

Report of the Directors ■ 董事會報告書

The directors submit their report together with the audited accounts of the Company for the year ended 31st March 2002.

Change of English company name

The Company has changed its English name to Legend Group Limited (formerly, Legend Holdings Limited) pursuant to a special resolution of Extraordinary General Meeting held on 25th March 2002, with effect from 28th March 2002. The Chinese name of the Company remains unchanged.

Principal business and geographical analysis of operations

The Company is an investment holding company. The Group is principally engaged in the sale and manufacturing of Legend brand personal computers and handheld device, the provision of IT services and Internet services, and contract manufacturing business.

An analysis of the Group's turnover, revenue and segment information for the year by principal business and geographical location is set out in Note 3 to the accounts.

Results and appropriations

The results for the year are set out in the consolidated profit and loss account on page 64.

The state of affairs of the Group and the Company as at 31st March 2002 are set out in the balance sheets on pages 65 and 66.

The consolidated cash flows of the Group for the year are set out in the statement on pages 67 and 68.

董事會謹此呈奉截至二零零二年三月三十一日止年度之報告連同本公司之經審核賬目。

更改公司英文名稱

根據二零零二年三月二十五日舉行之股東特別大會通過之特別決議案，本公司已於二零零二年三月二十八日正式更改其英文名稱為Legend Group Limited(前稱Legend Holdings Limited)。本公司的中文名稱不變。

主要業務及業務地域性分析

本公司乃一家投資控股公司。本集團主要從事銷售及生產聯想牌個人電腦、手持設備，提供IT服務、信息運營服務，以及合同製造業務。

本集團於本年度按主要業務及業務地域之營業額、收益及分類資料分析載於賬目附註3。

業績及分派

本年度業績載於第64頁之綜合損益表。

本集團及本公司於二零零二年三月三十一日之財務狀況載於第65及66頁之資產負債表。

本集團年內之綜合現金流量載於第67及68頁之報表。

Results and appropriations *continued*

The directors have declared and recommended the following dividends in respect of the year ended 31st March 2002:

業績及分派

董事宣派及建議宣派以下截至二零零二年三月三十一日止年度之股息：

		2002	2001
		HK\$'000 港幣千元	HK\$'000 港幣千元
Interim paid of 1.5 HK cents (2001: 1.1 HK cents) per share	已付中期，每股1.5港仙 (二零零一年：1.1港仙)	112,846	82,942
Special interim dividend	特別中期股息	–	808,538
Proposed final of 3.6 HK cents (2001: 2.4 HK cents) per share	建議末期，每股3.6港仙 (二零零一年：2.4港仙)	271,051	181,732
		383,897	1,073,212

Reserves

Movements in the reserves of the Group and the Company during the year are set out in Note 27 to the accounts.

儲備

年內，本集團及本公司之儲備變動詳情載於賬目附註27。

Donations

Charitable and other donations made by the Group during the year amounted to HK\$298,019 (2001: HK\$1,392,000).

捐款

年內，本集團作出之慈善及其他捐款金額為港幣298,019元(二零零一年：港幣1,392,000元)。

Tangible fixed assets

Details of the movements in tangible fixed assets of the Group and the Company during the year are set out in Note 13 to the accounts.

有形固定資產

年內，本集團及本公司之有形固定資產變動詳情載於賬目附註13。

Share capital

Details of the movements in share capital of the Company during the year are set out in Note 26 to the accounts.

股本

年內，本公司股本變動詳情載於賬目附註26。

Distributable reserves

At 31st March 2002, the distributable reserve of the Company available for distribution of proposed final dividend amounted to HK\$863,305,000 (2001: HK\$1,368,118,000, as restated).

可分派儲備

於二零零二年三月三十一日，本公司可作分派建議末期股息用途之可供分派之儲備為港幣863,305,000元(二零零一年：港幣1,368,118,000元，重列)。

Five-year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 128.

Purchase, sale or redemption of the Company's listed securities

During the year, the Company purchased 72,226,000 shares of HK\$0.025 each in the capital of the Company at prices ranging from HK\$2.575 to HK\$4.225 per share on The Stock Exchange of Hong Kong Limited (the "Stock Exchange of Hong Kong"). Such purchases involved a total cash outlay of approximately HK\$263,761,000 and were for the purpose of enhancing the Company's return on equity.

五年財務概要

過往五個財政年度本集團之業績及資產負債之概要載於第128頁。

購買、出售及贖回本公司之上市證券

年內，本公司在香港聯合交易所有限公司（「香港聯合交易所」）購回72,226,000股每股面值港幣0.025元之本公司股份，每股代價介乎港幣2.575元至4.225元，涉及總現金開支約港幣263,761,000元。購回股份旨在提高本公司之股本回報。

Month/Year	年份／月份	Number of shares repurchased 購回之股數	Highest price per share 支付之每股最高價	Lowest price per share 支付之每股最低價	Aggregate consideration paid (including expenses) 支付代價總額（包括費用）
			HK\$ 港幣	HK\$ 港幣	HK\$'000 港幣千元
August 2001	二零零一年八月	30,882,000	4.225	3.400	122,686
September 2001	二零零一年九月	19,422,000	3.375	2.575	57,123
December 2001	二零零一年十二月	20,220,000	3.975	3.525	77,083
January 2002	二零零二年一月	1,702,000	4.050	3.975	6,869
		72,226,000			263,761

The repurchased shares were subsequently cancelled and accordingly, the issued share capital of the Company was reduced by the nominal value thereof. The premium payable on repurchase was charged against the retained earnings of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

已購回之股份已於其後註銷，而本公司之已發行股本面值因此而被削減。購回股份之應付溢價已於本公司之保留溢利中扣除。

除上述所披露者外，年內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

Share options

The existing share options were granted to employees, including directors, of the Group under the Employee Share Option Scheme adopted and approved by shareholders on 18th January 1994. This scheme has been terminated on 26th April 2002. Despite the fact that no further options may be granted thereunder, all other provisions of this scheme will remain in force to govern the exercise of all the options previously granted.

On 25th March 2002, an ordinary resolution approving the adoption of new Share Option Scheme ("2002 Scheme") was passed by shareholders at an extraordinary general meeting. Details of 2002 Scheme are as follows:

(1) Purpose

The 2002 Scheme serves as a way of providing incentives to and attracting qualified participants for better performance of the Group by allowing them to share increases in the value of the Company.

(2) Qualified participants

- (i) (a) any employee or officer, executive or non-executive director (or persons proposed to be appointed as such) of the Group;
 - (b) any consultant, professional or other adviser to the Group;
 - (c) any director, executive and senior officer of any associated company of the Company; and
 - (d) the trustee of any trust pre-approved by the directors the beneficiary (or in case of discretionary trust, the discretionary objects) of which include any of the above-mentioned persons; and
- (ii) (a) any customer, supplier, agent, partner, distributor, professional or other advisers of, or consultants or contractors to, the Group; and
 - (b) the trustee of any trust pre-approved by the directors the beneficiary (or in case of discretionary trust, the discretionary objects) of which include any of the above-mentioned persons.

購股權

現有購股權乃根據於一九九四年一月十八日由股東採納及批准之僱員購股權計劃授予本集團之僱員包括董事。該計劃已於二零零二年四月二十六日終止。雖然並無進一步購股權可能據此而授出，此計劃之所有其他條文將仍然有效，以監管先前授出而行使之所有購股權。

於二零零二年三月二十五日，於股東特別大會通過一項普通決議案以批准採納新購股權計劃（「二零零二年計劃」），二零零二年計劃詳情如下：

(1) 目的

二零零二年計劃為合資格參與者提供獎勵及激勵以提升本集團之表現，讓彼等分享本公司之增值。

(2) 合資格參與者

- (i) (a) 本集團之任何僱員或管理人員、執行董事或非執行董事（或建議作此等委任之人士）；
 - (b) 本集團之任何專業顧問、專業人士或其他諮詢人；
 - (c) 本公司之任何聯營公司之任何董事、行政人員及高級管理人員；及
 - (d) 由董事會預先批准之任何信託之受託人，而有關信託之受益人（如屬全權信託，則為全權信託對象）包括上述任何人士；及
- (ii) (a) 本集團之任何客戶、供應商、代理、合作伙伴、分銷商、專業人士或其他諮詢人或顧問或承辦商；及
 - (b) 由董事會預先批准之任何信託之受託人，而有關信託之受益人（如屬全權信託，則為全權信託對象）包括上述任何人士。

Share options *continued*

(3) *Maximum number of shares*

The maximum number of shares available for issue under options which may be granted thereunder is 750,803,810, representing 10% of the issued share capital of the Company as at the date of adoption of the 2002 Scheme.

(4) *Maximum entitlement of each qualified participant*

The maximum number of shares issued and to be issued upon exercise of options granted to each qualified participant (including both exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares then in issue.

(5) *Timing for exercise of options*

In respect of any particular option, the board of directors may in its absolute discretion determine the period within which an option may be exercised provided that such period must expire no later than 10 years from the date upon which the option is deemed to be accepted by the grantee. Option will then lapse to the extent not exercised during the option period.

(6) *Acceptance of offers*

An option shall be deemed to have been granted and accepted when the duplicate offer letter comprising acceptance of the option duly signed by the grantee shall have been received by the Company on or before the last day for acceptance as set out in the offer letter.

(7) *Basis for determination of exercise price*

The exercise price must be no less than the highest of: (i) the closing price of the shares on the date of grant; (ii) the average of the closing prices of the shares for the 5 trading days immediately preceding the date of grant; or (iii) the nominal value of the shares.

(8) *Life of the scheme*

The scheme shall be valid and effective for a period of 10 years from 26th April 2002, the date on which it is deemed to take effect in accordance with its terms.

購股權 *續*

(3) *股份數目上限*

根據可能授出之購股權可供發行之股份數目上限為750,803,810股，於採納二零零二年計劃日期佔本公司之已發行股本10%。

(4) *每名合資格參與者所獲授之購股權上限*

在授出日期前任何十二個月期間，每名合資格參與者獲授之購股權（包括已行使及尚未行使之購股權）予以行使時所發行及將予發行之股份總數，不得超過當時已發行股本之1%。

(5) *行使購股權之期限*

董事會可能就有關任何特定之購股權，按其絕對酌情釐定行使購股權之期限，惟該等期限不得超過該購股權被視為由承授人接納日期起計十年。於購股權期限屆滿未予行使之購股權將告失效。

(6) *接納購股權*

倘本公司於接納限期或以前收訖要約函件之複本（包括由承授人正式簽署接納），購股權將被視為已授出及被接納。

(7) *行使價之釐定基準*

行使價必須為不少於下列較高者：(i)股份於授出日期之收市價；(ii)緊接授出日期前五個交易日之股份平均收市價；或(iii)股份之面值。

(8) *計劃年期*

該計劃由二零零二年四月二十六日（即根據其條款被視為生效之日期）起計十年期間有效。

Share options *continued*

(9) Outstanding options

Details of outstanding options over new shares of the Company at the beginning and at the end of the year which have been granted under the Employee Share Option Scheme are as follows:

購股權 *續*

(9) 未行使的購股權

根據僱員購股權計劃授出，但於年度開始及結束時尚未獲配發本公司新股之購股權詳情如下：

Grantee	承授人	Options held at 1.4.2001 於二零零一年四月一日持有的購股權	Options granted during the year 於年內授出之購股權	Options exercised during the year 於年內行使之購股權	Options lapsed during the year 於年內失效之購股權	Options held at 31.3.2002 於二零零二年三月三十一日持有的購股權	Exercise price HK\$ 行使價 港幣	Date of grant 授出日期	Exercise period 行使期間
Directors	董事								
Mr Liu Chuanzhi	柳傳志先生	-	3,000,000	750,000	-	2,250,000	2.876	31.8.2001	31.8.2001-30.8.2011
Mr Yang Yuanqing	楊元慶先生	-	6,000,000	-	-	6,000,000	4.072	16.4.2001	16.4.2001-15.4.2011
		-	3,000,000	750,000	-	2,250,000	2.876	31.8.2001	31.8.2001-30.8.2011
Ms Ma Xuezheng	馬雪征女士	-	2,920,000	-	-	2,920,000	4.072	16.4.2001	16.4.2001-15.4.2011
		-	1,600,000	-	-	1,600,000	2.876	31.8.2001	31.8.2001-30.8.2011
Continuous contract employees	持續合約僱員	32,000,000	-	32,000,000	-	-	0.459	30.10.1997	30.10.1997-29.10.2007
		34,352,000	-	25,712,000	928,000	7,712,000	4.038	28.1.2000	28.1.2000-27.1.2010
		130,084,000	-	506,000	2,416,000	127,162,000	4.312	15.1.2001	15.1.2001-14.1.2011
		-	26,630,000	-	-	26,630,000	4.072	16.4.2001	16.4.2001-15.4.2011
		-	1,006,000	174,000	-	832,000	2.904	29.8.2001	29.8.2001-28.8.2011
		-	123,644,000	6,410,000	1,598,000	115,636,000	2.876	31.8.2001	31.8.2001-30.8.2011

Share options *continued*

(9) Outstanding options *continued*

No share options have been granted under the 2002 Scheme since its adoption.

Notes:

1. *In respect of share options granted during the year, the closing prices of the shares immediately before the dates on which the options were granted are as follows:*

Date of grant	授出日期	Closing price of share immediately before the date of grant 緊接授出日期前之股份收市價
		HK\$ 港幣
16.4.2001	二零零一年四月十六日	5.45
29.8.2001	二零零一年八月二十九日	3.60
31.8.2001	二零零一年八月三十一日	3.70

2. *Weighted average closing price of shares immediately before the date on which the options were exercised by Mr Liu Chuanzhi is HK\$3.22.*
3. *Weighted average closing price of shares immediately before the date on which the options were exercised by Mr Yang Yuanqing is HK\$3.75.*
4. *Weighted average closing price of shares immediately before the dates on which the options were exercised by continuous contract employees is HK\$5.14.*
5. *No share options were cancelled during the year.*

(10) Valuation of share options

The options granted are not recognised in the accounts until they are exercised. The directors consider that it is not appropriate to value the share options on the ground that certain crucial factors for such valuation are variables which cannot be reasonably determined at this stage. Any valuation of the share options based on speculative assumptions in respect of such variables would not be meaningful and the results thereof may be misleading to the shareholders. Thus, it is more appropriate to disclose only the market price and exercise price.

Subsidiaries, jointly controlled entities and associated companies

Particulars of the Company's principal subsidiaries, jointly controlled entities and associated companies as at 31st March 2002 are set out in Notes 15, 16 and 17 to the accounts respectively.

Bank loans

Particulars of bank loans of the Group as at 31st March 2002 are set out in Note 24 to the accounts.

購股權 *續*

(9) 未行使的購股權 *續*

自二零零二年計劃獲採納後，概無據此授出購股權。

附註：

1. 有關本年內授出之購股權，股份在緊接其授出日期之前的收市價如下：

2. 有關柳傳志先生所行使的購股權，股份在緊接行使日期之前的加權平均收市價為港幣3.22元。
3. 有關楊元慶先生所行使的購股權，股份在緊接行使日期之前的加權平均收市價為港幣3.75元。
4. 有關持續合約僱員所行使的購股權，股份在緊接行使日期之前的加權平均收市價為港幣5.14元。
5. 年度內，概無註銷購股權。

(10) 購股權估值

授出之購股權直至其行使前不會於賬目內確認。董事認為有關該等估值之若干關鍵因素為未能合理地確定之變項，不適宜在此階段為購股權估值，以推測之假設確定該等變項作為對購股權所作的任何估值並無意義，而其結果可能對股東造成誤導，因此，只適宜披露購股權之市價及行使價。

附屬公司、共同控制實體及聯營公司

於二零零二年三月三十一日，本公司旗下之主要附屬公司、共同控制實體及聯營公司詳情分別載於賬目附註15、16及17。

銀行貸款

於二零零二年三月三十一日，本集團之銀行貸款詳情載於賬目附註24。

Directors

The existing directors of the Company are:

Executive directors

Mr Liu Chuanzhi
Mr Yang Yuanqing
Ms Ma Xuezheng

Non-executive director

Mr Zeng Maochao

Independent non-executive directors

Mr Wong Wai Ming
Prof Woo Chia-Wei

Mr Li Qin and Mr Guo Wei resigned from office of executive directors of the Company on 30th May 2001.

Mr Zeng Maochao was redesignated as a non-executive director on 30th May 2001.

In accordance with Articles 92 and 101 of the Company's Articles of Association, Mr Liu Chuanzhi and Ms Ma Xuezheng retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Biographical details of directors and senior management

Executive directors

Mr Liu Chuanzhi, aged 58, is the Chairman of the Group. He has been responsible for the strategic planning and management of the Group since its establishment and has over 32 years of experience in the computer field. He graduated in 1966 from the Department of Radar Communications, Xian Military Communications Engineering College of China. He received the first prize of the Second National Technology Entrepreneurs Gold Award in 1990. He was awarded Model of National Work Force and Man of Reform in China, both in 1995, and Ten Most Influential Men of the Commercial Sector in China in 1996. He has been Vice Chairman of All-China Federation of Industry & Commerce and a Representative of the Ninth National People's Congress of the PRC since 1997 and 1998 respectively. Mr Liu was selected by *Fortune* magazine as one of the runners-up of Asia's Businessman of the year in 1999. He was also selected by *BusinessWeek* magazine as one of the Stars of Asia for 2000. In 2001, he was selected by *Time* magazine as one of the Twenty-five Most Influential Global Executives.

董事

本公司現任董事如下：

執行董事

柳傳志先生
楊元慶先生
馬雪征女士

非執行董事

曾茂朝先生

獨立非執行董事

黃偉明先生
吳家璋教授

於二零零一年五月三十日，李勤先生和郭為先生辭去本公司執行董事職位。

於二零零一年五月三十日，曾茂朝先生轉任非執行董事。

根據本公司之公司組織章程第92及101條規定，柳傳志先生及馬雪征女士於即將舉行之股東週年大會依章告退，惟願膺選連任。

董事及高層管理人員履歷簡介

執行董事

柳傳志先生，五十八歲，本集團主席。柳先生自本集團成立以來一直負責本集團之整體策略制定與管理，在電腦業擁有超過三十二年經驗。柳先生於一九六六年畢業於中國西安軍事電訊工程學院之雷達通訊專業，一九九零年獲頒第二屆全國科技企業家創業獎金獎第一名，一九九五年獲頒全國勞動模範及中國改革風雲人物，一九九六年獲評中國商界十大風雲人物，一九九七年當選為中華全國工商業聯合會副主席，一九九八年當選為中華人民共和國第九屆全國人大代表，一九九九年被美國財富雜誌評為亞洲最佳商界風雲人物，二零零零年度被美國商業周刊評為亞洲之星，二零零一年度被美國時代雜誌評為全球廿五位最有影響力的商界領袖之一。

Biographical details of directors and senior management

continued

Executive directors *continued*

Mr Yang Yuanqing, aged 37, is the Vice Chairman, President and Chief Executive Officer of the Group with responsibility for the overall business and operation of the Group. He graduated from the Department of Computer Science, University of Science and Technology of China ("USTC") in 1989 with a Master degree. He is also a member of National Youth Committees, a director of China's Entrepreneur Association, and a Professor of USTC. He was awarded Ten Most Outstanding Youth of Beijing in 1998 and won the Medal of 5.4 Youth in China in 1999, which is the highest honour given to youth by the Chinese government. He was selected by *BusinessWeek* magazine as one of the Stars of Asia in the years of 1999 and 2001. Mr Yang is a non-executive director of Beijing Usoft Co., Ltd, which is engaged in software development and manufacturing.

Ms Ma Xuezheng, aged 49, is the Senior Vice President and Chief Financial Officer of the Group. She is responsible for strategic investment, finance and overseas business of the Group, and overall direction of the regional headquarters in Hong Kong. She graduated from Capital Normal University in 1976 with a Bachelor of Arts degree. She has over 25 years of experience in financial and executive management.

Non-executive director

Mr Zeng Maochao, aged 69, is a non-executive director of the Group. He graduated from the Department of Electrical Engineering, Shanghai Jiao Tong University in 1957. He was the Director and Professor of the Institute of Computing Technology of the Chinese Academy of Sciences. He has over 45 years of experience in the computer field. Mr Zeng is an executive director of Digital China Holdings Limited, a former wholly-owned subsidiary of the Company spun-off from the Group for separate listing on 1st June 2001.

Independent non-executive directors

Mr Wong Wai Ming, aged 44, is the Chief Executive Officer of Global China Technology Group Limited and also the Deputy Chairman of Sing Tao Holdings Limited. He is a chartered accountant and has extensive knowledge and experience in investment banking.

董事及高層管理人員履歷簡介 *續*

執行董事 *續*

楊元慶先生，三十七歲，本集團副主席、總裁兼首席執行官，全面負責本集團業務規劃及運作。楊先生於一九八九年畢業於中國科技大學計算機科學系，取得碩士學位，現亦為中華全國青年聯合會委員、中國企業家協會理事及中國科技大學教授。楊先生於一九九八年被評為北京市十大傑出青年，並於一九九九年獲得全國青聯授予青年的最高榮譽——中國五四青年獎章。楊先生於一九九九年及二零零一年均被美國商業周刊評為亞洲之星。楊先生現任北京用友軟件股份有限公司的非執行董事，該公司從事軟件開發及生產。

馬雪征女士，四十九歲，本集團高級副總裁兼財務總監，負責本集團策略投資、財務、海外業務以及香港區管理。馬女士於一九七六年畢業於首都師範大學，獲文學學士學位。馬女士在財務及行政管理方面擁有超過二十五年經驗。

非執行董事

曾茂朝先生，六十九歲，本集團非執行董事。曾先生於一九五七年畢業於上海交通大學電力工程系，曾任中國科學院計算技術研究所所長、教授，在電腦業擁有超過四十五年經驗。曾先生現任神州數碼控股有限公司的執行董事，該公司原為本公司的全資附屬公司，自二零零一年六月一日從本集團分拆上市。

獨立非執行董事

黃偉明先生，四十四歲，現任泛華科技集團有限公司的行政總裁及星島集團的副主席。黃先生為特許會計師，於投資銀行方面有廣泛知識及經驗。

Biographical details of directors and senior management

continued

Independent non-executive directors *continued*

Prof Woo Chia-Wei, aged 64, is the Senior Advisor to The Shui On Group. He is President Emeritus and University Professor Emeritus of the Hong Kong University of Science and Technology. He serves on the HKSAR's Commission on Strategic Development, Council of Advisors on Innovation and Technology and Committee on Hong Kong-Mainland Technological Collaboration (which he chairs), and the Chinese People's Political Consultative Conferences.

Senior management

Mr Liu Jun, aged 33, is the Senior Vice President of the Group. He is responsible for the consumer IT business and computer sales. Mr Liu graduated in 1993 from the Department of Automation, Tsinghua University with a Bachelor of Engineering degree, and thereafter joined the Group. Mr Liu has attained outstanding achievement in computer sales and has extensive experience in computer business.

Mr Yu Bing, aged 36, is the Senior Vice President of the Group. He is responsible for the IT service business. Mr Yu graduated in 1988 with a Bachelor of Science degree from the Department of Automation, University of Science and Technology of Beijing. He joined the Group in 1990 and has engaged in marketing and sales for 5 years from 1996. He has extensive experience in sales and marketing.

Mr Qiao Song, aged 34, is the Senior Vice President of the Group. He is responsible for the corporate IT business as well as major account and strategic alliance. Mr Qiao graduated in 1991 with a Bachelor of Engineering degree from the Department of Computer Science and Technology, Tsinghua University. He joined the Group in 1991 and has extensive experience in sales and marketing, supply chain and procurement logistic management.

Ms Wang Xiaoyan, aged 40, is the Senior Vice President of the Group. She is responsible for information technology development as well as finance, commerce, administration and logistics functions. Ms Wang graduated in 1988 with a Master degree in Engineering from Beijing Institute of Technology. She joined the Group in 1994 and has extensive experience in finance and administration.

董事及高層管理人員履歷簡介 *續*

獨立非執行董事 *續*

吳家璋教授，六十四歲，現任瑞安集團有限公司高級顧問，亦為香港科技大學榮休校長及榮休科大講座教授、香港特別行政區策略發展委員會委員、創新科技顧問委員會委員、香港與內地科技合作委員會主席，及中國人民政治協商會議全國委員會委員。

高層管理人員

劉軍先生，三十三歲，本集團高級副總裁，主管消費IT業務及電腦銷售。劉先生於一九九三年畢業於清華大學自動化系自動控制專業，獲工學學士學位，隨即加入本集團。劉先生在電腦銷售方面屢創佳績，擁有豐富的電腦行業經驗。

俞兵先生，三十六歲，本集團高級副總裁，主管IT服務業務。俞先生於一九八八年畢業於北京科技大學自動化系，獲工學學士學位。俞先生於一九九零年加入本集團，自一九九六年起五年期間，一直全面負責公司市場和銷售，在市場營銷運作及推廣方面具豐富經驗。

喬松先生，三十四歲，本集團高級副總裁，負責企業IT業務，以及大客戶和策略聯盟管理。喬先生於一九九一年畢業於清華大學計算機科學與技術系，獲工學學士學位。喬先生於一九九一年加入本集團，在市場營銷、供應鏈管理及採購物控方面具豐富經驗。

王曉岩女士，四十歲，本集團高級副總裁，負責集團信息化建設，以及財務、商務和行政後勤管理。王女士於一九八八年獲北京理工大學機械工程系機械工藝設備及自動化專業工學碩士學位。王女士於一九九四年加入本集團，在財務及行政管理方面具豐富經驗。

Biographical details of directors and senior management

continued

Senior management *continued*

Mr He Zhiqiang, aged 39, researcher, is the Senior Vice President of the Group and the Managing Director of Legend Corporate Research and Development. He is responsible for corporate research and development, software design centre, industrial design centre, PCBA design centre and product-chain management. He graduated with a Master degree in Computer Science from the Institute of Computing Technology of the Chinese Academy of Sciences and has 16 years of experience in the research and development of computer products. He joined the Group in 1986.

Mr Liu Xiaolin, aged 39, is the Vice President of the Group. He is responsible for the Internet service business. Mr Liu obtained a Master degree from the Department of Computer Science and Technology, Tsinghua University in 1992. He joined the Group in 1992 and has extensive experience in business development and management.

Mr Liu Zhijun, aged 37, is the Vice President of the Group. He is responsible for the handheld device and mobile handset businesses. He graduated in 1989 with a Master degree in Engineering Mechanics from Dalian University of Technology. He engaged in computer marketing when joined the Group in 1989. Since Mr Liu took charge of handheld device business in 2000, he obtained extensive experience in researching, producing and marketing concerned this field.

Mr Du Jianhua, aged 38, is the Vice President of the Group. He is responsible for the overall management of China regional headquarters and overseas branches. Mr Du obtained a Master degree from Beijing Institute of Technology in 1988. He joined the Group in 1989 and has extensive experience in regional planning and management.

Ms Wang Xiaochun, aged 49, is the Vice President of the Group. She is responsible for customer service and information. She obtained her Master degree in Science at the Graduate School of Chinese Academy of Sciences in 1981. She has over 16 years of experience in management and administration. She joined the Group in 1990.

董事及高層管理人員履歷簡介 *續*

高層管理人員 *續*

賀志強先生，三十九歲，研究員，本集團高級副總裁，亦為聯想研究院院長，主管聯想研究院、軟件設計中心、工業設計中心、板卡設計中心，以及產品鏈管理。賀先生為中國科學院計算技術研究所計算機科學系碩士，有十六年的電腦產品研究開發的工作經驗。賀先生於一九八六年加入本集團。

劉曉林先生，三十九歲，本集團副總裁，主管信息運營服務業務。劉先生於一九九二年清華大學計算機科學與技術系獲得碩士學位。劉先生於一九九二年加入本集團，在業務發展及管理方面具豐富經驗。

劉志軍先生，三十七歲，本集團副總裁，主管手持設備以及移動通訊業務。劉先生於一九八九年在大理理工大學力學研究所畢業，獲工程力學系碩士學位。劉先生於一九八九年加入本集團，最初負責電腦行業銷售方面業務，自二零零零年接管手持業務後，在手持設備的研發、生產、營銷方面積累了豐富經驗。

杜建華先生，三十八歲，本集團副總裁，負責中國國內區域和海外分支機構的管理。杜先生於一九八八年獲北京理工大學計算機網絡專業碩士學位。杜先生於一九八九年加入本集團，在區域規劃及管理方面具豐富經驗。

王曉春女士，四十九歲，本集團副總裁，主管客戶售後服務以及客戶信息支持。王女士於一九八一年在中國科學院研究生院獲得理學碩士學位，在管理及行政方面有超過十六年經驗。王女士於一九九零年加入本集團。

Biographical details of directors and senior management

continued

Senior management *continued*

Mr Lu Yan, aged 37, is the Vice President of the Group and is responsible for handheld device business. Mr Lu graduated in 1989 with a Master degree in Engineering from Beijing Institute of Technology and has ten years of experience in project R&D and management. He joined the Group in 1992.

Mr Chen Shaopeng, aged 33, is the Vice President of the Group and is responsible for the commercial desktop PC business. He graduated from Beijing Institute of Light Industry with a Bachelor degree in Computer Science and has ten years of experience in PC business and management. He joined the Group in 1993.

Mr Cheung Wing Chung, Anders, aged 38, is the Vice President of the Group and is responsible for strategic investment projects management. He joined the Group in 1988 and holds a MBA degree from Kellogg (Northwestern University) – Hong Kong University of Science and Technology. He has over 13 years of experience in computer marketing.

Directors' service contracts

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

Directors' interests in contracts

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

董事及高層管理人員履歷簡介 *續*

高層管理人員 *續*

呂岩先生，三十七歲，本集團副總裁，負責掌上設備業務。呂先生於一九八九年畢業於北京理工大學自動控制系，並獲工程碩士學位，有十年的工程研發及管理經驗。呂岩先生於一九九二年加入本集團。

陳紹鵬先生，三十三歲，本集團副總裁，負責商用台式電腦業務。陳先生畢業於北京輕工業學院計算機系獲學士學位，有十年電腦業務和管理的工作經驗。陳先生於一九九三年加入本集團。

張榮宗先生，三十八歲，本集團副總裁，負責策略投資項目管理。張先生於一九八八年加入本集團，持有美國西北大學Kellogg管理學院暨香港科技大學的工商管理碩士學位。張先生在電腦行業市場推廣方面擁有超過十三年的工作經驗。

董事服務合約

該等擬於即將舉行之股東週年大會上重選連任之董事與本公司概無訂立於一年內須作出賠償（一般法定賠償除外）方可終止之服務合約。

董事於合約之權益

本公司、其附屬公司、其同系附屬公司或其控股公司於年終或本年度任何時間內，概無訂立任何與本集團業務有關之任何重大合約，致令本公司之任何董事獲得重大利益。

Directors' interests in securities

As at 31st March 2002, according to the register maintained under section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), the interests of each director in shares of the Company or any associated corporations were as follows:

		Number of shares in the Company 於本公司之股份數目		
Name of director	董事姓名	Personal interest 個人權益	Family interest 家族權益	Total interest 總權益
Mr Liu Chuanzhi	柳傳志先生	10,010,000	256,000	10,266,000
Mr Zeng Maochao	曾茂朝先生	4,080,000	–	4,080,000
Mr Yang Yuanqing	楊元慶先生	6,200,000	–	6,200,000
Ms Ma Xuezheng	馬雪征女士	16,714,000	2,360,000	19,074,000

董事之證券權益

於二零零二年三月三十一日，根據證券(披露權益)條例(「披露權益條例」)第29條保存之登記冊紀錄，董事於本公司及其相聯法團之股份權益如下：

		Number of shares in Digital China Holdings Limited (an associated corporation of the Company) 於神州數碼控股有限公司之股份數目 (本公司之相聯法團)		
Name of director	董事姓名	Personal interest 個人權益	Family interest 家族權益	Total interest 總權益
Mr Liu Chuanzhi	柳傳志先生	896,000	25,600	921,600
Mr Zeng Maochao	曾茂朝先生	408,000	–	408,000
Mr Yang Yuanqing	楊元慶先生	520,000	–	520,000
Ms Ma Xuezheng	馬雪征女士	1,646,400	–	1,646,400

Directors' rights to acquire shares

Certain directors have been granted options to subscribe for shares in the Company pursuant to the Company's Employee Share Option Scheme, details of which are set out in the previous part of this report.

董事購買股份之權利

根據本公司之僱員購股權計劃，若干董事已獲授予購股權以認購本公司之股份(詳情載列於本報告書之前部份)。

Directors' rights to acquire shares *continued*

Apart from the share options as referred to above, call options have been granted on 5th June 2000 by 聯想控股有限公司 (“LHL”), the controlling shareholder of the Company, to certain persons including the following directors pursuant to which they are respectively entitled (subject to certain conditions) to acquire, and to require LHL to sell, shares of the Company, at a price of HK\$0.5325 per share during a period ending 1st August 2007.

董事購買股份之權利 *續*

除上述所指之僱員購股權外，於二零零零年六月五日，本公司之控股股東聯想控股有限公司向若干人士（包括下列董事）授出認購期權，據此彼等各自有權（視乎若干情況而定）收購及要求聯想控股有限公司於截至二零零七年八月一日止期間按每股港幣0.5325元之價格出售本公司股份。

Name of director	董事姓名	Number of shares in the Company 本公司之股份數目		
		Personal interest 個人權益	Family interest 家族權益	Total interest 總權益
Mr Liu Chuanzhi	柳傳志先生	6,000,000	720,000	6,720,000
Mr Zeng Maochao	曾茂朝先生	4,000,000	600,000	4,600,000
Mr Yang Yuanqing	楊元慶先生	4,000,000	–	4,000,000
Ms Ma Xuezheng	馬雪征女士	4,000,000	–	4,000,000

Save as disclosed above and other than certain nominee shares in the subsidiaries held in trust for the Group by certain directors, as at 31st March 2002, none of the directors or their associates had any interests in any shares of the Company or any of its associated corporations as recorded by the register of the Company pursuant to the SDI Ordinance.

除上文所披露者及若干董事以信託方式代表本集團持有若干附屬公司之代理人股份外，各董事或彼等之聯繫人士於二零零二年三月三十一日概無持有本公司或其任何相聯法團（記錄於本公司根據披露權益條例保存之登記冊）之任何股份。

Substantial interests in the share capital of the Company

According to the register maintained by the Company pursuant to section 16(1) of the SDI Ordinance as at 31st March 2002, the following corporations had an interest of 10% or more of the issued share capital of the Company:

於本公司股本之重大權益

根據本公司於二零零二年三月三十一日按披露權益條例第16(1)條保存之登記冊記錄，下列法團持有本公司已發行股本中10%或以上之權益：

Name	名稱	Number of shares 股份數目	Percentage of issued share capital	
			佔已發行股本 總股數百分比	Note 附註
LHL	聯想控股有限公司	4,293,475,144	57%	1
Employees' Shareholding Society of LHL	聯想控股有限公司 職工持股會	4,293,475,144	57%	2
Right Lane Limited	南明有限公司	1,419,518,420	19%	3

Substantial interests in the share capital of the Company *continued*

Notes:

1. Direct transliteration of its Chinese company name in English is Legend Holdings Limited.
2. Employees' Shareholding Society of LHL is an equity holder of LHL which in turn wholly owns Right Lane Limited and is therefore taken to be interested in the shares held by those two companies respectively.
3. Right Lane Limited is a wholly owned subsidiary of LHL. Therefore, number of shares in which Right Lane Limited is shown as being interested is part of the shares in which LHL is shown to be interested.

Management contracts

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

Retirement scheme arrangements

For the period from 1st April 1998 to 30th November 2000, the Group provided all qualified Hong Kong employees with a defined contribution scheme, which was established under the Occupational Retirement Schemes Ordinance. Under the rules of the scheme, all participating employees were required to contribute 5% of their basic monthly salary plus cashable commission, whereas the employer's contribution is at 5%, 7.5% and 10% in pursuance of each participating employee's continuous years of service and as specified in accordance with the rules of the scheme. The assets of the scheme are continuously held under a provident fund managed by an independent trustee. Also, with the implementation of the Mandatory Provident Fund (the "MPF") by the Government of the Hong Kong Special Administrative Region effective on 1st December 2000, the Group and employees discontinued contributions to the scheme. Although the scheme was frozen, the employees are entitled to 100% of the employer's contribution with investment return after ten complete years of service, or at an increasing scale of between 30% to 90% after completion of three to nine years' service. Where there are employees who leave the Group prior to vesting fully in such contributions, the forfeited contributions will be refunded to the Group.

於本公司股本之重大權益

附註：

1. 公司中文名稱的英文直譯是Legend Holdings Limited。
2. 聯想控股有限公司職工持股會持有聯想控股有限公司部份權益，而聯想控股有限公司全資擁有南明有限公司，因此聯想控股有限公司職工持股會被視為分別持有該兩家公司持有之股份權益。
3. 南明有限公司為聯想控股有限公司全資擁有之附屬公司。因此，南明有限公司所持之股份，實為以上所示聯想控股有限公司持有之股份之其中一部分。

管理合約

年內並無訂立或存在有關本公司整體業務或業務之任何重大部分之管理及行政合約。

退休計劃安排

於一九九八年四月一日至二零零零年十一月三十日期間，本集團為所有合資格之香港僱員提供一項根據職業退休計劃條例設定之定額供款退休計劃。根據該計劃之規定，所有參與計劃之僱員均須支付每月底薪連同現金佣金之5%作為供款，而僱主之供款則按個別參與計劃僱員之連續服務年期及該計劃之規定支付5%、7.5%及10%不等。該計劃之資產由獨立受託人所管理之公積金持有。此外，香港特別行政區在二零零零年十二月一日實行強制性公積金（「強積金」）後，集團及僱員再無於該計劃供款。儘管該計劃已經凍結，僱員在服務滿十年後，有權取得僱主供款之100%連同其投資回報，或於服務滿三年至九年後按遞增方式取得僱主供款之30%至90%不等。倘僱員在供款之權益獲全面授出前離開本集團，則沒收之供款將退還予本集團。

Retirement scheme arrangements *continued*

Under the MPF scheme established by the Group, all qualified employees are required to contribute 5% of their basic salary plus cashable allowances (subject to the ceiling under the requirements set-out in the MPF legislation) whereas the employer's contribution is at 7.5% and 10% respectively after completion of five and ten years of service.

The Group also participates in a local municipal government retirement scheme in the PRC whereby it is required to make an annual contribution of no more than 19% of three times the monthly average salaries as set out by the local municipal government each year. The local municipal government undertakes to assume the retirement benefit obligations of all existing and future retirees of the qualified staff in the PRC.

Connected transactions

The following transactions constitute connected transactions of the Company and require disclosure in the annual report pursuant to Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong (the "Listing Rules").

1. Pursuant to a tenancy agreement dated 12th May 1999, a subsidiary of the Company leased from Right Lane Limited, a substantial shareholder of the Company, five premises at Taikoo Shing, Hong Kong as staff quarters for a term of 2 years commencing from 1st June 1999 at a monthly rental of HK\$110,000.
2. Pursuant to a tenancy agreement dated 31st May 2001, the Company has leased from Right Lane Limited, a substantial shareholder of the Company, three premises at Taikoo Shing, Hong Kong as staff quarters for a term of 2 years from 1st June 2001 at a monthly rental of HK\$80,000.

退休計劃安排 *續*

根據本集團成立之強積金計劃，所有合資格的僱員須支付每月底薪連同現金佣金(受根據強積金法例規定之最高額所限制)之5%作為供款，而僱主則分別為按服務滿五年及十年支付7.5%及10%之供款。

本集團亦參加國家管理的社會養老及失業保險基金，按規定每年應繳之養老保險費按不超過地方政府所規定之每月社會平均工資總額三倍的19%計算。地方政府承諾支付所有現在和將來所有合資格之退休僱員的退休福利支出。

關連交易

下列交易構成本公司之關連交易，並根據香港聯合交易所證券上市規則(「上市規則」)第十四章須於年報內作出披露。

1. 根據一九九九年五月十二日訂立之租賃協議，本公司之附屬公司向本公司之主要股東南明有限公司租用香港太古城五個住宅單位作為員工宿舍，租期由一九九九年六月一日起計，為期兩年，每月租金港幣110,000元。
2. 根據二零零一年五月三十一日訂立之租賃協議，本公司向本公司之主要股東南明有限公司租用香港太古城三個住宅單位作為員工宿舍，租期兩年，由二零零一年六月一日起生效，每月租金港幣80,000元。

Connected transactions *continued*

3. Pursuant to a tenancy agreement dated 16th January 2002, a subsidiary of the Company has leased from Shenzhen Legend Science Park Company Limited, a subsidiary of the controlling shareholder, certain office premises and car parking spaces situated at Legend Research and Development Building, Hi-Tech Industrial Park, Shennan District, Shenzhen, China. The tenancy is for a term of 46 months expiring on 15th November 2005 at a monthly rental of RMB1,309,300, exclusive of management fees and other outgoings.
4. Upon the setting up of a joint venture FM365.com Limited with AOL China Holdings LLC, Beijing Legend FM Science and Technology Company Limited ("Legend FM"), a subsidiary of the Company's controlling shareholder (聯想控股有限公司), has agreed to provide certain interactive services to the Group:
 - a) Pursuant to a marketing agreement dated 20th November 2001, Legend FM has agreed to provide certain users of Legend PCs with access to its online account for distribution of interactive services provided by Legend FM in return of account access fees determined under the account access contract (see below). It is expected that this agreement will continue for a period of five years commencing from 20th November 2001.
 - b) Pursuant to an account access contract dated 20th November 2001, Legend FM has agreed to provide account access to users of Legend PCs which have been bundled with software licensed for use of the interactive services provided by Legend FM. The account access fee paid by Legend (Beijing) Limited to Legend FM for the year ended 31st March 2002 was HK\$50,330,000.

Besides, FM365.com Limited's subsidiary sold to Legend FM certain assets such as servers, computer equipment and software (which was acquired from the Group) at a transfer price of RMB7.4 million pursuant to a transfer of business contract dated 20th November 2001.

關連交易 *續*

3. 根據二零零二年一月十六日之租賃協議，本公司之附屬公司向控股股東之附屬公司深圳市聯想科技園有限公司租用戶於中國深圳南山區高新科技產業園區聯想研發中心大廈之若干寫字樓及泊車位。租約為期四十六個月至二零零五年十一月十五日止，月租人民幣1,309,300元(未計管理費及其他開支)。
4. 自與AOL China Holdings LLC組成合資公司FM365.com Limited後，本公司控股股東(聯想控股有限公司)之附屬公司北京聯想調頻科技有限公司(「Legend FM」)已同意提供若干互動服務予本集團：
 - a) 根據於二零零一年十一月二十日訂立之一項市場推廣協議，Legend FM已同意向聯想電腦的若干用戶提供網上賬戶以登入Legend FM之互動服務，並根據賬戶登入合約(見下文)收取賬戶登入費。預期此項協議將自二零零一年十一月二十日起計持續五年。
 - b) 根據於二零零一年十一月二十日訂立之賬戶登入合約，Legend FM已同意向預裝可使用Legend FM互動服務之特許軟件之聯想個人電腦用戶提供登入服務。截至二零零二年三月三十一日止年度，聯想(北京)有限公司付給Legend FM之賬戶登入費用為港幣50,330,000元。

此外，根據日期為二零零一年十一月二十日之業務轉讓合同，FM365.com Limited之附屬公司向Legend FM出售若干資產如何伺服器、電腦設備及軟件(此等資產購自本集團)，轉讓價為人民幣7,400,000元。

Connected transactions *continued*

The Company had been granted a waiver by the Stock Exchange of Hong Kong from the strict compliance of the requirements of Chapter 14 of the Listing Rules in respect of the transactions 4a and 4b above. These transactions have been reviewed by independent non-executive directors of the Company who have confirmed that these transactions were:

- i) conducted in the ordinary and usual course of the Group's business;
- ii) on normal commercial terms and on terms that are fair and reasonable so far as the shareholders of the Company are concerned;
- iii) entered into in accordance with the terms of the agreement governing these transactions; and
- iv) not exceed 3% of the audited consolidated net tangible assets of the Group in the financial year.

5. Subsequent to the spin off of Digital China Holdings Limited and its subsidiaries ("DCHL Group") from the Group for separate listing in June 2001, DCHL became an associate (as defined in the Listing Rules) of the Company's controlling shareholder. DCHL is deemed as a connected person in relation to the Company for the purpose of the Listing Rules.

- a) Pursuant to a management agreement dated 8th May 2001 between the Company's subsidiary and DCHL, the Group has agreed to share with DCHL Group certain office space situated at 20/F, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong for the period from 16th May 2001 to 30th November 2002 in return of a monthly management fee of HK\$186,270 exclusive of rates, management fees and other related expenses.

關連交易 *續*

有關上述第4a及4b項交易，本公司已獲香港聯合交易所授予豁免嚴格遵守上市規則第十四章之規定。本公司之獨立非執行董事已審閱此等交易並確認此等交易乃：

- i) 於本集團之一般及日常業務中進行；
- ii) 按一般商務條款達成並就本公司之股東而言屬公平合理；
- iii) 遵照此等交易之協議條款進行；及
- iv) 不超過本集團於財政年度內之經審核綜合有形資產淨值之3%。

5. 神州數碼控股有限公司及其附屬公司（「神州數碼集團」）於二零零一年六月從本集團分拆獨立上市後，神州數碼成為本公司控股股東之聯繫人（定義見上市規則），並就上市規則而言，被視為本公司之關連人士。

- a) 根據本公司之附屬公司與神州數碼於二零零一年五月八日訂立之管理協議，本集團已同意於二零零一年五月十六日至二零零二年十一月三十日期間，與神州數碼集團共用於香港鰂魚涌英皇道979號太古坊德宏大廈20樓之若干寫字樓空間，而每月管理費用為港幣186,270元，未計差餉、管理費及其他有關開支。

Connected transactions *continued*

- b) Pursuant to a tenancy agreement dated 27th March 2000 between a subsidiary of the Company and a subsidiary of DCHL, the Group has sub-leased to DCHL Group certain office space situated at Lian Xiang Building, Southeastern Corner of 1 Tai Yi Road, Belin District, Xian, China at a monthly rental of RMB72,400. The tenancy is for a term of 5 years commencing from 1st October 1999.
- c) The Group purchased information technology products from DCHL Group. For the year ended 31st March 2002, such purchases amounted to HK\$13,519,000.

The Company had been granted a waiver by the Stock Exchange of Hong Kong from the strict compliance of the requirements of Chapter 14 of the Listing Rules in respect of the transaction 5c above. These transactions have been reviewed by independent non-executive directors of the Company who have confirmed that these transactions were:

- i) conducted in the ordinary and usual course of the Group's business;
 - ii) on normal commercial terms or on terms that are fair and reasonable so far as the shareholders of the Company are concerned;
 - iii) entered into in accordance with the terms of the agreements governing such transactions, or (where there are no such agreements) on terms no less favourable than those available to or from independent third parties; and
 - iv) not exceed the higher of: (1) 1% of the audited consolidated turnover of the Group; and (2) HK\$46.3 million, in the financial year.
6. Prior to the spin-off of DCHL Group, purchases from D-Link Corporation and its subsidiaries ("D-Link Group") were deemed as connected transactions for the purpose of the Listing Rules. The Group purchased computer networking products amounted to HK\$61,859,000 from D-Link Group for the year ended 31st March 2002.

關連交易 *續*

- b) 根據本公司之附屬公司與神州數碼之附屬公司於二零零零年三月二十七日訂立之租賃協議，本集團已向神州數碼集團分租位於中國西安太乙路1號東南角聯想大廈之若干寫字樓空間。每月租金為人民幣72,400元，租約由一九九九年十月一日開始，為期五年。
- c) 本集團向神州數碼集團購買資訊科技產品，截至二零零二年三月三十一日止年度，該等購買之款額為港幣13,519,000元。

有關上述之第5c項交易，本公司已獲香港聯合交易所授予豁免嚴格遵守上市規則第十四章之規定。本公司之獨立非執行董事已審閱此等交易並確認此等交易乃：

- i) 於本集團之一般及日常業務中進行；
 - ii) 按一般商務條款達成或就本公司之股東而言屬公平合理；
 - iii) 遵照該等交易之協議條款進行，或(倘沒有該等協議)按不遜於給予或源自獨立第三者之條款；及
 - iv) 不超逾於財政年度內以下兩者之較高者：(1)本集團之經審核綜合營業額之1%；及(2)港幣46,300,000元。
6. 於分拆神州數碼集團前，就上市規則而言，該等向友訊科技股份有限公司及其附屬公司(「友訊集團」)作出之購買被視為關連交易。本集團於截至二零零二年三月三十一日止年度向友訊集團購入電腦網絡產品，總額為港幣61,859,000元。

Connected transactions *continued*

The Company had been granted a waiver by the Stock Exchange of Hong Kong from the strict compliance of the requirements of Chapter 14 of the Listing Rules in respect of the aforesaid transactions. These transactions have been reviewed by independent non-executive directors of the Company who have confirmed that these transactions were:

- i) conducted in the ordinary and usual course of the Group's business;
- ii) on normal commercial terms and on terms that are fair and reasonable so far as the shareholders of the Company are concerned;
- iii) entered into in accordance with the terms of the agreement governing such transactions, or (where there are no such agreements) on terms no less favourable than those available to or from independent third parties; and
- iv) not exceed 2% of the audited consolidated turnover of the Group in the financial year.

Major customers and suppliers

The five largest customers and the five largest suppliers of the Group accounted for less than 30 per cent of the Group's turnover and purchases respectively in the year.

Code of best practice

The Company has established an audit committee comprising Mr Wong Wai Ming and Prof Woo Chia-Wei, independent non-executive directors of the Company. In establishing the terms of reference for this committee, the committee and the directors have had regards to the "Guide for Formation of an Audit Committee" issued by the Hong Kong Society of Accountants in December 1997.

Apart from the fact that the non-executive directors are not appointed for a specific term as they are subject to retirement by rotation at annual general meeting in accordance with the Company's Articles of Association, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the year.

關連交易 *續*

有關上述之交易，本公司已獲香港聯合交易所授予豁免嚴格遵守上市規則第十四章之規定。本公司之獨立非執行董事已審閱此等交易並確認此等交易乃：

- i) 於本集團之一般及日常業務中進行；
- ii) 按一般商務條款達成並就本公司之股東而言屬公平合理；
- iii) 遵照該等交易之協議條款進行，或(倘沒有該等協議)按不遜於給予或源自獨立第三者之條款；及
- iv) 不超過本集團於財政年度內之經審核綜合營業額之2%。

主要客戶及供應商

本集團最大五位顧客及最大五位供應商分別佔集團於年內之營業額及購貨量均少於百分之三十。

最佳應用守則

本公司成立一個由本公司獨立非執行董事黃偉明先生及吳家璋教授組成之審核委員會。在設定此委員會之參考條款時，委員會及董事已參考由香港會計師公會於一九九七年十二月頒佈之「成立審核委員會指引」。

惟非執行董事之任期乃依據本公司組織章程之規定須於股東週年大會上輪值告退而無訂明指定任期外，本公司於年度內一直遵守上市規則附錄十四所載之最佳應用守則。

Auditors

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

On behalf of the Board



Liu Chuanzhi

Chairman

Hong Kong, 23rd May 2002

核數師

賬目已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所膺選連任。

承董事會命



主席

柳傳志

香港，二零零二年五月二十三日