HI SUN TECHNOLOGY (CHINA) LIMITED

(Incorporated in Bermuda with limited liability) (Stock code: 0818)

ANNUAL REPORT 2005

CONTENTS

BOARD OF DIRECTORS

Executive Directors:–
CHEUNG Yuk Fung *(Chairman)*
KUI Man Chun
LO Siu Yu
XU Wensheng
LI Wenjin
CHAN Yiu Kwong
XU Chang Jun
ZHOU Jian
SU Terry Lumin
(resigned on 2 February 2005)

Non-Executive Director:–
LIU Yangsheng, Charles
(appointed on 17 May 2005
and resigned on 17 April 2006)

Independent Non-Executive Directors:–
TAM Chun Fai
LEUNG Wai Man, Roger
XU Sitao

COMPANY SECRETARY

Chan Yiu Kwong

BERMUDA RESIDENT REPRESENTATIVE

John Charles Ross Collis

AUDITORS

PricewaterhouseCoopers

LEGAL ADVISERS

As to Hong Kong Law
Woo, Kwan, Lee & Lo

As to Bermuda Law
Conyers Dill & Pearman

PRINCIPAL BANKER

Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2416, 24th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

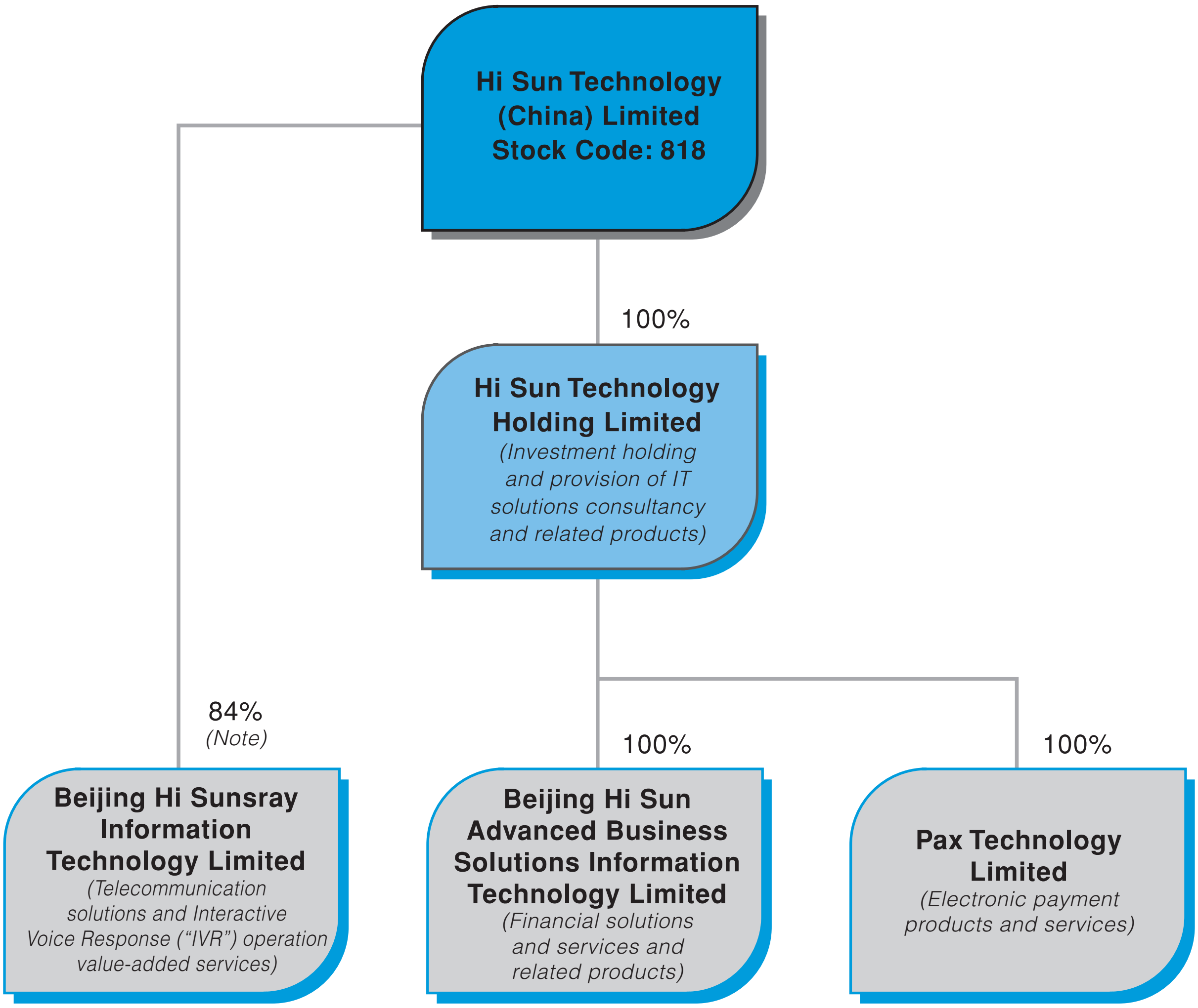
SHARE REGISTRAR IN BERMUDA

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tengis Limited
26th Floor
Tesbury Centre
No.28 Queen's Road East
Hong Kong

The following is a simplified corporate chart of the Group's principal operating subsidiaries up to the date of this report.



Note: Pursuant to the Subscription Agreement entered into between Turbo Speed Technology Limited ("Turbo Speed"), the investment holding company of Beijing Hi Sunsray Information Technology Limited and the wholly-owned subsidiary of the Company, and the independent third parties dated 9 November 2004, Turbo Speed has on 29 April 2005 issued 6,837,608 convertible preference shares of US$0.1 each of Turbo Speed at the total subscription price of US$4 million (approximately HK$31.2 million).

As at the date of this report, the Company holds 100% shareholdings in the entire issued ordinary share capital of Turbo Speed. After the completion of conversion of the convertible preference shares into ordinary shares of Turbo Speed, the Company's equity interest in Turbo Speed will be reduced to 84%.

NOTICE IS HEREBY GIVEN that an annual general meeting (the "Annual General Meeting") of Hi Sun Technology (China) Limited (the "Company") will be held at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2006 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and of the auditors for the year ended 31 December 2005;

2. To re-elect retiring Directors and to authorise the Board of Directors to fix their remuneration;

3. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration;

   As special business, to consider and, if thought fit, pass the following resolutions, with or without modifications, as Ordinary Resolutions: –

4. "**THAT:**–

   (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares of HK$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

   (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option granted under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of: –

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"Rights Issue" means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to the holders of shares of the Company, or any class thereof, whose name appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

5. "**THAT**:–

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong ("Securities and Futures Commission") and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:–

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of the Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** subject to the passing of Resolutions No.4 and No.5 set out in this notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No.4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No.5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution."

As special business, to consider and, if though fit, pass the following resolution as a Special Resolution:–

7. "**THAT** the bye-laws of the Company be altered in the following manner:

(A) Bye-law 86

(i) By deleting the last sentence of the existing Bye-law 86(2) and substituting therefor the following sentence:–

"Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election."

(ii) By deleting the words "special resolution" and substituting therefor the words "ordinary resolution" of the existing Bye-law 86(4).

(B) Bye-law 87(2)

By deleting the words "Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation." of the existing Bye-law 87(2)."

By Order of the Board
Chan Yiu Kwong
Executive Director
and Company Secretary

Hong Kong, 29 April 2006

Notes:–

(1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(2) A form of proxy for use at the meeting is enclosed.

(3) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting if the member so desires.

(4) To be valid, a form of proxy must be duly completed and signed in accordance with the instructions printed thereon and lodged, together with the power of attorney or other authority, if any, under which it is signed or a notarilly certified copy of that power or authority, at the principal place of the business of the Company at Room 2416, 24th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).

(5) With regard to resolution No.2 in this notice, the Board of Directors proposes that the retiring Directors, namely, Mr. Cheung Yuk Fung, Mr. Kui Man Chun, Mr. Chan Yiu Kwong and Mr. Xu Chang Jun be re-elected as Directors. The biographies of these Directors are also set out in Appendix II to the circular of the Company to be despatched to the shareholders together with this annual report.

Dear Shareholders,

I take great pride to present the Group results for the year ended 31 December 2005, its achievements, developments and industry conditions and prospect.

Performance for the year under review

During the year, it is encouraging that all the business segments recorded positive contributions to the Group. The turnover achieved was HK$439 million as compared to the turnover of HK$280 million for the last year, representing 57% increase. The net profit attributable to the shareholders amounted to HK$62 million.

Achievements and developments

During the year 2005, the Group had achieved the followings:

– Successfully completed the ICBC (Asia)-Belgian Bank Integration in Hong Kong

– Launching of the important phase of Integrated Banking System for the Bank of Communication in China

– Extension of the exclusive IVR platform for China Mobile

– Become the market leading supplier of EFT-POS terminals in China

Besides, several new business lines and products are under development:

Financial solutions outsourcing and operation under our financial solutions arm. The trend and its success of the outsourcing and operation business were proven outside China. As a pioneer and well experienced solution provider in the financial industry, we started the expansion into the outsourcing years ago and become a major player in China.

New operation value-added services and products for the telecommunication industry are also under pilot run and further development with the strong financial and management support from the Group and the strategic investors.

For the American and European markets of the EFT-POS terminals, strategic alliance agreement had been signed paving our way entering the lucrative American and European market. The setting up of the Russian representative office leads us to the new and growing market in Russia and Eastern Europe.

Industry conditions and prospects

As market and competitive pressures mount, more and more banks around the world are discovering that without upgrading the core banking system to transform their efficiency and cost bases, their future growth and high performance will be hindered. The global market of the core banking system is a multi billion USD business with great growth potential in other geographical theatre, in particular China where the banking reform is just starting to sprout. Years of effort has made us a leading local player and can mobilise the right people and skills to help our clients achieve their transformation. Besides, we are also the most preferred collaborator of our global players for the financial institutions in China.

In the telecommunication front, the advent of next-generation technologies drive value-added services operators concentrate more of their effort on driving revenue from similar services. Leveraging on the resources and experience generated from IVR platform operations, we are now in an extremely good position to develop new technology products and services. We expect these will be instrumental in generating additional future revenues.

Looking ahead, increasing demand of our EFT-POS terminals in China is expected to be continued. Being the market leader in China, we are ready to capture the strong market growth in China. Our products are also well received from our alliances in Europe and American markets. Besides driving further enhancement of the functionality of our products, the international market will also boost our revenue growth.

Corporate Governance and Investor Relations

As the Group Chairman, I am entrusted with the responsibility of leading the Board to ensure the Group observes and maintains high standards of corporate conduct and governance.

In order to have an effective communications with our shareholders, it is imperative that we maintain timely informed corporate information. Through its membership to www.irasia.com, shareholders and potential investors can obtain the Group's email alerts and latest corporate releases announcements via this website.

Lastly, I would like to take this opportunity to thank the fellow board members and the management for their concerted efforts and commitment. Also, I wish to extend my utmost gratitude and appreciation to our customers, bankers, suppliers, business associates and most valued shareholders for their continuous support to the Group.

Cheung Yuk Fung
Chairman
Hong Kong, 21 April 2006

As at 21 April 2006, the date of the Report of the Directors, the biographical details of the directors and senior management of the Company are as follows:–

BOARD OF DIRECTORS

Executive Directors

CHEUNG YUK FUNG *Chairman*

Mr. Cheung, aged 60, has been the Chairman and Director of the Company since November 2001. He graduated from the Faculty of Radio Electronics at Peking University in the People's Republic of China (the "PRC") and worked as a professor at Peking University thereafter. Prior to joining the Group, Mr. Cheung was a chairman of a company listed in the PRC and a director of a company listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and has working experience in international trade, finance, asset management and strategic planning. Mr. Cheung was honoured many awards, including being selected as the young entrepreneur with outstanding contribution to China, and won the first prize of national golden award for enterprise initiators in the 4th National Technology Industrialist Award and many other awards.

KUI MAN CHUN

Mr. Kui, aged 40, has been the Director of the Company since June 2001. He graduated from Peking University in the PRC with a master's degree in international relations and has over 15 years of experience in the information technology industry and investment activities. Mr. Kui is also the chairman and chief executive officer of Hi Sun Limited ("HSL"), the Company's controlling shareholder. Prior to joining HSL in 2000, Mr. Kui was the president of an enterprise in the PRC.

LO SIU YU

Mr. Lo, aged 39, has been the Director of the Company since February 2003. He graduated from Peking University with a bachelor's degree in computer science and obtained a master's degree from the Institute of Psychology of the Science Academy of China. Mr. Lo is also the director of HSL and has an extensive experience in computer systems integration of the financial industry.

XU WENSHENG

Mr. Xu, aged 37, has been the Director of the Company since February 2003. He graduated from the Dalian University of Technology with a bachelor's degree in computer science and engineering. Mr. Xu is also the director of HSL. Prior to joining the Company, Mr. Xu was the president of a system integration company and has an extensive experience in computer systems integration of the financial industry.

LI WENJIN

Mr. Li, aged 42, has been the Director of the Company since June 2001. He graduated from Peking University in the PRC with a master's degree in law. He has over 15 years of experience in investment and administrative affairs. Mr. Li is also the managing director of HSL. Prior to joining HSL in 1999, he had worked for several companies in the PRC and Hong Kong.

CHAN YIU KWONG

Mr. Chan, aged 41, has been the director of the Company since July 2001. He graduated from the University of Hong Kong with a bachelor's degree in social sciences. Mr. Chan is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and is a fellow member of the Chartered Association of Certified Accountants in the United Kingdom. Mr. Chan is also the director of HSL. Prior to joining the Company, he was the financial controller and company secretary of a listed company on the Hong Kong Stock Exchange and was a manager of an international public accountancy firm. Mr. Chan is currently an independent non-executive director of two companies listed on the Hong Kong Stock Exchange. He has over 15 years of experience in auditing, business advisory and corporate management.

XU CHANG JUN

Mr. Xu, aged 39, has been the Director of the Company since July 2001. He graduated from Peking University in the PRC with a master's degree in international economics. Prior to joining the Company, Mr. Xu had worked for several companies in the PRC and Hong Kong. He has over 15 years of experience in corporate management of enterprise in Hong Kong and the PRC.

ZHOU JIAN

Mr. Zhou, aged 37, has been the Director of the Company since May 2004. He graduated from E. M. Lyon in France with a master's degree in business administration. He has over 10 years of extensive experience in operations, administrative affairs and strategic planning.

Independent Non-executive Directors

TAM CHUN FAI

Mr. Tam, aged 44, has been an independent non-executive Director of the Company since May 2004. He graduated from the Hong Kong Polytechnic University with a bachelor of arts degree in accountancy. Mr. Tam is a member of Hong Kong Institute of Certified Public Accountants and is a member of Chartered Financial Analyst. He has over 20 years' experience in auditing, corporate advisory services as well as financial management and compliance work. Mr. Tam is currently the financial controller and company secretary of Beijing Enterprises Holdings Limited, a major red chip company listed on the Main Board of the Hong Kong Stock Exchange.

LEUNG WAI MAN, ROGER

Mr. Leung, aged 49, has been an independent non-executive Director since September 2004. He graduated with a Bachelor's degree in Law and a Postgraduate Certificate in Laws from The University of Hong Kong. He also graduated with a bachelor's degree in Law from the University of Western Ontario, Canada. Mr. Leung has been a practicing solicitor in Hong Kong since 1984 and is now a partner of the law firm, Messrs Foo, Leung & Yeung. He is also admitted as a solicitor in England and Wales and as a barrister, solicitor and notary public in Ontario, Canada. Mr. Leung has extensive working experience in law both in Hong Kong and in Canada. He has been serving as a member of the Inland Revenue Board of Review since 1997 to 2005 and appointed as a China-appointed Attesting Officer since January 2003. Mr. Leung is currently an independent non-executive director of a company listed on the Hong Kong Stock Exchange.

XU SITAO

Mr. Xu, aged 42, has been an independent non-executive Director of the Company since July 2001. He graduated from Peking University in the PRC with a bachelor of arts degree in economics and from the University of Connecticut with a master of arts degree in economics. He also holds a master of science degree in Finance from Boston College. Mr. Xu is currently a director of China Advisory Services of Economist Intelligence Unit in China. Prior to that, he was a senior economist at Industrial and Commercial Bank of China (Asia) Limited in Hong Kong from May 2003 to May 2004 and was the Chief Asian Economist of Societe Generale from September 2000 to November 2002. Between 1996 to 2000, he was a Regional Treasury Economist at Standard Chartered Bank. Prior to that, he was an Emerging Asia Economist of Standard & Poor's MMS International in Singapore.

SENIOR MANAGEMENT

As at 21 April 2006, the date of the Report of the Directors, Messrs Kui Man Chun, Lo Siu Yu, Xu Wensheng, Li Wenjin, Chan Yiu Kwong and Xu Chang Jun were members of the Company's senior management.

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2005.

The Company wishes to highlight the importance of its Board of Directors ("Board") in ensuring effective leadership and control of the Company and transparency and accountability of all operations.

The Company recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

The Company's corporate governance practices are based on the principles ("Principles"), code provisions ("Code Provisions") as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules").

The Company has complied with most of the Code Provisions save for the Code Provisions on internal controls which are to be implemented for accounting periods commencing on or after 1 July 2005 pursuant to the CG Code and certain deviations from the Code Provisions in respect of Code Provisions A.1.1, A.2.1, A.4.1 and E.1.2, details of which will be explained below.

The Company periodically reviews its organisational structure to ensure that operations are conducted in accordance with the standards of the CG Code.

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD

Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All directors should take decisions objectively in the interests of the Company.

The Board reserves for its decisions all major matters of the Company which include the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

The Board has the full support of the senior management to discharge its responsibilities.

Composition

The composition of the Board ensures a balance of skills and experience appropriate to the requirements of the business of the Company and to the exercising of independent judgement.

The Board currently comprises eleven members, consisting of eight executive directors and three independent non-executive directors.

The Board of the Company comprises the following directors:

Executive directors:

Cheung Yuk Fung *(Chairman)*
Kui Man Chun
Lo Siu Yu
Xu Wensheng
Li Wenjin
Chan Yiu Kwong
Xu Chang Jun
Zhou Jian

Independent non-executive directors:

Tam Chun Fai *(Chairman of Audit Committee)*
Leung Wai Man, Roger *(Member of Audit Committee)*
Xu Sitao *(Member of Audit Committee)*

The list of directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

None of the directors of the Company had any relationship among the members of the Board of the Company.

During the year ended 31 December 2005, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The independent non-executive directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. By taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive directors make various contributions to the effective direction of the Company.

Appointment and Succession Planning of Directors

The Company has established formal, considered and transparent procedures for the appointment and succession planning of directors.

Each of the non-executive director of the Company is subject to retirement by rotation once every three years.

Deviation from Code Provision A.4.1 (& reasons):–

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Although the independent non-executive directors are not appointed for a specific term, all directors of the Company are subject to retirement by rotation once every three years and any new director appointed to fill a causal vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after appointment pursuant to the Company's Bye-laws. The Company has intention to enter a service contract with all the independent non-executive directors.

Training for Directors

Each newly appointed director receives induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company. Besides, the Company shall consider to engage external legal and other professional advisors for providing professional development and training programmes to directors on an occasional basis.

Board Meetings

Deviation from Code Provision A.1.1 (& reason):–

Code Provision A.1.1 stipulates that the Company should hold at least four regular Board meetings a year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication.

Regular Board meetings were held twice during the year for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. The Company does not announce its quarterly results and hence not consider the holding of quarterly meeting as necessary.

Number of Meetings and Directors' Attendance

The Board met twice during the year ended 31 December 2005 for approving the final results for the year ended 31 December 2004 and interim results for the period ended 30 June 2005. Besides, the Board held twelve non-regular meetings for formulating policies and implementing laid-down policies during the year ended 31 December 2005.

The individual attendance record of each director at the meetings of the Board and Audit Committee during the year ended 31 December 2005 is set out below:

Name of Directors	**Attendance/Number of Audit Committee Meetings**	**Attendance/Number of Regular Meetings**	**Attendance/Number of Non-regular Meetings**
Cheung Yuk Fung	N/A	2/2	*Note 2*
Kui Man Chun	N/A	2/2	8/12
Lo Siu Yu	N/A	2/2	6/12
Xu Wensheng	N/A	2/2	7/12
Li Wenjin	N/A	2/2	12/12
Chan Yiu Kwong	N/A	2/2	11/12
Xu Chang Jun	N/A	2/2	9/12
Zhou Jian	N/A	2/2	*Note 2*
Liu Yangsheng, Charles *(Note 1)*	N/A	1/2	*Note 2*
Tam Chun Fai	2/2	1/2	*Note 2*
Leung Wai Man, Roger	2/2	1/2	*Note 2*
Xu Sitao	2/2	1/2	*Note 2*

Note:

1. Mr. Liu Yangsheng, Charles was appointed as a non-executive director on 17 May 2005 and resigned on 17 April 2006.

2. The Directors have not attended the non-regular meetings, the purpose of which were mainly to deal with implementation of policies and administrative routine.

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance.

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting or committee meeting to keep the directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The Qualified Accountant and Company Secretary attend all regular Board meetings and when necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's bye-laws also contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Deviation from Code Provision A.2.1 (& reason):–
Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive officer should be separate and should not be performed by the same individual.

Mr. Cheung Yuk Fung is the Chairman and six of the other executive directors who are also members of the senior management share the role of the Chief Executive Officer.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the Company Secretary and the senior management, the Chairman is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings, and that all key and appropriate issues are discussed by the Board in a timely manner.

The role of the Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. He/She is in charge of the Company's day-to-day management and operations. The Chief Executive Officer is also responsible for developing strategic plans and formulating the organisational structure, control systems and internal procedures and processes for the Board's approval.

The Board considers that due to the scale of operations of the group and the daily operations of the Group's business are delegated to the senior management and department heads, the appointment of a Chief Executive Officer is not necessary.

BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and are available to shareholders upon request.

The majority of the members of each Board committees are independent non-executive directors and the list of the chairman and members of each Board committee as at the date of this report is set out below:

Audit Committee
Tam Chun Fai *(Chairman)*
Leung Wai Man, Roger
Xu Sitao

Nomination Committee
Leung Wai Man, Roger *(Chairman)*
Tam Chun Fai
Chan Yiu Kwong

Remuneration Committee
Tam Chun Fai *(Chairman)*
Leung Wai Man, Roger
Li Wenjin

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Nomination Committee
The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessment of the independence of the independent non-executive directors.

The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

As the Nomination Committee was only established on 1 September 2005, the Board had been responsible for reviewing the structure, size and composition of the Board to ensure that it had a balance of expertise, skills and experience appropriate to the requirements of the business of the group for the year under review.

In accordance with the Company's bye-laws 87(1) and 87(2), Mr. Cheung Yuk Fung, Mr. Kui Man Chun, Mr. Chan Yiu Kwong and Mr. Xu Chang Jun, executive directors of the Company, shall retire by rotation and being eligible, offer themselves for re-election at the 2006 annual general meeting.

The Board recommended the re-appointment of the directors standing for re-election at the 2006 annual general meeting of the Company.

The Company's circular dated 29 April 2006 contains detailed information of the directors standing for re-election.

Remuneration Committee

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee normally meets for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the directors and the senior management and other related matters. The Human Resources Department is responsible for collection and administration of the human resources data and making recommendations to the remuneration committee for consideration. The Remuneration Committee shall consult the Chairman and/or the Board of the Company about these recommendations on remuneration policy and structure and remuneration packages.

As the Remuneration Committee was only established on 1 September 2005, the Board had been responsible for reviewing the remuneration policy and structure of the Company and remuneration packages of the directors and the senior management for the year under review.

Audit Committee

The Audit Committee comprises three independent non-executive directors (including one independent non-executive director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

(a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditors before submission to the Board.

(b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

(c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held two meetings during the year ended 31 December 2005 to review the financial results and reports, financial reporting and compliance procedures, internal control system and risk management review and processes and the re-appointment of the external auditors.

There is no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no different view taken by the Audit Committee from the Board regarding the selection, appointment, resignation or dismissal of external auditors.

The Company's annual results for the year ended 31 December 2005 has been reviewed by the Audit Committee.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry had been made to all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2005.

The Company has also established written guidelines with exact terms as set out in Appendix 10 to the Listing Rules for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2005.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Auditors' Report" on page 38.

AUDITORS' REMUNERATION

The external auditors have not rendered non-audit services to the Company for the year ended 31 December 2005. The remuneration paid to the external auditors of the Company in respect of audit services for the year ended 31 December 2005 amounted to approximately of HK$1.6 million.

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Bye-laws. Details of such rights to demand a poll and the poll procedures are included in all circulars to shareholders and will be explained during the proceedings of meetings.

Poll results will be published in newspapers on the business day following the shareholders' meeting and posted on the website of the Stock Exchange.

Deviation from Code Provision E.1.2 (& reason):–
Code provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting. The Chairman did not attend the annual general meeting held on 23 May 2005, however, Mr. Li Wenjin, as an executive director of the Company, took the chair pursuant to the Bye-laws of the Company.

The Board recognises that the general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board, or at his absence, an executive director of the Company, as well as chairmen of the Nomination Committee, Remuneration Committee and Audit Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board committee, will be available to answer questions at future shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

To promote effective communication, the Company maintains a website at www.hisun.com.hk, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are posted.

On behalf of the Board

Cheung Yuk Fung
Chairman

Hong Kong, 21 April 2006

The Directors submit their report together with the audited financial statements for the year ended 31 December 2005.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of the Group during the year were sales of information technology products and provision of customised information system consultancy and integration services, and information technology operation value-added services.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2005 are set out in the consolidated income statement on page 39.

The Directors do not recommend the payment of a dividend (2004: Nil).

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 21 to the financial statements.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK$1,923,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options are set out in note 20 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2005, the Company did not have any reserves available for distribution as calculated under the Companies Act 1981 of Bermuda (as amended) (2004: Nil). However, the Company's share premium account, in the amount of HK$100,556,000 (2004: HK$100,556,000) may be distributed in the form of fully paid bonus shares.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there was no restriction against such rights under the laws of Bermuda.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 100.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors:
CHEUNG Yuk Fung
KUI Man Chun
LO Siu Yu
XU Wensheng
LI Wenjin
CHAN Yiu Kwong
XU Chang Jun
ZHOU Jian
SU Terry Lumin *(resigned on 2 February 2005)*

Non-executive Director:
LIU Yangsheng, Charles *(appointed on 17 May 2005 and resigned on 17 April 2006)*

Independent non-executive Directors:
TAM Chun Fai
LEUNG Wai Man, Roger
XU Sitao

In accordance with the Company's bye-laws 87(1) and 87(2), one-third of the Directors of the Company are subject to retirement by rotation and re-election at the annual general meeting of the Company.

Messrs. Cheung Yuk Fung, Kui Man Chun, Chan Yiu Kwong and Xu Chang Jun will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

As at the date of this report, each of Mr. KUI Man Chun, Mr. LI Wenjin, Mr. LO Siu Yu, Mr. XU Wensheng, Mr. XU Chang Jun and Mr. CHAN Yiu Kwong has entered into a service contract with the Company for a term of one year from 1 January 2004 and shall continue thereafter unless and until terminated by either the Company or the Directors giving to the other not less than a notice of three months. Save as disclosed herein, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group (excluding contracts expiring or determinable within one year without payment of compensation, other than statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, its fellow subsidiaries or its holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on page 10 to 12.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2005, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company were as follows:–

(a) Ordinary shares of HK$0.01 each in the Company

	Number of shares held		
Name of Director	**Personal interest**	**Corporate Interest**	**Total**
Kui Man Chun *(Note)*	–	189,270,909	189,270,909
Liu Yangsheng, Charles	512,000	–	512,000

Note: These shares are held by Kui Man Chun through Hi Sun Limited, a company which Kui Man Chun holds a 99.16% interest, and Rich Global Limited, a wholly-owned subsidiary of Hi Sun Limited.

(b) Ordinary shares in associated corporations

Name of Director	Name of associated corporation	Number of shares held	Category of interest
Kui Man Chun	Rich Global Limited	2 ordinary shares	Corporate
Kui Man Chun	Hi Sun Limited	30,245,000 ordinary shares	Personal
Li Wenjin	Hi Sun Limited	255,000 ordinary shares	Personal

Save as disclosed above, none of the Directors or chief executive had any interests or short positions in the shares, or underlying shares in, or debentures, of the Company or any of its associated corporations.

Save as disclosed under the heading "Share Option Scheme" below, at no time during the year was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or other body corporate.

SHARE OPTION SCHEME

(a) The Company

The Company operates a share option scheme (the "Scheme") for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the Scheme include the Group's full-time employees, and executive and non-executive Directors. The Scheme became effective on 29 November 2001 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date.

The total number of shares in respect of which options may be granted shall not (together with all the other Schemes, if any) exceed 10% of the total issued capital of the Company as at date of approval of the Scheme unless the Company obtains a fresh approval from shareholders to renew the 10% limit.

The maximum number of shares in respect of which options may be granted under the Scheme, together with any unexercised share options granted under the Scheme and any other share option schemes of the Company in issue, may not exceed 30% of the relevant class of securities of the Company in issue at any time. On 18 March 2004, 33,000,000 share options were granted to certain directors and employees at HK$0.374 (the average closing price of the shares as quoted in the daily quotations sheets issued by the Stock Exchange of Hong Kong Limited for the five business days immediately preceding 18 March 2004) with an expiry date of 17 March 2014.

Pursuant to an ordinary resolution passed on 17 August 2005, a refreshment of the limit on grant of options under the Scheme was approved by the shareholders. Upon refreshing the 10 per cent limit on grant of options under the Scheme, 33,305,403 shares may be issued pursuant to the grant of further options under the Scheme.

On 26 September 2005, 33,300,000 share options were granted to certain directors and employees at HK$0.768 (the average closing price of the shares as quoted in the daily quotations sheets issued by the Stock Exchange of Hong Kong Limited for the five business days immediately preceding 26 September 2005) with an expiry date of 25 September 2015.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or to any of their associates, in excess of 1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences either immediately or after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the Directors, but may not be less than the higher of (i) the Hong Kong Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Hong Kong Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

As at 31 December 2005, the particulars of the options granted to each of the Directors and employees of the Company under the Scheme are as follows:–

Movements in the Share Options:

Name	Date of grant	Exercise price (HK$)	Number of options held at 1 January 2005	Granted during the year	Lapsed during the year	Exercised during the year	Number of options held at 31 December 2005
Directors							
Mr. Kui Man Chun	18 March 2004*	0.374	3,000,000	–	–	–	3,000,000
	26 September 2005**	0.768	–	3,300,000	–	–	3,300,000
Mr. Lo Siu Yu	18 March 2004*	0.374	3,300,000	–	–	–	3,300,000
	26 September 2005**	0.768	–	3,300,000	–	–	3,300,000
Mr. Xu Wensheng	18 March 2004*	0.374	3,300,000	–	–	–	3,300,000
	26 September 2005**	0.768	–	3,300,000	–	–	3,300,000
Mr. Li Wenjin	18 March 2004*	0.374	3,300,000	–	–	–	3,300,000
	26 September 2005**	0.768	–	3,300,000	–	–	3,300,000
Mr. Xu Chang Jun	18 March 2004*	0.374	3,300,000	–	–	–	3,300,000
	26 September 2005**	0.768	–	3,300,000	–	–	3,300,000
Mr. Chan Yiu Kwong	18 March 2004*	0.374	1,500,000	–	–	–	1,500,000
	26 September 2005**	0.768	–	1,000,000	–	–	1,000,000
Mr. Su Terry Lumin *(Note 1)*	18 March 2004*	0.374	1,500,000	–	–	–	1,500,000
			19,200,000	17,500,000	–	–	36,700,000
Employees							
(In aggregate) *(Note 2)*	18 March 2004*	0.374	13,800,000	–	–	–	13,800,000
	26 September 2005**	0.768	–	15,800,000	–	–	15,800,000
			33,000,000	33,300,000	–	–	66,300,000

* The exercisable period of the share options is from 18 March 2004 to 17 March 2014 (both dates inclusive).

** The option period commences on 26 September 2005 and expires 10 years thereafter. Options granted are vested as follows:

On 26 September 2005	Up to 50%
On 26 September 2006	Up to 100%

Note:

1. Mr. Su Terry Lumin has resigned as Director of the Company on 2 February 2005. On the same day, he has been re-designated as a Director and Deputy Chairman of Pax Technology Limited, one of the wholly-owned subsidiaries of the Company. As at 31 December 2005, the share options granted to Mr. Su for 1,500,000 shares are still valid.

   On 26 January 2006, Mr. Su exercised 1,500,000 share options at the exercise price of HK$0.374, result in the issue of 1,500,000 additional ordinary shares of the Company. On 27 January 2006, Mr. Su has resigned as the Deputy Chairman and Director of Pax Technology Limited.

2. Subsequent to the year end up to the date of this report, the total aggregate number of 7,300,000 share options have been exercised at the exercise price of HK$0.374 by the employees of the Company, which result in the issue of 7,300,000 additional ordinary shares of the Company.

As at the date of this report, the Company has 59,000,000 share options outstanding.

(b) Employee incentive scheme of a subsidiary

On 4 April 2005, the Company approved its wholly-owned subsidiary, Turbo Speed Technology Limited ("Turbo Speed"), to adopt an employee incentive scheme (the "Employee Incentive Scheme") to motivate the employees of Turbo Speed and its subsidiary (the "Turbo Speed Group"). Eligible participants of the Employee Incentive Scheme include the full-time employees of Turbo Speed or any of its subsidiaries, including any directors of Turbo Speed or any of its subsidiary (but excluding any person who is a Director of the Company) provided always that such term shall exclude any person who has tendered his resignation or who at the relevant time is working out his period of notice pursuant to his employment contract or otherwise. The Scheme became effective from 4 April 2005 and is valid till 31 December 2008, unless terminated by resolution of a remuneration committee formed by the Board to administer the Employee Incentive Scheme (the "Committee").

The total number of shares in respect of which options may be granted shall not exceed 4,682,275 ordinary shares of Turbo Speed ("Turbo Speed Shares"), representing approximately 11% of the issued share capital of Turbo Speed as enlarged by the subscription of convertible preference shares, currently held by a wholly-owned subsidiary of the Company. Options may be offered to any Employee determined by the Committee in its absolute discretion from time to time by reference to: (i) the performance of that Employee; and (ii) the financial performance of the Turbo Speed Group and the extent to which the Turbo Speed Group has achieved its intended business plans. The maximum number of the Turbo Speed Shares which may be offered to an employee who is also a director of companies within the Turbo Speed Group in any 12-month period may not exceed 1% of the entire issued share capital of Turbo Speed.

On 8 July 2005, 1,425,000 share options had been granted to certain directors and employees of Turbo Speed Group to subscribe ordinary shares of Turbo Speed at an exercise price of HK$1.922 per share. The exercisable period of the above share options is from 8 July 2005 to 31 December 2008 (both dates inclusive). Up to the date of this report, 780,000 share options had been lapsed, following the cessation of employment of certain employees and no share options had been exercised. As at the date of this report, Turbo Speed has 645,000 share options outstanding.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2005, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and chief executive.

Name of shareholder	**Number of ordinary shares**
Rich Global Limited ("RGL")	189,270,909
Hi Sun Limited ("HSL")	189,270,909 *(Note)*
Pacific Pilot Limited	30,000,000

Note: HSL is interested in the Company's share capital by virtue of its 100% shareholding in RGL.

CONNECTED TRANSACTIONS

Other significant related party transactions entered by the Group during the year ended 31 December 2005, which also constitute connected transactions under the Listing Rules, are disclosed in note 30 to the financial statements.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	13%
– five largest suppliers combined	25%
Sales	
– the largest customer	31%
– five largest customers combined	65%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in the major customers or suppliers noted above.

CONVERTIBLE PREFERENCE SHARES ISSUED BY A SUBSIDIARY

On 9 November 2004, Turbo Speed Technology Limited ("Turbo Speed"), a wholly-owned subsidiary of the Company, entered into a subscription agreement with independent third parties in relation to the subscription of 6,837,608 convertible preference shares of US$0.10 each of Turbo Speed for a total subscription price of US$4 million (approximately HK$31.2 million) ("the Subscription"). The subscription price had been received by Turbo Speed shortly after signing of the said subscription agreement and was held in jointly controlled bank account and would be released on completion of the Subscription.

Pursuant to an ordinary resolution passed on 4 April 2005, the Company approved the Subscription and the Subscription was completed on 29 April 2005, details of which are set out in note 23. During the year, no convertible preference shares had been converted into new ordinary shares of Turbo Speed and the Company.

SUBSEQUENT EVENTS

(i) Issue of new ordinary shares

On 21 March 2006, the Company entered into a subscription agreement with Huge Rising Limited (the "Subscriber"), a company incorporated in the British Virgin Islands, in relation to the subscription by the Subscriber at a price of HK$1.46 per share (the "Subscription Price") of an aggregate of 66,000,000 new ordinary shares of HK$0.01 each to be issued by the Company (the "Subscription Shares"). The Subscription Price is to be paid in cash on completion of the subscription agreement.

The Subscriber is an investment holding company and the ultimate beneficial owner of which is Mr. Che Fung, which are both third parties independent of the Company and connected persons of the Company.

The Subscription Shares represented approximately 19.73% of the issued share capital of the Company as at 21 March 2006 and approximately 16.48% of the share capital as enlarged by the issue of the Subscription Shares after completion.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber and with reference to the prevailing market prices of the shares of the Company. The Subscription Price represents (i) a discount of approximately 19.78% to the closing price of HK$1.82 per share as quoted on the Stock Exchange of Hong Kong Limited on 20 March 2006; (ii) a discount of approximately 19.25% to the average closing price of HK$1.808 per share for the last 5 trading days ended 20 March 2006 and (iii) a discount of approximately 8.98% to the average closing price of HK$1.604 per share for the last 20 trading days ended 20 March 2006.

The net proceeds from the subscription of approximately HK$96 million will be utilised for future investments or developments in outsourcing services, research and development of electronic payment products and general working capital of the Group. The net price per Subscription Share (based on the amount of net proceeds from the subscription) is approximately HK$1.45 price per Subscription Share.

The subscription was completed on 31 March 2006 which result in the issue of additional 66,000,000 new ordinary shares of the Company.

(ii) Exercise of share options

Subsequent to the year end and up to the date of this report, the total aggregate number of 7,300,000 share options have been exercised, which result in the issue of 7,300,000 additional ordinary shares of the Company. Particulars of the Share Options are set out in note 20 to the financial statements. As at the date of this report, the Company has 59,000,000 share options outstanding.

PENSION SCHEME

The subsidiaries operating in Hong Kong are required to participate in a defined contribution retirement scheme of the Group or Company set up in accordance with the Hong Kong Mandatory Provident Fund Ordinance. Under the scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK$1,000 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries up to a maximum of HK$1,000 (the "mandatory contributions"). The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65 years old, death or total incapacity.

In addition, pursuant to the government regulations in the People's Republic of China (the "PRC"), the Group is required to contribute an amount to certain retirement benefit schemes based on approximately 7% to 20% of the wages for the year of those workers in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those workers of the Group.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors have an interest in any business constituting a competing business to the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, the Directors confirmed that the Company has maintained during the year the amount of public float as required under the Listing Rules.

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Cheung Yuk Fung
Chairman

Hong Kong, 21 April 2006

Our results for the year ended 31 December 2005 reflected increases in net sales, gross profit and net profit from that for the year ended 31 December 2004. Net sales was HK$438.76 million, compared with HK$279.70 million in 2004. Gross profit was HK$191.56 million, compared with HK$85.96 million in 2004. Net profit was HK$62.30 million, compared with net loss of HK$12.13 million in 2004. Earnings per share was HK$0.187, compared with loss per share of HK$0.036 in 2004.

We have achieved a good balance in revenue growth from our three business segments as reflected by the revenue recorded for each segment. Overall gross profit margin improved as a result of the high margin derived from the operation value-added services. The net profit for the year was stated after including the followings:

	2005 ***HK$'million***	2004 *HK$'million*
Share-based compensation	**4.49**	–
Directors' bonus	**7.60**	–
Interest on financial liability portion of convertible preference shares issued by a subsidiary	**1.11**	–

Cash flows from operations were HK$74.60 million, compared with HK$31.01 million for 2004. With regard to our balance sheet, at the end of 2005, the total assets as at 31 December 2005 amounted to HK$313.74 million, compared with HK$240.72 million as at 31 December 2004. Current assets as at 31 December 2005 was HK$275.77 million, compared with HK$219.59 million as at 31 December 2004.

FINANCIAL SOLUTIONS, SERVICES AND RELATED PRODUCTS

During the year, the business segment recorded a turnover of HK$157.78 million (2004: HK129.79 million) and profit of HK$13.32 million (2004: loss of HK$16.99 million).

The increase in the turnover was mainly derived from revenue in business consultancy and core banking system. The implementation of the integrated banking systems for the ICBC (Asia) in Hong Kong and Bank of Communication in China were on schedule. The management has been taking active steps to widen the source of income in this year, which included new contracts for ICBC (Asia) – Belgian Bank integration and certain projects for Bank of Communication. We noted the further shrinkage in the hardware business and the management had implemented the retrenchment measures. We recorded a saving of expenses of approximately HK$23.37 million compared to that of last year.

ELECTRONIC PAYMENT SOLUTIONS AND PRODUCTS

Turnover and profit recorded during the year were HK$133.07 million (2004: HK$96.00 million) and HK$14.23 million (2004: HK$9.66 million) respectively. The percentage increase in total shipments was 35% on a year on year basis. The shipment contribution of Mainland China market was 77% while the Hong Kong and the South East Asian market contributed the rest. As the market demand for EFT-POS terminals had been booming in China, in particular the speeding up of launching of machines for China Union Pay, we have achieved a 56% growth in shipments in China. Outside China, due to intense market competition and deferral in the implementation of Europay Mastercard Visa ("EMV") standard migration of certain clients in Hong Kong and overseas, the contribution was reduced to 23% of the total shipment, and there was a slight decrease of 7% in shipment comparing with last year.

We have striven to develop new products with stylish design and innovative features, by heavily investing in the research and development. We also put high emphasis on customer satisfaction and thus putting strong efforts and resources in after-sale services. The above measures enable us to maintain a favourable position in this business segment and reasonable gross profit margin. The increase in investment in research and development and customers services reflected in the increase of headcounts, undoubtedly add pressure to the segment's bottom line.

Furthermore, we have teamed up with an American peer in expanding into the American market and have set up a representative office in Russia. These paved the way for us to enter the global theatre with very humble set-up cost.

With the well-established market position, brand name, aggressive sales and marketing team, we are confident in sustaining the market leadership in Mainland China and in Hong Kong. We are also committed to offer the best value for money products in the international arena, which will become the major contributor to our revenue once opportunity arises.

TELECOMMUNICATION SOLUTIONS, SERVICES, INFORMATION TECHNOLOGY OPERATION VALUE-ADDED SERVICES AND RELATED PRODUCTS

For the year ended 2005, the turnover and profit recorded were HK$147.76 million (2004: HK$53.72 million) and HK$69.08 million (2004: HK$7.94 million) respectively.

During the year, the upsurge in the turnover was mainly attributed to IVR operation value-added business which amounted to HK$136.24 million (2004: HK$32.28 million) while the turnover from traditional integrated applications services recorded was HK$11.52 million (2004: HK$21.44 million). The transformation of the segment to a value-added services provider was basically completed. The retention of the loss-making system integration division supplemented the core business in developing new products and services.

In order to cope with the rapid growing mobile telecommunication subscribers and their demand for new services, we have been increasing investment in upgrading our operation platform and develop new products and services based on the new generation technology which we expect as a next wave of growth momentum in the industry.

We believe that IVR platform operation services will be a stable income generator with the new generation technology-based products as a driver for further growth.

PROSPECT

The Group shall continue to strengthen its market position as a leading player in the consultancy and operation value-added services provider in the financial and telecommunication industries in Mainland China.

Going forward, the Group shall continue to devote its efforts in the implementation of its business strategies to achieve sustainable superior returns for our shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2005, the Group reported total assets of HK$313.74 million (2004: HK$240.72 million), which were financed by total liabilities of HK$186.31 million (2004: HK$192.09 million) and equity of HK$127.43 million (2004: HK$48.63 million). The net assets value was HK$127.43 million (2004: HK$48.63 million). It amounted to HK$0.38 per share as compared to HK$0.15 per share as at 31 December 2004.

As at 31 December 2005, the Group had cash of HK$156.58 million (2004: HK$47.65 million) and short term borrowings of HK$48.08 million (2004: HK$14.30 million). The net cash position as at that date was HK$108.50 million as compared to HK$33.35 million as at 31 December 2004. The short term borrowings included short term bank loan to fund the Group's working capital requirements. As at 31 December 2005, the Group had financial liability portion of convertible preference shares issued by a subsidiary of HK$21.17 million (2004: Nil). The gearing ratio (defined as total borrowings divided by shareholders' equity) was 0.54 compared to 0.29 as at 31 December 2004. The gearing ratio is considered healthy and suitable for the continued growth of the Group's business.

CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 31 December 2005, the Group's short term borrowings included short term bank loan which was denominated in Renminbi, amounting to RMB50 million. The short term bank loans were charged at 5.58% per annum.

Turbo Speed Technology Limited ("Turbo Speed"), a wholly-owned subsidiary of the Company, entered into a subscription agreement with independent third parties in relation to the subscription of 6,837,608 convertible preference shares of US$0.10 each of Turbo Speed for a total subscription price of US$4 million (approximately HK$31.2 million) ("the Subscription"). Pursuant to an ordinary resolution passed on 4 April 2005, the Company approved the Subscription and the Subscription was completed on 29 April 2005. As at 31 December 2005, financial liability portion of convertible preference shares issued by a subsidiary of the Company amounted to HK$21.17 million. Interest expense on convertible preference shares is calculated using the effective interest method by applying the effective interest rate of 8.27% per annum to the liability component. The fair value of the liability component of convertible preference shares at 31 December 2005 amounted to HK$21.02 million. The fair value is calculated using cash flows discounted at a rate based on the borrowings rate of 7.32% per annum.

Approximately HK$114.54 million, HK$13.16 million and HK$28.88 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar and US dollar respectively as at 31 December 2005.

As at 31 December 2005, secured short term bank loans of HK$48.08 million were secured by corporate guarantee from the Company.

EXCHANGE RATES EXPOSURE

The Group derives its revenue, makes purchases and incurs expenses denominated mainly in US dollars, Renminbi and Hong Kong dollars. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's exchange rate risks. Any material fluctuation in the exchange rates of Hong Kong dollar or Renminbi may have impact on the operating results of the Group.

CONTINGENT LIABILITIES

The Group had no contingent liability as at 31 December 2005.

EMPLOYEES

The total number of employees of the Group as at 31 December 2005 was 699. The breakdown of employees by division is as follows:

Financial solutions, services and related products	320
Electronic payment solutions and products	128
Telecommunications solutions, services and related products	125
IVR operation	110
Corporate office	16
	699

The Group ensures that its remuneration packages are comprehensive and competitive. Employees are remunerated with a fixed monthly income plus annual performance related bonuses. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

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AUDITORS' REPORT TO THE SHAREHOLDERS OF
HI SUN TECHNOLOGY (CHINA) LIMITED
(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 39 to 99 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's Directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2005 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 April 2006

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2005

		Year ended 31 December	
		2005	2004
	Note	***HK$'000***	*HK$'000*
Turnover	*5*	**438,763**	279,695
Cost of sales	*7*	**(247,208)**	(193,732)
Gross profit		**191,555**	85,963
Other revenue	*5*	**2,587**	458
Selling expenses	*7*	**(40,119)**	(30,644)
Administrative expenses	*7*	**(83,083)**	(66,913)
Operating profit/(loss)		**70,940**	(11,136)
Finance costs	*10*	**(3,998)**	(1,031)
Profit/(loss) before income tax		**66,942**	(12,167)
Income tax (expense)/credit	*11*	**(4,638)**	40
Profit/(loss) attributable to the equity holders of the Company	*12*	**62,304**	(12,127)
Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in HK$ per share)			
Basic earnings/(loss) per share	*14*	**0.187**	(0.036)
Diluted earnings/(loss) per share	*14*	**0.172**	(0.036)

The notes on pages 45 to 99 are integral part of these consolidated financial statements.

As at 31 December 2005

	Note	As at 31 December 2005 HK$'000	2004 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	**37,760**	21,135
Leasehold land	6	**208**	–
		37,968	21,135
Current assets			
Inventories	18	**21,607**	29,851
Trade and other receivables	17	**97,587**	110,836
Restricted cash	23	**–**	31,250
Cash and cash equivalents	19	**156,579**	47,649
		275,773	219,586
Total assets		**313,741**	240,721
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	20	**3,330**	3,330
Other reserves	21	**124,104**	45,301
Total equity		**127,434**	48,631
LIABILITIES			
Non-current liabilities			
Financial liability portion of convertible preference shares issued by a subsidiary	23,25	**21,173**	–
Current liabilities			
Trade and other payables	22	**115,952**	121,280
Deposit received from issue of convertible preference shares by a subsidiary	23	**–**	31,250
Due to ultimate holding company	24, 30(b)	**–**	24,638
Due to fellow subsidiaries	24, 30(b)	**390**	623
Taxation payable		**715**	–
Short term borrowings	25	**48,077**	14,299

The notes on pages 45 to 99 are integral part of these consolidated financial statements.

		As at 31 December	
		2005	2004
	Note	***HK$'000***	*HK$'000*
		165,134	192,090
Total liabilities		**186,307**	192,090
Total equity and liabilities		**313,741**	240,721
Net current assets		**110,639**	27,496
Total assets less current liabilities		**148,607**	48,631

On behalf of the Board

LO SIU YU
Director

LI WENJIN
Director

The notes on pages 45 to 99 are integral part of these consolidated financial statements.

BALANCE SHEET

As at 31 December 2005

	Note	As at 31 December 2005 HK$'000	2004 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	**4**	6
Investments in subsidiaries	16	**4,136**	4,136
		4,140	4,142
Current assets			
Prepayments, deposits and other receivables	17	**997**	860
Due from subsidiaries	16	**58,214**	73,547
Cash and cash equivalents	19	**848**	95
		60,059	74,502
Total assets		**64,199**	78,644
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	20	**3,330**	3,330
Other reserves	21	**50,638**	68,116
Total equity		**53,968**	71,446
LIABILITIES			
Current liabilities			
Other payables and accruals	22	**10,231**	774
Due to a subsidiary	16	**–**	500
Due to ultimate holding company	24	**–**	5,924
		10,231	7,198
Total equity and liabilities		**64,199**	78,644
Net current assets		**49,828**	67,304
Total assets less current liabilities		**53,968**	71,446

On behalf of the Board

LO SIU YU
Director

LI WENJIN
Director

The notes on pages 45 to 99 are integral part of this financial statement.

For the year ended 31 December 2005

	Share capital	Share premium	Contributed surplus	Other reserves	Exchange reserve	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Balance at 1 January 2004	3,330	100,556	125,310	–	–	(168,438)	60,758
Loss for the year	–	–	–	–	–	(12,127)	(12,127)
Balance at 31 December 2004 and at 1 January 2005	3,330	100,556	125,310	–	–	(180,565)	48,631
Profit for the year	–	–	–	–	–	62,304	62,304
Issue of convertible preference shares by a subsidiary *(Note 21 and 23)*	–	–	–	11,134	–	–	11,134
Issue of share options by the Company *(Note 20 and 21)*	–	–	–	4,220	–	–	4,220
Issue of share options by a subsidiary *(Note 20 and 21)*	–	–	–	273	–	–	273
Exchange differences arising on translation of the financial statements of foreign subsidiaries	–	–	–	–	872	–	872
Balance at 31 December 2005	**3,330**	**100,556**	**125,310**	**15,627**	**872**	**(118,261)**	**127,434**

The notes on pages 45 to 99 are integral part of these consolidated financial statements.

For the year ended 31 December 2005

	Note	Year ended 31 December 2005 HK$'000	2004 HK$'000
Cash flows from operating activities			
Cash generated from operations	27	**74,601**	31,011
Interest paid		**(2,891)**	(1,031)
Hong Kong profits tax paid		**–**	(1)
Overseas profits tax paid		**(3,923)**	–
Net cash generated from operating activities		**67,787**	29,979
Cash flows from investing activities			
Purchase of property, plant and equipment	15	**(26,380)**	(14,907)
Purchase of leasehold land		**(208)**	–
Sale of property, plant and equipment	27	**157**	54
Interest received		**1,403**	175
Decrease in pledged bank deposits		**–**	18,879
Net cash (used in)/generated from investing activities		**(25,028)**	4,201
Cash flows from financing activities			
Inception of other loans		**–**	935
Inception of short term bank loans		**48,077**	13,364
Repayment of other loans		**(935)**	–
Repayment of short term bank loans		**(13,364)**	(15,782)
Proceeds from issuance of convertible preference shares by a subsidiary		**31,200**	–
Subsidy income from Government		**926**	–
Net cash generated from/(used in) financing activities		**65,904**	(1,483)
Net increase in cash and cash equivalents		**108,663**	32,697
Exchange gains on cash and cash equivalents		**267**	–
Cash and cash equivalents at beginning of the year		**47,649**	14,952
Cash and cash equivalents at the end of the year	19	**156,579**	47,649

The notes on pages 45 to 99 are integral part of these consolidated financial statements.

1. GENERAL INFORMATION

The principal activity of Hi Sun Technology (China) Limited (the "Company") is investment holding.

The Company and its subsidiaries (collectively known as the "Group"), are principally engaged in the sales of information technology products, provision of information system consultancy and integration services, and information technology operation valued-added services. An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the financial statements.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

These consolidated financial statements are presented in thousands of units of HK dollars (HK$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 21 April 2006.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Hi Sun Technology (China) Limited have been prepared in accordance with Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The adoption of new/revised HKFRS

In 2005, the Group adopted the new/revised standards and interpretations of HKFRS below, which are relevant to its operations. The 2004 comparatives have been amended as required, in accordance with the relevant requirements.

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 12	Income Taxes
HKAS 14	Segment Reporting
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee Benefits
HKAS 20	Accounting for Government Grants and Disclosure of Government Assistance
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 32	Financial Instruments: Disclosures and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 37	Provisions, Contingent Liabilities and Contingent Assets
HKAS 39	Financial Instruments: Recognition and Measurement
(Amendment)	Transition and Initial Recognition of Financial Assets and Financial Liabilities
HKAS-Int 10	Government Assistance – No Specific Relation to Operating Activities
HKFRS 2	Share-based Payments
HKFRS 3	Business Combinations

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The adoption of new/revised HKASs 1, 2, 7, 8, 10, 12, 14, 16, 18, 19, 20, 21, 23, 24, 27, 33, 36, 37, HKAS-Int 10 and HKFRS 3 did not result in substantial changes to the Group's accounting policies. In summary:

– HKASs 1, 2, 7, 8, 10, 12, 14, 16, 18, 19, 20, 23, 27, 33, 36, 37, HKAS-Int 10 and HKFRS 3 had no material effect on the Group's policies; and

– HKAS 21 had no material effect on the Group's policy. The functional currency of each of the consolidated entities has been re-evaluated based on the guidance to the revised standard. All the Group entities have the same functional currency as the presentation currency for respective entity financial statements; and

– HKAS 24 has affected the identification of related parties and some other related-party disclosures.

The adoption of revised HKAS 17 has resulted in a change in the accounting policy relating to the reclassification of leasehold land from property, plant and equipment to operating leases. The up-front prepayments made for the leasehold land are expensed in the income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the income statement.

The adoption of HKASs 32 and 39 has resulted in a change in the accounting policy relating to the classification of financial assets at fair value through profit or loss and available-for-sale financial assets. It has also resulted in the recognition of derivative financial instruments at fair value and the change in the recognition and measurement of hedging activities.

The adoption of HKFRS 2 has resulted in a change in the accounting policy for share-based payments. Until 31 December 2004, the provision of share options to employees did not result in an expense in the income statement. Effective on 1 January 2005, the Group expenses the cost of share options in the income statement. As a transitional provision, the cost of share options granted after 7 November 2002 and had not yet vested on 1 January 2005 was expensed retrospectively in the income statement of the respective periods.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

All changes in the accounting policies have been made in accordance with the transition provisions in the respective standards. All standards adopted by the Group require retrospective application other than:

– HKAS 39 – does not permit to recognise, derecognise and measure financial assets and liabilities in accordance with this standard on a retrospective basis. The Group applied the previous SSAP 24 "Accounting for investments in securities" to investments in securities and also to hedge relationships for the 2004 comparative information. The adjustments required for the accounting differences between SSAP 24 and HKAS 39 are determined and recognised at 1 January 2005; and

– HKFRS 2 – only retrospective application for all equity instruments granted after 7 November 2002 and not vested at 1 January 2005.

	2005 *HK$'000*
The adoption of revised HKAS 17 resulted in:	
Decrease in property, plant and equipment	**208**
Increase in leasehold land	**208**

There is no impact on basic and diluted earnings per share from the adoption of revised HKAS 17.

	2005 *HK$'000*
The adoption of HKASs 32 and 39 resulted in:	
Increase in financial liability portion of convertible preference shares issued by a subsidiary	**21,173**
Increase in other reserves	**11,134**
Increase in finance costs	**1,107**
Decrease in basic earnings per share (expressed in HK$ per share)	**0.003**
Decrease in diluted earnings per share (expressed in HK$ per share)	**0.003**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

	2005 *HK$'000*
The adoption of HKFRS 2 resulted in:	
Increase in other reserves	**4,493**
Increase in administrative expenses	**4,493**
Decrease in basic earnings per share (expressed in HK$ per share)	**0.013**
Decrease in diluted earnings per share (expressed in HK$ per share)	**0.012**

There was no impact on opening retained earnings at 1 January 2004 from the adoption of HKASs 17, 32, 39 and HKFRS 2.

No early adoption of the following new Standards or Interpretations that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of new Standards and Interpretations but is not yet in a position to state whether these new Standards/Interpretations would have a significant impact of its results in operations and financial position.

HKAS 1 (Amendment), Capital disclosures
HKAS 19 (Amendment), Actuarial Gains and Losses, Group Plans and Disclosures
HKAS 39 (Amendment), Cash Flow Hedge Accounting of Forecast Intragroup Transactions
HKAS 39 (Amendment), The Fair Value Option
HKAS 39 and HKFRS 4 (Amendment), Financial Guarantee Contracts
HKFRS 1 (Amendment), First-time Adoption of Hong Kong Financial Reporting Standards and HKFRS 6 (Amendment), Exploration for and Evaluation of Mineral Resources
HKFRS 6, Exploration for and Evaluation of Mineral Resources
HKFRS 7, Financial Instruments: Disclosures, and a complementary Amendment to HKAS 1, Presentation of Financial Statements – Capital Disclosures
HKFRS-Int 4, Determining whether an Arrangement contains a Lease
HKFRS-Int 5, Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
HK(IFRIC)-Int 6, Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment
HK(IFRIC)-Int 7, Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

2.3 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in HK dollars, which is the Company's functional and presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation difference on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(c) *Group companies*

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

(iii) all resulting exchange differences are recognised as a separate component of equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

2.5 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	20%
Office furniture and equipment	18% – 25%
Plant and equipment	9% – 25%
Motor vehicles	18% – 25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.6).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation, which are at least tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

2.7 Investments

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss and loans and receivables. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

(a) Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the balance sheet date.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 2.9).

Purchases and sales of investments are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Investments (continued)

Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise.

If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

2.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises, raw materials and direct labour. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Costs of inventories include the transfer from equity of any gains/losses on qualifying cash flow hedges relating to purchases of raw materials.

2.9 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

2.10 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.12 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the income statement in the year in which they are incurred.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bond. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.13 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Deferred income tax (continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.14 Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision, where appropriate, is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) *Pension obligations*

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Pension Scheme") set up pursuant to the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the Pension Scheme. The assets of the Pension Scheme are held separately from those of the Group in an independently administrated fund. The Group's employer contributions vest fully with the employees when contributed to the Pension Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to vesting fully in the contributions, in accordance with the rules of the Pension Scheme.

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Employee benefits (continued)

(b) Pension obligations (continued)

In addition, pursuant to the government regulations in the People's Republic of China (the "PRC"), the Group is required to contribute an amount to certain retirement benefit schemes based on approximately 7% to 20% of the wages for the year of those workers in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those workers of the Group. Contributions to these retirement benefits schemes are charged to the consolidated income statement as incurred.

(c) Share-based compensation

The Group operates two equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(d) Bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.15 Provisions

Provisions for environmental restoration, restructuring cost and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Provisions (continued)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.16 Revenue recognition

Revenue comprises the fair value for the sale of goods and services, net of value-added tax, rebates and discounts and after eliminating sales within the Group. Revenue is recognised as follows:

(a) *Sales of goods*

Sales of goods are recognised when a Group entity has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

(b) *Sales of services*

Sales of services are recognised when the services are rendered.

(c) *Interest income*

Interest income is recognised on a time-proportion basis using the effective interest method.

(d) *Lease income*

Lease income under finance lease is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

2.17 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the period of the lease.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Government grants

Grants from the government are recognised as income where there is a reasonable assurance that the grant will be received.

Government grants relating to the purchase of property, plant and equipment are deducted from the carrying amount of the asset. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

2.19 Research and development

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, and costs can be measured reliably. Other development expenditures are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.21 Comparatives

Where necessary, comparative figures have been reclassified to conform with changes in presentation in current year.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest risk and price risk), credit risk, liquidity risk and cash flow interest-rate risk. The Group's overall risk management programme focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the executive Directors. The executive Directors identify, evaluate and hedge financial risks in close co-operation within the operating units of the Group.

(a) Market risk

(i) Foreign exchange risk

The Group operates mainly in the People's Republic of China (the "PRC") and Hong Kong. The exchange rate of Renminbi to HK dollars is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. At present, the Group does not have any financial instruments for hedging purposes.

Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The executive Directors are responsible for managing the net position in each foreign currency.

(ii) Price risk

The estimated fair value of the convertible preference shares issued by a subsidiary, share options issued by the Company and a subsidiary are affected by the changes in market prices.

(b) Credit risk

The Group has concentration of credit risk. Sales of goods and services to the top five customers constitute 65% of the Group's turnover for the year ended 31 December 2005.

The executive Directors consider that the Group's exposure to bad debts is not significant since the Group primarily trades with reputable and creditworthy customers. In addition, the Group has credit policies in place to ensure that sales of products and services are made to customers with appropriate credit history. Collection of outstanding receivable balances and authorised credit limits to individual customers are closely monitored on an ongoing basis.

3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the ability to apply for bank loan facilities when necessary.

(d) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has no significant interest-bearing assets, except for the cash placed with banks.

The interest rate risk of the Group arises from borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group to fair value interest-rate risk. At the year end, all borrowings were at a fixed rate.

3.2 Fair value estimation

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and made assumptions that are based on market conditions existing at each balance sheet date. Other techniques, such as estimated discounted cash flows, are used to determine the fair value for the remaining financial instruments.

The nominal value less impairment provision of trade receivable and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that was available to the Group for similar financial instruments. The fair values of share options granted by the Company and a subsidiary of the Company during the year are estimated by using the Black-Scholes-Merton option pricing model.

Details of the fair value estimation of convertible preference shares issued by a subsidiary are set out in Note 4(b).

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(b) Estimated fair value of the liability component of the convertible preference shares issued by Turbo Speed Technology Limited ("Turbo Speed"), a wholly-owned subsidiary of the Company

The fair value of the liability component is estimated by applying the Discounted Cash Flows Method. The Group makes significant assumptions of the future dividend payments to convertible preference shareholders of the subsidiary based on available latest financial information, business potential and plans, and recent market information of industry and sector performance.

According to the subscription agreement entered into by Turbo Speed, the holders of the convertible preference shares are entitled to a fixed cumulative preferred dividend equal to HK$624,000 (the "Preferred dividend"). The holders of the convertible preference shares are also entitled to participate in part of dividends (the "Ordinary dividend"), declared and payable by Turbo Speed (after the Preferred dividend), calculated by applying an agreed formula so that the aggregate of the Preferred dividend and Ordinary dividend to the holders of convertible preference shares are equal initially to 16% (on an annual basis) of the total dividend payable by Turbo Speed. The Group has revised the assumptions of the dividend payment pattern used on the Discounted Cash Flows Method since interim. It is because the executive Directors are now in a better position to estimate the dividend payments in the future years since 2005 is the first full year result of IVR operation and the dividend in respect of 2005 to be proposed by Turbo Speed.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Estimated fair value of the liability component of the convertible preference shares issued by Turbo Speed Technology Limited ("Turbo Speed"), a wholly-owned subsidiary of the Company (continued)

According to a shareholders' agreement entered into by the Company and the convertible preference shareholders of Turbo Speed on 29 April 2005, if the audited net profit after taxation of Beijing Hi Sunsray Technology Limited ("Beijing Hi Sunsray"), a wholly-owned subsidiary of Turbo Speed, for either of the financial year ending 31 December 2005 or 2006, as stated in the audited financial statements of Beijing Hi Sunsray for the relevant financial year is less than RMB40 million, the Company shall transfer an agreed percentage of shares in Turbo Speed to the then convertible preference shareholders of Turbo Speed for a consideration of HK$1. The Group has considered the contingent value is minimal based on the available latest financial information and the financial forecast of Beijing Hi Sunsray.

(c) Impairment of receivables

The executive Directors determine the provision for impairment of trade and other receivables. This estimate is based on the credit history of its customers and the current market condition. The executive Directors reassess the provision on each of the balance sheet date.

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in the sales of information technology products, provision of information system consultancy and integration services, and information technology operation value-added services. Turnover and other revenue recognised during the year are as follows:

	For the year ended	
	2005	2004
	HK$'000	*HK$'000*
Turnover		
Sales of information technology products	**200,261**	166,377
Provision of information system consultancy and integration services	**102,261**	81,041
Information technology operation value-added services	**136,241**	32,277
	438,763	279,695
Other revenue		
Interest income	**1,403**	175
Subsidy income from Government *(Note below)*	**926**	–
Other income	**258**	283
	2,587	458
Turnover and other revenue	**441,350**	280,153

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (continued)

Note: The Group obtained and recognised as income a government grant of HK$0.93 million which was an incentive to the Group for the development of new technology and new products (2004: Nil). There is no obligation attached with such government subsidy.

Primary reporting format – business segments

As at 31 December 2005, the Group is organised into four main business segments:

(a) Financial solutions, services and related products – provision of customised information system consultancy and integration services and sales of information technology products to financial institutions and banks; and

(b) Telecommunication solutions, services and related products – provision of customised information system consultancy and integration services and sales of information technology products to the telecommunication industries; and

(c) Electronic payment products and services – sales of electronic fund transfer point-of-sale ("EFT-POS") terminals; and

(d) Information technology operation value-added services – provision of Interactive Voice Response ("IVR") platform operation services.

There are no sales or other transactions between the business segments.

Turnover consists of sales from financial solutions, services and related products, telecommunication solutions, services and related products, electronic payment products and services and information technology operation value-added services, which are HK$438.61 million and HK$279.50 million for the years ended 31 December 2005 and 2004 respectively.

Other Group operations mainly comprise the management fees received from a related company. This does not constitute a separately reportable segment. Management fees received from a related company for the year ended 31 December 2005 is HK$0.15 million (2004: HK$0.2 million).

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (continued)

Primary reporting format – business segments (continued)

The segment results for the year ended 31 December 2005 and segment assets and liabilities at 31 December 2005 and capital expenditure for the year then ended are as follows:

	Financial solutions, services and information technology products *HK$'000*	Telecom-munication solutions, services and information technology products *HK$'000*	Electronic payment products and services *HK$'000*	Information technology operation value-added services *HK$'000*	Others *HK$'000*	Group *HK$'000*
Turnover	157,784	11,515	133,073	136,241	150	438,763
Other revenue	212	–	1,320	1,052	3	2,587
Segment results	13,315	(3,438)	14,232	72,514	(25,683)	70,940
Finance costs						(3,998)
Profit before taxation						66,942
Income tax expense						(4,638)
Profit attributable to equity holders of the Company						62,304
Segment assets	87,625	2,178	104,535	116,030	3,373	313,741
Segment liabilities	(76,338)	(19,957)	(48,903)	(30,695)	(10,414)	(186,307)
Other segment information:						
Depreciation	4,160	–	673	4,989	62	9,884
Provision for doubtful debts	1,586	3,477	1,911	–	–	6,974
Write-off of inventories	–	–	1,008	–	–	1,008
Loss on disposal of property, plant and equipment	188	–	5	126	–	319
Capital expenditure	418	–	6,816	18,619	527	26,380

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (continued)

Primary reporting format – business segments (continued)

The segment results for the year ended 31 December 2004 and segment assets and liabilities at 31 December 2004 and capital expenditure for the year then ended are as follows:

	Financial solutions, services and information technology products *HK$'000*	Telecom-munication solutions, services and information technology products *HK$'000*	Electronic payment products and services *HK$'000*	Information technology operation value-added services *HK$'000*	Others *HK$'000*	Group *HK$'000*
Turnover	129,785	21,438	95,995	32,277	200	279,695
Other revenue	87	59	307	–	5	458
Segment results	(16,986)	(661)	9,664	8,598	(11,751)	(11,136)
Finance costs						(1,031)
Loss before taxation						(12,167)
Income tax credit						40
Loss attributable to equity holders of the Company						(12,127)
Segment assets	101,922	20,280	60,065	25,529	32,925	240,721
Segment liabilities	(81,432)	(26,081)	(30,063)	(16,338)	(38,176)	(192,090)
Other segment information:						
Depreciation	5,582	1,131	575	1,328	7	8,623
Provision for doubtful debts	4,366	–	–	–	–	4,366
Write-back of provision for obsolete inventories	–	–	(429)	–	–	(429)
Loss on disposal of property, plant and equipment	183	–	–	–	–	183
Loss on write off of property, plant and equipment	2,922	–	273	–	–	3,195
Capital expenditure	1,589	795	682	11,803	38	14,907

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (continued)

Secondary reporting format – Geographical segments

The Group's four business segments operate in two main geographical areas:

Hong Kong and South East Asia – financial solutions, services and information technology products, and electronic payment products and services

Mainland China – financial solutions, services and information technology products, telecommunication solutions, services and information technology products, electronic payment products and services, and information technology operation value-added services

There are no sales or other transactions between the geographical segments.

	Turnover 2005 *HK$'000*	Segment results 2005 *HK$'000*	Total assets 2005 *HK$'000*	Capital expenditure 2005 *HK$'000*
Hong Kong and South East Asia	**71,100**	**(26,392)**	**39,194**	**650**
Mainland China	**367,663**	**95,929**	**274,547**	**25,730**
	438,763	**69,537**	**313,741**	**26,380**
Unallocated income, net		**1,403**		
Operating profit		**70,940**		

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (continued)

Secondary reporting format – Geographical segments (continued)

	Turnover 2004 *HK$'000*	Segment results 2004 *HK$'000*	Total assets 2004 *HK$'000*	Capital expenditure 2004 *HK$'000*
Hong Kong and South East Asia	75,925	(7,104)	100,639	38
Mainland China	203,770	(4,267)	140,082	14,869
	279,695	(11,371)	240,721	14,907
Unallocated income, net		235		
Operating loss		(11,136)		

6. LEASEHOLD LAND

The Group's interests in leasehold land represent prepaid operating lease payments and their net book values are analysed as follows:

	Group 2005 ***HK$'000***	Group 2004 *HK$'000*
Outside Hong Kong, held on:		
Leases of between 10 to 50 years	**208**	–

During the year, Pax Technology (Shenzhen) Limited ("PAX SZ"), a subsidiary of the Company, has acquired leasehold land and building (the "Property") at a total consideration of HK$5,714,000 from the PRC government as an incentive to PAX SZ for the development of new technology and new products.

6. LEASEHOLD LAND (continued)

The Property acquired by PAX SZ is limited to self-use on specific projects approved by the PRC government. The Property cannot be used for property trading or sub-leasing purposes. Any transfer of ownership of the Property is subject to approval from the PRC government, ruled by applicable laws and regulations.

	2005
	HK$'000
Acquisition cost of leasehold land	**208**
Acquisition cost of building *(Note 15)*	**5,506**
	5,714

7. EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses and administrative expenses are analysed as follows:

	2005	2004
	HK$'000	*HK$'000*
Auditors' remuneration	**1,620**	1,221
Depreciation	**9,884**	8,623
Employee benefit expense (including directors' emoluments) *(Note 9)*	**101,092**	74,848
Changes in inventories of finished goods	**185,572**	142,990
Operating lease rentals for land and buildings	**10,254**	9,927
Operating lease rentals for equipment	**7,212**	2,576
Research and development costs	**2,204**	2,269
Loss on disposal of property, plant and equipment	**319**	183
Write off of property, plant and equipment	**–**	3,195
Provision for doubtful debts	**6,974**	4,366
Write-off of inventories	**1,008**	–
Write-back of provision for obsolete inventories	**–**	(429)
Refund of value-added tax	**(4,816)**	(2,844)
Waiver of payment to a sub-contractor	**–**	(468)

8. NET FOREIGN EXCHANGE GAINS/(LOSSES)

The net foreign exchange gains recognised in the income statement included as administrative expenses for the year ended 31 December 2005 amounted to HK$500,000 (2004: net foreign exchange losses of HK$118,000).

9. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

	2005	2004
	HK$'000	*HK$'000*
Wages, salaries and bonus	**86,920**	66,477
Social security costs	**6,574**	4,882
Share options granted to directors and employees *(Note 21)*	**4,493**	–
Pension costs – defined contribution plans *(Note (a))*	**3,105**	3,489
	101,092	74,848

Note:

(a) Pensions – defined contribution plans

Contributions totalling HK$4,284,000 (2004: HK$3,850,000) were payable to the fund at the year end.

No contribution was forfeited during the year (2004: Nil).

(b) Directors' emoluments

There was no arrangement under which a Director waived or agreed to waive any emolument during the year (2004: Nil).

9. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) Directors' emoluments (continued)

The directors' emoluments for the year are equivalent to key management compensation. The remuneration of every Director for the year ended 31 December 2005, is set out below:

Name of Director	Fees	Salary	Discretionary bonus	Employer's contribution to pension scheme	Other benefits – Share options (Note (c)) No. of share options	Other benefits – Share options (Note (c)) Fair value –	Total
	HK'000	*HK'000*	*HK'000*	*HK'000*		*HK'000*	*HK$'000*
Executive Directors							
Cheung Yuk Fung	220	–	150	9	–	–	379
Kui Man Chun	–	612	2,000	12	3,300,000	418	3,042
Lo Siu Yu	–	425	1,200	12	3,300,000	418	2,055
Xu Wensheng	–	425	1,000	12	3,300,000	418	1,855
Li Wenjin	–	477	2,000	12	3,300,000	418	2,907
Chan Yiu Kwong	–	852	450	12	1,000,000	127	1,441
Xu Chung Jun	–	399	500	12	3,300,000	418	1,329
Zhou Jian	–	–	–	–	–	–	–
Su Terry Lumin (Note (a))	–	–	–	–	–	–	–
	220	3,190	7,300	81	17,500,000	2,217	13,008
Non-Executive Director							
Liu Yangsheng, Charles *(Note (b))*	75	–	300	–	–	–	375
Independent Non-Executive Directors							
Tam Chun Fai	60	–	–	–	–	–	60
Leung Wai Man, Roger	60	–	–	–	–	–	60
Xu Sitao	60	–	–	–	–	–	60
	180	–	–	–	–	–	180
	475	3,190	7,600	81	17,500,000	2,217	13,563

9. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) Directors' emoluments (continued)

Note:

(a) Mr. Su Terry Lumin has resigned as Director of the Company on 2 February 2005.

(b) Mr. Liu Yangsheng, Charles was appointed as a Non-Executive Director of the Company on 17 May 2005 and resigned on 17 April 2006.

(c) On 26 September 2005, 17,500,000 share options were granted to certain directors at HK$0.768 (the average closing price of the shares as quoted in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited for the five business days immediately preceding 26 September 2005) with an expiry date of 25 September 2015. The option period commences on 26 September 2005 and expires 10 years thereafter. Options granted are vested as follows:

On 26 September 2005	Up to 50%
On 26 September 2006	Up to 100%

9. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) Directors' emoluments (continued)

The remuneration of every Director for the year ended 31 December 2004 is set out below:

Name of Director	Fees	Salary	Employer's contribution to pension scheme	Total	Other benefits – Share options (Note) No. of share options
	HK'000	HK'000	HK'000	HK'000	
Executive Directors					
Cheung Yuk Fung	120	–	6	126	–
Kui Man Chun	–	612	12	624	3,000,000
Lo Siu Yu	–	252	12	264	3,300,000
Xu Wen Sheng	–	252	12	264	3,300,000
Li Wen Jin	–	432	12	444	3,300,000
Chan Yiu Kwong	–	852	12	864	1,500,000
Su Terry Lumin	–	972	12	984	1,500,000
Xu Chung Jun	–	312	12	324	3,300,000
Zhou Jian	–	–	–	–	–
	120	3,684	90	3,894	19,200,000
Independent Non-Executive Directors					
Tam Chun Fai	35	–	–	35	–
Leung Wai Man, Roger	16	–	–	16	–
Xu Sitao	70	–	–	70	–
Lau Wai Kit	32	–	–	32	–
	153	–	–	153	–
	273	3,684	90	4,047	19,200,000

Note: On 18 March 2004, 19,200,000 share options of the Company were granted to certain directors at HK$0.374 (the average closing price of the shares as quoted in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited for the five business days immediately preceding 18 March 2004) with an expiry date of 17 March 2014. The exercisable period of the above share options is from 18 March 2004 to 17 March 2014 (both dates inclusive). These options have been fully vested at 1 January 2005.

9. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four Directors (2004: three). The emoluments payable to the remaining one (2004: two) individual during the year are as follows:

	2005	2004
	HK$'000	*HK$'000*
Salaries, allowances and benefits in kind	**2,432**	1,161

The emoluments fell within the following bands:

	Number of individuals	
	2005	2004
Emolument bands		
Nil – HK$1,000,000	**–**	2
HK$2,000,000 – HK$2,500,000	**1**	–

10. FINANCE COSTS

	2005	2004
	HK$'000	*HK$'000*
Interest on bank loans and overdrafts	**2,891**	1,031
Interest on financial liability portion of convertible preference shares issued by a subsidiary *(Note 23)*	**1,107**	–
	3,998	1,031

11. INCOME TAX EXPENSE/(CREDIT)

The applicable profit tax rate in Hong Kong is 17.5% (2004: 17.5%). Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

	2005	2004
	HK$'000	*HK$'000*
Current income tax		
– Hong Kong profits tax	**–**	–
– Overseas taxation	**4,638**	–
Deferred income tax *(Note 26)*	**–**	–
Overprovision in previous year	**–**	(40)
Tax expense/(credit)	**4,638**	(40)

(a) Hong Kong profits tax has not been provided in these financial statements as the Group has no estimated assessable profit for the year (2004: Nil).

(b) The PRC taxation has been provided on the profits of the Group's subsidiaries in the PRC and calculated at the applicable rates (2004: Nil).

The subsidiaries in the PRC enjoy tax concessions made available to Foreign Investment Enterprises and Foreign Enterprises. Pursuant to the Income Tax Law of the PRC concerning Foreign Investment Enterprises and Foreign Enterprises, the subsidiaries in the PRC are subject to tax rate and tax concessions as follows:

Name of subsidiaries	**Applicable tax rate**	**Year of tax exemption/relief**
Pax Technology (Shenzhen) Limited	15%	2004 to 2008
Beijing Hi Sun Advanced Business Solutions Information Technology Limited	15%	2000 to 2005
Beijing Hi Sunsray Information Technology Limited	15%	2000 to 2005

11. INCOME TAX EXPENSE/(CREDIT) (continued)

The taxation on the Group's profit/(loss) before taxation differs from the theoretical amount that would arise using the taxation rate of the home country of the Company as follows:

	2005	2004
	HK$'000	*HK$'000*
Profit/(loss) before taxation	**66,942**	(12,167)
Calculated at a taxation rate of 17.5% (2004: 17.5%)	**11,715**	(2,129)
Effect of different taxation rates in other countries	**(2,357)**	123
Effect of tax holiday	**(8,207)**	(26)
Income not subject to taxation	**(18)**	(19)
Expenses not deductible for taxation proposes	**2,862**	93
Utilisation of previously unrecognised tax losses	**(2,560)**	(1,118)
Unrecognised tax losses	**3,203**	3,076
Over-provision in prior years	**–**	(40)
Tax expense/(credit)	**4,638**	(40)

12. PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit/(loss) attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK$21,698,000 (2004: HK$8,281,000).

13. DIVIDENDS

No dividend has been paid or declared by the Company during the year (2004: Nil).

14. EARNINGS/(LOSS) PER SHARE

Basic

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the number of ordinary shares in issue during the year.

	2005	2004
	HK$'000	*HK$'000*
Profit/(loss) attributable to equity holders of the Company	**62,304**	(12,127)
Number of ordinary shares in issue *(thousands)*	**333,054**	333,054
Basic earnings/(loss) per share *(HK$ per share)*	**0.187**	(0.036)

14. EARNINGS/(LOSS) PER SHARE (continued)

Diluted

Diluted earnings per share is calculated by adjusting the number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: convertible preference shares issued by a subsidiary and share options. The convertible preference shares issued by a subsidiary are assumed to have been converted into ordinary shares and the net profit is adjusted to eliminate the interest expense less the tax effect. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	2005 ***HK$'000***
Profit attributable to equity holders of the Company	**62,304**
Interest expense on convertible preference shares issued by a subsidiary	**1,107**
Profit used to determine diluted earnings per share	**63,411**
Weighted average number of ordinary shares in issue *(thousands)*	**333,054**
Adjustments for	
– assumed conversion of convertible preference shares issued by a subsidiary *(thousands)*	**17,452**
– share options *(thousands)*	**18,926**
Weighted average number of ordinary shares for diluted earnings per share *(thousands)*	**369,432**
Diluted earnings per share *(HK$ per share)*	**0.172**

Diluted loss per share for the year ended 31 December 2004 has not been presented as the conversion of potential ordinary shares would have anti-dilutive effect to the basic loss per share.

15. PROPERTY, PLANT AND EQUIPMENT

	Group					
	Buildings	Leasehold improvements	Office furniture and equipment	Plant and equipment	Motor vehicles	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 January 2004						
Cost or valuation	–	7,701	21,571	506	3,630	33,408
Accumulated depreciation	–	(4,964)	(8,417)	(130)	(1,614)	(15,125)
Net book amount	–	2,737	13,154	376	2,016	18,283
Year ended 31 December 2004						
Opening net book amount	–	2,737	13,154	376	2,016	18,283
Additions	–	698	13,920	80	209	14,907
Disposals *(Note 27)*	–	–	(237)	–	–	(237)
Depreciation	–	(997)	(6,541)	(109)	(976)	(8,623)
Write-off	–	(1,303)	(1,892)	–	–	(3,195)
Closing net book amount	–	1,135	18,404	347	1,249	21,135
At 31 December 2004						
Cost or valuation	–	6,503	26,786	586	3,839	37,714
Accumulated depreciation	–	(5,368)	(8,382)	(239)	(2,590)	(16,579)
Net book amount	–	1,135	18,404	347	1,249	21,135
Year ended 31 December 2005						
Opening net book amount	**–**	**1,135**	**18,404**	**347**	**1,249**	**21,135**
Exchange differences	**–**	**32**	**527**	**11**	**35**	**605**
Additions	**5,786**	**–**	**18,515**	**135**	**1,944**	**26,380**
Disposals *(Note 27)*	**–**	**–**	**(440)**	**–**	**(36)**	**(476)**
Depreciation	**–**	**(961)**	**(7,784)**	**(134)**	**(1,005)**	**(9,884)**
Closing net book amount	**5,786**	**206**	**29,222**	**359**	**2,187**	**37,760**
At 31 December 2005						
Cost or valuation	**5,786**	**6,698**	**42,043**	**740**	**5,695**	**60,962**
Accumulated depreciation	**–**	**(6,492)**	**(12,821)**	**(381)**	**(3,508)**	**(23,202)**
Net book amount	**5,786**	**206**	**29,222**	**359**	**2,187**	**37,760**

15. PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation expense of HK$5,394,000 (2004: HK$2,316,000) has been expensed in cost of goods sold, HK$148,000 (2004: HK$111,000) in selling expenses and HK$4,342,000 (2004: HK$6,196,000) in administrative expenses.

During the year, PAX SZ has acquired the Property at a total consideration of HK$5,714,000 from the PRC government as an incentive to PAX SZ for the development of new technology and new products. The acquisition cost of the building amounted to HK$5,506,000. Details are set out in note 31(ii).

	Company Office furniture and equipment *HK$'000*
At 1 January 2004	
Cost or valuation	12
Accumulated depreciation	(3)
Net book amount	9
Year ended 31 December 2004	
Opening net book amount	9
Depreciation	(3)
Closing net book amount	6
At 31 December 2004	
Cost or valuation	12
Accumulated depreciation	(6)
Net book amount	6
Year ended 31 December 2005	
Opening net book amount	**6**
Depreciation	**(2)**
Closing net book amount	**4**
At 31 December 2005	
Cost or valuation	**12**
Accumulated depreciation	**(8)**
Net book amount	**4**

16. INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES

	Company	
	2005	2004
	HK$'000	*HK$'000*
Unlisted investments, at cost	**4,136**	4,136
Due from subsidiaries (Note below)	**78,214**	93,547
Less: Provision for diminution in value	**(20,000)**	(20,000)
	58,214	73,547
Due to a subsidiary (Note below)	**–**	(500)
	62,350	77,183

Note: As at 31 December 2005, the balances with subsidiaries are unsecured, interest free, and repayable on demand. As at 31 December 2004, the balances with subsidiaries are unsecured, interest free, and have no fixed terms of repayment, except for amount due from a subsidiary of HK$2,400,000 which is unsecured, interest free, and repayable within one year.

The following is a full list of the subsidiaries at 31 December 2005:

Name	**Place of incorporation and type of legal entity**	**Principal activities and place of operation**	**Particulars of issued share capital/ registered capital**	**Interest held**
北京高陽金信信息技術有限公司(Beijing Hi Sun Advanced Business Solutions Information Technology Limited)	PRC, limited liability company	Provision of financial and banking solutions and services in the PRC	HK$60,000,000	100%
北京高陽聖思園信息技術有限公司(Beijing Hi Sunsray Information Technology Limited)	PRC, limited liability company	Provision of telecommunication solutions and services and information technology operation value-added services in the PRC	HK$27,000,000	100%

16. INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES (continued)

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Interest held
Emerging Technology Limited	BVI, limited liability company	Investment holding in the PRC	7,692,308 ordinary shares of US$1 each	100%
Hi Sun (BVI) Limited	BVI, limited liability company	Investment holding in Hong Kong and the PRC	2 ordinary shares of US$1 each	100%[1]
Hi Sun Development Management Limited	Hong Kong, limited liability company	Provision of management services in Hong Kong	2 ordinary shares of HK$1 each	100%
Hi Sun Technology Holding Limited	Bermuda, limited liability company	Provision of financial and banking solutions and services in Hong Kong	168,070,000 ordinary shares of HK$0.1 each	100%
Pax Technology Limited	Hong Kong, limited liability company	Sale of EFT-POS terminals in Hong Kong	35,000,000 ordinary shares of HK$1 each	100%
Turbo Speed Technology Limited	BVI, limited liability company	Investment holding in the PRC	35,897,440 ordinary shares of US$0.1 each and 6,837,608 convertible preference shares of US$0.1 each	100%
百富計算機技術(深圳)有限公司(Pax Technology (Shenzhen) Limited)	PRC, limited liability company	Sale of EFT-POS terminals in the PRC	HK$10,000,000	100%

[1] *Shares held directly by the Company*

17. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2005	2004	**2005**	2004
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Trade receivables *(Note (a))*	**86,624**	109,212	**–**	–
Finance leases receivables *(Note (b))*	**2,498**	–	**–**	–
Less: provision for doubtful debts	**(10,831)**	(8,010)	**–**	–
Trade receivables – net	**78,291**	101,202	**–**	–
Prepayments, deposits and other receivables	**19,146**	9,634	**997**	860
Receivables from a related party *(Note 30)*	**150**	–	**–**	–
	97,587	110,836	**997**	860

Note (a): **Trade receivables**

The Group's credit terms to trade debtors range from 0 to 180 days. At 31 December 2005 and 2004, the ageing analysis of the trade receivables was as follows:

	Group	
	2005	2004
	HK$'000	*HK$'000*
Current to 90 days	**66,594**	90,127
91 to 180 days	**6,700**	4,866
181 to 365 days	**3,200**	2,914
Over 365 days	**10,130**	11,305
	86,624	109,212

The Group's sales are made to several major customers and there is concentration of credit risks. Collection of outstanding receivables are closely monitored on an ongoing basis to minimise credit risk.

The Group has recognised a loss of HK$6,974,000 for the impairment of its trade receivables during the year ended 31 December 2005 (2004: HK$4,366,000). The loss has been included in administrative expenses in the income statement.

17. TRADE AND OTHER RECEIVABLES (continued)

Note (b): **Finance leases receivables**

	Group 2005 HK$'000
Current receivables	
Gross receivables from finance leases:	
Not later than 1 year	**2,576**
Unearned future finance income on finance leases	**(78)**
Net investment in finance leases	**2,498**
The net investment in finance leases is analysed as follows:	
Not later than 1 year	**2,498**

18. INVENTORIES

	Group	
	2005	2004
	HK$'000	*HK$'000*
Raw materials	**5,780**	7,475
Work in progress	**7,586**	3,871
Finished goods	**8,241**	18,505
	21,607	29,851

At 31 December 2005, the carrying amount of inventories that are carried at net realisable value amounted to nil (2004: Nil).

The cost of inventories recognised as expense and included in cost of sales amounted to HK$185,752,000 (2004: HK$143,419,000).

The Group reversed HK$429,000 of a previous inventory write-down for the year ended 31 December 2004 while the Group has sold the related goods that were written down to independent customers. The amount reversed has been included in administrative expenses in the income statement in prior year.

19. CASH AND CASH EQUIVALENTS

	Group		Company	
	2005	2004	**2005**	2004
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Cash at bank and in hand	**156,579**	47,649	**848**	95

Funds of the Group amounting to HK$114.63 million (2004: HK$27.67 million) are kept in bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange controls.

20. SHARE CAPITAL

	Authorised Ordinary shares of HK$0.01 each	
	No. of shares	*HK$'000*
At 31 December 2004 and 2005	1,000,000,000	10,000

	Issued and fully paid Ordinary shares of HK$0.01 each	
	No. of shares	*HK$'000*
At 31 December 2004 and 2005	333,054,030	3,330

On 21 March 2006, the Company entered into a subscription agreement with Huge Rising Limited (the "Subscriber"), a company incorporated in the British Virgin Islands, in relation to the subscription by the Subscriber at a price of HK$1.46 per share (the "Subscription Price") for an aggregate of 66,000,000 new ordinary shares of HK$0.01 each to be issued by the Company pursuant to the subscription agreement (the "Subscription"). The Subscription Price is to be paid in cash on completion of the subscription agreement. The Subscription was completed on 31 March 2006. Details of the subscription are set out in note 31(ii).

20. SHARE CAPITAL (continued)

Share options

(a) The Company

The Company operates a share option scheme (the "Scheme") for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the Scheme include the Group's full-time employees, and executive and non-executive Directors. The Scheme became effective on 29 November 2001 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date.

The total number of shares in respect of which options may be granted shall not (together with all the other Schemes, if any) exceed 10% of the total issued capital of the Company as at date of approval of the Scheme unless the Company obtains a fresh approval from shareholders to renew the 10 per cent limit.

The maximum number of shares in respect of which options may be granted under the Scheme, together with any unexercised share options granted under the Scheme and any other share option schemes of the Company in issue, may not exceed 30% of the relevant class of securities of the Company in issue at any time. On 18 March 2004, 33,000,000 share options were granted to certain directors and employees at HK$0.374 (the average closing price of the shares as quoted in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited for the five business days immediately preceding 18 March 2004) with an expiry date of 17 March 2014.

Pursuant to an ordinary resolution passed on 17 August 2005, a refreshment of the limit on grant of options under the Scheme was approved by the shareholders. Upon refreshing the 10 per cent limit on grant of options under the Scheme, 33,305,403 shares may be issued pursuant to the grant of further options under the Scheme.

On 26 September 2005, 33,300,000 share options were granted to certain directors and employees at an exercise price of HK$0.768 (the average closing price of the shares as quoted in the daily quotations sheets issued by The Stock Exchange of Hong Kong Limited for the five business days immediately preceding 26 September 2005) with an expiry date of 25 September 2015. The option period commences on 26 September 2005 and expires 10 years thereafter.

Options granted are vested as follows:

On 26 September 2005	Up to 50%
On 26 September 2006	Up to 100%

20. SHARE CAPITAL (continued)

Share options (continued)

(a) The Company (continued)

Share options outstanding (in thousands) at the end of the year have the following expiry date and exercise prices:

Expiry date	Exercise price HK$ per share	Share options 2005	Share options 2004
17 March 2014	0.374	**33,000**	33,000
25 September 2015	0.768	**33,300**	–
		66,300	33,000

The fair values of options granted during the year determined using the Black-Scholes-Merton option pricing model were:

Options to be vested on	Number of options	Fair value *(HK$)*
26 September 2005	16,650,000	3,356,000
26 September 2006	16,650,000	3,251,000

The significant inputs into the model were share price of HK$0.75 at the grant date, exercise price shown above, standard deviation of expected share price returns of 82.11%, expected life of options of 2 years, expected dividend paid out rate of 0% and annual risk-free interest rate of 3.89%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices of the Company over the past 260 trading days prior to the grant date.

For the year ended 31 December 2005, no share options have been exercised or lapsed. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

On 26 January 2006, Mr. Su Terry Lumin, a former director of the Company, exercised 1,500,000 share options at the exercise price of HK$0.374, result in the issue of 1,500,000 additional ordinary shares of the Company.

Subsequent to the year end and up to the date of this report, the employees of the Company exercised 7,300,000 share options at the exercise price of HK$0.374, result in the issue of 7,300,000 additional ordinary shares of the Company.

20. SHARE CAPITAL (continued)

Share options (continued)

(b) Employee incentive scheme of a subsidiary

On 4 April 2005, the Company approved its wholly-owned subsidiary, Turbo Speed Technology Limited ("Turbo Speed"), to adopt an employee incentive scheme (the "Employee Incentive Scheme") to motivate the employees of Turbo Speed and its subsidiary (the "Turbo Speed Group"). Eligible participants of the Employee Incentive Scheme include the full-time employees of Turbo Speed or any of its subsidiaries, including any directors of Turbo Speed or any of its subsidiaries (but excluding any person who is a Director of the Company) provided always that such term shall exclude any person who has tendered his resignation or who at the relevant time is working out his period of notice pursuant to his employment contract or otherwise. The duration of Scheme is from 4 April 2005 to 31 December 2008, unless terminated by resolution of a remuneration committee formed by the Board to administer the Employee Incentive Scheme (the "Committee").

The total number of shares in respect of which options may be granted shall not exceed 4,682,275 ordinary shares of Turbo Speed ("Turbo Speed Shares"), representing approximately 11.0% of the existing issued share capital of Turbo Speed as enlarged by the subscription of convertible preference shares, currently held by a wholly-owned subsidiary of the Company. Options may be offered to any Employee determined by the Committee in its absolute discretion from time to time by reference to: (i) the performance of that Employee; and (ii) the financial performance of the Turbo Speed Group and the extent to which the Turbo Speed Group has achieved its intended business plans. The maximum number of the Turbo Speed Shares which may be offered to an employee who is also a director of companies within the Turbo Speed Group in any 12-month period may not exceed 1% of the entire issued share capital of Turbo Speed.

On 8 July 2005, 1,425,000 share options had been granted to certain directors and employees of its subsidiary to subscribe ordinary shares of Turbo Speed at an exercise price of HK$1.922 per share. The exercisable period of the above share options is from 8 July 2005 to 31 December 2008 (both dates inclusive).

Share options outstanding (in thousands) at the end of the year have the following expiry date and exercise price:

	Exercise price	**Share options**	
Expiry date	**HK$ per share**	**2005**	2004
31 December 2008	1.922	**1,425**	–

20. SHARE CAPITAL (continued)

Share options (continued)

(b) Employee incentive scheme of a subsidiary (continued)

The fair value of options granted during the period determined using the Black-Scholes-Merton option pricing model was HK$273,000. The significant inputs into the model were estimated share price of HK$1.922 with reference to the market value of Turbo Speed, exercise price of HK$1.922 shown above, standard deviation of expected share price returns of 56.41%, expected life of options of 3 years, expected dividend paid out rate of 12.17% and annual risk-free interest rate of 3.33%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices of the Company over the past 260 trading days prior to the grant date.

For the year ended 31 December 2005, no share options had been exercised or lapsed (2004: Nil). The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Subsequent to the year end and up to the date of this report, 780,000 share options had been lapsed, following the cessation of employment of certain employees.

21. OTHER RESERVES

(a) Group

	Share premium HK$'000	Contributed surplus (Note) HK$'000	Other reserves HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2004	100,556	125,310	–	–	(168,438)	57,428
Loss for the year	–	–	–	–	(12,127)	(12,127)
At 31 December 2004	100,556	125,310	–	–	(180,565)	45,301
At 1 January 2005	100,556	125,310	–	–	(180,565)	45,301
Profit for the year	–	–	–	–	62,304	62,304
Issue of convertible preference shares by a subsidiary *(Note 23)*	–	–	11,134	–	–	11,134
Issue of share options by the Company *(Note 20)*	–	–	4,220	–	–	4,220
Issue of share options by a subsidiary *(Note 20)*	–	–	273	–	–	273
Exchange differences arising on translation of the financial statements of foreign subsidiaries	–	–	–	872	–	872
At 31 December 2005	**100,556**	**125,310**	**15,627**	**872**	**(118,261)**	**124,104**

Note: The contributed surplus of the Group represents the difference between the nominal value of the shares and share premium account of Hi Sun Holdings Limited ("HSHL") acquired pursuant to the group reorganisation (the "Reorganisation") on 17 October 2001 as set out in the circular to the shareholders of HSHL dated 9 August 2001, over the nominal value of the Company's shares issued in exchange therefor.

21. OTHER RESERVES (continued)

(b) Company

	Share premium HK$'000	Contributed surplus (Note) HK$'000	Other reserves HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2004	100,556	3,293	–	(27,452)	76,397
Loss for the year	–	–	–	(8,281)	(8,281)
At 31 December 2004	100,556	3,293	–	(35,733)	68,116
At 1 January 2005	100,556	3,293	–	(35,733)	68,116
Loss for the year	–	–	–	(21,698)	(21,698)
Issue of share options by the Company	–	–	4,220	–	4,220
At 31 December 2005	**100,556**	**3,293**	**4,220**	**(57,431)**	**50,638**

Note: The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Reorganisation over the nominal value of the Company's shares issued in exchange thereof. Under the Companies Act 1981 of Bermuda, a company may make distributions to its members out of the contributed surplus under certain circumstances.

22. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2005 HK$'000	2004 HK$'000	**2005 HK$'000**	2004 HK$'000
Trade payables	**40,305**	46,331	**–**	–
Other payables and accruals	**67,671**	67,817	**10,231**	774
Pension obligations	**4,284**	3,850	**–**	–
Social security and other taxes	**3,692**	3,282	**–**	–
	115,952	121,280	**10,231**	774

22. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (continued)

At 31 December 2005 and 2004, the ageing analysis of the trade payables was as follows:

	Group	
	2005	2004
	HK$'000	*HK$'000*
Current to 90 days	**32,373**	33,927
91 to 180 days	**2,463**	10,605
181 to 365 days	**3,704**	120
Over 365 days	**1,765**	1,679
	40,305	46,331

23. CONVERTIBLE PREFERENCE SHARES ISSUED BY A SUBSIDIARY

On 9 November 2004, Turbo Speed Technology Limited ("Turbo Speed"), a wholly-owned subsidiary of the Company, entered into a subscription agreement with independent third parties in relation to the subscription of 6,837,608 convertible preference shares of US$0.10 each of Turbo Speed for a total subscription price of US$4 million (approximately HK$31.2 million) ("the Subscription"). The subscription price had been received by Turbo Speed shortly after signing of the said subscription agreement and was held in jointly controlled bank account and would be released on completion of the Subscription.

Pursuant to an ordinary resolution passed on 4 April 2005, the Company approved the Subscription and the Subscription was completed on 29 April 2005. The deposit received from issue of convertible preference shares by a subsidiary as at 31 December 2004 included a balance of HK$50,000 which represented accrued interest income on the total subscription price of US$4 million (approximately HK$31.2 million). Such accrued interest income was recognised in the income statement as interest income for the year ended 31 December 2005.

According to the said subscription agreement, the rights attached to holders of convertible preference shares of Turbo Speed are summarised as follows:

(a) Income (assuming no conversion of convertible preference shares)

(i) A fixed cumulative preferred dividend equal to HK$624,000 for each financial year of Turbo Speed; and

(ii) Participation in part of dividends declared and payable by Turbo Speed (after the preferred dividend), calculated by applying an agreed formula so that the aggregate of the preferred dividend and ordinary dividend to the holders of the convertible preference shares would be equal to 16% (on annual basis) of the total dividends payable by Turbo Speed.

23. CONVERTIBLE PREFERENCE SHARES ISSUED BY A SUBSIDIARY (continued)

(b) Conversion options

(i) Convertible at any time from the date of completion of the Subscription for a period of 24 months into new shares of the Company at a conversion price of HK$1.2 per share, subject to adjustment set out in the subscription agreement (the "Conversion"). The amount for the Conversion shall be US$4 million; and

(ii) Automatic conversion into ordinary shares of Turbo Speed at a ratio of 1:1 on the business day after Turbo Speed has paid total dividends on each convertible preference share which exceed its original issue price.

According to a shareholders' agreement entered into by the Company and the convertible preference shareholders of Turbo Speed on 29 April 2005, if the audited net profit after taxation of Beijing Hi Sunsray Technology Limited ("Beijing Hi Sunsray"), a wholly-owned subsidiary of Turbo Speed, for either of the financial year ending 31 December 2005 or 2006, as stated in the audited financial statements of Beijing Hi Sunsray for the relevant financial year is less than RMB40 million, the Company shall transfer an agreed percentage of shares in Turbo Speed to the then convertible preference shareholders of Turbo Speed for a consideration of HK$1.

The fair values of the liability component and the equity conversion component were determined at issuance of the convertible preference shares.

The fair value of the liability component, included in long-term borrowings, was calculated using a market interest rate for an equivalent non-convertible preference shares. The residual amount, representing the value of the equity conversion component, is included in shareholders' equity in other reserves.

The convertible preference shares recognised in the balance sheet is calculated as follows:

	2005 ***HK$'000***
Face value of convertible preference shares issued on 29 April 2005	**31,200**
Equity component	**(11,134)**
Liability component on initial recognition at 29 April 2005	**20,066**
Interest expense *(Note 10)*	**1,107**
Liability component at 31 December 2005 *(Note 25)*	**21,173**

23. CONVERTIBLE PREFERENCE SHARES ISSUED BY A SUBSIDIARY (continued)

The fair value of the liability component of convertible preference shares at 31 December 2005 amounted to HK$21,023,000. The fair value is calculated using cash flows discounted at a rate based on the borrowings rate of 7.32% per annum.

Interest expense on convertible preference shares is calculated using the effective interest method by applying the effective interest rate of 8.27% per annum to the liability component.

24. DUE TO FELLOW SUBSIDIARIES AND THE ULTIMATE HOLDING COMPANY

The amounts due to fellow subsidiaries and the ultimate holding company are interest free, unsecured, and repayable on demand.

25. BORROWINGS

	Group	
	2005	2004
	HK$'000	*HK$'000*
Non-current		
Financial liability portion of convertible preference shares issued by a subsidiary *(Note 23)*	**21,173**	–
Current		
Short term bank borrowings:		
Short term bank loan – PRC, secured *(Note (a))*	**48,077**	13,364
Others:		
Other loans – PRC, secured *(Note (b))*	**–**	935
	48,077	14,299
Total borrowings	**69,250**	14,299

Note:

(a) As at 31 December 2005, secured short term bank loans of HK$48,077,000 were secured by corporate guarantee of HK$48,077,000 from the Company.

As at 31 December 2004, secured short term bank loans of HK$13,364,000 were secured by corporate guarantee from a fellow subsidiary of the Company.

(b) As at 31 December 2004, other loans of HK$935,000 was obtained from Shenzhen Fu Tian Science Technology Bureau and secured by corporate guarantee from an independent third party.

25. BORROWINGS (continued)

The carrying amounts of financial liability portion of convertible preference shares issued by a subsidiary and short-term borrowings approximate their fair values.

The maturity of borrowings is as follows:

	Group					
	Bank borrowings		Financial liability portion of convertible preference shares issued by a subsidiary		Other loans	
	2005	2004	**2005**	2004	**2005**	2004
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Within 1 year	**48,077**	13,364	**–**	–	**–**	935
Over 5 years	**–**	–	**21,173**	–	**–**	–
	48,077	13,364	**21,173**	–	**–**	935

The effective interest rates at the balance sheet date were as follows:

	2005		2004	
	Hong Kong dollar per annum	**Renminbi per annum**	Hong Kong dollar per annum	Renminbi per annum
Financial liability portion of convertible preference shares issued by a subsidiary	**8.27%**	**–**	–	–
Short term bank borrowings	**–**	**5.58%**	–	5.58%

The carrying amounts of the borrowings are denominated in the following currencies:

	Group	
	2005	2004
	HK$'000	*HK$'000*
Hong Kong dollar	**21,173**	–
Renminbi	**48,077**	14,299
	69,250	14,299

25. BORROWINGS (continued)

The Group has the following undrawn borrowing facilities:

	2005 HK$'000	2004 HK$'000
Floating rate		
– expiring within one year	–	11,500

As at 31 December 2004, the facilities expiring within one year are annual facilities subject to review at various dates during 2005. All the facilities have been terminated during the current year.

26. DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

	2005 HK$'000	2004 HK$'000
Deferred tax assets to be recovered within 12 months	(56)	(28)
Deferred tax liabilities to be recovered within 12 months	56	28
	–	–

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

	Accelerated tax depreciation	
	2005 HK$'000	2004 HK$'000
Deferred tax liabilities		
At 1 January	28	10
Charged to income statement	28	18
At 31 December	56	28

26. DEFERRED INCOME TAX (continued)

	Tax losses	
	2005	2004
	HK$'000	*HK$'000*
Deferred tax assets		
At 1 January	**(28)**	(10)
Credited to income statement	**(28)**	(18)
At 31 December	**(56)**	(28)

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2004: 17.5%).

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related benefit through the future taxable profits is probable. The Group has unrecognised tax losses HK$36,731,000 (2004: HK$102,150,000) to carry forward against future taxable income. These tax losses have not been recognised for due to uncertainty of their future recoverability. The tax losses will expire according to the prevailing tax laws and regulations in the countries in which the Group operates.

27. CASH GENERATED FROM OPERATION

	2005 *HK$'000*	2004 *HK$'000*
Operating profit/(loss)	**70,940**	(11,136)
Interest income	**(1,403)**	(175)
Subsidy income from Government	**(926)**	–
Issue of share options by the Company	**4,220**	–
Issue of share options by a subsidiary	**273**	–
Depreciation	**9,884**	8,623
Loss on disposal and write off of property, plant and equipment	**319**	3,378
Provision for doubtful debts	**6,974**	4,366
Write-off of inventories	**1,008**	–
Write-back of provision for obsolete inventories	**–**	(429)
Operating profit before working capital changes	**91,289**	4,627
Decrease/(increase) in trade and other receivables	**6,275**	(33,071)
Decrease/(increase) in inventories	**7,236**	(8,684)
(Decrease)/increase in trade payables, other payables and accruals	**(5,328)**	49,074
(Decrease)/increase in amount due to ultimate holding company	**(24,638)**	21,596
Decrease in amounts due to fellow subsidiaries	**(233)**	(2,531)
Cash generated from operating activities	**74,601**	31,011

In the consolidated cash flow statement, proceeds from sale of property, plant and equipment comprise:

	2005 *HK$'000*	2004 *HK$'000*
Net book amount *(Note 15)*	**476**	237
Loss on sale of property, plant and equipment	**(319)**	(183)
Proceeds from sale of property, plant and equipment	**157**	54

28. CONTINGENT LIABILITIES

As at 31 December 2005, the Group had no other contingent liabilities (2004: Nil).

29. OPERATING LEASE COMMITMENTS

At 31 December 2005, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	Land and buildings		Equipment	
	2005	2004	**2005**	2004
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Not later than one year	**5,079**	5,494	**6,243**	4,463
Later than one year and not later than five years	**6,085**	1,991	**–**	–
	11,164	7,485	**6,243**	4,463

30. RELATED PARTY TRANSACTIONS

The Group is controlled by Rich Global Limited (incorporated in British Virgin Islands), which owns 57% of the Company's shares. The remaining 43% of the shares are widely held. The ultimate parent of the Group is Hi Sun Limited (incorporated in British Virgin Islands).

(a) The following transactions were carried out with the related parties:

	2005	2004
	HK$'000	*HK$'000*
Management fees received from a related company *(Note (i))*	**150**	200
Rental fees paid to a related company *(Note (ii))*	**827**	916

Note:

(i) A subsidiary, Hi Sun Development Management Limited, provided management services to Panorama Stock Limited, a company owned by a Director of the Company.

(ii) A subsidiary, Beijing Hi Sun Advanced Business Solutions Information Technology Limited, paid rental fees to Beijing Hi Sun Electric Power Information Technology Limited, a fellow subsidiary company owned by a Director, who is also a substantial shareholder, of the Company.

The above transactions were conducted in the normal course of business and charged at terms mutually agreed or in accordance with the terms of the underlying agreements, where appropriate.

30. RELATED PARTY TRANSACTIONS (continued)

(b) Year end balances with related parties are as follows:

	2005 **HK$'000**	2004 *HK$'000*
Receivable from a related company Panorama Stock Limited	**150**	–
Payable to a fellow subsidiary Beijing Hi Sun Electric Power Information Technology Limited	**390**	623
Payable to the ultimate holding company Hi Sun Limited	**–**	24,638

31. SUBSEQUENT EVENTS

(i) Issue of new ordinary shares

On 21 March 2006, the Company entered into a subscription agreement with Huge Rising Limited (the "Subscriber"), a company incorporated in the British Virgin Islands, in relation to the subscription by the Subscriber at a price if HK$1.46 per share (the "Subscription Price") of an aggregate of 66,000,000 new ordinary shares of HK$0.01 each to be issued by the Company (the "Subscription Shares"). The Subscription Price is to be paid in cash on completion of the subscription agreement.

The Subscriber is an investment holding company and the ultimate beneficial owner of which is Mr. Che Fung, which are both third parties independent of the Company and connected persons of the Company.

The Subscription Shares represented approximately 19.73% of the issued share capital of the Company on 21 March 2006 and approximately 16.48% of the share capital as enlarged by the issue of the Subscription Shares.

The Subscription Prices was determined after arm's length negotiation between the Company and the Subscriber and with reference to the prevailing market prices of the shares of the Company. The Subscription Price represents (i) a discount of approximately 19.78% to the closing price of HK$1.82 per share as quoted on the Stock Exchange of Hong Kong Limited on 20 March 2006; (ii) a discount of approximately 19.25% to the average closing price of HK$1.808 per share for the last 5 trading days ended 20 March 2006 and (iii) a discount of approximately 8.98% to the average closing price of HK$1.604 per share for the last 20 trading days ended 20 March 2006. The subscription was completed on 31 March 2006.

As at the date of this report, the Company has 59,000,000 share options outstanding and the total issued number of ordinary shares is 406,354,030.

(ii) Exercise of share options of the Company

On 26 January 2006, Mr. Su Terry Lumin, a former director of the Company, exercised 1,500,000 share options at the exercise price of HK$0.374, which result in the issue of 1,500,000 additional ordinary shares of the Company.

Subsequent to year end and up to the date of this report, the employees of the Company exercised 7,300,000 share options at the exercise price of HK$0.374, which result in the issue of 7,300,000 additional ordinary shares of the Company.

(iii) Lapse of share options of the subsidiary

Subsequent to the year end and up to the date of this report, 780,000 share options of the subsidiary, had been lapsed, following the cessation of employment of certain employees.

A summary of the published consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set as below:

	Year ended 31 December						
	2005	2004	2003	2002		2001	
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*		*HK$'000*	
	Continuing operations	Continuing operations	Continuing Operations	Continuing operations	Discontinuing operations (Note)	Continuing operations	Discontinuing operations (Note)
Results							
Profit/(Loss) attributable to equity holders	**62,304**	(12,127)	(3,454)	(37,399)	(3,429)	(761)	343,726
Assets and liabilities							
Total assets	**313,741**	240,721	163,676	312,312	–	18,530	27,801
Total liabilities	**(186,307)**	(192,090)	(102,918)	(248,100)	–	(463)	(25,595)
Capital and reserves attributable to the equity holders of the Company	**127,434**	48,631	60,758	64,212	–	18,067	2,206

Note: The construction and installation of curtain wall system segment and the sales and distribution of sanitary-ware and kitchen cabinets segment commenced operations since incorporation were disposed of on 30 September 2002.