

董事謹欣然提呈彼等之報告以及本公司與其附屬公司（「本集團」）截至二零零二年三月三十一日止年度之經審核財務報表。

集團重組

本公司於二零零一年一月二十五日根據百慕達一九八一年公司法（經修訂）在百慕達註冊成立為獲豁免有限公司。為籌備本公司股份在香港聯合交易所有限公司（「聯交所」）之主板上市，本集團已進行企業重組（「重組」）以理順本集團之架構，據此，本公司於二零零一年五月十五日成為組成本集團各公司之控股公司。重組之詳情載於本公司於二零零一年五月二十三日刊發之招股章程（「招股章程」）。

本公司之股份於二零零一年六月一日在聯交所上市。

帳目乃假設本公司於呈列之最早會計期起一直為本集團之控股公司以反映重組。帳目之編製基準載於帳目附註1。

由於本集團於二零零一年六月一日從當時之直接控股公司聯想集團有限公司（「聯想」）分拆，故本集團由二零零一年四月一日起至二零零一年五月三十一日止之會計期之業績已載入聯想截至二零零二年三月三十一日止年度之帳目內。

The directors have pleasure in submitting their report together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31st March 2002.

GROUP REORGANISATION

The Company was incorporated in Bermuda on 25th January 2001 under the Companies Act 1981 of Bermuda (as amended) as an exempted company with limited liability. Pursuant to a corporate reorganisation (the “Reorganisation”) to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of the companies now comprising the Group on 15th May 2001. Details of the Reorganisation are set out in the Company’s prospectus dated 23rd May 2001 (the “Prospectus”).

The shares of the Company were listed on the Stock Exchange on 1st June 2001.

The Reorganisation has been reflected in the accounts by regarding the Company as having been the holding company of the Group from the beginning of the earliest period presented. The basis of preparation of these accounts is set out in note 1 to the accounts.

As the spin-off of the Group from Legend Group Limited (formerly: Legend Holdings Limited) (“Legend”), the then immediate holding company, was completed on 1st June 2001, the results of the Group for the period from 1st April 2001 to 31st May 2001 were included in the accounts of Legend for the year ended 31st March 2002.

主要業務及分類資料

本公司乃一家投資控股公司。本集團主要從事分銷資訊科技產品、提供系統集成服務及開發和分銷網絡產品。本公司各主要附屬公司之主要業務載於帳目附註29。

按業務及地域分部作分析之本集團表現載於帳目附註3。

業績及股息

本集團於本年度內之業績載於第42頁之綜合損益表。

董事會建議派發截至二零零二年三月三十一日止年度之末期股息每股6.98港仙，總額為港幣59,936,000元。

儲備

本集團及本公司之儲備於本年度之變動詳情載於帳目附註23。

固定資產

本集團及本公司之固定資產於本年度之變動詳情載於帳目附註12。

股本

本公司之股本於本年度之變動詳情載於帳目附註22。

PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

The Company is an investment holding company. The Group is principally engaged in the distribution of information technology products, provision of systems integration services and development and distribution of networking products. The principal activities of the principal subsidiaries of the Company are set out in note 29 to the accounts.

An analysis of the Group's performance for the year by business and geographical segment is set out in note 3 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 42.

The directors recommend the payment of a final dividend of 6.98 HK cents per ordinary share, totalling HK\$59,936,000 for the year ended 31st March 2002.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 23 to the accounts.

FIXED ASSETS

Details of the movements in the fixed assets of the Group and the Company during the year are set out in note 12 to the accounts.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 22 to the accounts.

可分派儲備

本公司於二零零二年三月三十一日之可分派儲備金額為港幣 684,175,000 元。

優先購股權

縱然百慕達法例並無對優先購股權有所限制，惟本公司細則並無該等權利之條文。

五年財務摘要

本集團於過去五個財政年度之業績、資產及負債摘要載於第95頁。

董事

本年度內及截至本報告日期止，本公司之董事為：—

執行董事

李 勤先生
郭 為先生
曾茂朝先生
林 楊先生
于立山先生
華祉年先生

非執行董事

William O. GRABE 先生

(於二零零一年十月二十九日獲委任)

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31st March 2002 amounted to HK\$684,175,000.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws although there are no restrictions against such rights under the laws of Bermuda.

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 95.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:—

Executive Directors

Mr. LI Qin
Mr. GUO Wei
Mr. ZENG Maochao
Mr. LIN Yang
Mr. YU Lishan
Mr. HUA Zhinian

Non-Executive Director

Mr. William O. GRABE

(appointed on 29th October 2001)

董事（續）

獨立非執行董事

吳敬璉教授

（於二零零一年四月二日獲委任）

梁伯韜先生

（於二零零一年四月十二日獲委任）

根據本公司細則第 99 條，郭為先生、曾茂朝先生及林楊先生於即將舉行之股東週年大會上輪值告退，並合資格及願意膺選連任。

根據本公司細則第 102 條，William O. GRABE 先生於即將舉行之股東週年大會上告退，並合資格及願意膺選連任。

非執行董事及獨立非執行董事須按本公司細則之任期規定退任。

董事及高層管理人員之簡歷

執行董事

李勤先生，六十一歲，本集團主席，負責本集團的整體業務及在中國的策略性發展與管理。李先生於一九六五年畢業於西安理工大學，在電腦業擁有超過三十五年的經驗。李先生作為聯想集團的創業者之一，在聯想集團的發展歷史上作出了卓越的貢獻。一九九二年李先生被國家科學技術委員會評為中國優秀民辦科技企業家；同年被評為中國有突出貢獻中青年科學家。

DIRECTORS (cont'd)

Independent Non-Executive Directors

Prof. WU Jinglian

(appointed on 2nd April 2001)

Mr. LEUNG Pak To, Francis

(appointed on 12th April 2001)

In accordance with Bye-Law 99 of the Company's Bye-Laws, Messrs. GUO Wei, ZENG Maochao and LIN Yang will retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election.

In accordance with Bye-Law 102 of the Company's Bye-Laws, Mr. William O. GRABE will retire at the forthcoming Annual General Meeting and, being eligible, will offer himself for re-election.

The terms of office of the Non-Executive Director and Independent Non-Executive Directors are subject to retirement as required by the Company's Bye-Laws.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

LI Qin (李勤), aged 61, is the Chairman of the Group. He is responsible for overseeing the businesses of the Group and the strategic development and management of the Group's operations in China. He was graduated from Xian University of Technology in 1965 and has over 35 years of experience in the computer industry. Being a founder of the Legend group, Mr. Li has made outstanding contributions to its development. In 1992, Mr. Li was awarded Outstanding Technology Entrepreneur of Civil Enterprise by the Committee of Science and Technology of China; he was also honoured as China's Outstanding Mid-Youth Scientist in the same year.

董事及高層管理人員之簡歷(續)

執行董事(續)

郭為先生，三十九歲，本集團副主席兼總裁及首席執行官，負責本集團之策略發展及管理。郭先生於一九八八年獲得中國科技大學研究生院管理碩士學位。彼於一九八八年加入聯想集團，專責分銷及系統集成業務。郭先生分別於一九九六年榮獲中國科學院十大傑出青年獎、一九九七年榮獲中國科學院中青突出貢獻獎及於一九九八年榮獲中國十大傑出青年科技創新獎。郭先生在業務策略發展及管理方面擁有超過十四年的經驗。

曾茂朝先生，六十九歲，本公司執行董事，負責本集團內部控制的審閱及監督工作。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及教授。在電腦業擁有超過四十四年經驗。曾先生亦為聯想之非執行董事。

林楊先生，三十五歲，本集團常務副總裁，負責本集團之整體業務管理。林先生於一九八八年畢業於西安電子科技大學，獲得計算機通訊學士學位。林先生於一九九零年加入聯想集團，並於分銷業務管理方面擁有超過十一年之管理經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Executive Directors (cont'd)

GUO Wei (郭為), aged 39, is the Vice Chairman, the President and Chief Executive Officer of the Group. He is responsible for the strategic development and management of the Group. Mr. Guo obtained a Master's degree at the Graduate School of the Chinese Academy of Sciences in 1988. He joined the Legend group in 1988 and was mainly responsible for the distribution and systems integration businesses. Mr. Guo won the Top Ten Elite Youth issued by the Chinese Academy of Sciences in 1996, the Youth and Middle Aged Outstanding Contribution Award issued by the Chinese Academy of Sciences in 1997 and the Scientific and Technological Innovation Award as Ten Most Outstanding Youth in China in 1998. He has over 14 years of experience in business strategy development and business management.

ZENG Maochao (曾茂朝), aged 69, is an Executive Director of the Company and responsible for the review and supervision of the Group's internal controls. 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 44 years of experience in the computer industry. Mr. Zeng is also a non-executive director of Legend.

LIN Yang (林楊), aged 35, is the Executive Vice President of the Group and responsible for the overall business management of the Group. Mr. Lin graduated in 1988 with a Bachelor's degree in Computing Communications, Xidian University. He joined the Legend group in 1990 and has over 11 years of management experience in distribution business.

董事及高層管理人員之簡歷（續）

執行董事（續）

于立山先生，三十七歲，本集團高級副總裁，負責本集團系統集成業務。于先生於一九九一年畢業於清華大學之精密儀器學系，獲碩士學位。于先生於一九九一年加入聯想集團，專責營運及管理職能。于先生在經營管理和行政方面擁有超過十一年之經驗，並在軟件開發管理及資訊科技服務運營方面擁有超過三年之經驗。

華祉年先生，四十歲，本集團高級副總裁，負責監管本集團財務及融資運作。華先生於一九八四年畢業於機電十二研究所之電子物理系，獲碩士學位。華先生於一九九二年加入聯想集團，在進出口及企業策劃方面擁有超過十年之經驗。

非執行董事

William O. GRABE（「Mr. Grabe」），六十四歲，為本公司非執行董事。Mr. Grabe 從一九九二年開始擔任 General Atlantic Partners, LLC（「General Atlantic」）的合夥人。General Atlantic 為一家全球性的私人投資公司。Mr. Grabe 擁有美國紐約大學的工程學學士學位和加州大學洛杉磯分校的工商管理碩士學位。彼於加入 General Atlantic 之前，已於 IBM 工作30年，因此擁有相當豐富的全球市場銷售及推廣經驗。作為 General Atlantic 的合夥人之一，Mr. Grabe 還在 General Atlantic 投資的數家公司中擔任董事，包括已上市的 Bottomline Technologies, Exact Holding N.V.及 Firepond Inc.，並其他數家私人軟件及資訊科技服務公司。除此之外，Mr. Grabe亦出任加州大學洛杉磯分校基金董事會及該校商學院董事會成員、全美癌症研究學院董事會成員、Outward Bound USA 的理事，以及 Compuware Corporation與Gartner, Inc.的董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Executive Directors (cont'd)

YU Lishan (于立山), aged 37, is a Senior Vice President of the Group and responsible for systems integration business of the Group. Mr. Yu graduated in 1991 with a Master's degree from the Department of Precision Instruments, Tsinghua University. He joined the Legend group in 1991 and was mainly responsible for operational and management functions. He has over 11 years of experience in operational management and administration and over 3 years of experience in software development management and information technology services operation.

HUA Zhinian (華祉年), aged 40, is a Senior Vice President of the Group and oversees the treasury and finance functions of the Group. Mr. Hua graduated in 1984 with a Master's degree in Electronic and Physics from the Twelfth Graduate School of Mechanical and Electrical Department. He joined the Legend group in 1992 and has over 10 years of experience in import and export and corporate planning.

Non-Executive Director

William O. GRABE, aged 64, is a Non-Executive Director of the Company. Mr. Grabe is a General Partner with General Atlantic Partners, LLC ("General Atlantic"), a worldwide private equity firm, where he has worked since 1992. Mr. Grabe holds a Bachelor's degree in Engineering from New York University and a Master's degree in Business Administration from University of California at Los Angeles, United States of America ("U.S.A."). With a 30-year career at IBM prior to joining General Atlantic, Mr. Grabe has broad international experience and an extensive sales and marketing background. As a General Partner at General Atlantic, Mr. Grabe is also a director of several public software companies including Bottomline Technologies, Exact Holding N.V., and Firepond Inc., and several other privately held software and services companies. His outside affiliations include being a member of the UCLA Foundation Board of Councillors and the UCLA Anderson School Board of Visitors, a member of the Cancer Research Institute Board of Trustees, a Member of the Executive Committee of Outward Bound U.S.A., and a director of Compuware Corporation and Gartner, Inc..

董事及高層管理人員之簡歷（續）

獨立非執行董事

吳敬璉教授，七十二歲，為本公司之獨立非執行董事。吳教授是國務院發展研究中心高級研究員，並為中國社會科學院研究生院教授。吳教授畢業於復旦大學，曾任國務院發展研究中心常務幹事、國務院經濟改革方案設計辦公室副主任。他曾任耶魯大學客座研究員、牛津大學聖安東尼學院評議會成員、史丹福大學講席教授以及麻省理工學院客座研究員。

梁伯韜先生，四十七歲，為本公司之獨立非執行董事。梁先生現為所羅門美邦亞洲區主席，他在香港和中國市場之企業融資方面（包括設立證券、股份包銷及配售、收購合併、企業架構重整及重組、資金投資發展及其他一般企業顧問活動）擁有超過二十一年經驗。梁先生現為上海實業控股有限公司和品質國際集團有限公司之董事。梁先生於一九八零年在加拿大多倫多大學取得工商管理碩士學位。

高層管理人員

劉盛蕤先生，三十七歲，本集團副總裁，負責本集團之商務運作系統及移動辦公群組產品業務之經營管理工作。劉先生於一九九零年畢業於北方交通大學之機械及電氣工程學系，獲碩士學位。劉先生於一九九零年加入聯想集團，專責管理商務運作系統。劉先生在商務運作系統管理及資訊科技企業管理方面擁有超過十一年之經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Independent Non-Executive Directors

WU Jinglian (吳敬璉), aged 72, is an Independent Non-Executive Director of the Company. Professor Wu is a senior research fellow at the Development Research Center of the State Council and a professor at the Graduate School of the Chinese Academy of Social Sciences. Professor Wu graduated from Fudan University. He was previously an executive director at the Development Research Center of the State Council and a Deputy Director of the Programming Office for Economic Reform of the State Council. Professor Wu was also a visiting fellow at Yale University, a fellow at St. Antony's College of Oxford University, a chair professor at the Stanford University, and a visiting fellow at the Massachusetts Institute of Technology.

LEUNG Pak To, Francis (梁伯韜), aged 47, is an Independent Non-Executive Director of the Company. Mr. Leung is the Chairman of Salomon Smith Barney Asia. He has over 21 years of experience in corporate finance involving securities origination, underwriting and placing of equities, mergers and acquisitions, corporate restructuring and reorganisation, development capital investments and other general corporate advisory activities in Hong Kong and China. He is a director of Shanghai Industrial Holdings Limited and QPL International Holdings Limited. In 1980, Mr. Leung graduated with a Master's degree in Business Administration from University of Toronto, Canada.

Senior Management

LIU Shengrui (劉盛蕤), aged 37, is a Vice President of the Group and responsible for the commercial operation system and mobile office product businesses of the Group. Mr. Liu graduated in 1990 with a Master's degree from the Department of Mechanical and Electrical Engineering, Northern Jiaotong University. He joined the Legend group in 1990 and was mainly responsible for the management of commercial operation system. He has over 11 years of experience in the management of commercial operation systems and business administration of the information technology industry.

董事及高層管理人員之簡歷 (續)

高層管理人員 (續)

謝耘先生，三十八歲，本集團副總裁，負責本集團之產品開發、技術應用及電子商務研究管理工作。謝先生於一九九三年畢業於清華大學之電子工程學系，獲博士學位。彼於一九九七年加入聯想集團，專責產品開發管理工作。謝先生於加入聯想集團前，曾於一家國際資訊科技企業工作。謝先生在通訊和資訊科技的產品開發管理方面擁有逾八年之經驗。

王平生先生，五十一歲，本集團副總裁，負責本集團之法務及監管事務、公關及區域總部運作的管理。王先生於一九七五年畢業於北京大學之力學系，獲學士學位。彼於一九九零年加入聯想集團，專責人事及培訓職能連同後勤辦公室的管理。王先生在企業管理方面擁有超逾十年之經驗。

肖方晨先生，五十六歲，本集團副總裁，負責本集團網絡產品業務之管理及經營。肖先生於一九七零年畢業於北京理工大學之自動控制學系，獲學士學位。彼於一九九六年加入聯想集團，專責銷售及企業管理。肖先生於加入聯想集團前，曾於兵器工業部工作。肖先生在網絡產品業務之管理及經營方面擁有豐富經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior Management (cont'd)

XIE Yun (謝耘), aged 38, is a Vice President of the Group and responsible for the product development, technology application and e-commerce research development. Mr. Xie graduated in 1993 with a Doctoral degree from the Department of Electronic Engineering, Tsinghua University. He joined the Legend group in 1997 and was mainly responsible for the management of product development. Prior to joining the Legend group, he worked in a multinational information technology corporation and has 8 years of product development management experience in communication and information technology.

WANG Pingsheng (王平生), aged 51, is a Vice President of the Group and responsible for legal and regulatory matters, public relations and the management of regional headquarters' operations. Mr. Wang graduated in 1975 with a Bachelor's degree in Mechanics, Peking University. He joined the Legend group in 1990 and was mainly responsible for the human resources and training functions together with the management of back office supporting systems. He has over 10 years of experience in business administration.

XIAO Fangchen (肖方晨), aged 56, is a Vice President of the Group and responsible for the management and operation of the networking products business. He graduated in 1970 with a Bachelor's degree from the Department of Automatic Control, Beijing Institute of Technology. Mr. Xiao joined the Legend group in 1996 and was mainly responsible for sales and enterprise management. Prior to joining the Legend group, he worked in 兵器工業部 (Engineering Industry Bureau). He has extensive experience in the management and operation of networking products business.

董事及高層管理人員之簡歷 (續)

高層管理人員 (續)

秦湘軍先生，三十六歲，本集團副總裁，負責本集團分銷業務之管理及經營。秦先生於一九八七年畢業於中國電子科技大學之電子設備 CAD 學系，獲碩士學位。彼於一九九零年加入聯想集團，專責區域總部之管理及分銷業務。秦先生擁有超逾十一年營運及管理經驗。

毛向前先生，三十七歲，本集團副總裁，負責本集團之通用信息產品分銷業務之經營管理工作。毛先生於一九八八年畢業於天津大學之機械製造工程學系，獲碩士學位。彼於一九八九年加入聯想集團，專責區域總部及分銷代理業務之管理工作。毛先生在分銷代理業務之經營管理方面擁有超逾十四年之經驗。

王自強先生，三十五歲，為本集團之公司秘書，王先生畢業於香港大學，持有社會科學學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。王先生於香港及中國之會計、稅務、財務管理及企業行政方面擁有超逾十二年之經驗，王先生於二零零零年加入聯想集團。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (cont'd)

Senior Management (cont'd)

QIN Xiangjun (秦湘軍), aged 36, is a Vice President of the Group and responsible for the management and operation of the distribution business of the Group. Mr. Qin graduated in 1987 with a Master's degree from the Department of Electronic Facilities CAD, University of Electronic Science and Technology of China. He joined the Legend group in 1990 and was mainly responsible for the management and distribution business of the regional headquarters. He has over 11 years of operation and management experience.

MAO Xiangqian (毛向前), aged 37, is a Vice President of the Group and responsible for the operation management of the general information technology products distribution business of the Group. Mr. Mao graduated in 1988 with a Master's degree in Mechanical Manufacturing Engineering from the Tianjin University. He joined the Legend group in 1989 and was mainly responsible for the management of regional headquarters and distribution agent business. He has over 14 years of operation management experience in distribution agent business.

WONG Chi Keung (王自強), aged 35, is a Company Secretary of the Group. Mr. Wong graduated from the University of Hong Kong with a Bachelor's degree in social sciences and is a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Society of Accountants. He has over 12 years of experience in accounting, taxation, financial management and corporate administration in Hong Kong and China. Mr. Wong joined the Legend group in 2000.

董事之服務協議

各執行董事均與本公司訂立一份服務協議，自二零零一年二月二十一日起初步為期兩年，期滿可予續期，直至任何一方向另一方發出不少於三個月之書面通知或以三個月之薪酬代替通知而予以終止，惟該終止協議之權利僅可於協議首年屆滿後方可行使。

除上文所披露者外，擬於即將舉行之股東週年大會膺選連任之董事概無與本公司訂立不可於一年內終止而毋須支付賠償（法定賠償除外）的服務協議。

董事於合約之權益

除重組外，於本年度任何時間概無經本公司或其任何聯繫公司訂立與本集團業務有關且本公司董事擁有重大利益（不論直接及間接）之重大合約。

DIRECTORS' SERVICE AGREEMENTS

Each of the Executive Directors has entered into a service agreement with the Company for an initial term of two years commencing on 21st February 2001, which will continue thereafter unless and until terminated by either party by serving not less than three months' prior written notice or three months' salary in lieu of such notice provided that the right of termination can only be exercised by either party after the expiry of the first year of service.

Save as disclosed above, none of the directors being proposed for re-election at the forthcoming Annual General Meeting has a service agreement with the Company which is not determinable by the Company within one year without payment of compensation (other than the statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS

Apart from the Reorganisation, no contracts of significance in relation to the Group's business to which the Company, or any of its associated corporations, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at any time during the year.

購股權

根據本公司之單一股東於二零零一年五月十四日書面決議批准及採納的本公司購股權計劃（「該計劃」），董事會可酌情向本公司及其附屬公司之任何全職僱員（包括執行董事）（統稱「僱員」）授予以認購本公司股份之購股權。該計劃之作用乃讓僱員有機會獲得本公司之股份權益，以獎勵彼等對本集團之長期成功發展所作出之貢獻。

根據該計劃可授出之購股權（連同已行使之購股權及於其時未行使之購股權）之有關股份總數，不得超過本公司不時已發行普通股股本之 10% 之股數。於二零零二年三月三十一日，已授出而尚未行使之購股權之有關股數為 73,183,000，約佔本公司當時已發行股本之 8.52%。本公司向任何單一僱員授出的購股權倘全部行使而向其已發行及可發行的股份總數，不得超過該計劃當時的已發行或可發行股份總數的 25%。

除非終止或作出修訂，該計劃由二零零一年五月十四日生效起計為期十年，期限屆滿後將不會按該計劃進一步授出購股權。根據該計劃，獲授予購股權之人士須於獲授日期後二十八個營業日內接受方為有效，並須支付港幣一元之代價。

根據該計劃而授出之購股權之行使價由董事會決定，惟不可低於授出購股權日期前五個交易日本公司股份在聯交所錄得的平均收市價之 80% 或股份的面值（以較高者為準）。

SHARE OPTIONS

Pursuant to the Company's share option scheme (the "Scheme") approved and adopted by the written resolutions of the then sole shareholder of the Company on 14th May 2001, the Board may, at their discretion, grant options to any full-time employee (including an executive director) of the Company and its subsidiaries (collectively the "Employee(s)") to subscribe for shares in the Company. The purpose of the Scheme is to provide the Employees with an opportunity to obtain equity interest in the Company and to reward them for contributing to the long-term success of the Group.

The total number of shares in respect of which options may be granted (together with the options exercised and options then outstanding) under the Scheme must not exceed such number of shares as shall represent 10% of the issued ordinary share capital of the Company from time to time. At 31st March 2002, the number of outstanding options granted and yet to be exercised was 73,183,000, which represented approximately 8.52% of the Company's issued share capital as at that date. No option may be granted to any one Employee, which if exercised in full, would result in the total number of shares already issued and issuable to him under the Scheme exceeding 25% of the aggregate number of shares for the time being issued and issuable under the Scheme.

Unless otherwise terminated or amended, the Scheme will be valid and effective for a period of 10 years commencing on 14th May 2001, after which period no further options will be granted thereunder. The offer of a grant of options under the Scheme must be accepted within 28 business days after the date of the offer with a consideration of HK\$1.00 being payable by the grantee.

The exercise price of options pursuant to the Scheme is determinable by the Board and must be the higher of an amount not less than 80% of the average of the closing prices of the Company's shares on the Stock Exchange for the five trading days immediately preceding the date on which the option is offered, or the nominal value of the share.

購股權（續）

SHARE OPTIONS (cont'd)

下表披露本公司之購股權於本年度內之變動情況及於年初和年終尚未行使之購股權：

The following table discloses movement in the Company's share options during the year and options outstanding at the beginning and end of the year:

| 購股權數目 NUMBER OF SHARE OPTIONS | | | | | | | | | | |
|---|--|---------------------------------------|---|--------------------------------------|--|---|--|---|--|-------------------|
| 獲授人 Grantee | 於二零零一年 四月一日 尚未行使 Outstanding as at 01/04/01 | 年內獲授 Granted during the year | 年內行使 Exercised during the year | 年內失效 Lapsed during the year | 於二零零二年 三月三十一日 尚未行使 Outstanding as at 31/03/02 | 行使價 Exercise Price (港元) (附註1) (Note 1) | 授予日期 (日／月／年) Date of Grant (DD/MM/YY) | 有效期 (日／月／年) Vesting Period (DD/MM/YY) | 行使期 (日／月／年) Exercise Period (DD/MM/YY) | |
| 董事 DIRECTOR | | | | | | | | | | |
| | 郭為 GUO Wei | - | 2,800,000 | - | - | 2,800,000 | 3.180 | 12/07/01 | 12/07/02-12/07/05 | 12/07/02-11/07/09 |
| | | - | 2,800,000 | - | - | 2,800,000 | 1.976 | 31/08/01 | 31/08/02-31/08/05 | 31/08/02-30/08/09 |
| | 林楊 LIN Yang | - | 1,500,000 | - | - | 1,500,000 | 3.180 | 12/07/01 | 12/07/02-12/07/05 | 12/07/02-11/07/09 |
| | | - | 1,500,000 | - | - | 1,500,000 | 1.976 | 31/08/01 | 31/08/02-31/08/05 | 31/08/02-30/08/09 |
| | 于立山 YU Lishan | - | 1,100,000 | - | - | 1,100,000 | 3.180 | 12/07/01 | 12/07/02-12/07/05 | 12/07/02-11/07/09 |
| 連 續 合 約 僱 員 EMPLOYEES UNDER CONTINUOUS CONTRACTS | | - | 1,100,000 | - | - | 1,100,000 | 1.976 | 31/08/01 | 31/08/02-31/08/05 | 31/08/02-30/08/09 |
| | 華祉年 HUA Zhinian | - | 1,100,000 | - | - | 1,100,000 | 3.180 | 12/07/01 | 12/07/02-12/07/05 | 12/07/02-11/07/09 |
| | | - | 1,100,000 | - | - | 1,100,000 | 1.976 | 31/08/01 | 31/08/02-31/08/05 | 31/08/02-30/08/09 |
| | | - | 39,286,000 | - | 1,375,000 | 37,911,000 | 3.604 | 08/06/01 | 08/06/02-08/06/05 | 08/06/02-19/06/09 |
| | | - | 400,000 | - | - | 400,000 | 3.180 | 12/07/01 | 12/07/02-12/07/05 | 12/07/02-11/07/09 |
| | | - | 21,008,000 | - | 136,000 | 20,872,000 | 1.976 | 31/08/01 | 31/08/02-31/08/05 | 31/08/02-30/08/09 |
| | | - | 1,000,000 | - | - | 1,000,000 | 3.425 | 31/01/02 | 31/01/03-31/01/06 | 31/01/03-30/01/10 |

購股權 (續)

SHARE OPTIONS (cont'd)

附註：

Notes:

1. 購股權的行使價於本公司配股或派發紅股或在股本中有其他類似轉變時可予調整。
2. 緊接授出購股權日期前及緊接行使日期前本公司股份在聯交所之交易日之收市價如下：

1. The exercise price of the options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The closing price of the Company's shares on the Stock Exchange on the trading day immediately prior to the date of offer of the grant of the options and immediately before the date of exercise are as follow:

| 授予日期 (日／月／年) Date of Grant (DD/MM/YY) | 緊接授出日期前 本公司股份之收市價 Closing Price of Company's Shares immediately before the date of grant (港元) (HK\$) | 行使日期 (日／月／年) Date of Exercise (DD/MM/YY) | 緊接行使日期前 本公司股份之收市價 Closing Price of Company's Shares immediately before the date of exercise (港元) (附註3) (Note 3) |
|--|--|---|--|
| 08/06/01 | 4.725 | 不適用 (N/A) | 不適用 (N/A) |
| 12/07/01 | 3.500 | 不適用 (N/A) | 不適用 (N/A) |
| 31/08/01 | 2.425 | 不適用 (N/A) | 不適用 (N/A) |
| 31/01/02 | 3.450 | 不適用 (N/A) | 不適用 (N/A) |
| 3. 本公司股份於緊接行使日期前在聯交所之加權平均收市價。 | 3. The weighted average of the closing prices of the Company's shares immediately before the exercise dates on the Stock Exchange. | | |

已授出的購股權直至行使前，其財務影響不會列於本公司或本集團的賬目內。該等購股權被行使後，本公司把因此而發行的股份按其面值列為額外股本，而每股行使價較股份面值高出的金額則列入股份溢價帳。於行使日期前被取消的購股權在尚未行使的購股權中刪除。

The financial impact of options granted is not recorded in the Company's or the Group's accounts until such time as the options are exercised. Upon the exercise of the options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date are deleted from the outstanding options.

購股權（續）

由於與估值有關的多項重要因素均為主觀及不明朗，故董事認為就本年度內授予董事及僱員的購股權披露理論性價值並不恰當，而根據各項揣測性假設就購股權作出的任何估值均無意義兼且可能誤導。

聯交所已於近期就購股權計劃修訂聯交所證券上市規則（「上市規則」）第十七章，而該等修訂已於二零零一年九月一日生效。為遵照上市規則的有關修訂，董事會認為終止該計劃及採納新的購股權計劃乃符合本公司的利益。本公司將於即將舉行的股東週年大會上提呈普通決議案，以批准採納該項新的購股權計劃及終止該計劃。

董事於股份證券之權益

按本公司根據證券（披露權益）條例（「披露權益條例」）第 16(1) 條規定而置存之登記冊所記錄，聯想控股有限公司（前稱聯想集團控股有限公司）（「聯想控股」）及其附屬公司（包括聯想）已於二零零一年十二月五日起終止為本公司之聯繫公司，故此本公司根據披露權益條例第 29 條置存之登記冊由二零零一年十二月五日起無須記錄本公司之董事在聯想控股及／或其附屬公司（包括聯想）之股份權益（如有）。

* 英文名稱乃直譯自中文登記名稱。

SHARE OPTIONS (cont'd)

The directors do not consider it appropriate to disclose a theoretical value of the options granted during the year to the directors and employees because a number of factors crucial for the valuation are subjective and uncertain. Accordingly, any valuation of the options based on various speculative assumptions would not be meaningful and would be misleading.

The Stock Exchange has made recent amendments to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) in respect of share option schemes. The amendments have come into effect on 1st September 2001. In compliance with the amendments to the Listing Rules, the directors consider that it is in the interests of the Company to terminate the Scheme and to adopt a new share option scheme. An ordinary resolution will be proposed at the Company’s forthcoming Annual General Meeting for the approval of the said adoption of the new share option scheme and termination of the Scheme.

DIRECTORS’ INTERESTS IN EQUITY SECURITIES

As recorded in the register required to be kept by the Company pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance (“SDI Ordinance”), 聯想控股有限公司 (Legend Holdings Limited)* (formerly: 聯想集團控股公司 (Legend Group Holdings Co.)) (“LHL”) and its subsidiaries (including Legend) have ceased to be the associated corporations of the Company as from 5th December 2001, the interests of the directors of the Company (if any) in LHL and/or its subsidiaries (including Legend) are therefore no longer required to be recorded in the register kept by the Company in accordance with Section 29 of the SDI Ordinance as from 5th December 2001.

* It is the direct transliteration English name of its Chinese registered name.

董事於股份證券之權益(續)

於二零零二年三月三十一日，按本公司根據披露權益條例第 29 條置存的登記冊所記錄，或按董事根據上市公司董事進行證券交易的標準守則向本公司及聯交所的申報，董事在本公司及其聯繫公司（定義見披露權益條例）之股本證券中擁有之權益如下：

本公司股份之權益

DIRECTORS' INTERESTS IN EQUITY SECURITIES (cont'd)

As at 31st March 2002, the interests of the directors in the equity securities of the Company and its associated corporations (as defined under SDI Ordinance) as recorded in the register required to be kept by the Company pursuant to Section 29 of the SDI Ordinance or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Interests in the shares of the Company

| | | 股份數目 Number of Shares | | |
|------|------------------|------------------------------|----------------------------|---------------------------|
| | | 個人權益 Personal Interest | 家族權益 Family Interest | 權益總計 Total Interest |
| 董事姓名 | Name of Director | | | |
| 李勤 | LI Qin | 536,000 | — | 536,000 |
| 郭為 | GUO Wei | 504,000 | — | 504,000 |
| 曾茂朝 | ZENG Maochao | 408,000 | — | 408,000 |
| 林楊 | LIN Yang | 56,000 | — | 56,000 |
| 于立山 | YU Lishan | 48,000 | — | 48,000 |
| 華祉年 | HUA Zhinian | 25,600 | — | 25,600 |

本公司之董事在本公司之購股權權益於上文「購股權」一節內獨立披露。

The interests of the directors of the Company in the Company's share options are separately disclosed in the section "Share Options" above.

除上文所披露者及下文「董事購買股份或債券之權利」一節所披露者外，按本公司根據披露權益條例第 29 條置存的登記冊所記錄，董事或其聯繫人士在本公司或其任何聯繫公司（定義見披露權益條例）之股份或債務證券中概無持有任何個人、家族、公司或其他權益。

Save as disclosed above and as disclosed below under the heading "Directors' rights to acquire shares or debentures", none of the directors or their associates had any personal, family, corporate or other interests in the equity or debt securities of the Company or any of its associated corporations (as defined in the SDI Ordinance) and recorded in the register required to be maintained pursuant to section 29 thereof.

董事購買股份或債券之權利

除上文「董事於股份證券之權益」及「購股權」兩節所披露者外，於本年度內之任何時間，並無向本公司之任何董事或彼等各自之配偶或未滿十八歲之子女授予任何權利讓彼等可藉購買本公司之股份或債券而從中獲取利益，而彼等亦無行使任何此等權利。本公司、其控股公司或其任何附屬公司或同系附屬公司，均無訂立任何安排，致使本公司董事可從任何其他法人團體獲得此等權利。

主要股東

於二零零二年三月三十一日，按本公司根據披露權益條例第 16(1) 條置存之權益登記冊所記錄，本公司已接獲下列人士申報指彼等直接或間接實益擁有本公司已發行股本 10% 或以上之權益：

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings "Directors' interests in equity securities" and "Share Options" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31st March 2002, according to the register of interest required to be kept by the Company under Section 16(1) of the SDI Ordinance, the Company had been notified by the following persons that they were, directly or indirectly, beneficially interested in 10% or more in the issued share capital of the Company:

| 名稱 Name | 附註 Note | 實益持有 之股份數目 Number of Shares beneficially held | 佔已發行股本 之概約百分比 Approximate percentage of issued share capital |
|--|------------|--|---|
| 聯想控股 LHL | 1 | 429,140,114 | 49.9767% |
| 聯想控股有限公司職工持股會 (Employees' Shareholding Society of Legend Holdings Limited) | 2 | 429,140,114 | 49.9767% |
| 南明有限公司 Right Lane Limited | 3 | 139,049,042 | 16.1933% |
| GAP Coinvestment Partners II, L.P. | 4 | 94,670,000 | 11.0251% |

主要股東 (續)

SUBSTANTIAL SHAREHOLDERS (cont'd)

| 名稱 Name | 附註 Note | 實益持有 之股份數目 Number of Shares beneficially held | 佔已發行股本 之概約百分比 Approximate percentage of issued share capital |
|---|------------|--|---|
| GAP (Bermuda) Limited | 4 | 94,670,000 | 11.0251% |
| General Atlantic Partners (Bermuda), L.P. | 4 | 94,670,000 | 11.0251% |
| General Atlantic Partners, LLC | 4 | 94,670,000 | 11.0251% |
| GapStar, LLC | 4 | 94,670,000 | 11.0251% |

附註：

Note:

1. 本公司之控股股東之名稱已由「聯想集團控股公司」更改為「聯想控股有限公司」。其英文名稱乃直譯自中文登記之名稱。
2. 由於聯想控股有限公司職工持股會持有聯想控股之權益，而聯想控股則全資擁有南明有限公司，因此，根據披露權益條例，聯想控股有限公司職工持股會被視為擁有 429,140,114 股本公司股份之權益。
3. 南明有限公司為聯想控股之全資附屬公司。因此，上述南明有限公司擁有權益之股份數目，屬於以上所示聯想控股擁有權益之股份其中一部分。
4. 由於 GAP Coinvestment Partners II, L.P.、GAP (Bermuda) Limited、General Atlantic Partners (Bermuda), L.P.、General Atlantic Partners, LLC 及 GapStar, LLC 訂立了披露權益條例第 9 條所涵蓋的協議，根據披露權益條例，它們每一名均被視為擁有總數 94,670,000 股本公司股份之權益。

1. The controlling shareholder of the Company changed its name from “聯想集團控股公司” (Legend Group Holdings Co.) to “聯想控股有限公司” (Legend Holdings Limited). Its English name is a direct transliteration of its Chinese registered name.
2. 聯想控股有限公司職工持股會 (Employees' Shareholding Society of Legend Holdings Limited) is deemed to be interested in the 429,140,114 shares of the Company under the SDI Ordinance by virtue of its interests in LHL which in turn wholly owns Right Lane Limited.
3. Right Lane Limited is a wholly owned subsidiary of LHL. Therefore, the number of shares in which Right Lane Limited is shown as being interested are part of the shares in which LHL is shown to be interested.
4. As GAP Coinvestment Partners II, L.P., GAP (Bermuda) Limited, General Atlantic Partners (Bermuda), L.P., General Atlantic Partners, LLC and GapStar, LLC have entered into an agreement to which section 9 of the SDI Ordinance applies, each of the aforesaid parties is therefore deemed to be interested in the aggregate 94,670,000 shares of the Company under the SDI Ordinance.

除上文披露者外，根據本公司按披露權益條例第 16(1) 條而置存的權益登記冊所披露，於二零零二年三月三十一日，並無其他人士持有本公司已發行股本 10% 或以上之權益。

Save as disclosed above, the register of interest maintained by the Company pursuant to section 16(1) of the SDI Ordinance discloses no person as having an interest of 10% or more in the issued share capital of the Company at 31st March 2002.

關連交易

本集團於截至二零零二年三月三十一日止年度內進行之有關連人士交易之詳情載於財務報表附註24。

由本公司股份在聯交所上市日期起至二零零二年三月三十一日止之十個月期內（「該期間」），本集團曾進行下列關連交易：

1. 本集團與控股股東之附屬公司聯想集團（中國）有限公司共用位於香港之若干寫字樓物業，該期間之租金總額（包括相關費用）為港幣 2,192,000 元。
2. 本集團向控股股東之附屬公司聯想（西安）有限公司分租位於中華人民共和國之若干寫字樓物業。該期間之租金總額為港幣 613,000 元。
3. 本集團向主要股東南明有限公司租用位於香港之若干單位作為員工宿舍，該期間之租金總額為港幣 550,000 元。
4. 本集團不時向控股股東之附屬公司聯想及其附屬公司銷售若干資訊科技產品（「集團銷售」），該期間之銷售總額為港幣 13,507,000 元。
5. 本集團不時向少數股東友訊科技股份有限公司及其附屬公司採購若干電腦網絡產品（「友訊採購」），該期間之採購總額為港幣 205,331,000 元。

CONNECTED TRANSACTIONS

Details of the Related Party Transactions entered into by the Group for the year ended 31st March 2002 are set out in note 24 to the financial statements.

During the ten month period (the “Period”) commencing from the date on which the Company’s shares were listed on the Stock Exchange and ending on 31st March 2002, the Group had entered into the following connected transactions:

1. The Group shared certain premises in Hong Kong with its controlling shareholder’s subsidiary, Legend Group (China) Limited as office at an aggregate rental including related expenses of HK\$2,192,000 for the Period.
2. The Group sub-leased certain premises in the People’s Republic of China from its controlling shareholder’s subsidiary, Legend (Xi An) Limited as office at an aggregate rental of HK\$613,000 for the Period.
3. The Group leased certain flats in Hong Kong from its substantial shareholder, Right Lane Limited as staff quarters at an aggregate rental of HK\$550,000 for the Period.
4. The Group had from time to time sold certain information technology products (the “Group Sales”) to its controlling shareholder’s subsidiaries, Legend and its subsidiaries. The aggregate sales amount for the Period was HK\$13,507,000.
5. The Group had from time to time purchased certain computer networking products (the “D-Link Purchase”) from its minority shareholder, D-Link Corporation and its subsidiaries. The aggregate purchases amount for the Period was HK\$205,331,000.

關連交易（續）

聯交所已就上述交易有條件地豁免（「有關豁免」）本公司嚴格遵守上市規則第十四章有關正常全面披露及／或股東批准的規定。獨立非執行董事已審議該等關連交易，並認為：

1. 該等關連交易乃於本集團的一般及日常業務過程中訂立，按正常商業條款進行，以及根據制約該等交易的協議條款或以不遜於提供予獨立第三者或由其所提供的條款而訂立；
2. 於此財政年度，友訊採購之總金額不超過本集團總營業額的 8%；及
3. 於此財政年度，集團銷售之總金額不超過港幣 46,300,000 元。

本公司之核數師亦已致函本公司之董事會列明該等交易已遵守聯交所給予有關豁免所規定的條件，有關豁免的詳情載於招股章程內。

CONNECTED TRANSACTIONS (cont'd)

The Stock Exchange has granted, subject to certain conditions, waivers (“Waivers”) to the Company from strict compliance with the requirements stipulated in Chapter 14 of the Listing Rules for the normal full disclosure and/or shareholder’s approvals in respect of the abovementioned transactions. The independent non-executive directors have reviewed these connected transactions and are in the opinion that:

1. These connected transactions were entered into in the ordinary and usual course of business of the Group, conducted on normal commercial terms and entered into in accordance with the terms of the agreements governing such transactions or on terms no less favourable than those available to or from independent third parties;
2. The aggregate amount of the D-Link Purchase for this financial year did not exceed 8% of the Group’s total turnover; and
3. The aggregate amount of the Group Sales for this financial year did not exceed HK\$46,300,000.

The auditors of the Company have also issued a letter to the Board of Directors of the Company in relation to the compliance of the conditions prescribed by the Stock Exchange in granting the Waivers in respect of such transactions which are more particularly set out in the Prospectus.

主要客戶及供應商

本集團之五大客戶於截至二零零二年三月三十一日止年度內佔本集團之營業額少於 30%。

截至二零零二年三月三十一日止年度，本集團之最大供應商及首五大供應商分別佔本集團之總採購額約 26.6% 及 60%。

本公司董事、彼等各自之聯繫人士或股東（據董事所知，持有本公司已發行股本超過 5%）概無擁有上述本集團主要客戶或供應商之任何實益權益。

遵守上市規則第 19 項應用指引作出的披露

於二零零二年三月二十五日，本公司已與銀團簽訂一份融資協議（「融資協議」），內容關於批出金額最多為 60,000,000 美元之三年可轉讓貸款融資（「該筆融資」），該筆融資將撥作本公司之一般營運資金。融資協議附帶一項條例，訂明本公司之控股股東聯想控股將繼續為本公司之單一最大股東。倘違反該條件，即構成融資協議之違約事項。倘出現違約事項，銀團將不會再批出貸款，而該筆融資所涉及之所有未償還款項將告即時到期並須予以支付。

除上文所披露者外，本公司董事會認為，於本報告刊發日期，並無第 19 項應用指引第 3.2.1、3.3、3.6 或 3.7.2 段下之一般披露責任，並承諾遵守第 19 項應用指引第 3.9 段下之持續披露規定。

MAJOR CUSTOMERS AND SUPPLIERS

The Group's five largest customers for the year ended 31st March 2002 accounted for less than 30% of the Group's turnover.

The largest supplier and the five largest suppliers of the Group for the year ended 31st March 2002 accounted for approximately 26.6% and 60% of the Group's total purchases respectively.

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

DISCLOSURE IN COMPLIANCE WITH PRACTICE NOTE 19 OF THE LISTING RULES

On 25th March 2002, the Company entered into a Facility Agreement (the "Facility Agreement") with a syndicate of banks for a 3-Year Transferable Loan Facility (the "Facility") of up to US\$60,000,000 to be used to finance its general working capital. The Facility Agreement included a condition to the effect that LHL, the controlling shareholder of the Company, will remain the single largest shareholder of the Company. A breach of the condition constitutes an event of default under the Facility Agreement. Upon occurrence of an event of default, no further advances is allowed and all amounts outstanding under the Facility shall immediately become due and payable.

Save as disclosed above, the directors of the Company consider that there is no general disclosure obligation under paragraphs 3.2.1, 3.3, 3.6 or 3.7.2 of Practice Note 19 as at the date of this report and undertake to comply with the continuing disclosure requirements under paragraph 3.9 of the Practice Note 19.

購買、贖回或出售上市證券

本公司及其各附屬公司概無於年內購買、出售或贖回本公司任何上市證券。

審核委員會

審核委員會已與管理層共同審閱本集團所採納之會計原則及慣例，並研討有關核數、內部監控及財務申報程序等事宜，包括審閱本集團截至二零零二年三月三十一日止年度之經審核財務報表。

最佳應用守則

本公司董事並不知悉有任何資料足以合理顯示本公司於回顧會計期間內或當中任何時間未有遵守香港聯合交易所有限公司證券上市規則附錄十四，惟本公司之非執行董事及獨立非執行董事並無指定任期，但須按照本公司之公司細則規定輪值告退及膺選連任。

核數師

本年度之財務報表由羅兵咸永道會計師事務所審核。

於即將舉行之股東週年大會將提呈一項普通決議案以批准委任安永會計師事務所代替退任的羅兵咸永道會計師事務所為本公司之核數師。

董事會代表

ON BEHALF OF THE BOARD



主席 Chairman

李勤 LI Qin

香港，二零零二年六月五日

Hong Kong, 5th June 2002

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

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

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31st March 2002.

CODE OF BEST PRACTICE

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the accounting period under review, in compliance with Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, except that the non-executive and independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company.

AUDITORS

The financial statements for the year were audited by Messrs. PricewaterhouseCoopers.

An ordinary resolution will be proposed at the forthcoming Annual General Meeting for approving the appointment of Messrs. Ernst & Young as the auditors of the Company in place of the retiring auditors Messrs. PricewaterhouseCoopers.