高陽科技(中國)有限公司*

HI SUN TECHNOLOGY (CHINA) LIMITED

(於百慕達註冊成立之有限公司) (Incorporated in Bermuda with limited liability)

(股份代號 Stock code: 00818)

ANNUAL REPORT 2010 年報

* For Identification Purpose Only
僅供識別

Contents
目 錄

Corporate Information
公司資料

BOARD OF DIRECTORS
Executive Directors
CHEUNG Yuk Fung *(Chairman)*
KUI Man Chun *(Chief Executive Officer)*
XU Wensheng
LI Wenjin
XU Chang Jun

Non-Executive Directors
YANG Lei, Raymond
CHANG Kai-Tzung, Richard

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

COMPANY SECRETARY
CHAN Yiu Kwong
HUI Lok Yan

AUTHORISED REPRESENTATIVES
LI Wenjin
CHAN Yiu Kwong

BERMUDA RESIDENT REPRESENTATIVE
John Charles Ross Collis

AUDITOR
PricewaterhouseCoopers

LEGAL ADVISERS

As to Hong Kong Law
Woo, Kwan, Lee & Lo
Reed Smith Richards Butler

As to Bermuda Law
Conyers Dill & Pearman

董事會
執行董事
張玉峰*（主席）*
渠萬春*（行政總裁）*
徐文生
李文晉
徐昌軍

非執行董事
楊鐳
張楷淳

獨立非執行董事
譚振輝
梁偉民
許思濤

公司秘書
陳耀光
許諾恩

授權代表
李文晉
陳耀光

百慕達註冊處代表
John Charles Ross Collis

核數師
羅兵咸永道會計師事務所

法律顧問

香港法律
胡關李羅律師事務所
禮德齊伯禮律師行

百慕達法律
Conyers Dill & Pearman

PRINCIPAL BANKERS
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited
China Construction Bank Corporation

主要往來銀行
恒生銀行有限公司
香港上海滙豐銀行有限公司
中國工商銀行(亞洲)有限公司
中國建設銀行股份有限公司

REGISTERED OFFICE
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Room 2515, 25th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

香港主要營業地點
香港
灣仔
港灣道30號
新鴻基中心
25樓2515室

SHARE REGISTRAR IN BERMUDA
Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

百慕達股份過戶登記處
Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG
Tricor Tengis Limited
Level 25
Three Pacific Place
No.1 Queen's Road East
Hong Kong

股份過戶登記處香港分處
卓佳登捷時有限公司
香港
皇后大道東1號
太古廣場三座
25樓

COMPANY'S WEBSITE
www.hisun.com.hk

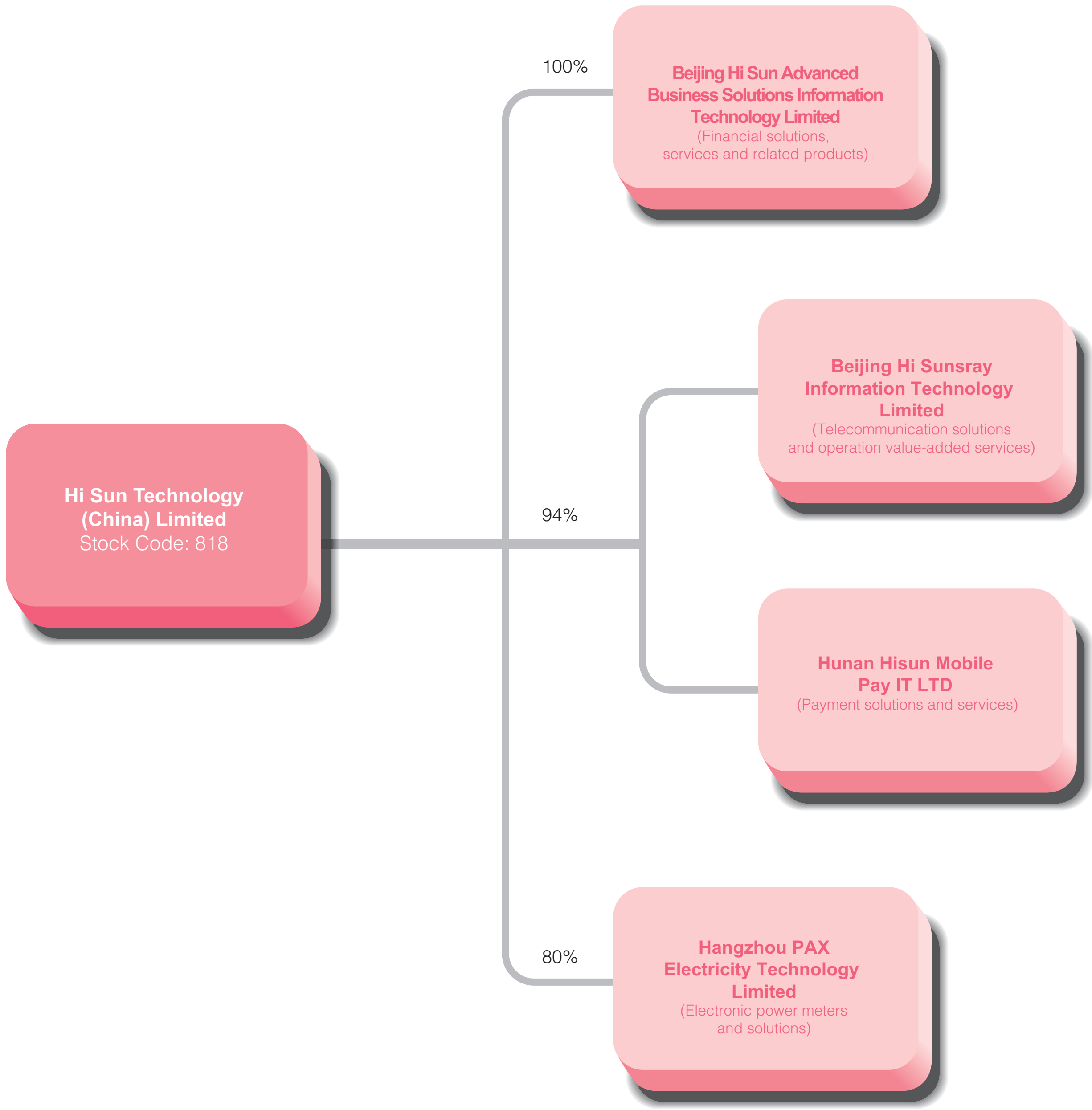
公司網站
www.hisun.com.hk

STOCK CODE
818

股份代號
818

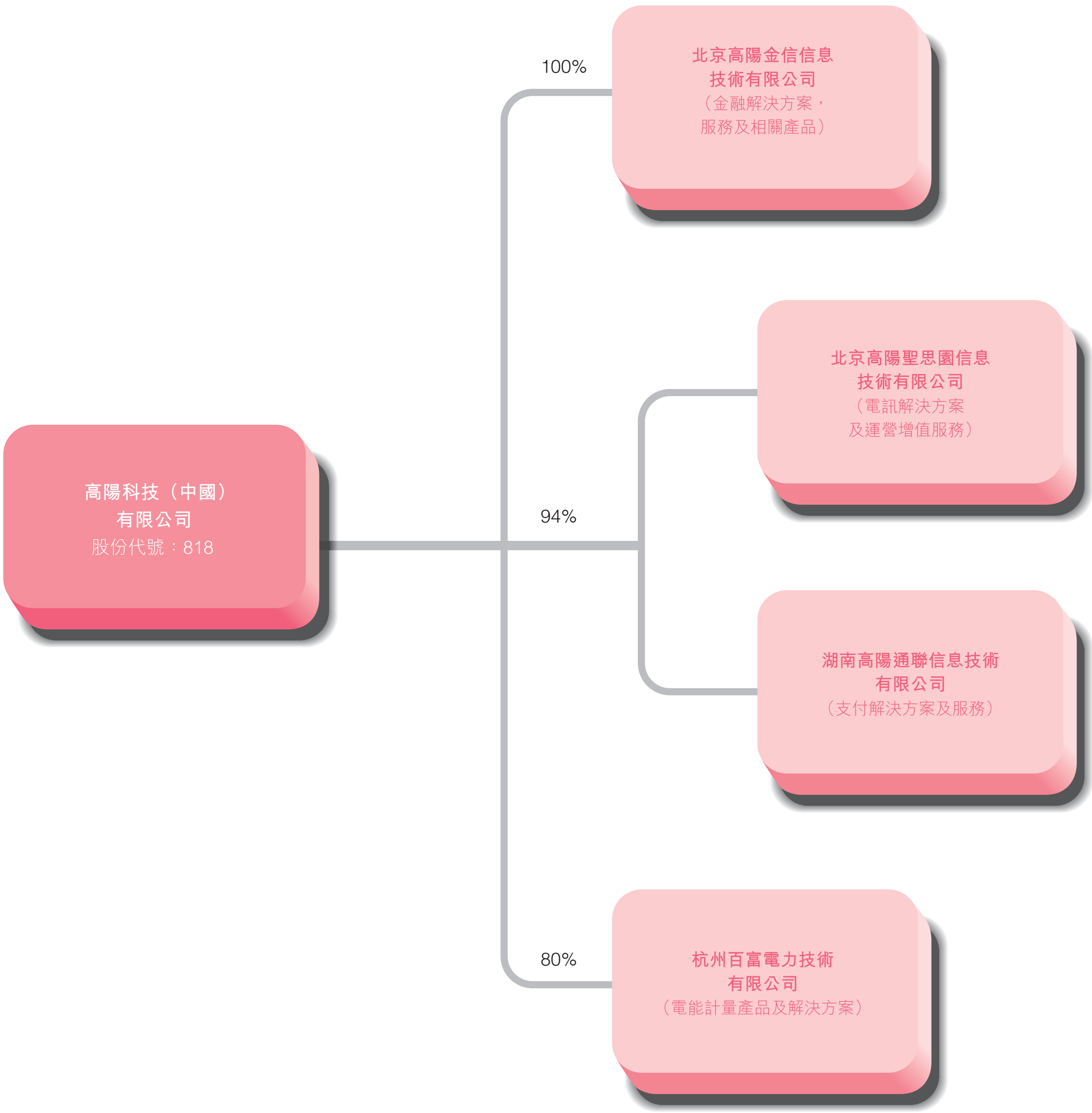
Simplified Corporate Chart
公司架構簡表

The following is a simplified corporate chart of Hi Sun Technology (China) Limited (the "Company") and its subsidiaries' (the "Group") showing the principal operating subsidiaries up to the date of this report.



Simplified Corporate Chart
公司架構簡表

下表為截至本報告日期高陽科技(中國)有限公司(「本公司」)及其附屬公司「(本集團)」之公司架構簡表，以展示其主要營運附屬公司：



As at 17 March 2011, the date of the Report of the Directors, the biographical details of the Directors and senior management of the Company are as follows:

於二零一一年三月十七日(即董事會報告日期),本公司董事及高層管理人員之履歷詳情如下:

BOARD OF DIRECTORS

Executive Directors

CHEUNG YUK FUNG *Chairman*

Mr. Cheung, aged 64, is the Chairman and an Executive Director of the Company. 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 in 2001, Mr. Cheung was a chairman of a company listed in the PRC, namely Founder Technology Group Corporation and a director of a company listed on The Stock Exchange of Hong Kong Limited, namely Founder Holdings 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 45, is the Chief Executive Officer and an Executive Director of the Company. He graduated from Peking University in the PRC with a master degree in international relations and has over 20 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 substantial shareholder. Prior to joining HSL in 2000, Mr. Kui was the president of an enterprise in the PRC. He joined the Group in 2000.

董事會

執行董事

張玉峰*主席*

張先生,64歲,為本公司主席兼執行董事。彼畢業於中華人民共和國(「中國」)北京大學之無線電系,並於其後出任北京大學之教授。於二零零一年加入本集團前,張先生分別為一間於中國上市公司-方正科技集團股份有限公司之董事長及一間於香港聯合交易所有限公司(「香港聯交所」)上市公司-方正控股有限公司之董事,擁有國際貿易、金融、資產管理及策劃籌謀之經驗。張先生曾獲選為對中國具傑出貢獻之中青年企業家,並於第四屆國家科技企業家大獎榮獲企業創辦人金獎及其他多項殊榮。

渠萬春

渠先生,45歲,為本公司行政總裁兼執行董事。彼畢業於中國北京大學,持有國際關係學碩士學位,在資訊科技業及投資業務方面積逾二十年豐富經驗。渠先生亦為本公司之主要股東Hi Sun Limited(「HSL」)之主席兼行政總裁。在二零零零年加入HSL前,渠先生乃國內一家企業之董事長。彼於二零零零年加入本集團。

XU WENSHENG

Mr. Xu, aged 42, is an Executive Director of the Company. He graduated from the Dalian University of Technology with a bachelor degree in computer science and engineering. Mr. Xu is also the director of HSL. Prior to joining the Group in 2003, Mr. Xu was the president of a system integration company and has an extensive experience in computer systems integration of the financial industry.

徐文生

徐先生，42歲，為本公司執行董事。彼畢業於大連理工大學，持有電腦科學及工程學士學位。徐先生亦為HSL的董事。於二零零三年加入本集團前，徐先生為一間系統集成公司之總裁，於金融業之電腦系統集成方面擁有豐富經驗。

LI WENJIN

Mr. Li, aged 47, is an Executive Director of the Company. He graduated from Peking University in the PRC with a master 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. He joined the Group in 2000. Mr. Li has also been appointed as an executive director of PAX Global Technology Limited, an associate corporation of the Company since 24 February 2010.

李文晉

李先生，47歲，為本公司執行董事。彼畢業於中國北京大學，持有法律碩士學位，於投資及行政事務方面積逾十五年豐富經驗。李先生亦為HSL董事總經理。在一九九九年加入HSL前，彼曾任職中港兩地多家公司。彼於二零零零年加入本集團。李先生亦獲委任為百富環球科技有限公司執行董事，該公司自二零一零年二月二十四日起為本公司之聯營公司。

XU CHANG JUN

Mr. Xu, aged 44, is an Executive Director of the Company. He graduated from Peking University in the PRC with a master degree in international economics. Prior to joining the Group in 2001, Mr. Xu had worked for several companies in the PRC and Hong Kong. He has over 20 years of experience in corporate management of enterprise in Hong Kong and the PRC.

徐昌軍

徐先生，44歲， 為本公司執行董事。彼畢業於中國北京大學，持有國際經濟學碩士學位。於二零零一年加入本集團前，徐先生曾任職中、港兩地多家公司。彼於中、港兩地企業管理方面積逾二十年豐富經驗。

Non-executive Directors

YANG LEI, RAYMOND

Mr. Yang, aged 53, is a Non-Executive Director of the Company. He graduated from the Department of Electrical Engineering of Tsinghua University with a bachelor degree and the graduate school of Electrical Power Research Institute (EPRI) of China with a master degree. Mr. Yang is the founding partner and managing director of WestSummit Capital Management, which is an investment management and advisory firm focusing on global technology investment. Prior to his establishment of WestSummit Capital he was the founding partner and managing director of Navi Capital Partner. Mr. Yang was a venture partner at Northern Light Venture Capital, and joined Linktone Ltd. (the first Chinese wireless entertainment company on NASDAQ) in March 2003 as chief executive officer. He joined the Group in 2009.

CHANG KAI -TZUNG, RICHARD

Mr. Chang, aged 56, is a Non-Executive Director of the Company. Mr. Chang graduated from the University of Texas at Austin with a bachelor degree in Statistics and Operations Research. Mr. Chang possesses more than 15 years of experience in electronic payments industry in Southeast Asia, Japan and the PRC. Mr. Chang is currently a general manager of the operations of VISA Inc. ("VISA") in the PRC. He was the executive vice president and general manager of VISA's operations in Japan, senior vice president and general manager of its operations in the PRC and Philippines, vice president & senior country manager of its operations in Singapore, Thailand, Philippines, Indochina. He joined the Group in 2009.

非執行董事

楊鐳

楊先生，53歲，為本公司非執行董事。彼畢業於清華大學電機工程系獲學士學位，並在中國電力科學研究院獲碩士學位。楊先生現為華山資本之創辦合夥人兼董事總經理。華山資本專注於全球範圍內科技領域的私募股權投資。於成立華山資本之前楊先生是領航資本之創辦合夥人兼董事總經理。楊先生為北極光創投之創業合夥人，並於二零零三年三月加入掌上靈通(首家於納斯達克上市之中國無線娛樂公司)出任首席執行官。彼於二零零九年加入本集團。

張楷淳

張先生，56歲，為本公司非執行董事。張先生畢業於德克薩斯大學奧斯汀分校，持有統計及運籌學學士學位。張先生於東南亞、日本及中國之電子付款行業積逾15年之經驗。張先生現時為中國VISA Inc.(「VISA」)營運總經理。彼曾出任VISA於日本之營運執行副總裁及總經理；VISA於中國及菲律賓營運高級副總裁及總經理；以及VISA於新加坡、泰國、菲律賓及印度支那之營運副總裁及高級區域經理。彼於二零零九年加入本集團。

Independent Non-executive Directors

TAM CHUN FAI

Mr. Tam, aged 48, is an Independent Non-Executive Director of the Company. 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 and has over 20 years' experience in auditing, corporate advisory services as well as financial management and compliance work. Mr. Tam is currently an executive director of Beijing Enterprises Holdings Limited (a major red chip company) and an independent non-executive director of KWG Property Holding Limited, both companies listed on the Main Board of the Hong Kong Stock Exchange. He joined the Group in 2004.

LEUNG WAI MAN, ROGER

Mr. Leung, aged 54, is an Independent Non-Executive Director of the Company. He obtained a bachelor degree in Law and a Postgraduate Certificate in Laws from The University of Hong Kong. He also obtained a Juris Doctor degree 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 was 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 served as a member of the Inland Revenue Board of Review from 1997 to 2005 and has been appointed as a China-appointed Attesting Officer since January 2003. Mr. Leung is currently an independent non-executive director of China Flavors and Fragrances Company Limited listed on the Hong Kong Stock Exchange. He joined the Group in 2004.

獨立非執行董事

譚振輝

譚先生，48歲，為本公司獨立非執行董事。彼畢業於香港理工大學，持有會計文學士學位。譚先生為香港會計師公會會員及特許金融分析師成員。彼於核數、公司顧問服務以及財務管理及守章方面積逾二十年經驗。彼現為北京控股有限公司（一家大紅籌公司）之執行董事及合景泰富地產控股有限公司之獨立非執行董事，該兩家公司均於香港聯交所主板上市。彼於二零零四年加入本集團。

梁偉民

梁先生，54歲，為本公司獨立非執行董事。彼畢業於香港大學，取得法律學士學位及法學專業證書。彼亦畢業於加拿大University of Western Ontario，取得法律博士學位。自一九八四年開始，梁先生為香港執業律師，現為傅梁楊律師行之合夥人。彼亦為英國及威爾斯認可律師及加拿大安大略省之律師、大律師及公證人。梁先生分別在香港和加拿大擁有豐富之法律經驗。一九九七年至二零零五年間，彼為稅務上訴委員會會員。自二零零三年一月起獲委任為中國委託公證人。梁先生現為中國香精香料有限公司的獨立非執行董事，該公司於香港聯交所上市。彼於二零零四年加入本集團。

XU SITAO

Mr. Xu, aged 47, is an Independent Non-Executive Director of the Company. 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 the chief representative of china of the Economist Group and a director of Advisory Services (China) of Economist Intelligence Unit. Prior to joining the Economist Group, 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 and 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. He joined the Group in 2001.

許思濤

許先生，47歲，為本公司獨立非執行董事。彼畢業於中國北京大學，持有經濟學文學學士學位，並持有University of Connecticut頒發之經濟學文學碩士學位。彼亦持有Boston College頒發之金融理學碩士學位。許先生現為經濟學人集團之中國首席代表兼經濟學人企業組織之中國諮詢服務總監。在經濟學人集團之前，彼於二零零三年五月至二零零四年五月曾為香港中國工商銀行（亞洲）有限公司高級經濟師，並於二零零零年九月至二零零二年十一月出任法國興業銀行之首席亞洲經濟師。一九九六年至二零零零年間，彼曾出任渣打銀行之地區庫務經濟師，之前則擔任新加坡之標準普爾博訊國際之新興亞洲市場經濟師。彼於二零零一年加入本集團。

SENIOR MANAGEMENT

As at the date of the Report of the Directors, Mr. Li Xiaoguang, Mr. Shen Zheng and Ms. Hui Lok Yan were the Company's senior management.

高層管理人員

於董事會報告日期，李曉光先生、申政先生及許諾恩女士均為本公司高層管理人員。

LI XIAOGUANG

Mr. Li, aged 48, is the chief executive officer of Beijing Hi Sunsray Information Technology Limited. He graduated from Peking University in the PRC with a master's degree in Computer Science. Prior to joining the Group in 2000, Mr. Li was a member of a company's senior management in Beijing. He has over 20 years of experience in corporate management.

李曉光

李先生，48歲，為北京高陽聖思園信息技術有限公司行政總裁。彼畢業於中國北京大學，獲授計算機科學碩士學位。於二零零零年加入本集團前，李先生曾任北京一家公司的高級管理層成員。彼擁有逾20年企業管理經驗。

SHEN ZHENG

Mr. Shen, aged 39, is the chief executive officer of Beijing Hi Sun Advanced Business Solutions Information Technology Limited. He graduated from University of Beijing with degree in Information Management. He has over 15 years of experience in payment industry and financial industry.

HUI LOK YAN

Ms. Hui, aged 32, is the Group Deputy Financial Controller and Joint Company Secretary of the Company. She graduated from The Chinese University of Hong Kong with a bachelor degree in Business Administration. Ms. Hui is currently a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, she was a manager of an international public accountancy firm.

申政

申先生，39歲，為北京高陽金信信息技術有限公司行政總裁。彼畢業於北京大學，獲授信息管理學位。彼擁有逾15年支付行業和金融行業經驗。

許諾恩

許女士，32歲，為本公司之集團副財務總監兼聯席公司秘書。彼畢業於香港中文大學，獲授工商管理學士學位。許女士現為香港會計師公會執業會計師。加入本集團前，彼為一家國際執業會計師行經理。

Letter from the Board
董事會函件

Dear Shareholders,

I am pleased to present the Company's Annual Report for the year ended 31 December 2010 ("the Year").

Financial year 2010 was an important year for the Group as PAX Global Technology Limited ("PAX Global"), a then subsidiary company holding the EFT-POS terminal solutions business, was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited on 20 December 2010. This spin-off has allowed the Company to focus on the remaining business segments while enabling each of the Company and PAX Global to establish its own profile thereby attracting different investors. Since the Company remains as a controlling shareholder of PAX Global, we will continue to benefit from the growth and business prospects of PAX Global in the future.

The consolidated turnover from continuing operations amounted to HK$901.5 million, representing an increase of 15% over 2009. Segmental operating loss from continuing operations totalled HK$168.5 million as compared to a segmental operating profit of HK$104.5 million in 2009; while loss for the year from continuing operations totalled HK$217.5 million as compared to a profit of HK$30.4 million in 2009, which was mainly due to an operating loss from electronic power meters and solutions; a decline in operating profit of telecommunication solutions; and an operating loss from mobile payment solutions for the year ended 31 December 2010. Profit for the year from discontinued operation was HK$1,096.5 million as compared to HK$84.6 million in prior year.

The performance of the four key business segments under the continuing operations during the year is set out as below.

各位股東：

本人欣然提呈本公司截至二零一零年十二月三十一日止年度(「本年度」)的年報。

二零一零年度乃本集團重要的一年，其間當時持有電子支付終端機解決方案業務之附屬公司—百富環球科技有限公司(「百富環球」)於二零一零年十二月二十日成功在香港聯合交易所有限公司主板上市。該項分柝讓本公司專注於餘下業務板塊，同時使本公司和百富環球各自建立自我範疇，藉以吸引不同投資者。由於本公司將繼續為百富環球之控股股東，本集團日後將繼續自百富環球之發展及業務前景中獲益。

持續經營業務之綜合營業額為901.5百萬港元，較二零零九年上升15%。持續經營業務之分類營運虧損總額為168.5百萬港元，而二零零九年的分類營運溢利則為104.5百萬港元；持續經營業務之虧損總額為217.5百萬港元，而二零零九年則為溢利30.4百萬港元，主要由於截至二零一零年十二月三十一日止年度之電能計量及解決方案之營運虧損；電訊解決方案溢利下跌；以及流動支付解決方案之營運虧損所致。已終止經營業務之年內溢利為1,096.5百萬港元，去年則為84.6百萬港元。

年內持續經營業務四大主要業務分類之表現載於下文。

In 2010, the telecommunication solutions segment recorded turnover of HK$349.6 million, a decline of 3% as compared to year 2009. Segmental operating profit amounted to HK$60.2 million as compared to HK$137.4 million in 2009. Decline in segmental operating profit was mainly contributed by the decrease in traffic volume of traditional IVR business as impacted by certain changes in the wireless value-added services sector in the industry. Meanwhile, certain new businesses are yet to vamp up the profit growth in 2010. During the year, additional resources have been placed for developing new and innovation products and services.

於二零一零年，電訊解決方案的分類營業額為349.6百萬港元，較二零零九年下跌3%。分類經營溢利為60.2百萬港元，而二零零九年為137.4百萬港元。分類經營溢利下跌乃主要由於傳統IVR業務流量受業內無線增值服務界別的若干政策轉變影響而下降。同時，若干新業務於二零一零年尚未能填補所需之利潤增長。年內，本集團已投放額外的資源以開發全新及創新的產品與服務。

The financial solutions segment reported turnover of HK$141.5 million in 2010, a slight decline of 5% as compared to HK$149.0 million last year. Segmental operating profit amounted to HK$0.8 million as compared to HK$7.3 million in 2009. With the aim to create more stable, sustainable and recurring income streams, we have placed more resources into a number of development projects on cross-industry solutions, including industrial advisory, business operation solutions, system development and operation services, and other outsourcing services.

於二零一零年，金融解決方案的分類營業額為141.5百萬港元，去年為149.0百萬港元，較去年輕微下跌5%。分類經營溢利為0.8百萬港元，相對於二零零九年為7.3百萬港元。為了締造更穩固、可持續及經常性之收入來源，本集團已投放更多資源於跨行業解決方案的若干開發項目，包括行業諮詢、業務解決方案、系統開發及運營服務及其他外判服務。

Regarding on payment solution segment, mobile payment solution was successfully launched in 2010 in all provinces in China. Coverage of mobile phone payment is now extended to the public transportation, lottery tickets and other fields. Currently, over 8,000 merchants have already joined the mobile payment network, which was also applied at the Shanghai Expo. Segmental turnover amounted to HK$40.0 million and segmental operating loss amounted to HK$80.7 million, respectively, awaiting for the building up of transaction volume and operation scale.

縱觀我們的支付方案分類，流動付款方案已於二零一零年成功在中國各省推行。流動付款方案的覆蓋範圍現時延伸至公共運輸、獎券及其他範疇。目前，已有超過8,000家商戶加入流動付款網絡，包括在上海博覽中應用。分類營業額達40.0百萬港元，而分類經營虧損則為80.7百萬港元，目前仍有待累積交易量及經營規模。

Letter from the Board
董事會函件

Year 2010 was a year of challenges to our electronic power meter and solutions segment, segmental turnover increased by 46% to HK$370.4 million, while segmental operating loss amounted to HK$134.4 million as compared to a segmental operating profit of HK$6.7 million in 2009 due to the drop in gross profit margin and the total product shipment being lower than anticipated. To increase our market competitiveness, we had increased our spending on research and development with more exertion placed to streamline product cost. Besides, during the Year, we have recorded an one time non-cash impairment charge of HK$29.6 million against the goodwill of our electronic power meters and solutions business, which reflects a prudent conservative management judgment with regard to the rapid evolution of business models in the industry and current economic environment.

對於我們的電能計量產品及方案分類而言，二零一零年仍充滿挑戰的一年，分類營業額增加46%至370.4百萬港元，與此同時，由於毛利率下跌及產品總出貨量低於預期，相較二零零九年的分類經營溢利則為6.7百萬港元，分類經營虧損為134.4百萬港元。為提升我們的市場競爭力，本集團已增加研發開支，更著重精減產品成本。此外，於本年度，本集團電能計量產品及解決方案業務之商譽錄得一次性非現金減值費用29.6百萬港元，反映管理層就有關行業業務模式及現有經濟環境之快速發展作出謹慎保守判斷。

Looking forward, we believe that the enormous room for growth in various businesses after 2010, combined with our strong financial position, will help the Group to regain its momentum with various existing business opportunities ahead.

展望未來，本集團的多項業務於二零一零年後都有很大的發展空間。再加上本集團穩健之財務狀況，將有助本集團於各類現有業務機會中重拾升軌。

On behalf of the Board, I would like to take this opportunity to express my utmost gratitude to our customers, bankers, suppliers, business associates and most valued shareholders for their continuous trust and support to the Group.

本人藉此機會代表董事會向各客戶、銀行、供應商、業務夥伴及最尊貴的股東對本集團的持續信賴及支持致以由衷感謝。

On behalf on the Board
Cheung Yuk Fung
Chairman

Hong Kong, 17 March 2011

代表董事會
主席
張玉峰

香港，二零一一年三月十七日

FINANCIAL HIGHLIGHTS 財務概覽

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）	Change 變動 +/(-)
RESULTS	**業績**			
Continuing operations	**持續經營業務**			
Turnover	營業額	**901,521**	784,652	+15%
Gross profit	毛利	**170,406**	324,955	-48%
Segmental EBITDA (before unallocated items)	分類EBITDA（扣除未分配項目前）	**(116,322)**	149,871	-178%
(Loss)/profit before income tax	除所得税前（虧損）╱溢利	**(219,270)**	43,683	-602%
(Loss)/profit for the year from continuing operations	來自持續經營業務之年內（虧損）╱溢利	**(217,528)**	30,372	-816%
Discontinued operation	**已終止經營業務**			
Profit from discontinued operation	已終止經營業務溢利	**1,096,476**	84,551	+1,197%
Profit for the year	**年內溢利**	**878,948**	114,923	+665%
Profit attributable to:	**應佔溢利：**			
– Equity holders of the Company	－本公司權益持有人	**850,275**	85,845	+890%
– Non-controlling interests	－非控股權益	**28,673**	29,078	-1%
		878,948	114,923	
Earnings/(loss) per share for profit attributable to the equity holders of the Company:	**本公司權益持有人應佔溢利之每股盈利╱（虧損）：**			
From continuing and discontinued operations	來自持續經營業務及已終止經營業務			
– Basic (HK$)	－基本（港元）	**0.318**	0.035	+809%
– Diluted (HK$)	－攤薄（港元）	**0.318**	0.035	+809%
From continuing operations	來自持續經營業務			
– Basic (HK$)	－基本（港元）	**(0.071)**	0.015	-573%
– Diluted (HK$)	－攤薄（港元）	**(0.071)**	0.015	-573%
From discontinued operation	來自已終止經營業務			
– Basic (HK$)	－基本（港元）	**0.389**	0.020	+1,845%
– Diluted (HK$)	－攤薄（港元）	**0.389**	0.020	+1,845%

		As at 31 December 於十二月三十一日		
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	Change 變動 +/(-)
HIGHLIGHTS OF FINANCIAL POSITION	**財務狀況概覽**			
Total equity	權益總額	**3,167,806**	1,915,776	+65%
Net current assets	流動資產淨值	**1,457,821**	1,609,370	-9%
Total assets	資產總值	**3,657,369**	2,318,330	+58%
Net assets per share (HK$)	每股資產淨值(港元)	**1.185**	0.717	+65%

The Board of Directors (the "Board") of Hi Sun Technology (China) Limited (the "Company") hereby announces the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2010 together with the comparative figures for the year ended 31 December 2009. The annual results have been reviewed by the Company's Audit Committee.

高陽科技(中國)有限公司(「本公司」)董事會(「董事會」)謹此公佈本公司及其附屬公司(「本集團」)截至二零一零年十二月三十一日止年度之經審核綜合業績,連同二零零九年十二月三十一日止年度之比較數字。全年業績已經由本公司審核委員會審閱。

		Turnover 營業額 2010 二零一零年 HK$'000 千港元	Turnover 營業額 2009 二零零九年 HK$'000 千港元 (Restated) (重列)	Change 變動 +/(-)	EBITDA EBITDA 2010 二零一零年 HK$'000 千港元	EBITDA EBITDA 2009 二零零九年 HK$'000 千港元 (Restated) (重列)	Change 變動 +/(-)
Continuing operations	**持續經營業務**						
Telecommunication solutions and operation value-added services	電訊解決方案及運營增值服務	**349,569**	359,646	-3%	**70,897**	148,271	-52%
Financial solutions, services and related products	金融解決方案、服務及相關產品	**186,402**	186,032	0%	**18,353**	23,205	-21%
Payment solutions and services	支付解決方案及服務	**39,971**	22,452	+78%	**(72,554)**	(45,970)	N/A／不適用
Electronic power meters & solutions	電能計量產品及解決方案	**370,439**	253,586	+46%	**(119,204)**	25,033	-576%
Others	其他	**–**	–	N/A／不適用	**(13,814)**	(668)	N/A／不適用
Segmental results	分類業績	**946,381**	821,716	+15%	**(116,322)**	149,871	-178%
Less: Inter-segment revenue	減：分類間收益	**(44,860)**	(37,064)	+21%	**–**	–	N/A／不適用
Total	合計	**901,521**	784,652	+15%	**(116,322)**	149,871	-178%
Depreciation	折舊				**(38,995)**	(38,312)	+2%
Amortisation	攤銷				**(13,138)**	(7,100)	+85%
Segmental operating (loss)/profit	分類經營（虧損）／溢利				**(168,455)**	104,459	-261%
Unallocated other income	未分配其他收入				**10,256**	2,806	+266%
Unallocated corporate expenses	未分配企業開支				**(67,458)**	(63,547)	+6%
Share of profit of an associated company	應佔聯營公司溢利				**6,860**	–	N/A／不適用
Finance cost	融資成本				**(473)**	(35)	+1,251%
(Loss)/profit before income tax	除所得稅前（虧損）／溢利				**(219,270)**	43,683	-602%
Income tax (credit)/expense	所得稅（抵免）／開支				**1,742**	(13,311)	-113%
(Loss)/profit for the year from continuing operations	來自持續經營業務之年內（虧損）／溢利				**(217,528)**	30,372	-816%
Discontinued operation	**已終止經營業務**						
Profit from discontinued operation	已終止經營業務溢利				**1,096,476**	84,551	+1,197%
Profit for the year	**年內溢利**				**878,948**	114,923	+665%

Following the completion of the spin-off of PAX Global Technology Limited ("PAX Global") on 20 December 2010 on the Main Board of The Stock Exchange of Hong Kong Limited (the "Spin-off"), the Group focuses on the four key business segments being telecommunication solutions and operation value-added services, financial solutions, payment solutions and electronic power meters and solutions. For the presentation of the consolidated financial statements for the years end 31 December 2010 and 2009, the EFT-POS terminal solutions business was regarded as "discontinued operation".

隨着分拆百富環球科技有限公司(「百富環球」)及其於二零一零年十二月二十日在香港聯合交易所有限公司主板上市(「分拆」)完成後，本集團將專注四大主要業務分類，即電訊解決方案及運營增值服務、金融解決方案、支付解決方案及電能計量產品及解決方案。對於呈列截至二零一零年及二零零九年十二月三十一日止年度之綜合財務報表，電子支付(EFT-POS)終端解決方案業務被視為「已終止經營業務」。

The consolidated turnover from continuing operations amounted to HK$901.5 million, representing an increase of 14.9% over 2009. Segmental operating loss from continuing operations totalled HK$168.5 million as compared to a segmental operating profit of HK$104.5 million in 2009; while loss for the year from continuing operations totalled HK$217.5 million as compared to a profit of HK$30.4 million in 2009, which was mainly due to an operating loss from electronic power meters and solutions; a decline in operating profit of telecommunication solutions; and an operating loss from payment solutions for the year ended 31 December 2010. Profit from discontinued operation was HK$1,096.5 million as compared to HK$84.6 million in prior year.

來自持續經營業務之綜合營業額為901,500,000港元，較二零零九年增長14.9%。來自持續經營業務之分類經營虧損為168,500,000港元，而二零零九年的分類經營溢利為104,500,000港元。持續經營業務之年度虧損為217,500,000港元，而二零零九年則為溢利30,400,000港元，此乃主要由於截至二零一零年十二月三十一日止年度電能計量產品及解決方案的經營虧損、電訊解決方案的經營溢利下降以及支付解決方案的經營虧損所致。已終止經營業務溢利為1,096,500,000港元，而上年度則為84,600,000港元。

With regard to our balance sheet, the total assets as at 31 December 2010 amounted to HK$3,657.4 million, compared with HK$2,318.3 million as at 31 December 2009. As at 31 December 2010 net current assets amounted HK$1,457.8 million, compared with HK$1,609.4 million as at 31 December 2009.

至於本集團資產負債表方面，於二零一零年十二月三十一日的資產總值為3,657,400,000港元，於二零零九年十二月三十一日則為2,318,300,000港元。流動資產淨值於二零一零年十二月三十一日為1,457,800,000港元，於二零零九年十二月三十一日則為1,609,400,000港元。

INVESTING AND FINANCING ACTIVITIES

On 29 January 2010, Success Bridge Limited ("SBL") allotted 600 SBL preference shares at a total subscription price of US$60 million (equivalent to approximately HK$465 million) to a subscriber. The SBL preference shares shall represent 6% of the total issued share capital of SBL as enlarged by the subscription. The SBL preference shareholders may require the Company to acquire all SBL preference shares and SBL ordinary shares then in issue and held by the SBL preference shareholders in consideration of the issue of such number of new shares of the Company to be calculated by US$60 million divided by the exchange price of HK$4.5 per share (subject to adjustments). Net proceed from the subscription was approximately HK$463 million.

On 5 March 2010, New Concept Services Limited ("New Concept"), a then wholly-owned subsidiary of the Company purchased the entire issued share capital of Mega Hunt Investments Limited from an independent third party. The consideration was satisfied by the allotment and issue of the New Concept ordinary shares, representing 20% of the issued share capital of New Concept as enlarged by such allotment and issue. The subscriber shall procure that New Concept can secure the employment of the technical experts for the research and development of low voltage power line carrier wave communication technology ("PLC") and shall also procure certain intellectual property rights in respect of PLC to be transferred to New Concept at nil consideration. PLC is a kind of communication system specifically designed for electricity system, whereby analog and digital data are transmitted by carrier wave through the power lines in the existing electricity system. It has

投資及融資活動

於二零一零年一月二十九日，Success Bridge Limited(「SBL」)按總認購價60,000,000美元(相當於約465,000,000港元)配發600股SBL優先股給認購人。SBL優先股佔經認購事項擴大後SBL全部已發行股本之6%。SBL優先股股東可要求本公司收購當時已發行並由SBL優先股股東持有之全部SBL優先股及SBL普通股，代價為發行本公司的新股份，相關股份數目則按60,000,000美元除以轉換價每股股份4.5港元(可予調整)。認購事項所得款項淨額約為463,000,000港元。

於二零一零年三月五日，本公司當時之全資附屬公司新創服務有限公司(「新創」)自一名獨立第三方購買Mega Hunt Investments Limited全部已發行股本。買賣之代價以配發及發行新創普通股之方式支付，其佔新創經配發及發行新創普通股擴大後之已發行股本之20%。認購人將促使新創能確保僱用技術專家進行低壓電力線載波通信技術(「PLC」)研發，並亦將促使若干有關PLC之知識產權按零代價轉讓予新創。PLC為一種特別為電力系統設計之通訊系統，據此模擬數據及數碼數據透過載波通過現有電力系統之電力線傳輸。其優點為利用現有電力系統之電力線使通訊範圍更廣。藉進行收購事項，新創能

the advantage of wide coverage of communication by utilizing the power lines in the existing electricity system. With the acquisition, New Concept is able to leverage on the technology developed by the technical experts and have synergy effects with the electronic power meters and solutions business.

夠利用技術專家所開發之技術，與其現時所從事之電能計量產品及解決方案業務形成協同效應。

In March 2010, SBL entered into a sale and purchase agreement with several independent third parties (the "JIM Vendors"), pursuant to which the JIM Vendors agreed to sell and SBL agreed to purchase the entire registered capital of JIM Holdings International Company Limited, a company incorporated in British Virgin Islands, and its subsidiaries for a cash consideration of US$22 million (approximately HK$171.6 million). The acquisition allows the Group to strengthen its telecommunication value-added services business in the PRC. The acquisition was completed on 29 March 2010.

於二零一零年三月，SBL與若干獨立第三方(「結行賣方」)訂立買賣協議，據此，結行賣方同意出售而SBL同意購買結行控股國際有限公司(於英屬處女群島註冊成立之公司)及其附屬公司之全部註冊資本，現金代價為22,000,000美元(約171,600,000港元)。該收購使本集團繼續增强其於中國之電訊增值服務業務。該項收購於二零一零年三月二十九日完成。

On 20 December 2010, PAX Global was listed on the Main Board of the Stock Exchange of Hong Kong Limited. Prior to the Spin-off and separate listing of PAX Global, it was a then 60% owned subsidiary to the Group. Upon the listing of shares of PAX Global, the Company's interest was reduced from 60% to 44.4% by way of issuance of new shares by PAX Global. In January 2011, the over-allotment option was partially exercised by the global coordinator of the Global Offering of PAX Global. The Company's interest in PAX Global was reduced from 44.4% to approximately 42.8%. Following the Spin-off and separate listing of PAX Global, PAX Global's results will be reflected in the Group's share of results of associates. The Spin-off will enable the two separate management teams to adopt different business

於二零一零年十二月二十日，百富環球於香港聯合交易所有限公司主板上市。在百富環球分拆及獨立上市前，其當時為本集團持有60%權益之附屬公司。百富環球上市後，透過發行百富環球新股份，本公司之權益從60%下降至44.4%。二零一一年一月，其全球發售之全球協調人行使部份超額配股權。本公司於百富環球之權益從44.4%下降至42.8%。於百富環球分拆及獨立上市後，本集團於百富環球業績之份額將反映於聯營公司業績內。分柝將令兩個獨立管理團隊可採納不同業務策略，以便更配合其業務發展及更清晰區分角色，加強專注於在有關公司業務之獨有機遇之能力。此外，透過本集團分

strategies in order to better suit their businesses and with clearer segregation of roles and enhance their ability to focus on opportunities specific to the business of the relevant company. Besides, the Spin-off of PAX Global from the Group will enable each of Hi Sun and PAX Global to establish its own profile thereby attracting different investors. The share offer and separate listing of PAX Global can enhance awareness of, and strengthen, the "PAX" brand which can facilitate PAX Global's efforts in developing overseas markets for its products. Lastly, since Hi Sun will remain the single largest shareholder of PAX Global, we will continue to benefit from the growth and the business prospects of PAX Global.

拆百富環球可使高陽及百富環球各自建立自有之範疇，藉以吸引不同投資者。股份發售及百富環球獨立上市可提升「百富」品牌之認知度及強化其品牌形象，有利於百富環球致力開發產品之海外市場。最後，由於高陽將繼續為百富環球之最大單一股東，因此，本集團將繼續自百富環球之發展及業務前景獲益。

On 11 January 2011, the Company entered into a sale and purchase agreement (the "Agreement") with an independent third party (the "Vendor"), pursuant to which the Vendor agreed to sell and the Company conditionally agreed to purchase the entire issued share capital (the "Sales Share") of Merchant Support Co., Ltd ("Merchant Support"), a company incorporated in Japan, and the Sales Claims, which comprise (i) the Loan Claims (which represent the Vendor's loan claims against Merchant Support and Merchant Capital Limited ("Merchant Capital") under certain loan agreements between the Vendor and Merchant Support or between the Vendor and Merchant Capital which remain outstanding as at three Business Days before the Completion Date); and (ii) AM Claims (which represent the Vendor's right to demand payment of remuneration incurred until the Completion Date (inclusive) under the cost reimbursement agreement between the Vendor and Merchant Support); for the consideration of JPY1,258,370,841 (equivalent to approximately HK$118.3 million), subject to adjustment. Subject to fulfillment or waiver of the conditions stipulated in the

於二零一一年一月十一日，本公司與一獨立第三方（「賣方」）訂立買賣協議（「協議」），據此，賣方同意出售及本公司有條件地同意購買Merchant Support Co., Ltd（「Merchant Support」）（一間於日本註冊成立之公司）之全部已發行股本（「待售股份」）以及待售申索權。待售申索權包括(i)貸款申索權（即根據賣方與Merchant Support或賣方與Merchant Capital Limited（「Merchant Capital」）訂立之若干貸款協議，於完成日期前三個營業日賣方就仍未償還之貸款對Merchant Support及Merchant Capital作出申索之申索權）及(ii) AM索償權（即根據賣方與Merchant Support訂立之費用償還協議，要求支付直至完成日期（包括該日）之酬金之權利）。代價為1,258,370,841日圓（相等於約118,300,000港元）（可根據予以調整）。待協議所載條件達成或豁免後，將於二零一一年七月十五日或之前完成（有待本公司與賣

Agreement, Completion shall take place on a date on or before 15 July 2011 to be agreed by the Company and the Vendor, failing which Completion shall take place on 15 July 2011.

方協議），如未能協議則將於二零一一年七月十五日完成。

CONTINUING OPERATIONS

持續經營業務

The performance of the four key business segments under the continuing operations during the year is set out as below.

年內持續經營業務下四大主要業務分類之表現如下：

Telecommunications solutions and operation value-added services

電訊解決方案及運營增值服務

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元	Change 變動 +/(-)
Turnover	營業額	**349,569**	359,646	-3%
EBITDA	EBITDA	**70,897**	148,271	-52%
Operating profit	經營溢利	**60,165**	137,408	-56%

During the current year, segmental turnover amounted to HK$349.6 million as compared to HK$359.6 million in 2009. Decline in segmental EBITDA and segmental operating profit was mainly contributed by the decrease in traffic volume of traditional IVR business as impacted by certain policy changes in the wireless value-added services sector in the industry. Meanwhile, certain new businesses are yet to vamp up the profit growth in 2010.

於本年度，分類營業額達349,600,000港元，而於二零零九年則為359,600,000港元。分類EBITDA及分類經營溢利下跌乃主要由於傳統IVR業務流量受業內無線增值服務界別的若干政策轉變影響而下降。同時，若干新業務於二零一零年尚未能填補所需之溢利增長。

We anticipate that the provision of nationwide IVR platform to China Mobile will continue to be one of the major revenue contributors of this segment. Having considered the situation in 2010, management believes that 2011 will continue to be a challenging year.

本集團預計，為中國移動提供全國IVR平臺將繼續成為本業務主要收入來源之一。有鑑於二零一零年的情況，管理層相信二零一一年將繼續是相當具挑戰性的一年。

During the year, additional resources have been placed for developing new and innovation products and services, in particular new communitization voice services such as voice microblog and expansion in mobile games, animation and comics. Segmental employee headcount increased from 330 in 2009 to 425 in 2010. Looking ahead, we will continue to develop other innovative wireless value-added solutions and services to meet the ever-changing technology and market demand.

年內，本集團已投放額外的資源以開發全新及創新的產品與服務，尤其是全新的社區化語音服務例如語音微博業務及拓展手機遊戲、手機動漫業務。分類員工總數由二零零九年的330人增加至二零一零年的425人。展望未來，本集團將繼續發展其他創新的無線增值解決方案及服務以迎合千變萬化的科技及市場需求。

Financial solutions, services and related products

金融解決方案、服務及相關產品

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	Change 變動 +/(-)
Turnover*	營業額*	**141,542**	148,968	-5%
EBITDA	EBITDA	**18,353**	23,205	-21%
Operating profit	經營溢利	**793**	7,253	-89%

* Turnover from external customers

* 來自外部客戶之營業額

During the current year, segmental turnover amounted to HK$141.5 million as compared to HK$149.0 million in 2009. Segmental EBITDA decreased by 21% to HK$18.4 million in 2010 while segmental operating profit totalled HK$0.8 million compared with segmental operating profit of HK$7.3 million in 2009. With the aim to create more stable, sustainable and recurring income streams, we have placed more resources into a number of development projects on cross-industry solutions, including industrial advisory, business operation solutions, system development and operation services, and other outsourcing services. Segmental employee headcount increased from 420 in 2009 to 498 in 2010.

於本年度，分類營業額達141,500,000港元，而於二零零九年則為149,000,000港元。分類EBITDA於二零一零年下跌21%至18,400,000港元，而分類經營溢利為800,000港元，相對於二零零九年則錄得分類經營溢利7,300,000港元。為了締造更穩固、可持續及經常性之收入來源，本集團已投放更多資源於跨行業解決方案的若干開發項目，包括行業諮詢、業務解決方案、系統開發及運營服務及其他外判服務。分類員工總數由二零零九年的420人增加至二零一零年的498人。

Payment solutions and services

支付解決方案及服務

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	Change 變動 +/(-)
Turnover	營業額	**39,971**	22,452	+78%
EBITDA	EBITDA	**(72,554)**	(45,970)	N/A不適用
Operating loss	經營虧損	**(80,748)**	(46,211)	N/A不適用

Currently, our payment solution segment is principally engaged in the operation and development of the first nation-wide mobile payment platform and solution with China Mobile and other related services, promoting mobile payment to be one of the most common means of payment. Personal financial information services of mobile e-commerce payments can be achieved by buying goods, checking account information using their cell phones as a payment device. During the year, our payment solution segment recorded a turnover of HK$40.0 million, segmental EBITDA loss of HK$72.6 million, and segmental operating loss of HK$80.7 million, respectively, awaiting for the building up of transaction volume and operation scale. Segmental employee headcount in 2010 amounted to 392 as compared to 175 in 2009.

目前，我們的支付解決方案分類主要與中國移動攜手運營和發展首個全國移動支付平臺及解決方案以及其他有關服務，推廣手機支付成為最通用的支付工具之一。消費者通過手機作為支付設備購買商品及查詢賬戶資訊，實現移動電子商務支付的個人金融資訊服務。本年內，我們的支付解決方案分類分別錄得營業額40,000,000港元、分類EBITDA虧損72,600,000港元及分類經營虧損80,700,000港元，目前仍有待累積交易量及經營規模。二零一零年分類員工總數為392人，而於二零零九年則為175人。

Electronic power meters and solutions

電能計量產品及解決方案

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	Change 變動 +/(-)
Turnover	營業額	**370,439**	253,586	+46%
EBITDA	EBITDA	**(119,204)**	25,033	-576%
Operating (loss)/profit	經營(虧損)/溢利	**(134,434)**	6,677	-2,013%

During the current year, segmental revenue increased by 46% as compared with 2009 following the first centralized tendering conducted by the State Grid in November 2009. The tendering process at provincial level has ceased since June 2009 and was replaced by centralized tendering. With the change in tendering process and the new standards of smart meters conforming to the smart grid infrastructure, intensive competition is enforcing market consolidation of the electronic meter industry. Management believes that our market share will increase with the enhanced industry concentration.

於本年度，隨著國家電網於二零零九年十一月進行了首次電能表統一集中招標，本集團的分類營業額比二零零九年同期上升46%。從二零零九年六月開始，省級電力公司的各項採購計劃停止招標，逐步對其採購的物資實行集中統一的招標。隨著國家電網改變了招標方式以及編訂了新一代符合智能電網建設要求的智能電能表標準，市場競爭日趨激烈的電表行業將會進入行業整合期。管理層相信本集團的市場份額將隨著電表行業集中度而獲得提升。

However, due to the drop in gross profit margin and the total product shipment being lower than anticipated, we experienced EBITDA loss of HK$119.2 million and segmental operating loss of HK$134.4 million in 2010. The drop in gross profit margin was mainly due to increased competition in the market. Besides, there were new product specifications which had reduced our production efficiency during the year. To increase our market competitiveness, we had increased our spending on research and development with more exertion placed to streamline product cost through better design, improving the quality of existing products and development of new series so as to be in line with the needs of the development of power grids.

然而，由於毛利率下降及產品總出貨量低於預期，本集團二零一零年的分類錄得EBITDA虧損119,200,000港元，並錄得分類經營虧損134,400,000港元。毛利率下跌乃主要由於市場競爭加劇。此外，新產品規格之推出降低了本集團於本年度的生產效率。為提升我們的市場競爭力，本集團已增加研發開支，更著重透過更佳的設計精減產品成本、提升現有產品的質量及新系列產品的開發以配合電網發展之需求。

During the year, we have recorded an one time non-cash impairment charge of HK$29.6 million against the goodwill of our electronic power meters and solutions business, which reflects a prudent conservative management judgment with regard to the rapid evolution of business models in the industry and current economic environment.

本年度，本集團電能計量產品及解決方案業務之商譽錄得一次性非現金減值費用29,600,000港元，反映管理層就有關行業業務模式及現有經濟環境之快速發展作出謹慎保守判斷。

OUTLOOK

展望

It is anticipated that the business environment in Year 2011 will continue to be challenging. During 2010, we have been actively engaging in and developing new and innovative projects related to the financial and telecommunication industries. With the enormous room for growth in various businesses, combined with our strong financial position, Hi Sun will keep its momentum with various existing business opportunities ahead.

本集團預期二零一一年度的營商環境仍將充滿挑戰。於二零一零年，我們已積極投入及開發一些金融及電訊業相關的革新項目。鑑於本集團的多項業務都有很大的發展空間，再加上本集團穩健之財務狀況，高陽日後將於現有業務機會中重拾升軌。

Telecommunication solutions and operation value-added services

電訊解決方案及運營增值服務

Hi Sun continues to benefit from its agreement with China Mobile to provide the sole nation-wide IVR platform which brings to the Group a perpetual revenue stream. In 2011, Hi Sun plans to focus on the development of communitization voice services such as voice microblog business and aggressively expand related business such as mobile games, animation and comics. Hi Sun believes that the rapid and strong growth in mobile internet will bring opportunities for new products and high value-added services and solutions in the long run. Apart from the existing businesses, we will continue to develop other innovative wireless value-added solutions and services in the PRC.

高陽與中國移動訂立協議並為其提供唯一的全國性IVR平臺，該等協議可為本集團帶來長期收入來源。二零一一年高陽要重點發展社區化語音服務例如語音微博業務，同時也積極拓展手機遊戲、手機動漫等相關業務。高陽相信，移動互聯網的迅猛發展長遠會為新產品及高增值服務及解決方案創造很多商機。除現有業務外，本集團將繼續在中國發展創新的無線增值解決方案及服務。

Financial solutions, services and related products

金融解決方案、服務及相關產品

During the recent years, we have refocused certain measures to extend our underlying strength and expertise in providing cross-industry value-added

於近年，本集團已將若干措施重新定位，使相關優勢及專業知識延伸運用於提供跨行業的增值解決方案服務，包括行業諮詢、業務

solutions, including industrial advisory, business operation solutions, system development and operation services, and other outsourcing services in order to create more stable, sustainable and recurring income streams. The banks and other financial institutions worldwide are increasingly outsourcing certain non-core management functions to simplify operations and lower costs. However, financial outsourcing services market in China is still at an early stage. Taking advantage of our relatively significant experience in deploying financial solutions, we are able to leverage upon our expertise to take advantage of the future business opportunities. Our mission is to enhance our position and become a significant service provider to financial institutions in Mainland China.

解決方案、系統開發及運營服務及其他外判服務，以締造更穩固、持續及經常之收入來源。現時，全球銀行及其他金融機構日益趨向把若干非核心管理職能外判，以精簡業務及降低費用。然而，在中國金融外包服務市場仍處於早期階段。以本集團在提供金融解決方案方面擁有相對豐富之經驗的優勢，利用本集團的專業知識，把握未來的商機。本集團的目標是提升本集團地位及成為中國內地金融機構之主要服務供應商。

Payment solutions and services

In the application of the emerging mobile e-commerce, mobile payment has always been considered by the industry as an important aspect of future development. Mobile payment refers to an integration of payment card, online banking, payment on behalf, third-party payment and other electronic payment. Being the largest mobile phone market in the world, mobile phones permeat all spheres of people's social life in China. Such huge base of mobile phone users has established an excellent foundation for the development of mobile payment in China. The evolution of the mobile phone payment market is mainly attributable to the development of application of 3G mobile communications and favorable payment environment, coupled with the determination of promoting the mobile phone payment market by telecom operators, banks, third-party payments and other players in the industry.

支付解決方案及服務

在新興的移動電子商務應用中，移動支付一直是業界認為未來發展的主要一環。移動支付是支付卡、網上銀行、代收費、協力廠商支付等多種電子支付一種融合發展之後的集成支付方式。中國作為世界第一大手機市場，手機在中國已經滲透到社會生活的各方面。龐大的用戶群奠定了手機支付的發展基礎。中國手機支付市場的發展，主要由於3G網路的應用發展和整體支付環境良好，加上電信運營商、銀行以及第三方支付及其他業內參與者對手機支付市場推動的戰略決心而利好。

Electronic power meters and solutions

In view of the escalating global awareness on energy-saving solutions, power grids are looking out for environmental-friendly, effective and efficient electricity network and energy system. In China, the State Grid

電能計量產品及解決方案

鑑於全球公眾日益重視節能解決方案，電網正密切留意環保、有效及高效之電網及能源系統。在中國，國家電網擬在二零二零年前建成高效智能電網。全部該等因素預期推動

has proposed to construct a Strong and Smart Grid by Year 2020. All these factors are expected to contribute to the market demand for electronic power meters. With the change in tendering process and the new standards of smart meters conforming to the smart grid infrastructure, intensive competition is enforcing market consolidation of the electronic meter industry. It is anticipated that only the strong enterprises will survive. In the early stage of the market restructuring, the profit margin of this segment is expected to diminish. Looking ahead, we will place tremendous effort in R&D and cost saving measures to improve our profit margin.

電子式電能表之市場需求。隨著國家電網改變了招標方式以及編訂了新一代符合智能電網建設要求的智能電能表標準，市場競爭日趨激烈的電表行業將會進入行業整合期，預計只有實力雄厚的企業才能繼續經營。在早期的行業整合期，預期分類毛利率將減少。本集團將投入大量精力進行研發及節能方案，以提高本集團毛利率。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2010, the Group reported total assets of HK$3,657.4 million (2009: HK$2,318.3 million), which were financed by total liabilities of HK$489.6 million (2009: HK$402.6 million) and equity of HK$3,167.8 million (2009: HK$1,915.8 million). The net asset value was HK$3,167.8 million (2009: HK$1,915.8 million). It amounted to HK$1.185 per share as compared to HK$0.717 per share as at 31 December 2009.

As at 31 December 2010, the Group had cash and short-term bank deposit of HK$1,459.2 million (2009: HK$1,401.7 million) and short term borrowings of HK$22.5 million (2009: Nil). The net cash position as at 31 December 2010 was HK$1,436.7 million as compared to HK$1,401.7 million as at 31 December 2009.

流動資金及財務資源

於二零一零年十二月三十一日，本集團錄得資產總值為3,657,400,000港元（二零零九年：2,318,300,000港元），相應負債總額為489,600,000港元（二零零九年：402,600,000港元）及權益總額3,167,800,000港元（二零零九年：1,915,800,000港元）。資產淨值則為3,167,800,000港元（二零零九年：1,915,800,000港元）。每股資產淨值為1.185港元，相對於二零零九年十二月三十一日則為每股0.717港元。

於二零一零年十二月三十一日，本集團有現金及短期銀行存款1,459,200,000港元（二零零九年：1,401,700,000港元）及短期借貸22,500,000港元（二零零九年：無）。於二零一零年十二月三十一日之現金淨額為1,436,700,000港元，相對二零零九年十二月三十一日則為1,401,700,000港元。

CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 31 December 2010, the Group's short term borrowings included short term bank loan which was denominated in Renminbi, amounting to RMB19 million (equivalent to HK$22.5 million). The short term bank loan was charged at interest of 6.372% per annum, which was secured by the leasehold land

資本架構及抵押詳情

於二零一零年十二月三十一日，本集團之短期借貸包括以人民幣列值之短期銀行貸款為人民幣19,000,000元（相等於22,500,000港元）。該短期銀行貸款乃按6.372厘之年利率計息並由本集團一間附屬公司之租賃土地

and building of a subsidiary of the Group, with a net book amount of HK$3.6 million and HK$16.3 million, respectively.

及樓宇(賬面淨值分別為3,600,000港元及16,300,000港元)作抵押。

As at 31 December 2009, the Group did not have any short term borrowings.

於二零零九年十二月三十一日，本集團並沒有任何短期借貸。

Approximately HK$363.7 million, HK$392.1 million, HK$525.4 million and HK$0.4 million of the Group's cash balances were denominated in Renminbi, Hong Kong dollar, US dollar and Euro respectively as at 31 December 2010.

於二零一零年十二月三十一日，本集團之現金結餘分別約363,700,000港元、392,100,000港元、525,400,000港元及400,000港元乃分別以人民幣、港元、美元及歐羅列值。

SIGNIFICANT INVESTMENT

Save as disclosed in this annual report, the Group has no significant investment held as at 31 December 2010.

重大投資

除已於本年報所披露外，於二零一零年十二月三十一日，本集團並無持有任何重大投資。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in this annual report, the Group does not have any material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2010.

重大收購及出售附屬公司

除已於本年報所披露外，於截至二零一零年十二月三十一日止年度，本集團並無任何重大收購或出售附屬公司或聯營公司。

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, there was no specific plan for material investments or capital assets as at 31 December 2010.

重大投資或股本資產之未來計劃

除已於本年報所披露外，於二零一零年十二月三十一日，本集團並無就重大投資或股本資產制定任何特定計劃。

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 an impact on the operating results of the Group.

匯率風險

本集團產生之收益、所作採購及支付之費用主要以美元、人民幣及港元列值。目前，本集團並無訂有任何協議或購買任何工具對沖本集團之匯率風險。倘港元或人民幣之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。

CONTINGENT LIABILITIES

The Group had no material contingent liability as at 31 December 2010.

或然負債

於二零一零年十二月三十一日，本集團並無任何重大或然負債。

EMPLOYEES

The total number of employees of the Group as at 31 December 2010 was 2,855. The breakdown of employees by division is as follows:

僱員

本集團於二零一零年十二月三十一日之僱員總數為2,855人。僱員按部門細分如下：

Telecommunication solutions	電訊解決方案	425
Financial solutions	金融解決方案	498
Payment solutions	支付解決方案	392
Electronic power meters and solutions	電能計量產品及解決方案	1,388
Others	其他	116
Corporate office	總部	36
		2,855

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.

本集團確保其薪酬待遇全面且具有競爭性，而僱員之薪酬包括每月固定薪金，另加與表現有關之年度花紅。本集團亦資助獲挑選之僱員參與符合本集團業務所需之外界培訓課程。

Disclaimer:

Non-GAAP measures

Certain non-GAAP (generally accepted accounting principles) measures, such as EBITDA, are used for assessing the Group's performance. These non-GAAP measures are not expressly permitted measures under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group current financial performance. Additionally because the Group has historically reported certain non-GAAP results to investors, the Group considers the inclusion of non-GAAP measures provides consistency in our financial reporting.

免責聲明：

非公認會計原則指標

若干非公認會計原則指標乃用於評估本集團的表現，例如包括EBITDA。但該等非公認會計原則指標並非香港公認會計原則所明確認可的指標，故未必可與其他公司的同類指標作比較，因此，該等非公認會計原則指標不應視作經營收入(作為本集團業務指標)的替補或經營活動現金流量(作為衡量流動資金)的替補。提供非公認會計原則指標純綷為加強對本集團現時財務表現的整體理解，此外由於本集團以往曾向投資者報告若干採用非公認會計原則計算的業績，因此本集團認為包括非公認會計原則指標可為本集團的財務報表提供一致性。

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2010.

董事會欣然於本集團截至二零一零年十二月三十一日止年度之年報提呈其企業管治報告。

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.

本公司謹此表明，董事會(「董事會」)確保本公司有效領導及監控以及所有營運之透明度及問責性之重要性。

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.

本公司明瞭良好企業管治對本公司穩健發展之重要性，已努力確立及制定符合本公司需要之企業管治常規。

CORPORATE GOVERNANCE PRACTICES

企業管治常規

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

本公司之企業管治常規乃按照香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14企業管治常規守則(「企業管治守則」)所載之原則(「原則」)及守則條文(「守則條文」)訂立。

The Company has applied in formulating its corporate governance practices the Principles and complied with most of the Code Provisions for the year and up to the date of this report save for the limited deviation(s) on the grounds and causes explained in this report.

除基於本報告所述理由及原因產生之有限偏離外，於本年度及截至本報告日期，本公司在制定其企業管治常規時已應用原則，並一直遵守大部分守則條文。

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

本公司定期檢討其組織架構，確保業務運作符合企業管治守則之準則。

DIRECTORS' 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 2010.

The Company has also established written guidelines with exact terms at 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.

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

董事的證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)。

經向全體董事作出具體查詢後，董事已確認彼等於截至二零一零年十二月三十一日止年度一直符合標準守則。

本公司亦已制定有關可能取得本公司未公佈股價敏感資料之僱員進行證券交易之書面指引，該等指引與上市規則附錄10所載條款相同。

本公司主要企業管治原則及常規概述如下：

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 make 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.

董事會

職責

本公司業務整體管理賦予董事會負責，董事會承擔領導及監控本公司之責任，並透過指導及監管事務，集體負責促進本公司之成就。全體董事均客觀就本公司利益作出決定。

董事會保留就本公司所有重要事項作出決策之權力，包括批准及監控所有政策、整體策略及預算、內部監控及風險管理制度、重大交易(特別是或涉及利益衝突者)、財務資料、委任董事及其他重大財務與營運事宜。

All Directors are provided with full and timely access to board papers and 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.

全體董事可全面及時獲得所有董事會文件及相關資料以及獲取公司秘書之意見及服務，以確保董事會程序及所有適用規則及規例獲得遵守。

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

各董事一般可於合適情況下，經向董事會提出要求，徵求獨立專業意見，而費用由本公司承擔。

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 senior management officers.

本公司日常管理、行政及營運授權予高級管理層負責。獲指派之職能及工作會定期檢討。高級管理人員訂立任何重大交易前，須獲得董事會批准。

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

董事會履行職責時可獲得高級管理層全面支援。

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.

組成

董事會之組成確保在技巧和經驗方面取得平衡，適合本公司業務所需及行使獨立判斷。

The Board currently comprises 10 members, consisting of 5 Executive Directors, 2 Non-Executive Directors and 3 Independent Non-Executive Directors.

董事會現由10名成員組成，包括5名執行董事、2名非執行董事及3名獨立非執行董事。

The Board of Directors of the Company (the "Board") comprises the following Directors of the Company ("Directors"):

本公司董事會(「董事會」)由以下本公司董事(「董事」)組成：

Executive Directors:
Cheung Yuk Fung *(Chairman)*
Kui Man Chun *(Chief Executive Officer)*
Xu Wensheng
Li Wenjin
Xu Chang Jun

執行董事：
張玉峰*(主席)*
渠萬春*(行政總裁)*
徐文生
李文晉
徐昌軍

Non-Executive Directors:
YANG Lei, Raymond
CHANG Kai-Tzung, Richard

非執行董事：
楊鐳
張楷淳

Independent Non-Executive Directors:
Tam Chun Fai
Leung Wai Man, Roger
Xu Sitao

獨立非執行董事：
譚振輝
梁偉民
許思濤

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.

上列董事(按類別計)亦於本公司根據上市規則不時發出之所有企業通訊披露。

The biographical information of the Directors of the Company and their relationship among the members of the Board, if any, are provided in the "Directors and Senior Management" section of this annual report.

本公司董事之履歷資料及彼等與董事會成員之關係(若有)在本年報「董事及高層管理人員」一節已有披露。

Appointment, re-election and removal of Directors

The Company has established formal and transparent procedures for the appointment and succession planning of Directors.

Code provision A.4.1 of CG Code on Corporate Governance Practices stipulates that Non-Executive Director should be appointed for a specific term subject to re-election.

All Directors of the Company are appointed for specific tenures which shall expire with retirement by rotation once every three years and subject to re-election.

董事委任、重選及罷免

本公司已訂立正式且具透明度之董事委任及繼任規劃程序。

企業管治常規之企業管治守則條文第A.4.1條訂明非執行董事須按特定任期委任，並可膺選連任。

本公司全體董事均通過委任產生，特定任期應於每三年輪席告退一次時屆滿並可膺選連任。

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.

董事培訓

各新委任董事於最初獲委任時獲得就職介紹，確保彼恰當瞭解本公司業務及運作。此外，本公司將考慮委聘外聘法律及其他專業顧問，以按非經常性質，向董事提供專業發展及培訓計劃。

Board Meetings and Directors' Attendance

Regular Board meetings were held four times during the year for reviewing and approving the financial and operating performance, for approving the final results for the year ended 31 December 2009, interim results for the period ended 30 June 2010 and considering and approving the overall strategies and policies of the Company.

董事會會議及董事出席情況

年內曾舉行四次常規董事會會議，審閱及批准財務及營運表現，批准截至二零零九年十二月三十一日止年度全年業績、截至二零一零年六月三十日止期間中期業績，並考慮及批准本公司整體策略及政策。

The individual attendance record of each Director at the four regular quarterly meetings of the Board (not including other ad hoc meetings of the Board held from time to time), Audit Committee meetings, Nomination Committee Meeting, Remuneration Committee Meeting and Independent Board Committee Meeting during the year ended 31 December 2010 is set out below:

各董事於截至二零一零年十二月三十一日止年度出席四個常規季度董事會會議（不包括其他不時舉行之不定期董事會會議）、審核委員會會議提名委員會會議、薪酬委員會會議及獨立董事委員會會議之個別記錄載列如下：

Name of Directors	董事姓名	Attendance/Number of meetings 會議出席／舉行次數 Audit Committee Meetings 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Independent Board Committee Meeting 獨立董事委員會會議	Regular Meetings 常規會議
Cheung Yuk Fung	張玉峰	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Kui Man Chun	渠萬春	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Xu Wensheng	徐文生	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Li Wenjin	李文晉	N/A 不適用	1/1	1/1	N/A 不適用	4/4
Xu Chang Jun	徐昌軍	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Yang Lei, Raymond	楊鐳	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Chang Kai-Tzung, Richard	張楷淳	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4
Tam Chun Fai	譚振輝	2/2	1/1	1/1	1/1	4/4
Leung Wai Man, Roger	梁偉民	2/2	1/1	1/1	1/1	4/4
Xu Sitao	許思濤	2/2	N/A 不適用	N/A 不適用	1/1	4/4

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 Company Secretary attends 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 the 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.

會議常規及程序

週年會議時間表及每次會議議程草擬本一般預先發給董事。

常規董事會會議通告最少於會議日期前十四天發給全體董事。其他董事會及委員會會議，則一般給予合理通知。

董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或委員會會議前三天交予全體董事，致令董事知悉本公司最新發展及財務狀況，以便作出知情決定。董事會及各董事亦可於有需要時個別及獨立接觸高級管理人員。

公司秘書出席所有常規董事會會議及於有需要時出席其他董事會會議及委員會會議，就業務發展、財務及會計事宜、法定守章、企業管治及本公司其他重大事宜提供意見。

公司秘書負責於所有董事會會議及委員會會議作出會議記錄並加以存管。會議記錄草擬本一般於各會議後合理時間內，交董事傳閱，作出意見，而最終會議記錄可供董事查閱。

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.

根據現行董事會常規，任何涉及主要股東或董事利益衝突之重大交易，須經由董事會於正式召開之董事會會議考慮及處理。本公司之公司細則亦載有要求董事就批准該董事或彼任何聯繫人士擁有重大權益之交易之會議放棄表決及不計入法定人數內。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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. During the year, Mr. Cheung Yuk Fung acted as the Chairman, and Mr. Kui Man Chun acted as 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.

主席及行政總裁

守則條文第A.2.1條訂明主席及行政總裁之角色應加以劃分，不應由同一人擔任。於本年度，張玉峰先生擔任主席，而渠萬春先生擔任行政總裁。

主席領導及對董事會根據良好企業管治常規有效運作負責。在公司秘書及高級管理人員之支援下，主席亦負責確保董事適時獲得充份、完整及可靠資料，並獲適當簡介董事會會議事宜，而所有主要及合適事務均由董事會適時討論。

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.

行政總裁之職務集中於推行董事會批准及授權之目標、政策及策略。彼負責本公司日常管理及營運。行政總裁亦負責拓展策略計劃以及制定組織架構、監控制度及內部監控程序及董事會審批程序。

INDEPENDENT NON-EXECUTIVE DIRECTORS

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.

During the year ended 31 December 2010, the Board at all times met the requirements of Rule 3.10(1) and Rule 3.10(2) 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 Rule 3.13 of the Listing Rules, which confirmed to the Company that he has met the independence guidelines set out in the Listing Rules. Accordingly, the Company considers the Independent Non-Executive Directors to be independent.

獨立非執行董事

獨立非執行董事為董事會帶來廣泛商業及財務專業知識、經驗及獨立判斷。全體獨立非執行董事透過主導處理涉及潛在利益衝突事宜及參與董事會委員會，對本公司有效方針作出各方面貢獻。

截至二零一零年十二月三十一日止年度，董事會一直遵守上市規則第3.10(1)及3.10(2)條有關委任最少三名獨立非執行董事而其中最少一名獨立非執行董事須具備合適專業資歷或會計或相關財務管理專業知識之規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出有關其獨立身分之年度確認書向本公司確認，彼等均符合上市規則所載獨立身分指引。因此，本公司認為獨立非執行董事為身份獨立。

BOARD COMMITTEES

The Board has established 3 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 committee 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
Li Wenjin

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.

董事會委員會

董事會下設3個委員會：提名委員會、薪酬委員會及審核委員會，以掌管本公司特定事務。本公司所有董事會委員會均設有明確書面職權範圍，於本公司網站刊載，亦可供股東索閱。

各董事會委員會大部分成員均為獨立非執行董事，而於本報告日期，各董事會委員會主席及成員名單如下：

審核委員會

譚振輝*（主席）*
梁偉民
許思濤

提名委員會

梁偉民*（主席）*
譚振輝
李文晉

薪酬委員會

譚振輝*（主席）*
梁偉民
李文晉

董事會委員會獲提供充足資源履行職責及可於適當情況下，合理要求徵求獨立專業意見，費用由本公司承擔。

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 external 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 2010 to review the financial results and reports, financial reporting and compliance procedures, internal control system and risk management review and processes and the reappointment 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.

審核委員會

審核委員會由三名獨立非執行董事組成，當中包括一名具備合適專業資歷或會計或相關財務管理專業知識之獨立非執行董事。審核委員會全體成員均非本公司現任外聘核數師之前合夥人。

審核委員會之主要職責包括：

(a) 審閱財務報表及報告，並於提交董事會前，考慮合資格會計師或外聘核數師提出之任何重大或不尋常項目。

(b) 參考外聘核數師所進行工作、費用及聘用條款，檢討與外聘核數師之關係，並就委任、續聘及罷免外聘核數師向董事會提出意見。

(c) 審閱本公司財務報告制度、內部監控制度、風險管理制度及相關程序是否充份及具備效益。

審核委員會於截至二零一零年十二月三十一日止年度曾舉行兩次會議，審閱財務業績及報告、財務報告及守章程序、內部監控制度及風險管理審閱與程序以及續聘外聘核數師。

並無有關或會對本公司按持續基準經營之能力產生重大疑問之事件或情況。

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

審核委員會就外聘核數師甄選、委任、辭任或罷免所持意見與董事會無異。

The Company's annual results for the year ended 31 December 2010 has been reviewed by the Audit Committee.

本公司截至二零一零年十二月三十一日止年度之全年業績已經由審核委員會審閱。

Nomination Committee

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, 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.

提名委員會

提名委員會之主要職責包括審閱董事會之架構、規模及組成、制定有關董事提名及委任程序以及就董事委任及繼任規劃向董事會作出意見，並評估獨立非執行董事之獨立身分。

The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the balance of expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the requirements of the business of the Group and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary. The Nomination Committee held one meeting during the year.

提名委員會負責就均衡專業知識、技能、經驗、專業知識、個人誠信及投入時間以及就本集團業務需要及其他相關法定規則及規例，甄選及推薦候任董事人選。有需要時或會委任外界招聘代理進行招聘及甄選程序。提名委員會於年內舉行一次會議。

In accordance with the Company's bye-laws 87(1) and 87(2), Mr. Cheug Yuk Fung, Mr. Kui Man Chun and Mr. Xu Chang Jun, Executive Directors of the Company, and Mr. Xu Sitao, Independent Non-Executive Director of the Company, shall retire by rotation and being eligible, offer themselves for re-election at the 2011 annual general meeting.

根據本公司之公司細則第87(1)及87(2)條，本公司執行董事張玉峰先生、渠萬春先生及徐昌軍先生、以及本公司獨立非執行董事許思濤先生將輪值告退，惟符合資格並願意於二零一一年股東週年大會膺選連任。

The Board recommended the re-appointment of the Directors standing for re-election at the 2011 annual general meeting of the Company.

董事會推薦重選於本公司二零一一年股東週年大會膺選連任之董事。

The Company's circular dated 28 March 2011 contains detailed information of the Directors standing for re-election.

本公司日期為二零一一年三月二十八日之通函載有膺選連任董事詳細資料。

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 associates will participate in deciding his 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.

薪酬委員會

薪酬委員會主要職責包括就董事及高級管理人員薪酬政策及結構與薪酬待遇作出推薦意見及加以批准。薪酬委員會亦負責制定該等薪酬政策及結構之具透明度程序，確保並無董事或彼任何聯繫人士參與釐定本身薪酬，而薪酬將參考個人及公司表現以及市場常規及情況後釐定。

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 about these recommendations on remuneration policy and structure and remuneration packages. The Remuneration Committee held one meeting during the year.

薪酬委員會一般就審閱薪酬政策及結構以及釐定董事及高級管理人員年度薪酬待遇與其他相關事務舉行會議。人力資源部門負責收集及管理人力資源數據，並向薪酬委員會作出意見，以供其考慮。薪酬委員會須就該等薪酬政策及結構與薪酬待遇意見諮詢主席及／或董事會。薪酬委員會於年內舉行一次會議。

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 2010.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 65 to 68.

INTERNAL CONTROL

For the internal control system of the Company, the Board has developed the Group's systems of internal control and risk assessment and management. The Board has overall responsibility for reviewing and maintaining an adequate and effective internal control system to safeguard the interests of the shareholders and the assets of the Group. During the year, the Board has conducted reviews of the internal control system and considered the internal control system of the Group has been implemented effectively.

有關財務報表之責任

董事會須負責提呈年報及中期報告的均衡、清晰及易於理解的評估、上市規則與其他監管規則所規定的股價敏感公佈及其他披露資料。

董事明瞭彼等編製本公司截至二零一零年十二月三十一日止年度財務報表之責任。

本公司外聘核數師有關彼等申報財務報表責任之聲明載於第65至68頁「獨立核數師報告」。

內部監控

董事會就本公司內部監控制度制定本集團的內部監控及風險評估及管理制度，董事會對檢討及維持足夠及有效的內部監控措施負有全面責任，以保障股東利益及本集團資產。年內，董事會曾檢討其內部監控制度，並認為本集團之內部監控制度一直行之有效。

AUDITORS' REMUNERATION

The external auditors have rendered certain non-audit services to the Company for the year ended 31 December 2010 amounted to approximately HK$5,250,000. The amount mainly represents non-audit service fees in relation to the proposed spin-off of our electronic power meter business and our EFT-POS terminal solutions business to be listed on the Main Board of the Stock Exchange of Hong Kong Limited which was subsequently revised in August 2010 when the Company announced its proposed spin-off of its EFT-POS terminal solutions business and related taxation advisory services. The remuneration paid to the external auditor of the Company in respect of audit services for the year ended 31 December 2010 amounted to approximately HK$2,600,000.

核數師酬金

外聘核數師曾於截至二零一零年十二月三十一日止年度向本公司提供若干非核數服務，金額約5,250,000港元。此金額主要為與建議分拆電能計量產品業務及電子支付(EFT-POS)終端解決方案業務於香港聯合交易所有限公司主板上市相關之非核數服務費，其於二零一零年八月在本公司宣佈修訂分拆電子支付(EFT-POS)終端解決方案業務及相關稅務諮詢服務。本公司就截至二零一零年十二月三十一日止年度的核數服務而向外聘核數師支付的酬金約為2,600,000港元。

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 and procedures to demand a poll are included in all circulars to shareholders during the year and the procedures for conducting a poll will be explained during the proceedings of meetings.

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

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 28 Apirl 2010, however, Mr. Li Wenjin, an Executive Director of the Company, took the chair pursuant to the bye-laws of the Company.

股東權利及投資者關係

股東權利及在股東大會要求按股數投票表決之程序，載於本公司之公司細則。要求按股數投票表決之權利及程序詳情，載於年內致各股東之所有通函，並將於會上講解按股數投票表決之程序。

按股數投票表決結果將於股東大會後之營業日，在聯交所網站刊載。

偏離守則條文第E.1.2條(及原因)：

守則條文第E.1.2條訂明董事會主席須出席股東週年大會，而主席並未出席於二零一零年四月二十八日舉行之股東週年大會，然而，本公司執行董事李文晉先生則根據本公司之公司細則出席會議並擔任主席。

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.

董事會確認，本公司股東大會提供股東與董事會溝通之平台。董事會主席或(倘彼未能出席)本公司執行董事以及提名委員會、薪酬委員會及審核委員會與(如適用)獨立董事委員會主席或(倘彼等未能出席)各委員會成員，將出席日後股東會議，回答提問。

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

須於股東大會就各重大事項提呈獨立決議案，包括選舉個別董事。

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.

本公司繼續加強與投資者之溝通及關係。指定高級管理人員與機構投資者及分析員經常聯繫，以簡報本公司發展。投資者查詢均盡快處理以提供有用資料。

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.

為促進有效溝通，本公司設有網站www.hisun.com.hk，刊載本公司業務發展及營運、財務資料、企業管治常規之廣泛及最新資料與其他資料。

On behalf of the Board

代表董事會

Cheung Yuk Fung
Chairman

主席
張玉峰

Hong Kong, 17 March 2011

香港，二零一一年三月十七日

The Directors submit their report together with the audited financial statements for the year ended 31 December 2010.

董事會謹此提呈彼等之報告及截至二零一零年十二月三十一日止年度之經審核財務報表。

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

主要業務及地區業務分析

The principal activity of the Company is investment holding. After the Company span off PAX Global Technology Limited ("PAX Global") on 20 December 2010, the Group focuses its activities on sales of electronic power meters and solutions, provision of telecommunication solutions and operation value-added services, provision of financial solutions, services and related products and provision of payment solutions and services.

本公司之主要業務為投資控股。隨著本公司於二零一零年十二月二十日分析百富環球有限公司(「百富環球」)後，本集團的業務主要專注銷售電能計量產品及解決方案、提供電訊解決方案及運營增值服務、提供金融解決方案、服務及相關產品以及提供支付解決方案及服務。

An analysis of the Group's performance for the year by business and geographical segments is set out in note 6 to the financial statements.

本集團於本年度之表現按業務及地區劃分之分析載於財務報表附註6。

RESULTS AND APPROPRIATIONS

業績及分配

The results of the Group for the year ended 31 December 2010 are set out in the consolidated income statement on page 69.

本集團截至二零一零年十二月三十一日止年度之業績載於第69頁之綜合收益表。

The Directors do not recommend the payment of a dividend (2009: Nil).

董事並不建議派付任何股息(二零零九年：無)。

RESERVES

儲備

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and in note 29 to the financial statements.

年內本集團及本公司之儲備變動詳情載於綜合權益變動表及財務報表附註29。

DONATIONS

Charitable and other donations of HK$580,000 is made by the Group during the year (2009: Nil).

捐獻

本集團於本年度作出慈善及其他捐獻為580,000港元(二零零九年:無)。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the financial statements.

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於財務報表附註16。

SHARE CAPITAL AND SHARE OPTIONS

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. 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.

No share option of the Company was granted or exercised during the year and there was no issued and outstanding share option under the Scheme which has not been exercised or lapsed at the date of this report.

The Board shall be entitled at any time, within 10 years of the date of the adoption of the Scheme to make an offer to any full-time employees, executive and non-executive directors of the Company or any subsidiary or associated companies (the "Participants") in its absolute discretion. Further details of the Scheme can be found in the circulars of the Company dated 12 November 2001, 13 November 2006 and 24 November 2006 respectively.

股本及購股權

本公司之購股權計劃(「該計劃」)乃就吸引、留聘及鼓勵具實力員工為本集團之未來發展及拓展努力工作而設。該計劃已於二零零一年十一月二十九日生效,除非另行撤銷或修訂,否則該計劃將自生效當日起十年期間一直有效。

本公司並無於年內獲授出或行使之購股權,於本報告日期亦無根據購股權計劃發出而尚未行使或失效之購股權。

董事會有權自該計劃採納日期起計十年內隨時按其絕對酌情權向本公司或任何附屬公司或聯營公司任何全職僱員、執行及非執行董事(「參與者」)作出要約。該計劃的更多詳情載於本公司日期分別為二零零一年十一月十二日、二零零六年十一月十三日及二零零六年十一月二十四日的通函。

The maximum number of Shares which may be issued and to be issued upon exercise of all exercised and/or outstanding options granted to each Participant shall not in aggregate exceed 1 per cent. of the relevant class of securities of the Company in issue in any 12-month period. Any further grant of options in excess of the aforesaid 1 per cent. limit shall be subject to the approval of the shareholders of the Company with such Participant and his/her associates abstaining from voting. As at the date of this report, no further Share was available for issue under the Scheme.

因悉數行使已行使的購股權及／或已授予各參與者的尚未行使購股權而可能已發行及將予發行的最高股份數目不得超過於任何十二個月期間本公司已發行相關類別證券總數的1%。任何購股權的進一步授出如超越上述的1%限額，須待本公司股東批准方可作實，而該等參與者及其聯繫人須放棄投票。於本報告日期，該計劃下並無股份可供發行。

The exercise period of the options granted is determinable by the Directors, and such period shall commence on the date of the offer of the options (the "Offer Date") and expire not later than 10 years after such date.

已授出的購股權之行使期由董事釐定，而該期間應由授予購股權之日起計算(「授予日期」)，並於授予日期後十年內期滿。

There is no minimum period for which an option must be held before it can be exercised and no performance target need to be achieved by the grantee before the options can be exercised.

概無設有行使前須持有購股權之最短期限規定，且承授人於行使購股權前毋須達致任何表現目標。

A share option shall be deemed to have been accepted and to have taken effect when the duplicate letter comprising acceptance of the option duly signed by the Participant together with a remittance in favour of the Company of HK$1.00 as consideration for the grant.

參與者於簽署有關接納購股權之複印函件，並匯款向本公司支付授予之代價1.00港元後，有關之購股權應被視為已獲接納及生效。

The exercise price of an option shall be determined at the discretion of the Board and shall be the highest of (i) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the Offer Date, which must be a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities ("Trading Day"); and (ii) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five Trading Days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

購股權之行使價應由董事會酌情釐定，並應為下列之最高者(i) 授予日期當日(須為香港聯交所開放買賣證券的日子(「交易日」))香港聯交所每日報價表所列的股份收市價；及(ii)截至授予日期當日止五個交易日聯交所每日報價表所列股份收市價的平均數；及(iii)股份面值。

As at 31 December 2010, and up to the date of this report, there was no outstanding share option.

於二零一零年十二月三十一日及截至本報告日期，概無尚未行使之購股權。

DISTRIBUTABLE RESERVES

As at 31 December 2010, the Company had no reserves available for distribution as calculated under the Companies Act 1981 of Bermuda (as amended) (2009: HK$27,916,000). However, the Company's share premium account, in the amount of HK$1,157,724,000 (2009: HK$1,157,724,000) may be distributed in the form of fully paid bonus shares.

可供分派儲備

根據百慕達一九八一年公司法(經修訂)計算，本公司於二零一零年十二月三十一日並無儲備可供分派(二零零九年：27,916,000港元)。然而，本公司可以繳足紅股方式分派股份溢價賬中為數1,157,724,000港元(二零零九年：1,157,724,000港元)之款項。

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.

優先認股權

本公司之公司細則並無有關優先認股權之條文規定，而百慕達法例亦無有關該等權利之限制。

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 192.

五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於第192頁。

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.

購買、出售或贖回證券

本公司於年內並無贖回其任何股份。年內，本公司或其任何附屬公司概無購買或出售本公司任何股份。

DIRECTORS

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

Executive Directors:

CHEUNG Yuk Fung
KUI Man Chun
XU Wensheng
LI Wenjin
XU Chang Jun

Non-Executive Directors:

YANG Lei, Raymond
CHANG Kai-Tzung, Richard

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, Xu Chang Jun and Xu Sitao will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

董事

年內及直至本報告日期之董事為：

執行董事：

張玉峰
渠萬春
徐文生
李文晉
徐昌軍

非執行董事：

楊鐳
張楷淳

獨立非執行董事：

譚振輝
梁偉民
許思濤

根據本公司之公司細則第87(1)及第87(2)條，本公司三分一董事須於本公司股東週年大會上輪值告退並可膺選連任。

張玉峰先生、渠萬春先生、徐昌軍先生及許思濤先生將退任，而彼等符合資格並願意於應屆股東週年大會膺選連任。

DIRECTORS' SERVICE CONTRACTS

As at the date of this report, each of Mr. Kui Man Chun, Mr. Li Wenjin, Mr. Xu Wensheng and Mr. Xu Chang Jun 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 pages 6 to 11.

董事之服務合約

於本報告日期，渠萬春先生、李文晉先生、徐文生先生及徐昌軍先生已各自與本公司訂立服務合約，任期自二零零四年一月一日起計，為期一年，並於其後繼續有效，除非及直至本公司或董事向對方發出不少於三個月之通知而終止。

除本報告披露者外，各董事概無與本公司或本集團任何成員公司訂有或擬訂立任何服務合約，惟不包括於一年內屆滿或可遭本公司終止而毋須賠償（法定賠償除外）之服務合約。

董事於合約之權益

本公司、其同系附屬公司或其控股公司概無於本年度終結時或年內任何時間訂有任何本公司董事於當中直接或間接擁有任何重大權益，且與本集團業務有關之重大合約。

董事及高級管理人員之履歷詳情

董事及高級管理人員之履歷詳情概要載於第6頁至11頁。

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

As at 31 December 2010, the interests and short positions of each Director and Chief Executive Officer 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:

董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零一零年十二月三十一日，各董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」））之股份、相關股份及債券中擁有，已記入本公司根據證券及期貨條例第352條存置之登記冊或已知會本公司之權益及淡倉如下：

Ordinary shares of HK$0.0025 each in the Company

本公司每股面值0.0025港元之普通股

Name of Director	董事姓名	Number of shares held 所持股份數目 Personal interest 個人權益	Corporate interest 公司權益	Total 總數
Kui Man Chun	渠萬春	28,650,000	617,083,636 *(note (i))（附註(i)）*	645,733,636
Xu Wensheng	徐文生	4,566,000	–	4,566,000
Li Wenjin	李文晉	6,400,000	–	6,400,000
Xu Chang Jun	徐昌軍	16,563,000	–	16,563,000
Xu Sitao	許思濤	700,000	–	700,000

Note:

(i) 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.

附註：

(i) 該等股份由渠萬春透過Hi Sun Limited（渠萬春持有99.16%權益之公司）及Hi Sun Limited之全資附屬公司Rich Global Limited持有。

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 2010, 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 Officer.

主要股東於股份及相關股份之權益及淡倉

按本公司根據證券及期貨條例第336條存置之主要股東登記冊所顯示，於二零一零年十二月三十一日，本公司獲知會下列主要股東擁有本公司已發行股本5%或以上之權益及淡倉。該等權益不包括上文所披露有關就董事及行政總裁之權益。

Name of Shareholder 股東名稱	Number of ordinary shares 普通股數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited ("RGL")***	617,083,636(L)*	23.08%
Hi Sun Limited ("HSL")*** *(Note 1)* *(附註1)*	617,083,636(L)*	23.08%
Mr. Kui Man Chun *(Note 1)* 渠萬春先生*(附註1)*	645,733,636(L)*	24.15%
Ever Union Capital Limited ("Ever Union")	215,447,000(L)*	8.06%
Mr. Che Fung *(Note 2)* 車峰先生*(附註2)*	215,447,000(L)*	8.06%
Atlantis Investment Management Limited	267,722,000 (L)	10.01%
Atlantis Investment Management (Hong Kong) Limited	267,722,000 (L)	10.01%
Ms. Liu Yang *(Note 3)* 劉央女士*(附註3)*	267,722,000 (L)	10.01%

Notes:

1 HSL is interested in the Company's share capital by virtue of its control of 100% shareholding in RGL, such capital are deem interested, and HSL in turn by Kui Man Chun through his control of 99.16% interest in HSL, in addition to his partner interest or disclosed in the section above.

2 Mr. Che Fung is interested in the Company's share capital by virtue of his control of 100% shareholding in Ever Union.

3 Ms. Liu Yang is interested in the Company's share capital by virtue of her until of 40% and 90% shareholding in Atlantis Investment Management Limited and Atlantis Investment Management (Hong Kong) Limited respectively, according to the disclosure by such parties.

* The Letter "L" denotes a long position in shares.

** The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2010, which was 2,673,429,835 ordinary shares.

*** Mr. Kui Man Chun and Mr. Li Wenjin are directors of RGL and Mr. Kui Man Chun, Mr. Li Wenjin and Mr. Xu Wensheng are directors of HSL which were deemed or taken to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

附註：

1 HSL因持有RGL之100%股權而於本公司股本擁有權益。該等股權被視為由渠萬春先生除彼之合夥人權益或上文所披露者外，通過持有HSL 99.16%權益持有。

2 車峰先生因持有Ever Union之100%股權而於本公司股本擁有權益。

3 根據有關方之披露，劉央女士因分別持有Atlantis Investment Management Limited及Atlantis Investment Management (Hong Kong) Limited之40%及90%股權而於本公司股本擁有權益。

* 「L」表示股份之好倉。

** 百分比乃根據本公司於二零一零年十二月三十一日之已發行股份總數2,673,429,835股普通股股份計算。

*** 渠萬春先生及李文晉先生為RGL董事及渠萬春先生、李文晉先生及徐文生先生為HSL董事，而其於本公司股份或相關股份中，被視作或當作擁有須根據證券及期貨條例第XV部第2及3分部規定披露之權益或淡倉。

CONNECTED TRANSACTIONS

There was no related party transaction which constituted connected transaction or continuing connected transaction not exempted under Rule 14A.31 or Rule 14A.33 of the Listing Rules during the year ended 31 December 2010. The Group has complied with the disclosure requirements in accordance with chapter 14A of the Listing Rules in respect of such transaction.

關連交易

於截至二零一零年十二月三十一日止年度，概無構成關連交易或持續關連交易但未能根據上市規則第14A.31條或14A.33條獲豁免之關連方交易。本集團已遵守根據上市規則第14A章關於該交易之披露規定。

Details of a non-exempted connected transaction which was entered at the end of 2009 and was completed in the current financial year are disclosed below.

於二零零九年年末訂立並於目前財政年度完成之獲豁免關連交易之詳情披露如下。

Disposal and Issue of Convertible Preference Shares of Success Bridge Limited

出售及發行Success Bridge Limited可換股優先股

As disclosed in the announcement of the Company of 30 December 2009 and the circular of 8 January 2010, the Company and Wise World Group Limited (the "Subscriber") entered into a conditional subscription agreement (the "Subscription Agreement") on 24 December 2009, pursuant to which the Company shall procure the issue and allotment by Success Bridge Limited ("Success Bridge") (a wholly owned subsidiary of the Company) of, and the Subscriber shall subscribe for 600 preference shares of US$0.001 each in the share capital of Success Bridge ("SBL Preference Shares") at a total consideration of US$60 million (equivalent to approximately HK$465 million) (the "Subscription"). The 600 SBL Preference Shares represent 6.0% of the issued share capital of Success Bridge as enlarged by the Subscription. The 600 SBL Preference Shares have been issued on 29 January 2010.

誠如本公司日期為二零零九年十二月三十日之公佈及日期為二零一零年一月八日之通函所披露，本公司與Wise World Group Limited（「認購人」）於二零零九年十二月二十四日訂立有條件認購協議（「認購協議」），據此，本公司須促使Success Bridge Limited（「Success Bridge」，本公司之全資附屬公司）發行及配發，而認購人須認購600股Success Bridge股本中每股面值0.001美元之優先股（「SBL優先股」），總代價為60,000,000美元（相等於約465,000,000港元）（「認購事項」）。600股SBL優先股佔Success Bridge經認購事項擴大後之已發行股本6.0%。600股SBL優先股已於二零一零年一月二十九日發行。

On completion of the Subscription Agreement ("Completion"), the Company, the Subscriber and Success Bridge would enter into a shareholders' agreement, pursuant to which the Company agreed to grant the rights to shareholders of SBL Preference Shares (other than the Company) ("SBL Preference Shareholders") to, within a prescribed time frame, transfer to the Company all SBL Preference Shares together with all ordinary shares of Success Bridge ("SBL Ordinary Shares") (that have arisen from the

於認購協議完成（「完成」）時，本公司、認購人及Success Bridge將訂立股東協議，據此，本公司將同意授予本公司以外之SBL優先股股東（「SBL優先股股東」）權利，於指定時限內，將全部SBL優先股連同當時已

conversion of the SBL Preference Shares) then in issue and held by such SBL Preference Shareholders in consideration of the issue of new ordinary shares of the Company ("Shares") at the initial exchange price of HK$4.5 per Share (subject to adjustments). The Company also agree, (i) if the audited consolidated net profit after taxation of Success Bridge and its subsidiaries for the financial year ending 31 December 2010 (the "2010 SBL Net Profit") is less than RMB450,000,000, the Company shall transfer to the SBL Preference Shareholders such aggregate number of additional SBL Ordinary Shares equal to up to 3% of the aggregate number of ordinary and preference shares of Success Bridge ("SBL Shares") in issue as at Completion at a consideration of HK$1.00 (the "Ratchet Disposal"); and (ii) if the 2010 SBL Net Profit is RMB500,000,000 or more, the SBL Preference Shareholders shall transfer to the Company such aggregate number of SBL Preference Shares and/or SBL Ordinary Shares equal to up to 2% of the aggregate number of SBL Shares in issue as at Completion at a consideration of HK$1.00 (the "Ratchet Acquisition").

發行並由該等SBL優先股股東持有之全部Success Bridge普通股(「SBL普通股」，因轉換SBL優先股而產生)轉撥予本公司，作為本公司按初步轉換價每股4.5港元(可予調整)發行新普通股股份(「股份」)之代價。本公司亦同意，(i)倘Success Bridge及其附屬公司截至二零一零年十二月三十一日止財政年度之經審核綜合除稅後純利(「二零一零年SBL純利」)少於人民幣450,000,000元，本公司將按代價1.00港元向SBL優先股股東轉撥總數相等於完成時Success Bridge已發行之普通股及優先股股份總數(「SBL股份」)最多3%之SBL額外普通股股份(「漸增出售事項」)；及(ii)倘二零一零年SBL純利為人民幣500,000,000元或以上，則SBL優先股股東將按代價1.00港元向本公司轉撥總數相等於完成時已發行SBL股份總數最多2%之SBL優先股及／或SBL普通股(「漸減收購事項」)。

Pursuant to the Shareholders' Agreement, at any time during a period from (and including) the day falling nine months after the date of the first issue of the SBL Preference Shares to (and excluding) the date falling on the third anniversary thereof and subject to the number of SBL Preference Shares then outstanding exceeding 50% in number of the aggregate number of such SBL Preference Shares and SBL Ordinary Shares (that have arisen on the conversion of the SBL Preference Shares), the majority SBL Preference Shareholders may, at their sole option, require the Company to acquire all SBL Preference Shares then in issue and SBL Ordinary Shares (that have arisen from the conversion of the SBL Preference Shares) and held

根據股東協議，於由首次發行SBL優先股日期後九個月屆滿當日(包括當日)至發行SBL優先股日期第三週年屆滿日期(不包括當日)止期間任何時候及須受當時此等尚未轉換SBL優先股之數目超逾SBL優先股及SBL普通股(因轉換SBL優先股而產生)總數之50%所限，主要SBL優先股股東可全權要求本公司收購當時已發行由SBL優先股股東(本公

by the SBL Preference Shareholders (other than the Company) in consideration of the issue to the relevant SBL Preference Shareholder or the person (not being a connected person of the Company) designated by it of such number of new Shares to be calculated by US$60 million (or its HK$ equivalent calculated at the exchange rate of US$1: HK$7.7553) divided by the initial exchange price of HK$4.5 per Share (subject to adjustments) ("Exchange Rights"). There will be no Ratchet Disposal or Ratchet Acquisition if the Exchange Rights are exercised in full.

司除外)持有之全部SBL優先股及SBL普通股(於SBL優先股行使轉換權後發行者),代價為向有關SBL優先股股東或其指定的人士(非本公司的關連人士)發行新股份,相關股份數目則按60,000,000美元(或其按匯率1美元兑7.7553港元計算的相應港元金額)除以初步轉換價每股股份4.5港元(可予調整)計算(「轉換權」)。倘悉數行使轉換權,則漸增出售事項或漸減收購事項將不會出現。

The Subscriber was wholly-owned by Hao Capital Fund II L.P.. Hao Capital Fund II L.P. and Hao Capital China Fund L.P. (being funds under common control) through their wholly owned subsidiaries were substantial shareholders of a then subsidiary of the Company. Accordingly, each of the Subscription, the Ratchet Disposal, the Ratchet Acquisition, the purchase of SBL Shares on exercise of the Exchange Rights, constituted a connected transaction of the Company, subject to reporting, announcement and independent shareholders approval requirements under Chapter 14A of the Listing Rules. The Completion took place on 29 January 2010.

認購人乃由Hao Capital Fund II L.P.全資擁有,而Hao Capital Fund II L.P.及Hao Capital China Fund L.P.(受共同控制之基金)透過彼等之全資附屬公司為本公司當時一家附屬公司之主要股東。因此,認購事項、漸增出售事項、漸減收購事項及因行使轉換權而購買SBL股份均構成本公司之關連交易,根據上市規則第14A章,須遵守申報、公佈及獨立股東批准之規定。完成已於二零一零年一月二十九日生效。

OTHER TRANSACTIONS

(a) Acquisition of Mega Hunt Investments Limited

On 26 January 2010, a then wholly-owned subsidiary of the Company, New Concept Services Limited ("New Concept"), entered into a sale and purchase agreement with two independent third parties (the "Mega Hunt Vendor" and the "Guarantor"), pursuant to which Mega Hunt Vendor agreed to sell and New Concept agreed to purchase the entire issued share capital of Mega Hunt Investments Limited ("Mega Hunt") for a consideration of 25 new shares of New Concept. The new shares represent 20% of the issued share capital of New Concept as enlarged by the allotment and issue of shares. The acquisition is expected to enhance the Group's research in relation to PLC technology, a low voltage power line carrier wave communication technology, with a view to developing PLC modules into the development of the Group's electronic power meters. The acquisition was completed on 5 March 2010.

其他交易

(a) 收購Mega Hunt Investments Limited

於二零一零年一月二十六日，本公司當時之全資附屬公司新創服務有限公司(「新創」)與兩名獨立人士(「Mega Hunt賣方」)及(「擔保人」)訂立買賣協議，據此，Mega Hunt賣方同意出售而新創同意購買Mega Hunt Investments Limited(「Mega Hunt」)全部已發行股本，代價為25股新創新股份。新股份佔新創經配發及發行股份擴大後之已發行股本之20%。預期該收購加強本集團對有關PLC技術(低壓電力線載波通信技術)之研究，以發展PLC組件為本集團電能計量產品。該收購已於二零一零年三月五日完成。

(b) Acquisition of JIM Holdings International Limited

On 19 March 2010, a subsidiary of the Company, Success Bridge Limited ("Success Bridge"), entered into a sale and purchase agreement with several independent third parties (the "JIM Vendors"), pursuant to which the JIM Vendors agreed to sell and Success Bridge agreed to purchase the entire registered capital of JIM Holdings International Company Limited, a company incorporated in British Virgin Islands, and its subsidiaries for the cash consideration of US$22,000,000 (approximately HK$171,600,000). The acquisition allows the Group to strengthen its telecom value-added services business in the PRC. The acquisition was completed on 29 March 2010.

(b) 收購結行控股國際有限公司

於二零一零年三月十九日，本公司附屬公司Success Bridge Limited(「Success Bridge」)與若干獨立第三方(「結行賣方」)訂立買賣協議，據此，結行賣方同意出售而Success Bridge同意購買結行控股國際有限公司(於英屬處女群島註冊成立之公司)及其附屬公司之全部註冊資本，現金代價為22,000,000美元(約171,600,000港元)。收購事項使本集團得以強化於國內的電訊增值服務業務。收購事項已於二零一零年三月二十九日完成。

(c) Spin-off and separate listing of the electronic fund transfer point-of-sale (EFT-POS) terminal solutions business

During the year 2010, the Company announced its intention to spin-off the electronic fund transfer point-of-sale ("EFT-POS") terminal solutions business on the Main Board of the Hong Kong Stock Exchange. The spin-off and separate listing was completed on 20 December 2010. For details of the spin-off and separate listing, please refer to the announcement dated 15 March 2010 and 19 August 2010 and circular dated 8 November 2010.

(c) 分拆電子支付(EFT-POS)終端機解決方案業務並將之獨立上市

於二零一零年內，本公司宣佈有意將電子支付(EFT-POS)終端機解決方案業務分拆並在香港聯交所上市。分拆及獨立上市一事已於二零一零年十二月二十日完成。有關分析及獨立上市之詳情，請參閱日期為二零一零年三月十五日及二零一零年八月十九日之公佈及日期為二零一零年十一月八日之通函。

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	7%
–	five largest suppliers combined	21%

Sales

–	the largest customer	24%
–	five largest customers combined	51%

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.

SUBSEQUENT EVENTS

(a) Acquisition of Merchant Support Co., Ltd

On 11 January 2011, the Company entered into a sale and purchase agreement (the "Agreement") with an independent third party (the "Vendor"), pursuant to which the Vendor agreed to sell and the Company conditionally agreed to purchase the entire issued share capital (the "Sales Share") of Merchant Support Co., Ltd ("Merchant Support"), a company incorporated in Japan, and

管理合約

年內，概無訂立或存在任何與本公司全部或任何重大業務部分相關之管理及行政合約。

主要客戶及供應商

年內，本集團主要供應商和客戶的應佔採購和銷售百分比如下：

採購

一	最大供應商	7%
一	五大供應商合計	21%

銷售

一	最大客戶	24%
一	五大客戶合計	51%

董事、彼等之聯繫人士或據董事所知擁有本公司股本超過5%之股東，概無於上述主要客戶或供應商中擁有任何權益。

結算日後事項

(a) 收購Merchant Support Co., Ltd

於二零一一年一月十一日，本公司與一獨立第三方（「賣方」）訂立買賣協議（「協議」），據此，賣方同意出售及本公司有條件地同意購買Merchant Support Co., Ltd（「Merchant Support」）（一間於日本註冊成立之公司）之全部已發行股本（「待售股份」）以及待售申索權。待售申索權包括(i)貸款申索權（即根

the Sales Claims, which comprise (i) the Loan Claims (which represent the Vendor's loan claims against Merchant Support and Merchant Capital Limited ("Merchant Capital') under certain loan agreements between the Vendor and Merchant Support or between the Vendor and Merchant Capital which remain outstanding as at three Business Days before the Completion Date); and (ii) AM Claims (which represent the Vendor's right to demand payment of remuneration incurred until the Completion Date (inclusive) under the cost reimbursement agreement between the Vendor and Merchant Support); for the consideration of JPY1,258,370,841 (equivalent to approximately HK$118.3 million), subject to adjustment. Subject to fulfillment or waiver of the conditions stipulated in the Agreement, Completion shall take place on a date on or before 15 July 2011 to be agreed by the Company and the Vendor, failing which Completion shall take place on 15 July 2011.

據賣方與Merchant Support 或賣方與Merchant Capital Limited(「Merchant Capital」)訂立之若干貸款協議，於完成日期前三個營業日賣方就仍未償還之貸款對Merchant Support及Merchant Capital作出申索之申索權)及(ii) AM 索償權(即根據賣方與Merchant Support訂立之費用償還協議，要求支付直至完成日期(包括該日)之酬金之權利)。代價為1,258,370,841日圓(相等於約118,300,000港元)(可根據予以調整)。待協議所載條件達成或豁免後，將於二零一一年七月十五日或之前完成(有待本公司與賣方協議)，如未能協議則將於二零一一年七月十五日完成。

(b) Exercise of over-allotment option of Pax Global Technology Limited

On 12 January 2011, the over-allotment option as detailed in the Prospectus dated 8 December 2010 of Pax Global Technology Limited ("Pax Global"), an associated company of the Company, was partially exercised by the global coordinator of the Global Offering of Pax Global. Pax Global issued an aggregate of 37,728,000 additional shares at Offer Price and the Company's interest in Pax Global was reduced from 44.4% to approximately 42.8%.

(b) 行使百富環球科技有限公司之超額配股權

於二零一一年一月十二日，百富環球科技有限公司(「百富環球」)(本公司之聯營公司)日期為二零一零年十二月八日之招股章程中所述之超額配股權，由百富環球全球發售之全球協調人部分行使。百富環球按發售價發行總共37,728,000股額外股份，而本公司於百富環球之權益由44.4%減少至約42.8%。

PENSION SCHEME

The subsidiaries operating in Hong Kong are required to participate in a defined contribution retirement scheme or 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.

退休金計劃

於香港營運之附屬公司須參加本集團或本公司根據香港強制性公積金條例成立之定額供款退休計劃。根據計劃，僱員須按月薪5%作出供款，上限為1,000港元，而彼等可選擇作出額外供款。僱主每月供款按僱員月薪5%計算，上限為1,000港元(「強制性供款」)。僱員年屆65歲退休、身故或喪失工作能力時，享有全部僱主強制供款。

此外，根據中華人民共和國(「中國」)政府法規規定，本集團須按中國僱員該年薪金約7%至20%，向若干退休福利計劃作出供款。當地市政府對本集團的該類僱員作出退休福利責任保證。

DIRECTORS' INTEREST IN COMPETING BUSINESS

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

董事於競爭業務之權益

概無任何董事於任何與本集團構成競爭之業務中擁有任何權益。

SUFFICIENCY OF PUBLIC FLOAT

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

足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於年內維持上市規則規定的公眾持股量。

AUDITOR

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, 17 March 2011

核數師

羅兵咸永道會計師事務所已審核財務報表，而羅兵咸永道會計師事務所即將任滿告退，惟符合資格獲重新委任。

代表董事會

主席
張玉峰
香港，二零一一年三月十七日

PRICEWATERHOUSECOOPERS

羅兵咸永道會計師事務所

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

Independent Auditor's Report
To the shareholders of Hi Sun Technology (China) Limited
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Hi Sun Technology (China) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 69 to 191, which comprise the consolidated and company balance sheets as at 31 December 2010, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit 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.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 17 March 2011

PRICEWATERHOUSECOOPERS

羅兵咸永道會計師事務所

羅兵咸永道會計師事務所
香港中環
太子大廈二十二樓

獨立核數師報告
致高陽科技(中國)有限公司股東
(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第69至191頁高陽科技(中國)有限公司(「以下簡稱貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一零年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照百慕達《一九八一年公司法》第90條僅向整體股東報告我們的意見,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師

的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零一零年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一一年三月十七日

Consolidated Income Statement
綜合收益表

			For the year ended 31 December 截至十二月三十一日止年度	
		Note 附註	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元 (Restated) （重列） (Note 1) （附註1）
Continuing operations	**持續經營業務**			
Turnover	營業額	5, 6	**901,521**	784,652
Cost of sales	銷售成本	7	**(731,115)**	(459,697)
Gross profit	毛利		**170,406**	324,955
Other income	其他收入	5	**16,957**	25,639
Other gains, net	其他收益淨額	5	**6,913**	992
Selling expenses	銷售開支	7	**(89,797)**	(66,940)
Administrative expenses	行政費用	7	**(330,136)**	(240,928)
Operating (losses)/profit	經營(虧損)／溢利		**(225,657)**	43,718
Share of profit of an associated company	應佔一間聯營公司之溢利	21	**6,860**	–
Finance costs	融資成本	10	**(473)**	(35)
(Loss)/profit before income tax	除所得税前(虧損)／溢利		**(219,270)**	43,683
Income tax credit/(expense)	所得税抵免／(開支)	11	**1,742**	(13,311)
(Loss)/profit for the year from continuing operations	持續經營業務之年內(虧損)／溢利		**(217,528)**	30,372
Discontinued operation	**已終止經營業務**			
Profit from discontinued operation	已終止經營業務溢利	38	**1,096,476**	84,551
Profit for the year	**年內溢利**		**878,948**	114,923

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Consolidated Income Statement
綜合收益表

		Note 附註	For the year ended 31 December 截至十二月三十一日止年度 **2010** **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元 (Restated) （重列） (Note 1) （附註1）
Profit attributable to:	應佔溢利：			
– Equity holders of the Company	一 本公司權益持有人		**850,275**	85,845
– Non-controlling interests	一 非控股權益		**28,673**	29,078
			878,948	114,923
Earnings/(loss) per share for profit attributable to the equity holders of the Company:	**本公司權益持有人應佔溢利之每股盈利／(虧損)**			
From continuing and discontinued operations	來自持續及已終止經營業務			
– Basic (HK$)	一 基本(港元)	14	**0.318**	0.035
– Diluted (HK$)	一 攤薄(港元)	14	**0.318**	0.035
From continuing operations	來自持續經營業務			
– Basic (HK$)	一 基本(港元)	14	**(0.071)**	0.015
– Diluted (HK$)	一 攤薄(港元)	14	**(0.071)**	0.015
From discontinued operation	來自已終止經營業務			
– Basic (HK$)	一 基本(港元)	14	**0.389**	0.020
– Diluted (HK$)	一 攤薄(港元)	14	**0.389**	0.020

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Consolidated Statement of Comprehensive Income
綜合全面收益表

		For the year ended 31 December 截至十二月三十一日止年度 2010 二零一零年 HK$'000 千港元	 2009 二零零九年 HK$'000 千港元
Profit for the year	**年內溢利**	**878,948**	114,923
Other comprehensive income	**其他全面收益**		
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兑差額	**59,404**	(348)
Fair value gain on revaluation of available-for sale financial assets	重估可供出售金融資產公平值收益	**100**	–
Release of reserve upon disposal of subsidiaries	出售附屬公司之儲備解除	**(36,551)**	–
Share of other comprehensive income of an associated company	所佔一間聯營公司之其他全面收益	**134**	–
Total comprehensive income for the year	**年內全面收益總額**	**902,035**	114,575
Total comprehensive income attributable to:	應佔全面收益總額：		
– Equity holders of the Company	–本公司權益持有人	**873,093**	85,498
– Non-controlling interests	–非控股權益	**28,942**	29,077
		902,035	114,575

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Consolidated Balance Sheet
綜合資產負債表

		Note 附註	As at 31 December 於十二月三十一日 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
ASSETS	**資產**			
Non-current assets	**非流動資產**			
Investment properties	投資物業	15	**2,438**	1,827
Property, plant and equipment	物業、廠房及設備	16	**116,733**	125,734
Leasehold land	租賃土地	17	**38,826**	42,007
Intangible assets	無形資產	18	**252,595**	116,064
Interest in an associated company	於一間聯營公司之權益	21	**1,285,714**	–
Available-for-sale financial assets	可供出售金融資產	19	**23,500**	23,400
Long-term deposits	長期按金	23	**1,596**	–
Total non-current assets	**非流動資產總額**		**1,721,402**	309,032
Current assets	**流動資產**			
Inventories	存貨	22	**168,426**	167,558
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款項、預付款項及按金	23	**291,880**	437,805
Tax recoverable	可收回税項		**3,590**	–
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產	24	**12,898**	480
Restricted cash	受限制現金	25	**–**	1,740
Short-term bank deposits	短期銀行存款	26	**177,557**	261,741
Cash and cash equivalents	現金及現金等價物	27	**1,281,616**	1,139,974
Total current assets	**流動資產總額**		**1,935,967**	2,009,298
Total assets	**資產總額**		**3,657,369**	2,318,330
EQUITY	**權益**			
Capital and reserves attributable to the Company's equity holders	**本公司權益持有人應佔股本及儲備**			
Share capital	股本	28	**6,684**	6,684
Reserves	儲備	29	**3,043,776**	1,746,156
			3,050,460	1,752,840
Non-controlling interests	**非控股權益**		**117,346**	162,936
Total equity	**權益總額**		**3,167,806**	1,915,776

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

		Note 附註	As at 31 December 於十二月三十一日 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
LIABILITIES	**負債**			
Non-current liabilities	**非流動負債**			
Deferred tax liabilities	遞延稅項負債	32	**11,417**	2,626
Total non-current liabilities	非流動負債總額		**11,417**	2,626
Current liabilities	**流動負債**			
Trade and other payables	應付賬款及其他應付款項	30	**455,520**	363,402
Taxation payable	應付稅項		**136**	36,526
Borrowings	借款	31	**22,490**	–
Total current liabilities	**流動負債總額**		**478,146**	399,928
Total liabilities	**負債總額**		**489,563**	402,554
Total equity and liabilities	**權益及負債總額**		**3,657,369**	2,318,330
Net current assets	**流動資產淨值**		**1,457,821**	1,609,370
Total assets less current liabilities	**資產總值減流動負債**		**3,179,223**	1,918,402

On behalf of the Board
代表董事會

XU WENSHENG
徐文生
Director
董事

LI WENJIN
李文晉
Director
董事

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Balance Sheet
資產負債表

		Note 附註	As at 31 December 於十二月三十一日 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
ASSETS	**資產**			
Non-current assets	**非流動資產**			
Investment properties	投資物業	15	**4,115**	4,373
Leasehold land	租賃土地	17	**27,309**	28,068
Available-for-sale financial assets	可供出售金融資產	19	**23,500**	23,400
Investments in subsidiaries	於附屬公司之投資	20	**312,903**	606,120
Investment in an associated company	於一間聯營公司之投資	21	**316,862**	–
Total non-current assets	**非流動資產總額**		**684,689**	661,961
Current assets	**流動資產**			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	**558**	604
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產	24	**568**	480
Cash and cash equivalents	現金及現金等價物	27	**498,353**	540,836
Total current assets	**流動資產總額**		**499,479**	541,920
Total assets	**資產總額**		**1,184,168**	1,203,881
EQUITY	**權益**			
Capital and reserves attributable to the Company's equity holders	**本公司權益持有人應佔股本及儲備**			
Share capital	股本	28	**6,684**	6,684
Reserves	儲備	29	**1,133,684**	1,185,640
Total equity	**權益總額**		**1,140,368**	1,192,324

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

		Note 附註	As at 31 December 於十二月三十一日 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
LIABILITIES	**負債**			
Current liabilities	**流動負債**			
Financial liability at fair value through profit or loss	按公平值計入溢利或虧損之金融負債	36	**18,145**	–
Other payables and accruals	其他應付款項及應計款項	30	**25,655**	11,557
Total current liabilities	**流動負債總額**		**43,800**	11,557
Total liabilities	**負債總額**		**43,800**	11,557
Total equity and liabilities	**權益及負債總額**		**1,184,168**	1,203,881
Net current assets	**流動資產淨值**		**455,679**	530,363
Total assets less current liabilities	**資產總額減流動負債**		**1,140,368**	1,192,324

On behalf of the Board
代表董事會

XU WENSHENG
徐文生
Director
董事

LI WENJIN
李文晉
Director
董事

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Consolidated Statement of Changes in Equity
綜合權益變動表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔							
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Contributed surplus 實繳盈餘 HK$'000 千港元	Other reserves 其他儲備 HK$'000 千港元	Exchange reserve 外匯儲備 HK$'000 千港元	Retained earnings 保留盈利 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total 合計 HK$'000 千港元
Balance at 1 January 2010	**於二零一零年一月一日之結餘**	**6,684**	**930,020**	**168,434**	**108,785**	**81,675**	**457,242**	**162,936**	**1,915,776**
Comprehensive income	**全面收益**								
Profit for the year	年內溢利	–	–	–	–	–	850,275	28,673	878,948
Other comprehensive income	**其他全面收益**								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兑差額	–	–	–	–	48,813	–	10,591	59,404
Release of reserve upon disposal of subsidiaries (Note 33(b))	出售附屬公司所產生之儲備解除(附註33(b))	–	–	–	–	(26,229)	–	(10,322)	(36,551)
Fair value gain on revaluation of available-for-sale financial assets (Note 19)	重估可供出售金融資產公平值收益(附註19)	–	–	–	100	–	–	–	100
Share of other comprehensive income of an associated company (Note 21)	所佔一間聯營公司之其他全面收益(附註21)	–	–	–	–	134	–	–	134
Total comprehensive income	**全面收益總額**	–	–	–	100	22,718	850,275	28,942	902,035
Issue of convertible preference share by a subsidiary (Note 36)	一間附屬公司發行可換股優先股(附註36)	–	–	–	407,354	–	–	55,440	462,794
Acquisition of a subsidiary (Note 37(a))	收購一間附屬公司(附註37(a))	–	–	–	17,173	–	–	91,042	108,215
Disposal of subsidiaries (Note 33(b))	出售附屬公司(附註33(b))	–	–	–	–	–	–	(221,014)	(221,014)
Balance at 31 December 2010	**於二零一零年十二月三十一日之結餘**	**6,684**	**930,020**	**168,434**	**533,412**	**104,393**	**1,307,517**	**117,346**	**3,167,806**

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔							
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Contributed surplus 實繳盈餘 HK$'000 千港元	Other reserves 其他儲備 HK$'000 千港元	Exchange reserve 外匯儲備 HK$'000 千港元	Retained earnings 保留盈利 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total 合計 HK$'000 千港元
Balance at 1 January 2009	**於二零零九年一月一日之結餘**	5,580	548,330	168,434	21,204	82,022	371,397	67,702	1,264,669
Comprehensive income	**全面收益**								
Profit for the year	年內溢利	–	–	–	–	–	85,845	29,078	114,923
Other comprehensive income	**其他全面收益**								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兑差額	–	–	–	–	(347)	–	(1)	(348)
Total comprehensive income	**全面收益總額**	–	–	–	–	(347)	85,845	29,077	114,575
Shares issued under share options scheme of the Company	根據本公司購股權計劃發行股份	104	82,810	–	–	–	–	–	82,914
Issue of new shares	發行新股	1,000	299,000	–	–	–	–	–	300,000
Share issue expenses	發行股份之開支	–	(120)	–	–	–	–	–	(120)
Disposal of 20% equity interest in a subsidiary	出售一家附屬公司20%股權	–	–	–	87,581	–	–	66,157	153,738
Balance at 31 December 2009	**於二零零九年十二月三十一日之結餘**	6,684	930,020	168,434	108,785	81,675	457,242	162,936	1,915,776

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

Consolidated Cash Flow Statement
綜合現金流量表

		Note 附註	For the year ended 31 December 截至十二月三十一日止年度 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Cash flows from operating activities	**經營業務之現金流量**			
Cash (used in)/generated from operations	經營(所用)／所得現金	33(a)	**(59,499)**	304,532
Hong Kong income tax paid	已付香港所得税		**(2,074)**	(566)
Overseas income tax paid	已付海外所得税		**(39,825)**	(37,641)
Net cash (used in)/generated from operating activities	經營業務(所用)／所得現金淨額		**(101,398)**	266,325
Cash flows from investing activities	**投資活動之現金流量**			
Purchase of property, plant and equipment	購置物業、廠房及設備	16	**(43,393)**	(19,592)
Purchase of intangible assets	購置無形資產	18	**(12)**	–
Proceeds from disposals of property, plant and equipment and leasehold land	出售物業、廠房及設備及租賃土地所得款項	33(c)	**13,200**	1,840
Proceeds from disposal of 20% equity interest in a subsidiary that does not result in losing control of the subsidiary	出售一家附屬公司之20%股權而並無導致失去該附屬公司控制權之所得款項		**–**	153,738
Acquisition of subsidiaries, net cash paid	收購附屬公司，淨額現金付出	37	**(48,516)**	–
Acquisition of available-for-sale financial assets	收購可供出售金融資產		**–**	(23,400)
Interest received	已收利息		**10,900**	7,598
Net cash (used in)/generated from investing activities	投資活動(所用)／所得現金淨額		**(67,821)**	120,184

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

		Note 附註	For the year ended 31 December 截至十二月三十一日止年度 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Cash flows from financing activities	**融資活動之現金流量**			
Proceeds from inception of short term bank loans	訂立短期銀行貸款所得款項		**21,850**	–
Repayment of short term bank loans	償還短期銀行貸款		**–**	(15,209)
Proceeds from issue of new ordinary shares	發行新普通股所得款項		**–**	382,794
Interest paid	已付利息		**(473)**	(464)
Net proceeds from issue of convertible preference shares by a subsidiary	一家附屬公司發行可換股優先股之所得款項淨額	36	**462,794**	–
(Increase)/decrease in restricted cash	受限制現金(增加)/減少		**(1,023)**	6,872
Decrease/(increase) in short-term bank deposit	短期銀行存款減少/(增加)		**84,184**	(137,441)
Net cash generated from financing activities	融資活動所得現金淨額		**567,332**	236,552
Net increase in cash and cash equivalents	**現金及現金等價物之增加淨額**		**398,113**	623,061
Exchange gains/(losses) on cash and cash equivalents	現金及現金等價物之匯兑收益/(虧損)		**25,436**	(348)
Net cash outflow arising from disposal of subsidiaries	出售附屬公司之現金流出淨額	33(b)	**(281,907)**	–
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		**1,139,974**	517,261
Cash and cash equivalents at the end of the year	**年終現金及現金等價物**	27	**1,281,616**	1,139,974

The notes on pages 80 to 191 are an integral part of these consolidated financial statements.

第80至191頁之附註乃綜合財務報表之其中部分。

1 GENERAL INFORMATION

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

The Company and its subsidiaries (collectively referred to as the "Group"), are principally engaged in the sales of electronic power meters and solutions, provision of telecommunication solutions and operation value-added services, provision of financial solutions, services and related products and provision of payment solutions and services.

In 2010, the Group span off its electronic fund transfer point-of-sale ("EFT-POS") terminal solutions business through a separate listing of PAX Global Technology Limited (the "PAX Global"), a then subsidiary of the Company, on the Main Board of The Stock Exchange of Hong Kong Limited (the "Spin-off").

The Spin-off was completed on 20 December 2010. Upon the completion of the Spin-off, the Group's interest in PAX Global was diluted from 60.0% to 44.4% and resulted in losing control of PAX Global, PAX Global was deconsolidated from the date that control ceased and was accounted as an associated company. For the presentation of the consolidated financial statements for the years end 31 December 2010 and 2009, the EFT-POS terminal solutions business was regarded as "discontinued operation" (Note 38).

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.

1 一般資料

高陽科技(中國)有限公司(「本公司」)之主要業務為投資控股。

本公司及其附屬公司(合稱為「本集團」)主要從事銷售電能計量產品及解決方案、提供電訊解決方案及運營增值服務、提供金融解決方案、服務及相關產品以及提供支付解決方案及服務。

於二零一零年，本集團透過將本公司當時之附屬公司百富環球科技有限公司(「百富環球」)在香港聯合交易所有限公司主板獨立上市以分拆其電子支付(EFT-POS)終端機解決方案業務(「分拆」)。

分拆已於二零一零年十二月二十日完成。分拆完成後，本集團佔百富環球之權益由60.0%攤薄至44.4%，並導致失去百富環球之控制權，百富環球自該控制權終止之日起不再綜合入賬，而作為聯營公司列賬。對於呈列截至二零一零年及二零零九年十二月三十一日止年度之綜合財務報表，電子支付終端機解決方案業務被視為「已終止經營業務」(附註38)。

本公司為於百慕達註冊成立的有限公司，其註冊辦事處地址為Clarendon House, 2 Church Street , Hamilton HM 11, Bermuda。

1 GENERAL INFORMATION (continued)

The Company is listed on the Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 17 March 2011.

1 一般資料(續)

本公司於香港聯合交易所有限公司上市。

除另有所指外,綜合財務報表以千港元(千港元)為單位呈列。此等綜合財務報表於二零一一年三月十七日獲董事會批准刊發。

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 the Company have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). 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 and available-for-sale financial assets.

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 Group's accounting policies. The areas involving a higher degree of judgement on complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2 重大會計政策概要

編製此等綜合財務報表時採用之主要會計政策載列如下。除另有所指外,該等政策於呈報之所有年度貫徹採用。

2.1 編製基準

本公司之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)而編製。該等綜合財務報表按歷史成本法編製,並就按公平值計入溢利或虧損之金融資產及金融負債(包括衍生工具)以及可供出售金融資產之重估作修訂。

為與香港財務報告準則相符,編製財務報表時須作出若干重要之會計估計,管理層亦須在應用本集團會計政策之過程中作出判斷。在綜合財務報表中涉及高度判斷或複雜程度的範疇,或有重要假設及估計的範疇於附註4內披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) *The following new standards, amendments to standards and interpretations are mandatory for the financial year beginning 1 January 2010, but do not have material impact to the consolidated financial information of the Group.*

- HK(IFRIC) Int 17, 'Distributions of non-cash assets to owners'
- HK(IFRIC) Int 18, 'Transfers of assets from customers'
- HK-Int 5, 'Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause'
- Amendment to HKFRS 1, 'Additional exemptions for first-time adopters'
- Amendment to HKFRS 2, 'Group cash-settled share-based payment transaction'
- Amendment to HKFRS 5, 'Non-current assets held for sale and discontinued operations'
- Amendment to HKFRS 8, 'Operating segments'
- Amendment to HKAS 1, 'Presentation of financial statements'
- Amendment to HKAS 7, 'Statement of cash flows'
- Amendment to HKAS 17, 'Lease'
- Amendment to HKAS 36, 'Impairment of assets'

2 重大會計政策概要(續)

2.1 編製基準(續)

(a) *以下新準則、準則之修訂及詮釋於二零一零年一月一日開始之財政年度強制採納,但對本集團之綜合財務資料並無重大影響。*

- 香港(國際財務報告詮釋委員會)第17號「向所有者分派非現金資產」
- 香港(國際財務報告詮釋委員會)第18號「客戶轉讓資產」
- 香港-詮釋第5號「財務報表之列報-借款人對包含可隨時要求償還條款之定期貸款之分類」
- 香港財務報告準則第1號「首次採納人士之額外豁免」之修訂
- 香港財務報告準則第2號「集團以現金結算以股份為基礎付款交易」之修訂
- 香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」之修訂
- 香港財務報告準則第8號「經營分部」之修訂
- 香港會計準則第1號「財務報表呈列」之修訂
- 香港會計準則第7號「現金流量表」之修訂
- 香港會計準則第17號「租賃」之修訂
- 香港會計準則第36號「資產減值」之修訂

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) *The following new standards, amendments to standards and interpretations are mandatory for the financial year beginning 1 January 2010, but do not have material impact to the consolidated financial information of the Group.* (continued)

- Amendment to HKAS 38, 'Intangible assets'
- Amendment to HKAS 39, 'Eligible hedged items'
- Amendment to HK(IFRIC) Int 9, 'Reassessment of embedded derivatives'
- Amendment to HK(IFRIC) Int 16, 'Hedges of a net investment in a foreign operation'

(b) *The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial year beginning 1 January 2010 and have not been early adopted:*

- HKAS 24 (Revised), 'Related party disclosures' [2]
- HKFRS 9, 'Financial instruments' [1]
- HK(IFRIC) Int 19, 'Extinguishing financial liabilities with equity instruments' [4]
- Amendments to HKAS 1, 'Presentation of Financial Statements' [2]
- Amendments to HKAS 27, 'Consolidated and separate financial statements' [2]
- Amendments to HKAS 34, 'Interim Financial Reporting' [2]
- Amendments to HKAS 32, 'Classification of rights issues' [3]

2 重大會計政策概要（續）

2.1 編製基準（續）

(a) *以下新準則、準則之修訂及詮釋於二零一零年一月一日開始之財政年度強制採納，但對本集團之綜合財務資料並無重大影響。*（續）

- 香港會計準則第38號「無形資產」之修訂
- 香港會計準則第39號「合資格對沖項目」之修訂
- 香港（國際財務報告詮釋委員會）第9號「重新評估嵌入式衍生工具」之修訂
- 香港（國際財務報告詮釋委員會）第16號「對沖海外業務之淨投資」之修訂

(b) *以下為於二零一零年一月一日開始之財政年度已頒佈但尚未生效，且並無提早採納之新準則、準則之修訂及詮釋：*

- 香港會計準則第24號（經修訂）「關連方披露」[2]
- 香港財務報告準則第9號「金融工具」[1]
- 香港（國際財務報告詮釋委員會）第19號「以權益工具抵銷財務負債」[4]
- 香港會計準則第1號「財務報表呈列」之修訂[2]
- 香港會計準則第27號「綜合及獨立財務報表」之修訂[2]
- 香港會計準則第34號「中期財務報告」之修訂[2]
- 香港會計準則第32號「供股之分類」之修訂[3]

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) *The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial year beginning 1 January 2010 and have not been early adopted:* (continued)

- Amendments to HKFRS 1, 'Limited exemption from comparative HKFRS 7 disclosures for first-time adopters' [4]
- Amendments to HKFRS 1, 'First-time Adoption of Hong Kong Financial Reporting Standards' [2]
- Amendments to HKFRS 3 (Revised), 'Business Combinations' [4]
- Amendments to HKFRS 7, 'Financial Instruments: Disclosures' [2]
- Amendments to HK(IFRIC) Int 13, 'Customer Loyalty Programmes' [2]
- Amendments to HK(IFRIC) Int 14, 'Prepayments of a minimum funding requirement' [2]
- Amendments to HKAS 12 'Income taxes' [5]

1 Effective for annual periods beginning on or after 1 January 2013.
2 Effective for annual periods beginning on or after 1 January 2011.
3 Effective for annual periods beginning on or after 1 February 2010.
4 Effective for annual periods beginning on or after 1 July 2010.
5 Effective for annual periods beginning on or after 1 January 2012.

2 重大會計政策概要（續）

2.1 編製基準（續）

(b) *以下為於二零一零年一月一日開始之財政年度已頒佈但尚未生效，且並無提早採納之新準則、準則之修訂及詮釋：（續）*

- 香港財務報告準則第1號「首次採納者有關香港財務報告準則第7號比較披露資料之有限豁免」之修訂[4]
- 香港財務報告準則第1號「首次採納香港財務報告準則」之修訂[2]
- 香港財務報告準則第3號（經修訂）「業務合併」之修訂[4]
- 香港財務報告準則第7號「金融工具：披露」之修訂[2]
- 香港（國際財務報告詮釋委員會）第13號「客戶忠誠計劃」之修訂[2]
- 香港（國際財務報告詮釋委員會）第14號「最低資金預付款規定」之修訂[2]
- 香港會計準則第12號「所得稅」之修訂[5]

1 於二零一三年一月一日或之後開始之年度期間生效。
2 於二零一一年一月一日或之後開始之年度期間生效。
3 於二零一零年二月一日或之後開始之年度期間生效。
4 於二零一零年七月一日或之後開始之年度期間生效。
5 於二零一二年一月一日或之後開始之年度期間生效。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) *The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial year beginning 1 January 2010 and have not been early adopted:* (continued)

The Group has already commenced an assessment of the impact of the new standards, amendments to the standards and interpretations but is not yet in a position to state whether these new standards, amendments to standards and interpretations would have a significant impact to the Group's results of operations and financial position.

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 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.

2 重大會計政策概要（續）

2.1 編製基準（續）

(b) *以下為於二零一零年一月一日開始之財政年度已頒佈但尚未生效，且並無提早採納之新準則、準則之修訂及詮釋：*（續）

本集團已著手對新準則、對準則之修訂及詮釋之影響進行評估，但尚未確定該等新準則、對準則之修訂及詮釋是否對本集團之經營業績及財務狀況造成重大影響。

2.2 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

(a) *附屬公司*

附屬公司乃指本集團控制其半數以上投票權，並有權監管其財務及營運政策之所有實體。於評估本集團是否控制另一實體時，已考慮現時可予行使或轉換之潛在投票權之存在及影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) *Subsidiaries* (continued)

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. When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. Acquisition-related costs are expensed as incurred. 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 non-controlling interests. 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 and is included in "Intangible assets" in the consolidated balance sheet. 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.

2 重大會計政策概要(續)

2.2 綜合賬目(續)

(a) *附屬公司(續)*

附屬公司之賬目自控制權轉讓予本集團之日起綜合計入，而有關賬目將於該控制權終止之日剔除綜合計入賬目。倘本集團失去對附屬公司之控制權，出售時產生之溢利或虧損以下列兩者之差額計算：(i)於失去控制權釐定當日已收代價之公平值與任何保留權益之公平值的總和及(ii)該附屬公司及任何非控股權益之資產(包括商譽)及負債之過往賬面值。

本集團採用收購會計法計算業務合併。收購附屬公司的轉讓代價為轉讓資產的公平值、所產生負債及本集團發行之股權。收購相關成本為所產生作費用支銷。於業務合併取得之可識別資產以及承擔之負債及或然負債，初步按收購日期之公平值計量，而不論任何非控股權益的數額。收購成本超出本集團所佔可識別資產淨值公平值之差額乃記錄為商譽及併入綜合資產負債表中「無形資產」。倘收購成本少於所收購附屬公司淨資產之公平值，則有關差額直接於收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) *Subsidiaries* (continued)

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.

(b) *Transactions and non-controlling interests – 'economic entity approach'*

The Group applies a policy of treating transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recognised in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 重大會計政策概要(續)

2.2 綜合賬目(續)

(a) *附屬公司(續)*

集團內公司間之交易、集團內公司間交易之結餘及未變現收益均予以對銷。未變現虧損亦會對銷,惟有證據顯示所轉讓資產出現減值之交易除外。附屬公司之會計政策於有需要時已作出更改,以確保本集團採納之政策貫徹一致。

在本公司之資產負債表內,附屬公司之投資以成本值減去減值虧損準備入賬。附屬公司之業績由本公司按已收及應收股息為基準入賬。

(b) *與非控股股東之交易—「經濟實體法」*

本集團採用與本集團股權所有人進行交易之政策處理與非控股股東之交易。向非控股股東購買所支付之代價與應佔所購入附屬公司資產淨值之有關賬面值之差額於權益內確認。對非控股股東之出售盈虧亦記入權益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) *An associated company*

An associated company is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investment in an associated company is accounted for using the equity method of accounting and is initially recognised at cost. The Group's Investment in an associated company includes goodwill identified on acquisition, net of any accumulated impairment loss.

In the Company's balance sheet, the investment in an associated company is stated at cost less provision for impairment losses.

The Group's share of its associated company post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

2 重大會計政策概要（續）

2.2 綜合賬目（續）

(c) *聯營公司*

聯營公司指所有本集團對其有重大影響力而無控制權之實體，通常附帶有20%–50%投票權之股權。於聯營公司之投資以權益會計法入賬，初步按成本確認。本集團於聯營公司之投資包括收購時已識辨之商譽（扣除任何累計減值虧損）。

在本公司之資產負債表內，聯營公司之投資以成本值減去減值虧損準備入賬。

本集團應佔收購後聯營公司之溢利或虧損於綜合收益表確認，而應佔收購後其他全面收益之變動則於其他全面收益內確認。投資賬面值會根據累計之收購後變動而作出調整。當本集團分佔聯營公司虧損等於或超過其佔該聯營公司之權益（包括任何其他無抵押應收款項）時，本集團不再確認進一步之虧損，除非本集團代聯營公司承擔負債或支付款項。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) *An associated company* (continued)

Unrealised gain on transactions between the Group and its associated company is eliminated to the extent of the Group's interest in the associated company. Unrealised losse is also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the associated company have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

2 重大會計政策概要（續）

2.2 綜合賬目（續）

(c) *聯營公司*（續）

本集團與其聯營公司之間進行之交易所得之未變現收益，以本集團於該聯營公司之權益為限予以撇銷。除非交易證明已轉讓資產出現減值，否則未變現虧損亦予以撇銷。在必要時，聯營公司之會計政策可予修訂，從而與本集團採納之會計政策保持貫徹一致。

於聯營公司之投資產生之攤薄損益於收益表內確認。

2.3 分類報告

經營分部的申報方式與向主要經營決策者提供之內報報告所採用者一致。主要經營決策者，已確定為作出策略性決定之董事會負責分配資源至經營分部及評估其表現。

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 Hong Kong dollars ("HKD"), 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.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2 重大會計政策概要（續）

2.4 外幣換算

(a) *功能和呈報貨幣*

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在的主要經濟環境通用之貨幣（「功能貨幣」）為計算單位。綜合財務報表以港幣呈報，而港幣為本公司的功能貨幣及呈報貨幣。

(b) *交易及結餘*

外幣交易按交易當日適用之匯率換算為功能貨幣。因結算交易及按結算日匯率換算貨幣資產和負債產生之外匯損益均於收益表確認。

非貨幣金融資產及負債（例如按公平值計入溢利或虧損之股本）之換算差額乃於損益中確認為公平值損益之部分。非貨幣金融資產（例如分類為可供出售金融資產之股本）之換算差額則計入其他全面收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(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 重大會計政策概要(續)

2.4 外幣換算(續)

(c) *集團旗下公司*

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

(i) 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；

(ii) 各收益表之收入及支出，按平均匯率換算，惟此平均值並非該等交易日期通行匯率具累積效果之合理約數除外。在此情況下，收入及支出將於交易日期換算；及

(iii) 所有匯兑差額將確認為個別權益項目。

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.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

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.

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.

2 重大會計政策概要（續）

2.4 外幣換算（續）

(c) *集團旗下公司*（續）

綜合賬目時，換算於海外實體之淨投資所產生匯兑差額及指定用作對沖該等投資之借款及其他貨幣工具之匯兑差額均計入股東權益。出售海外業務時，匯兑差額於收益表確認為出售收益或虧損之一部分。

收購海外實體產生之商譽及公平值調整視為該海外實體之資產和負債，並按收市匯率換算。

2.5 物業、廠房及設備

所有物業、廠房及設備按歷史成本減折舊及減值虧損入賬。歷史成本包括收購此等項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（視適用情況而定）。所有其他維修及保養費於產生財政期間於收益表支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

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:

Buildings	5-10%
Leasehold improvements	20% or over lease terms, whichever is shorter
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 2.8). Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within administrative expenses in the income statement.

2 重大會計政策概要(續)

2.5 物業、廠房及設備(續)

物業、廠房及設備之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下:

樓宇	5-10%
租賃物業裝修	20%或按租賃年期(以較低者為準)
辦公室家具及設備	18%-25%
廠房及設備	9%-25%
汽車	18%-25%

資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

倘資產之賬面值超過其估計可收回金額,則其賬面值將即時撇減至其可收回金額(附註2.8)。出售資產之收益或虧損指出售所得款項與有關資產賬面值之間差額,並於收益表之行政費用確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Investment properties

Property that is held for long-term yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property. The cost of an investment property comprises its purchase price and any costs directly attributable to bringing the property to its intended use. After initial recognition, investment property is stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated using the straight line method to allocate cost of the investment property over its estimated useful lives, as follows:

Buildings	5%

Subsequent expenditure is included in the asset's carrying amount 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 costs are expensed in the income statement during the financial period in which they are incurred.

If an investment property becomes owner occupied, it is reclassified as property, plant and equipment.

2 重大會計政策概要（續）

2.6 投資物業

持作取得長期收益或資本升值或兩者之物業，及並非由綜合本集團旗下成員公司佔用之物業，均分類為投資物業。投資物業成本包括其買入價及與令物業達致其擬定用途直接有關之成本。初步確認後，投資物業按成本減累計折舊及減值虧損列賬。

投資物業乃按以下比率，就其估計可用年期，以直線法分配成本計算折舊：

樓宇	5%

其後開支僅於與該項目相關之日後經濟利益將計入本集團，及該項目成本能可靠計量時，自資產賬面值扣除。所有其他維修及保養成本於產生之財政期間在收益表支銷。

倘投資物業成為業主自用，則重新分類為物業、廠房及設備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Intangible assets

(a) *Goodwill*

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash generating units or group of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

(b) *Brand name, customer list and contracts, patents and in-progress technology*

Acquired brand name, customer list and contracts, patents and in-progress technology are shown at historical cost. They have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives (2-5 years).

2 重大會計政策概要（續）

2.7 無形資產

(a) *商譽*

商譽指收購成本超過於收購日期本集團應佔所收購附屬公司的可識辨資產淨值的公平值之數額。收購附屬公司的商譽包括在無形資產內。獨立確認之商譽每年進行減值測試，並按成本減累計減值虧損列賬。商譽之減值虧損不予撥回。出售實體的盈虧包括有關實體商譽之賬面值內。

就減值測試而言，商譽會分配至現金生產單位。商譽乃分配予預期可受惠於產生商譽之業務合併之現金產生單位或一組現金產生單位，根據經營分部確認。

(b) *品牌、顧客名單及合同、專利及研發中技術*

品牌、顧客名單及合同、專利及研發中技術按歷史成本列賬。品牌及顧客名單有限定的可使用年期，並按成本減累計攤銷列賬。攤銷利用直線法將品牌及顧客名單的成本分攤至其估計可使用年期（2至5年）計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Intangible assets (continued)

(c) *Software development costs*

Acquired software development costs are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (five years). Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred.

Costs that are directly associated with the development of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Costs include the employee costs incurred as a result of developing software and an appropriate portion of relevant overheads.

Computer software development costs recognised as assets are amortised over their estimated useful lives.

2 重大會計政策概要（續）

2.7 無形資產（續）

(c) *軟件開發成本*

購入的軟件開發成本根據購買及使用該特定軟件所引起的成本資本化。有關成本按其估計可用年期（五年）攤銷。

與開發或維修電腦軟件程式相關的成本已確認為費用支銷。直接與開發由集團控制的可識別及獨有軟件產品，並很可能產生超逾一年經濟效益的成本，已確認為無形資產。直接成本包括軟件開發員工的成本，以及適當的相關經常費用。

已確認為資產的電腦軟件開發成本已按其估計可用年期攤銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Impairment of investments in subsidiaries and non-financial 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 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). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets and liabilities

The Group's financial assets are classified as "financial assets at fair value through profit or loss", "available-for-sale investments", and "loans and receivables" dependent on the purpose for which the assets are acquired.

The Group's and the Company's financial liabilities are classified as "financial liabilities at fair value through profit or loss" and "other financial liabilities at amortised cost". Details of classifications and measurements are as follows:

2 重大會計政策概要(續)

2.8 投資附屬公司及非金融資產之減值

並無可用期限的資產毋須攤銷，但此等資產每年均作出至少一次減值評估。如發生任何可能導致未能收回資產賬面值的事項或情況變化，本集團亦會檢討該資產的減值情況。就資產而言，倘發生任何可能導致未能收回資產賬面值之事項或情況變化，本集團將檢討該資產的減值情況。減值虧損為資產賬面值超越其可收回價值之數額。可收回金額為資產公平值減出售成本後之價值，與其使用價值之間的較高者。就評估資產減值而言，本集團按可個別可識別其現金流量(現金產生單位)的最低水平劃分資產類別。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以撥回進行檢討。

2.9 金融資產及負債

本集團的金融資產視乎收購有關資產的目的而可劃分為「按公平值計入溢利或虧損之金融資產」、「可供出售投資」及「貸款及應收款項」。

本集團及本公司金融負債劃分為「按公平值計入溢利或虧損之金融負債」及「其他按攤銷成本金融負債」。分類及量值詳情如下：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets and liabilities (continued)

Management determines the classification of its financial assets and liabilities at initial recognition and re-evaluates this designation at every reporting date.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term.

(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 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 comprise 'trade, other receivables and deposits', 'long-term deposits', 'restricted cash', 'short-term bank deposits', and 'cash and cash equivalents' in the balance sheet (Notes 2.11 and 2.12).

2 重大會計政策概要(續)

2.9 金融資產及負債(續)

管理層於初始確認時為其金融資產及負債分類，並於每個報告日重新評估此分類。

(a) *按公平值計入溢利或虧損之金融資產*

按公平值計入溢利或虧損之金融資產乃持作買賣的金融資產。倘收購旨在於短期內售出，則於此類別分類。

(b) *貸款及應收款項*

貸款及應收款項為並無於活躍市場掛牌而有固定或待定付款的非衍生金融資產。貸款及應收款項計入流動資產，惟到期日為結算日起計12個月以上者除外。此等貸款及應收款項分類為非流動資產。貸款及應收款項包括資產負債表內「應收賬款、其他應收款項及按金」、「長期按金」、「受限制現金」、「短期銀行存款」及「現金及現金等價物」(附註2.11及2.12)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets and liabilities (continued)

(b) *Loans and receivables* (continued)

Regular purchases and sales of financial assets are recognised on the 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 not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets 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. 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.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within 'other gains, net', in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement also with other gains, net when the Group's right to receive payments is established.

2 重大會計政策概要(續)

2.9 金融資產及負債(續)

(b) *貸款及應收款項*(續)

定期買賣金融資產於成交日期確認，即本集團承諾買賣資產之日期。投資初步按公平值加所有未有按公平值計入溢利或虧損之金融資產之交易成本確認。按公平值計入溢利或虧損之金融資產初步按公平值確認，而交易成本則在收益表支銷。金融資產於投資收取現金流量之權利屆滿或轉讓後，而本集團亦已轉讓擁有權的絕大部分風險及回報時，將會被剔除。按公平值計入溢利或虧損之金融資產其後按公平值列賬。貸款及應收款項以實際利率法按攤銷成本列賬。

「按公平值計入溢利或虧損之金融資產」之公平值變動產生之收益或虧損，於產生期間計入收益表之「其他收益淨額」中。按公平值計入溢利或虧損之金融資產所產生之股息收入，在本集團收取付款的權利確立以後，亦於收益表列作其他收益淨額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets and liabilities (continued)

(b) *Loans and receivables* (continued)

The fair values of quoted investments are based on current bid prices. 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, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

(c) *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes of fair value are recognised in other comprehensive income. Where the financial asset is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

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 重大會計政策概要(續)

2.9 金融資產及負債(續)

(b) *貸款及應收款項(續)*

上市投資之公平值，乃以當時買入價計算。若某項金融資產之市場並不活躍(及就非上市證券而言)，本集團利用估值技術設定公平值。這些技術包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析和盡量以市場資訊而非發行人個別情況為輸入之期權定價模式。

(c) *可供出售金融資產*

可供出售金融資產為非衍生工具，被指定為此類別或並無分類為任何其他類別。除非投資到期或管理層有意在報告期末12個月內出售該項投資，否則此等資產列在非流動資產內。

於報告期末，可供出售金融資產會按公平值衡量，其公平值變動會被確認為其他全面收益。當金融資產被出售或被認為需要減值時，其於投資重估儲備已累計之收益或虧損會重新分類為溢利或虧損。

本集團會於各個結算日評估是否存在客觀證據證明某項金融資產或某一組合金融資產出現減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets and liabilities (continued)

(d) *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss are initially measured at fair value. At each balance sheet date subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in the profit and loss account in the period in which they arise.

(e) *Other financial liabilities at amortised cost*

Other financial liabilities at amortised cost are initially measured at fair value and subsequently measured at amortised cost, using the effective interest method.

2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour and related production overhead. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 重大會計政策概要(續)

2.9 金融資產及負債(續)

(d) *按公平值計入溢利或虧損之金融負債*

按公平值計入溢利或虧損之金融負債初步按公平值進行量值。於首次確認後之每個結算日，按公平值計入損益之金融負債按公平值計量，公平值變動直接於當期損益表確認。

(e) *其他按攤銷成本列賬的金融負債*

其他按攤銷成本列賬的金融負債初步按公允價值進行量值及於日後採用實際利率法按攤銷成本計量。

2.10 存貨

存貨乃以成本值及可變現淨值兩者中較低者列賬。成本以加權平均方法釐定。製成品及在製品之成本包括原材料、直接工資及相關生產經常開支。變現淨值為正常業務過程中之估計售價扣除適用之可變銷售開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Trade, bills and other receivables

Trade, bills 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, bills 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 the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the trade receivable is impaired. 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 original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown as borrowings under current liabilities on the balance sheet.

2 重大會計政策概要(續)

2.11 應收賬款、應收票據及其他應收款項

應收賬款、應收票據及其他應收款項初步按公平值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。當有客觀證據顯示本集團未能根據應收款項之原訂條款收回所有到期款項，即就應收賬款、應收票據及其他應收款項設定減值撥備。債務人之重大財務困難、債務人可能破產或進行債務重組，以及拖欠或逾期付款，均被視為應收賬款已減值的跡象。撥備金額為資產之賬面值與按原實際利率折現之估計未來現金流量之現值之差額。資產之賬面值通過備抵賬調減，虧損金額在收益表中行政費用內確認。當應收賬款不可收回時，該金額在備抵賬中撇銷。其後收回早前撇銷的金額則撥回扣除收益表中之行政費用。

2.12 現金及現金等價物

現金及現金等價物包括手頭現金及原定到期日為三個月或以下的銀行活期存款及銀行透支。銀行透支於資產負債表流動負債下列作借款。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 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.

2.14 Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.15 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 and issue of borrowings 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.

2 重大會計政策概要(續)

2.13 股本

普通股分類為權益。發行新股份或購股權直接有關的增量成本於權益列示為自所得款項扣除稅項之扣減。

2.14 應付賬款

應付賬款初步按公平值確認，其後使用實際利率法按攤銷成本計算。

2.15 借款

借款初步以公平值確認(減去所產生之交易成本)。交易成本為收購及發行借款的遞增直接成本，包括支付予代理人、顧問、經紀及經銷商之費用及佣金，以及監管機構及證券交易所徵收之徵費，以及轉讓稅項及徵稅。借款其後以攤銷成本列賬。所得款項(扣除交易成本)與贖回價值間之差額，乃以實際利率法於借款期間在收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Borrowings (continued)

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.

2.16 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重大會計政策概要（續）

2.15 借款（續）

借款歸類為流動負債，除非本集團有權無條件將債項延長至結算日後最少12個月後清償則作別論。

2.16 當期及遞延所得稅

本期稅項開支包括本期及遞延稅項。稅項於綜合收益表確認，除非有關稅項是關於直接計入權益之項目。在此情況下，稅項亦於權益內確認。

當期所得稅支出根據本公司及其附屬公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Current and deferred income tax (continued)

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 substantively 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.

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 重大會計政策概要（續）

2.16 當期及遞延所得稅（續）

遞延所得稅乃就資產與負債的稅基及有關資產與負債於綜合財務報表中的賬面值兩者的暫時差額，以負債法作出全數撥備。然而，倘遞延所得稅乃產生自於交易（業務合併除外）初步確認資產或負債，而當時之交易並無影響會計或應課稅溢利或虧損，則不會列賬。遞延所得稅乃以於結算日訂明或實質訂明之稅率（及法例）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用。

遞延所得稅資產之確認以預期日後可能出現應課稅溢利用作抵銷暫時差額為限。本集團就附屬公司投資產生之暫時差額作出遞延所得稅撥備，除非本集團可控制撥回該暫時差額之時間，且該暫時差額可能不會於可預見將來撥回則屬例外。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 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 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.

2 重大會計政策概要(續)

2.17 僱員福利

(a) *僱員有薪假期*

僱員獲享之年度休假在僱員可享有時確認。本集團會對僱員服務至結算日所累積之年度休假估算負債作出撥備(倘適用)。

僱員獲享之病假及產假不會確認，直至僱員休假之時。

(b) *退休金責任*

本集團為其所有香港僱員運作一個根據強制性公積金計劃條例設立之定額供款強制性公積金退休福利計劃(「退休計劃」)。退休計劃之供款按僱員基本薪金之某個百分比計算，並於根據退休計劃規定應支付供款時在收益表扣除。退休計劃之資產與本集團之資產分開持有，並由獨立管理基金保管。本集團之僱主供款在向退休計劃作出供款時悉數歸屬僱員，惟本集團作出之僱主自願供款，會按照退休計劃之規則在僱員於有關供款全數歸屬前離職時退回予本集團。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Employee benefits (continued)

(b) *Pension obligations* (continued)

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an 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.

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 employees in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those employees of the Group. Contributions to these retirement benefits schemes are charged to the income statement as incurred.

2 重大會計政策概要（續）

2.17 僱員福利（續）

(b) *退休金責任（續）*

本集團於支付供款後即無其他付款責任。供款於到期時確認為僱員福利支出，並扣減僱員於供款全數歸屬前離職而被沒收之供款。預付供款於退回現金或削減未來供款時確認為資產。

此外，根據中華人民共和國（「中國」）政府之規例，本集團須按中國員工該年度之工資約7%至20%就若干退休福利計劃作出供款，由當地市政府承擔該等本集團員工之退休福利責任。就該等退休福利計劃作出之供款於產生時在收益表中扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Employee benefits (continued)

(c) *Share-based compensation*

The Group operates 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). 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) *Profit sharing and 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 重大會計政策概要(續)

2.17 僱員福利(續)

(c) *股本酬金*

本集團設有以股本結算並以股份支付之酬金計劃。就僱員所提供服務授出之購股權之公平值確認為開支。歸屬期內支銷總額參考所授出購股權之公平值釐定，不包括任何非市場性質歸屬條件(例如盈利能力及銷售額增長指標)所產生影響。於各結算日，實體檢討預期可予行使購股權數目之估計。倘需修訂原有估計，則於收益表確認有關影響(如有)，並就餘下歸屬期間對權益作出相應調整。

當購股權獲行使時，已收所得款項扣除任何直接應計交易成本計入股本(面值)及股份溢價。

(d) *溢利分享及花紅計劃*

本集團按照特定計算方法就花紅及溢利分享確認負債及開支，該計算方法已計入本公司股東應佔溢利並作出若干調整。當出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Provisions

Provisions 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.

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.

2.19 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, 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.

2 重大會計政策概要(續)

2.18 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算之情況下，便會確認撥備。

倘承擔若干類似責任，於釐定解除責任是否需要流出資源時，將以整類責任類別為考慮。即使同類責任當中任何一項導致資源流出可能性甚低，亦會確認撥備。

2.19 收入確認

收入包括本集團於日常業務中銷售貨品及提供服務收回或應收之代價的公平值。所示收入已扣除增值税、退貨、回扣及折扣，並沖銷集團內公司間之銷售。收入按以下方式確認：

(a) *銷售貨品*

當集團旗下實體交付產品予客戶及客戶接納產品時，且合理確定可以收回相關應收款項，即確認銷售貨品收入。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Revenue recognition (continued)

(b) *Sales of services*

Services are provided on a transaction basis or as a fixed-price contract, with contract terms generally ranging from less than one year to two years.

Revenue from transaction contracts is recognised at the contractual rates as services are delivered and direct expenses incurred.

Revenue from fixed-price contracts is recognised using the stage of completion method, measured by reference to the agreed milestones of work performed and is shown after eliminating sales within the Group.

If circumstances arise that may change the original estimates of revenues, costs or extent of progress toward completion, estimates are revised. These revisions may result in increases or decreases in estimated revenues or costs and are reflected in the income statement in the period in which the circumstances that give rise to the revision become known by management.

(c) *Interest income*

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

(d) *Lease income – operating lease*

Lease income under operating lease is recognised over the term of the lease on a straight line basis.

2 重大會計政策概要（續）

2.19 收入確認（續）

(b) *提供服務*

服務乃按交易基準或以固定價格合約提供，合約條款一般由少於一年至兩年不等。

來自交易合約的收益乃於交付服務及產生直接開支時按合約所訂的收費率確認。

來自固定價格合約的收益乃按完成階段方法確認，經參考工作所達致的協定重要階段作出計量，並於對銷集團內的銷售後列賬。

倘發生情況，使收益、成本或完工進度的原有估計有所變動，便會對估計作出修改。有關修改可能導致估計收益或成本增加或減少，以及在管理層得悉引致修改的情況的期間在收益表中反映。

(c) *利息收入*

利息收入以實際利率法按時間比例確認。

(d) *租金收入 – 經營租約*

經營租約項下租金收入按直線法於租期內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Leases (as the lessee for operating 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 straightline basis over the period of the lease.

2.21 Government grants

Grants from the government for high-tech companies are recognised in "other income" in the consolidated income statements at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

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.

2.22 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 重大會計政策概要（續）

2.20 租約（經營租約之承租人）

凡擁有權所涉及大部分風險及回報由出租人保留之租約，均列作經營租約。根據經營租約所付租金在扣除來自出租人之任何優惠後，在租約年期內以直線法在收益表支銷。

2.21 政府資助

倘有合理保證可收到政府資助而本集團亦將會遵行所有附帶條件時，該對高科技企業的政府資助將會按公平值於綜合收益表「其他收入」確認。

與收購物業、廠房及設備有關的政府資助會於資產賬面值扣除。有關資助會以扣減折舊法，按該須予折舊資產可用年期確認為收益。

2.22 研發

研究開支於產生時支銷。考慮其商業及技術可行性而認為該項目將成功且成本能可靠地作出計量時，於發展項目產生的成本（有關設計及測試新產品或改良產品）確認為無形資產。其他發展開支於產生時支銷。過往確認為開支的發展成本不會於其後期間確認為資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 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 重大會計政策概要(續)

2.23 股息分派

向本公司股東分派的股息於本集團的財務報表內於本公司股東批准股息期內，確認為負債。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

Risk management was carried out by the Directors. The Directors identified and evaluated financial risks in close co-operation with the operating units of the Group.

(i) Market risk

(a) Foreign exchange risk

The Group's foreign currency transactions are mainly denominated in Renminbi ("RMB"), HKD and US dollar ("USD"). The majority of assets and liabilities are denominated in RMB, HKD and USD, and there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than HKD or RMB, which are the functional currencies of the major operating companies within the Group. The Group currently does not hedge its foreign currency exposure.

3 財務風險管理

3.1 財務風險因素

本集團的活動面對多種財務風險：市場風險(包括外幣風險、公平值利率風險、現金流量利率風險與價格風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃針對財務市場難以預測的特性，並盡量減低對本集團財務表現的潛在不利影響。

董事負責風險管理。董事透過與本集團營運單位的緊密合作，識別及評估財務風險。

(i) 市場風險

(a) 外匯風險

本集團主要以人民幣、港元及美元計值進行外匯交易。資產及負債大部分以人民幣、港元及美元計值。本集團並無其他貨幣定值之重大資產及負債。本集團面對非以港元或人民幣(為本集團內主要營運公司之功能貨幣)計值之未來商業交易及已確認之資產及負債所產生之外匯風險。本集團現時並無對沖其外匯風險。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(i) ***Market risk*** (continued)

(a) *Foreign exchange risk* (continued)

As HKD is pegged to USD, management believes that the exchange rate risk for translations between HKD and USD do not have material impact to the Group. The exchange rate of RMB to HKD is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

For companies with HKD as their functional currency

At 31 December 2010, if RMB had weakened/strengthened by 5% against the HKD with all other variables held constant, pre-tax loss from continuing operations for the year would have been approximately HK$1,522,000 higher/lower (2009: HK$53,810 pre-tax profit from continuing operations for the year higher/lower), mainly as a result of the foreign exchange difference on translation of RMB denominated current account with group companies which have foreign currency other than HKD.

3 財務風險管理（續）

3.1 財務風險因素（續）

(i) ***市場風險***（續）

(a) *外匯風險*（續）

由於港元與美元掛鈎，故管理層認為港元與美元進行換算之匯率風險對本集團並無重大影響。人民幣兑港元須遵守中國政府頒佈之外匯管制規則及規例。本集團透過密切監控外幣匯率之變動來控制其外幣風險。

就以港元為其功能貨幣之公司

於二零一零年十二月三十一日，若人民幣兑港元貶值／升值5%，其他所有變數維持不變，年內持續經營業務除税前虧損將上升／下跌約1,522,000港元（二零零九年：年內持續經營業務除税前溢利上升／下降53,810港元），主要由於兑換以人民幣計值之與集團公司之往來賬（以港元以外之外幣計值）產生匯兑差額。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(i) ***Market risk*** (continued)

(a) *Foreign exchange risk* (continued)

For companies with RMB as their functional currency

At 31 December 2010, if HKD had weakened/strengthened by 5% against the RMB with all other variables held constant, pre-tax loss from continuing operations for the year would have been approximately HK$1,954,000 higher/lower (2009: HK$757,000 pre-tax profit from continuing operations for the year higher/lower, mainly as a result of the foreign exchange difference on translation of HKD denominated cash and bank, trade receivables, loan as well as the current account with related parties.

At 31 December 2010, if USD had weakened/strengthened by 5% against the RMB with all other variables held constant, pre-tax loss from continuing operations for the year would have been approximately HK$596,000 higher/lower (2009: HK$654,000 pre-tax profit from continuing operations for the year higher/lower), mainly as a result of the foreign exchange difference on translation of USD denominated cash and bank and trade and other receivables as well as the current account with related parties.

3 財務風險管理（續）

3.1 財務風險因素（續）

(i) *市場風險*（續）

(a) *外匯風險*（續）

就以人民幣為其功能貨幣之公司

於二零一零年十二月三十一日，若港元兑人民幣貶值／升值5%，其他所有變數維持不變，年內持續經營業務除税前虧損將上升／下跌約1,954,000港元（二零零九年：年內持續經營業務除税前溢利上升／下跌757,000港元），主要由於兑換以港元計值之現金及銀行、應收賬款、貸款以及與關連人士之往來賬產生匯兑差額。

於二零一零年十二月三十一日，若美元兑人民幣貶值／升值5%，其他所有變數維持不變，年內持續經營業務除税前虧損將上升／下跌約596,000港元（二零零九年：年內持續經營業務除税前溢利上升／下跌654,000港元），主要由於兑換以美元計值之現金及銀行及應收賬款及其他應收款項及與關連人士之往來賬產生匯兑差額。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(i) ***Market risk*** (continued)

(b) *Price risk*

The Group is exposed to equity securities price risk because the Group has publicly traded equity investments classified as financial assets at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the investment portfolio is continuously reviewed and carefully monitored in accordance with the limits set by the executive Directors.

(c) *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 cash placed with banks.

At 31 December 2010, if interest rates on all interest-bearing cash and cash equivalents had been 100 basis points higher/lower with all other variables held constant, post-tax profit for the year of the Group would have been HK$12,816,000 higher/lower (2009: HK$11,400,000) due to interest income earned on market interest rate.

As at 31 December 2010, the Group's borrowings are all issued at fixed rates which expose the Group to fair value interest rate risk. Management considers the fair value exposure of the fixed rate borrowings is insignificant to the Group.

3 財務風險管理（續）

3.1 財務風險因素（續）

(i) *市場風險*（續）

(b) *價格風險*

由於本集團公開買賣分類為按公平值計入溢利或虧損之金融資產之股本投資，故本集團面對股權證券價格風險。為管理股權證券投資產生之價格風險，本集團按照執行董事制定之限制，持續審閱及審慎監控投資組合。

(c) *現金流及公平值利率風險*

本集團的收入及經營現金流量大部分不受市場利率變動影響，而本集團亦無重大計息資產（存於銀行的現金除外）。

於二零一零年十二月三十一日，若所有計息現金及現金等價物之利率上升／下降100個基點，其他所有變數維持不變，本集團年內除稅後溢利將增加／減少12,816,000港元（二零零九年：11,400,000港元），乃由於市場利率賺取之利息收入所致。

於二零一零年十二月三十一日，本集團之借貸全部按固定利率作出，令本集團承受公平值利率風險。管理層認為本集團就固定利率借貸承受之公平值風險並不重大。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(i) Market risk (continued)

(c) Cash flow and fair value interest rate risk (continued)

At 31 December 2010, if interest rates on all interest-bearing cash and cash equivalents had been 100 basis points higher/lower with all other variables held constant, post-tax loss of the Company for the year of the Group would have been HK$4,984,000 lower/higher (2009: HK$5,408,000) due to interest income earned on market interest rate.

(ii) Credit risk

The Group is exposed to credit risk in relation to its trade and other receivables, and cash deposits with banks.

The carrying amounts of trade and other receivables, restricted cash, short-term bank deposits, cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage this risk, deposits are mainly placed with state-owned financial institutions and reputable banks. The Group has policies in place to ensure that sales are made to reputable and credit-worthy customers with an appropriate financial strength, credit history and appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts.

3 財務風險管理（續）

3.1 財務風險因素（續）

(i) 市場風險（續）

(c) 現金流及公平值利率風險（續）

於二零一零年十二月三十一日，若所有計息現金及現金等價物之利率上升／下降100個基點，其他所有變數維持不變，本公司年內除稅後虧損將減少／增加4,984,000港元（二零零九年：5,408,000港元），乃由於市場利率賺取之利息收入所致。

(ii) 信貸風險

本集團承受與其應收賬款及其他應收款項以及銀行現金存款有關的信貸風險。

應收賬款及其他應收款項、受限制現金、短期銀行存款、現金及現金等值項目之賬面值乃本集團面對與金融資產有關之最大信貸風險。

為控制該風險，存款主要存入國有金融機構及有良好信譽銀行。本集團制定政策以確保銷售予擁有相當財政實力、信用歷史及支付適當百分比首期付款的信譽良好客戶。本集團亦制定其他監控程序以確保採取跟進措施收回逾期債務。此外，本集團定期審核個人客戶的信用限額授權及每項個別應收賬款的可收回金額，以確保已就不可收回款項計提充分的減值虧損。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(ii) Credit risk (continued)

The Group has concentration of credit risk. Sales of goods and services to the top five customers constituted 51% of the Group's turnover for the year ended 31 December 2010 (2009: 54%).

(iii) Liquidity risk

With prudent liquidity risk management, the Group aims to maintain sufficient cash and cash equivalents and ensure the availability of funding through an adequate amount of available financing, including short-term bank loans. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate amount of cash and cash equivalents and flexibility in funding through having available sources of financing.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to interest bearing bank deposits with appropriate maturities to manage its overall liquidity position. As at 31 December 2010, the Group maintained cash at bank and on hand of HK$1,281,616,000 (2009: HK$1,139,974,000) that is expected to be readily available to meet the cash outflows of its financial liabilities.

3 財務風險管理（續）

3.1 財務風險因素（續）

(ii) 信貸風險（續）

本集團有信貸集中風險。向五大客戶銷售的貨物及服務構成本集團截至二零一零年十二月三十一日止年度營業額的51%（二零零九年：54%）。

(iii) 流動資金風險

透過審慎的流動資金風險管理，本集團致力維持充足的現金及現金等值項目，或透過充足融資金額（包括短期銀行貸款）取得資金。由於有關業務的多變性質，本集團的融資部門透過維持充足的現金及現金等值項目以及可動用融資來源維持資金的靈活性。

經營實體持有超過營運資金管理所需之現金盈餘，將撥入具有適當期限之計息銀行存款以管理其整體流動資金狀況。於二零一零年十二月三十一日，本集團之銀行存款及手頭現金為1,281,616,000港元（二零零九年：1,139,974,000港元），預期足以應付其金融負債之現金流出。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(iii) Liquidity risk (continued)

The table below analyses the Company's and the Group's non-derivative financial liabilities into relevant maturity grouping based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

3 財務風險管理（續）

3.1 財務風險因素（續）

(iii) 流動資金風險（續）

下表根據結算日餘下期間至合約到期日的分析，將本公司及本集團的非衍生財務負債分為有關到期日組別。該表所披露的金額為合約未貼現現金流。由於折現的影響不大，故於十二個月內到期的結餘相等於其賬面結餘。

		Less than 1 year 少於一年 HK$'000 千港元	Total 總計 HK$'000 千港元
Group	**本集團**		
At 31 December 2010	**於二零一零年十二月三十一日**		
Borrowings	借款	22,490	22,490
Trade and other payables	應付賬款及其他應付款項	455,520	455,520
Total	總計	478,010	478,010
At 31 December 2009	**於二零零九年十二月三十一日**		
Trade and other payables	應付賬款及其他應付款項	363,402	363,402
Company	**本公司**		
At 31 December 2010	**於二零一零年十二月三十一日**		
Other payables and accruals	其他應收款項及應計款項	25,655	25,655
At 31 December 2009	**於二零零九年十二月三十一日**		
Other payables and accruals	其他應收款項及應計款項	11,557	11,557

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The gearing ratios as at 31 December 2010 and 2009 were as follows:

3 財務風險管理（續）

3.2 資本風險管理

本集團管理資本的目的為保障本集團繼續以持續經營方式為權益所有人提供回報以及為其他利益相關者帶來利益，並且維持最佳資本結構以減少資金成本。

為維持或調整資本結構，本集團可調整向股東支付股息的金額、向股東退回股本、發行新股份或出售資產以減少債項。

本集團根據資本負債比率監控資本。資本負債比率乃按借貸總額除以權益總額計算。

於二零一零年及二零零九年十二月三十一日之資本負債比率如下：

		As at 31 December 於十二月三十一日	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Total borrowings	借款總額	**22,490**	–
Total equity	總權益	**3,167,806**	1,915,776
Gearing ratio (%)	權益負債比率（百分比）	**0.7**	–

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理(續)

3.3 公平值估計

下表分析以估值法按公允值列賬的金融工具。已確定的不同等級如下：

- 相同資產或負債的活躍市場報價(未經調整)(第一級)。
- 除包含於第一級的報價外，資產或負債的可觀察直接(即價格)或間接(即源自價格者)輸入資料(第二級)。
- 並非根據可觀察市場資料而釐定的資產或負債的輸入資料(即不可觀察的輸入資料)(第三級)。

3 FINANCIAL RISK MANAGEMENT (continued)

3 財務風險管理（續）

3.3 Fair value estimation (continued)

The following table presents the Group's assets that were measured at fair value at 31 December 2010.

3.3 公平值估計

下表呈列本集團於二零一零年十二月三十一日按公平值計量的資產。

		Level 1 第一級 HK$'000 千港元	Level 2 第二級 HK$'000 千港元	Level 3 第三級 HK$'000 千港元	Total 總計 HK$'000 千港元
Assets	**資產**				
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產				
– Trading securities	－證券買賣	**568**	**–**	**–**	**568**
– Collective investment scheme	－集合資產管理計劃	**–**	**–**	**12,330**	**12,330**
Available-for-sale financial assets	可供出售金融資產				
– Equity securities	－權益證券	**–**	**–**	**23,500**	**23,500**
Total	**合計**	**568**	**–**	**35,830**	**36,398**

3 FINANCIAL RISK MANAGEMENT (continued)

3 財務風險管理（續）

3.3 Fair value estimation (continued)

The following table presents the Group's assets that were measured at fair value at 31 December 2009.

3.3 公平值估計（續）

下表呈列本集團於二零零九年十二月三十一日按公平值計量的資產。

		Level 1 第一級 HK$'000 千港元	Level 2 第二級 HK$'000 千港元	Level 3 第三級 HK$'000 千港元	Total 總計 HK$'000 千港元
Assets	**資產**				
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產				
– Trading securities	一證券買賣	480	–	–	480
Available-for-sale financial assets	可供出售金融資產				
– Equity securities	一權益證券	–	–	23,400	23,400
Total	**合計**	480	–	23,400	23,880

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

在活躍市場買賣的金融工具之公平值根據結算日的市場報價計算。倘市場報價可從交易所、經銷商、經紀人、行業組織、定價服務或監管機構隨時及定期查詢，且為實際及定期進行的公平市場交易報價，則有關市場視為活躍市場。本集團所持財務資產的市場報價為當時買盤價，有關工具按第一級計量。

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis and bank valuations are used to determine fair value for the remaining financial instruments.

3 財務風險管理(續)

3.3 公平值估計(續)

並非於活躍市場內買賣之金融工具(如場外衍生工具)以估值技術釐定公平值。該等估值技術盡量採用可觀察市場數據(如有),並盡量減少依賴實體之特定估計。若工具之公平值所需之所有重大數據均為可觀察數據,有關之工具則計入第二級。

若一項或多項重大數據並非以可觀察之市場數據為準,有關之工具將計入第三級。

用以就金融工具估值之特定估值技術包括:

- 同類型工具的市場報價或交易商報價。
- 利率互換的公平值根據可觀察收益率曲線,按估計未來現金流量的現值計算。
- 遠期外匯合同的公平值利用資產負債表日期的遠期匯率釐定,而所得價值折算至現值。
- 用以釐定其餘金融工具之公平值之其他技術,如貼現現金流量分析及銀行估值。

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

There were no significant transfers of financial assets between the fair value hierarchy classifications during the year.

The following table presents the changes in level 3 financial instruments for the years ended 31 December 2010 and 2009:

3 財務風險管理（續）

3.3 公平值估計（續）

年內，概無公平值等級分類間之金融資產之重大轉讓。

下表呈列截至二零一零年及二零零九年十二月三十一日止年度第三級金融工具之變動：

		Available-for-sale financial asset 可供出售金融資產 HK$'000 千港元	Financial assets at fair value through profit or loss 按公平值計入溢利或虧損之金融資產 HK$'000 千港元	Total 總計 HK$'000 千港元
As at 1 January 2009	於二零零九年一月一日	–	–	–
Addition	添置	23,400	–	23,400
As at 31 December 2009	於二零零九年十二月三十一日	23,400	–	23,400
As at 1 January 2010	於二零一零年一月一日	23,400	–	23,400
Addition	添置	–	12,210	12,210
Fair value gain on revaluation recognised in income statement	於收益表確認之重估公平值收益	–	120	120
Fair value gain on revaluation recognised in other reserves	於其他儲備確認之重估公平值收益	100	–	100
As at 31 December 2010	於二零一零年十二月三十一日	23,500	12,330	35,830

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are evaluated and 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 may have a significant effect on the carrying amounts of assets and liabilities within the next financial year are discussed below.

4 關鍵會計估計及判斷

用於編製綜合財務報表之估計及判斷，乃基於過往經驗及其他因素，包括預期日後在有關情況下相信合理出現之事件而作出。本集團作出有關未來之估計及假設。按此規範，所作的會計估計甚少與有關之實際結果相同。下文所述的估計及假設可能會對下一個財政年度資產與負債之賬面值造成重大影響。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Income taxes and deferred taxation

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

(b) Contract revenue recognition

According to the accounting policies of fixed-price contracts as stated in note 2.19, the Group uses the "percentage of completion method" to determine the appropriate revenues, costs and work-in-progress ("WIP") to be recognised in a given period. The stage of completion is measured by reference to the service performed and accepted by the customers up to the balance sheet date as a percentage of total services to be performed.

Upon applying the percentage of completion method, the Group needs to estimate the gross profit margin of each contract, which is determined based on the estimated total contract costs and total contract sum. If the actual gross profit margin of each contract differs from the management's estimates, the contract cost and WIP to be recognised within the next year will need to be adjusted accordingly.

4 關鍵會計估計及判斷(續)

(a) 所得稅及遞延稅款

對所得稅釐定撥備時，需要作出重要之判斷。在正常業務過程中，許多交易及計算之最終釐定是不確定的。當最終之稅款結果與最初記賬金額不同時，有關差額將影響釐定期間之所得稅和遞延稅款撥備。

當管理層認為將來很有可能有應課稅利潤以抵銷暫時性差異或可使用稅務虧損時，有關若干暫時性差異及稅務虧損之遞延稅項資產予以確認。實際使用之結果可能不同。

(b) 合同收入確認

根據固定價格合同之會計政策(如附註2.19列示)，本集團採用「完成百分比法」釐定在某段期間內應確認的適當收入、成本及在建工程(「在建工程」)。完成階段參考截至結算日止已進行並獲客戶接納之服務，佔應進行服務總額之百分比計算。

當應用完工百分比法時，本集團需要估計各合同之毛利率，其按估計合同總成本和合同總造價決定。倘若各合同之實際毛利率與管理層之估計不同，下一年度確認之合同成本及在建工程將需要作出相應調整。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Contract revenue recognition (continued)

In addition, the directors of the Company are of the opinion that, except for the provision made, there were no expected losses, where the estimated total contract costs exceed the total estimated contract revenue, and needed to be recognised in the income statement.

(c) Impairment of receivables

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

(d) Estimated impairment of goodwill

The Group tests annually for impairment of goodwill in accordance with accounting policy as stated in note 2.7(a). The recoverable amounts of cash-generating units have been determined based on the higher of the fair value less costs to sell and value in use calculation of the underlying assets.

5 TURNOVER, OTHER INCOME, OTHER GAINS, NET

(i) Subsequent to the Spin-off on 20 December 2010, the Group focuses its activities on the sales of electronic power meters and solutions, provision of telecommunication solutions and operation value-added services, provision of financial solutions, services and related products and provision of payment solutions and services. For the presentation of the consolidated financial statements for the years end 31 December 2010 and 2009, the EFT-POS terminal solutions business was regarded as "discontinued operation" (Note 38).

4 關鍵會計估計及判斷（續）

(b) 合同收入確認（續）

此外，本公司董事認為，除已作出之撥備外，預計並無損失（即估計合同總成本超過估計合同總收入）需於收益表中確認。

(c) 應收款項減值

董事基於其客戶的信貸記錄及現行市況，釐定應收賬款及其他應收款項的減值撥備。董事於各結算日重新評估撥備。

(d) 商譽減值估計

本集團遵照附註2.7(a)所述之會計政策就商譽減值進行年度測試。現金產生單位之可收回金額乃按相關資產之公平值減銷售成本與使用價值兩者中之較高者訂定。

5 營業額、其他收入及其他收益淨額

(i) 於二零一零十二月二十日進行分拆後，本集團之主要業務為銷售電能計量產品及解決方案、提供電訊解決方案及運營增值服務、提供金融解決方案、服務及相關產品以及提供支付解決方案及服務。對於呈列截至二零一零年及二零零九年十二月三十一日止年度之綜合財務報表，EFT-POS終端解決方案業務被視為「已終止經營業務」（附註38）。

5 TURNOVER, OTHER INCOME, OTHER GAINS, NET (continued)

(ii) Turnover, other income and other gains, net recognised during the year are as follows:

5 營業額、其他收入及其他收益淨額(續)

(ii) 於年內已確認之營業額、其他收入及其他收益淨額如下:

		For the year ended 31 December 截至十二月三十一日止年度	
		2010 二零一零年 **HK$'000** 千港元	2009 二零零九年 HK$'000 千港元 (Restated) (重列)
Continuing operations	**持續經營業務**		
Turnover	營業額		
Sales of electronic power meters and solutions	銷售電能計量產品及解決方案	**370,439**	253,586
Provision of telecommunication solutions and operation value-added services	提供電訊解決方案及運營增值服務	**349,569**	359,646
Provision of financial solutions, services and related products	提供金融解決方案、服務及相關產品	**141,542**	148,968
Provision of payment solutions and services	提供支付解決方案及服務	**39,971**	22,452
		901,521	784,652
Other income	其他收入		
Interest income	利息收入	**9,973**	7,327
Value added tax refund *(Note)*	退還增值稅*(附註)*	**1,059**	13,897
Subsidy income	補貼收入	**3,640**	1,537
Rental income	租金收入	**1,003**	924
Others	其他	**1,282**	1,954
		16,957	25,639
Other gains, net	其他收益淨額		
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入溢利或虧損之金融資產之收益	**6,328**	978
Dividend income on financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產股息收入	**376**	53
Fair value gain/(loss) on financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產公平值收益/(虧損)	**209**	(39)
		6,913	992
Turnover, other income and other gains, net from continuing operations	來自持續經營業務營業額、其他收入及其他收益淨額	**925,391**	811,283

5 TURNOVER, OTHER INCOME, OTHER GAINS, NET (continued)

5 營業額、其他收入及其他收益淨額（續）

		For the year ended 31 December 截至十二月三十一日止年度 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Discontinued operation	**已終止經營業務**		
Turnover	營業額		
Provision of EFT-POS terminal solutions	提供電子支付(EFT-POS)終端機解決方案	**687,458**	492,942
Other income	其他收入		
Interest income	利息收入	**927**	271
Value added tax refund *(Note)*	退還增值税*（附註）*	**16,295**	6,424
Subsidy income	補貼收入	**–**	386
Others	其他	**795**	3,398
		18,017	10,479
Turnover and other income from discontinued operation	來自已終止經營業務之營業額及其他收入	**705,475**	503,421

Note:

The amount represents the Group's entitlement to value added tax refund in relation to sales of self-developed software products in the PRC.

附註：

該金額指本集團於中國銷售自身開發軟件產品的退還增值税的權利。

6 SEGMENT INFORMATION

Management has determined the operating segments based on the internal reports reviewed by the Board of Directors that are used to make strategic decisions.

The Board of Directors considers the business from a product perspective.

The Group is organised into four main operating segments for continuing operations in these internal reports:

Continuing operations:

(a) Electronic power meters and solutions – manufacturing and sales of electronic power meters, data collection terminals and provision of information system consultancy services;

(b) Telecommunication solutions and operation value-added services – provision of telecommunication platform operation services;

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

(d) Payment solutions and services – provision of mobile payment solutions and services.

Discontinued operation:

EFT-POS terminal solutions – development and sale of EFT-POS products and provision of related services.

6 分類資料

管理層根據董事會審閱以作出策略決定之內部報告而釐定業務分類。

董事會從產品角度考慮業務。

本集團的持續經營業務，按內部報告分為四大類：

持續經營業務：

(a) 電能計量產品及解決方案－產銷電能計量產品、數據收集終端及提供資訊系統諮詢服務；

(b) 電訊解決方案及運營增值服務－提供電訊平臺運營服務；

(c) 金融解決方案、服務及相關產品－向財務機構及銀行提供資訊系統諮詢及集成服務和銷售資訊科技產品；及

(d) 支付解決方案及服務－提供移動付款解決方案及服務。

已終止經營業務：

電子支付（「EFT-POS」）終端機解決方案－開發及銷售EFT-POS產品並提供相關服務。

6 SEGMENT INFORMATION (continued)

An analysis of the Group's revenues and results for the year by operating segment is as follows:

6 分類資料(續)

本集團按業務分類之收入及業績分析如下：

		Continuing operations 持續經營業務						Discontinued operation 已終止經營業務	
		Telecom-munication solutions and operation value-added services 電訊解決方案及運營增值服務 HK$'000 千港元	Financial solutions, services and related products 金融解決方案、服務及相關產品 HK$'000 千港元	Payment solutions and services 支付解決方案及服務 HK$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK$'000 千港元	Others 其他 HK$'000 千港元	Total 總計 HK$'000 千港元	EFT-POS terminal solutions 電子支付終端解決方案 HK$'000 千港元	Total Group 集團總計 HK$'000 千港元
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**								
Segment turnover	分類營業額	349,569	186,402	39,971	370,439	–	946,381	687,458	1,633,839
Inter-segment turnover	分類間營業額	–	(44,860)	–	–	–	(44,860)	–	(44,860)
Turnover from external customers	來自外部客戶之營業額	349,569	141,542	39,971	370,439	–	901,521	687,458	1,588,979
Segmental EBITDA	分類EBITDA	70,897	18,353	(72,554)	(119,204)	(13,814)	(116,322)	159,046	42,724
Depreciation	折舊	(10,732)	(17,560)	(1,912)	(8,374)	(417)	(38,995)	(2,496)	(41,491)
Amortisation	攤銷	–	–	(6,282)	(6,856)	–	(13,138)	(5)	(13,143)
Segmental operating profit/(loss)	分類經營溢利/(虧損)	60,165	793	(80,748)	(134,434)	(14,231)	(168,455)	156,545	(11,910)
Gain on disposal of subsidiaries	出售附屬公司之收益						–	966,028	966,028
Unallocated other income	未分配其他收入						10,256	–	10,256
Unallocated corporate expenses	未分配企業開支						(67,458)	–	(67,458)
Share of profit of an associated company	應佔一間聯營公司溢利						6,860	–	6,860
Finance costs	融資成本						(473)	–	(473)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利						(219,270)	1,122,573	903,303
Income tax credit/(expense)	所得稅抵免/(開支)						1,742	(26,097)	(24,355)
(Loss)/profit for the year	年內(虧損)/溢利						(217,528)	1,096,476	878,948

6 SEGMENT INFORMATION (continued) 6 分類資料(續)

		Continuing operations 持續經營業務						Discontinued operation 已終止經營業務	
		Telecom-munication solutions and operation value-added services 電訊解決方案及運營增值服務 HK$'000 千港元	Financial solutions, services and related products 金融解決方案、服務及相關產品 HK$'000 千港元	Payment solutions and services 支付解決方案及服務 HK$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK$'000 千港元	Others 其他 HK$'000 千港元	Total 總計 HK$'000 千港元	EFT-POS terminal solutions 電子支付終端解決方案 HK$'000 千港元	Total Group 集團總計 HK$'000 千港元
Year ended 31 December 2009	**截至二零零九年十二月三十一日止年度**								
Segment turnover	分類營業額	359,646	186,032	22,452	253,586	–	821,716	492,942	1,314,658
Inter-segment turnover	分類間營業額	–	(37,064)	–	–	–	(37,064)	–	(37,064)
Turnover from external customers	來自外部客戶之營業額	359,646	148,968	22,452	253,586	–	784,652	492,942	1,277,594
Segmental EBITDA	分類EBITDA	148,271	23,205	(45,970)	25,033	(668)	149,871	102,435	252,306
Depreciation	折舊	(10,863)	(15,952)	(241)	(11,256)	–	(38,312)	(1,918)	(40,230)
Amortisation	攤銷	–	–	–	(7,100)	–	(7,100)	(5)	(7,105)
Segmental operating profit/(loss)	分類經營溢利╱(虧損)	137,408	7,253	(46,211)	6,677	(668)	104,459	100,512	204,971
Unallocated other income	未分配其他收入						2,806	–	2,806
Unallocated corporate expenses	未分配企業開支						(63,547)	–	(63,547)
Finance costs	融資成本						(35)	(429)	(464)
Profit before income tax	除所得稅前溢利						43,683	100,083	143,766
Income tax expense	所得稅開支						(13,311)	(15,532)	(28,843)
Profit for the year	年內溢利						30,372	84,551	114,923

6 SEGMENT INFORMATION (continued)

The segment assets and liabilities at 31 December 2010 and additions to non-current assets for the year ended 31 December 2010 are as follows:

6 分類資料（續）

於二零一零年十二月三十一日之分類資產及負債與截至二零一零年十二月三十一日止年度之非流動資產的添置如下：

		Continuing operations 持續經營業務								Discontinued operation 已終止經營業務	
		Telecom-munication solutions and operation value-added services 電訊解決方案及運營增值服務 HK$'000 千港元	Financial solutions, services and related products 金融解決方案、服務及相關產品 HK$'000 千港元	Payment solutions and services 支付解決方案及服務 HK$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK$'000 千港元	Others 其他 HK$'000 千港元	Subtotal 小計 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Total 總計 HK$'000 千港元	EFT-POS terminal solutions 電子支付終端解決方案 HK$'000 千港元	Total Group 集團總計 HK$'000 千港元
As at 31 December 2010	**於二零一零年十二月三十一日**										
Segment assets	分類資產	439,678	149,506	226,345	694,884	11,620	1,522,033	2,135,336	3,657,369	–	3,657,369
Segment liabilities	分類負債	(38,650)	(47,416)	(19,631)	(353,782)	(2,156)	(461,635)	(27,928)	(489,563)	–	(489,563)
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**										
Additions to non-current assets (excluding long-term deposits, interest in an associated company and available-for-sale financial assets)	非流動資產的添置（不包括長期按金、應佔一間聯營公司之權益及可供出售金融資產）	15,669	5,605	163,177	15,457	4,201	204,109	3,389	207,498	4,554	212,052

6 SEGMENT INFORMATION (continued)

The segment assets and liabilities at 31 December 2009 and additions to non-current assets for the year ended 31 December 2009 are as follows:

6 分類資料（續）

於二零零九年十二月三十一日之分類資產及負債與截至二零零九年十二月三十一日止年度之非流動資產的添置如下：

									Discontinued operation 已終止經營業務	
	Continuing operations 持續經營業務									
	Telecom-munication solutions and operation value-added services 電訊解決方案及運營增值服務 HK$'000 千港元	Financial solutions, services and related products 金融解決方案、服務及相關產品 HK$'000 千港元	Payment solutions and services 支付解決方案及服務 HK$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK$'000 千港元	Others 其他 HK$'000 千港元	Subtotal 小計 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Total 總計 HK$'000 千港元	EFT-POS terminal solutions 電子支付終端解決方案 HK$'000 千港元	Total Group 集團總計 HK$'000 千港元
As at 31 December 2009 於二零零九年十二月三十一日										
Segment assets 分類資產	494,383	153,929	33,646	458,404	9,874	1,150,236	602,387	1,752,623	565,707	2,318,330
Segment liabilities 分類負債	(72,193)	(39,478)	(6,015)	(104,826)	-	(222,512)	(51,808)	(274,320)	(128,234)	(402,554)
Year ended 31 December 2009 截至二零零九年十二月三十一日止年度										
Additions to non-current assets (excluding available-for-sale financial assets) 非流動資產的添置（不包括可供出售金融資產）	9,193	3,726	2,319	1,471	-	16,709	41	16,750	2,842	19,592

Additions to non-current assets comprises additions to property, plant and equipment and intangible assets including additions resulting from acquisition through business combinations.

非流動資產的添置包括對物業、廠房及設備及無形資產的添置，包括透過業務合併進行收購產生的添置。

6 SEGMENT INFORMATION (continued)

The amounts provided to the Board of Directors with respect to total assets and total liabilities are measured in a manner consistent with that of the financial statements. These assets and liabilities are allocated based on the operations of the segment.

Sales between segments are carried out at arm's length. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the income statement.

The Group is principally domiciled in Hong Kong and Mainland China. The Group's turnover by geographical location, which is determined by the location in which the turnover are generated from, is as follows:

6 分類資料（續）

向董事會就總資產及總負債提供之金額採用與財務報表一致的方法計量。該等資產及負債按分類的業務而分配。

分類間之銷售按公平基準進行。向董事會匯報自外部客戶之收入採用與收益表一致的方法計量。

本集團主要於香港及中國大陸註冊。本集團按地區之營業額按該營業額產生之地區載列如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2010 二零一零年 **HK$'000** 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Continuing operations	**持續經營業務**		
Mainland China	中國大陸	**881,860**	768,419
Hong Kong	香港	**19,661**	16,233
		901,521	784,652
Discontinued operation	**已終止經營業務**		
Mainland China	中國大陸	**529,688**	405,402
Hong Kong	香港	**154,461**	86,033
US	美國	**3,309**	1,507
		687,458	492,942

6 SEGMENT INFORMATION (continued)

The Group's non-current assets (excluding long-term deposits, interest in an associated company and available-for-sale financial assets) by geographical location, which is determined by the geographical location in which the asset is located, is as follows:

6 分類資料（續）

本集團按該資產所在地之非流動資產（不包括長期按金，應佔一間聯營公司之權益及可供出售金融資產）按地區載列如下：

		As at 31 December 於十二月三十一日	
		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Mainland China	中國大陸	**407,105**	283,489
Hong Kong	香港	**3,487**	848
US	美國	**–**	1,295
		410,592	285,632

7 EXPENSES BY NATURE

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

7 以性質區分之開支

於銷售成本、銷售開支及行政費用計入之開支，分析如下：

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Auditor's remuneration	核數師酬金	**2,659**	2,233
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**39,736**	38,645
Depreciation of investment properties	投資物業折舊	**108**	108
Amortisation of leasehold land	租賃土地攤銷	**1,073**	1,089
Amortisation of intangible assets	無形資產攤銷	**12,825**	6,771
Employee benefit expense (including Directors' emoluments) *(Note 9)*	僱員福利開支（包括董事酬金）*（附註9）*	**287,574**	213,427
Costs of inventories sold *(Note 22)*	售出存貨成本*（附註22）*	**371,636**	221,823
Operating lease rentals in respect of land and buildings	土地及樓宇之營業租賃租金	**26,676**	21,054
Operating lease rentals in respect of equipment	設備之營業租賃租金	**13,200**	13,058
Research and development costs	研究及開發成本	**111,432**	50,679
(Gain)/loss on disposal of property, plant and equipment and leasehold land	出售物業、廠房及設備與租賃土地（收益）／虧損	**(5,073)**	102
Provision for impairment of trade receivables	應收賬款減值撥備	**9,360**	267
Write-back of provision for impairment of trade receivables	應收賬款減值撥備撥回	**(1,277)**	(3,330)
Provision for inventories	存貨撥備	**523**	4,539
Impairment of goodwill *(Note 18)*	商譽減值*（附註18）*	**29,593**	–

8 NET FOREIGN EXCHANGE GAIN/ LOSS

The net foreign exchange gain recognised in the consolidated income statement and included in administrative expenses for the year ended 31 December 2010 amounted to HK$5,004,000 (2009: exchange loss of HK$883,000).

8 外匯淨收益／虧損

於截至二零一零年十二月三十一日止年度於綜合收益表中確認且計入行政開支的外匯淨收益，達5,004,000港元（二零零九年：外匯虧損883,000港元）。

9 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

9 僱員福利開支（包括董事酬金）

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Wages and salaries	工資及薪金	**251,658**	187,282
Pension costs and social security costs	退休金成本及社會保障成本	**35,916**	26,145
		287,574	213,427

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

9 僱員福利開支（包括董事酬金）（續）

Notes:

附註：

(a) Directors' emoluments

There was no arrangement under which a Director waived or agreed to waive any emolument during the year (2009: Nil).

The Directors' emoluments for the year are equivalent to key management compensation. The remuneration of every Director for the year ended 31 December 2010, is set out below:

(a) 董事酬金

年內並無董事放棄或同意放棄任何酬金安排（二零零九年：無）。

年內董事酬金相當於主要管理層的補償。截至二零一零年十二月三十一日止年度，每名董事的酬金如下：

Name of Director	董事姓名	Fees 袍金 HK$'000 千港元	Salary 薪金 HK$'000 千港元	Discretionary bonus 酌情花紅 HK$'000 千港元	Employer's contribution to pension scheme 僱主之退休金計劃供款 HK$'000 千港元	Total 合共 HK$'000 千港元
Executive Directors	**執行董事**					
Cheung Yuk Fung	張玉峰	360	–	–	12	372
Kui Man Chun	渠萬春	–	1,680	2,000	12	3,692
Xu Wensheng	徐文生	–	1,163	1,400	12	2,575
Li Wenjin	李文晉	–	1,080	1,250	12	2,342
Xu Chung Jun	徐昌軍	–	842	950	12	1,804
		360	4,765	5,600	60	10,785
Non-Executive Directors	**非執行董事**					
Yang Lei, Raymond	楊鐳	120	–	–	–	120
Chang Kai-Tzung, Richard	張楷淳	120	–	–	–	120
		240	–	–	–	240
Independent Non-Executive Directors	**獨立非執行董事**					
Tam Chun Fai	譚振輝	100	–	–	–	100
Leung Wai Man, Roger	梁偉民	100	–	–	–	100
Xu Sitao	許思濤	100	–	–	–	100
		300	–	–	–	300
		900	4,765	5,600	60	11,325

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

9 僱員福利開支（包括董事酬金）（續）

Notes: (Continued)

附註：（續）

(a) 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 2009, is set out below:

(a) 董事酬金（續）

年內董事酬金相當於主要管理層的酬勞。截至二零零九年十二月三十一日止年度，每名董事的酬金如下：

Name of Director	董事姓名	Fees 袍金 HK$'000 千港元	Salary 薪金 HK$'000 千港元	Discretionary bonus 酌情花紅 HK$'000 千港元	Employer's contribution to pension scheme 僱主之退休金計劃供款 HK$'000 千港元	Total 合共 HK$'000 千港元
Executive Directors	**執行董事**					
Cheung Yuk Fung	張玉峰	360	–	–	12	372
Kui Man Chun	渠萬春	–	1,680	2,100	12	3,792
Xu Wensheng	徐文生	–	1,156	1,500	12	2,668
Li Wenjin	李文晉	–	1,080	1,300	12	2,392
Xu Chung Jun	徐昌軍	–	837	1,000	12	1,849
		360	4,753	5,900	60	11,073
Non-Executive Directors	**非執行董事**					
Yang Lei, Raymond *(Note)*	楊鐳*（附註）*	11	–	–	–	11
Chang Kai-Tzung, Richard *(Note)*	張楷淳*（附註）*	11	–	–	–	11
		22	–	–	–	22
Independent Non-Executive Directors	**獨立非執行董事**					
Tam Chun Fai	譚振輝	90	–	–	–	90
Leung Wai Man, Roger	梁偉民	90	–	–	–	90
Xu Sitao	許思濤	90	–	–	–	90
		270	–	–	–	270
		652	4,753	5,900	60	11,365

Note:

Mr. Yang Lei, Raymond and Mr. Chang Kai-Tzung, Richard have been appointed as Non-Executive Directors on 26 November 2009.

附註：

楊鐳先生及張楷淳先生於二零零九年十一月二十六日獲委任為非執行董事。

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

9 僱員福利開支(包括董事酬金)(續)

Notes: (Continued)

附註：(續)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four Directors (2009: four). The emoluments payable to the remaining one (2009: one) individual during the year are as follows:

(b) 五名最高薪人士

本集團本年度五名最高薪人士包括四名董事(二零零九年：四名)。本年度應付餘下一名(二零零九年：一名)人士之酬金載列如下：

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	**1,932**	2,667
Pension cost	退休金成本		
– defined contribution plan	－界定供款計劃	**22**	–
		1,954	2,667

The emoluments fell within the following band:

酬金介乎下列組別：

		Number of individuals 人數 **2010** **二零一零年**	2009 二零零九年
HK$1,000,001 – HK$2,500,000	1,000,001港元－2,500,000港元	**1**	–
HK$2,500,001 – HK$5,000,000	2,500,001港元－5,000,000港元	**–**	1
		1	1

10 FINANCE COSTS

10 融資成本

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Interest on bank loans	銀行貸款利息	473	35

11 INCOME TAX (CREDIT)/EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2009: 16.5%) on the estimated assessable profit for the year. 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.

11 所得稅（抵免）╱開支

香港利得稅為以年內估計應課稅溢利按稅率16.5%（二零零九年：16.5%）計算。海外溢利稅項則以年內估計應課稅溢利，按本集團營運所在國家當時之稅率計算。

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) （重列）
Current income tax	現時所得稅		
– Hong Kong profits tax	－香港利得稅	–	–
– Overseas taxation	－海外稅項	9,855	27,274
Deferred income tax	遞延所得稅	(2,948)	(4,015)
Over provision in previous years	過往年度超額撥備	(8,649)	(9,948)
Income tax (credit)/expense	所得稅（抵免）╱開支	(1,742)	13,311

11 INCOME TAX (CREDIT)/EXPENSE (continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

11 所得稅(抵免)／開支(續)

本集團除所得稅前溢利的稅項與採用適用於綜合實體溢利的加權平均稅率所計算的理論稅額之差額如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) (重列)
(Loss)/profit before income tax	除所得稅前(虧損)／溢利	**(219,270)**	43,683
Tax calculated at domestic tax rates applicable to (loss)/profits in the respective countries	按於各個國家產生(虧損)／溢利之適用當地稅率計算之稅項	**(43,192)**	6,530
Effect of changes in tax rates	稅率變動之影響	**–**	(1,903)
Income not subject to taxation	毋須課稅收入	**(3,575)**	(1,799)
Expenses not deductible for taxation purposes	就課稅而言不可扣稅之開支	**9,689**	4,043
Unrecognised tax losses	未確認稅項虧損	**43,985**	16,388
Over provision in previous year	過往年度超額撥備	**(8,649)**	(9,948)
Tax (credit)/charge	稅項(抵免)／開支	**(1,742)**	13,311

The weighted average applicable tax rate was 19.7% (Restated 2009: 14.9%). The change is caused by a change in the profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為19.7%(重列二零零九年：14.9%)。變動原因乃本集團之附屬公司於相關國家之盈利能力出現變動所致。

12 LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK$52,056,000 (2009: HK$68,820,000).

12 本公司權益持有人應佔虧損

本公司權益持有人應佔虧損52,056,000港元(二零零九年:68,820,000港元)於本公司財務報表處理。

13 DIVIDENDS

No dividend has been paid or declared by the Company during the year (2009: Nil).

13 股息

年內,本公司並無派付或宣派任何股息(二零零九年:無)。

14 EARNINGS/(LOSS) PER SHARE

(a) Basic

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

14 每股盈利/(虧損)

(a) 基本

每股基本盈利/(虧損)乃按本公司權益持有人應佔溢利/(虧損)除年內已發行普通股加權平均數計算。

		For the year ended 31 December 截至十二月三十一日止年度	
		2010 二零一零年	2009 二零零九年 (Restated) (重列)
Profit/(loss) attributable to equity holders of the Company (HK$'000)	本公司權益持有人應佔溢利/(虧損)(千港元)		
– Continuing operations	–持續經營業務	**(190,981)**	36,663
– Discontinued operation	–已終止經營業務	**1,041,256**	49,182
		850,275	85,845
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	**2,673,430**	2,481,312
Basic earnings/(loss) per share (HK$ per share)	每股基本溢利/(虧損)(每股港元)		
– Continuing operations	–持續經營業務	**(0.071)**	0.015
– Discontinued operation	–已終止經營業務	**0.389**	0.020
		0.318	0.035

14 EARNINGS/(LOSS) PER SHARE (continued)

(b) Diluted

Diluted earnings/(loss) per share is calculated by adjusting the number of ordinary shares outstanding to assume conversion of all potentially dilutive shares. The Company has two categories of potentially dilutive shares: convertible preference shares issued by a subsidiary and share options of the Company. The convertible preference shares issued by a subsidiary are assumed to be converted into ordinary shares of the Company. For the share options, a calculation is done to determine the number of shares that would have been acquired at fair value (determined as the average market share price of the Company's shares during the current year) based on the monetary value of the subscription rights attached to these then 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.

Diluted earnings/(loss) (2009: earnings) per share for the year ended 31 December 2010 is the same (2009: same) as the basic earnings/(loss) (2009: earnings) per share as the conversion of both potential ordinary shares in relation to the outstanding convertible preference shares issued by a subsidiary and share options would have an anti-dilutive effect to the basic earnings/(loss)per share (2009: same).

14 每股盈利╱(虧損)(續)

(b) 攤薄

每股攤薄盈利╱(虧損)乃按轉換所有潛在攤薄股份之假設而調整已發行普通股數目計算。本公司擁有兩類潛在攤薄股份：一間附屬公司之已發行可換股優先股及本公司購股權。一間附屬公司已發行之可換股優先股乃假設可轉化為本公司普通股。購股權方面，按當時尚未行使購股權所附認購權之貨幣價值計算，以釐定可按公平值(定為本年度本公司股份之平均市價)購買之股份數目。按上述方式計算之股份數目乃與假設購股權獲行使時經已發行之股份數目作比較。

截至二零一零年十二月三十一日止年度之每股攤薄盈利╱(虧損)(二零零九年：盈利)與本年每股基本盈利╱(虧損)(二零零九年：盈利)相同(二零零九年：相同)，此乃因轉換與一間附屬公司發行的已發行可換股優先股及購股權有關之潛在普通股將會對每股基本盈利╱(虧損)產生反攤薄之影響(二零零九年：相同)。

15 INVESTMENT PROPERTIES

15 投資物業

		Group 本集團 Buildings 樓宇 HK$'000 千港元	Company 本公司 Buildings 樓宇 HK$'000 千港元
At 1 January 2009	**於二零零九年一月一日**		
Cost	成本	2,193	5,157
Accumulated depreciation	累計折舊	(224)	(526)
Net book amount	賬面淨值	1,969	4,631
Year ended 31 December 2009	**截至二零零九年十二月三十一日止年度**		
Opening net book amount	期初賬面淨值	1,969	4,631
Transfer to property, plant and equipment *(Note 16)*	轉往物業、廠房及設備*(附註16)*	(34)	–
Depreciation	折舊	(108)	(258)
Closing net book amount	期終賬面淨值	1,827	4,373
At 31 December 2009	**於二零零九年十二月三十一日**		
Cost	成本	2,153	5,157
Accumulated depreciation	累計折舊	(326)	(784)
Net book amount	賬面淨值	1,827	4,373
At 1 January 2010	**於二零一零年一月一日**		
Cost	成本	2,153	5,157
Accumulated depreciation	累計折舊	(326)	(784)
Net book amount	賬面淨值	1,827	4,373
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**		
Opening net book amount	期初賬面淨值	1,827	4,373
Transfer from property, plant and equipment *(Note 16)*	轉自物業、廠房及設備*(附註16)*	719	–
Depreciation	折舊	(108)	(258)
Closing net book amount	期終賬面淨值	2,438	4,115
At 31 December 2010	**於二零一零年十二月三十一日**		
Cost	成本	3,055	5,157
Accumulated depreciation	累計折舊	(617)	(1,042)
Net book amount	賬面淨值	2,438	4,115
Fair value (Note)	公平價值(附註)	8,460	14,277

Note:

The fair value of the investment properties located at 北京市海淀區阜成路67號銀都大廈15-17樓 as at 31 December 2010 was assessed by the independent and professionally qualified valuer, Asset Appraisal Limited, based on current prices in an active market.

附註：

截至二零一零年十二月三十一日，位於北京市海淀區阜成路67號銀都大廈15-17樓之投資物業之公平價值，由獨立專業合資格估值師資產評估顧問有限公司，按於活躍市場之現行價格估值。

15 INVESTMENT PROPERTIES (continued)

15 投資物業(續)

Depreciation expense during the year has been all charged to administrative expenses (2009: same).

年內折舊開支已全數計入行政開支(二零零九:相同)。

Interests in investment properties at their net book values are analysed as follows:

投資物業權益按賬面淨值分析如下:

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Outside Hong Kong, held on:	香港境外:				
Leases of between 10 to 50 years	按10至50年租約持有	**2,438**	1,827	**4,115**	4,373

The following amounts have been recognised in the consolidated income statement:

於綜合收益表確認之金額如下:

		Group 本集團	
		For the year ended 31 December 截至十二月三十一日止年度 2010 二零一零年 HK$'000 千港元	For the year ended 31 December 截至十二月三十一日止年度 2009 二零零九年 HK$'000 千港元
Rental income	租金收入	**1,003**	924
Direct operating expenses arising from investment property that generated rental income	帶來租金收入之投資物業所產生之直接經營開支	**(400)**	(358)

There were no direct operating expenses arising from investment property that did not generate rental income during the year.

年內,並無帶來租金收入之投資物業並無產生任何直接經營開支。

15 INVESTMENT PROPERTIES (continued)

The period of leases whereby the Group or the Company leases out its investment property under operating leases ranged from 1 to 2 years.

At 31 December 2010, the future aggregate minimum rentals receivables under non-cancellable operating leases are as follows:

15 投資物業(續)

本集團或本公司根據經營租約租出其投資物業之租期介乎1年至2年。

於二零一零年十二月三十一日，根據不可撤銷經營租約之未來最低應收租金總額如下：

		Group 本集團	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Not later than 1 year	一年內	**710**	648

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Group 本集團					
		Buildings 樓宇 HK$'000 千港元	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Office furniture and equipment 辦公室家具及設備 HK$'000 千港元	Plant and equipment 廠房及設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2009	**於二零零九年一月一日**						
Cost	成本	53,535	5,525	146,327	24,139	15,006	244,532
Accumulated depreciation	累計折舊	(4,664)	(5,016)	(73,669)	(7,153)	(6,489)	(96,991)
Net book amount	賬面淨值	48,871	509	72,658	16,986	8,517	147,541
Year ended 31 December 2009	**截至二零零九年十二月三十一日止年度**						
Opening net book amount	期初賬面淨值	48,871	509	72,658	16,986	8,517	147,541
Additions	添置	–	295	15,222	702	3,373	19,592
Transfer from investment properties *(Note 15)*	轉自投資物業 *(附註15)*	34	–	–	–	–	34
Disposals *(Note 33(c))*	出售 *(附註33(c))*	(203)	–	(12)	(83)	(570)	(868)
Depreciation	折舊	(3,213)	(330)	(28,788)	(4,760)	(3,474)	(40,565)
Closing net book amount	期末賬面淨值	45,489	474	59,080	12,845	7,846	125,734
At 31 December 2009	**於二零零九年十二月三十一日**						
Cost	成本	53,360	5,820	157,155	24,651	17,287	258,273
Accumulated depreciation	累計折舊	(7,871)	(5,346)	(98,075)	(11,806)	(9,441)	(132,539)
Net book amount	賬面淨值	45,489	474	59,080	12,845	7,846	125,734
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**						
Opening net book amount	期初賬面淨值	45,489	474	59,080	12,845	7,846	125,734
Additions	添置	–	11,614	16,124	5,614	10,041	43,393
Transfer to investment properties *(Note 15)*	轉往投資物業 *(附註15)*	(719)	–	–	–	–	(719)
Acquisition of subsidiaries *(Note 37(b))*	收購附屬公司 *(附註37(b))*	–	765	1,157	–	66	1,988
Disposals *(Note 33(c))*	出售 *(附註33(c))*	(4,795)	–	(378)	(74)	(502)	(5,749)
Depreciation	折舊	(3,243)	(1,759)	(28,639)	(3,612)	(4,979)	(42,232)
Disposed as a part of the discontinued operation *(Note 33(b))*	作為已終止經營業務一部分之出售 *(附註33(b))*	(3,743)	(149)	(4,463)	(485)	(2,461)	(11,301)
Exchange realignment	匯兑調整	1,804	311	2,403	663	438	5,619
Closing net book amount	期末賬面淨值	34,793	11,256	45,284	14,951	10,449	116,733
At 31 December 2010	**於二零一零年十二月三十一日**						
Cost	成本	41,266	16,979	167,117	29,281	21,036	275,679
Accumulated depreciation	累計折舊	(6,473)	(5,723)	(121,833)	(14,330)	(10,587)	(158,946)
Net book amount	賬面淨值	34,793	11,256	45,284	14,951	10,449	116,733

16 PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation expense of HK$26,564,000 (Restated 2009: HK$27,704,000) has been expensed in cost of sales and HK$13,172,000 in selling and administrative expenses (Restated 2009: HK$10,941,000).

As at 31 December 2010, bank borrowings of RMB19,000,000 (approximately HK$22,490,000) were secured on building with a total net book value of HK$16,254,000 (Note 31).

As at 31 December 2009, banking facilities of RMB20,000,000 (approximately HK$22,600,000) were secured on buildings with a total net book value of HK$4,211,000 (Note 31).

16 物業、廠房及設備(續)

折舊開支中26,564,000港元(重列二零零九年:27,704,000港元)已於銷售成本內支銷;及13,172,000港元已於銷售及行政費用支銷(重列二零零九年:10,941,000港元)。

於二零一零年十二月三十一日,銀行借款人民幣19,000,000元(約22,490,000港元)乃由賬面淨值總額16,254,000港元之樓宇作抵押(附註31)。

於二零零九年十二月三十一日,人民幣20,000,000元(相等於約22,600,000港元)之銀行信貸乃由賬面淨值總額4,211,000港元之樓宇作抵押(附註31)。

Company
本公司

		Office furniture and equipment 辦公室家具及設備 HK$'000 千港元
At 1 January 2009	**於二零零九年一月一日**	
Cost	成本	12
Accumulated depreciation	累計折舊	(12)
Net book amount	賬面淨值	–
Year ended 31 December 2009	**截至二零零九年十二月三十一日止年度**	
Opening net book amount	期初賬面淨值	–
Depreciation	折舊	–
Closing net book amount	期末賬面淨值	–
At 31 December 2009	**於二零零九年十二月三十一日**	
Cost	成本	12
Accumulated depreciation	累計折舊	(12)
Net book amount	賬面淨值	–
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**	
Opening net book amount	期初賬面淨值	–
Disposal	出售	–
Closing net book amount	期末賬面淨值	–
At 31 December 2010	**於二零一零年十二月三十一日**	
Cost	成本	–
Accumulated depreciation	累計折舊	–
Net book amount	賬面淨值	–

17 LEASEHOLD LAND

17 租賃土地

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

本集團於租賃土地的權益相當於預繳經營租約款項，其賬面淨值分析如下：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Outside Hong Kong, held on:	香港境外：				
Leases of between 10 to 50 years	按10至50年之租約持有	**38,826**	42,007	**27,309**	28,068

The movement of the net book amount for leasehold land is as follows:

租賃土地之賬面淨值變動如下：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Net book amount at beginning of year	年初賬面淨值	**42,007**	44,180	**28,068**	28,827
Amortisation	攤銷	**(1,078)**	(1,094)	**(759)**	(759)
Disposals *(Note 33(c))*	出售*（附註33(c)）*	**(2,462)**	(1,079)	**–**	–
Disposed as a part of the discontinued operation *(Note 33(b))*	作為已終止之經營業務一部分之出售*（附註33(b)）*	**(231)**	–	**–**	–
Exchange realignment	匯兑調整	**590**	–	**–**	–
Net book amount at end of year	年底賬面淨值	**38,826**	42,007	**27,309**	28,068

During the year, amortisation expenses of HK$54,000 (2009: HK$53,000) has been expensed in cost of sales and HK$1,019,000 (Restated 2009: HK$1,036,000) in administrative expenses.

年內，54,000港元（二零零九年：53,000港元）之攤銷費用乃於銷售成本支銷及有1,019,000港元（重列二零零九年：1,036,000港元）之行政費用。

As at 31 December 2010, bank borrowings of RMB19,000,000 (approximately HK$22,490,000) were secured on leasehold land with a total net book amount of HK$3,631,000 (Note 31).

於二零一零年十二月三十一日，銀行借款人民幣19,000,000元（約22,490,000港元）乃由賬面淨值總額3,631,000港元之租賃土地作抵押（附註31）。

As at 31 December 2009, bank facilities of RMB20,000,000 (approximately HK$22,600,000) were secured on leasehold land with a total net book amount of HK$225,000 (Note 31).

於二零零九年十二月三十一日，人民幣20,000,000元（相等於約22,600,000港元）之銀行信貸乃由賬面淨值總額225,000港元之租賃土地作抵押（附註31）。

18 INTANGIBLE ASSETS

18 無形資產

		Goodwill 商譽 HK$'000 千港元	Brand name 品牌 HK$'000 千港元	Customer list and contracts 客戶名單及合同 HK$'000 千港元	Patents and capitalised software development costs 專利及已撥充資本之軟件開發成本 HK$'000 千港元	In-progress technology 研發中技術 HK$'000 千港元	Total 總額 HK$'000 千港元
Year ended 31 December 2009	**截至二零零九年十二月三十一日止年度**						
Opening net book amount	期初賬面淨值	102,113	1,318	3,240	16,164	–	122,835
Amortisation charge	攤銷支出	–	(1,318)	(905)	(4,548)	–	(6,771)
Closing net book amount	期末賬面淨值	102,113	–	2,335	11,616	–	116,064
At 31 December 2009	**於二零零九年十二月三十一日**						
Cost	成本	102,113	4,520	4,520	22,625	–	133,778
Accumulated amortisation	累計攤銷	–	(4,520)	(2,185)	(11,009)	–	(17,714)
Net book amount	賬面淨值	102,113	–	2,335	11,616	–	116,064
Year ended 31 December 2010	**截至二零一零年十二月三十一日止年度**						
Opening net book amount	期初賬面淨值	102,113	–	2,335	11,616	–	116,064
Acquisition of subsidiaries *(Note 37(b))*	收購附屬公司*(附註37(b))*	119,184	–	41,226	155	6,094	166,659
Additions	添置	–	–	–	12	–	12
Amortisation charge	攤銷支出	–	–	(7,182)	(4,615)	(1,028)	(12,825)
Impairment loss	減值虧損	(29,593)	–	–	–	–	(29,593)
Exchange realignment	匯兌調整	10,127	–	1,506	438	207	12,278
Closing net book amount	期末賬面淨值	201,831	–	37,885	7,606	5,273	252,595
At 31 December 2010	**於二零一零年十二月三十一日**						
Cost	成本	231,424	4,735	47,542	23,874	6,328	313,903
Accumulated amortisation	累計折舊	–	(4,735)	(9,657)	(16,268)	(1,055)	(31,715)
Accumulated impairment loss	累計減值虧損	(29,593)	–	–	–	–	(29,593)
Net book amount	賬面淨值	201,831	–	37,885	7,606	5,273	252,595

During the year, amortisation expenses of HK$5,412,000 (2009: HK$4,294,000) has been expensed in cost of sales and HK$7,413,000 (2009: HK$2,477,000) in administrative expenses.

年內，5,412,000港元（二零零九年：4,294,000港元）之攤銷費用乃於銷售成本支銷及有7,413,000港元（二零零九年：2,477,000港元）之行政費用。

18 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to operating segment. As at 31 December 2010, goodwill of HK$81,228,000 and HK$120,603,000 are allocated to the electronic power meters and solutions and payment solutions and services, respectively.

As at 31 December 2009, goodwill of HK$102,113,000 is allocated to electronic power meters and solutions.

The recoverable amount of a CGU is calculated using pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows within the five-year period are extrapolated using the estimated growth rates stated below. 3% growth rate is assumed for cash flows beyond the five-year period.

The key assumptions used for the calculation are as follows:

Electronic power meter and solution segment:

Gross margin	12-21%
Compound annual growth rate	20%
Discount rate	16.90%

Payment solutions segment:

Compound annual growth rate	85%
Discount rate	17.32%

18 無形資產（續）

商譽減值測試

商譽按照業務分類撥歸所識別之本集團現金產生單位。於二零一零年十二月三十一日，商譽81,228,000港元及120,603,000港元分別撥歸至電能計量產品及解決方案及支付解決方案及服務。

於二零零九年十二月三十一日，商譽102,113,000港元已分配予電能計量產品及解決方案。

現金產生單位之可收回款額基於管理層所批准之五年期財政預算案採用稅前現金流量預測進行計算。五年期內之現金流量則採用下述估計增長率進行推斷。五年期後之現金流量之增長率假設為3%。

計算法所採用關鍵假設如下：

電能計量產品及解決方案分類：

毛利率	12-21%
複合年增長率	20%
折扣率	16.90%

支付解決方案分類：

複合年增長率	85%
折扣率	17.32%

18 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill (continued)

Management determined budgeted gross margin based on past performance and its expectations of the market development. The compound annual growth rate used are consistent with the forecasts of the market. The discount rate used is pre-tax and reflects specific risks relating to the segment.

At year end 31 December 2010, the Group revised its cash flow forecasts of the electronic power meters and solutions segment. Due to changes in market conditions and loss suffered by the electronic power meters and solutions segment, goodwill of HK$29,593,000 (2009: nil) was considered impaired by the management on the electronic power meters segment during the year ended 31 December 2010. The loss has been included in administrative expenses in the consolidated income statement.

The management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed its recoverable amount.

18 無形資產（續）

商譽減值測試（續）

管理層按照過往表現及其對市況發展之預期釐定預算毛利率。所採用之複合年增長率與行業報告所載預測一致。所採用之拆扣率為稅前，並反映分類相關之特定風險。

於截至二零一零年十二月三十一日止年度，本集團修訂其電能計量及解決方案分類之現金流量預測。因市況變動及電能計量及解決方案錄得虧損，截至二零一零年十二月三十一日止年度內，電能計量分類中29,593,000港元（二零零九年：無）之商譽已被管理層視為減值。虧損已計入綜合收益表中行政費用內。

管理層相信，可收回金額所根據的主要假設的任何合理的可能變動，不會引致該單位的賬面值超出其可收回金額。

19 AVAILABLE-FOR-SALE FINANCIAL ASSETS

19 可供出售金融資產

The Group's available-for-sale financial assets includes the following:

本集團可供出售金融資產包括以下項目：

		Group 本集團 2010 二零一零年 HK$'000 千港元	Group 本集團 2009 二零零九年 HK$'000 千港元	Company 本公司 2010 二零一零年 HK$'000 千港元	Company 本公司 2009 二零零九年 HK$'000 千港元
At 1 January	於一月一日	**23,400**	–	**23,400**	–
Additions	添置	**–**	23,400	**–**	23,400
Fair value gain on revaluation	重估之公平值收益	**100**	–	**100**	–
At 31 December	於十二月三十一日	**23,500**	23,400	**23,500**	23,400
Unlisted investment outside Hong Kong	香港境外之非上市投資	**23,500**	23,400	**23,500**	23,400

Available-for-sale financial asset is denominated in US dollars. The fair value of unlisted security is based on future free cash flows attributable to shareholders discounted using a discount rate based on the risk free interest rate and the risk premiums attributable to the underlying investment.

可供出售金融資產以美元計值。非上市證券之公平值是根據股東應佔未來可動用之現金流量採用無風險利率以及相關投資獨有之風險溢價折現計算。

20 INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES

20 於附屬公司之投資及應收╱(應付)附屬公司款項

		Company 本公司 2010 二零一零年 HK$'000 千港元	Company 本公司 2009 二零零九年 HK$'000 千港元
Investments at cost, unlisted shares	非上市股份，按投資成本	**771,357**	771,357
Due from subsidiaries *(Note)*	應收附屬公司款項*(附註)*	**110,085**	121,980
Less: Provision for impairment	減：減值撥備	**(39,695)**	(39,695)
		841,747	853,642
Due to a subsidiary *(Note)*	應付一家附屬公司款項*(附註)*	**(528,844)**	(247,522)
		312,903	606,120

20 INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES (continued)

20 於附屬公司之投資及應收╱(應付)附屬公司款項(續)

Note:

The balances with subsidiaries are unsecured, interest free, and repayable on demand.

附註：

與附屬公司之往來結餘為無抵押、免息及須於索還時償付。

The following is a list of the principal subsidiaries at 31 December 2010:

於二零一零年十二月三十一日，主要附屬公司之名單如下：

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及營業地點	Particulars of issued share capital/registered capital 已發行股本╱註冊資本詳情	Interest held 所持權益
Emerging Technology Limited	The British Virgin Islands ("BVI"), limited liability company 英屬處女群島，有限公司	Investment holding in PRC	7,692,308 ordinary shares of US$1 each 7,692,308股每股面值1美元之普通股	100%
Hi Sun Development Management Limited 高陽拓業管理有限公司	Hong Kong, limited liability company 香港，有限公司	Provision of management services in Hong Kong 在香港提供管理服務	2 ordinary shares of HK$1 each 2股每股面值1港元之普通股	100%
Hi Sun Technology Holding Limited 高陽科技控股有限公司	Bermuda, limited liability company 百慕達，有限公司	Provision of financial solutions, services and related products in Hong Kong 在香港提供金融解決方案服務及相關產品	168,070,000 ordinary shares of HK$0.1 each 168,070,000股每股面值0.1港元之普通股	100%
New Concept Services Limited 新創服務有限公司	BVI, limited liability company 英屬處女群島，有限公司	Investment holding in PRC 在中國從事投資控股	125 ordinary shares of US$1 each 125股每股面值1美元之普通股	80% [1]
Pacific Sheen International Limited 富順國際有限公司	Hong Kong, limited liability company 香港，有限公司	Investment Holding in PRC 在中國從事投資控股	3,900,000 ordinary shares of HK$1 each 3,900,000股每股面值1港元之普通股	80%
Pax Data Limited 百富數據有限公司	Hong Kong, limited liability company 香港，有限公司	Investment holding in PRC 在中國從事投資控股	1 ordinary share of HK$1 each 1股每股面值1港元之普通股	100%

20 INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES (continued)

20 於附屬公司之投資及應收／(應付)附屬公司款項(續)

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及營業地點	Particulars of issued share capital/ registered capital 已發行股本／註冊資本詳情	Interest held 所持權益
Success Bridge Limited	BVI, limited liability company 英屬處女群島，有限公司	Investment holding in Hong Kong 在香港從事投資控股	9,400 ordinary shares of US$0.001 each 600 preference shares of US$0.001 each 9,400股每股面值0.001美元之普通股 600股每股面值0.001美元之優先股	94% [1]
Turbo Speed Technology Limited	BVI, limited liability company 英屬處女群島，有限公司	Investment holding in PRC 在中國從事投資控股	35,897,440 ordinary shares of US$0.1 each 35,897,440股每股面值0.1美元之普通股	94%
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 中國，有限公司	Provision of financial solutions services and related products in PRC 在中國提供金融解決方案服務及相關產品	HK$100,000,000 100,000,000港元	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 中國，有限公司	Provision of telecommunication solutions, and operation value-added services in PRC 在中國提供電訊解決方案及營運增值服務	HK$80,000,000 80,000,000港元	94%
杭州富順信息技術有限公司 Hangzhou Fushun Information Technology Company Limited	PRC, limited liability company 中國，有限公司	Properties holding in PRC 在中國持有物業	US$3,500,000 3,500,000美元	80%
杭州佰福數據技術有限公司 Hangzhou Pax Data Limited	PRC, limited liability company 中國，有限公司	Research & development 研究及開發	HK$10,000,000 10,000,000港元	100%

20 INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES (continued)

20 於附屬公司之投資及應收╱(應付)附屬公司款項(續)

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要業務及營業地點	Particulars of issued share capital/ registered capital 已發行股本╱註冊資本詳情	Interest held 所持權益
杭州百富電子技術有限公司 Hangzhou PAX Electronic Technology Limited	PRC, limited liability company 中國,有限公司	Manufacturing and sales of electronic power meters and solutions in PRC 在中國生產及銷售電能計量產品及解決方案	RMB53,400,000 人民幣53,400,000元	80%
杭州百富電力技術有限公司 Hangzhou PAX Electricity Technology Limited	PRC, limited liability company 中國,有限公司	Investment Holding in PRC 在中國從事投資控股	RMB27,500,000 人民幣27,500,000元	80%
湖南高陽通聯信息技術有限公司 Hunan Hisun Mobile Pay IT Limited	PRC, limited liability company 中國,有限公司	Provision of payment solutions and services 提供支付解決方案及服務	HK$20,000,000 20,000,000港元	94%
JIM Holdings International Company Limited 結行控股國際有限公司	BVI, limited liability company 英屬處女群島,有限公司	Investment holding in PRC 在中國從事投資控股	10,588,200 ordinary shares of US$0.001 each 10,588,200股每股面值0.001美元之普通股	94%
結行信息技術(上海)有限公司	PRC, limited liability company 中國,有限公司	Provision of payment solutions and services 提供支付解決方案及服務	US$3,550,000 3,550,000美元	94%
重慶結行移動商務有限公司	PRC, limited liability company 中國,有限公司	Provision of payment solutions and services 提供支付解決方案及服務	RMB10,000,000 人民幣10,000,000元	94%[2]
Beijing Hisun Mobile Pay IT Company 北京高陽通聯信息技術有限公司	PRC, limited liability company 中國,有限公司	Provision of payment solutions and services 提供支付解決方案及服務	HK$20,000,000 20,000,000港元	94%

20 INVESTMENTS IN SUBSIDIARIES AND DUE FROM/(TO) SUBSIDIARIES (continued)

20 於附屬公司之投資及應收／(應付)附屬公司款項(續)

1 Shares held directly by the Company.

2 The Company does not have legal ownership in equity of this subsidiary. Nevertheless, under certain contractual agreement enacted among the registered owners of the subsidiary, the Company and its other subsidiary, the Company controls the company by way of controlling more than one half of the voting rights of it, governing its financial and operating policies and appointing or removing the majority of the members of its controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of the company to the Company. As a result, it is presented as consolidating subsidiary of the Company.

1 本公司直接持有股份。

2 本公司並無擁有該附屬公司權益的法定擁有權。然而，根據該附屬公司的註冊擁有人、本公司及其其他附屬公司所訂立的若干合約安排，本公司透過控制該公司逾半投票權、控制其財務及營運決策、任免其管治組織的大部份成員，以及於該管治組織會議上投大多數票，從而控制該公司。此外，有關合約協議亦將該公司的風險及回報轉移予本公司。因此，彼被呈列作為本公司的綜合附屬公司。

21 INTEREST/INVESTMENT IN AN ASSOCIATED COMPANY

21 於一間聯營公司之權益／投資

		Group 本集團 2010 二零一零年 HK$'000 千港元	Company 本公司 2010 二零一零年 HK$'000 千港元
At 1 January	於一月一日	–	–
Addition (Note 33(b))	添置(附註33(b))	**1,278,720**	**316,862**
Share of profit	所佔溢利	**6,860**	–
Share of other comprehensive income	應佔之其他全面收益	**134**	–
At 31 December	於十二月三十一日	**1,285,714**	**316,862**

21 INTEREST/INVESTMENT IN AN ASSOCIATED COMPANY (continued)

21 於一間聯營公司之權益／投資（續）

The share of results of its associated company of the Group which is listed in Hong Kong, and its aggregated assets and liabilities, is set out below:

本集團於香港上市之聯營公司之應佔業績及其總資產及負債載列如下：

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Particular of issued share capital 已發行股本詳情 As at 31 December 2010 於二零一零年十二月三十一日	Assets 資產 HK$'000 千港元 As at 31 December 2010 於二零一零年十二月三十一日	Liabilities 負債 HK$'000 千港元 As at 31 December 2010 於二零一零年十二月三十一日	Share of turnover 應佔營業額 HK$'000 千港元 Year ended 31 December 2010 截至二零一零年十二月三十一日止年度	Share of profit 應佔利潤 HK$'000 千港元 Year ended 31 December 2010 截至二零一零年十二月三十一日止年度	Effective interest held 所持有之實際權益 As at 31 December 2010 於二零一零年十二月三十一日
PAX Global 百富環球	Bermuda, limited liability company 百慕達，有限公司	1,000,000,000 ordinary share of HK$0.1 each 1,000,000,000股每股面值0.1港元之普通股	1,505,360	(218,249)	16,051	6,860	44.4%

22 INVENTORIES

22 存貨

		Group 本集團 As at 31 December 於十二月三十一日 2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Raw materials	原材料	**80,627**	60,566
Work in progress	在製品	**28,350**	22,810
Finished goods	製成品	**59,449**	84,182
		168,426	167,558

The cost of inventories recognised as an expense and included in cost of sales amounted to HK$371,636,000 (Restated 2009: HK$221,823,000).

確認為開支及計入銷售成本的存貨成本達371,636,000港元（重列二零零九年：221,823,000港元）。

23 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LONG-TERM DEPOSITS

23 應收賬款及其他應收款項、預付款項及按金以及長期按金

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2010 二零一零年	2009 二零零九年	**2010** 二零一零年	2009 二零零九年
		HK$'000 千港元	HK$'000 千港元	**HK$'000** 千港元	HK$'000 千港元
Current portion	**即期部分**				
Trade receivables *(Note (a))*	應收賬款*(附註(a))*	**225,296**	291,455	**–**	–
Less: provision for impairment of receivables *(Note (b))*	減：應收款項減值撥備*(附註(b))*	**(19,333)**	(13,380)	**–**	–
Bills receivables *(Note (c))*	應收票據*(附註(c))*	**1,308**	107,142	**–**	–
		207,271	385,217	**–**	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	**84,609**	52,588	**558**	604
		291,880	437,805	**558**	604
Non-current portion	**非即期部分**				
Long-term deposits	長期按金	**1,596**	–	**–**	–
Total	合計	**293,476**	437,805	**558**	604

23 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LONG-TERM DEPOSITS (continued)

23 應收賬款及其他應收款項、預付款項及按金以及長期按金(續)

The carrying amounts of the Group's trade and other receivables, prepayments and deposits and long-term deposits are denominated in the following currencies:

本集團之應收賬款及其他應收款項、預付款項及按金以及長期按金之賬面值乃以下列貨幣列值：

		Group 本集團 As at 31 December 於十二月三十一日		Company 本公司 As at 31 December 於十二月三十一日	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
HKD	港元	**4,487**	9,000	**558**	604
RMB	人民幣	**287,049**	405,292	**–**	–
US Dollar	美元	**1,785**	23,513	**–**	–
Euro	歐元	**155**	–	**–**	–
		293,476	437,805	**558**	604

Note (a): Trade receivables

附註(a)：應收賬款

The Group's credit terms to trade debtors range from 0 to 180 days. At 31 December 2010 and 2009, the ageing analysis of the trade receivables was as follows:

本集團給予貿易債務人之信貸期由零至180日不等。於二零一零年及二零零九年十二月三十一日，應收賬款之賬齡分析如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九 HK$'000 千港元
Current to 90 days	即期至90日	**157,280**	189,770
91 to 180 days	91至180日	**31,348**	44,547
181 to 365 days	181至365日	**12,100**	24,102
Over 365 days	365日以上	**24,568**	33,036
		225,296	291,455

The Group's sales are made to several major customers and there is concentration of credit risks. Sales of goods and services to the top five customers contributed 51% of the Group's turnover for the year ended 31 December 2010 (2009: 54%). Collections of outstanding receivable balances are closely monitored on an ongoing basis to minimise such credit risk.

本集團之銷售乃向數名主要客戶作出且有信貸集中風險。向五大客戶銷售的貨物及服務構成本集團截至二零一零年十二月三十一日止年度營業額的51%（二零零九年：54%）。本集團不斷密切監察尚未償還應收款項餘額之收回情況，以減少此等信貸風險。

23 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LONG-TERM DEPOSITS (continued)

23 應收賬款及其他應收款項、預付款項及按金以及長期按金(續)

Note (a): Trade receivables (continued)

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

As of 31 December 2010, trade receivables of HK$47,381,000 (2009: HK$47,055,000) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

附註(a):應收賬款(續)

逾期但未減值之應收款項涉及若干與本集團有良好交易記錄之獨立客戶。鑒於過往經驗,該部份客戶之信貸質素未發生重大變化,預計應收款項結欠仍可全數回收,管理層認為該等應收款項不需作減值準備。本集團並無持有任何該等應收款項結餘之抵押品。

於二零一零年十二月三十一日,應收賬款47,381,000港元(二零零九年:47,055,000港元)乃逾期但未減值。該等應收賬款之賬齡分析如下:

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Up to 3 months	三個月內	**–**	2,244
3 to 6 months	三至六個月	**30,097**	22,968
Over 6 months	六個月以上	**17,284**	21,843
		47,381	47,055

Note (b): Provision for impairment of receivables

The movement on the provision for impairment of receivables are as follows:

附註(b):應收款項減值撥備

應收款項減值撥備變動如下:

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
At 1 January	於一月一日	**13,380**	16,021
Write-back of provision	撥備撥回	**(1,277)**	(3,330)
Provision recognised in the consolidated income statement	於綜合收益表內確認之撥備	**9,734**	689
Receivables written-off during the year as uncollectible	年內因不可收回而撇銷之應收款項	**(1,229)**	–
Disposed as part of discontinued operation	作為已終止經營業務一部分之出售	**(1,846)**	–
Exchange realignment	匯兑調整	**571**	–
At 31 December	於十二月三十一日	**19,333**	13,380

23 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LONG-TERM DEPOSITS (continued)

23 應收賬款及其他應收款項、預付款項及按金以及長期按金（續）

Note (b): Provision for impairment of receivables (continued)

The other classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

附註(b)：應收款項減值撥備（續）

其他類別之應收賬款及其他應收款項並無包括減值資產。

於報告日期所面對之最大信貸風險乃上述各類應收款項之賬面值。本集團並無持有任何抵押品作為擔保。

Note (c): Bills receivables

The balance represents bank acceptance notes with maturity dates within six months.

The maturity profile of the bills receivable of the Group is as follows:

附註(c)：應收票據

該結餘指到期日為少於六個月之銀行承兌票據：

本集團應收票據之到期情況如下：

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九 HK$'000 千港元
Falling within 90 days	90日內	**948**	87,606
Falling within 91 to 180 days	91至180日	**360**	19,536
		1,308	107,142

24 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24 按公平值計入溢利或虧損之金融資產

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Unlisted securities:	非上市證券：				
Collective investment scheme	集合資產管理計劃				
– PRC	一中國	**12,330**	–	**–**	–
Listed securities:	上市證券：				
– Equity securities – US	一股本證券一美國	**568**	480	**568**	480
Total	合計	**12,898**	480	**568**	480

Financial assets at fair value through profit or loss are presented in operating activities as part of changes in working capital in the consolidated cash flow statement (Note 33(a)).

按公平值計入溢利或虧損之金融資產乃於綜合現金流量表呈列為經營業務，作為營運資金部分變動(附註33(a))。

Changes in fair values of financial assets at fair value through profit or loss are recorded as other gains net in the consolidated income statement (Note 5).

按公平值計入溢利或虧損之金融資產公平值變動於綜合收益表記錄為其他收益淨額(附註5)。

The fair values of listed securities are based on their current bid price in active market. The fair values of unlisted securities are based on bank valuation.

上市證券的公平值根據其在活躍市場的當時買盤價計算。非上市證券的公平值則根據銀行估值計算。

25 RESTRICTED CASH

25 受限制現金

		Group 本集團	
		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Restricted bank deposits	受限制銀行存款	**–**	1,740

The effective interest rate on restricted bank deposits as at 31 December 2009 was 0.36% per annum. It represented deposits pledged to the banks to secure banking facilities granted to the Group which were kept in the bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange control.

於二零零九年十二月三十一日，受限制銀行存款之實際年利率為0.36%。此乃已抵押予銀行之存款，以使本集團獲授銀行信貸，其存放於在中國之銀行開立之銀行賬戶，而有關資金之付匯乃受到外匯管制。

The carrying amounts of restricted cash were denominated in the following currencies:

受限制現金之賬面值乃以下列貨幣列值：

		Group 本集團	
		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
RMB	人民幣	**–**	1,740

26 SHORT-TERM BANK DEPOSITS

Short-term bank deposits are fixed deposits with banks maturing between three to twelve months. All of the short-term bank deposits are denominated in RMB. They are kept in the bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange control.

The effective interest rate on short-term bank deposits was 2.25% to 2.75% per annum as at 31 December 2010 (2009: 0.36% to 2.25% per annum). The deposit has an average maturity of 286 days (2009: 202 days).

26 短期銀行存款

短期銀行存款乃為三至十二個月到期之銀行定期存款。所有短期銀行存款乃以人民幣計值。該等存款乃存放於在中國之銀行開立之銀行賬戶，而有關資金之付匯乃受到外匯管制。

於二零一零年十二月三十一日，短期銀行存款之實際年利率為2.25%至2.75%（二零零九年：年利率為0.36%至2.25%），而存款平均到期日為286日（二零零九年：202日）。

27 CASH AND CASH EQUIVALENTS

27 現金及現金等價物

		Group 本集團		Company 本公司	
		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元	**2010** **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Cash at bank and on hand	銀行存款及手頭現金	**1,281,616**	1,139,974	**498,353**	540,836

Funds of the Group amounting to HK$384,564,000 (2009: HK$460,200,000) are kept in the bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange control.

本集團之資金中384,564,000港元（二零零九年：460,200,000港元），乃存放於在中國之銀行開立之銀行賬戶內，而有關資金之付匯乃受到外匯管制。

27 CASH AND CASH EQUIVALENTS (continued)

27 現金及現金等價物（續）

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物乃以下列貨幣計值：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
HKD	港元	**392,125**	427,444	**280,359**	328,127
RMB	人民幣	**363,711**	421,316	**–**	–
US Dollar	美元	**525,416**	289,965	**217,994**	212,709
Euro	歐元	**364**	1,249	**–**	–
		1,281,616	1,139,974	**498,353**	540,836

28 SHARE CAPITAL

28 股本

		Ordinary shares of HK$0.0025 each 每股面值0.0025港元之普通股	
		No. of shares 股數	HK$'000 千港元
Authorised:	*法定：*		
As at 31 December 2009 and 31 December 2010	於二零零九年十二月三十一日及二零一零年十二月三十一日	4,000,000,000	10,000
Issued and fully paid:	*已發行及繳足：*		
Opening balance at 1 January 2009	於二零零九年一月一日之期初結餘	2,231,972,835	5,580
Shares issued under share options scheme of the Company *(Note (a))*	根據本公司購股權計劃發行股份*（附註 (a)）*	41,457,000	104
Issue of new ordinary shares *(Note (b))*	發行新普通股*（附註 (b)）*	400,000,000	1,000
At 31 December 2009 and 31 December 2010	於二零零九年十二月三十一日及二零一零年十二月三十一日	2,673,429,835	6,684

28 SHARE CAPITAL (continued)

Notes:

(a) Share options of 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 an exercise price of HK$0.374 per share (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 Company's shareholders. Upon refreshing the 10% 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 per share (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.

28 股本(續)

附註:

(a) 本公司之購股權

本公司運作一項購股權計劃(「該計劃」),旨在吸引、挽留及激勵有才幹之僱員,以助本集團日後發展及擴充業務。該計劃的合資格參與者包括本集團的全職僱員以及執行及非執行董事。該計劃於二零零一年十一月二十九日生效,除非該計劃取消或修訂,否則將由該日起計十年仍然有效及生效。

連同所有其他購股權計劃(如有)可能授出之購股權涉及之股份總數,不得超過本公司於批准該計劃當日已發行股本總額之10%,惟本公司取得股東另外特准更新該10%的限額除外。

該計劃項下可能授出之購股權連同該計劃及本公司任何其他購股權計劃項下已授出而尚未行使之任何購股權所涉及之股份數目,最多不得超過任何時候本公司已發行相關類別證券之30%。於二零零四年三月十八日,本公司向若干董事及僱員授出33,000,000份購股權,行使價為每股0.374港元(即緊接二零零四年三月十八日前五個營業日香港聯合交易所有限公司發佈之每日報價表所報股份之平均收市價),到期日為二零一四年三月十七日。

根據於二零零五年八月十七日通過的普通決議案,根據該計劃可授出的購股權限額獲本公司股東批准更新。該計劃項下授出購股權之10%原有限額更新後,可根據該計劃授出額外購股權發行33,305,403股股份。

於二零零五年九月二十六日,本公司向若干董事及僱員授出33,300,000份購股權,每股行使價0.768港元(即緊接二零零五年九月二十六日前五個營業日香港聯合交易所有限公司發佈之每日報價表所報股份之平均收市價),到期日為二零一五年九月二十五日。購股權期間由二零零五年九月二十六日開始,十年後到期。

28 SHARE CAPITAL (continued)

Notes: (continued)

(a) Share options of the Company (continued)

Options granted are vested as follows:

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

A share subdivision in the prior years has led to an adjustment to the exercise price of the outstanding options and the number of shares to be issued by the Company upon exercise of the outstanding options. For share options with exercise period from 18 March 2004 to 17 March 2014, the number of shares to be issued by the Company upon full exercise of such outstanding options immediately before the share subdivision has been increased from 23,000,000 shares to 92,000,000 shares and the exercise price has been adjusted from HK$0.374 to HK$0.0935 per share. For share options with exercise period from 26 September 2005 to 25 September 2015, the number of shares to be issued by the Company upon full exercise of such outstanding options immediately before the share subdivision has been increased from 33,300,000 shares to 133,200,000 shares and the exercise price has been adjusted from HK$0.768 to HK$0.192 per share.

On 2 January 2007, 43,000,000 share options were granted to certain employees at an exercise price of HK$2.00 per share (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 2 January 2007) with an expiry date of 1 January 2010.

During the year ended 31 December 2009, 41,457,000 share options have been exercised and the weighted average closing price immediately before the dates on which the options were exercised was HK$3.62 per share. The Group has no legal or constructive obligation to purchase or settle the option in cash. As at 31 December 2009, the Company had 1,000 share options outstanding. On 1 January 2010, 1,000 share options have been lapsed and no share option of the Company was outstanding as at 31 December 2010.

(b) Issue of new ordinary shares

On 12 May 2009, the Company entered into a subscription agreement with two subscribers in relation to the subscription by the subscribers at a price of HK$0.75 per share of an aggregate of 400,000,000 new ordinary shares of HK$0.0025 each to be issued by the Company pursuant to the subscription agreement. The subscription consideration of HK$300,000,000 was settled by the subscribers in cash and the subscription was completed on 21 May 2009. Proceeds from the subscription would be utilized for the development of 3G mobile value-added solutions and services, mainly 3G mobile gaming in the PRC; the development of payment operation services in the electronic payment market in the United States of America; and the development of financial solution and electronic power meters and solutions outsourcing services; and the remaining balance as general working capital of the Group.

28 股本（續）

附註：（續）

(a) 本公司之購股權（續）

授出之購股權歸屬如下：

於二零零五年九月二十六日	最多50%
於二零零六年九月二十六日	最多100%

過往年度之股份分拆導致須對未行使購股權及本公司於未行使購股權獲行使時將予發行之股份數目作出調整。就行使期由二零零四年三月十八日至二零一四年三月十七日之購股權而言，本公司於有關購股權獲悉數行使時將予發行之股份數目，已由23,000,000股增至92,000,000股，而行使價由每股0.374港元調整至每股0.0935港元。就行使期由二零零五年九月二十六日至二零一五年九月二十五日之購股權而言，本公司於有關購股權獲悉數行使時將予發行之股份數目，已由33,300,000股增至133,200,000股，而行使價由每股0.768港元調整至每股0.192港元。

於二零零七年一月二日，本公司向若干僱員授出43,000,000份購股權，行使價為每股2.00港元，即緊接二零零七年一月二日前五個營業日香港聯合交易所有限公司發佈之每日報價表所報股份平均收市價，到期日為二零一零年一月一日。

截至二零零九年十二月三十一日止年度，41,457,000份購股權獲行使，而緊接購股權獲行使前之股份加權平均收市價為每股3.62港元。本集團並無以現金購回或償付購股權之法律或推定責任。於二零零九年十二月三十一日，公司方面有1,000份購股權尚未行使。於二零一零年一月一日，1,000份購股權已失效，而於二零一零年十二月三十一日，本公司並無尚未行使之購股權。

(b) 發行新普通股

於二零零九年五月十二日，本公司與兩名認購方訂立認購協議，認購方根據認購協議按每股0.75港元之價格認購合共400,000,000股將由本公司發行每股面值0.0025港元之新普通股。認購方以現金支付認購代價300,000,000港元，有關認購已於二零零九年五月二十一日完成。認購所得款項將用作在中國開發3G移動增值解決方案及服務，主要為3G手機遊戲；開拓美國電子支付市場的支付運營服務；開發金融解決方案及電能計量產品及解決方案外包服務；及餘額將用作本集團之一般營運資金。

29 RESERVES

29 儲備

(a) Group

(a) 本集團

		Share premium 股份溢價 HK$'000 千港元	Contributed surplus (*Note(i)*) 實繳盈餘 (*附註(i)*) HK$'000 千港元	Other reserves 其他儲備 HK$'000 千港元	Exchange reserve 匯兑儲備 HK$'000 千港元	Retained earnings 保留盈利 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2009	**於二零零九年一月一日**	548,330	168,434	21,204	82,022	371,397	1,191,387
Profit for the year	年度溢利	–	–	–	–	85,845	85,845
Issue of new ordinary shares	發行新普通股	298,880	–	–	–	–	298,880
Disposal of 20% equity interest in a subsidiary that does not result in losing control of the subsidiary	出售一家附屬公司之20%股權而並無導致失去該附屬公司控制權	–	–	87,581	–	–	87,581
Shares issued under share options scheme of the Company	根據本公司購股權計劃發行股份	82,810	–	–	–	–	82,810
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表之匯兑差額	–	–	–	(347)	–	(347)
At 31 December 2009	**於二零零九年十二月三十一日**	930,020	168,434	108,785	81,675	457,242	1,746,156
At 1 January 2010	**於二零一零年一月一日**	**930,020**	**168,434**	**108,785**	**81,675**	**457,242**	**1,746,156**
Profit for the year	年度溢利	**–**	**–**	**–**	**–**	**850,275**	**850,275**
Issue of convertible preferred shares by a subsidiary (*Note 36*)	一間附屬公司發行可換股優先股(*附註36*)	**–**	**–**	**407,354**	**–**	**–**	**407,354**
Acquisition of a subsidiary (*Note 37(a)*)	收購一間附屬公司(*附註37(a)*)	**–**	**–**	**17,173**	**–**	**–**	**17,173**
Release of reserve upon disposal of subsidiaries (*Note 33(b)*)	出售附屬公司所產生之儲備解除(*附註33(b)*)	**–**	**–**	**–**	**(26,229)**	**–**	**(26,229)**
Fair value gain on revaluation of available-for-sale financial assets (*Note 19*)	重估可供出售金融資產之公平值收益(*附註19*)	**–**	**–**	**100**	**–**	**–**	**100**
Share of other comprehensive income of an associated company (*Note 21*)	應佔一間聯營公司之其他全面收入(*附註21*)	**–**	**–**	**–**	**134**	**–**	**134**
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表之匯兑差額	**–**	**–**	**–**	**48,813**	**–**	**48,813**
At 31 December 2010	**於二零一零年十二月三十一日**	**930,020**	**168,434**	**533,412**	**104,393**	**1,307,517**	**3,043,776**

Note:

(i) The contributed surplus of the Group represents the difference between the nominal value of the ordinary 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 thereof.

(ii) PRC companies are required to allocate 10% of the companies' net profit to a statutory reserve fund until such fund reaches 50% of the companies' registered capital. The statutory reserve fund can be utilized upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the companies, provided that such fund is maintained at a minimum of 25% of the companies' registered capital. As at 31 December 2010, retained earnings comprise of statutory reserve fund amounting to HK$62,841,000 (2009: HK$100,812,000).

附註：

(i) 本集團之實繳盈餘指向高陽控股有限公司(「高陽控股」)股東寄發日期為二零零一年八月九日之通函所載，根據於二零零一年十月十七日進行之集團重組(「重組」)所收購之高陽控股之普通股面值及股份溢價賬，與本公司就此交換之已發行股份面值之差額。

(ii) 中國公司必須將本公司純利之10%分配至該儲備金直至該儲備金達至該公司註冊資本之50%。法定儲備金經有關當局批准後可用於抵消累計虧損或增加公司之註冊資本，惟該儲備金最低須維持於公司註冊資本之25%水平。於二零一零年十二月三十一日，保留盈利含有法定儲備金達62,841,000港元(二零零九年：100,812,000港元)。

29 RESERVES (continued)

(b) Company

29 儲備（續）

(b) 本公司

		Share premium 股份溢價 HK$'000 千港元	Contributed surplus 實繳盈餘 HK$'000 千港元	Other reserves 其他儲備 HK$'000 千港元	Retained earnings/ (accumulated losses) 保留盈利／(累計虧損) HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2009	**於二零零九年一月一日**	776,034	46,417	34,223	16,096	872,770
Loss for the year	年度虧損	–	–	–	(68,820)	(68,820)
Issue of new ordinary shares	發行新普通股	298,880	–	–	–	298,880
Shares issued under share options scheme of the Company	根據本公司購股權計劃發行股份	82,810	–	–	–	82,810
At 31 December 2009	**於二零零九年十二月三十一日**	1,157,724	46,417	34,223	(52,724)	1,185,640
At 1 January 2010	**於二零一零年一月一日**	**1,157,724**	**46,417**	**34,223**	**(52,724)**	**1,185,640**
Loss for the year	年度虧損	**–**	**–**	**–**	**(52,056)**	**(52,056)**
Fair value gain on revaluation of available-for-sale financial assets	重估可供出售金融資產之公平值收益	**–**	**–**	**100**	**–**	**100**
At 31 December 2010	**於二零一零年十二月三十一日**	**1,157,724**	**46,417**	**34,323**	**(104,780)**	**1,133,684**

Notes:

(i) 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.

附註：

(i) 本公司之實繳盈餘指根據重組所收購之附屬公司股份公平值與本公司就此交換之已發行股份面值之差額。根據百慕達一九八一年公司法，公司可在若干情況下從實繳盈餘中撥出款額以向其股東作出分派。

30 TRADE AND OTHER PAYABLES

30 應付賬款及其他應付款項

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Trade payables *(Note (a))*	應付賬款*(附註(a))*	**251,749**	201,782	**–**	–
Other payables and accruals *(Note (b))*	其他應付款項及應計款項*(附註(b))*	**203,771**	161,620	**25,655**	11,557
		455,520	363,402	**25,655**	11,557

The carrying values of trade and other payables approximate their fair values.

應付賬款及其他應付款項之賬面值與其公平值相若。

Trade and other payables are denominated in the following currencies:

應付賬款及其他應付款項乃以下列貨幣列值：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
HKD	港元	**31,873**	26,843	**25,655**	11,557
RMB	人民幣	**423,647**	336,295	**–**	–
US Dollar	美元	**–**	264	**–**	–
		455,520	363,402	**25,655**	11,557

30 TRADE AND OTHER PAYABLES (continued)

30 應付賬款及其他應付款項(續)

Note (a):

附註(a)：

Trade payables

At 31 December 2010 and 2009, the ageing analysis of the trade payables was as follows:

應付賬款

於二零一零年及二零零九年十二月三十一日，應付賬款之賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Current to 90 days	現時至90日	**199,090**	180,642
91 to 180 days	91至180日	**42,508**	12,657
181 to 365 days	181至365日	**5,833**	988
Over 365 days	超過365日	**4,318**	7,495
		251,749	201,782

The credit period granted by the suppliers ranges from 0 to 180 days.

獲供應商授予之信貸期介乎0至180日之間。

Note (b):

附註(b)：

Other payables and accruals

其它應付款項及應計款項

		Group 本集團		Company 本公司	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Accrued staff costs and pension obligations	應計員工成本及退休金供款	**62,156**	62,824	**6,169**	9,500
Receipt in advance from customers	預先收取客戶款項	**58,491**	25,931	**–**	–
Accrued subcontracting costs	應計外包成本	**8,983**	14,288	**–**	–
Others	其它	**74,141**	58,577	**19,486**	2,057
		203,771	161,620	**25,655**	11,557

31 BORROWINGS　31 借款

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Current	即期		
Short term bank loans – PRC, secured *(Note)*	短期銀行貸款－中國，有抵押（*附註*）	**22,490**	–
Total borrowings	借款總額	**22,490**	–

The balance was denominated in RMB.

結餘乃以人民幣列值。

Note:

附註：

The maturity of borrowings is as follows:

借款之到期日如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Within 6 months	六個月內	**–**	–
6 months to 1 year	六個月至一年	**22,490**	–
		22,490	–

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

於結算日之實際利率如下：

		2010 二零一零年 % per annum 每年%
Short term bank borrowings	短期銀行借款	**6.372%**

31 BORROWINGS (continued)

The carrying amounts of the borrowings as at 31 December 2010 were denominated in RMB.

As at 31 December 2010, banking borrowings of RMB19,000,000 (approximately HK$22,490,000) was provided to the Group which was secured by the leasehold land and building of the Group (Note 16 and 17).

As at 31 December 2009, banking facilities of RMB20,000,000 (approximately HK$22,600,000) was provided to the Group which was secured by the leasehold land and building of the Group (Note 16 and 17).

The carrying amounts of short–term borrowings approximate their fair values.

31 借款(續)

於二零一零年十二月三十一日，借款賬面值以人民幣列值。

於二零一零年十二月三十一日，本集團獲授人民幣19,000,000元(約22,490,000港元)之銀行借貸乃由本集團之租賃土地及樓宇作抵押(附註16及17)。

於二零零九年十二月三十一日，本集團獲授人民幣20,000,000元(約22,600,000港元)之銀行信貸乃由本集團之租賃土地及樓宇作抵押(附註16及17)。

短期借款賬面值與其公平值相若。

32 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:

32 遞延所得稅

當有法定權利可將現有稅項資產與現有稅項負債抵銷，且遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與負債互相抵銷。抵銷金額如下：

		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Deferred tax assets to be recovered within 12 months	十二個月內將予撥回之遞延稅項資產	**(648)**	(355)
Deferred tax liabilities to be settled within 12 months	十二個月內將付之遞延稅項負債	**3,577**	126
Deferred tax liabilities to be settled after 12 months	十二個月後將付之遞延稅項負債	**8,488**	2,855
Deferred tax liabilities – net	遞延稅項負債－淨額	**11,417**	2,626

32 DEFERRED INCOME TAX (continued)

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

32 遞延所得稅（續）

年內，將相同稅項司法權區之結餘互相抵銷前，遞延稅項資產與負債之變動如下：

		2010 二零一零年			2009 二零零九年		
		Accelerated tax depreciation 加速稅項折舊 HK$'000 千港元	**Fair value gains 公平值收益 HK$'000 千港元**	**Total 合計 HK$'000 千港元**	Accelerated tax depreciation 加速稅項折舊 HK$'000 千港元	Fair value gains 公平值收益 HK$'000 千港元	Total 合計 HK$'000 千港元
Deferred tax liabilities	**遞延稅項負債**						
At 1 January	於一月一日	**126**	**2,855**	**2,981**	87	6,870	6,957
Additions on acquisition of subsidiaries *(Note 37)*	收購附屬公司之添置*（附註37）*	**–**	**11,259**	**11,259**	–	–	–
(Credited)/charged to consolidated income statement	自綜合收益表（計入）／扣除	**282**	**(2,948)**	**(2,666)**	39	(2,112)	(2,073)
Effect of change in tax rate	稅率變動影響	**–**	**–**	**–**	–	(1,903)	(1,903)
Exchange realignment	匯兌差額	**–**	**491**	**491**	–	–	–
At 31 December	於十二月三十一日	**408**	**11,657**	**12,065**	126	2,855	2,981

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Deferred tax assets	**遞延稅項資產**		
At 1 January	於一月一日	**(355)**	(316)
Credited to consolidated income statement	自綜合收益表計入	**(282)**	(39)
Exchange realignment	匯兌調整	**(11)**	–
At 31 December	於十二月三十一日	**(648)**	(355)

32 DEFERRED INCOME TAX (continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related benefits through the future taxable profits is probable. As at 31 December 2010, the Group had unrecognised tax losses of HK$389,214,000 (2009: HK$179,287,000) to carry forward against future taxable income. These tax losses have not been recognised 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.

Deferred income tax liabilities of HK$24,821,000 have not been recognised as of 31 December 2010 (2009: HK$34,941,000) for the withholding tax and other taxes that would be payable on the unremitted earnings of the companies comprising the Group.

32 遞延所得税（續）

遞延所得税資產乃因應相關利益有可能透過日後應課税溢利變現而就所結轉之税項虧損作確認。截至二零一零年十二月三十一日，本集團之未確認税項虧損為389,214,000港元（二零零九年：179,287,000港元），可結轉以抵銷日後應課税收入。由於未能確定上述税項虧損能否於將來撥回，故並無確認上述税項虧損。此等税項虧損之到期日根據本集團經營國家之適用税法及規例而定。

於二零一零年十二月三十一日，並未就本集團旗下公司的未滙出盈利應繳納的預扣税及其他税項確認遞延所得税負債24,821,000港元（二零零九年：34,941,000港元）。

33 NOTES TO CONSOLIDATED CASH FLOW STATEMENT

33 綜合現金流量表附註

(a) Reconciliation of profit before income tax to net cash (used in)/generated from operations

(a) 除所得稅前溢利與經營(所用)／產生之淨現金對賬

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
(Loss)/profit before income tax from continuing operations	除持續經營業務之所得稅前(虧損)／溢利	**(219,270)**	43,683
Profit before income tax from discontinued operation	已終止經營業務除稅前溢利	**1,122,573**	100,083
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**42,232**	40,565
Depreciation of investment property	投資物業折舊	**108**	108
Amortisation of leasehold land	租賃土地攤銷	**1,078**	1,094
Amortisation of intangible assets	無形資產攤銷	**12,825**	6,771
Gain on disposal of subsidiaries	出售附屬公司之收益	**(966,028)**	–
Share of profit of an associated company	應佔一間聯營公司溢利	**(6,860)**	–
(Gain)/loss on disposal of property, plant and equipment and leasehold land	出售物業、廠房及設備及租賃土地之(收益)／虧損	**(4,989)**	107
Provision for impairment of trade receivables	應收賬款減值撥備	**9,734**	689
Write-back of provision for impairment of trade receivables	應收賬款減值撥備撥回	**(1,277)**	(3,330)
Provision for inventory	存貨撥備	**523**	4,539
Impairment of goodwill	商譽減值	**29,593**	–
Interest income	利息收入	**(10,900)**	(7,598)
Finance costs	融資成本	**473**	464
Operating profit before working capital changes	營運資金變動前之經營溢利	**9,815**	187,175
Increase in long-term deposits	長期按金增加	**(1,596)**	–
Increase in inventories	存貨增加	**(133,669)**	(2,034)
(Increase)/decrease in trade and other receivables, prepayments and deposits	應收賬款及其他應收款項、預付款項及按金(增加)／減少	**(179,737)**	94,996
Increase/(decrease) in financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產增加／(減少)	**(12,406)**	39
Decrease in amount due from a related company	應收一家關連公司款項減少	**–**	1,176
Increase in trade and other payables	應付賬款及其他應付款項增加	**258,094**	23,180
Cash (used in)/generated from operations	經營(所用)／產生之現金	**(59,499)**	304,532

33 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

33 綜合現金流量表附註（續）

(b) Net cash outflow in respect of disposal of subsidiaries

(b) 出售附屬公司之現金流出淨額

		20 December 2010 二零一零年 十二月二十日 HK$'000 千港元
Consideration received:	**已收代價：**	
Interest retained by the Group as an associated company (Note 21)	本集團保留聯營公司之權益（附註21）	**1,278,720**
Analysis of assets and liabilities over which control was lost:	**失去控制權之資產及負債分析：**	
Property, plant and equipment	物業、廠房及設備	**11,301**
Leasehold land	租賃土地	**231**
Inventories	存貨	**144,555**
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款項、預付款項及按金	**348,211**
Restricted cash	受限制現金	**2,846**
Cash and cash equivalents	現金及現金等價物	**281,907**
Trade and other payables	應付賬款及其他應付款項	**(194,140)**
Taxation payable	應付稅項	**(24,654)**
Net assets disposed of	已出售資產淨值	**570,257**
Non-controlling interests (including release of reserve)	非控股權益（包括儲備之解除）	**231,336**
Release of reserve upon disposal of subsidiaries	**出售附屬公司所產生之儲備解除**	**26,229**
Gain on disposal of subsidiaries (Note 38)	**出售於附屬公司之收益**（附註38）	**966,028**
Net cash outflow arising from disposal of subsidiaries	**出售附屬公司之現金流出淨額**	
Cash and cash equivalents disposed	已出售現金及現金等價物	**281,907**

33 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

33 綜合現金流量表附註(續)

(c) In the cash flow statement, proceeds from sale of property, plant and equipment and leasehold land comprise:

(c) 於現金流量表內，出售物業、廠房及設備及租賃土地所得款項如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Net book amount *(Notes 16 and 17)*	賬面淨值*(附註16及17)*	**8,211**	1,947
Gain/(loss) on disposals of property, plant and equipment and leasehold land from continuing operations and discontinued operation	來自持續經營業務及已終止經營業務之出售物業、廠房及設備及租賃土地之收益／(虧損)	**4,989**	(107)
Proceeds from disposals of property, plant and equipment and leasehold land	出售物業、廠房及設備及租賃土地所得款項	**13,200**	1,840

34 CONTINGENT LIABILITIES

As at 31 December 2010, the Group and the Company had no material contingent liabilities (2009: Nil).

34 或然負債

於二零一零年十二月三十一日，本集團及本公司並無重大或然負債(二零零九年：無)。

35 OPERATING LEASE COMMITMENTS

At 31 December 2010, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

35 經營租約承擔

於二零一零年十二月三十一日，本集團於不可撤銷經營租約項下的未來最低租賃付款總額如下：

		Land and buildings 土地及樓宇	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Not later than one year	不遲於一年	**20,514**	15,430
Later than one year and not later than five years	遲於一年，但不遲於五年	**28,921**	6,617
		49,435	22,047

36 TRANSACTION WITH NON-CONTROLLING INTERESTS

On 24 December 2009, the Company and Wise World Group Limited, an independent party (the "Subscriber") entered into a conditional subscription agreement, pursuant to which Success Bridge, a then wholly-owned subsidiary of the Company, shall issue and the Subscriber shall subscribe for 600 convertible preference shares of US$0.001 each in the share capital of Success Bridge (the "SBL Preference Shares") at a total consideration of US$60 million (equivalent to approximately HK$465 million) (the "Subscription"). The SBL Preference Shares represent 6.0% of the issued share capital of Success Bridge as enlarged by the Subscription.

The Subscription was completed on 29 January 2010.

36 與非控股權益之交易

本公司與獨立第三方Wise World Group Limited（「認購人」）於二零零九年十二月二十四日訂立有條件認購協議，據此，本公司當時之全資附屬公司Success Bridge須發行而認購人須認購600股Success Bridge股本中每股面值0.001美元之可換股優先股（「SBL優先股」），總代價為60,000,000美元（相等於約465,000,000港元）（「認購事項」）。SBL優先股佔Success Bridge經認購事項擴大後之已發行股本6.0%。

認購事項已於二零一零年一月二十九日完成。

36 TRANSACTION WITH NON-CONTROLLING INTERESTS (continued)

As a result of the issuance of the SBL Preference Shares, the Group's shareholding in Success Bridge has been diluted to 94%. An amount of HK$407,354,000, being the difference between the net proceeds received from the issuance of the SBL Preference Shares after deducing the transaction costs and the amount transferred to non–controlling interests of HK$55,440,000, has been recognised directly in equity.

In accordance with the subscription agreement, depending on the net profit of Success Bridge in 2010 and subject to certain conditions specified in the subscription agreement, the Company may need to transfer up to 3% additional SBL Preference Shares to the Subscriber or the Subscriber may need to return up to 2% SBL Preference Shares to the Company. The amount is recognised as a financial liability at fair value through profit or loss in the Company's balance sheet. The fair value is calculated by Binomial Option Pricing Model. Presented below is the movement of the balance during the year.

36 與非控股權益之交易(續)

由於發行SBL優先股，本集團於Success Bridge之股權已攤薄至94%。發行SBL優先股股份所得之所得款項淨額(經扣除交易成本後)與轉撥至非控股權益之金額55,440,000港元之差額407,354,000港元已直接於權益中確認。

根據認購協議，本公司可能需向認購方轉讓達3%額外SBL優先股股份或認購方可能需向本公司歸還達2%SBL優先股股份，視乎Success Bridge於二零一零年的純利及認購協議訂明的若干條款而定。該金額於本公司資產負債表中確認為按公平值計入溢利或虧損之金融負債。公平值乃以二項式期權定價模式計算。下文呈列年內的結餘變動。

		Company **本公司** **2010** **二零一零年** **HK$'000** **千港元**
At 1 January	於一月一日	**–**
Additions	添置	**10,617**
Change in fair value during the year	年內公平值變動	**7,528**
At 31 December	於十二月三十一日	**18,145**

37 BUSINESS COMBINATION

(a) Acquisition of Mega Hunt Investments Limited

On 26 January 2010, a then wholly-owned subsidiary of the Company, New Concept Services Limited ("New Concept"), entered into a sale and purchase agreement with two independent parties (the "Mega Hunt Vendor" and the "Guarantor"), pursuant to which Mega Hunt Vendor agreed to sell and New Concept agreed to purchase the entire issued share capital of Mega Hunt Investments Limited ("Mega Hunt") for a consideration of 25 new shares of New Concept. The new shares represent 20% of the issued share capital of New Concept as enlarged by the allotment and issue of shares.

The acquisition is expected to enhance the Group's research in relation to PLC technology, a low voltage power line carrier wave communication technology, with a view to developing PLC modules into the development of the Group's electronic power meters.

The acquisition was completed on 5 March 2010.

There was no revenue recognised by the acquired business for the period from 5 March 2010 to 31 December 2010. The acquired business recorded net loss of HK$1,626,000 for the Group for the period from 5 March 2010 to 31 December 2010. There would be no significant financial impact on the Group's revenue and net loss for the period had the acquisition occurred on 1 January 2010.

Details of the purchase consideration, the net assets acquired and goodwill were as follows:

37 業務合併

(a) 收購Mega Hunt Investments Limited

於二零一零年一月二十六日，本公司當時之全資附屬公司新創服務有限公司(「新創」)與兩名獨立人士(「Mega Hunt賣方」)及(「擔保人」)訂立買賣協議，據此，Mega Hunt賣方同意出售而新創同意購買Mega Hunt Investments Limited (「Mega Hunt」)全部已發行股本，代價為25股新創新股份。新股份佔新創經配發及發行股份擴大後之已發行股本之20%。

預期該收購加強本集團對有關PLC技術(低壓電力線載波通信技術)之研究，以發展PLC組件為本集團電能計量產品。

該收購已於二零一零年三月五日完成。

自二零一零年三月五日至二零一零年十二月三十一日期間，並無確認收購業務之收入。自二零一零年三月五日至二零一零年十二月三十一日期間，收購業務為本集團錄得淨虧損1,626,000港元。倘若該收購於二零一零年一月一日進行，不會對本集團期內收入及淨虧損產生重大財務影響。

購買代價、所收購資產淨值及商譽之詳情如下：

		HK$'000 千港元
Fair value of shares issued	已發行股份之公平值	108,215
Total purchase consideration	**購買代價總額**	108,215

37 BUSINESS COMBINATION (continued)

(a) Acquisition of Mega Hunt Investments Limited (continued)

The assets and liabilities as of 5 March 2010 arising from the acquisition were as follows:

37 業務合併（續）

(a) 收購Mega Hunt Investments Limited（續）

於二零一零年三月五日，收購產生之資產及負債如下：

		Fair value 公平值 HK$'000 千港元	Acquiree's carrying amount 被收購人之賬面值 HK$'000 千港元
Cash and cash equivalents	現金及現金等價物	100,000	100,000
In-progress technology (included in intangible assets)	研發中技術（計入無形資產）	6,094	–
Deferred tax liabilities	遞延稅項負債	(914)	–
		105,180	100,000
Goodwill (included in intangible assets)	商譽（計入無形資產）	3,035	
Net cash inflow arising on acquisition	**收購產生之現金流入淨額**		
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金及現金等價物	100,000	
Net cash inflow arising on acquisition	收購產生之現金流入淨額	100,000	

37 BUSINESS COMBINATION (continued)

(a) Acquisition of Mega Hunt Investments Limited (continued)

The goodwill is attributable to the synergies expected to arise after the Group's acquisition of the subsidiary. None of the goodwill recognised is expected to be deductible for income tax purpose.

As a result of this acquisition, the Group's shareholding in New Concept has been diluted to 80%. An amount of HK$17,173,000, being the difference between the fair value of shares issued and the amount transferred to non-controlling interests of HK$91,042,000 has been recognised directly in equity.

(b) Acquisition of JIM Holdings International Company Limited

On 19 March 2010, a subsidiary of the Company, Success Bridge Limited ("Success Bridge"), entered into a sale and purchase agreement with several independent third parties (the "JIM Vendors"), pursuant to which the JIM Vendors agreed to sell and Success Bridge agreed to purchase the entire registered capital of JIM Holdings International Company Limited, a company incorporated in British Virgin Islands, and its subsidiaries for the cash consideration of US$22,000,000 (approximately HK$171,600,000).

The acquisition allows the Group to strengthen its payment solutions and services business in the PRC.

37 業務合併（續）

(a) 收購Mega Hunt Investments Limited（續）

商譽與本集團收購附屬公司後預期產生之協同效應有關。概無已確認商譽預期將於計算所得稅時予以扣除。

由於該收購，本集團於新創之股權攤薄至80%。已發行股份之公平值與轉撥至非控股權益之金額91,042,000港元之差額17,173,000港元已直接於權益中確認。

(b) 收購結行控股國際有限公司

於二零一零年三月十九日，本公司附屬公司Success Bridge Limited（「Success Bridge」）與若干獨立第三方（「結行賣方」訂立買賣協議，據此，結行賣方同意出售而Success Bridge同意購買結行控股國際有限公司（於英屬處女群島註冊成立之公司）及其附屬公司之全部註冊資本，現金代價為22,000,000美元（約171,600,000港元）。

該收購使本集團增強其於中國之支付方案及服務業務。

37 BUSINESS COMBINATION (continued)

(b) Acquisition of JIM Holdings International Company Limited (continued)

The acquisition was completed on 29 March 2010.

The acquired business contributed revenues of HK$5,620,000 and net loss of HK$9,516,000 for the Group for the period from 29 March 2010 to 31 December 2010. If the acquisition had occurred on 1 January 2010, the consolidated revenue from continuing operations of the Group for the year ended 31 December 2010 would have been HK$903,523,000 and consolidated profit for the year would have been HK$876,929,000.

Details of the purchase consideration, the net assets acquired and goodwill were as follows:

Purchase consideration:

37 業務合併(續)

(b) 收購結行控股國際有限公司(續)

該收購已於二零一零年三月二十九日完成。

自二零一零年三月二十九日至二零一零年十二月三十一日期間，收購業務為本集團貢獻收入5,620,000港元及淨虧損9,516,000港元。倘該收購已於二零一零年一月一日進行，則本集團截至二零一零年十二月三十一日止年度之來自持續經營業務之綜合收入將為903,523,000港元及年度綜合利潤為876,929,000港元。

購買代價、所收購資產淨值及商譽之詳情如下：

購買代價：

		HK$'000 千港元
Cash paid	已付現金	171,600
Total purchase consideration	**購買代價總額**	171,600

37 BUSINESS COMBINATION (continued)

(b) Acquisition of JIM Holdings International Company Limited (continued)

The assets and liabilities as of 29 March 2010 arising from the acquisition were as follow:

37 業務合併（續）

(b) 收購結行控股國際有限公司（續）

於二零一零年三月二十九日，收購產生之資產及負債如下：

		Fair value 公平值 HK$'000 千港元	Acquiree's carrying amount 被收購人之賬面值 HK$'000 千港元
Cash and cash equivalents	現金及現金等價物	23,084	23,084
Property, plant and equipment	物業、廠房及設備	1,988	1,988
Other current assets	其他流動資產	6,317	6,316
Other current liabilities	其他流動負債	(6,974)	(6,974)
Patents (included in intangible assets)	專利（計入無形資產）	155	–
Customer contracts (included in intangible assets)	客戶合同（計入無形資產）	41,226	–
Deferred tax liabilities	遞延稅項負債	(10,345)	–
Fair value of net assets	**資產淨值公平值**	55,451	24,414
Goodwill (included in intangible assets)	商譽（計入無形資產）	116,149	
Net cash outflow arising on acquisition	**收購產生之現金流出淨額**		
Purchase consideration settled in cash	以現金結算之購買代價	171,600	
Less: cash and cash equivalents in subsidiaries acquired	減：所收購附屬公司之現金及現金等價物	(23,084)	
Net cash outflow arising on acquisition	收購產生之現金流出淨額	148,516	

37 BUSINESS COMBINATION (continued)

(b) Acquisition of JIM Holdings International Company Limited (continued)

The goodwill is attributable to the synergies expected to arise after the Group's acquisition of these subsidiaries. None of the goodwill recognised is expected to be deductible for income tax purpose.

The fair value of trade and other receivables was HK$5,728,000. This included trade receivables with a total fair value of HK$1,245,000. The gross contractual amount for these trade receivables was HK$1,245,000.

38 DISCONTINUED OPERATION

Upon the completion of the Spin-Off, the effective interest held by the Group in PAX Global reduced from 60% to 44.4%. This has resulted in the Group losing control over PAX Global and PAX Global is accounted by the Group as an associated company since 20 December 2010.

37 業務合併（續）

(b) 收購結行控股國際有限公司（續）

商譽乃與本集團收購該等附屬公司後預期產生之協同效應有關。概無已確認商譽預期將於計算所得税時予以扣除。

應收賬款及其他應收款項之公平值為5,728,000港元，包括總公平值為1,245,000港元之應收賬款。該等應收賬款之合約總額為1,245,000港元。

38 已終止經營業務

完成分拆後，本集團持有百富環球之實際權益由60%減至44.4%，並導致失去百富環球之控制權。百富環球自二零一零年十二月二十日起被本集團作為聯營公司列賬。

38 DISCONTINUED OPERATION (continued)

38 已終止經營業務（續）

		For the period from 1 January to 20 December 2010 由二零一零年一月一日至十二月三十一日止期間 HK$'000 千港元	Year ended 31 December 2009 截至二零零九年十二月三十一日止年度 HK$'000 千港元
Results of the discontinued operation:	**已終止經營業務業績：**		
Revenue	收入	**687,458**	492,942
Cost of sales	銷售成本	**(407,692)**	(300,082)
Gross profit	毛利	**279,766**	192,860
Other income	其他收入	**18,017**	10,479
Selling expenses	銷售開支	**(72,504)**	(59,083)
Administrative expenses	行政費用	**(68,734)**	(43,744)
Operating profits	經營溢利	**156,545**	100,512
Finance costs	融資成本	**–**	(429)
Profit before taxation	除税前溢利	**156,545**	100,083
Taxation	税項	**(26,097)**	(15,532)
Profit for the period/year	期內／年內溢利	**130,448**	84,551
Gain on disposal of subsidiaries	**出售附屬公司之收益**	**966,028**	–
Profit from discontinued operation	**已終止經營業務溢利**	**1,096,476**	84,551
Profit from discontinued operation attributable to:	應佔已終止經營業務溢利：		
– Equity holders of the Company	－本公司權益持有人	**1,041,256**	49,182
– Non-controlling interests	－非控股權益	**55,220**	35,369
		1,096,476	84,551
Cash flows from discontinued operation:	**已終止經營業務之現金流：**		
Net cash inflow from operating activities	經營業務之現金流入淨額	**35,641**	150,964
Net cash outflow from investing activities	投資活動之現金流出淨額	**(3,392)**	(2,571)
Net cash outflow from financing activities	融資活動之現金流出淨額	**(1,106)**	(15,837)

39 RELATED PARTY TRANSACTIONS

As at 31 December 2010, Rich Global Limited (incorporated in British Virgin Islands) owns 23.08% of the Company's shares. The remaining 76.92% of the shares are widely held.

(a) Transactions with related parties during the year:

The Group has no significant transaction with related parties during the year (2009: Nil).

(b) Key management compensation

During the years ended 31 December 2009 and 2010, key management compensation is equivalent to the Directors' emolument as disclosed in Note 9.

39 關連方交易

於二零一零年十二月三十一日，Rich Global Limited（於英屬處女群島註冊成立）擁有本公司23.08%股份。餘下76.92%股份由公眾人士持有。

(a) 年內與關連方交易：

本集團於年內概無任何重大關連方交易（二零零九年：無）。

(b) 主要管理人員補償

截至二零零九年及二零一零年十二月三十一日止年度，主要管理人員補償相等於附註9所披露之董事酬金。

40 SUBSEQUENT EVENTS

(a) Acquisition of Merchant Support Co., Ltd

On 11 January 2011, the Company entered into a sale and purchase agreement (the "Agreement") with an independent third party (the "Vendor"), pursuant to which the Vendor agreed to sell and the Company conditionally agreed to purchase the entire issued share capital (the "Sales Share") of Merchant Support Co., Ltd. ("Merchant Support"), a company incorporated in Japan, and the Sales Claims, which comprise (i) the Loan Claims (which represent the Vendor's loan claims against Merchant Support and Merchant Capital Limited ("Merchant Capital") under certain loan agreements between the Vendor and Merchant Support or between the Vendor and Merchant Capital which remain outstanding as at three Business Days before the Completion Date); and (ii) AM Claims (which represent the Vendor's right to demand payment of remuneration incurred until the Completion Date (inclusive) under the cost reimbursement agreement between the Vendor and Merchant Support); for the consideration of JPY1,258,370,841 (equivalent to approximately HK$118.3 million), subject to adjustment. Subject to fulfillment or waiver of the conditions stipulated in the Agreement, completion shall take place on a date on or before 15 July 2011 to be agreed by the Company and the Vendor, failing which completion shall take place on 15 July 2011.

(b) Exercise of over-allotment option of PAX Global Technology Limited

On 12 January 2011, the over-allotment option as detailed in the prospectus of PAX Global dated 8 December 2010, an associated company of the Company, was partially exercised by the global coordinator of the Global Offering of PAX Global. PAX Global issued an aggregate of 37,728,000 additional shares at Offer Price and the Company's interest in PAX Global was reduced from 44.4% to approximately 42.8%.

40 結算日後事項

(a) 收購Merchant Support Co., Ltd

於二零一一年一月十一日，本公司與一獨立第三方(「賣方」)訂立買賣協議(「協議」)，據此，賣方同意出售及本公司有條件地同意購買Merchant Support Co., Ltd.(「Merchant Support」)(一間於日本註冊成立之公司)之全部已發行股本(「待售股份」)以及待售申索權。待售申索權包括(i)貸款申索權(即根據賣方與Merchant Support或賣方與Merchant Capital Limited(「Merchant Capital」))訂立之若干貸款協議，於完成日期前三個營業日賣方就仍未償還之貸款對Merchant Support及Merchant Capital作出申索之申索權)及(ii) AM索償權(即根據賣方與Merchant Support訂立之費用償還協議，要求支付直至完成日期(包括該日)之酬金之權利)。代價為1,258,370,841日圓(相等於約118,300,000港元)(可根據予以調整)。待協議所載條件達成或豁免後，將於二零一一年七月十五日或之前完成(有待本公司與賣方協議)，如未能協議則將於二零一一年七月十五日完成。

(b) 行使百富環球科技有限公司之超額配股權

於二零一一年一月十二日，百富環球(本公司之聯營公司)日期為二零一零年十二月八日之招股章程中所述之超額配股權，由百富環球全球發售之全球協調人部分行使。百富環球按發售價發行總共37,728,000股額外股份，而本公司於百富環球之權益由44.4%減少至約42.8%。

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 restated as appropriate, is set as below:

摘錄自經審核財務報表及按適用情況重列的本集團過去五個財政年度已公佈綜合業績及綜合資產與負債概要如下：

Year ended 31 December
截至十二月三十一日止年度

		2010 二零一零年			2009 二零零九年 (Restated) (重列)			2008 二零零八年 (Restated) (重列)			2007 二零零七年 (Restated) (重列)			2006 二零零六年 (Restated) (重列)		
		Continuing operations 持續經營 HK$'000 千港元	Discontinued operation 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元	Continuing operations 持續經營 HK$'000 千港元	Discontinued operation 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元	Continuing operations 持續經營 HK$'000 千港元	Discontinued operation 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元	Continuing operations 持續經營 HK$'000 千港元	Discontinued operation 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元	Continuing operations 持續經營 HK$'000 千港元	Discontinuing operation 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元
Results	**業績**															
Profit/(loss) attributable to equity holders	權益持有人應佔溢利/(虧損)	**(190,981)**	**1,041,256**	**850,275**	36,663	49,182	85,845	29,500	84,850	114,350	128,250	56,026	184,276	105,585	28,015	133,600
Assets and liabilities	**資產及負債**															
Total assets	總資產	**3,657,369**	**-**	**3,657,369**	1,752,623	565,707	2,318,330	1,178,467	490,149	1,668,616	1,133,106	357,639	1,490,745	689,272	157,838	847,110
Total liabilities	總負債	**(489,563)**	**-**	**(489,563)**	(259,908)	(142,646)	(402,554)	(252,308)	(151,639)	(403,947)	(255,444)	(134,441)	(389,885)	(82,595)	(84,843)	(167,438)
Capital and reserves attributable to the Company's equity holders	**本公司權益持有人應佔股本及儲備**	**3,050,460**	**-**	**3,050,460**	1,668,227	84,613	1,752,840	926,160	270,807	1,196,967	876,289	178,558	1,054,847	606,677	72,995	679,672

高陽科技(中國)有限公司

HI SUN TECHNOLOGY (CHINA) LIMITED

Website 網址：www.hisun.com.hk