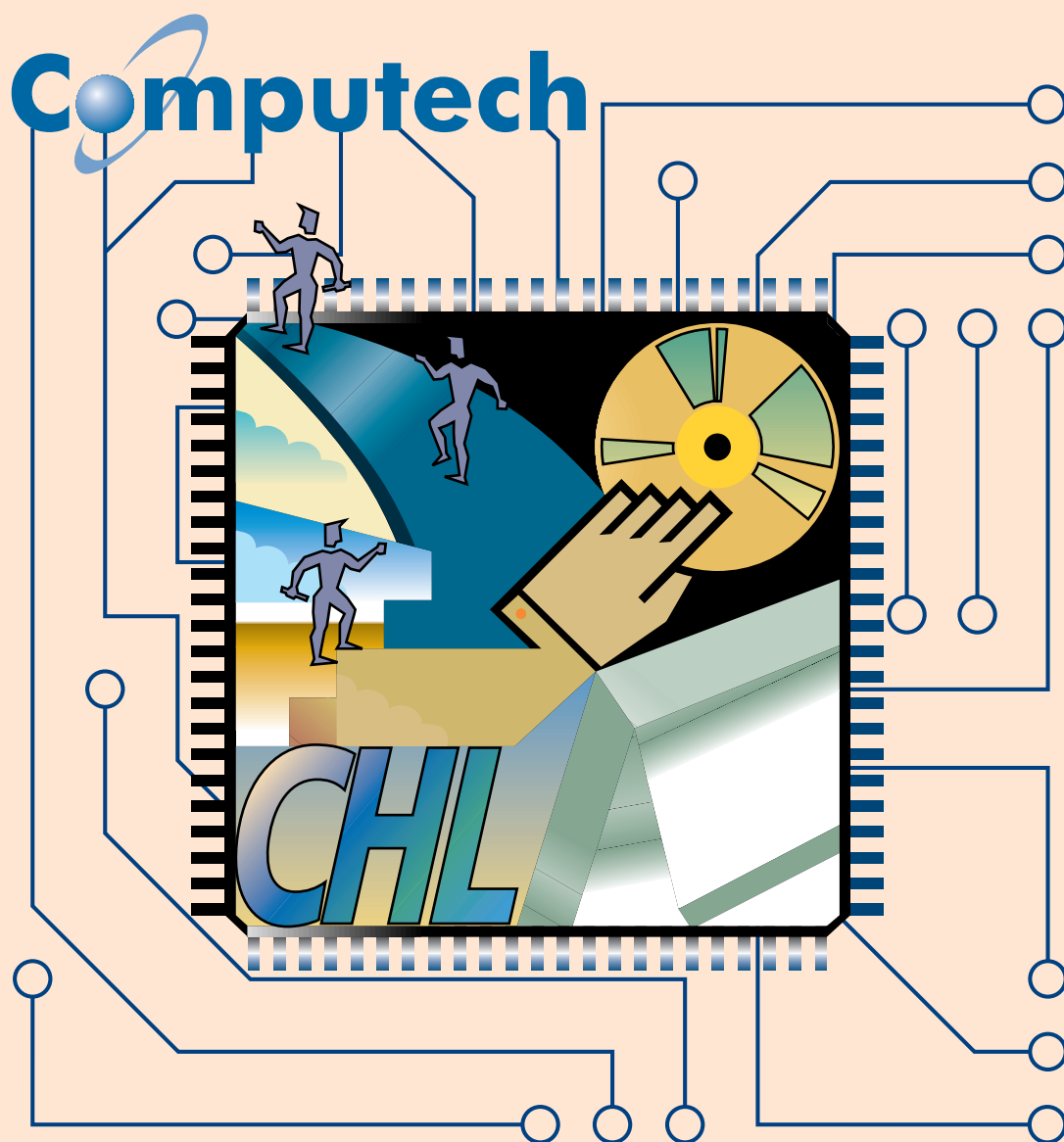


# Comutech Holdings Limited

駿科網絡信訊有限公司\*

(Incorporated in the Cayman Islands with limited liability)



Annual Report 2000

二零零零年年報

\* 僅供識別

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Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM. The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。創業板所發佈的資料的主要方法為在聯交所為創業板而設的互聯網網頁刊登。上市公司無須在憲報指定報章刊登付款公佈披露資料。因此，有意投資的人士應注意彼等能閱覽創業板網頁，以便取得創業板上市發行人的最新資料。

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本報告（駿科網絡訊息有限公司董事願共同及個別對此負全責）乃遵照香港聯合交易所有限公司《創業板證券上市規則》的規定而提供有關駿科網絡訊息有限公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏任何事實致使本報告所載任何內容產生誤導；及(3)本報告內表達的一切意見乃經審慎周詳的考慮後方作出，並以公平合理的基準和假設為依據。



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## Company Information

### 公司資料

#### LEGAL NAME OF THE COMPANY:

Computech Holdings Limited

#### EXECUTIVE DIRECTORS:

Lee Man Lung, Vincent (*Chairman*)

Yip Tai Chee, Alick

Tang Chi Lap

#### NON-EXECUTIVE DIRECTORS:

Fung Pak Chuen, Alphonso

Lo, Richard

#### INDEPENDENT NON-EXECUTIVE DIRECTORS:

Lee Sai Yeung

Tsang Link Carl, Brian

#### COMPANY SECRETARY:

Chow Chi Wah, Vincent

#### COMPLIANCE OFFICER:

Lee Man Lung, Vincent

#### QUALIFIED ACCOUNTANT:

Chow Chi Wah, Vincent ACCA, AHKSA

#### AUTHORISED REPRESENTATIVES:

Lee Man Lung, Vincent

Tang Chi Lap

#### AUDIT COMMITTEE:

Lee Sai Yeung (*Committee Chairman*)

Tsang Link Carl, Brian

Lee Man Lung, Vincent

#### AUTHORISED PERSONS TO ACCEPT SERVICES OF PROCESS AND NOTICES:

Lee Man Lung, Vincent

Tang Chi Lap

#### REGISTERED OFFICE:

Zephyr House

Mary Street

George Town

Grand Cayman

The Cayman Islands

British West Indies

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS:

6/F., G.D. Real Estate Tower, 143 Connaught Road Central,  
Sheung Wan, Hong Kong.

#### AUDITORS:

PKF

#### SPONSOR:

Vickers Ballas Capital Limited

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE:

Bank of Butterfield International  
(Cayman) Limited

Butterfield House, Fort Street

P.O. Box 705, George Town

Grand Cayman, Cayman Islands

British West Indies

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE:

Hong Kong Registrars Limited

2/F., Vicwood Plaza

199 Des Voeux Road Central

Hong Kong

#### PRINCIPAL BANKERS:

Shanghai Commercial Bank

Hang Seng Bank

The Sanwa Bank Ltd.

Bank of China

#### WEBSITE ADDRESS:

[www.computech.com.hk](http://www.computech.com.hk)

**公司法定名稱：**

駿科網絡訊息有限公司

**執行董事：**

李文龍 (董事長)

葉棣慈

鄧志立

**非執行董事：**

馮百泉

老元迪

**獨立非執行董事：**

李世揚

曾令嘉

**公司秘書：**

周志華

**監察主任：**

李文龍

**認可會計師：**

周志華 ACCA, AHKSA

**授權代表：**

李文龍

鄧志立

**審核委員會：**

李世揚 (委員會主席)

曾令嘉

李文龍

**接收傳票及通告之授權代表：**

李文龍

鄧志立

**註冊辦事處：**

Zephyr House

Mary Street

George Town

Grand Cayman

The Cayman Islands

British West Indies

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粵海置業大廈6樓

**核數師：**

梁學濂會計師事務所

**保薦人：**

唯高達融資有限公司

**主要股份過戶登記處：**

Bank of Butterfield International  
(Cayman) Limited

Butterfield House, Fort Street,

P.O. Box 705, George Town

Grand Cayman, Cayman Islands

British West Indies

**香港股份過戶登記分處：**

香港證券登記有限公司

香港德輔道中199號

維德廣場2樓

**主要往來銀行：**

上海商業銀行

恒生銀行

三和銀行有限公司

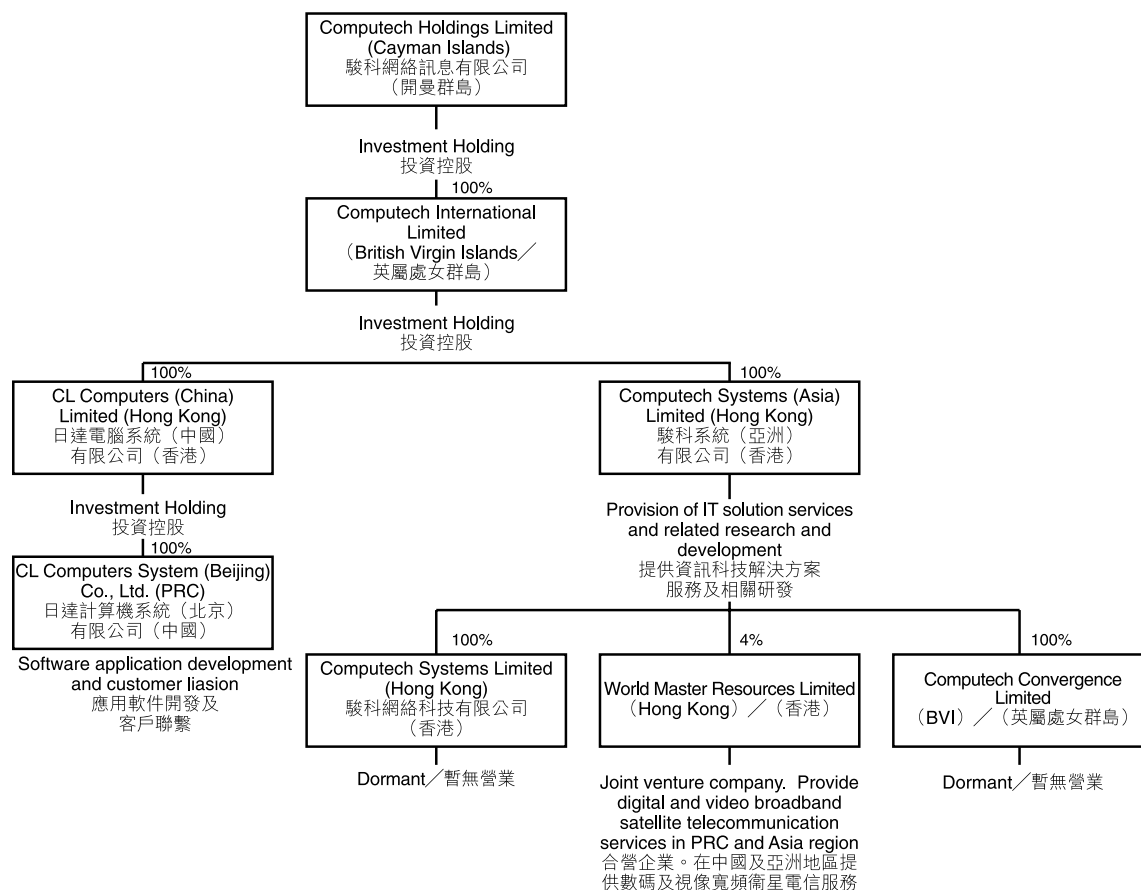
中國銀行

**網站地址：**

www.computech.com.hk



## Group Business Structure 集團業務結構





## Chairman's Statement

### 董事長報告書

I am pleased to present to the shareholders herewith the audited annual results of Computech Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31st December, 2000 for their consideration.

#### TURNOVER AND PROFITS

For the year ended 31st December, 2000, the Group recorded a turnover of approximately HK\$37,565,000 (1999: HK\$49,435,000), representing a 24% decrease. The audited pro-forma combined profit attributable to shareholders for the year ended 31st December, 2000 was approximately HK\$356,000, representing approximately a 106% increase as compared with 1999. The pro-forma combined earnings per share for the year ended 31 December, 2000 was HK0.21 cents. The gross profit margin for the year was up from 17% to 33%.

#### GROWING RAPIDLY IN 2000

I would like to take this opportunity to highlight the significant developments of the Group for the year ended 31st December, 2000.

Our Shanghai Branch Office was opened in August 2000. This was to accommodate the rapid expansion of the Group's business and to cope with the growing demand of IT services in the PRC.

The product e-Switch was completed and launched in the market at the end of 2000. It was in line with the planned schedule. Although no revenue has been generated yet, certain orders are under negotiation.

#### RECENT DEVELOPMENT

Integration services and packaged software products still remain the main sources of revenue. The Group currently still focuses on commercial banks as major customers but has started to look for diversification into other sectors such as insurance.

Following the entry of the PRC into the World Trade Organisation, it is expected that the foreign exchange market will be opened up. In this regard, the Group expects to put strong emphasis in the research and development area on foreign exchange market.

In the long run, in order to remain competitive in the banking sector, the quality of decision and information support system in the PRC needs to be improved. The board of Directors (the "Board") believes that under such market force, the Group will put efforts in credit management system. Currently, the Group is developing a decision support system. This decision support system is the new generation of E-INFO, which will be presented as a web based management information system and will use Delphi software tools to write. Through this decision support system, the senior management of banks can access the customer database through the Internet and perform control processes.



## Chairman's Statement 董事長報告書

本人欣然向股東呈報駿科網絡訊息有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零零年十二月三十一日止年度的經審核全年業績，以供其審閱。

### 營業額及溢利

截至二零零零年十二月三十一日止年度，本集團錄得營業額約37,565,000港元(一九九九年：49,435,000港元)，下跌24%。截至二零零零年十二月三十一日止年度的股東應佔經審核備考合併溢利約為356,000港元，較一九九九年增加約106%。截至二零零零年十二月三十一日止年度每股備考合併盈利為0.21港仙。本年度的邊際毛利由17%增至33%。

### 於二零零零年迅速發展

本人謹此簡介本集團於二零零零年十二月三十一日止年度的重要發展。

於二零零零年八月，我們的上海分處成立，以應付本集團業務的迅速擴展，及國內不斷增長的資訊科技服務需求。

於二零零零年底，電子資金清算產品按照原定計劃完成生產及推出市場。雖然此產品暫未獲收益，但已有若干訂單在洽淡中。

### 近期發展

系統集成服務及組合軟件產品仍為收益的主要來源。本集團現時仍集中以商業銀行為主要客戶，但已開始在其他方面如保險業等尋求多元化的客路。

隨着中國加入世界貿易組織，預期外匯市場將會開放。因此本集團預期會着重對外匯市場的研究與開發。

長遠來說，倘要在銀行界維持競爭力，國內的決策及資訊支援系統的質素有需要改善。董事會(「董事會」)相信在這市場力量下，本集團將致力於信用管理系統。現時，本集團正發展一個決策支援系統。這系統是新一代的綜合查詢系統，而該系統將化作網上處理資訊系統及將會使用Delphi軟件工具編寫。通過這決策支援系統，銀行高級管理層能透過互聯網進入顧客的資料庫，並執行控制程序。



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In addition, the payment gateway is under development. On 18th September, 2000, the Group entered into a shareholders' agreement with Nettrue, HCA, Telhope and Starie for the establishment of a joint venture company under the corporate name World Master Resources Limited ("WMR"). The new joint venture company will provide digital and video broadband satellite telecommunication services in the Greater China and Asia region, details of which have already been disclosed in the Group's announcement dated 18th September, 2000. Through the WMR, a satellite delivery platform of nationwide is provided. The Group believes that this will enhance the development and implementation of our payment gateway project in the sense that branches of bank can be connected irrespective of whether they are remote or not.

In addition, a Memorandum of Understanding was signed on 5th January 2001 between Computech Systems (Asia) Limited ("Computech"), a wholly owned subsidiary of the Company, and eNi Cyber-Place Company ("eNi") to form a joint venture. The proposed proportions of the joint venture are 85% in respect of eNi and 15% in respect of Computech. The objective of the joint venture is to develop and market electronic payment solutions and services to banks, electronic merchants and Internet users in the territory of PRC. Through this joint venture, the payment and settlement, systems, areas in which the Group is putting emphasis on research, will be complemented.

The Group believes that the development of e-commerce involves two major aspects of implementation. One is the payment settlement, and the other is security. Recently, the Group has been in the process of applying the patent on Universal Serial Bus compliant key for the security aspect for the Internet settlement system.

## **PROSPECTS AND APPRECIATION**

The Group is optimistic about its future prospects. The Group will continue to speed up its pace of expansion through the formation of strategic alliances and joint ventures. The Group is well prepared to meet any challenges head-on and to create new businesses.

On behalf of the Board, I would like to take this opportunity to express my gratitude to all the members of the Board and staff for their dedication and contribution to the Group and to those who have continuously supported us.

**Lee Man Lung, Vincent**

*Chairman*

Hong Kong, 22nd March, 2001



## Chairman's Statement 董事長報告書

此外，繳款閘路計劃正在發展中。本集團與Netrue、HCA、Telhope及Starie於二零零零年九月十八日訂立一項股東協議，成立一間公司名為World Master Resources Limited (「WMR」)的合營企業。這新合營企業將在大中華及亞洲區內提供數碼及影音寬頻衛星電訊服務，有關詳情已在本集團於二零零零年九月十八日發出的公佈內有所披露。透過WMR，提供一個全國的衛星傳送平台。本集團相信這樣能把不論遠近的銀行分行連結起來，將有助發展及實施我們的繳款閘路計劃。

此外，於二零零一年一月五日，本公司的一間全資附屬公司駿科系統(亞洲)有限公司(「駿科」)與eNi Cyber-Place Company (「eNi」)訂立諒解備忘錄，組成一間合營企業，合資經營的建議比重為eNi佔85%，而駿科佔15%。合資經營的目的，是為了向國內各地的銀行、電子商人及互聯網用戶發展及推廣電子支付解決方案及服務。藉着這項合營企業，本集團致力研究的支付與結算系統將會更臻完善。

本集團相信電子商貿發展牽涉兩大層面。其中之一是繳款結算，而另一方面是保安。本集團最近正就互聯網結算系統的保安方面取得Universal Serial Bus解碼規約的註冊專利權提出申請。

### 展望及感謝

本集團對未來的展望感到樂觀。本集團將透過組成策略聯盟及合資經營，繼續加速擴展的步伐。本集團已準備就緒以面對迎面而來的挑戰及創一番新事業。

本人謹此代表董事會感謝董事會全人及所有員工對本集團所作的貢獻及一直支持本集團的人士。

主席  
李文龍

香港，二零零一年三月二十二日



## Business Objectives and Actual Business Progress Comparison

### 業務目標與實際業務進度比較

In compliance with the GEM Listing Rules, the Company sets out below a summary of actual business progress as measured against the business objectives set out in its prospectus dated 9th June, 2000 (the "Prospectus") for the eight months ended 31st December, 2000 (the "Review Period").

<b>Business Objectives for the Review Period as set out in the Prospectus</b>	<b>Actual Business Progress in the Review Period</b>
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#### **Sales**

Revenue expected to increase by approximately 30%-40% as compared to the year ended 31st December 1999 due to more packaged software products available for sale

The total revenue for 1999 was HK\$ 49 million. Total revenue for the year 2000 decreased by 24% as compared with 1999 mainly due to 2 unexpected substantial PRC backlog orders.

Portion of revenue from sales of packaged software products and IT services contract to increase

Revenue from sales of packaged software products represented 62% of the total revenue (53% in 1999).

Banking 2000 is expected to be the major source of income

Banking 2000 for Jilin, Guizhou and HeiLongJian provided major source of income, representing 20% of the total income.

Revenue starts to be generated from other software packages such as eCS, SSB, FIRST and e-Banking system

Commenced marketing activities since July 2000 to promote the products. However, as no order have been received yet, the Group has been unable to generate revenue in this area.

#### **Research and development**

Research on using other platforms for software product development in addition to the UNIX environment

Currently working on the integration of two different platforms for software development, UNIX & IBM os/390 (e.g. Software AG, BMC Software on IBM os/390 platform).

Research on the latest technology on internet related applications for the financial industry and study of potential enhancement of the Company's packaged software products in this respect

Integrated teller function is under development. Banking 2000 is in the process of enhancement and is near the completion stage.



## Business Objectives and Actual Business Progress Comparison

### 業務目標與實際業務進度比較

為遵照創業板上市規則，本公司在以下列出截至二零零零年十二月三十一日止八個月（「回顧期間」）的實際業務進展摘要，與於二零零零年六月九日刊發的招股章程（「招股章程」）內載列的業務目標作一比較。

#### 招股章程內載列的回顧期間業務目標

#### 回顧期間內實際業務進展

##### 銷售

由於可推銷的組合軟件產品更多，預期收益較截至一九九九年十二月三十一日止年度增加約30%至40%

一九九九年總收益達49,000,000港元。主要由於年終缺乏兩項不可預計之重要中國訂單，故二零零零年的總收益下跌24%。

源自銷售組合軟件產品及訂立資訊科技服務合約的部分收益將增加

出售組合軟件產品的收益佔總收益62%（一九九九年：53%）。

預期Banking 2000將成為主要收入來源

吉林、貴州及黑龍江的Banking 2000成為主要收入來源，佔總收入20%。

其他組合軟件如同城清算系統、自動銀行系統、FIRST及電子銀行系統等開始產生溢利

由二零零零年七月已展開產品的市場推廣活動。然而，暫未獲任何訂單，本集團未能在此範圍賺取任何收益。

##### 研究與開發

研究利用UNIX環境以外的其他平台開發軟件產品

現正着手集成兩個不同的軟件開發平台，UNIX & IBM os/390平台（例如IBM os/390平台上的Software AG, BMC Software）。

研究供金融業使用的互聯網相關應用系統的最新技術，並鑽研本公司在此方面的組合軟件產品潛在的技術提升

正在發展綜合櫃台服務員功能。Banking 2000改善工作進行中，並接近完成階段。

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Explore the development of application software for wireless, mobile phone environments by means of WAP technology and to study the potential enhancement of the Company's software products in this respect

The plan on development of WAP has been suspended because there seems to be no clear direction for the development of WAP in the future and taking into account the rapid development of the third generation of telecommunication ("3G"). The Directors consider that the suspension on development of WAP would not affect the Group's future objectives as the Group is putting more efforts in exploring the potential of 3G. The Group will also perform further study on the marketability of WAP application.

Continue to enhance the Group's packaged software products in order to maintain market competitiveness

The software E-INFO has been enhanced and will make use of a new development platform, Delphi, which has not been completed yet.

Continue the development of the Corporate Banking System ("CBS") and e-Switch

e-Switch was completed and launched in the market. CBS is still under development and is expected to be launched in the market in the middle of the year 2001.

## **Marketing**

Arrange seminars and attend nationwide exhibitions to promote the Group's packaged software products

Already arranged and completed 2 seminars with Industrial and Commercial Bank Corporation ("ICBC"). The Group will continue to arrange seminars with banks such as ICBC and Rural Co-operative Credit Bank in the PRC.

Appoint distributors for the marketing of the Company's packaged software products in the PRC

No suitable distributors have been identified yet. However, the Group is under negotiations with distributors in Guizhou and Hainan of the PRC.

Commence direct marketing through internet and print advertising

Under negotiations with several internet advertisers for marketing and promotion. No print advertising was done as the Directors consider internet advertising to be a more appropriate source of marketing.



## Business Objectives and Actual Business Progress Comparison

### 業務目標與實際業務進度比較

拓展無線流動電話使用WAP技術的應用軟件，並鑽研本公司在此方面的軟件產品的技術提升

由於WAP的將來發展似未有清晰的方向及考慮到第三代電訊(「3G」)迅速的發展，拓展WAP計劃已經暫停。董事認為，由於本集團正發掘3G的潛力，故WAP的終止將不會對本集團未來的目標造成任何影響。本集團並將進一步研究WAP應用的可銷程度。

不斷提升本集團的組合軟件產品的質素，以維持競爭優勢

已改進綜合查詢系統軟件，並使用一個新的發展平台，即Delphi(現時尚未完成開發工作)。

繼續開發企業銀行系統(「企業銀行系統」)及電子資金清算

電子資金清算已完成及推出市場。企業銀行系統仍發展中，並預期於二零零一年中推出市場。

#### 市場推廣

安排座談會並出席全國展覽會，以推廣本集團的組合軟件產品

已與工商銀行完成兩個座談會。本集團將繼續與中國的銀行如工商銀行及中國農村信用社合作聯社安排座談會。

委任分銷商，以在國內推銷本公司的組合軟件產品

現時尚未物色到合適的分銷商。然而，本集團正與中國貴州及海南的分銷商進行磋商。

透過互聯網以及報章廣告開展直銷活動

與數名互聯網廣告商就市場推廣進行磋商。由於董事認為在互聯網刊登廣告為較合適的市場推廣途徑，故並無刊登任何報章廣告。

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## Resources employment

Recruit 10 engineers for the enhancement of the Company's existing software products in the PRC and Hong Kong

For the year ended 31st December, 2000, the Group has recruited over 10 engineers for the enhancement of the Group's existing software products in the PRC.

5 pre-sales staff members will be added to handle the joint-marketing activities to promote the Company's products

In the year 2000, the Group recruited 5 additional pre-sales staff members to handle the joint-marketing activities to promote the Group's products.

Set up branch office in Shanghai

The Group's Shanghai branch office was opened in August 2000.

Establish own accounting and finance departments in Hong Kong

The Group's accounting and finance department was set up in July 2000.

Recruit 2 engineers to station in Hong Kong office

The management of the Group decided to change the original plan and recruited 2 engineers in the PRC instead because the Directors perceive that the recent developments of the PRC market provided better prospects for the Group and these 2 additional engineers will assist in enhancing the Group's business in the PRC.

Recruit 3 sales personnel to add to sales offices in the PRC

More than 3 sales personnel were recruited in the year 2000.

## Collaboration

Consider the possibility of expanding the Group's product and services range through acquisitions or joint-ventures

Constant dialogue with potential joint venture partners. Entered into a Memorandum of Understanding with eNi to form a joint venture to develop and market electronic payment solutions and services to banks in the PRC.



## Business Objectives and Actual Business Progress Comparison

### 業務目標與實際業務進度比較

#### 善用資源

聘請10名工程師在中國及香港負責提升本公司現有軟件產品之質素

截至二零零零年十二月三十一日止年度，本集團已聘請超過10名工程師以負責提升本集團國內現有的軟件產品。

增聘5名售前人員，處理聯合市場推廣活動，藉以推廣本公司的產品

於二零零零年，本集團已聘請額外5名售前人員負責聯合市場推廣活動，以推廣本集團的產品。

在上海設立分辦事處

於二零零零年八月，本集團成立上海分辦事處。

在香港成立本身會計及財務部門

於二零零零年七月，本集團成立會計及財務部門。

聘請2名工程師長駐香港辦事處

本集團的管理層已決定改變原有計劃，並在中國招聘2名工程師。由於本集團認為，中國市場近期的發展為本集團提供更佳前景，故該2名額外工程師將有助改善本集團在中國的業務。

聘請3名銷售人員，加入中國銷售辦事處

於二零零零年，已聘請超過3名銷售人員。

#### 通力合作

研究透過收購或合營方式擴闊本集團產品及服務的可行性

一直與有意合營伙伴洽談。就組成合營企業以發展及推廣電子繳費解決方案及中國的銀行服務，與eNi訂立諒解備忘錄。





## Use of Proceeds 所得款項用途

<b>Schedule of use of proceeds</b>	<b>Amount to be used as at 8 months ended 31st December, 2000 as disclosed in the Prospectus (HK\$ million)</b>	<b>Actual amount used (HK\$ million)</b>
For the research and development of new products including e-commerce applications and the related payment and settlement systems	4.0	4.0
For repayment of loans due to existing Shareholders of the Company	4.1	4.1
For setting up branch offices in Shanghai and Neimong	0.8	0.2
For establishing its own accounting, finance and administration department	0.6	0.4
	<u>9.5</u>	<u>8.7</u>

The differences between the amount disclosed in the Prospectus and the actual amount used arise because of the following reasons. For setting up branch offices, the process in setting up branch office in Neimong is still under review and has been delayed. In regards to the establishment of the Company's own accounting, finance and administration department, the Company has combined the three departments into one, thus the costs incurred were lower than expected.



## Use of Proceeds 所得款項用途

所得款項用途流程	於招股章程披露 截至二零零零年 十二月三十一日 止八個月的 會動用金額 (百萬港元)	實際已動用 金額 (百萬港元)
研究及開發新產品，包括電子商貿應用 軟件及相關支付與結算系統	4.0	4.0
償還結欠本公司現有股東之貸款	4.1	4.1
於上海及內蒙設立分辦事處	0.8	0.2
設立本身之會計、財務及行政部	0.6	0.4
	<u>9.5</u>	<u>8.7</u>

在招股章程披露之金額與實際使用之金額基於以下原因產生差額。就設立分處而言，由於在內蒙設立分辦事處之進程現正處於檢討階段，因此已遭押後。有關成立本公司本身之會計、財務及行政部門一事，本公司已將該三個部門合併為一，故此所產生之成本較預期為低。



## Directors and Senior Management Profile

### 董事及高級管理人員簡介

#### DIRECTORS

##### Executive Directors

LEE Man Lung, Vincent, aged 42, is the Chief Executive Officer of the Group. He is responsible for the corporate planning as well as the daily operation of the Group. He has been working in the IT industry for over 17 years. Mr. Lee started his career in NCR after graduation in 1983. He has been responsible for the sales and marketing of computer system to various industries including financial, manufacturing and retail. Prior to joining the Group, he has worked for another technology firm specialized in securities dealing system. He holds a bachelor degree in Business Administration from the Chinese University of Hong Kong.

YIP Tai Chee, Alick, aged 40, is the Director of Operation and Marketing. He is currently in charge of the marketing support division of the Group and the operation of the Chengdu and Guangzhou offices of the Group. Prior to joining the Group, he worked for the technical department respectively of Washington Trust Bank and Chase Manhattan Bank. He has over 15 years' experience in the IT industry. He holds a master degree in Business Administration from the Eastern Washington State University of United States.

TANG Chi Lap, aged 38, is the Director of Technical Services. He is responsible for software application development, research and development and technical support. He worked in various divisions involved in data communication, networking and system software design before the current assignment. He holds a degree in Computer Science with Electronic Engineering from University College, London.

##### Non-executive Directors

FUNG Pak Chuen, Alphonso, aged 50, is a non-executive Director. He is a co-founder and managing director of CL International Holding Limited ("CLIH") Group. Mr Fung graduated from the University of London with a master degree in Computer Science. Prior to the establishment of the CLIH Group in 1979, he worked at IBM in Hong Kong and International Computer Limited in the United Kingdom.

LO, Richard, aged 49, is a non-executive Director. Mr. Lo is also a co-founder and managing director of CLIH Group. Before the establishment of the CLIH Group, Mr. Lo worked in marketing department of IBM in Hong Kong. Mr. Lo holds a bachelor degree in Mathematics from Syracuse University, New York and a master degree in Business Administration from the University of California at Los Angeles.

##### Independent non-executive Directors

TSANG Link Carl, Brian, aged 37, is a practising solicitor in Hong Kong. He is a partner of Hong Kong law firm, Lu Lai & Li. He is also admitted to practise law in England & Wales, Singapore, New South Wales, Queensland and the Australian Capital Territories. He is also a non-executive director of four other public companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He was appointed as an independent non-executive Director of the Company in June 2000.



## Directors and Senior Management Profile 董事及高級管理人員簡介

### 董事

#### 執行董事

李文龍，42歲，本集團行政總裁。彼負責本集團之企業策劃以及日常運作，彼從事資訊科技行業已逾十七年。李先生在一九八三年畢業後於NCR開展其事業，彼曾負責不同行業包括金融、製造及零售業之電腦系統銷售及市務工作。彼在加入本集團前，於另一間專注證券交易系統之科技公司工作，彼持有香港中文大學(工商管理學士)學位。

葉棣慈，40歲，營運及市務總監。彼現統領本集團之市務支援部門及本集團成都及廣州辦事處之運作。彼在加盟本集團前，彼分別為Washington Trust Bank及大通銀行的技術部門效力，彼於資訊科技業累積逾十五年經驗。彼持有美國Eastern Washington State University之(工商管理)碩士學位。

鄧志立，38歲，技術服務總監。彼負責開發應用軟件、研究及開發以及技術支援。彼在出任目前職務前，曾於涉及數據傳播、網絡及系統軟件設計之部門工作。彼持有倫敦University College之電子工程之電腦科學學位。

#### 非執行董事

馮百泉，50歲，非執行董事。彼乃CL International Holding Limited Group(「CLIH」)之共同創辦人兼董事總經理。馮先生畢業於倫敦大學，擁有電腦科學碩士學位。彼於一九七九年創立CLIH集團之前，曾分別在香港IBM及英國International Computer Limited任職。

老元迪，49歲，非執行董事。老先生亦是CLIH集團之共同創辦人兼董事總經理。老先生於創立CLIH集團之前，在香港任職於IBM的市場推廣部門。老先生持有紐約Syracuse University數學學士學位及洛杉磯University of California工商管理碩士學位。

#### 獨立非執行董事

曾令嘉，37歲，香港之執業律師。彼乃香港姚黎李律師行之合夥人。彼亦擁有資格在英格蘭與威爾斯、新加坡、新南威爾斯、昆士蘭及澳大利亞首都地區執行法律實務。彼亦出任另外四間在香港聯合交易所有限公司(「聯交所」)公眾上市之公司之非執行董事。彼於二零零零年六月獲委為本公司獨立非執行董事。

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LEE Sai Yeung, aged 49, was the executive director of several companies listed on the Stock Exchange from 1996 to 1998. Mr. Lee obtained his master degree in Business Administration and a bachelor degree in Business Administration (with honours) from the University of Texas at Austin. He has more than 15 years' experience in the securities business and extensive experience in corporate finance and investment banking. From 1981 to 1998, Mr. Lee had been registered as a dealing director, investment adviser and held position as senior executive in several major regional and European securities firms in Hong Kong. He was appointed as an independent non-executive Director of the Company in June 2000.

## SENIOR MANAGEMENT

CHEUNG Tung, aged 40, is responsible for sales activities of the Group. He has over 15 years' experience in sales and marketing of computer software and hardware products. He is now in charge of the sales team of about 12 members in different offices of the Group.

SIU Kwok Hing, aged 44, is responsible for the integration and maintenance services of the Group. He has over 20 years of working experience in the IT industry. He specialises in the technical mini-computer system. Prior to joining the Group, he has worked in NCR for 6 years. He holds a degree in Electronic Engineering from Hong Kong Polytechnic University.

QI Wei, aged 38, is the technical manager of Beijing branch of the Group. He graduated from the University of Beijing. He has 14 years' experience in the IT industry and 7 years' experience in the banking industry. He is responsible for customers services and application development division of that Branch.

ZHANG Bing Bing, aged 34, is the technical manager of the Chengdu branch of the Group. He graduated from Beijing University of Astronautics and Aeronautics with Diploma in Computer Science. He has 8 years' experience in the banking industry and is responsible for the networking division and the training division of the Group.

MA Siu Ming, Jackson, aged 32, is the technical manager of Computech Systems (Asia) Limited. He graduated from the University of East Asia, Macau and is now responsible for R&D division of the Group. He has 9 years' experience in the banking industry.

CHOW Chi Wah, Vincent, aged 32, is the financial controller, company secretary and qualified accountant of the Group. He graduated from Lingnan College. He is responsible for the supervision of the Group's accounting and financial reporting procedures and regulatory compliance of the Group. He has about 8 years of experience in the audit and accounting field. He is an associate member of each of The Chartered Association of Certified Accountants and the Hong Kong Society of Accountants. He joined the Group in 2000.



## Directors and Senior Management Profile

### 董事及高級管理人員簡介

李世揚，49歲，於一九九六年至一九九八年間曾任多間聯交所上市公司之執行董事。李先生於Austin之德克薩斯大學取得其工商管理碩士學位及工商管理榮譽學士學位。彼於證券業擁有逾十五年經驗，及擁有企業財務及投資銀行方面之廣泛經驗。自一九八一年至一九九八年，李先生成為註冊之交易董事及財務顧問並於香港數間主要之地區及歐資證券行擔任高級行政職位。彼於二零零零年六月獲委為本公司獨立非執行董事。

#### 高級管理層

張彤，40歲，負責本集團之銷售事務。彼在電腦軟件及硬件產品銷售及市場推廣方面擁有逾十五年經驗。彼現統管分佈於本集團各辦事處內約十二人之銷售隊伍。

蕭國興，44歲，負責本集團之集成及保養服務。彼於資訊科技行業累積逾二十年之工作經驗，專長於技術微型電腦系統。彼於加盟本集團之前，曾於NCR任職達六年之久。彼持有香港理工大學電子工程學位。

齊偉，38歲，本集團北京分處之技術經理。彼畢業於北京大學，在資訊科技行業擁有十四年經驗，亦在銀行業擁有七年經驗。彼負責該分處之客戶服務及應用程式開發部門。

張兵兵，34歲，本集團成都分行之技術經理。彼畢業於北京大學，攻讀航天及航空學並持有電腦科學文憑。彼於銀行業擁有八年之經驗，現負責本集團之網絡工程部門及培訓部門。

馬少明，32歲，駿科系統(亞洲)有限公司之技術經理。彼畢業於澳門東亞大學，現負責本集團之研究及開發部門。彼於銀行業累積達九年之經驗。

周志華，32歲，本集團之財務總監、公司秘書及認可會計師。彼畢業於嶺南學院。彼負責監管本集團會計及財務報告程序及遵守有關規定。彼於核數及會計行業擁有約八年經驗。彼乃英國特許公認會計師公會及香港會計師公會各自之會員。彼於二零零零年加盟本集團。



## Directors' Report

### 董事會報告

The directors have pleasure in presenting their first report together with the audited financial statements for the period from 29th March, 2000 (date of incorporation) to 31st December, 2000.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 11 to the financial statements.

### SEGMENTAL INFORMATION

The analysis of the Group's turnover and contribution to operating profit by principal activities and geographical areas of operation are as follows:

	Turnover		Contribution to operating profit	
	Consolidated for the period from 29.3.2000 to 31.12.2000 HK\$'000	Pro forma combined for the year ended 31.12.2000 HK\$'000	Consolidated for the period from 29.3.2000 to 31.12.2000 HK\$'000	Pro forma combined for the year ended 31.12.2000 HK\$'000
By principal activities:				
Sales of packaged software products and related services	11,803	23,189	4,722	8,721
System integration	10,735	13,471	2,975	3,508
Others	848	905	228	274
	<u>23,386</u>	<u>37,565</u>	<u>7,925</u>	<u>12,503</u>
Other income			520	729
Selling and distribution expenses			(73)	(287)
Administrative expenses			(6,649)	(12,409)
Operating profit			<u>1,723</u>	<u>536</u>

No geographical analysis of consolidated turnover and contribution to operating profit is given as the Group derived about 97% of its consolidated turnover from its operations in Mainland China during the period and the contribution to operating profit from a specific area is not abnormal in nature.



## Directors' Report 董事會報告

董事欣然呈報首份報告，連同二零零零年三月二十九日（註冊成立日期）至二零零零年十二月三十一日止期間之經審核財務報表。

### 主要業務

本公司為一間投資控股公司，其附屬公司之主要業務載於財務報表附註11。

### 分類資料

本集團按主要業務及經營地區分佈位置分類之營業額及經營溢利貢獻分析如下：

	營業額		經營溢利貢獻	
	綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 千港元	備考合併 截至二零零零年 十二月三十一日 止年度 千港元	綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 千港元	備考合併 截至二零零零年 十二月三十一日 止年度 千港元
按主要業務分類：				
銷售組合軟件產品 及相關服務	11,803	23,189	4,722	8,721
系統集成	10,735	13,471	2,975	3,508
其他	848	905	228	274
	<u>23,386</u>	<u>37,565</u>	<u>7,925</u>	<u>12,503</u>
其他收入			520	729
銷售及分銷開支			(73)	(287)
行政開支			(6,649)	(12,409)
經營溢利			<u>1,723</u>	<u>536</u>

由於本集團於期內有97%綜合營業額來自其在中國內地之業務，且來自某特定地區之經營溢利貢獻並不異常，故並無呈列按地區分佈之綜合營業額及經營溢利貢獻分析。



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## **REORGANISATION AND LISTING ON THE GROWTH ENTERPRISE MARKET (THE “GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

The Company was incorporated in the Cayman Islands on 29th March, 2000 as an exempt company with limited liability under the Companies Law (1998 Revision) of the Cayman Islands. Pursuant to a series of group reorganisation steps to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the GEM, the Company became the holding company of the Group on 3rd June, 2000. Details of the group reorganisation are set out in the paragraph headed “Corporate Reorganisation” in appendix IV of the prospectus issued by the Company dated 9th June, 2000 and a summary thereof is set out in note 1 to the financial statements.

The shares of the Company have been listed on the GEM since 19th June, 2000.

### **RESULTS AND DIVIDEND**

The results of the Group for the period from 29th March, 2000 (date of incorporation) to 31st December, 2000 are set out in the consolidated income statement on page 37 of the annual report. The pro forma combined results of the Group for each of the two years ended 31st December, 2000 prepared on the basis set out in note 1 to the financial statements, are also presented on the same page for information.

The directors do not recommend the payment of a dividend in respect of the period.

### **FINANCIAL SUMMARY**

A summary of the pro forma combined results of the Group for each of the three years ended 31st December, 2000 is set out on page 74 of the annual report.

### **FIXED ASSETS**

The Group purchased fixed assets amounted to HK\$1,504,000 during the period. Detailed movements in fixed assets are set out in note 10 to the financial statements.

### **SHARE CAPITAL AND SHARE OPTIONS**

Details of movements in the Company’s share capital during the period, together with reason thereof, and details of the Company’s share option scheme are set out in note 20 to the financial statements.

### **RESERVES**

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



## Directors' Report 董事會報告

### 重組及於香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）上市

本公司於二零零零年三月二十九日根據開曼群島公司法（一九九八年修訂本）於開曼群島註冊成立為獲豁免有限公司。根據為籌備本公司股份於創業板上市須整頓本集團架構而採取之一連串集團重組步驟，本公司於二零零零年六月三日成為本集團之控股公司。有關集團重組之詳情載於本公司於二零零零年六月九日刊發之招股章程附錄四「公司重組」一段，而有關概要載於財務報表附註1。

本公司股份自二零零零年六月十九日起在創業板上市。

### 業績及股息

本集團由二零零零年三月二十九日（註冊成立日期）至二零零零年十二月三十一日止期間之業績載於年報第37頁綜合收益表。本集團截至二零零零年十二月三十一日止兩個年度各年之備考合併業績乃根據財務報表附註1所載基準而編製，並於同一頁呈列作參考。

董事不建議派發期內股息。

### 財務概要

本集團截至二零零零年十二月三十一日止三個年度各年之備考合併業績概要載於年報第74頁。

### 固定資產

本集團於期內採購之固定資產合共1,504,000港元。固定資產變動詳情載於財務報表附註10。

### 股本及購股權

本公司於期內之股本變動詳情，連同有關原因及本公司購股權計劃載於財務報表附註20。

### 儲備

本集團及本公司於期內之儲備變動載於財務報表附註21。

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## BORROWINGS

Details of borrowings of the Group are set out in note 18 to the financial statements.

No interest was capitalised by the Group during the period.

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the period since incorporation and up to the date of this report were:

### Executive directors:

Lee Man Lung, Vincent	(appointed on 30th March, 2000)
Yip Tai Chee, Alick	(appointed on 30th March, 2000)
Tang Chi Lap	(appointed on 30th March, 2000)

### Non-executive directors:

Fung Pak Chuen, Alphonso	(appointed on 29th March, 2000)
Lo, Richard	(appointed on 29th March, 2000)

### Independent non-executive directors:

Tsang Link Carl, Brian	(appointed on 30th March, 2000)
Lee Sai Yeung	(appointed on 30th March, 2000)

In accordance with Article 14 (4) of the Company's Articles of Association, Mr. Lo, Richard, Mr. Tsang Link Carl, Brian and Mr. Lee Sai Yeung shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The non-executive and independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the Company's Articles of Association.

Each of the executive directors has entered into a service contract with the Company for an initial term of three years commencing from 1st June, 2000 and will continue thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.



## Directors' Report 董事會報告

### 借款

本集團之借款詳情載於財務報表附註18。

本集團於期內並無將任何利息撥充作資本。

### 董事及董事之服務合約

本公司自註冊成立日期至本報告日期止期間之董事如下：

#### 執行董事：

李文龍	(於二零零零年三月三十日獲委任)
葉棣慈	(於二零零零年三月三十日獲委任)
鄧志立	(於二零零零年三月三十日獲委任)

#### 非執行董事：

馮百泉	(於二零零零年三月二十九日獲委任)
老元迪	(於二零零零年三月二十九日獲委任)

#### 獨立非執行董事：

曾令嘉	(於二零零零年三月三十日獲委任)
李世揚	(於二零零零年三月三十日獲委任)

根據本公司之組織章程第14(A)條，老元迪先生、曾令嘉先生及李世揚先生均須告退，惟願意於下屆股東週年大會上膺選連任。

非執行及獨立非執行董事並無特定委任期，但須根據本公司之組織章程輪留告退及膺選連任。

各執行董事均與本公司訂有服務合約，初步年期由二零零零年六月一日起計，為期三年，此後按年續期，直至任何一方發出不少於三個月書面通知終止合約為止。

除上述者外，概無任何建議在下一屆股東週年大會重選之董事與本公司訂立不得在一年內被本公司終止而毋須作出賠償之服務合約(法定賠償除外)。

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## DIRECTORS' INTERESTS IN CONTRACTS

Apart from the transactions as disclosed in note 28 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the period or at any time during the period.

## CONNECTED TRANSACTIONS

The details of connected transactions during the period under the GEM Listing Rules are set out in note 28 to the financial statements.

## DIRECTORS' INTERESTS IN SECURITIES

As at 31st December, 2000, the directors and their associates had the following interests in shares of the Company as recorded in the Register of Directors' Interests kept by the Company under Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI" Ordinance):

Director	Type of interest	Number of shares
Mr. Lee Man Lung, Vincent ( <i>Note 1</i> )	Corporate	55,860,000
Mr. Fung Pak Chuen, Alphonso ( <i>Note 2</i> )	Family	55,860,000
Mr. Lo, Richard ( <i>Note 3</i> )	Family	55,860,000
Mr. Yip Tai Chee, Alick	Personal	14,000,000
Mr. Tang Chi Lap	Personal	7,280,000

*Notes:*

1. As Mr. Lee Man Lung, Vincent is interested in 100% of the issued share capital of Brilliant Time Limited, Mr. Lee Man Lung, Vincent is taken to have an interest in the 55,860,000 shares held by Brilliant Time Limited.
2. Gumpton Investments Limited, which holds 75% of the issued share capital of CL Investments Limited ("CL Investments"), is taken to have an interest in the 55,860,000 shares in which CL Investments is interested under the SDI Ordinance. As 50% of the issued share capital of Gumpton Investments Limited is held by AFS Holdings Limited, AFS Holdings Limited is taken to have an interest in the 55,860,000 shares under the SDI Ordinance.

AFS Holdings Limited is wholly-owned by The General Trust Co. Ltd. The General Trust Co. Ltd. is the trustee of AFS Trust, one of the beneficiaries of which is the wife of Mr. Fung Pak Chuen, Alphonso. Mr. Fung Pak Chuen, Alphonso is taken to have an interest in the 55,860,000 shares by virtue of his spouse's interest under the SDI Ordinance.



## Directors' Report 董事會報告

### 董事在合約中之權益

除財務報表附註28披露之交易外，於期終或期內任何時間，本公司各董事均無於本公司或其任何附屬公司所訂立與本公司之業務有關之重要合約中擁有重大權益。

### 關連交易

根據創業板上市規則，於期內進行之關連交易詳情載於財務報表附註28。

### 董事之證券權益

於二零零零年十二月三十一日，根據證券(披露權益)條例(「披露權益條例」)第29條存置之本公司股東名冊所示，董事及彼等之聯繫人在本公司股份中的權益如下：

董事	權益類別	股份數目
李文龍先生(附註1)	公司	55,860,000
馮百泉先生(附註2)	家族	55,860,000
老元迪先生(附註3)	家族	55,860,000
葉棣慈先生	個人	14,000,000
鄧志立先生	個人	7,280,000

附註：

- 由於李文龍先生擁有Brilliant Time Limited所有已發行股本之權益，故李文龍先生被視作在Brilliant Time Limited所持之55,860,000股股份中擁有權益。
- 根據披露權益條例，Gumpton Investments Limited(其持有CL Investments Limited(「CL Investments」)已發行股本75%)將被視為於CL Investments擁有權益之55,860,000股股份中擁有權益。由於Gumpton Investments Limited已發行股本50%乃AFS Holdings Limited所持有，根據披露權益條例，AFS Holdings Limited將被視為於55,860,000股股份中擁有權益。

AFS Holdings Limited由The General Trust Co.Ltd.全資擁有，The General Trust Co. Ltd.乃AFS Trust之受託人，AFS Trust其中一位受益人為馮百泉先生之妻子，根據披露權益條例，馮百泉先生因為其配偶之權益而被視為於55,860,000股股份中擁有權益。

## DIRECTORS' INTERESTS IN SECURITIES (Cont'd)

- Gumpton Investments Limited, which holds 75% of the issued share capital of CL Investments, is taken to have an interest in the 55,860,000 shares in which CL Investments is interested under the SDI Ordinance. As 50% of the issued capital of Gumpton Investments Limited is held by Ardian Holdings Limited, Ardian Holdings Limited is taken to have an interest in the 55,860,000 shares under the SDI Ordinance.

Ardian Holdings Limited is wholly-owned by The General Trust Co. Ltd. The General Trust Co. Ltd. is the trustee of Ardian Trust, the beneficiaries of which include the wife and a child (who is under 18 years of age) of Mr. Lo, Richard. Mr. Lo, Richard is taken to have an interest in the 55,860,000 shares by virtue of his spouse's and his child's (who is under 18 years of age) interests under the SDI Ordinance.

Save as disclosed above, at 31st December, 2000, none of the directors or their associates had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Under the terms of a share option scheme (the "Scheme") adopted by the Company on 2nd June, 2000, the board of directors is authorised, at its absolute discretion, to grant options to executive directors and full time employees of the Company or its subsidiaries, to subscribe for shares in the Company. Further details of the Scheme are set out in note 20 to the financial statements. No options had been granted to any directors under the Scheme up to the balance sheet date.

Apart from the foregoing, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS

At 31st December, 2000, according to the register required to be kept under Section 16(1) of the SDI Ordinance, the following persons were interested in 10% or more of the issued share capital of the Company:

Name	Number of shares	Percentage of issued share capital
Anstalt Pacific Techvest Inc. (Note 1)	55,860,000	27.93%
CL Investments (Note 2)	55,860,000	27.93%
CL Strategic Holdings Limited (Note 3)	55,860,000	27.93%
Brilliant Time Limited (Note 4)	55,860,000	27.93%

Notes:

- Anstalt Pacific Techvest Inc. ("Anstalt Pacific") is beneficially and wholly-owned by Lam Soon (Hong Kong) Limited, the shares of which are listed on the Main Board of the Stock Exchange. Anstalt Pacific has a 50% interest in the issued share capital of CL Strategic Holdings Limited ("CLSH") and is accordingly taken to have an interest in the shares in which CLSH is interested in.



## Directors' Report 董事會報告

### 董事之證券權益 (續)

- (3) 根據披露權益條例，Gumpton Investments Limited (其持有CL Investments已發行股本75%) 將被視為於CL Investments擁有權益之55,860,000股股份中擁有權益。由於Gumpton Investments Limited已發行股本50%乃Ardian Holdings Limited所持有，根據披露權益條例，Ardian Holdings Limited將被視為於55,860,000股股份中擁有權益。

Ardian Holdings Limited由The General Trust Co. Ltd.全資擁有，The General Trust Co. Ltd.乃Ardian Trust之受託人，Ardian Trust之受益人包括老元迪先生之妻子及一名年齡為十八歲以下之子女，根據披露權益條例，老元迪先生因為其配偶及子女之權益而被視為於55,860,000股股份中擁有權益。

除上文所披露者外，於二零零零年十二月三十一日，概無董事或彼等之任何聯繫人在本公司或其任何相聯法團(定義見披露權益條例)之任何證券中擁有任何權益。

### 董事收購股份或債券的權利

根據本公司於二零零零年六月二日採納之購股權計劃(「計劃」)，董事會獲授權，按其絕對酌情權向本公司或其附屬公司之執行董事及全職僱員授出購股權從而認購本公司股份。有關計劃進一步詳情載於財務報表附註20。直至結算日期止，並無根據計劃向任何董事授予任何購股權。

除上述者外，於期內，本公司或其任何附屬公司並無作出任何安排，使本公司董事、彼等之配偶或18歲以下之子女藉收購本公司或任何其他公司之股份或債券而得益。

### 主要股東

於二零零零年十二月三十一日，根據按照披露權益條例第16(1)條而存置的股東名冊所示，以下人士擁有本公司已發行股本10%或以上權益：

名稱	股份數目	已發行股本 百分比
Anstalt Pacific Techvest Inc. (附註1)	55,860,000	27.93%
CL Investments (附註2)	55,860,000	27.93%
CL Strategic Holdings Limited (附註3)	55,860,000	27.93%
Brilliant Time Limited (附註4)	55,860,000	27.93%

附註：

1. Anstalt Pacific Techvest Inc. (「Anstalt Pacific」) 由南順(香港)有限公司(其股份於聯交所主板上市)實益及全資擁有。由於Anstalt Pacific擁有CL Strategic Holdings Limited (「CLSH」) 已發行股本之50%權益，故被當作於CLSH擁有之股份中擁有權益。



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## **SUBSTANTIAL SHAREHOLDERS (Cont'd)**

2. CL Investments is deemed to be owned as to 37.5% by Mr. Fung Pak Chuen, Alphonso and as to 37.5% by Mr. Lo, Richard, and is beneficially owned as to 20% by Mr. Chan Kin Wah, Charles and as to 5% by Mr. Wong Siu Sik, Alex. Both Mr. Chan Kin Wah, Charles and Mr. Wong Siu Sik, Alex are independent third parties not connected with the Company, any of its subsidiaries, the directors, chief executives, substantial shareholders and management shareholders of the Company or any of their respective associates.

CL Investments has a 50% interest in the issued share capital of CLSH and is accordingly taken to have an interest in the shares in which CLSH is interested in.

3. CLSH is owned as to 50% by Anstalt Pacific and 50% by CL Investments.
4. Brilliant Time Limited is beneficially and wholly-owned by Mr. Lee Man Lung, Vincent.

Save as disclosed above, the Company has not been notified of any other interests as at 31st December, 2000 representing 10% or more of the issued share capital of the Company.

## **MAJOR CUSTOMERS AND SUPPLIERS**

On a pro forma combined basis, for the year under review, sales to the Group's five largest customers accounted for 84% of the total sales for the year and sales to the largest customer included therein amounted to 30%. Purchases from the Group's five largest suppliers accounted for 50% of the total purchases for the year and purchases from the largest supplier included therein amounted to 19%.

CL Systems (China) Limited is one of the Group's five largest suppliers, on a proforma combined basis, for the year under review. CL Systems (China) Limited is owned as to 70% by CL International Holdings Limited which is 50% owned by CL Investments. CL Investments is deemed to be owned as to 37.5% by each of Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard. Each of Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard has a family interest of 55,860,000 shares in the Company (representing 27.93% of the issued share capital of the Company) under the SDI Ordinance as disclosed under the paragraph headed "Directors' interests in Securities".

Save as aforesaid, to the best knowledge of the directors, neither the directors, their associates, nor any shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year.

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

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.



## Directors' Report 董事會報告

### 主要股東 (續)

- CL Investments被視作由馮百泉先生、老元迪先生各擁有37.5%權益及由陳健華先生及黃兆軾先生分別實益擁有20%及5%權益。陳健華先生及黃兆軾先生均為獨立第三者，與本公司、其任何附屬公司、本公司或其任何附屬公司的董事、主要行政人員、主要股東及管理層股東或彼等各自之聯繫人概無關連。

CL Investments擁有CLSH已發行股本50%權益，故被當作於CLSH擁有之股份中擁有權益。

- CLSH由Anstalt Pacific及CL Investments分別擁有50%權益。
- Brilliant Time Limited由李文龍先生實益全資擁有。

除上文所披露者外，於二零零零年十二月三十一日，本公司並無獲悉有任何其他權益佔本公司已發行股本10%或以上。

### 主要客戶及供應商

根據備考合併基準，於回顧年內，本集團之五大客戶銷售佔全年總銷售84%，而最大客戶獨佔30%。來自本集團五大供應商之採購佔全年總採購50%，而來自最大供應商之採購佔19%。

回顧年內，按備考合併基準計算，日達系統(中國)有限公司為本集團五大供應商之一。日達系統(中國)有限公司乃由CL International Holdings Limited擁有70%權益。CL Investments則擁有CL International Holdings Limited 50%權益。CL Investments被視為由馮百泉先生及老元迪先生各自擁有37.5%權益。按披露權益條例在「董事之證券權益」一段所披露，馮百泉先生及老元迪先生各自擁有本公司55,860,000股股份之家族權益，佔本公司已發行股本27.93%。

除上述者外，據董事所探知，於本年內，擁有本公司已發行股本5%以上之董事、彼等之聯繫人或任何股東概無在本集團五大客戶或供應商中擁有任何實益權益。

### 購回、出售或贖回本公司之上市證券

於期內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

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## PRE-EMPTIVE RIGHTS

There are no provisions for the pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## SPONSORS' INTERESTS

As updated and notified by the Company's sponsor, Vickers Ballas Capital Limited ("Vickers Ballas"), as at 31st December, 2000 and 22nd March, 2001, respectively neither Vickers Ballas, its directors, its employees nor its associates, had any interest in the share capital of the Company.

Pursuant to the agreement dated 10th April, 2000 entered with the Company, Vickers Ballas received and will receive, fees for acting as the Company's continuing sponsor for the period from 19th June, 2000 to 31st December, 2002.

## AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference for the purpose of reviewing and providing supervision over of the financial reporting process and internal control procedures of the Group. The Audit Committee has three members comprising Mr. Lee Sai Yeung, Mr. Tsang Link Carl, Brian and Mr. Lee Man Lung, Vincent.

Up to the date of approval of these financial statements, the Audit Committee has held three meetings and has reviewed the Company's draft annual, interim and quarterly financial reports.

## AUDITORS

Messrs. PKF were appointed as auditors of the Company on 13th July, 2000. A resolution to re-appoint the retiring auditors is to be proposed at the forthcoming general meeting.

On behalf of the Board

**Lee Man Lung, Vincent**

*Chairman*

Hong Kong, 22nd March, 2001



## Directors' Report 董事會報告

### 優先購買權

本公司之組織章程或開曼群島法例並無對優先購買權作出任何規定，須本公司向現有股東按比例提出購買新股之邀請。

### 保薦人之權益

獲本公司保薦人唯高達融資有限公司（「唯高達」）知會，於二零零零十二月三十一日及二零零一年三月二十二日，唯高達、其董事、其僱員或彼等之聯繫人概無擁有本公司股本中任何權益。

根據與本公司於二零零零年四月十日訂立之協議，唯高達就由二零零零年六月十九日至二零零二年十二月三十一日止期間擔任本公司之持續保薦人而收取及將收取費用。

### 審核委員會

本公司已成立其審核委員會，並編製其職權範圍書，從而監督本集團之財務報告及內部控制程序。審核委員會由三名成員組成，包括李世揚先生、曾令嘉先生及李文龍先生。

直至本財務報表獲批准之日，審核委員會已召開三次會議，並已審閱本公司之年度、中期及季度財務報告草稿。

### 核數師

梁學濂會計師事務所於二零零零年七月十三日獲委任為本公司核數師。續聘告退核數師之決議案將於下屆股東大會上提呈。

承董事會命

主席  
李文龍

香港，二零零一年三月二十二日



## Auditors' Report 核數師報告

梁學濂會計師事務所

# PKF

26th Floor  
Citicorp Centre  
18 Whitfield Road  
Causeway Bay  
Hong Kong

香港  
銅鑼灣  
威非路道18號  
萬國寶通中心26樓

To the members of  
**Computech Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

We have audited the financial statements on pages 37 to 73 which have been prepared in accordance with the basis of presentation as set out in note 1 to the financial statements.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

致  
駿科網絡訊息有限公司  
*(於開曼群島註冊成立之有限公司)*  
各股東

本核數師已完成審核載於第37頁至第73頁按照財務報表附註1之準則而編製之經審核財務報表。

### 董事及核數師之個別責任

公司董事須負責編製真實與公平之財務報表。在編製該等財務報表時，董事必須貫徹採用合適之會計政策。

本核數師之責任是根據審核工作之結果，對該等財務報表表達獨立之意見，並向股東作出報告。



## Auditors' Report 核數師報告

### BASIS OF OPINION

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

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

### OPINION

In our opinion the financial statements, prepared on the basis set out in note 1 to the financial statements, give a true and fair view of the state of the affairs of the Company and the Group as at 31st December, 2000 and of the consolidated profit and cash flows of the Group for the period from 29th March, 2000 (date of incorporation of the Company) to 31st December, 2000 and of the pro forma combined profit of the Group for the year ended 31st December, 2000 and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PKF**

*Certified Public Accountants*

Hong Kong, 22nd March, 2001

### 意見之基礎

本核數師是按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重大估計及判斷，所釐定之會計政策是否適合 貴公司及 貴集團之具體情況及是否貫徹應用並足夠地披露該等會計政策。

本核數師在策劃及進行審核工作時，均以取得一切本核數師認為必需之資料及解釋為目標，使本核數師能獲得充份之憑證，就該等財務報表是否存在重要錯誤陳述，作出合理之確定。在表達意見時，本核數師亦已衡量該等財務報表所載之資料在整體上是否足夠。本核數師相信，所作之審核工作已為下列意見建立了合理之基礎。

### 意見

本核數師認為上述按財務報表附註1編製之財務報表均真實與公平地反映 貴公司及貴集團於二零零零年十二月三十一日之財政狀況及 貴集團由二零零零年三月二十九日(本公司註冊成立日期)至二零零零年十二月三十一日止期間之溢利及現金流量及 貴集團截至二零零零年十二月三十一日止年度之備考合併溢利，並已按照香港公司條例之披露要求而妥善編製。

**梁學濂會計師事務所**

*執業會計師*

香港，二零零一年三月二十二日



## Consolidated Income Statement

### 綜合收益表

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

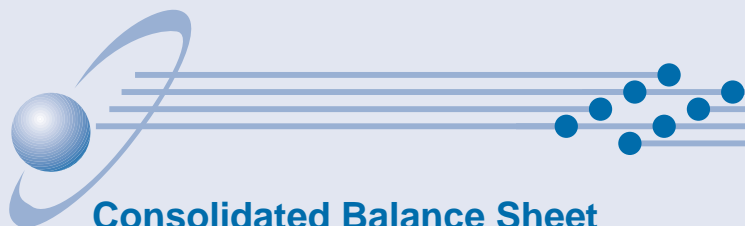
(Note 1)

Pro forma combined

(附註1)

備考合併

			Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日至 二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Turnover	營業額	3	23,386	37,565	49,435
Cost of sales	銷售成本		(15,461)	(25,062)	(40,972)
Gross profit	毛利		7,925	12,503	8,463
Other income	其他收入		520	729	144
Selling and distribution expenses	銷售及分銷 開支		(73)	(287)	(382)
Administrative expenses	行政開支		(6,649)	(12,409)	(13,199)
Operating profit/(loss)	經營溢利/(虧損)		1,723	536	(4,974)
Finance costs	融資成本		(116)	(180)	(943)
Amortisation of goodwill on consolidation	攤銷綜合時產生 之商譽		(926)	—	—
Profit/(loss) before taxation	除稅前溢利/(虧損)	4	681	356	(5,917)
Taxation	稅項	5(a)	—	—	(23)
Profit/(loss) for the period/year	期/年內溢利/ (虧損)	6	681	356	(5,940)
Earnings/(loss) per share — Basic	每股盈利/(虧損) — 基本	7	HK 0.45 cents	HK 0.21 cents	HK(4.24) cents



## Consolidated Balance Sheet

### 綜合資產負債表

於二零零零年十二月三十一日  
At 31st December, 2000

		Note 附註	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Fixed assets	固定資產	10	1,673
Investment securities	投資證券	12	2,342
Development costs	發展成本	13	4,027
Goodwill on consolidation	綜合時產生之商譽	14	3,835
			<b>11,877</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Inventories	存貨	15	127
Debtors, deposits and prepayments	應收賬款、按金及預付款項		12,050
Tax recoverable	應收稅項		23
Time deposits	定期存款	16	3,085
Cash and bank balances	現金及銀行存款	17	6,312
			<b>21,597</b>
<b>DEDUCT:</b>	<b>減：</b>		
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Creditors, accruals and deposits	應付賬款、應計費用及按金		9,086
Value-added tax payable	應付增值稅		808
Obligations under hire purchase contract	分期付款合約之承擔	18	13
Amounts due to related companies	欠有關連公司款項	19	889
			<b>10,796</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>10,801</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>22,678</b>
<b>REPRESENTING:</b>	<b>代表：</b>		
<b>SHARE CAPITAL</b>	<b>股本</b>	20	20,000
<b>RESERVES</b>	<b>儲備</b>	21	2,648
<b>SHAREHOLDERS' FUNDS</b>	<b>股東資金</b>		<b>22,648</b>
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>		
Obligations under hire purchase contract	分期付款合約之承擔	18	30
			<b>22,678</b>

Approved by the Board of Directors on 22nd March, 2001  
董事會於二零零一年三月二十二日批准

**Lee Man Lung, Vincent**  
Director  
李文龍  
董事

**Tang Chi Lap**  
Director  
鄧志立  
董事





## Balance Sheet 資產負債表

於二零零零年十二月三十一日  
At 31st December, 2000

		Note 附註	HK\$'000 千港元
NON-CURRENT ASSET	非流動資產		
Investments in subsidiaries	附屬公司投資	11	<u>21,569</u>
CURRENT ASSETS	流動資產		
Deposits and prepayments	按金及預付款項		319
Cash at bank	銀行存款		<u>21</u>
			<u>340</u>
DEDUCT:	減：		
CURRENT LIABILITY	流動負債		
Accruals	應計費用		<u>466</u>
NET CURRENT LIABILITIES	流動負債淨值		<u>綾(126)</u>
NET ASSETS	資產淨值		<u>21,443</u>
REPRESENTING:	代表：		
SHARE CAPITAL	股本	20	20,000
RESERVES	儲備	21	<u>1,443</u>
SHAREHOLDERS' FUNDS	股東資金		<u>21,443</u>

Approved by the Board of Directors on 22nd March, 2001  
董事會於二零零一年三月二十二日批准

**Lee Man Lung, Vincent**  
*Director*  
李文龍  
董事

**Tang Chi Lap**  
*Director*  
鄧志立  
董事



## Consolidated Cash Flow Statement

### 綜合現金流量表

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

		Note 附註	HK\$'000 千港元
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	來自經營業務之 現金流出淨額	22	<u>(4,261)</u>
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	投資及財務安排所得 之回報		
Interest received	已收利息		178
Bank interest paid	已付銀行利息		<u>(97)</u>
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	來自投資及財務安排 所得回報 之現金流入淨額		<u>81</u>
TAXATION	稅項		
Hong Kong profits tax paid	已付香港利得稅		<u>(24)</u>
INVESTING ACTIVITIES	投資活動		
Purchase of fixed assets	購買固定資產		(1,460)
Sales proceeds of fixed assets	銷售固定資產所得款項		21
Purchase of investment securities	購買投資證券		(2,342)
Acquisition of subsidiaries (cash and cash equivalents acquired)	收購附屬公司 (已收購現金及等同現金項目)	23	4,063
Increase in development costs	發展成本之增加		<u>(4,011)</u>
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動現金流出 淨額		<u>(3,729)</u>
NET CASH OUTFLOW BEFORE FINANCING	融資前現金流出 淨額		<u>(7,933)</u>
FINANCING	融資		
Issue of shares for cash	發行股份所得現金	25	30,000
Issuing expenses for share placing	配售股份開支	25	(8,119)
Principal repayment of obligations under hire purchase contract	償還分期付款合約承擔 之本金	25	(1)
Repayment of loans payable	償還應付貸款	25	<u>(4,550)</u>
NET CASH INFLOW FROM FINANCING	融資現金流入淨額		<u>17,330</u>
INCREASE IN CASH AND CASH EQUIVALENTS AND AT 31ST DECEMBER, 2000	現金及等同現金項目之增加 及於二零零零年 十二月三十一日	26	<u>9,397</u>



## Consolidated Statement of Recognised Gains and Losses

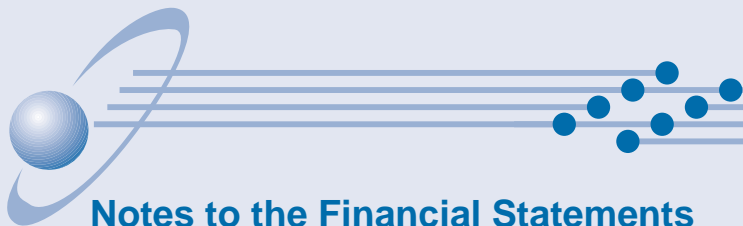
### 綜合已確認損益表

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

HK\$'000

千港元

Exchange difference arising from translation of financial statements of a subsidiary established in the People's Republic of China ("PRC")	因換算中華人民共和國 (「中國」)成立之 附屬公司財務報表 而產生之滙兌差額	(14)
Profit for the period	期內溢利	<u>681</u>
Total recognised gains	確認收益總額	<u><u>667</u></u>



## Notes to the Financial Statements 財務報表附註

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

### 1. GROUP REORGANISATION AND BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The Company was incorporated in the Cayman Islands on 29th March, 2000 as an exempted company with limited liability under the Companies Law (1998 Revision) of the Cayman Islands. Pursuant to a reorganisation scheme to rationalise the structure of the Group in preparation for the listing of its shares on The Growth Enterprise Market (the "GEM") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in June 2000 (the "Reorganisation"), the Company became the holding company of the companies now comprising the Group (as detailed in note 11) on 3rd June, 2000. This was accomplished by acquiring the entire issued share capital of Computech International Limited in consideration of and in exchange for the Company's allotted and issued share capital. Further details of the Reorganisation and of the subsidiaries acquired pursuant thereto are set out in the Company's prospectus dated 9th June, 2000 and note 11 to the financial statements respectively.

The Group's financial statements are presented using the following bases:

- i. The consolidated income statement includes the results of the Company for the period from 29th March, 2000 (date of incorporation of the Company) to 31st December, 2000 and the post-acquisition results of its subsidiaries for the period from 3rd June, 2000 (date of completion of the Reorganisation) to 31st December, 2000, in accordance with the Hong Kong Statement of Standard Accounting Practice 27 "Accounting for group reconstructions".
- ii. For information purposes, the pro forma combined income statement for the two years ended 31st December, 2000 include the results of the Company and its subsidiaries with effect from 1st January, 1999 or since their respective dates of incorporation/establishment, where this is a shorter period, on a combined basis as if the current Group structure had been in existence throughout the two years ended 31st December, 2000.

### 1. 集團重組及財務報表之呈報基準

本公司於二零零零年三月二十九日在開曼群島根據開曼群島公司法(一九九八年修訂本)註冊成立為獲豁免有限公司。根據一項為準備股份於香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)在二零零零年六月上市而精簡本集團架構之重組計劃(「重組」)，本公司於二零零零年六月三日成為現時組成本集團的各公司之控股公司(詳見附註11)。透過收購Computech International Limited全部已發行股本，以交換本公司配發及發行股本作為代價。有關重組及據此收購的附屬公司詳情分別載於本公司在二零零零年六月九日刊發的招股章程及財務報表附註11。

本集團之財務報表按下列基準呈列：

- i. 綜合收益表包括本公司由二零零零年三月二十九日(本公司註冊成立日期)起至二零零零年十二月三十一日止期間的業績，以及按照新的香港會計實務準則第27條「集團重組的會計」編製由二零零零年六月三日(重組完成日期)起至二零零零年十二月三十一日止期間的附屬公司收購後業績。
- ii. 為說明起見，截至二零零零年十二月三十一日止兩個年度之備考合併收益表包括本公司及其附屬公司由一九九九年一月一日或自彼等個別的註冊成立日期起(以較短者為準)的業績，乃按假設現有本集團的架構於截至二零零零年十二月三十一日止兩個年度一直存在之合併基準編製。

## 1. GROUP REORGANISATION AND BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Cont'd)

- iii. The consolidated balance sheet as at 31st December, 2000 is prepared based on the current Group structure which was in place at that date. A comparative consolidated balance sheet is not presented because the Group did not exist at that date.
- iv. The consolidated cash flow statement of the Group includes the cash flows of the Company for the period from 29th March, 2000 (date of incorporation of the Company) to 31st December, 2000 and the post-acquisition cash flows of its subsidiaries for the period from 3rd June, 2000 (date of completion of the Reorganisation) to 31st December, 2000. A comparative consolidated cash flow statement is not presented because the Group did not exist at that date.

Although the reorganised Group structure did not legally exist until 3rd June, 2000, the directors consider that it is appropriate to present pro forma combined income statement on the basis as set out in note 1(ii) above since the principal activities of the Group were carried out by those subsidiaries summarised in note 11 prior to, and after the completion of the Reorganisation.

The Company was incorporated on 29th March, 2000, accordingly no comparative amounts for 1999 have been presented for the Company's balance sheet.

## 1. 集團重組及財務報表之呈報基準 (續)

- iii. 於二零零零年十二月三十一日之綜合資產負債表乃根據本集團於該日期已生效之現行架構而編製。由於本集團於該日尚未存在，因此並無呈列可供比較之綜合資產負債表。
- iv. 本集團之綜合現金流量表包括本公司於二零零零年三月二十九日(本公司註冊成立日期)至二零零零年十二月三十一日止期間之現金流量及其附屬公司於二零零零年六月三日(重組完成日期)至二零零零年十二月三十一日止期間之收購後現金流量。由於本集團於該日尚未存在，因此並無呈列可供比較之綜合現金流量表。

雖然集團重組架構至二零零零年六月三日才合法存在，但董事認為，由於本集團的主要業務於重組完成之前及之後一直由附註11概述之該等附屬公司進行，因此按載於以上附註1(ii)之基準呈報備考合併收益表乃適當做法。

本公司於二零零零年三月二十九日註冊成立，因此並無在本公司之資產負債表中呈列任何一九九九年之比較金額。



## Notes to the Financial Statements

### 財務報表附註

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

## 2. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong as follows:

### (a) Basis of preparation

These financial statements have been prepared in accordance with generally accepted accounting principles in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants and are prepared under the historical cost convention.

### (b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra-group transactions and balances have been eliminated on consolidation.

### (c) Goodwill on consolidation

Goodwill on consolidation represents the excess of the purchase consideration over the attributable share of the fair value of separable net assets of subsidiaries at the date of acquisition and is amortised on a straight line basis over three years from the date of acquisition of subsidiaries.

## 2. 主要會計政策

本財務報表是依據香港普遍採納之會計原則編製，而所採用之主要會計政策則詳列如下：

### (a) 編製基準

此財務報表乃根據香港普遍採納之會計原則，並遵守香港會計師公會頒佈之會計實務準則及按照歷史成本常規法編製。

### (b) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司每年截至十二月三十一日止之財務報表。

於期內購入或出售之附屬公司業績會分別由購入有效日期起或截至出售有效日期止(視乎情況而定)列入綜合收益表內。本集團內各公司之間所有重要交易及往來結餘已在綜合賬目內對銷。

### (c) 綜合時產生之商譽

綜合時產生之商譽乃指收購附屬公司時付出之代價高於本集團於收購當日應佔該附屬公司以公平價值計算之可辦認資產淨值部份，並按直線基準由收購附屬公司日期起分三年攤銷。

## 2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (d) Fixed assets and depreciation

Fixed assets are stated at cost less aggregate depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the assets have been put into operation, such as repairs and maintenance, is charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalised as an additional cost of the asset.

The gain or loss on disposal of the fixed assets representing the difference between the net sales proceeds and the carrying amount of the relevant asset, is recognised in the income statement.

Where the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are discounted to their present values.

Depreciation is calculated to write off the cost of fixed assets over their estimated useful lives as set out below on a straight line basis:

Computer equipment	— 3 years
Furniture and fixtures	— 4 years
Leasehold improvements	— shorter of 5 years and lease term

## 2. 主要會計政策 (續)

### (d) 固定資產及折舊

固定資產以成本值減累積折舊列賬。資產之成本值包括其購買價及將資產達致運作狀況及地點以作原定用途之任何直接應佔費用。固定資產啟用後所涉及之支出，例如維修保養，一般於其出現之期間於收益表中扣除。倘能夠清楚表明有關支出令預期藉着使用資產所得之日後經濟效益有所增加，該等費用則撥充資本，作為資產之額外成本。

於收益表中確認為出售固定資產所得之收益或虧損，乃有關資產之出售所得款項淨額與有關資產之賬面值之差額。

倘資產可退回的金額低於其賬面值，賬面值須減少以反映下跌之價值。在釐定資產可退回的金額時，預計未來現金流量會折讓至彼等之現值。

折舊之計算乃以下文所載按固定資產之估計可用年期以直線基準撇銷其成本值：

電腦設備	— 3年
傢俬及裝置	— 4年
租賃物業裝修	— 5年及租賃期 (以較短者為準)



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## 2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (e) Assets acquired under hire purchase contracts

Where assets are acquired under hire purchase contracts, the amounts representing the outright purchase price of such assets are included in fixed assets and the corresponding liabilities, net of finance charges are recorded as obligations under hire purchase contracts. Assets held under hire purchase contracts are depreciated on the same basis as own assets over their estimated useful lives as set out in note 2 (d) above. Finance charges implicit in the contracts are charged to the income statement on a straight line basis.

### (f) Subsidiaries

A company is a subsidiary if more than 50% of the equity shareholding is held by the Company for long term investment purposes.

Investments in subsidiaries are stated in the Company's balance sheet at cost less any provision for diminution in value which is other than temporary.

Results of subsidiaries are accounted for in the Company's financial statements to the extent of dividends received and receivable.

### (g) Investment securities

Investment securities are stated at cost less any provision for diminution in value.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities should be reduced to its fair value. The amount of the reduction is recognised as an expense in the income statement.

## 2. 主要會計政策 (續)

### (e) 以分期付款合約購置之資產

倘資產乃以分期付款合約購置，代表該資產之全部收購價乃納入固定資產及相應之負債內，扣除融資費用後當作分期付款購置合約之承擔。以分期付款合約持有之資產乃按以上第2(d)項附註之估計可用年期以相同基準折舊。在合約中隱藏之融資費用乃以直線基準計入收益表內。

### (f) 附屬公司

倘一間公司之股本權益超過50%由本公司持有作長期投資用途，則該公司便是附屬公司。

在本公司資產負債表內之附屬公司投資是按所載成本值減除任何非短暫性的減值準備列賬。

本公司財務報表內附屬公司之業績，只計算已收或應收之股息。

### (g) 投資證券

投資證券乃按成本值減任何減值準備列賬。

個別投資之賬面值於每個結算日作出評估，視乎其公平值有否低於賬面值。當出現(短暫性除外)下跌時，該等證券之賬面值須減至其公平值，而下跌之金額乃在收益表中以開支確認。



## 2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (h) Development costs

Development costs are capitalised only when it is expected that the product under development will generate probable future economic benefits and will be produced or used internally, its technical feasibility has been demonstrated and the expenditure is separately identifiable and has been measured reliably. Development costs are amortised on a straight line basis over three years commencing when the relevant product is available for sale or use. Development costs which do not meet these criteria are expensed when incurred.

### (i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

### (j) Revenue recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of goods have been transferred to the buyer.

Income from rendering of computer related services is recognised at the time when the services are provided.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

### (k) Operating leases

Payments under operating leases are charged to the income statement on a straight line basis over the terms of the respective leases.

## 2. 主要會計政策 (續)

### (h) 發展成本

發展成本僅在預期發展中產品將可於未來賺取經濟利益及將會予以生產或供內部使用，其技術上之可行性已充份表現，開支可供獨立確認並能可靠地衡量之情況下才列作資本。發展成本在有關產品可供售賣或使用時，以直線基準分三年攤銷。如非達至上述條件之發展成本在產生時列作開支。

### (i) 存貨

存貨按成本及可變現淨值(兩者取其較低者)入賬。成本以加權平均法計算，並包括所有採購成本及將存貨運至現時地點及達致現時狀況所需之開支。可變現淨值乃以估計一般商業銷售價減除有關推銷之估計成本計算。

### (j) 收入確認

銷售貨品收入乃於貨品擁有權之主要風險及回報已移交買方後確認。

提供電腦相關服務所得收入乃於提供服務時予以確認。

利息收入之確認是按時間基準及根據未償還本金及適用利率計算。

### (k) 經營租約

根據經營租約應付之租金乃以直線基準按有關租賃期在收益表中扣除。



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## 2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (l) Foreign currency translation

Foreign currency transactions during the period are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the market exchange rates ruling at the balance sheet date. Differences on foreign currency translation are dealt with in the income statement.

The financial statements of the Company's subsidiary established in the PRC which are denominated in Renminbi are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. All exchange differences arising from translation are dealt with as movements in reserves.

### (m) Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

### (n) Deferred taxation

Deferred taxation is calculated under the liability method in respect of the taxation effect arising from all timing differences which are expected with reasonable probability to crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

## 2. 主要會計政策 (續)

### (l) 外幣兌換

於期內以外幣進行之交易乃以交易當日之滙率兌換為港元。以外幣結算之貨幣資產及負債以結算日之市場滙率兌換為港元。兌換差額於收益表中處理。

本公司在中國成立之附屬公司之財務報表以結算日之滙率將人民幣兌換為港元。因兌換而產生之一切滙兌差額撥入儲備變動處理。

### (m) 有關連人士

倘一方能直接或間接地控制另一方或對另一方在作出財政及營運之決定上行使重大之影響力，則視為有關連人士。倘各方受到共同控制或受共同重大影響亦被視為有關連人士。

### (n) 遞延稅項

遞延稅項乃採用負債法就所有因時差距而可能於可見將來產生之稅項負債作出準備。遞延稅項資產除在肯定可變現下，將不會確認。

## 2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (o) Cash equivalents

Cash equivalents are short-term, highly liquid investments which are readily convertible into known amounts of cash without notice and which were within three months of maturity when acquired; less advances from banks repayable within three months from the date of the advance. Cash equivalents include investments and advances denominated in foreign currencies provided that they fulfil the above criteria.

## 2. 主要會計政策 (續)

### (o) 等同現金項目

等同現金項目指於三個月內到期，並可隨時轉換為已知金額現金之短期變現能力高之投資，減於借貸時三個月內償還之銀行墊款。等同現金項目包括符合以上條件，以外幣為單位之投資及墊支款項。



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### 3. TURNOVER AND REVENUE

Turnover represents the invoiced value of packaged software products sold and computer related services rendered, net of discounts, value-added tax and business tax. An analysis of the Group's turnover and other revenue is as follows:

### 3. 營業額及收益

營業額乃指已售組合軟件產品及提供電腦相關服務之發票淨值(已扣除折扣、增值稅及商業稅)。本集團之營業額及其他收益分析如下：

		Consolidated for the period from 29.3.2000 to 31.12.2000	Pro forma combined 備考合併	
		綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Sales of packaged software products and related services	出售組合軟件產品及相關服務	11,803	23,189	25,998
System integration	系統集成	10,735	13,471	21,725
Others	其他	848	905	1,712
Turnover	營業額	<u>23,386</u>	<u>37,565</u>	49,435
Interest income	利息收入	178	244	144
Total revenue	總收益	<u><u>23,564</u></u>	<u><u>37,809</u></u>	<u><u>49,579</u></u>

#### 4. PROFIT/(LOSS) BEFORE TAXATION

#### 4. 除稅前溢利／(虧損)

		Pro forma combined 備考合併		
		Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Profit/(loss) before taxation is arrived at after charging/(crediting):	除稅前溢利／(虧損) 於扣除／(計入)下列各項後得出：			
Depreciation	折舊			
— own assets	— 自置資產	176	247	332
— asset held under hire purchase contract	— 以分期付款 合約購置的資產	1	1	—
		177	248	332
Less: Amounts capitalised as development costs	減：作為發展成本 的資本化款額	16	16	—
		161	232	332
Bad debts written off	壞賬撇銷	—	—	563
Operating lease charges	營運租約費用			
— properties	— 物業	623	1,210	949
Auditors' remuneration	核數師酬金	346	346	70
Loss on disposal of fixed assets	出售固定資產虧損	189	189	17
Directors' remuneration — Note 9(a)	董事酬金 — 附註9(a)	1,301	2,144	1,747
Less: Amounts capitalised as development costs	減：作為發展成本 的資本化款額	399	765	—
		902	1,379	1,747



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#### 4. PROFIT/(LOSS) BEFORE TAXATION (Cont'd)

#### 4. 除稅前溢利/(虧損) (續)

		Pro forma combined 備考合併		
		Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Other staff costs	其他員工成本	4,956	5,776	5,672
Less: Amounts capitalised as development costs	減：作為發展成本 的資本化款額	944	1,711	—
		4,012	4,065	5,672
Retirement scheme contributions	退休計劃供款	108	142	425
Less: Amounts capitalised as development costs	減：作為發展成本 的資本化款額	44	44	—
		64	98	425
Interest expenses on bank overdraft and bills payable	銀行透支及應付票據 的利息開支	97	143	144
Exchange loss/(gain)	滙兌虧損/(盈利)	43	(81)	444

## 5. TAXATION

(a) (i) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits for the period from 29th March, 2000 to 31st December, 2000 and year ended 31st December, 2000. Hong Kong profits tax has been provided at the rate of 16% on the assessable profits arising in Hong Kong for the year ended 31st December, 1999.

(ii) The Company's PRC subsidiary is under the Income Tax Law of the PRC for Foreign Investment Enterprises and other relevant regulations, entitled to an income tax holiday for two years from the first profit making year of 1996 and a 50% reduction in income tax for the following six years. No provision for PRC income tax has been made in accordance with the relevant legislation.

(b) The components of unprovided deferred tax asset/(liability) are as follows:

Accelerated depreciation allowances

Unutilised tax losses

Net deferred tax asset

Net deferred tax asset has not been recognised owing to uncertainty regarding the Group's future operating results.

## 5. 稅項

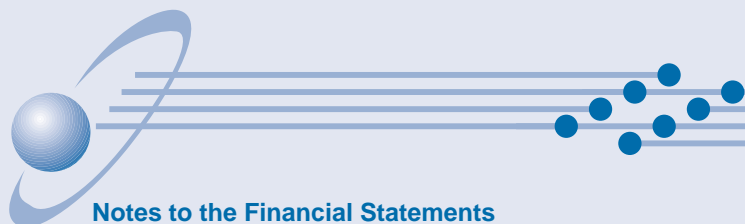
(a) (i) 由於本集團由二零零零年三月二十九日至二零零零年十二月三十一日止期間及截至二零零零年十二月三十一日止年度，並無估計應課稅溢利，故並無作出香港利得稅撥備。香港利得稅根據截至一九九九年十二月三十一日止年度自香港的應課稅溢利按稅率16%作出撥備。

(ii) 本公司的中國附屬公司根據中國對外資企業的所得稅法及其他有關規則，享有由一九九六年首個獲利年度起計兩年的免稅期，及在隨後六年減免一半所得稅。根據有關規則，並無為中國所得稅作出撥備。

(b) 未撥備之遞延稅項資產／(負債)之成份如下：

	HK\$'000 千港元
加速折舊免稅額	(58)
未動用稅項虧損	<u>2,904</u>
遞延稅項資產淨額	<u><u>2,846</u></u>

由於本集團未來經營業績有不明朗因素，故遞延稅項資產淨額並無確認。



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#### 6. PROFIT/(LOSS) FOR THE PERIOD/YEAR

Profit/(loss) for the period/year includes a loss of HK\$538,000 which has been dealt with in the financial statements of the Company.

#### 7. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share for the periods presented is based on the following data:

#### 6. 期／年內溢利／(虧損)

期／年內溢利／(虧損)包括538,000港元之虧損，已於本公司之財務報表中處理。

#### 7. 每股盈利／(虧損)

期內每股基本盈利／(虧損)乃按以下數據計算：

		Pro forma combined 備考合併		
		Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Earnings/(loss)	盈利／(虧損)			
Profit/(loss) for the period/year used in the calculation of basic earnings/(loss) per share	計算期／年內每股基本盈利／(虧損)的溢利／(虧損)	681	356	(5,940)
Shares	股份			
Weighted average number of shares in issue for the purpose of calculation of basic earnings/(loss) per share	作為計算每股基本盈利／(虧損)已發行股份的加權平均數	149,928,058	172,876,712	140,000,000

No diluted earnings per share are shown because the potential ordinary shares have no dilutive effect.

由於潛在普通股並無攤薄效果，因此並無呈列每股攤薄盈利。



## 8. RETIREMENT BENEFIT COSTS

The Hong Kong operating subsidiaries of the Group had participated in a retirement benefit scheme registered under the Occupational Retirement Schemes Ordinance (the “ORSO Scheme”) which is operated by a related company for all qualified employees until its termination in November 2000 in light of the introduction of the Mandatory Provident Fund Scheme (“MPF Scheme”) effective 1st December, 2000.

The assets of the ORSO Scheme are held separately from those of a related company in an independently managed and administered fund. Contributions to the ORSO Scheme are made by both the employer and employees at 5% on the employees’ salaries. There were no forfeited contributions for the period and there were no unutilised forfeited contributions to the ORSO Scheme as at 31st December, 2000. All the assets of the ORSO Scheme as at the date of its termination were withdrawn and transferred to the MPF Scheme as voluntary contributions.

The Company’s subsidiary in PRC has participated in a central pension scheme, contributions are made by the subsidiary to the scheme based on 20% of the applicable payroll costs. The Group has no obligation other than above-mentioned contributions.

## 8. 退休福利成本

本集團於香港經營之附屬公司曾參與根據職業退休計劃條例註冊之一項退休福利計劃（「ORSO計劃」）（該計劃乃由有關連公司為所有合資格僱員而設），直至二零零零年十一月終止，因為強制性公積金計劃（「強積金計劃」）於二零零零年十二月一日起引入。

ORSO計劃之資產與有關連公司之資產分開持有，由獨立基金管理。ORSO計劃之供款乃按僱員薪金之5%計算，由僱主及僱員共同作出供款。期內並無沒收任何供款及於二零零零年十二月三十一日並無任何未動用已沒收供款。在終止日的所有ORSO計劃下之資產已被提取，並轉到強積金計劃，作為自願性供款。

本公司在中國之附屬公司已參加了中央公積金計劃，供款乃按適用薪金成本之20%計算，由該附屬公司承擔。除上述供款外，本集團並無其他供款責任。



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### 9. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS 9. 董事酬金及僱員酬金

#### (a) Directors' emoluments

#### (a) 董事酬金

		Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	Pro forma combined 備考合併	
			For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Fees	袍金			
— Executive directors	— 執行董事	—	—	—
— Non-executive directors	— 非執行董事	—	—	—
— Independent non-executive directors	— 獨立非執行董事	120	120	—
Other emoluments of executive directors	執行董事之其他酬金			
— Salaries and allowances	— 薪金及津貼	1,133	1,942	1,673
— Retirement scheme contributions	— 退休計劃供款	48	82	74
		<u>1,301</u>	<u>2,144</u>	<u>1,747</u>

**9. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Cont'd)**

**(a) Directors' emoluments (Cont'd)**

There were three executive directors receiving individual emoluments of approximately HK\$498,000, HK\$356,000 and HK\$327,000 respectively for the period from 29th March, 2000 to 31st December, 2000 and approximately HK\$853,000 (1999: HK\$640,000), HK\$610,000 (1999: HK\$544,000) and HK\$561,000 (1999: HK\$563,000) respectively for the year ended 31st December, 2000.

During the period/year, no other emoluments were paid by the Group to the non-executive directors.

The emoluments of the directors of the Company fell within the following band:

**9. 董事酬金及僱員酬金 (續)**

**(a) 董事酬金 (續)**

三名執行董事於二零零零年三月二十九日至二零零零年十二月三十一日止期間分別收取個別酬金約498,000港元、356,000港元及327,000港元，彼等於截至二零零零年十二月三十一日止年度分別收取個別酬金約853,000港元（一九九九年：640,000港元）、610,000港元（一九九九年：544,000港元）及561,000港元（一九九九年：563,000港元）。

於期／年內，本集團並無向非執行董事支付任何其他酬金。

本公司董事之酬金分佈如下：

	Number of directors 董事數目		
	Pro forma combined 備考合併		
Consolidated for the period from 29.3.2000 to 31.12.2000 綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元	
Emoluments 酬金			
Nil to HK\$1,000,000 零至1,000,000港元	<u>7</u>	<u>7</u>	<u>5</u>



## Notes to the Financial Statements

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(Date of incorporation) to 31st December, 2000

## 9. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Cont'd) 9. 董事酬金及僱員酬金 (續)

### (a) Directors' emoluments (Cont'd)

No directors waived any emoluments during the period/year.

During the period/year, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

### (b) Five highest paid individuals

Among the five highest paid individuals in the Group, three are directors of the Company and the details of their remuneration have already been disclosed above.

The emoluments and designated band of the remaining two highest paid, non-director individuals during the period/year are as follows:

### (a) 董事酬金 (續)

於期/年內，並無任何董事放棄任何酬金。

於期/年內，本集團並無支付任何酬金予董事，作為吸引其加入本集團或加入本集團時之獎金或作為離職之補償。

### (b) 五名最高薪人士

本集團五名最高薪人士中，包括三名本公司董事，而彼等之酬金詳情已於上文披露。

於期/年內餘下兩名最高薪非董事人士之酬金及分佈金額如下：

		Pro forma combined 備考合併		
		Consolidated for the period from 29.3.2000 to 31.12.2000	For the year ended 31.12.2000	For the year ended 31.12.1999
		綜合 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Salaries and allowances	薪金及津貼	457	743	1,022
Retirement scheme contributions	退休計劃供款	20	35	47
		477	778	1,069

The remuneration of the non-director, highest paid employees during the period/year fell within the band of nil to HK\$1,000,000.

於期/年內非董事之最高薪僱員酬金介乎零至1,000,000港元。

## 10. FIXED ASSETS

## 10. 固定資產

		Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝修 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Cost:	成本：				
Additions	添置	401	49	1,054	1,504
Acquisition of subsidiaries	收購附屬公司	1,867	50	516	2,433
Disposals	出售	(51)	(13)	(495)	(559)
	於二零零零年 十二月三十一日	<u>2,217</u>	<u>86</u>	<u>1,075</u>	<u>3,378</u>
Aggregate depreciation:	累積折舊：				
Charge for the year	本年度折舊	98	7	72	177
Acquisition of subsidiaries	收購附屬公司	1,561	24	292	1,877
Written back on disposals	出售後撤回	(30)	(13)	(306)	(349)
	於二零零零年 十二月三十一日	<u>1,629</u>	<u>18</u>	<u>58</u>	<u>1,705</u>
Net book value:	賬面淨值：				
	於二零零零年 十二月三十一日	<u>588</u>	<u>68</u>	<u>1,017</u>	<u>1,673</u>

At 31st December, 2000, the net book value of fixed assets held under hire purchase contract amounted to HK\$43,000.

於二零零零年十二月三十一日，以分期付款合約購置的固定資產賬面淨值為43,000港元。



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## 11. INVESTMENTS IN SUBSIDIARIES

## 11. 附屬公司投資

		HK\$'000
		千港元
Unlisted shares, at cost	非上市股份之成本值	100
Amounts due from subsidiaries	欠附屬公司款項	
— Note 11(b)	— 附註11(b)	21,469
		<u>21,569</u>

(a) The details of the subsidiaries are as follows:

(a) 附屬公司之資料如下：

Name 名稱	Place of incorporation/ establishment 註冊/ 成立地點	Particulars of issued share capital/ registered capital 已發行 股本/註冊 股本詳情	Attributable equity interest held by the Group		Principal activities 主要業務
			Directly 本集團應佔持有 股本權益 直接	Indirectly 間接	
Computech International Limited	The British Virgin Islands 英屬處女群島	1,000 shares of US\$1 each 1,000股， 每股面值1美元	100%	—	Investment holding 投資控股
CL Computers (China) Limited 日達電腦(中國) 有限公司	Hong Kong 香港	10 ordinary shares of HK\$1 each 400,002 non-voting deferred shares of HK\$1 each* 10股普通股， 每股面值1港元 400,002股 無投票權遞延股份， 每股面值1港元*	—	100%	Investment holding 投資控股

## 11. INVESTMENTS IN SUBSIDIARIES (Cont'd)

## 11. 附屬公司投資 (續)

(a) The details of the subsidiaries are as follows: (Cont'd)

(a) 附屬公司之資料如下：(續)

Name 名稱	Place of incorporation/ establishment 註冊/ 成立地點	Particulars of issued share capital/ registered capital 已發行 股本/註冊 股本詳情	Attributable equity interest held by the Group Directly Indirectly 本集團應佔持有 股本權益		Principal activities 主要業務
			直接	間接	
CL Computers System (Beijing) Co., Ltd. 日達計算機系統 (北京)有限公司	PRC 中國	US\$500,000 500,000 美元	—	100%	Software application development and customer liaison 軟件應用開發 及客戶關係
Computech Systems (Asia) Limited (Formerly known as CL Computech (China) Limited) 駿科系統(亞洲) 有限公司 (前稱日達電腦科技 (中國)有限公司)	Hong Kong 香港	10 ordinary shares of HK\$1 each 12,690,000 non-voting deferred shares of HK\$1 each* 10股普通股， 每股面值1港元 12,690,000股 無投票權遞延股份， 每股面值1港元*	—	100%	Provision of IT solution services and related research and development 提供資訊科技 解決方案服務 及相關研究與 開發
Computech Systems Limited 駿科網絡科技 有限公司	Hong Kong 香港	100,000 shares of HK\$1 each 100,000股， 每股面值1港元	—	100%	Dormant 暫無營業
Computech Convergence Limited	The British Virgin Islands 英屬處女群島	10 shares of US\$1 each 10股， 每股面值1美元	—	100%	Dormant 暫無營業



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#### 11. INVESTMENTS IN SUBSIDIARIES (Cont'd)

(a) The details of the subsidiaries are as follows: (Cont'd)

- \* The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividend or to receive notice of or to attend or vote at any general meeting of the respective companies in any distribution in winding up.

(b) The amounts are interest-free, unsecured and have no fixed repayment term.

#### 12. INVESTMENT SECURITIES

Unlisted equity securities, at cost 非上市證券之成本值

The above represented the Group's share of contributions to a company, of which the Group has an approximate 4% equity interest therein, for the provision of digital / video broadband satellite telecommunication services in the Greater China and Asia region.

#### 13. DEVELOPMENT COSTS

Additions during the period and  
at 31st December

#### 14. GOODWILL ON CONSOLIDATION

Goodwill arising from acquisition  
of subsidiaries  
Amortisation for the period

At 31st December, 2000

#### 11. 附屬公司投資(續)

(a) 附屬公司之資料如下：(續)

- \* 非由本集團持有之無投票權遞延股份，實質上並無附帶獲派股息之權利，亦無權藉此獲個別公司舉行任何股東大會之通告或出席大會或在會上投票，在有關公司清盤亦不可享有任何分派。

(b) 該金額為免利息、無抵押及並無固定還款期。

#### 12. 投資證券

HK\$'000

千港元

2,342

上述數字乃本集團(持有該公司約4%股本權益)應佔一間在大中華及亞洲地區提供數碼／視像寬頻衛星電訊服務的公司之貢獻。

#### 13. 發展成本

HK\$'000

千港元

期內之添置及  
於十二月三十一日

4,027

#### 14. 綜合時產生之商譽

HK\$'000

千港元

收購附屬公司  
所產生之商譽  
期內攤銷

4,761

(926)

於二零零零年十二月三十一日

3,835



## 15. INVENTORIES

Spare parts

## 16. TIME DEPOSITS

Time deposit of HK\$3,058,000 has been pledged to a bank to secure general banking facilities of HK\$4,500,000 granted to the Group.

## 17. CASH AND BANK BALANCES

Cash and bank balances amounting to approximately HK\$3,308,000 were denominated in Renminbi which is generally regarded as a currency not freely convertible.

## 18. OBLIGATIONS UNDER HIRE PURCHASE CONTRACT

Principal outstanding at 31st December, 2000

Less: Amounts repayable within one year  
shown under current liabilities

Amounts repayable after one year but within five  
years shown under non-current liability

## 19. AMOUNTS DUE TO RELATED COMPANIES

The amounts arose from transactions as disclosed in note 28 to the financial statements are interest-free, unsecured and repayable on demand.

## 15. 存貨

配件

## 16. 定期存款

3,058,000港元之定期存款已就本集團獲授4,500,000港元之一般銀行融資而抵押予銀行。

## 17. 現金及銀行結存

約3,308,000港元之現金及銀行結存乃以人民幣為單位，人民幣一般被視為不可自由兌換之貨幣。

## 18. 分期付款合約之承擔

於二零零零年十二月三十一日  
之未償還本金

減：流動負債項下顯示須  
於一年內償還之金額

非流動負債項下顯示須於  
一年後但五年內償還之金額

## 19. 欠有關連公司款項

財務報表附註28披露之交易所產生之金額乃免利息、無抵押及應要求償還。

HK\$'000  
千港元

127

HK\$'000  
千港元

43

13

30



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## 20. SHARE CAPITAL

## 20. 股本

		<b>Group and Company</b> 集團及公司	
		<b>Number of shares</b> 股份數目	<b>HK\$'000</b> 千港元
<i>Authorised:</i>	法定：		
On the date of incorporation	於註冊成立日	4,000,000	400
Increase in authorised share capital — <i>Note 20 (a)(i)</i>	增加法定股本 — 附註20(a)(i)	996,000,000	99,600
<b>At 31st December, 2000</b>	<b>於二零零零年十二月三十一日</b>	<b>1,000,000,000</b>	<b>100,000</b>
		<b>Group and Company</b> 集團及公司	
		<b>Number of shares</b> 股份數目	<b>HK\$'000</b> 千港元
<i>Issued and fully paid:</i>	已發行及繳足：		
Issued on the date of incorporation	於註冊成立日發行	1	—
Issued on 3rd June, 2000 for the acquisition of subsidiaries — <i>Note 20(a)(ii)</i>	於二零零零年六月三日 發行從而收購附屬公司 — 附註20(a)(ii)	999,999	100
Placing of new shares to the public on 15th June, 2000 — <i>Note 20(b)</i>	於二零零零年六月十五日 向公眾人士配售新股 — 附註20(b)	60,000,000	6,000
Capitalisation issue — <i>Note 20(a)(iii)</i>	資本化發行 — 附註20(a)(iii)	139,000,000	13,900
<b>At 31st December, 2000</b>	<b>於二零零零年十二月三十一日</b>	<b>200,000,000</b>	<b>20,000</b>

## 20. SHARE CAPITAL (Cont'd)

- (a) The Company was incorporated with an authorised share capital of HK\$400,000 divided into 4,000,000 shares of HK\$0.1 each of which 1 share was issued to the sole shareholder.

Pursuant to a written resolution of the sole shareholder of the Company passed on 2nd June, 2000, the structure of the share capital has the following changes:

- (i) the authorised share capital was increased from HK\$400,000 to HK\$100,000,000 by the creation of 996,000,000 new shares of HK\$0.1 each, rank pari passu in all respects with the then existing shares;
- (ii) the directors were authorised to allot and issue 999,999 new shares of HK\$0.1 each for the acquisition of the entire issued share capital of Computech International Limited; and
- (iii) the directors were also authorised to allot and issue a total of 139,000,000 shares credited as fully paid at par to the holders of shares on the register of members at the close of business on 6th June, 2000 in proportion to their then existing holding by way of capitalisation of the sum of HK\$13,900,000 standing to the credit of the share premium account of the Company conditional on placing of shares mentioned in note 20(b) below.
- (b) On 15th June, 2000, 60,000,000 shares of HK\$0.1 each were issued at HK\$0.5 each to the public by way of placing for a total cash consideration, before expenses, of HK\$30,000,000. The net proceeds of the placing were used for the Group's expansion plans and working capital.

## 20. 股本 (續)

- (a) 本公司於註冊成立時之法定股本為400,000港元，分為4,000,000股，每股面值0.1港元，而其中1股發行予唯一股東。

根據本公司唯一股東於二零零零年六月二日通過的書面決議案，股本的結構發生以下變動：

- (i) 藉增設996,000,000股，每股面值0.1港元之新股，將法定股本由400,000港元增加至100,000,000港元，該等股份在各方面享有與當時現有股份同等權益；
- (ii) 就收購Computech International Limited全部已發行股本，董事獲授權配發及發行999,999股，每股0.1港元之新股；及
- (iii) 董事亦獲授權向於二零零零年六月六日營業時間結束時股東登記名冊上之股份持有人，按彼等當時持有之股權比例配發及發行合共139,000,000股，按面值入賬並列為繳足股份，方式為將13,900,000港元之本公司股份溢價賬撥作資本，惟須待下文附註20(b)所述之股份配售完成後，方可作實。
- (b) 於二零零零年六月十五日，60,000,000股，每股面值0.1港元之股份，以每股0.5港元透過配售方式發行予公眾人士，總現值為30,000,000港元(未計任何開支)。配售所得款項淨額將用作本集團之擴充計劃及營運資金。



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#### 20. SHARE CAPITAL (Cont'd)

- (c) Under the terms of a share option scheme (the "Scheme") adopted by the Company on 2nd June, 2000, the board of directors is authorised, at its absolute discretion, to grant options to executive directors and full time employees of the Company or its subsidiaries, to subscribe for shares in the Company. The subscription price will be determined by the directors, but may not be less than the highest of the closing price of the shares on the GEM of the Stock Exchange on the date of the grant of the option or the average of the closing price of the shares on the GEM of the Stock Exchange for the five trading days immediately preceding the date of the offer of grant of the option or the nominal value of the shares. The maximum number of shares in respect of which options may be granted under the Scheme may not exceed, in nominal amount, 30% of the issued share capital of the Company from time-to-time which have been duly allotted and issued.

The number of ordinary shares in respect of which options were granted under the Scheme is 7,824,000, representing approximately 3.91% of the ordinary shares in issue at the time of granting the option. The grantees are entitled to exercise their options, at HK\$1.16 per share, during the respective exercisable periods. The Company received consideration of HK\$16 from the grantees of the options. No options were exercised during the period.

#### 20. 股本(續)

- (c) 根據本公司於二零零零年六月二日採納之購股權計劃(「該計劃」)之條款，董事會獲授權，按其絕對酌情權向本公司及其附屬公司之執行董事及全職僱員授出購股權以認購本公司股份。認購價將由董事釐定，但不可以低於在授出購股權當日股份在聯交所創業板所報之收市價或於緊接建議授出購股權當日前五個交易日股份在聯交所創業板所報平均收市價或股份之面值三者中之較高者。根據該計劃可能授出之購股權所涉及之最高股份數目不可超過本公司不同時間獲配發及發行之已發行股本面值之30%。

根據該計劃已授出之購股權所涉及之普通股數目為7,824,000股份，佔授出購股權時已發行普通股約3.91%。承配人獲賦予權利於有關行使期間以每股面值1.16港元行使彼等之購股權。本公司已向購股權之承配人收取代價16港元。期內概無任何購股權獲行使。

## 21. RESERVES

## 21. 儲備

		<b>Group</b>	<b>Company</b>
		<b>集團</b>	<b>公司</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Share premium account	股份溢價賬		
Premium on issue of ordinary shares	發行普通股溢價	24,000	24,000
Capitalisation issue — Note 20(a)(iii)	資本化發行 — 附註20(a)(iii)	(13,900)	(13,900)
Issuing expenses for share placing	配售股份開支	(8,119)	(8,119)
<b>At 31st December, 2000</b>	<b>於二零零零年十二月三十一日</b>	<b>1,981</b>	<b>1,981</b>
Exchange reserve	外匯儲備		
Exchange difference arising from translation of financial statements of a PRC subsidiary	兌換一間中國附屬公司之財務報表所產生之外匯差額	(14)	—
<b>At 31st December, 2000</b>	<b>於二零零零年十二月三十一日</b>	<b>(14)</b>	<b>—</b>
Retained profits	保留溢利		
Profit/(loss) for the period	期內溢利／(虧損)	681	(538)
<b>At 31st December, 2000</b>	<b>於二零零零年十二月三十一日</b>	<b>681</b>	<b>(538)</b>
		<b>2,648</b>	<b>1,443</b>

(a) Under the Companies Law (1998 Revision) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(b) As 31st December, 2000, in the opinion of the directors, the reserves of the Company available for distribution to the shareholders amounted to HK\$1,443,000, subject to the restriction stated in note 21(a) above.

(a) 根據開曼群島公司法(一九九八年修訂本)，股份溢價賬可供分派予本公司股東，但緊隨建議派發股息後，本公司在一般業務範疇下須有能力償還到期的債務。

(b) 於二零零零年十二月三十一日，董事認為，本公司可分派予股東之儲備合共為1,443,000港元，惟須受上文附註21(a)所規限。



## Notes to the Financial Statements

### 財務報表附註

二零零零年三月二十九日(註冊成立日期)至  
二零零零年十二月三十一日止期間  
For the period from 29th March, 2000  
(Date of incorporation) to 31st December, 2000

## 22. RECONCILIATION OF PROFIT BEFORE TAXATION TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

## 22. 除稅前溢利與經營業務現金流出淨額對賬

		HK\$'000 千港元
Profit before taxation	除稅前溢利	681
Amortisation of goodwill on consolidation	攤銷綜合時產生之商譽	926
Depreciation	折舊	161
Bank interest	銀行利息	97
Interest income	利息收入	(178)
Loss on disposal of fixed assets	出售固定資產虧損	189
Decrease in inventories	存貨減少	5,637
Increase in debtors, deposits and prepayments	應收賬款、按金及預付款項增加	(1,231)
Decrease in creditors, accruals and deposits	應付賬款、應計費用及按金減少	(9,881)
Increase in value-added tax payable	應付增值稅增加	1,129
Decrease in amounts due to related companies	欠有關連公司款項減少	(1,777)
Effect on foreign exchange rate changes	兌換率改變之影響	(14)
Net cash outflow from operating activities	經營業務現金流出淨額	<u>(4,261)</u>

## 23. ACQUISITION OF SUBSIDIARIES

## 23. 收購附屬公司

		HK\$'000 千港元
Net liabilities acquired	已收購負債淨值	
Fixed assets	固定資產	556
Inventories	存貨	5,764
Debtors, deposits and prepayments	應收賬款、按金及預付款項	10,819
Value-added tax recoverable	應收回增值稅	321
Cash and bank balances	現金及銀行結存	4,063
Creditors, accruals and deposits	應付賬款、應計費用及按金	(18,967)
Amounts due to related companies	欠有關連公司款項	(2,666)
Loans payable	應付貸款	(4,550)
Tax payable	應付稅項	(1)
		<u>(4,661)</u>
Goodwill on acquisition of subsidiaries	收購附屬公司所產生之商譽	4,761
		<u>100</u>
Satisfied by	繳付方式	
Shares in the Company	本公司股份	<u>100</u>
Analysis of cash inflow of cash and cash equivalents in connection with the acquisition of subsidiaries	有關收購附屬公司現金及等同現金項目之現金流入分析	
Cash and bank balances acquired	已購入現金及銀行結存	<u>4,063</u>

The subsidiaries acquired during the period contributed an outflow of HK\$3,870,000 to the Group's net operating cash flow, received HK\$81,000 in respect of the net returns on investments and servicing of finance, paid HK\$24,000 in respect of taxation, utilised HK\$7,792,000 and HK\$4,551,000 on investing activities and financing respectively.

期內收購附屬公司為本集團之經營現金流出淨額作出3,870,000港元之貢獻、從投資及財務安排所得之回報收取淨額81,000港元、就稅項支付24,000港元及就投資活動及融資分別動用7,792,000港元及4,551,000港元。



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#### 24. MAJOR NON-CASH TRANSACTION

The consideration for the acquisition of subsidiaries during the period was settled by the issue of the Company's shares. Further details of the acquisition are set out in note 23 above.

#### 24. 非現金主要交易

期內收購附屬公司之代價以發行本公司股份支付。有關收購之詳情載於上文附註23。

#### 25. ANALYSIS OF CHANGES IN FINANCING DURING THE PERIOD

#### 25. 期內融資變動之分析

		Obligations under hire purchase				Total
		Share capital	Share premium	contract 分期付款 合約之承擔	Loans payable 應付貸款	
		股本	股份溢價			合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Acquisition of subsidiaries	收購附屬公司	—	—	—	4,550	4,550
Issue of shares for the acquisition of subsidiaries	就收購附屬公司 發行股份	100	—	—	—	100
Issue of shares for cash to the public by placing	透過配售向公眾人士 發行股份以換取現金	6,000	24,000	—	—	30,000
Capitalisation issue	資本化發行	13,900	(13,900)	—	—	—
Issuing expenses for share placing	配售股份開支	—	(8,119)	—	—	(8,119)
Inception of hire purchase contract	開始分期付款合約	—	—	44	—	44
Principal repayment of obligations under hire purchase contract	償還分期付款合約承擔 之本金	—	—	(1)	—	(1)
Repayment of loans payable	償還應付貸款	—	—	—	(4,550)	(4,550)
	於二零零零年					
At 31st December, 2000	十二月三十一日	20,000	1,981	43	—	22,024



## 26. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

		HK\$'000 千港元
Time deposits	定期存款	3,085
Cash and bank balances	現金及銀行結存	<u>6,312</u>
		<u><u>9,397</u></u>

## 27. COMMITMENTS

### (a) Operating leases

As at 31st December, 2000, the Group and the Company had commitments to make payments in the next year under operating leases in respect of land and buildings as follows:

Leases expiring	租約屆滿期
— Within one year	— 一年內
— In the second to fifth years inclusive	— 第二至第五年 (包括首尾兩年)

(b) Other than the above, the Group had no material capital and financial commitments.

## 26. 現金及等同現金項目結餘之分析

		HK\$'000 千港元
定期存款		3,085
現金及銀行結存		<u>6,312</u>
		<u><u>9,397</u></u>

## 27. 承擔

### (a) 經營租約

於二零零零年十二月三十一日，本集團及本公司就土地及樓宇根據經營租約須於下年度支付之承擔如下：

	Group 集團 HK\$'000 千港元	Company 公司 HK\$'000 千港元
Leases expiring		
— Within one year	—	—
— In the second to fifth years inclusive	<u>1,988</u>	<u>658</u>
	<u><u>1,988</u></u>	<u><u>658</u></u>

(b) 除上述者外，本集團概無重大資本及財務承擔。



## Notes to the Financial Statements

### 財務報表附註

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## 28. CONNECTED AND RELATED PARTY TRANSACTIONS

During the period/year, the Group had the following material transactions with a related company, CL International Holdings Limited ("CLIH") and its subsidiaries. Each of the non-executive directors, Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard has a family interest of 37.5% in CL investments Limited which owned 50% of CLIH.

## 28. 關連交易及有關連人士交易

於期／年內，本集團與一間有關連公司 CL International Holdings Limited (「CLIH」) 及其附屬公司進行下列重大交易，兩位非執行董事，馮百泉先生及老元迪先生各自在 CL Investments Limited 擁有 37.5% 家族權益，而該公司擁有 CLIH 50% 權益。

		Pro forma combined 備考合併		
		Consolidated for the period from 29.3.2000 to 31.12.2000 二零零零年 三月二十九日 至二零零零年 十二月三十一日 止期間 Note 附註	For the year ended 31.12.2000 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31.12.1999 截至 一九九九年 十二月三十一日 止年度 HK\$'000 千港元
Purchase of goods from a subsidiary of CLIH	向CLIH之一間附屬公司購買貨品	(i)	754	1,074
Consultancy fee paid to CLIH	向CLIH支付顧問費	(ii)	18	112
Loan interest paid to CLIH and its subsidiary	向CLIH及其附屬公司繳付貸款利息	(iii)	—	30
Reimbursement of office rentals to CLIH	償還辦公室租金予CLIH	(iv)	104	328
Reimbursement of office expenses to CLIH	償還辦公室開支予CLIH	(v)	115	483
Reimbursement of office rentals by certain subsidiaries of CLIH	CLIH若干附屬公司償還之辦公室租金	(iv)	29	158
			754	4,343

## 28. CONNECTED AND RELATED PARTY TRANSACTIONS (Cont'd)

The above transactions were entered into on the following bases:

- (i) with reference to market price;
- (ii) a fixed monthly amount with reference to the cost of services rendered;
- (iii) 9% per annum on the outstanding loan balance;
- (iv) estimated share of floor area occupied by the respective companies; and
- (v) estimated share of expenses incurred by CLIH.

The transaction listed in note (ii) above ceased effective 31st July, 2000.

The above transactions set out in notes (i) and (iv) also constituted connection transactions under the GEM Listing Rules. The directors have reviewed the connected transactions and are of the opinion that these transactions were effected on normal commercial terms and in the ordinary course of the business of the Group.

## 28. 關連交易及有關連人士交易 (續)

上述交易乃按下列基準訂立：

- (i) 參考市價；
- (ii) 參考所提供服務之成本釐定按月劃一金額；
- (iii) 按貸款結餘以年率9厘計息；
- (iv) 估計各自公司佔用之樓面面積；及
- (v) 估計CLIH產生之應佔開支。

附註(ii)所述交易於二零零零年七月三十一日終止。

根據創業板上市規則，附註(i)及(iv)所述交易亦構成關連交易。董事已審閱該等關連交易，認為該等交易乃按本集團一般業務範疇內進行，並以一般商業條款訂立。



## Financial Summary

### 財務概要

#### Years ended 31st December, 截至十二月三十一日止年度

		1998	1999	2000
		HK\$'000	HK\$'000	HK\$'000
		一九九八年	一九九九年	二零零零年
		千港元	千港元	千港元
<b>RESULTS</b>	<b>業績</b>			
Turnover	營業額	62,199	49,435	<b>37,565</b>
Cost of sales	銷售成本	(46,252)	(40,972)	<b>(25,062)</b>
Gross profit	毛利	15,947	8,463	<b>12,503</b>
Other income	其他收入	249	144	<b>729</b>
Selling and distribution expenses	銷售及分銷開支	(344)	(382)	<b>(287)</b>
Administrative expenses	行政開支	(14,374)	(13,199)	<b>(12,409)</b>
Operating profit/(loss)	經營溢利／(虧損)	1,478	(4,974)	<b>536</b>
Finance costs	財務成本	(535)	(943)	<b>(180)</b>
Profit/(loss) before taxation	除稅前溢利／(虧損)	943	(5,917)	<b>356</b>
Taxation	稅項	(22)	(23)	<b>—</b>
Profit/(loss) for the year	本年度溢利／(虧損)	<u>921</u>	<u>(5,940)</u>	<u><b>356</b></u>

#### Notes:

- The results for each of the three years ended 31st December, 2000 presented above include the results of the Company and its subsidiaries with effect from 1st January, 1998 or since their respective dates of incorporation/establishment, where this is a shorter period, on the basis that the current group structure had been in existence throughout the said period.
- The Company was incorporated in the Cayman Islands on 29th March, 2000. Accordingly, the only balance sheet for the Group that has been prepared is those set out on page 38.

#### 附註：

- 上述截至二零零零年十二月三十一日止三個年度各年之業績包括本公司及其附屬公司由一九九八年一月一日或自彼等各自註冊成立日期起計(以較短者為準)之業績，並按本集團現時之架構於整個期間已存在之基準而編製。
- 本公司於二零零零年三月二十九日於開曼群島註冊成立。因此，本集團編製之唯一資產負債表乃載於第38頁。



## Notice of Annual General Meeting 股東週年大會

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Computech Holdings Limited (the "Company") will be held at the Butterfield's, Dorset House, Taikoo Place, 979 King's Road, on 23rd April, 2001 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2000;
2. To re-elect directors and to authorize the board of directors to fix the directors remuneration.
3. To re-appoint auditors and authorize the board of directors to fix the remuneration.
4. By way of special business, to consider and, if thought fit, pass with or without alterations, the following resolutions as ordinary resolution:

(1) **That**

- (a) subject to paragraph (c) below the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved.
- (b) The approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period.

茲通告駿科網絡訊息有限公司(「本公司」)謹訂於二零零一年四月二十三日上午十時正假座香港英皇道979號太古坊多盛大廈Butterfield's召開股東週年大會，以便討論及處理下列事項：

1. 省覽及考慮截至二零零零年十二月三十一日止年度之經審核財務報表、董事會及核數師之報告書。
2. 重選董事並授權董事會釐定董事酬金。
3. 續聘核數師並授權董事會釐定酬金。
4. 作為特別事項，考慮及酌情通過(不論有否修訂)下列決議案為普通決議案：

(1) **動議：**

- (a) 在下文(c)段的規限下，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司一切權力以配發、發行及處理本公司股本中之未發行股份，並在可能須行使該等權力時作出或授出售股建議、協議及購股權。
- (b) 上文(a)段所述之批准將授權本公司董事於有關期間內作出或授出可能須在有關期間結束後行使該等權力的售股建議、協議及購股權。



Notice of Annual General Meeting  
股東週年大會

(c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the grant or exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:

(aa) 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and

(bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution).

And the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) 本公司董事根據上文(a)段所述之批准而配發或同意有條件或無條件配發(不論是否根據購股權或其他原因而配發者)之股本面值總額(惟根據(i)供股;或(ii)根據本公司購股權計劃授出或行使任何購股權;或(iii)根據本公司不時生效之公司組織章程大綱及細則以任何以股代息或類似安排藉配發股份以代替股份之全部或部分股息而發行之股份;或(iv)根據本公司任何認股權證或可轉換為本公司股份之任何證券之條款,行使認購或換股權而發行本公司股份除外),不得超過下列兩者的總和:

(aa) 本決議案通過日期本公司已發行股本面值總額10%;及

(bb) 倘本公司董事獲本公司股東通過一項獨立普通決議案授權,則為本公司於本決議案通過後所購回之本公司任何面值股本(最多相等於本決議案通過日期本公司股本之面值總額10%),

及本決議案(a)段之授權亦須受此限制;及

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）或開曼群島任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力。

「供股」乃指於本公司董事訂定之期間內向於指定記錄日期名列股東名冊之本公司股份持有人按彼等當時之持股比例提呈發售本公司股份，或提呈發售或發行認股權證或附有權利可認購股份之其他證券，惟本公司董事有權就零碎股權或經考慮根據香港以外之任何司法權區或香港以外任何認可監管機關或任何證券交易所之法例規定之任何限制或責任，或於釐定有關根據上述法例或規定而存在之任何限制或責任或其範圍時所涉及之支出或延誤，作出其認為必要或權宜之豁免或其他安排。



## Notice of Annual General Meeting

### 股東週年大會

#### (2) That

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its Shares on the Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission. The Stock Exchange of Hong Kong Limited, the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved.
- (b) The aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent, of the aggregate nominal amount of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) For the purpose of this Resolution, "Relevant Period" means the period from the date of the passing of this Resolution until whichever is earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and

#### (2) 動議

- (a) 一般及無條件批准本公司董事會於有關期間內行使本公司一切權力，於香港聯合交易所有限公司或本公司股份可能上市並經由證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所，按照證券及期貨事務監察委員會、香港聯合交易所有限公司、本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）及所有其他在此方面適用之法例，購回其股份。
- (b) 本公司根據(a)段所述之批准在有關期間內購回之股份面值總額不得超過於本決議案面值總額10%，本決議案(a)段之授權亦須受此限制；及
- (c) 就本決議案而言，「有關期間」指本決議案通過日期起至下列三者中之較早日期止之期間：
  - (i) 本公司下屆股東週年大會結束時；
  - (ii) 按本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）或開曼群島任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及



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

(3) That the directors of the Company be and they are hereby authorized to exercise the authority referred to in paragraph (a) of Resolution no. 3(1) above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such Resolution.

By order of the Board  
**Chow Chi Wah, Vincent**  
*Company Secretary*

26th March, 2001

*Registered Office*  
Zephyr House  
Mary Street  
George Town  
Grand Cayman  
The Cayman Islands  
British West Indies

*Head Office and principal place of business;*  
6/F., G.D. Real Estate Tower  
143 Connaught Road Central, Sheung Wan,  
Hong Kong

(iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力。

(3) 動議授權本公司董事就該決議案(c)段(bb)分段所述本公司股本，行使上文第3(1)項決議案(a)段所述之授權。

承董事會命  
**周志華**  
公司秘書

二零零一年三月二十六日

註冊辦事處  
Zephyr House  
Mary Street  
George Town  
Grand Cayman  
The Cayman Islands  
British West Indies

總辦事處及主要營業地點：  
香港  
上環干諾道中143號  
粵海置業大廈6樓