

董事會報告

Report of the Directors

本公司董事會（「董事會」）謹將本公司及本集團截至二零零二年十二月三十一日止年度之董事會報告連同經審核之財務報表一併呈覽。

本公司採納 中文名稱

按一項於二零零二年五月三十日舉行之股東週年大會上通過，並於二零零二年六月十日獲香港公司註冊處批准之特別決議案，本公司之中文名稱「深圳科技控股有限公司」根據香港公司條例第十一部份註冊為本公司在香港之正式名稱之一部份，由二零零二年六月十日起生效。

主要業務

本公司之主要業務為投資控股。附屬公司、聯營公司及共同控制實體之主要業務分別載於財務報表附註17、18及19。年內，本集團主要業務並無其他變動，仍為生產及銷售高科技電腦及服務器、物業投資、發展及買賣、眼科醫護、投資控股及提供金融服務及證券買賣。

業績及股息

本集團截至二零零二年十二月三十一日止年度之虧損及本公司與本集團於該日之財務狀況載於財務報表第31至118頁。

主要客戶及供應商

於截至二零零二年十二月三十一日止年度，本集團於五個最大供應商之採購額約為本集團總採購額之73%，其中於最大供應商之採購額約佔本集團總採購額之27%。本集團來自五個最大客戶之銷

The board of directors (the "Directors") of the Company herein present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2002.

ADOPTION OF THE COMPANY'S CHINESE NAME

Pursuant to a special resolution passed as at the annual general meeting on 30 May 2002 and approved by the Registrar of Company of Hong Kong on 10 June 2002, the Chinese name of the Company, "深圳科技控股有限公司", was registered as part of the Company's official name in Hong Kong under Part XI of the Hong Kong Companies Ordinance, with effect from 10 June 2002.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries, associates and jointly-controlled entities are set out in notes 17, 18 and 19 to the financial statements, respectively. During the year, there were no changes in the Group's principal activities, which consisted of the manufacture and sale of high-tech computers and servers, property investment, development and trading, ophthalmology treatments, investment holding, the provision of financial services and securities trading.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2002 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 31 to 118.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2002, the Group's purchases from the five largest suppliers accounted for approximately 73% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 27% of the Group's total

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售額約佔本集團總營業額之38%，而其中來自最大客戶之銷售額約佔本集團總營業額之15%。

本公司各董事、彼等之聯繫人士或就董事所知擁有本公司已發行股本逾5%之股東，概無擁有上述本集團五大客戶及供應商之任何實益權益。

固定資產

本公司及本集團固定資產變動詳情載於財務報表附註12。

發展中物業及待售 已完成物業

本集團之發展中物業及待售已完成物業之詳情分別載於財務報表附註14及22。

股本及購股權

本公司之股本及購股權於年內之變動詳情及有關之理由載於財務報表附註28。

本公司之公司細則或百慕達法例並無促使本公司須向現有股東按比例發行新股份之優先購買權的規定。

儲備

本公司及本集團之儲備變動詳情分別載於財務報表附註29及綜合股本變動表。

purchases. The Group's sales to the five largest customers accounted for approximately 38% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 15% of the Group's total turnover.

None of the directors of the Company, their associates, nor any shareholder, which to the best knowledge of the directors own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

FIXED ASSETS

Details of movements in the fixed assets of the Company and of the Group are set out in note 12 to the financial statements.

PROPERTY UNDER DEVELOPMENT AND COMPLETED PROPERTIES HELD FOR SALE

Details of the property under development and completed properties held for sale of the Group are set out in notes 14 and 22, respectively to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and share options of the Company during the year, together with the reasons therefor, are set out in note 28 to the financial statements.

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

RESERVES

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

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可分派儲備

於二零零二年十二月三十一日，本公司並無任何可作現金分派及／或實物分派之儲備。然而，根據百慕達法例，本公司之股份溢價賬377,863,000港元可以繳足紅股之方式分派，而在若干情況下，本公司之繳納盈餘125,521,000港元可作分派。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

董事

本年度內本公司之董事如下：

執行董事

李黑虎先生
陳潮先生
龔漢兵先生
李景奇先生

獨立非執行董事

李國精先生
龍炳坤先生
潘昭國先生

依據本公司之公司細則第87條，李景奇先生及龔漢兵先生將於即將舉行之股東週年大會上告退，惟有資格並願意於同一大會上膺選連任。

按獨立非執行董事之委任條款，彼等並無指定任期，惟須按本公司之公司細則輪值退任。

DISTRIBUTABLE RESERVES

At 31 December 2002, the Company had no reserves available for cash distribution and/or distribution in specie, except that under the laws of Bermuda, the Company's share premium account, in the amount of HK\$377,863,000, may be distributed in the form of fully paid bonus shares and the Company's contributed surplus in the amount of HK\$125,521,000, may be distributed under certain circumstances.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

DIRECTORS

The directors of the Company during the year were:

Executive directors

Mr. Li Heihu
Mr. Chen Chao
Mr. Gong Hanbing
Mr. Li Jingqi

Independent non-executive directors

Mr. Lee Kuo Ching, Stewart
Mr. Loong Ping Kwan
Mr. Poon Chiu Kwok

In accordance with the Company's bye-law 87, Messrs. Li Jingqi and Gong Hanbing will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Under the terms of their appointment, the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the bye-laws of the Company.

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董事簡介

本公司董事之個人簡介資料載於第17至20頁。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司訂立任何本公司於一年內終止即須作出賠償(法定賠償除外)之服務合約。

董事之合約權益

除財務報表附註3所披露者外，於本年度內，各董事概無在本公司或其任何附屬公司訂立之任何重大合約中直接或間接擁有任何重大實益權益。

董事於證券之權益

董事於本公司購股權之權益在財務報表附註28披露。除上文附註所披露者外，於二零零二年十二月三十一日，根據載於按證券(披露權益)條例(「披露權益條例」)第29條存置之登記冊所記錄，或本公司及聯交所按香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載上市公司董事進行證券交易之標準守則所獲知會，概無任何本公司董事或彼等各自之聯繫人士於本公司或其任何聯營公司(定義見披露權益條例)之證券中擁有任何個人、家族、公司或其他實益權益。

DIRECTORS' BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 17 to 20.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 3 to the financial statements, no director had a significant beneficial interest, either direct or indirect, in any material contract to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' INTERESTS IN SECURITIES

The interests of the directors in the share options of the Company are disclosed in note 28 to the financial statements. Save as disclosed in the above note, at 31 December 2002, none of the Company's directors or their associates had any personal, family, corporate or other beneficial interest in the securities of the Company or any of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register required to be kept pursuant to Section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

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董事購買股份或公司債券之權利

除財務報表附註28所披露者外，年內任何時間概無向任何董事或其各自之配偶或未滿18週歲之子女，授出可透過購買本公司或任何其他法團之股份或公司債券而獲取利益之權利，或任何該等權利獲該等人士行使；本公司或其任何附屬公司並非任何有關安排之一方，據此，董事、其各自之配偶或未滿18週歲之子女可獲取於任何該等法團之權利。

購股權計劃

由於在年內採納會計實務準則第34條「僱員福利」，本公司購股權計劃大部份披露詳情已移往財務報表附註28。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 28 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Due to the adoption during the year of Statement of Standard Accounting Practice No. 34 "Employee benefits", most of the detailed disclosures relating to the Company's share option scheme have been moved to note 28 to the financial statements.

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主要股東

於二零零二年十二月三十一日，根據披露權益條例第16(1)條規定本公司須予保存之權益登記冊登記，擁有本公司已發行股本10%或以上之權益之主要股東如下：

SUBSTANTIAL SHAREHOLDERS

At 31 December 2002, the following substantial shareholders of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance, as being interested in 10% or more of the issued share capital of the Company:

名稱	Name	所持股份數目		在已發行股份
		直接權益	間接權益	總數所佔百分比
		Direct interest	Indirect interest	Percentage in total number of issued shares
深圳市投資管理公司 (「深圳投資」)	Shenzhen Investment Holding Corporation (“SIHC”)	160,167,856	1,331,130,260	23.39%
Ultrarich International Limited (「UIL」)	Ultrarich International Limited (“UIL”)	–	1,331,130,260	20.88%
Shenzhen International Holdings Limited (「SIHL」)	Shenzhen International Holdings Limited (“SIHL”)	–	1,331,130,260	20.88%
New Vision Limited (「NVL」)	New Vision Limited (“NVL”)	–	1,331,130,260	20.88%
Great Mind Holdings Group Limited (「GML」)	Great Mind Holdings Group Limited (“GML”)	1,326,450,260	–	20.80%

附註：根據披露權益條例之條文，GML在1,326,450,260股本公司股份所佔之權益亦涉及NVL。年內，與NVL有利益關係之其餘4,680,000股本公司股份由NVL另一家全資附屬公司擁有。NVL在1,331,130,260股本公司股份所佔之權益亦涉及SIHL、UIL及深圳投資，原因如下：

- GML為NVL之全資附屬公司；
- NVL為SIHL之全資附屬公司；

Note: In accordance with the provisions of the SDI Ordinance, the interest of GML in the 1,326,450,260 shares of the Company is attributed to NVL. During the year, the remaining 4,680,000 shares of the Company of which NVL was interested in, were owned by another wholly-owned subsidiary of NVL. The interest of NVL in the 1,331,130,260 shares of the Company is also attributed to SIHL, UIL and SIHC on the bases that:

- GML is the wholly-owned subsidiary of NVL;
- NVL is the wholly-owned subsidiary of SIHL;

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- c. UIL可在SIHL之股東大會上控制三份一以上之投票權；及
- d. UIL為深圳投資之全資附屬公司。

- c. UIL controls more than one-third of the voting power at SIHL's general meetings; and
- d. UIL is the wholly-owned subsidiary of SIHC.

除上文所披露者外，並無任何人士於本公司股本中登記擁有須按披露權益條例第16(1)條須予記錄之權益。

Save as disclosed above, no person had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

競爭及利益衝突

本公司概無董事或主要股東或其各自之聯繫人士從事任何與本集團業務有競爭或可能有競爭或與本集團有任何其他利益衝突之業務。

COMPETITION AND CONFLICTS OF INTERESTS

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

有關連人士及關連交易

本集團主要之有關連人士及關連交易之詳情載於財務表附註3。

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of the significant related party and connected transactions of the Group are set out in note 3 to the financial statements.

結算日後事項

本集團主要之結算日後事項之詳情載於財務報表附註33。

POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events of the Group are set out in note 33 to the financial statements.

最佳應用守則

於會計期間的任何時間內，董事會認為本集團已遵守上市規則附錄14所載之最佳應用守則（「該守則」），惟根據本公司之公司細則，獨立非執行董事須在股東週年大會上輪值退任及重選，故委任獨立非執行董事時並未按該守則所載設定固定任期。

CODE OF BEST PRACTICE

The Directors believe that the Group complied at all times throughout the accounting period with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, except that the independent non-executive directors were not appointed for a specific term as set out in the Code, but are subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company.

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審核委員會

本公司之審核委員會由一名執行董事及三名獨立非執行董事組成，分別包括李景奇先生、李國精先生、龍炳坤先生及潘昭國先生。該委員會已討論本集團所採用的會計政策和基準、財務匯報及內部監控程序，並已審閱中期及全年財務報表。

核數師

安永會計師事務所任滿告退，惟於即將舉行之股東週年大會上，將會提呈委聘本公司核數師之決議案。

承董事會命

陳潮

副主席

香港

二零零三年四月十六日

AUDIT COMMITTEE

The Audit Committee of the Company comprises one executive director and the three independent non-executive directors, being Mr. Li Jingqi, Mr. Lee Kuo Ching, Stewart, Mr. Loong Ping Kwan and Mr. Poon Chiu Kwok respectively. The Audit Committee has discussed the accounting policies and basis adopted, financial reporting and internal controls process of the Group and has reviewed the interim and annual financial statements.

AUDITORS

Ernst & Young retire. A resolution for the appointment of auditors of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board

Chen Chao

Vice Chairman

Hong Kong

16 April 2003