

Report of the Directors

The directors herein present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2001.

CHANGE OF NAME

By a special resolution passed on 9 November 2001 and with the approval of the Registrars of Companies in Bermuda and Hong Kong on 13 November 2001 and 5 December 2001, respectively, the name of the Company was changed from renren Media Limited to renren Holdings Limited with effect from 5 December 2001.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out on pages 70 to 72 in this annual report.

SEGMENT INFORMATION

An analysis of the Group's turnover and contribution to results from operating activities by principal activity and by geographical area of operations for the year ended 31 December 2001 is set out in note 4 to the financial statements.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2001 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 24 to 69.

The directors do not recommend the payment of any dividend in respect of the year.

FIXED ASSETS

Details of movements in the fixed assets of the Company and the Group during the year are set out in note 14 to the financial statements.

CONVERTIBLE BONDS AND NOTES

Details of the convertible bonds and notes of the Group are set out in notes 24 and 25 to the financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in note 27 to the financial statements.

PRE-EMPTIVE RIGHTS

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

Report of the Directors

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

RESERVES/DEFICIT

Details of movements in the reserves/deficit of the Company and the Group during the year are set out in note 28 to the financial statements.

DISTRIBUTABLE RESERVES

At 31 December 2001, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Companies Act 1981 of Bermuda, the Company's share premium account, in the amount of HK\$477,275,000 at 31 December 2001, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 97.7% of the Group's total sales for the year and sales to the largest customer included therein accounted for approximately 96.1% of the Group's total sales.

Purchases from the Group's five largest suppliers accounted for approximately 98.1% of the Group's total purchases for the year and purchases from the largest supplier included therein accounted for approximately 95.7% of the Group's total purchases.

None of the directors of the Company, or any of their associates or shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The directors of the Company during the year were:

Executive directors:

Mak Chi Yeung	(appointed on 2 May 2001)
Ha Wing Kuen	(appointed on 2 May 2001)
Lam Ho Fai, Gary	(appointed on 26 May 2001)
Lee Fook Kiong	(resigned on 23 January 2001)
Merle Michael Robinson	(resigned on 26 May 2001)
Anthony Shih-Wei Cheng	(resigned on 26 May 2001)
Brian J Doyle	(resigned on 26 May 2001)
Frederick J Long	(resigned on 26 May 2001)
Kathryn Fink	(resigned on 26 May 2001)

Non-executive directors:

Chan Tak Hung	(appointed on 26 May 2001)
So Siu Ngan, Amy	(appointed on 26 May 2001)

Report of the Directors

DIRECTORS *(continued)*

Independent non-executive directors:

Lo Chi Man, Joseph	(appointed on 26 May 2001)
Wong Kwong Lung, Terence	(appointed on 20 June 2001)
Kung Kuo Chuan	(resigned on 26 May 2001)
Lam Wai Yee	(resigned on 26 May 2001)

Subsequent to the balance sheet date, on 8 March 2002 and 11 April 2002, Ms. So Siu Ngan, Amy and Mr. Chan Tak Hung resigned as non-executive directors of the Company, respectively.

In accordance with the bye-law 86(2) of the Company, Messrs. Mak Chi Yeung, Ha Wing Kuen, Lam Ho Fai, Gary, Lo Chi Man, Joseph and Wong Kwong Lung, Terence will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

During the 23-day transitional period from 27 May 2001 to 19 June 2001, inclusive, the Company had only one independent non-executive director, Mr. Lo Chi Man, Joseph. Accordingly, the Company did not comply with rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), which requires the Company to appoint at least two independent non-executive directors.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 33 to the financial statements, no director had a significant beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company, any of its holding companies or subsidiaries was a party during the year.

Report of the Directors

DIRECTORS' INTERESTS IN SHARES

At 31 December 2001, the interests of the directors in the share capital of the Company or its associated corporations, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), were as follows:

Name of director	Notes	Nature of interest	Number of ordinary shares held
Mak Chi Yeung	(i)	Corporate	5,214,016,000
So Siu Ngan, Amy	(ii)	Corporate	5,214,016,000

Note:

- (i) 5,214,016,000 shares of the Company are held by Rich Delta Development Limited ("Rich Delta"), a company wholly-owned by Sky Concord Development Limited, which is wholly-owned by Mr. Mak Chi Yeung ("Mr. Mak").
- (ii) Ms. So Siu Ngan, Amy, the spouse of Mr. Mak, was deemed to be interested in the 5,214,016,000 shares held by Rich Delta.

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interest in the equity or debt securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Share option scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or any of its holding companies or subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS

Other than the shares held by certain directors as duplicated in the section headed "Directors' interests in shares" above, no other person had registered an interest of 10% or more in the issued share capital of the Company that was required to be recorded in the register of interests pursuant to Section 16(1) of the SDI Ordinance.

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of related party transactions for the year are set out in note 33 to the financial statements. Save as those disclosed in the financial statements, there were no other material transactions to be disclosed as connected or related party transactions in accordance with the requirement of Listing Rules and accounting principles generally accepted in Hong Kong.

Report of the Directors

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors and other employees of the Group. The Scheme was adopted by the Company on 26 June 2000 and, unless otherwise cancelled or amended, will remain in force up to 25 June 2010.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. At 31 December 2001, the number of shares issuable under share options granted under the Scheme was 746,000,000, which represented approximately 7.4% of the Company’s shares in issue as at that date.

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) 80% of the average of closing price of the Company’s shares on The Stock Exchange of Hong Kong Limited for the five business trading days immediately preceding the date of the offer closing price of the Company’s shares on the date of offer of grant of the option; and (ii) the nominal value of the shares.

Report of the Directors

SHARE OPTION SCHEME (continued)

The movements in the number of share options to subscribe for shares in the Company during the year were as follows:

Grantee	Number of share options				Date of grant (*)	Share price of the Company		
	At 1 January 2001	Granted during the year	Cancelled during the year	At 31 December 2001		at grant date (**)	Exercise price (***)	Exercise period
Directors:								
Lam Wai Yee	5,000,000	–	(5,000,000)	–	1-12-2000	0.062	HK\$0.063	Cancelled
Mak Chi Yeung	–	180,000,000	–	180,000,000	23-7-2001	0.020	HK\$0.016	23-7-2001 to 25-6-2010
So Siu Ngan, Amy #	–	180,000,000	–	180,000,000	23-7-2001	0.020	HK\$0.016	23-7-2001 to 25-6-2010
Ha Wing Kuen	–	180,000,000	–	180,000,000	23-7-2001	0.020	HK\$0.016	23-7-2001 to 25-6-2010
Lam Ho Fai, Gary	–	140,000,000	–	140,000,000	23-7-2001	0.020	HK\$0.016	23-7-2001 to 25-6-2010
	<u>5,000,000</u>	<u>680,000,000</u>	<u>(5,000,000)</u>	<u>680,000,000</u>				
Other employees:								
In aggregate	29,500,000	–	(29,500,000)	–	1-9-2000	0.102	HK\$0.130	Cancelled
	38,500,000	–	(38,500,000)	–	1-11-2000	0.072	HK\$0.063	Cancelled
	289,737,750	–	(289,737,750)	–	1-12-2000	0.062	HK\$0.063	Cancelled
	20,000,000	–	(20,000,000)	–	14-12-2000	0.055	HK\$0.063	Cancelled
	20,000,000	–	(20,000,000)	–	18-12-2000	0.050	HK\$0.130	Cancelled
	–	66,000,000	–	66,000,000	23-7-2001	0.020	HK\$0.016	23-7-2001 to 25-6-2010
	–	4,500,000	(4,500,000)	–	2-3-2001	0.021	HK\$0.063	Cancelled
	–	4,125,000	(4,125,000)	–	13-3-2001	0.020	HK\$0.063	Cancelled
	<u>397,737,750</u>	<u>74,625,000</u>	<u>(406,362,750)</u>	<u>66,000,000</u>				
Total	<u>402,737,750</u>	<u>754,625,000</u>	<u>(411,362,750)</u>	<u>746,000,000</u>				

* The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

** The price of the Company's shares disclosed as at the date of the grant of the share options is the closing price of the Company's shares on The Stock Exchange of Hong Kong Limited on the trading day immediately prior to the date of the grant of the share options.

*** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

Following the resignation of Ms. So Siu Ngan, Amy, on 8 March 2002, share options held by her had been cancelled in accordance with the terms of the Scheme.

Report of the Directors

SHARE OPTION SCHEME *(continued)*

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which are cancelled prior to their exercise date are deleted from the register of outstanding options.

The directors do not consider it appropriate to disclose a theoretical value of the share options granted during the year to the directors and employees because in the absence of a readily available market value of the share option on the ordinary shares of the Company, the directors were unable to arrive at an assessment of the value of their share options.

COMPETITION AND CONFLICT OF INTEREST

None of the directors, the management shareholders or substantial shareholders of the Company or any of their respective associates has engaged in any business that compete or may compete with the businesses of the Group or has any other conflict of interests with the Group.

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events of the Group are set out in note 32 to the financial statements.

CODE OF BEST PRACTICE

In the opinion of the directors, the Company complied with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, throughout the accounting period covered by the annual report, except that the non-executive directors of the Company are not appointed for specific terms as required by paragraph 7 of the Code, but are subject to retirement by rotation in accordance with the bye-laws of the Company.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code of Best Practice, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the two independent non-executive directors of the Company.



Report of the Directors

AUDITORS

During the year, PricewaterhouseCoopers resigned as auditors of the Company and Ernst & Young were appointed by the directors to fill the casual vacancy so arising. There have been no other changes of auditors in the past three years. A resolution for the reappointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Mak Chi Yeung

Chairman

Hong Kong, 23 April 2002