Notes to the Financial Statements

For the year ended 31 December 2002

I. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its ordinary shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

2. PRINCIPAL ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Statements of Standard Accounting Practice ("SSAP") and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. A summary of the principal accounting policies adopted by the Group is set out below.

Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost, modified by revaluation of certain investments in securities as explained in the accounting policies set out below.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December 2002.

The results of subsidiaries acquired and disposed of during the year are accounted for from the effective dates of acquisition or up to the effective dates of disposal respectively.

All significant inter-company transactions and balances within the Group have been eliminated on consolidation.

Losses attributable to minority shareholders of partly owned subsidiaries are accounted for based on the respective equity owned by the minority shareholders. Thereafter, the Group assumes all further losses.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Goodwill on consolidation

Positive goodwill arising on consolidation represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable assets and liabilities acquired. Positive goodwill is amortised to the consolidated income statement on a straight-line basis over its estimated useful life. Positive goodwill is carried as an asset in the consolidated balance sheet at cost less any accumulated amortisation and any impairment losses.

Negative goodwill arising on acquisitions of subsidiaries and associates represents the excess of the Group's share of the fair value of the identifiable assets and liabilities acquired over the cost of the acquisition. To the extent that negative goodwill relates to an expectation of future losses and expenses that are identified in the plan of acquisition and can be measured reliably, it is recognised in the consolidated income statement when the future losses and expenses are recognised. Any remaining negative goodwill up to the fair values of the non-monetary assets acquired is recognised in the consolidated income statement over the weighted average useful life of depreciable non-monetary assets. Negative goodwill in excess of the fair values of the non-monetary assets acquired is recognised immediately in the consolidated income statement.

On disposal of a subsidiary or an associate during the year, any attributable amount of purchased goodwill not previously amortised through the consolidated income statement or which has previously been dealt with as a movement on Group reserves is included in the calculation of the profit or loss on disposal.

Subsidiaries

A subsidiary is an enterprise, in which the Group or the Company, directly or indirectly, has the power to govern the financial and operating policies so as to obtain benefits from its activities. Investments in subsidiaries in the Company's balance sheet are stated at cost less accumulated impairment losses. The carrying amount of the investment is reduced to its recoverable amount on an individual basis.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Associates

An associate is an enterprise in which the Group has significant influence and which is neither a subsidiary nor a joint venture. The consolidated income statement includes the Group's share of the results of the associates for the year, and the consolidated balance sheet includes the Group's share of net assets of the associates and also goodwill or negative goodwill on acquisition net of accumulated amortisation.

Equity accounting is discontinued when the carrying amount of the investment in an associate reaches nil, unless the Group has incurred obligations or guaranteed obligations in respect of the associate.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Major costs incurred in restoring assets to their normal working conditions are charged to the income statement. Improvements are capitalised and depreciated over their expected useful life.

The gain or loss arising from the retirement or disposal of property, plant and equipment is determined as the difference between the estimated net sales proceeds and the carrying amount of the assets and is recognised as an income or expense in the income statement.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment (Cont'd)

Depreciation is provided to write off the cost less accumulated impairment loss of property, plant and equipment over their estimated useful life from the date on which they become fully operational and after taking into account of their estimated residual values, using the straight-line method at the following rates per annum:

Leasehold improvement Over the remaining lease term

Machinery and equipment 20% - 33%Office equipment, furniture and fittings 20% - 33%

Assets held under finance lease are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the terms of the leases.

Investments in securities

Investment securities held on a continuing basis with an identified long-term purpose are stated at cost and subject to impairment review at each reporting date to reflect any diminution in their value, which is expected to be other than temporary. The amount of provisions is recognised in the income statement in the period in which the decline occurs.

Securities not classified as investment securities are classified as other investments, which are stated at fair value in the balance sheet. The unrealised holding gains and losses for other investments are included in the income statement.

The gain or loss on disposal of investment securities and other investments is the difference between net sales proceeds and the carrying amount of the securities and is accounted for in the period in which the disposal occurs.

Impairment

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Impairment (Cont'd)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably.

Income in respect of telecommunications services provided to customers is recognised when the services are rendered.

Income in respect of corporate management services is recognised when the event management services are rendered.

Other income includes internet security solution services income, sale of computer hardware and software, and insurance and management consulting income. Internet security solution services income, and insurance and management consulting income are recognised in the period when the services are rendered. Sale of computer hardware and software is recognised when goods are delivered and title has passed.

Interest income is accrued on a time proportion basis on the principal outstanding and at the interest rate applicable.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Leasing (Cont'd)

Assets held under finance leases are recognised as assets at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Rentals payable under operating leases are recognised as an expense on the straight-line basis over the lease terms.

Foreign currencies

Transactions in foreign currencies are translated at the approximate rates of exchange ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the approximate rates of exchange ruling at that date. Translation differences are included in the income statement.

On consolidation, the balance sheet of overseas subsidiaries denominated in currencies other than Hong Kong dollars is translated at the approximate rates of exchange ruling at the balance sheet date while the income statement is translated at average rates for the year. All exchange differences arising on consolidation are dealt with in the exchange reserve.

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallise in the foreseeable future. A deferred tax asset is not recognised unless its realisation is assured beyond reasonable doubt.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Retirement benefits schemes

The obligations for contributions to retirement benefits schemes are recognised as expenses in the income statement as incurred. The assets of the schemes are held separately from those of the Group in independent trustees.

3. TURNOVER AND REVENUE

Turnover and revenue recognised by category are analysed as follows:

	Group		
	2002 200		
	HK\$'000	HK\$'000	
Turnover			
Telecommunication services income	298,543	224,162	
Corporate management services income	11,420	34,912	
Others	6,783	4,822	
	316,746	263,896	
Other revenue			
Interest income	313	4,216	
Revenue	317,059	268,112	

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

4. LOSS FROM ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after charging:

		Group	
		2002	2001
		HK\$'000	HK\$'000
(a)	Finance costs		
` '			
	Finance charges on obligations under finance leases	1,080	1,216
(b)	Other items		
	Amortisation of intangible assets included		
	in other operating expenses	_	2,471
	Auditors' remuneration:		
	Current year	1,061	1,182
	Overprovision in prior years	(581)	_
	Bad debts written off	6,266	27,237
	Provision for doubtful debts	1,238	6,170
	Cost of inventories and services provided	226,986	214,038
	Depreciation of property, plant and equipment:		
	Owned assets	41,385	29,937
	Assets held under finance leases	5,537	2,197
	Intangible assets and goodwill written off:		
	Intangible assets	-	44,208
	Goodwill	-	70,587
	Loss on disposal of other investments	13,865	3,807
	Loss on disposal of property, plant and equipment	1,630	1,471
	Loss on disposal of properties held for sale	-	2,111
	Operating lease charges on premises		12,612
	Staff costs, including retirement benefits		
	schemes contributions	107,583	122,423
	Retirement benefits schemes contributions	2,983	3,577
	Impairment loss on property, plant and		
	equipment included in other operating expenses	210	

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

5. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

	2002	2001
	HK\$'000	HK\$'000
Fees	3,200	_
Salaries, other emoluments and other benefits in kind	3,842	4,211
Retirement benefits schemes contributions	70	12
	7,112	4,223

Included in the directors' remuneration were fees of HK\$200,000 (2001: HK\$Nil) paid to the independent non-executive directors during the year.

In additions to the above emoluments, certain directors were granted share options under the Company's employee share option scheme. During the year, all of the share options granted to directors were cancelled. Details of these benefits in kind are disclosed under the paragraph "Arrangement to enable directors to acquire shares or debentures" in the Directors' Report.

In the absence of a ready market for the options granted on the shares of the Company, the directors are unable to arrive at an accurate assessment of the value of the options granted to the respective directors.

The remuneration of directors was within the following bands:

	Number of directors		
HK\$	2002	2001	
Nil to 1,000,000	3	12	
1,500,001 - 2,000,000	3	1	
2,000,001 - 2,500,000	1	1	
	7	14	

No director waived or agreed to waive any remuneration during the year.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

5. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (Cont'd)

Individuals with highest emoluments

Of the six (2001: five) individuals with the highest emoluments, four (2001: two) were directors whose emoluments are disclosed above. The aggregate of the emoluments in respect of the other two (2001: three) individuals were as follows:

	2002	2001
	HK\$'000	HK\$'000
Salaries and other emoluments	3,486	4,981
Retirement benefits schemes contributions	5	_
Severance payment	_	325
	3,491	5,306

	Number of individuals		
HK\$	2002	2001	
1,500,001 - 2,000,000	2	3	

6. TAXATION

Hong Kong Profits Tax has not been provided as the Group incurred a loss for taxation purposes for the year.

The major components of deferred taxation not (credited)/provided for the year are as follows:

	Group		
	2002 200		
	HK\$'000	HK\$'000	
Excess of tax allowances over depreciation	(1,528)	504	
Tax losses	(93,291)	(60,412)	
	(94,819)	(59,908)	

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

7. NET LOSS ATTRIBUTABLE TO SHAREHOLDERS

The net loss attributable to shareholders includes a loss of the Company amounted to HK\$439,080,000 (2001: HK\$459,819,000) which has been dealt with in the financial statements of the Company.

8. LOSS PER SHARE

The calculation of basic loss per share for the year ended 31 December 2002 was based on the consolidated loss attributable to shareholders of HK\$186,274,000 (2001: HK\$681,315,000) and on the weighted average number of 252,549,887 (2001: 100,890,430) ordinary shares in issue during the year.

Diluted loss per share is not shown because the potential ordinary shares are anti-dilutive and would decrease the loss per share.

The comparative amount of the loss per share has been adjusted as a result of share consolidation and rights issue of 235,447,100 shares of the Company during the year.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

9. PROPERTY, PLANT AND EQUIPMENT

			Office	
	M achinery		equipment,	
	and	Leasehold	furniture	
Group	equipment	improvement	and fittings	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost				
As at 1 January 2002	231,993	938	22,209	255,140
Additions	21,496	32	3,249	24,777
Disposals	(5,630)	(237)	(1,494)	(7,361)
As at 31 December 2002	247,859	733	23,964	272,556
Accumulated depreciatio	n			
As at 1 January 2002	31,634	232	7,846	39,712
Charge for the year	40,753	152	6,017	46,922
Impairment loss	_	_	210	210
Disposals	(4,226)	(198)	(594)	(5,018)
As at 31 December 2002	68,161	186	13,479	81,826
Net book value				
As at 31 December 2002	179,698	547	10,485	190,730
As at 31 December 2001	200,359	706	14,363	215,428

The net book value of the Group's property, plant and equipment includes an amount of HK\$5,537,000 (2001: HK\$22,262,000) in respect of assets held under finance leases.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

9. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

		Office	
		equipment,	
	Leasehold	furniture	
Company	improvement	and fittings	Total
	HK\$'000	HK\$'000	HK\$'000
Cost			
As at I January 2002	П	2,029	2,040
Disposals	(11)	(97)	(108)
As at 31 December 2002	-	1,932	1,932
Accumulated depreciation			
As at I January 2002	11	914	925
Charge for the year	_	559	559
Disposals	(11)	(80)	(91)
As at 31 December 2002	-	1,393	1,393
Net book value			
As at 31 December 2002	_	539	539
As at 31 December 2001	_	1,115	1,115

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

10. INTERESTS IN SUBSIDIARIES

	Company	
	2002 200	
	HK\$'000 HK\$'0	
Unlisted shares, at cost	7,855	_
Due from subsidiaries	901,509	816,300
Less: Provisions	(724,800) (301,000	
	184,564	515,300

Details of the principal subsidiaries at the balance sheet date are as follows:

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Percentage of share capital held by the Company Directly Indirectly		Principal activities
ZONE Global Limited	British Virgin Islands	US\$1	100%	-	Investment holding
ZONE Limited	Hong Kong	HK\$2	-	100%	Provision of telecommunication services
ZONE Telecom Pte Ltd	Singapore	\$\$100,000	-	100%	Provision of telecommunication services
ZONE USA, Inc.	United States of America	US\$10	-	100%	Investment holding
ZONE Telecom, Inc.	United States of America	US\$10	-	100%	Provision of telecommunication services
E-Force Limited	Hong Kong	HK\$2	-	100%	Asset holding
EventClicks Global Limited	British Virgin Islands	US\$1,075,269	93%	-	Investment holding

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

10. INTERESTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation/ operation	Issued and fully paid up share capital	Percentage of share capital held by the Company Directly Indirectly		Principal activities
EventClicks Limited	Hong Kong	HK\$500,000	-	93%	Provision of corporate management services
EventClicks Singapore Pte Limited	Singapore	\$\$2	-	93%	Provision of corporate management services
speedinsure Global Limited	British Virgin Islands	US\$10,000	70%	-	Investment holding
speedinsure.com Limited	Hong Kong	HK\$10,000	-	70%	Provision of sales and fulfillment solution
Cyber Insurance Brokers Limited	Hong Kong	HK\$5,000,000	-	70%	Insurance brokerage
NETdefence Company Limited	Hong Kong	HK\$10,000	-	51%	Provision of internet security solution
e-Kong Pillars Limited	British Virgin Islands	US\$1	100%	-	Investment holding
e-Kong Ventures Limited	British Virgin Islands	US\$1	100%	-	Investment holding

The above summary includes those subsidiaries of the Company which, in the opinion of the Company's directors, principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

II. INTERESTS IN ASSOCIATES

	Gre	oup	Com	pany
	2002 2001		2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Share of net assets	-	(1,911)	-	_
Due from associates	-	6,749	-	6,806
	-	4,838	-	6,806

Investment in an associate as at the balance sheet date represented 28% of the issued share capital of CIB (Holdings) Limited, an inactive company which is incorporated in the British Virgin Islands.

12. INVESTMENT SECURITIES

	Group	
	2002	2001
	HK\$'000	HK\$'000
At cost less provision:		
Equity securities, unlisted	3,452	31,434

13. OTHER INVESTMENTS

	Gre	oup
	2002	2001
	HK\$'000	HK\$'000
At market value:		
Equity securities, listed outside Hong Kong	91	16,560
Securities portfolio, unlisted	-	31,177
	91	47,737

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

14. TRADE AND OTHER RECEIVABLES

	Gre	oup	Company		
	2002	2001	2002	2001	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Trade receivables	44,976	37,943	-	_	
Other receivables					
Deposits, prepayments					
and other debtors	6,932	16,287	2,168	843	
	51,908	54,230	2,168	843	

The Group's credit terms on credit sales mainly range from 30 days to 90 days. Included in trade and other receivables are trade debtors (net of provision for bad and doubtful debts) with the following ageing analysis.

	Gr	oup
	2002	2001
	HK\$'000	HK\$'000
Current	43,402	29,048
I to 3 months	432	5,922
More than 3 months but less than 12 months	1,142	2,973
	44,976	37,943

15. PLEDGED DEPOSITS

At the balance sheet date, the Group and the Company had pledged deposits amounting HK\$7,740,000 (2001: HK\$7,107,000) and HK\$3,045,000 (2001: HK\$3,007,000) respectively to banks for guarantee made by the banks to certain telecommunication carriers for due payment by the Group.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

16. TRADE AND OTHER PAYABLES

	Gre	oup	Company			
	2002	2001	2002	2001		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
Trade payables	45,067	42,041	-	-		
Other payables						
Accrued charges and						
other creditors	36,143	56,515	5,492	2,816		
Due to subsidiaries	-	_	4,602	4,521		
	81,210	98,556	10,094	7,337		

Included in trade and other payables are trade creditors with the following ageing analysis.

	Gre	oup
	2002	2001
	HK\$'000	HK\$'000
Current	25,300	12,617
I to 3 months	7,877	16,580
More than 3 months but less than 12 months	11,890	12,844
	45,067	42,041

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

17. OBLIGATIONS UNDER FINANCE LEASES

The obligations under finance leases are repayable as follows:

		Gro	oup	
			Presen	t value
	Mini	mum	of mir	nimum
	lease pa	ayments	lease pa	ayments
	2002	2001	2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within one year	6,744	12,555	6,566	11,372
After one year				
but within 2 years	900	5,123	830	4,885
	7,644	17,678	7,396	16,257
Future finance charges	(248)	(1,421)	-	_
Present value				
of lease obligations	7,396	16,257	7,396	16,257

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

18. ISSUED CAPITAL

	20	02	2	001
	Number of		Number of	
	shares	Amount	shares	Amount
Authorised		HK\$'000		HK\$'000
Preference shares				
As at I January and				
as at 31 December,				
at HK\$1 each	288,929,402	288,929	288,929,402	288,929
Ordinary shares				
As at 1 January,				
at HK\$0.02 each	6,000,000,000	120,000	3,000,000,000	60,000
Increase in ordinary				
shares	-	-	3,000,000,000	60,000
Subdivision of ordinary				
shares	6,000,000,000			
As at 31 December,				
at HK\$0.01(2001:				
HK\$0.02) each	12,000,000,000	120,000	6,000,000,000	120,000
		408,929		408,929

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

18. ISSUED CAPITAL (Cont'd)

	20	02	2	.001
	Number of		Number of	
	shares	Amount	shares	Amount
Issued and fully paid		HK\$'000		HK\$'000
D. C l				
Preference shares				
As at I January,	0 (00 000	0.400	0 (00 000	0.400
at HK\$1 each	9,680,000	9,680	9,680,000	9,680
Converted to ordinary	/a /aa aaa	(0.400)		
shares	(9,680,000)	(9,680)		
As at 31 December,				
at HK\$1 each			9,680,000	9,680
Ordinary shares				
As at I January,				
at HK\$0.02 each	4,699,262,008	93,985	1,559,959,336	31,199
Converted from				
preference shares	9,680,000	194	_	_
Reduction of nominal				
value from HK\$0.02				
each to HK\$0.0005 each	-	(91,824)	_	_
Consolidation of shares	(4,473,494,908)	-	_	_
Issue of ordinary shares	235,447,100	2,354	3,139,294,672	62,786
Exercise of share options	-	-	8,000	-
As at 31 December,				
at HK\$0.01 (2001:				
HK\$0.02) each	470,894,200	4,709	4,699,262,008	93,985
	-		-	
Total		4,709		103,665

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

18. ISSUED CAPITAL (Cont'd)

Details of changes in the share capital of the Company during the year are as follows:

- (a) In October 2002, an aggregate of 9,680,000 preference shares of HK\$1 each were compulsorily converted into 9,680,000 ordinary shares of HK\$0.02 each at a premium of HK\$0.98 per share.
- (b) On 21 November 2002, a special general meeting was convened and the shareholders approved the capital reorganisation and the subdivision of authorised share capital as follows:

(i) Capital reorganisation

The nominal value of all the then existing issued shares was reduced from HK\$0.02 per share to HK\$0.0005 per share (the "Reduced Share") by way of cancellation of HK\$0.0195 per share.

The credit amount of HK\$1,196,239,000 arising from the capital reduction and the credit amount of HK\$1,196,239,000 standing to the credit of the share premium account of the Company were used to set-off against the accumulated losses of the Company of HK\$680,601,000 as at 31 December 2001 and the remaining balance of HK\$607,462,000 was credited to the contributed surplus account of the Company.

Every 20 issued Reduced Shares of HK\$0.0005 each were consolidated into one ordinary share of HK\$0.01 (the "Consolidated Share").

(ii) Subdivision of authorised share capital

All of the authorised but unissued ordinary shares of HK\$0.02 in the capital of the Company were sub-divided into two new ordinary shares of HK\$0.01 each in the capital of the Company.

(c) In December 2002, 235,447,100 new ordinary shares of HK\$0.01 each were issued by way of a rights issue on the basis of one rights share for every one new ordinary share of HK\$0.01 each, at an issue price of HK\$0.12 per share ("the Right Issue").

The directors intended to apply the net proceeds of the rights issue as to about HK\$25 million as the Company's working capital.

All the new ordinary shares issued during the year rank pari passu in all aspects with the existing ordinary shares of the Company.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

19. SHARE OPTIONS

(a) Company

Pursuant to the employee share option scheme of the Company (the "Old Share Option Scheme") adopted in a special general meeting held on 25 October 1999, the directors of the Company might, at their discretion, invite eligible employees of the Group, including executive directors of the Company, to take up options to subscribe for shares in the Company under the terms and conditions stipulated therein. The Old Share Option Scheme was subsequently terminated by the Company in a special general meeting held on 28 June 2002 but the share options granted but not yet exercised thereunder would however remain effective and are bound by terms therein.

On 28 June 2002, the Company adopted a new share option scheme (the "New Share Option Scheme") to comply with the new requirements of Chapter 17 of the Listing Rules. Under the New Share Option Scheme, the Board may at its discretion grant share options to (i) any director, employee, consultant, customer, supplier, business introduction agent, or legal, financial or marketing adviser of or contractor to any company in the Group or any affiliate; and/or (ii) any discretionary trust the discretionary objects of which include any of the foregoing, under the terms and conditions stipulated therein. No share options have ever been granted by the Company under the New Share Option Scheme since adoption.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

19. SHARE OPTIONS (Cont'd)

(a) Company (Cont'd)

Details of the share options granted and remained outstanding under the Old Share Option Scheme at the balance sheet date were as follows:

			Number of share options					
Date of grant	Exercisable period	Adjusted exercise price HK\$	As at I January 2002	Adjusted	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year	As at 31 December 2002
25.10.1999	25.10.2000- 24.10.2009	1.40	42,111,235	4,211,124	-	-	(2,846,124)	1,365,000
16.11.1999	16.11.2000- 24.10.2009	1.60	4,825,000	482,500	-	-	(475,000)	7,500
23.12.1999	23.12.2000- 24.10.2009	2.00	3,950,000	395,000	-	-	(25,000)	370,000
03.01.2000	03.01.2001- 24.10.2009	2.30	3,025,000	302,500	-	-	(2,500)	300,000
24.01.2000	24.01.2000- 24.10.2009	2.30	28,700,000	2,870,000	-	-	(2,870,000)	-
24.01.2000	21.02.2000- 24.10.2009	2.30	7,500,000	750,000	-	-	(150,000)	600,000
25.01.2000	01.03.2000- 24.10.2009	2.30	2,500,000	250,000	-	-	(50,000)	200,000
03.03.2000	03.04.2000– 24.10.2009	7.60	19,000,000	1,900,000	-	-	(380,000)	1,520,000
03.03.2000	03.03.2001- 24.10.2009	7.60	3,150,000	315,000	-	-	-	315,000
28.04.2000	28.04.2001- 24.10.2009	3.30	4,915,000	491,500	-	-	-	491,500
09.08.2000	09.08.2001- 24.10.2009	2.30	550,000	55,000	-	-	-	55,000
25.10.2000	25.10.2001- 24.10.2009	1.20	9,932,274	993,226	-	-	(953,226)	40,000
16.05.2001	16.05.2001- 01.04.2003	0.80	200,000	20,000	-	_	-	20,000
TOTAL			130,358,509	13,035,850	-	_	(7,751,850)	5,284,000

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

19. SHARE OPTIONS (Cont'd)

(a) Company (Cont'd)

The exercise price per share option was adjusted by multiplying by 20 and then being divided by 2 as a result of capital reorganisation and rights issue in November and December 2002 respectively.

The number of share options was adjusted by being divided by 20 with any fraction rounded down to the nearest integer and then multiplying by 2 as a result of capital reorganisation and rights issue in November and December 2002 respectively.

(b) Subsidiaries

Pursuant to the respective employee share option schemes (the "Old Subsidiary Schemes") adopted by certain subsidiaries of the Company under the terms and conditions of the rules and procedures for share option schemes for subsidiaries of the Company (the "Old Scheme Rules and Procedures") as adopted and approved by the Company in a special general meeting held on 25 April 2001, certain directors and the chief executive of the Company, who are also directors of those subsidiaries, and employees of those subsidiaries were eligible to subscribe for shares in the respective subsidiaries under the terms and conditions stipulated therein. The Old Subsidiary Schemes were subsequently terminated by the subsidiaries upon the cancellation of the Old Scheme Rules and Procedures in a special general meeting of the Company held on 28 June 2002. No share options have ever been granted by the subsidiaries under their respective Old Subsidiary Schemes since adoption.

On 28 June 2002, the Company adopted new scheme rules and procedures for share option schemes for its subsidiaries (the "New Scheme Rules and Procedures") to comply with the new requirements of Chapter 17 of the Listing Rules. The subsidiaries may adopt their respective share options schemes in terms and conditions of the New Scheme Rules and Procedures, pursuant to which the board of directors of each of the relevant subsidiaries may at its discretion grant their respective share options to (i) any director, employee, consultant, customer, supplier, business introduction agent, or legal, financial or marketing adviser of or contractor to the subsidiaries and their subsidiaries, any of their holding companies or any affiliate; and/or (ii) any discretionary trust the discretionary objects of which include any of the foregoing. No subsidiaries have ever adopted their respective share option schemes pursuant to the terms and conditions of the New Scheme Rules and Procedures since adoption.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

20. RESERVES

	Share	Exchange	Capital redemption	Goodwill on	Contributed	Accumulated	
	premium	reserve	-	consolidation	surplus	losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Group							
As at I January 2001	1,122,734	(388)	6	(69,335)	-	(252,280)	800,737
Shares issue	70,638	-	-	-	-	-	70,638
Shares issue expenses	(6,131)	-	-	-	-	-	(6,131)
Exchange difference on translation of							
foreign subsidiaries	-	381	-	-	-	-	381
Goodwill on consolidation							
written off	-	-	-	69,335	-	-	69,335
Net loss attributable							
to shareholders	-	-	-	_	-	(681,315)	(681,315)
As at 31 December 2001	1,187,241	(7)	6	-	-	(933,595)	253,645
Shares issued at premium upon							
preference shares conversion	9,486	_	-	_	-	_	9,486
Reduction of nominal value							
of shares from							
HK\$0.02 each							
to HK\$0.0005 each	-	-	91,824	-	-	-	91,824
Capital reorganisation	(1,196,239)	-	(91,824)	-	607,462	680,601	-
Shares issued at premium							
on rights issue	25,899	-	-	-	-	-	25,899
Shares issue expenses	(2,926)	-	-	-	-	-	(2,926)
Exchange difference							
on translation of							
foreign subsidiaries	-	7	-	-	-	-	7
Net loss attributable							
to shareholders	-	_	_	_	-	(186,274)	(186,274)
As at 31 December 2002	23,461	_	6	_	607,462	(439,268)	191,661

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

20. RESERVES (Cont'd)

		Capital			
	Share	redemption	Contributed	Accumulated	
	premium	reserve	surplus	losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Company					
As at I January 2001	1,122,734	6	_	(220,782)	901,958
Shares issue	70,638	-	_	-	70,638
Shares issue expenses	(6,131)	-	_	-	(6,131)
Net loss attributable					
to shareholders	_	_	-	(459,819)	(459,819)
As at 31 December 2001	1,187,241	6	-	(680,601)	506,646
Shares issued at premium upon					
preference share conversion	9,486	-	_	-	9,486
Reduction of nominal value					
of shares from					
HK\$0.02 each					
to HK\$0.0005 each	-	91,824	_	-	91,824
Capital reorganisation	(1,196,239)	(91,824)	607,462	680,601	-
Shares issued at premium					
on rights issue	25,899	-	_	-	25,899
Shares issue expenses	(2,926)	-	_	-	(2,926)
Net loss attributable					
to shareholders	-	-	_	(439,080)	(439,080)
A (21 B 1 2000	22.4/:	,	(07.442	(420,000)	101.642
As at 31 December 2002	23,461	6	607,462	(439,080)	191,849

Contributed surplus represents the amounts transferred from share premium account as a result of the capital reorganisation underwent by the Company in November 2002, as mentioned in note 18 to the financial statements. Under the Company Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

20. RESERVES (Cont'd)

As at 31 December 2002, the Company had the following reserves available for distribution to shareholders:

	2002	2001
	HK\$'000	HK\$'000
Contributed surplus	607,462	_
Accumulated losses	(439,080)	_
	168,382	_

21. CASH USED IN OPERATIONS

	2002	2001
	HK\$'000	HK\$'000
Loss before taxation	(186,274)	(682,025)
Interest income	(313)	(4,216)
Interest on obligations under finance leases	1,080	1,216
Depreciation	46,922	32,134
Loss on disposal of property, plant and equipment	1,630	1,471
Impairment loss on property, plant and equipment	210	_
Intangible assets and goodwill written off	-	114,795
Unrealised holding loss on other investments	3,117	240,476
Provision for diminution in value of investment securities	27,982	72,021
Loss on disposal of other investments	13,865	3,807
Share of results of associates	(1,911)	752
Bad debts written off	6,266	27,237
Provision for doubtful debts	1,238	6,170
Waiver of amount due from associates	6,764	_
Amortisation of intangible assets	-	2,471
Changes in working capital:		
Properties held for sale	-	3,734
Inventories	-	978
Trade and other receivables	(5,182)	(13,185)
Trade and other payables	(17,346)	491
Effect of exchange rate changes	7	381
Cash used in operations	(101,945)	(191,292)

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

22. COMMITMENTS UNDER OPERATING LEASES

At the balance sheet date, total outstanding commitments in respect of land and buildings under non-cancellable operating leases are payable as follows:

	Gre	oup	Company	
	2002 2001		2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within one year	6,925	10,361	-	651
In the second to				
fifth years inclusive	3,717	4,144	-	_
	10,642	14,505	-	651

23. DEFERRED TAXATION

At the balance sheet date, the major components of the deferred taxation liabilities/ (assets) unprovided are as follows:

	Group	
	2002	2001
	HK\$'000	HK\$'000
Excess of tax allowances over depreciation	1,163	2,691
Tax losses carried forward	(182,124)	(88,833)
	(180,961)	(86,142)

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

24. POST BALANCE SHEET EVENT

In January 2003, the Group entered into a sale and purchase agreement with an independent third party to dispose of two of the Company's wholly-owned subsidiaries at a consideration of HK\$1.5 million. The consideration of HK\$1.5 million had been settled before the date of these financial statements.

Upon disposal of the two subsidiaries, which were engaged in the business of provision of event management services, the corporate management services segment of the Group has been discontinued since January 2003.

The turnover, results and net cash flows of the corporate management services operations for the current year, which have been included in the financial statements are as follow:

	2002	2001
	HK\$'000	HK\$'000
Turnover	11,420	34,912
Operating costs	(22,990)	(57,524)
Loss before taxation	(11,570)	(22,612)
Taxation	-	_
Loss from ordinary activities after taxation	(11,570)	(22,612)
Net cash flow		
Operating activities	(9,304)	(19,052)
Investing activities	17	(4,469)
Financing activities	7,717	23,077
	(1,570)	(444)

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

24. POST BALANCE SHEET EVENT (Cont'd)

The assets and liabilities of the corporate management services operations to be disposed of are as follows:

	2002	2001
	HK\$'000	HK\$'000
Total assets	2,849	7,715
Total liabilities	(41,065)	(34,361)
Net liabilities	(38,216)	(26,646)

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

25. SEGMENTAL INFORMATION

The analysis of the principal business activities and geographical area of operations of the Group during the year are as follows:

(a) By business segments

Year ended 31 December 2002

		Telecom- munication services HK\$'000	Corporate management services HK\$'000	Others HK\$'000	Consolidated HK\$'000
Turnover External sales		298,543	11,420	6,783	316,746
Results					
Loss from operations		(103,493)	(11,570)	(9,789)	(124,852)
Finance costs					(1,080)
Other operating income a	nd evnenses				(31,154)
Unrealised holding loss on					(3,117)
Provision for diminution in					(3,117)
investment securities	1 74140 01				(27,982)
Share of results of associa	tes				1,911
Net loss attributable to sh	nareholders				(186,274)
Other information					
Capital expenditure		24,652	25	100	
Depreciation		43,039	1.401	1,921	
Significant non-cash expen	ses	,,,,,,,	, -	,	
(other than depreciation		7,804	821	77	
	Telecom- munication services HK\$'000	Corporate management services HK\$'000	Others HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Assets					
Segment assets	254,432	2,849	3,711	(77)	260,915
Unallocated assets	20 1, 10 2	_,	5,	()	24,061
					284,976
Liabilities					
Segment liabilities	79,562	3,013	1,557	(77)	84,055
Unallocated liabilities					4,551
					88,606

Notes to the Financial Statements (Cont'd)

Corporate

For the year ended 31 December 2002

25. SEGMENTAL INFORMATION (Cont'd)

(a) By business segments (Cont'd)

Year ended 31 December 2001

T		munication services HK\$'000	management services HK\$'000	Others HK\$'000	Consolidated HK\$'000
Turnover External sales		224,162	34,912	4,822	263,896
			,	,	,
Results		(142.201)	(22.412)	(14,107)	(202.110)
Loss from operations		(163,391)	(22,612)	(16,107)	(202,110)
Intangible assets and goodw	/iii written off	(105,628)	(2,508)	(6,659)	(114,795)
		(269,019)	(25,120)	(22,766)	(316,905)
Finance costs					(1,216)
Other operating income an	d expenses				(50,655)
Unrealised holding loss on	other investments				(240,476)
Provision for diminution in	value of				
investment securities					(72,021)
Share of results of associate	es				(752)
Loss from ordinary activitie	28				(682,025)
Minority interests					710
Net loss attributable to sha	reholders				(681,315)
Other information					
Capital expenditure		158,635	3,076	1,234	
Depreciation and amortisat	ion	30,725	1,286	2,076	
Significant non-cash expens	es				
(other than depreciation	and amortisation)	7,678	-	271	
	Telecom-	Corporate			
	munication	management			
	services	services	Others	Elimination	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Assets					
Segment assets	268,899	8,134	9,715	(382)	286,366
Interests in associates				, ,	4,838
Unallocated assets					180,919
					472,123
Liabilities					
Segment liabilities	106,417	4,405	804	(382)	111,244
Unallocated liabilities	100,117	1, 103	001	(302)	3,569
					114,813
					117,013

Telecom-

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

25. SEGMENTAL INFORMATION (Cont'd)

(b) By geographical segments

In presenting information on the basis of geographical segment, revenue is based on the geographical location of customers. Segment assets and capital expenditure are based on the geographical location of the assets.

Year ended 31 December 2002

	Asia Pacific	North America	Consolidated
	HK\$'000	HK\$'000	HK\$'000
Turnover			
External sales	139,282	177,464	316,746
Results			
Loss from operations	(43,105)	(81,747)	(124,852)
Finance costs			(1,080)
Other operating income and o	expenses		(31,154)
Unrealised holding loss on oth	ner investments		(3,117)
Provision for diminution in va	lue of investment	t securities	(27,982)
Share of results of associates			1,911
Net loss attributable to share	holders		(186,274)
Other information			
Segment assets	45,503	215,412	260,915
Unallocated assets			24,061
			284,976
Capital expenditure	2,257	22,520	

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

25. SEGMENTAL INFORMATION (Cont'd)

(b) By geographical segments (Cont'd)

Year ended 31 December 2001

Intangible assets and goodwill written off (79,102) (35,693) (114,795) (184,283) (132,622) (316,905) Finance costs (1,216) Other operating income and expenses (50,655) Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710		Asia Pacific HK\$'000	North America HK\$'000	Consolidated HK\$'000
Result Loss from operations (105,181) (96,929) (202,110) Intangible assets and goodwill written off (79,102) (35,693) (114,795) (184,283) (132,622) (316,905) Finance costs (1,216) Other operating income and expenses (50,655) Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (682,025) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919 472,123	Turnover			
Loss from operations (105,181) (96,929) (202,110) Intangible assets and goodwill written off (79,102) (35,693) (114,795) (184,283) (132,622) (316,905) Finance costs (1,216) Other operating income and expenses (50,655) Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (682,025) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	External sales	150,319	113,577	263,896
Intangible assets and goodwill written off (79,102) (35,693) (114,795) (184,283) (132,622) (316,905) Finance costs (1,216) Other operating income and expenses (50,655) Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (682,025) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	Result			
Goodwill written off (79,102) (35,693) (114,795) (184,283) (132,622) (316,905)	Loss from operations	(105,181)	(96,929)	(202,110)
(184,283) (132,622) (316,905) Finance costs (1,216) Other operating income and expenses (50,655) Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	Intangible assets and			
Finance costs Other operating income and expenses Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (682,025) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 Interests in associates 4,838 Unallocated assets Iso,919	goodwill written off	(79,102)	(35,693)	(114,795)
Other operating income and expenses Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919		(184,283)	(132,622)	(316,905)
Other operating income and expenses Unrealised holding loss on other investments (240,476) Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	Finance costs			(1.216)
Unrealised holding loss on other investments Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 I 153,734 286,366 Interests in associates Unallocated assets 180,919	Other operating income and	dexpenses		
Provision for diminution in value of investment securities (72,021) Share of results of associates (752) Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates Unallocated assets 180,919	•	•		(240,476)
Loss from ordinary activities (682,025) Minority interests 710 Net loss attributable to shareholders (681,315) Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	Provision for diminution in	value of investment	t securities	(72,021)
Minority interests Net loss attributable to shareholders Other information Segment assets I 132,632 Interests in associates Unallocated assets 180,919 472,123	Share of results of associate	s		(752)
Net loss attributable to shareholders Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919	Loss from ordinary activities	S		(682,025)
Other information Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919 472,123	Minority interests			710
Segment assets 132,632 153,734 286,366 Interests in associates 4,838 Unallocated assets 180,919 472,123	Net loss attributable to share	reholders		(681,315)
Interests in associates 4,838 Unallocated assets 180,919 472,123	Other information			
Unallocated assets 180,919 472,123	Segment assets	132,632	153,734	286,366
472,123	Interests in associates			4,838
	Unallocated assets			180,919
Capital expenditure 92,311 71,167				472,123
	Capital expenditure	92,311	71,167	

Notes to the Financial Statements (Cont'd)

For the year ended 31 December 2002

26. COMPARATIVE FIGURES

Following the adoption of the SSAP15 (revised) "Cash flow statements" issued by the Hong Kong Society of Accountants, the comparative information in the consolidated cash flow statements and related notes have been reclassified to conform to the current year's presentation.