率計息,須於到期日支付前期利息,並可於發行日期起至到期日止期間內任何時間按初步換股價每股股份0.10港元(股份拆細後調整至每股0.01港元)(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足第二週年之日。

本公司可以在可換股票據尚未償還期間透過向票據持有人發行書面贖回通知而按本金額之103%贖回未償還可換股票據。於到期日,本公司將按本金額之100%贖回任何未換股之可換股票據。

可換股票據包括三個部份,即負債部份、權益及提前贖回權元素。權益元素於權益中「可換股票據權益儲備」呈列。提前贖回權按公平值計量而公平值變動於損益確認。負債部份的實際利率為每年6.75厘。

可換股票據之負債部份及提前贖回權於截至二零一四年六月三十日止六個月內的變動載列如下:

Liability component 負債部份 HK\$'000 千港元	Early redemption option 提前贖回權 HK\$'000 千港元
51,393	1,127
(51,720)	-
(745)	-
1,072	-
-	(1,127)
-	-

#### 14. Share capital

Ordinary shares of HK\$0.0003 each

#### 14. 股本

每股面值0.0003港元之普通股

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定:</b>		
At 1 January 2014 and at 30 June 2014	於二零一四年一月一日及二零一四年六月三十日	2,000,000,000,000	600,000
<b>Issued and fully paid:</b>	<b>已發行及繳足:</b>		
At 1 January 2014	於二零一四年一月一日	7,169,515,570	2,151
Issue of shares on conversion of convertible notes	因可換股票據換股而發行股份	5,630,000,000	1,689
Issue of shares on exercise of share options	因購股權行使而發行股份	31,326,300	9
At 30 June 2014	於二零一四年六月三十日	12,830,841,870	3,849

#### 15. Related party disclosures

The Group had no significant related party transaction during the six months ended 30 June 2014.

#### 15. 關連人士披露事項

本集團於截至二零一四年六月三十日止六個月並無重大關連人士交易。

## 16. Fair value measurements of financial instruments

*Fair value of the Group's financial assets that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### Financial assets 金融資產

	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及 關鍵輸入數據	Significant unobservable input(s) 主要而無法觀察的 輸入數據
	30/06/2014 二零一四年 六月三十日 HK\$'000 千港元	31/12/2013 二零一三年 十二月三十一日 HK\$'000 千港元			
Listed equity securities in Hong Kong classified as held-for-trading investments 分類為持作買賣投資之香港上市股本證券	4,273	22,500	Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報之 買入價	–
Contingent consideration in a business combination 業務合併中的或然代價	–	1,650	Level 3 第三級	Black-Scholes Model 柏力克-舒爾斯模式  The key inputs are expected profit, guaranteed profit, time to maturity, risk free rate and volatility 主要輸入數據為預期 溢利、保證溢利、 到期前之時間、 無風險利率及波幅	Volatility, ranging from 0% to 68.46% (Note 1) 波幅，介乎0%至68.46% (附註1)
Early redemption option embedded in convertible notes 可換股票據附帶之提前贖回權	–	1,127	Level 3 第三級	Black-Scholes Model 柏力克-舒爾斯模式  The key inputs are risk free rate, volatility of the underlying assets, redemption value, conversion value and probability of early redemption 主要輸入數據為無風險 利率、相關資產之波幅、 贖回價值、換股價值 及提前贖回之機會率	Probability of early redemption of 0.05% (Note 2) 提前贖回之機會率為0.05% (附註2)

## 16. 金融工具之公平值計量

*以經常基準按公平值計量之本集團金融資產之公平值*

本集團部份金融資產於各報告期間結束時按公平值計量。下表載列此等金融資產之公平值釐定方法（特別是所使用之估值技術及輸入數據），以及計量公平值時之公平值等級水平是根據公平值計量輸入數據可觀察程度進行劃分（第一至三級）的資料。

- 第一級公平值計量為相同資產或負債於活躍市場上報價（未經調整）所得出；
- 第二級公平值計量為於第一級計入之報價以外可直接或間接觀察資產或負債所得輸入數據所得出；
- 第三級公平值計量為包括並無根據可觀察市場數據（不可觀察輸入數據）釐定之資產或負債輸入數據之估值方法所得出。

Notes:

1. An increase in the volatility used in isolation would result in an increase in the fair value measurement of the contingent consideration, and vice versa. A 5% increase in the volatility holding all other variables constant would increase the carrying amount of the contingent consideration by approximately HK\$520,000.
2. An increase in the probability of early redemption used in isolation would result in an increase in the fair value measurement of the early redemption option embedded in convertible notes, and vice versa. A 0.05% increase in the probability of early redemption holding all other variables constant would increase the carrying amount of the early redemption option embedded in convertible notes by approximately HK\$1,108,000.

There were no transfers between Level 1 and 2 in current and prior periods.

*Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis*

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

Financial liabilities	金融負債
Promissory notes under non-current liabilities	非流動負債項下之承付票據
Convertible notes	可換股票據

附註：

1. 僅波幅增加將令到或然代價之公平值計量增加，反之亦然。在所有其他變量保持不變情況，波幅增加5%將令到或然代價之賬面值增加約520,000港元。
2. 僅提前贖回權之機會率增加將令到可換股票據附帶之提前贖回權之公平值計量增加，反之亦然。在所有其他變量保持不變情況，提前贖回權之機會率增加0.05%將令到可換股票據附帶之提前贖回權之賬面值增加約1,108,000港元。

於本期間及上期間並無第一級與第二級之間的轉移。

並非以經常基準按公平值計量之本集團金融資產及金融負債之公平值

除下表詳述者外，董事認為在簡明綜合財務報表內按攤銷成本記錄之金融資產及金融負債賬面值約相當於其公平值。

31/06/2014 二零一四年六月三十日		31/12/2013 二零一三年十二月三十一日	
Carrying amount	Fair value	Carrying amount	Fair value
賬面值	公平值	賬面值	公平值
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
21,146	20,217	22,251	21,807
-	-	51,393	52,407

Notes:

1. The fair values are based on cash flows discounted using the prevailing market interest rates for loans with similar credit rating and similar tenor of the respective loans.
2. These financial liabilities were classified under level 2 in the fair value hierarchy.

*Reconciliation of Level 3 fair value measurements of financial assets*

附註：

1. 公平值乃建基於以具備相若信貸評級及相關貸款之相若年期的貸款的通行市場利率貼現之現金流量。
2. 此等金融負債乃分類為公平值等級中的第二級。

金融資產第三級公平值計量之對賬

		Contingent consideration	Early redemption option embedded in the convertible notes
		或然代價 HK\$'000 千港元	可換股票據附帶之 提前贖回權 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	1,650	1,127
Total loss in profit or loss	損益中的虧損總額	-	(1,127)
Settlements	結清	(1,650)	-
At 30 June 2014	於二零一四年六月三十日	-	-

#### Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The board of directors of the Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Information about the valuation techniques and inputs used in the determination of the fair value of various assets are disclosed above.

#### DIRECTOR'S STATEMENT

On behalf of the Board of the Company, I present to you the interim report of the Group for the six months ended 30 June 2014.

During the six months of review, the Group's turnover amounted to approximately HK\$101.6 million, compared to HK\$174.1 million reported in 2013, representing a decrease of approximately 41.6%. In relation to the Group's turnover, approximately 81.1% resulted from sales of telephone products, 18.9% resulted from the newly acquired company engaged principally in the processing and trading of used computer-related components. Gross profit from operation for the year under review was approximately HK\$13.2 million, compared to a gross profit of approximately HK\$22.1 million reported in 2013, representing a decrease of approximately 40.3%. The net loss was approximately HK\$17.4 million, which was mainly due to the change in the fair value on the held-for-trading investments.

As previously reported, Motorola Mobility selected the Company as its exclusive licensee for the Motorola brand for corded and cordless telephones for residential and office use in Europe, Russian Federation, Middle East, Africa and Asia (including China, India, South East Asia and Australia). The Group's core activity is the design, sales and marketing of telephone products under the Motorola brand in the above territories.

The processing and trading of used computer-related components business continues to perform and has contributed positive returns to the Group during the six months period ended 30 June 2014.

Looking ahead, although the overall current business environment is still challenging, the Board will continue to explore new business opportunities in the new media area or in area which could diversify the Group's current business and will bring value to shareholders as a whole.

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.

#### 公平值計量及估值過程

於釐定資產或負債之公平值時，本集團使用市場可觀察數據（如有）。倘無法獲取第一級輸入數據，本集團委聘獨立合資格估值師進行估值。本公司董事會與外聘合資格估值師緊密合作以設立合適估值技術及模式之輸入數據。

有關釐定不同資產公平值時所使用之估值技術及輸入數據的資料，已於上文披露。

#### 董事報告

本人謹代表本公司董事會，向閣下提呈本集團截至二零一四年六月三十日止六個月之中期報告。

於回顧六個月，本集團錄得營業額約101,600,000港元，較二零一三年錄得的174,100,000港元減少約41.6%。本集團營業額中約81.1%來自銷售電話產品，18.9%來自主要業務為二手電腦相關組件處理及貿易之新收購公司。回顧年度之經營毛利約為13,200,000港元，較二零一三年約22,100,000港元的毛利減少約40.3%。虧損淨額約為17,400,000港元，主要源自持作買賣投資之公平值變動。

誠如先前所報告，摩托羅拉移動(Motorola Mobility)已選任本公司為其家居及辦公室有線及無線摩托羅拉品牌電話在歐洲、俄羅斯聯邦、中東、非洲及亞洲(包括中國、印度、東南亞及澳洲)之獨家獲許可人。本集團之核心業務活動為於上述區域以摩托羅拉品牌設計、銷售及推廣電話產品。

二手電腦相關組件之處理及貿易業務繼續表現不俗，於截至二零一四年六月三十日止六個月期間為本集團作出正面貢獻。

展望將來，雖然目前整體的營商環境仍然充滿挑戰，但董事會將繼續發掘新媒體領域之新商機，又或可實現本集團現有業務之多元化，並將為全體股東創造價值之新商機。

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。



## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview

For the six months ended 30 June 2014, the Group recorded a turnover of approximately HK\$101.6 million which represents a decrease of approximately 41.6% as compared to the corresponding figure for the six months ended 30 June 2013. The gross profit for the period under review was approximately HK\$13.2 million as compared to approximately HK\$22.1 million for the previous period. The net loss for the period was approximately HK\$17.4 million.

### Segmental Information

The turnover, gross profit and net loss from the telephones and related equipment segment for the six months ended 30 June 2014 are set out as below:

Turnover	營業額
Gross profit	毛利
Net loss	虧損淨額

The turnover, gross profit and net profit from the used computer-related components segment for the six months ended 30 June 2014 are set out as below:

Turnover	營業額
Gross profit	毛利
Net profit	純利

### Liquidity and Financial Resources

The decrease in current ratio from 1.54 to 1.27 was mainly due to the decreased in bill receivable discounted with full recourse and held-for-trading investment.

At 30 June 2014, the Group had cash on hand of approximately HK\$21.3 million, net current assets of approximately HK\$17.9 million, total assets of approximately HK\$113.6 million and shareholders' fund of approximately HK\$26.6 million. The Group has HK\$1.1 million bank borrowings as at 30 June 2014.

## 管理層論述及分析

### 概覽

截至二零一四年六月三十日止六個月，本集團錄得營業額約101,600,000港元，較截至二零一三年六月三十日止六個月之相關數字減少約41.6%。回顧期間之毛利約為13,200,000港元，上一期間則約為22,100,000港元。期間虧損淨額約為17,400,000港元。

### 分部資料

電話及相關設備分部於截至二零一四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 2014  
(Unaudited)  
截至二零一四年  
六月三十日  
(未經審核)  
HK\$'000  
千港元

82,380  
10,816  
(6,444)

二手電腦相關組件分部於截至二零一四年六月三十日止六個月之營業額、毛利及純利如下：

At 30 June 2014  
(Unaudited)  
截至二零一四年  
六月三十日  
(未經審核)  
HK\$'000  
千港元

19,254  
2,350  
1,334

### 流動資金及財政資源

流動比率由1.54下降至1.27，主要由於附有全面追索權之應收貼現票據及持作買賣投資減少。

於二零一四年六月三十日，本集團持有現金約21,300,000港元、流動資產淨值約17,900,000港元、資產總額約113,600,000港元及股東資金約26,600,000港元。本集團於二零一四年六月三十日之銀行借貸為1,100,000港元。

### Gearing Ratio

As at 30 June 2014, the Group's gearing ratio is 1.37, calculated based on the Group's promissory notes of approximately HK\$36.4 million and the Group's shareholder fund of approximately HK\$26.6 million.

As at 30 June 2013, no gearing ratio is presented as the Group is in a negative equity position.

### Capital Structure

For the six months ended 30 June 2014, 31,326,300 shares and 5,630,000,000 shares were issued upon the exercise of the share options and convertible notes respectively.

### Exchange Rate

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

### Investments

During the six months ended 30 June 2014, there were no material acquisitions or disposals of subsidiaries and associated companies.

### Contingent Liabilities

As at 30 June 2014, the Group and the Company do not have any significant contingent liabilities.

### 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.

### 資本負債比率

於二零一四年六月三十日，本集團之資本負債比率為1.37，乃根據本集團之承付票據約36,400,000港元及本集團之股東資金約26,600,000港元而計算。

於二零一三年六月三十日，由於本集團處於負值權益水平，因此並無提供資本負債比率。

### 股本架構

於截至二零一四年六月三十日止六個月內，31,326,300股股份及5,630,000,000股股份已分別因為購股權及可換股票據獲行使而發行。

### 匯率

本期間內之所有銷售均以美元列值，而本集團之開支大部分以美元及港元列值。

### 投資

於截至二零一四年六月三十日止六個月內，本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

於二零一四年六月三十日，本集團及本公司並無任何重大或然負債。

### 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

As at 30 June 2014, 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\$0.0003 each of the Company

## 董事及主要行政人員之股份權益

於二零一四年六月三十日，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0.0003港元之普通股

Name of Director 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 股本之百分比 (Note 1) (附註1) (%)
	Personal interests 個人權益	Corporate interests 公司權益	
Malcolm Stephen JACOBS-PATON	260,780	—	0.0002%
XIAO Qingmin (Note 2) 肖慶敏 (附註2)	15,663,160	—	0.1221%

### Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 12,830,841,870.
- Mr. Xiao was granted options to subscribe for 15,663,160 shares.

### 附註：

- 該股權百分比是根據本公司之已發行股本12,830,841,870股計算。
- 肖慶敏先生獲授購股權以認購15,663,160股股份。

Save as disclosed above, at 30 June 2014, 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，於二零一四年六月三十日，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 2014, save as disclosed below, 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.

## 主要股東之股份權益

除下文所披露者外，就本公司董事及主要行政人員所知，於二零一四年六月三十日，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。

Name of shareholder with over 5% shareholding 持有超過5%股權之股東姓名／名稱	Capacity 身份	Nature of Interest 權益性質	Long or short position 好倉或淡倉	Number of shares 股份數目	Percentage of the issued share capital of the Company 佔本公司已發行股本之百分比 (Note 1) (附註1)
Sung Kwan Wun 宋君媛	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,315,000,000	10.25%
Cloud Dynasty (Macau) Limited (Note 2) (附註2)	Controlled Company's interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	1,300,000,000	10.13%
Chan Sin Ying (Note 2) 陳倩瑩 (附註2)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	10.13%
Eugene Finance International Limited (Note 3) (附註3)	Controlled Company's interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	1,300,000,000	10.13%
Xiao Lili (Note 3) 肖梨利 (附註3)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	10.13%
Orchid Touch Limited (Note 4) (附註4)	Controlled Company's interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	1,300,000,000	10.13%
So Ka Yan (Note 4) 蘇嘉欣 (附註4)	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	10.13%
Li Rong Hua 李榮華	Beneficial owner 實益擁有人	Beneficial interest 實益權益	Long Position 好倉	1,300,000,000	10.13%

Notes:

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 12,830,841,870.

附註：

- 該股權百分比是根據本公司之已發行股本12,830,841,870股計算。

2. Cloud Dynasty (Macau) Limited ("Cloud Dynasty") is directly interested in 1,300,000,000 shares in the Company. Cloud Dynasty is wholly owned by Chan Sin Ying. Chan Sin Ying is therefore deemed to be interested in 1,300,000,000 shares in the Company.
3. Eugene Finance International Limited ("Eugene Finance") is directly interested in 1,300,000,000 shares in the Company. Eugene Finance is wholly owned by Xiao Lili. Xiao Lili is therefore deemed to be interested in 1,300,000,000 shares in the Company.
4. Orchid Touch Limited ("Orchid Touch") is directly interested in 1,300,000,000 shares in the Company. Orchid Touch is wholly owned by So Ka Yan. So Ka Yan is therefore deemed to be interested in 1,300,000,000 shares in the Company.

## SHARE OPTIONS SCHEME

On 4 May 2012, 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, and 15,663,150 share options were granted to eligible grantees on 7 October 2013. In the annual general meeting of the Company held on 28 April 2014, the shareholders have approved and refreshed the general limit under the Share Option Scheme ("Refreshment"). As such, a total of 726,951,557 share options will be available to grant to eligible grantees pursuant to the Refreshment.

During the six months ended 30 June 2014, 31,326,300 share options have been exercised.

## GUARANTEES TO AFFILIATED COMPANIES

As at 30 June 2014, guarantee in an amount of USD2,000,000 was given by the Company to DBS Bank (Hong Kong) Limited in respect of banking facilities granted to Suncorp Global Limited, a wholly owned subsidiary of the Company.

## 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, all of whom are independent non-executive Directors ("INEDs") namely Mr. Lee Ho Yiu, Thomas, Ms. Lu Bei Lin and Mr. Lee Ka Sing, Joseph, of which Mr. Lee Ho Yiu, Thomas is the chairman. The unaudited financial statements of the Group for the six months ended 30 June 2014 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.

2. Cloud Dynasty (Macau) Limited ("Cloud Dynasty") 直接擁有1,300,000,000股本公司股份之權益。Cloud Dynasty由陳倩瑩全資擁有。因此，陳倩瑩被視為於1,300,000,000股本公司股份中擁有權益。
3. Eugene Finance International Limited ("Eugene Finance") 直接擁有1,300,000,000股本公司股份之權益。Eugene Finance由肖梨利全資擁有。因此，肖梨利被視為於1,300,000,000股本公司股份中擁有權益。
4. Orchid Touch Limited ("Orchid Touch") 直接擁有1,300,000,000股本公司股份之權益。Orchid Touch由蘇嘉欣全資擁有。因此，蘇嘉欣被視為於1,300,000,000股本公司股份中擁有權益。

## 購股權計劃

於二零一二年五月四日，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，而15,663,150份購股權已於二零一三年十月七日授予合資格承授人。於二零一四年四月二十八日舉行之本公司股東週年大會上，股東批准及更新購股權計劃之一般限額("更新")。因此，合共726,951,557份購股權將可根據更新授予合資格承授人。

於截至二零一四年六月三十日止六個月，31,326,300份購股權已獲行使。

## 對聯屬公司之擔保

於二零一四年六月三十日，本公司就本公司全資附屬公司新確環球有限公司獲授之銀行融資而向星展銀行(香港)有限公司提供2,000,000美元擔保。

## 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，彼等皆為獨立非執行董事("獨立非執行董事")，即李浩堯先生、陸蓓琳女士及李家星先生，而李浩堯先生為主席。審核委員會已審閱本集團截至二零一四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。

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 deviations as follows

#### Chairman and Chief Executive Officer

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, in view of the current nature of the Company, the Board opines that it is not necessary to appoint a chairman or chief executive officer and daily operation of the Group is delegated to executive Directors, department heads and various committees. In this circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

#### Non-Executive 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.

#### Attendance of Annual General Meeting

Pursuant to Code Provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders. Due to other pre-arranged business commitments, Ms. Lu Bei Lin and Mr. Lee Ka Sing, Joseph, being the independent non-executive director of the Company, were not present at the annual general meeting of the Company held on 28 April 2014.

#### 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.

By Order of the Board  
Suncorp Technologies Limited  
Wang Zhen Dong  
Executive Director

Hong Kong, 20 August 2014

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，惟以下偏離情況除外：

#### 主席及行政總裁

根據企業管治守則之守則條文A.2.1，主席及行政總裁之角色應予區分及不應由同一人兼任。然而，鑑於本公司目前之性質，董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。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。

#### 非執行董事

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。

#### 出席股東週年大會

根據企業管治守則之守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會，對公司股東的意見有公正的了解。由於其他預先安排之業務承諾，本公司獨立非執行董事陸蓓琳女士及李家星先生未能出席於二零一四年四月二十八日舉行之本公司股東週年大會。

#### 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。

承董事會命  
新確科技有限公司  
執行董事  
王振東

香港，二零一四年八月二十日