

1. 集團重組及編製基準

- (a) 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）於百慕達註冊成立為一間獲豁免有限公司。
- (b) 根據為籌備本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市而進行之一項重組（「重組」），本公司於二零零一年五月十五日，成為本集團現時各成員公司之控股公司。根據二零零一年五月十五日所訂立之股份互換協議之條款，本公司透過股份互換安排收購組成本集團之其他附屬公司當時之控股公司 Digital China (BVI) Limited（「神州數碼 (BVI)」）之全部已發行股本，並成為神州數碼 (BVI) 及其附屬公司之控股公司。重組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內。本公司之股份已於二零零一年六月一日在聯交所正式上市。
- (c) 本集團採用香港會計師公會頒佈的會計實務準則第 27 號「集團重組之會計方式」所允許之合併會計法作為重組之會計基準。本集團截至二零零二年三月三十一日止年度之綜合帳目（包括比較數字）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之基準而編製。
- (d) 由於本集團於二零零一年六月一日從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、現金流量及已確認收益及虧損均載入聯想截至二零零二年三月三十一日止年度之帳目內。

1. GROUP REORGANISATION AND BASIS OF PREPARATION

- (a) 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.
- (b) Pursuant to a corporate reorganisation (the “Reorganisation”) 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. The Company acquired the entire share capital of Digital China (BVI) Limited (“Digital China (BVI)”), the then holding company of the other subsidiaries through a share swap arrangement in accordance with the terms of the Shares Swap Agreement dated 15th May 2001 and became the holding company of Digital China (BVI) and its subsidiaries. Details of the Reorganisation are set out in the Company’s prospectus dated 23rd May 2001. The Company’s shares were listed on the Stock Exchange on 1st June 2001.
- (c) The Reorganisation is accounted for using merger accounting as permitted by Statement of Standard Accounting Practice No. 27 “Accounting for group reconstructions” issued by the Hong Kong Society of Accountants (“HKSA”). The consolidated accounts of the Group for the year ended 31st March 2002, including comparative figures, are prepared as if the Company had been the holding company of the Group from the beginning of the earliest period presented.
- (d) As the spin-off of the Group from Legend Group Limited (“Legend”), formerly known as Legend Holdings Limited and the then immediate holding company, was completed on 1st June 2001, the results, cash flows and statement of recognised gains and losses 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.

2. 主要會計政策

於編製此等帳目時採納之主要會計政策載列如下：

(a) 編製基準

帳目乃根據香港普遍採納之會計原則及香港會計師公會頒佈之會計準則，以歷史成本模式編製。

於本年度，本集團採納下列由香港會計師公會頒佈之會計實務準則（「會計實務準則」），該等會計實務準則適用於始自二零零一年一月一日或以後的會計期：

會計實務 準則第 9 號 (經修訂)	： 結算日以後之事項
會計實務 準則第 14 號 (經修訂)	： 租約（適用於始自二零零零年七月一日或以後之期間）
會計實務 準則第 26 號	： 分部報告
會計實務 準則第 28 號	： 撥備、或然負債及或然資產
會計實務 準則第 29 號	： 無形資產
會計實務 準則第 30 號	： 企業合併
會計實務 準則第 31 號	： 資產減值
會計實務 準則第 32 號	： 綜合財務報表及於附屬公司投資之會計方式

採納該等新設或經修訂之準則帶來之影響載於下列會計政策。

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these accounts are set out below:

(a) Basis of preparation:

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the HKSA. They have been prepared under the historical cost convention.

In the current year, the Group adopted the following Statements of Standard Accounting Practice (“SSAPs”) issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2001:

SSAP 9 (revised)	： Events after the balance sheet date
SSAP 14 (revised)	： Leases (effective for periods commencing on or after 1st July 2000)
SSAP 26	： Segment reporting
SSAP 28	： Provisions, contingent liabilities and contingent assets
SSAP 29	： Intangible assets
SSAP 30	： Business combinations
SSAP 31	： Impairment of assets
SSAP 32	： Consolidated financial statements and accounting for investments in subsidiaries

The effect of adopting these new or revised standards is set out in the accounting policies below.

2. 主要會計政策 (續)

(b) 綜合基準

本集團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並採用合併會計法作為上文附註 1 所述之重組之會計基準。

綜合帳目包括本公司及其附屬公司結算至三月三十一日止的帳目。除上文附註 1 所述之重組以外，年內購入或出售的附屬公司，自收購日起或至出售日止的業績已包括在綜合損益表內。

本集團系內各公司之間的重大交易及結餘已於綜合時對銷。

附屬公司乃本集團控制其董事會組成、控制其過半數投票權或持有其過半數已發行股本、或有能力規管其財務及經營政策從而令本集團因該等活動而受益之公司。

少數股東權益指外界股東佔附屬公司經營業績和淨資產的權益。

在本公司之資產負債表內，附屬公司投資乃按成本減去任何減值損失準備列帳。附屬公司之業績按已收及應收之股息之基準於本公司帳目內列帳。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(b) Consolidation

The Reorganisation referred to in note 1 above has been accounted for using merger accounting by regarding the Company as being the holding company of the Group from the beginning of the earliest period presented.

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March. Apart from the Reorganisation referred to in note 1 above, the results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss accounts from the effective date of acquisition or up to the date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Subsidiaries are those entities in which the Group controls the composition of the board of directors, controls more than half of the voting power or holds more than half of the issued share capital, or by way of having the power to govern its financial and operating policies so that the Group obtains benefits from these activities.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the Company's balance sheet the investment in a subsidiary is stated at cost less provision for any impairment losses. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

2. 主要會計政策（續）

(c) 聯營公司

聯營公司為附屬公司以外由本集團長期持有其股權並對其管理行使重大影響力之公司。

綜合損益表包括本集團應佔聯營公司之年度業績，而綜合資產負債表則包括本集團應佔聯營公司之淨資產。

除非本集團就聯營公司有實際責任或擔保責任，否則當聯營公司投資之帳面值為零時會停止使用權益會計。

(d) 固定資產

土地使用權、租賃土地及樓宇／裝修乃按成本值減累計攤銷或累積折舊及累計減值損失列帳。土地使用權及租賃土地攤銷乃以直線法按土地使用權／租賃的尚餘年期或預計可供本集團使用年期為二十年至五十年內（取其較短者）撇銷其成本值計算。所採用之主要攤銷年率為2%至5%。

樓宇折舊乃以直線法按租賃的尚餘年期或預計可供本集團使用年期為五十年內（取其較短者）撇銷其成本值計算。所採用之主要折舊年率為2%至5%。租賃裝修折舊乃以直線法按預計可供本集團使用年期為五年或租賃的尚餘年期內（取其較短者）撇銷其成本值計算。所採用之主要折舊年率為20%。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(c) Associated companies

An associated company is a company, not being a subsidiary, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of associated companies.

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

(d) Fixed assets

Land use rights, leasehold land and buildings/improvements are stated at cost less accumulated amortisation or depreciation and accumulated impairment losses. Amortisation of land use rights and leasehold land is calculated to write off their cost on a straight-line basis over the unexpired period of the land use right/lease or their expected useful lives to the Group of 20 to 50 years whichever is shorter. The principal annual rates used for this purpose are 2% to 5%.

Depreciation on buildings is calculated to write off their cost on a straight-line basis over the unexpired period of the leases or their expected useful lives to the Group of 50 years whichever is shorter. The principal annual rates used for this purpose are 2% to 5%. Depreciation of leasehold improvements is calculated to write off their cost on a straight-line basis over their expected useful lives to the Group of 5 years or unexpired periods of the leases whichever is shorter. The principal annual rate used for this purpose is 20%.

2. 主要會計政策 (續)

(d) 固定資產 (續)

其他固定資產乃以成本值減累積折舊及任何累計減值損失列帳。其他固定資產折舊乃以直線法按預計可供本集團使用年期內撇銷其成本值計算。所採用之主要折舊年率為 10% 至 20%。

裝修乃撥作資本及按預計可供本集團使用年期計提折舊。

於每年結算日，將考慮內部及外來資料來評估有否任何跡象顯示固定資產出現減值。如有任何跡象顯示固定資產出現減值，會估計資產的可收回值。此等減值損失會在損益表內確認，除非資產乃以估值列帳，而減值損失不超過該同一資產之重估盈餘，則減值損失會列為重估儲備減少。

出售固定資產之盈虧乃出售所得款項淨額與有關資產帳面值之差額，並在損益表內確認。

(e) 在建工程

在建工程指與興建辦公大樓及倉庫有關之實際成本。於有關資產落成及投用前，在建工程不計提折舊。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(d) Fixed assets (cont'd)

Other fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation on other fixed assets is calculated to write off their cost on a straight-line basis over their expected useful lives to the Group. The principal annual rates used for this purpose are 10% to 20%.

Improvements are capitalised and depreciated over their expected useful lives to the Group.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

(e) Construction-in-progress

Construction-in-progress represents the cost incurred in connection with the construction of an office building and a warehouse. No depreciation is charged on construction-in-progress until such time as the relevant assets are completed and put into use.

2. 主要會計政策 (續)

(f) 經營租賃

資產擁有權之所有風險及報酬大部分由租賃公司承擔之租約列為經營租賃。經營租賃之付款扣除自租賃公司收取之報酬後以直線法於租約期間自損益表中扣除。

(g) 存貨

存貨乃按成本值及可變現淨值兩者中之較低者計算。成本值乃扣除退貨及折扣之購買發票淨值。可變現淨值以預算銷售所得款項扣減預算銷售費用後釐定。

(h) 應收帳款

倘認為應收帳款將會成為呆帳，則作出撥備。資產負債表中之應收帳款以扣除撥備後的淨額列帳。

(i) 現金及現金等價物

現金及現金等價物按成本在資產負債表列帳。就現金流量表而言，現金及現金等價物包括庫存現金、銀行結餘及少於三個月期之銀行借貸。

(j) 撥備

當本集團由於過往事件而須承擔現有法律或構成責任，並有可能須耗用資源以履行該責任，同時責任金額能可靠地作出估計，則會確認撥備。當本集團預計準備可獲償付，則將償付確認為一項獨立資產，惟只能在償付可實質確定時予以確認。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(f) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

(g) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost represents invoiced value on purchases, less purchase returns and discounts. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(h) Accounts receivable

Provision is made against accounts receivable to the extent that they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

(i) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, bank balances and bank borrowings with terms less than three months.

(j) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2. 主要會計政策 (續)

(k) 遞延稅項

為課稅而計算之盈利與帳目所示之盈利兩者間之時差，若預期將可預見將來發生資產與負債之收付，即按現行稅率計算遞延稅項。

(l) 外幣換算

本年度之外幣交易乃按交易日之兌換率換算為港元。以外幣定值之貨幣資產及負債均按結算日之兌換率換算為港元。由此產生之滙兌差額已納入經營業績內。

海外附屬公司之帳目按結算日之兌換率換算為港元。滙兌差額則當作儲備變動處理。

(m) 收入

銷售貨品所得收入乃於所有權轉讓予買方時（即通常於付運時）確認。

提供系統集成服務所得收入乃於提供服務時予以確認。

利息收入以未償還之本金及適用利率按時間比例基準計算。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(k) Deferred taxation

Deferred taxation is accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future.

(l) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the rates of exchange ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising therefrom are included in operating results.

The accounts of overseas subsidiaries are translated at the rates of exchange ruling at the balance sheet date. Exchange differences are dealt with as a movement in reserves.

(m) Revenue

Revenue from the sale of goods is recognised on the transfer of ownership, which generally coincides with the time of shipment.

Revenue from provision of systems integration service is recognised when services are rendered.

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

2. 主要會計政策（續）

(n) 退休福利成本

本集團向香港強制性公積金（「強積金」）計劃作出的供款於產生期間列作支出，並按僱員在得到全部供款前退出計劃而被沒收之本集團自願性供款而減少。此計劃之資產以獨立管理基金形式持有，與本集團其他資產分開管理。

本集團於中華人民共和國（「中國」）當地市政府一項退休金計劃的供款於產生期間列作支出，而中國當地市政府則承擔現時及將來合資格國內退休僱員的退休福利責任。

(o) 分部列報

根據本集團之內部財務列報方法，本集團決定以業務分部作為基本列報方式，以地域分部作為輔助列報方式。

分部資產主要包括存貨及應收帳款，惟不包括不能歸類於某一業務的資產。分部負債主要包括應付帳款，惟不包括不能歸類於某一業務的負債。資本開支主要包括增添固定資產。

就地域分部列報而言，銷售額乃按客戶所在之國家而劃分。總資產及資本開支乃按資產所在之地域而劃分。

(p) 股息

根據經修訂的會計實務準則第9號，本集團不會把結算日後擬派或已宣派的股息列為結算日的負債。

2. PRINCIPAL ACCOUNTING POLICIES (cont'd)

(n) Retirement benefit costs

The Group's contributions to the Hong Kong Mandatory Provident Fund ("MPF") Scheme are expensed as incurred and reduced by the Group's voluntary contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The assets of the scheme are held separately from those of the Group in an independently administered fund.

The Group's contributions to a local municipal government retirement scheme in the People's Republic of China ("PRC") are expensed as incurred while the local municipal government in the PRC undertakes to assume the retirement benefit obligations of all existing and future retirees of the qualified staff in the PRC.

(o) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

Segment assets consist primarily of inventories and accounts receivable, and exclude assets not dedicated to a particular segment. Segment liabilities comprise mainly accounts payable and exclude liabilities not dedicated to a particular segment. Capital expenditure mainly comprises additions to fixed assets.

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are where the assets are located.

(p) Dividends

In accordance with the revised SSAP 9, the Group does not recognise dividends proposed or declared after the balance sheet date as a liability at the balance sheet date.

3. 營業額、收入及分部資料

營業額指對本集團以外客戶出售的貨品，在扣除銷售稅、退貨及折扣後之發票淨值。本集團主要從事資訊科技產品的分銷、提供系統集成服務及開發與分銷網絡產品等業務。

基本列報方式－業務分部

本集團把業務分為三項主類：

分銷資訊科技產品－分銷資訊科技產品，包括電腦、伺服器、筆記本電腦、打印機及周邊產品。

提供系統集成服務－提供一系列系統集成服務，包括技術支援服務與培訓、資訊科技外判服務及硬件和軟件銷售。

開發與分銷網絡產品－開發與分銷網絡產品，包括網絡界面卡、集線器、交換機、路由器、網絡保安產品、遙距接達伺服器及網絡軟件。

於截至二零零一年及二零零二年三月三十一日止分別之兩個年度內，各業務分部之間並無重大交易。

3. TURNOVER, REVENUE AND SEGMENT INFORMATION

Turnover represents sales at invoiced value to customers outside the Group less sales tax, returns and discounts. The Group is principally engaged in the distribution of information technology ("IT") products, provision of systems integration services and development and distribution of networking products.

Primary reporting format-business segments

The Group is categorised into three main business segments:

Distribution of IT products – Distribution of IT products, including computers, servers, notebook computers, printers and peripherals.

Provision of systems integration services – Provision of a range of systems integration services, including technical support services and training as well as IT outsourcing services and hardware and software sales.

Development and distribution of networking products – Development and distribution of networking products, including network interface cards, hubs, switches, routers, network security products, remote access servers and network software.

There were no material transactions between the business segments during the two years ended 31st March 2001 and 2002.

3. 營業額、收入及分部資料 (續)

基本列報方式－業務分部 (續)

3. TURNOVER, REVENUE AND SEGMENT INFORMATION (cont'd)

Primary reporting format-business segments (cont'd)

		截至二零零二年 三月三十一日 止年度 Year ended 31st March 2002 港幣千元 HK\$'000	截至二零零一年 三月三十一日 止年度 Year ended 31st March 2001 港幣千元 HK\$'000
分部營業額	Segment turnover		
分銷資訊科技產品	Distribution of IT products	8,147,672	6,765,850
提供系統集成服務 (包括硬件及軟件銷售 及服務收入)	Provision of systems integration services (including hardware and software sales and services revenues)	1,780,681	1,278,557
分銷網絡產品	Distribution of networking products	592,669	525,037
		10,521,022	8,569,444
其他收入	Other revenue		
利息收入	Interest income	6,605	6,510
總收入	Total revenues	10,527,627	8,575,954

3. 營業額、收入及分部資料（續）

3. TURNOVER, REVENUE AND SEGMENT INFORMATION (cont'd)

基本列報方式－業務分部（續）

Primary reporting format-business segments (cont'd)

		截至二零零二年 三月三十一日 止年度 Year ended 31st March 2002 港幣千元 HK\$'000	截至二零零一年 三月三十一日 止年度 Year ended 31st March 2001 港幣千元 HK\$'000
分部業績	Segment results		
分銷資訊科技產品	Distribution of IT products	567,194	534,228
提供系統集成服務 （包括硬件及軟件銷售 及服務收入）	Provision of systems integration services (including hardware and software sales and services revenues)	279,572	171,496
分銷網絡產品	Distribution of networking products	121,703	111,743
總毛利	Total gross profit	968,469	817,467
減：未分配項目	Less: unallocated items		
銷售費用	Selling expenses	141,030	108,809
宣傳及推廣費用	Promotional and advertising expenses	63,975	84,258
員工成本	Staff costs	274,337	218,714
其他營運費用淨額	Other operating expenses, net	221,701	174,806
折舊開支	Depreciation expenses	24,780	18,395
利息收入	Interest income	(6,605)	(6,510)
融資費用	Finance costs	45,892	58,332
應佔聯營公司虧損	Share of losses of associated companies	381	—
除稅前溢利	Profit before taxation	202,978	160,663
稅項	Taxation	(11,007)	—
除稅後溢利	Profit after taxation	191,971	160,663
少數股東權益	Minority interests	(20,580)	(18,942)
股東應佔溢利	Profit attributable to shareholders	171,391	141,721
未分配資本開支	Unallocated capital expenditure	100,164	37,991
未分配減值扣除	Unallocated impairment charge	—	6,946

3. 營業額、收入及分部資料 (續)

3. TURNOVER, REVENUE AND SEGMENT INFORMATION (cont'd)

基本列報方式－業務分部 (續)

Primary reporting format-business segments (cont'd)

		於二零零二年 三月三十一日 As at 31st March 2002 港幣千元 HK\$'000	於二零零一年 三月三十一日 As at 31st March 2001 港幣千元 HK\$'000
分部資產	Segment assets		
分銷資訊科技產品	Distribution of IT products	1,366,769	1,376,521
提供系統集成服務 (包括硬件及軟件銷售 及服務收入)	Provision of systems integration services (including hardware and software sales and services revenues)	671,341	422,814
分銷網絡產品	Distribution of networking products	125,937	144,243
未分配項目 (附註 (i))	Unallocated (Note (i))	737,632	452,634
		2,901,679	2,396,212
分部負債	Segment liabilities		
分銷資訊科技產品	Distribution of IT products	778,070	559,539
提供系統集成服務 (包括硬件及軟件銷售 及服務收入)	Provision of systems integration services (including hardware and software sales and services revenues)	126,763	35,260
分銷網絡產品	Distribution of networking products	50,718	80,629
未分配項目 (附註 (ii))	Unallocated (Note (ii))	610,927	1,378,463
		1,566,478	2,053,891

附註：

Note:

- (i) 未分配資產指不能歸類於某一項業務的資產，主要包括現金及銀行結餘、投資、固定資產、按金、預付款項及其他應收款項。
- (ii) 未分配負債指不能歸類於某一項業務的負債，主要包括銀行借貸、預提費用及其他應付款項。

- (i) Unallocated assets, which represent assets not dedicated to a particular segment, consist particularly of cash and bank balances, investments, fixed assets, deposits, prepayments and other receivables.
- (ii) Unallocated liabilities, which represent liabilities not dedicated to a particular segment, consist particularly of bank borrowings, accrued liabilities and other payables.

3. 營業額、收入及分部資料 (續)

輔助列報方式－地域分部

本集團超過 90% 的業務均在中國，而中國被視為一個地域區，當中各地乃屬同一風險及回報的經濟環境。因此，並無提供地域分部之分析。

4. 經營溢利

3. TURNOVER, REVENUE AND SEGMENT INFORMATION (cont'd)

Secondary reporting format-geographical segments (cont'd)

Over 90% of the Group's business operations are located in the PRC, which is considered as one geographical location in an economic environment with similar risks and returns. Consequently, no geographical segment analysis is presented.

4. PROFIT FROM OPERATIONS

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
經營溢利已扣除／ (計入) 以下項目列帳：－	Profit from operations is stated after charging/(crediting) the following:－		
核數師酬金	Auditors' remuneration	1,064	900
經營租賃之租金支出	Rental expenses under operating leases	36,587	37,267
聯想及其附屬公司 收回之租金	Rental expenses recharged by Legend and its subsidiaries	3,266	1,467
股東收回之租金	Rental expenses recharged by a shareholder	660	－
匯兌虧損／(收益) 淨額	Net exchange losses/(gains)	580	(5,587)
出售固定資產(收益)／虧損	(Gain)/loss on disposal of fixed assets	(3,100)	18,201
固定資產減值扣除	Impairment charge of fixed assets	－	6,946
退休福利成本(附註11)	Retirement benefit costs (note 11)	11,944	7,269
滯銷存貨撥備	Provision for slow-moving inventories	19,667	6,836
壞帳及呆帳撥備	Provision for bad and doubtful debts	27,829	15,941

5. 融資費用

5. FINANCE COSTS

		二 零 零 二 年 2002 港幣千元 HK\$'000	二 零 零 一 年 2001 港幣千元 HK\$'000
銀行借貸利息	Interest on bank borrowings	33,572	15,043
貼現票據利息	Interest on discounted bills	11,580	—
聯想往來帳利息支出	Net interest expenses on current account		
淨額	with Legend	740	43,063
其他利息	Other interest	—	226
融資費用總額	Total finance costs	45,892	58,332

6. 稅項

綜合損益表內扣除之稅項指：

6. TAXATION

The amount of taxation charged to the consolidated profit and loss account represents:

	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
中國企業所得稅	11,007	—

(a) 中國企業所得稅指本集團的中國附屬公司按估計應課稅溢利計算的稅務支出。除下列附屬公司外，本集團的中國附屬公司均按 33% 的中國所得稅稅率納稅：

(i) 神州數碼（中國）有限公司（前稱聯想神州數碼有限公司）已獲得有關機關的批文而於二零零零年四月八日取得新科技企業的資格。新科技企業的有關中國所得稅稅率為 15%。根據中國國家稅務局於二零零零年七月十三日簽發的批文，神州數碼（中國）有限公司在二零零二年十二月三十一日前可獲完全豁免繳納中國所得稅，而只要其可保持新科技企業的地位，其後三年的應付所得稅可獲寬減一半。神州數碼（中國）有限公司作為新科技企業的地位及因此獲得的中國稅務優惠須待有關中國機關於日後每年審批，方可延續。

(ii) 根據中國國家稅務局頒佈的若干批文，武漢神州數碼有限公司（前稱武漢聯想神州數碼有限公司）具備作為高科技企業的資格，可按中國所得稅稅率 15% 納稅，並從首個獲利年度起兩年獲全數豁免繳納中國所得稅。

(a) PRC income tax represents tax charges on the estimated assessable profits of the PRC subsidiaries of the Group. In general, the PRC subsidiaries of the Group are subject to the PRC income tax rate of 33% other than the following:

(i) 神州數碼（中國）有限公司（“Digital China (China) Limited”, formerly known as Legend Digital China Limited, obtained an approval document from the relevant authorities and was qualified as a new technology enterprise on 8th April 2000. The relevant PRC income tax rate for new technology enterprises is 15%. According to the approval document from the State Tax Bureau of the PRC on 13th July 2000, Digital China (China) Limited is entitled to full exemption from PRC income tax until 31st December 2002 and a 50% PRC income tax reduction for the following three years provided that it can maintain the status as a new technology enterprise. The status of Digital China (China) Limited as a new technology enterprise and hence the preferential PRC tax treatment thereon are subject to annual review by the relevant PRC authorities in the future.

(ii) Pursuant to certain approval documents issued by the State Tax Bureau of the PRC, 武漢神州數碼有限公司（“Wuhan Digital China Limited”, formerly known as Wuhan Legend Digital China Limited, is qualified as a high-technology enterprise and subject to a PRC income tax rate of 15%. It is entitled to full exemption from PRC income tax for two years starting from the first profit-making year.

6. 稅項 (續)

(iii) 根據中國國家稅務局頒佈的若干批文，神州數碼（上海）網絡有限公司（前稱聯想網絡（上海）有限公司）被歸類為高科技企業，可按中國所得稅稅率 15% 納稅。

(iv) 廣州神州數碼有限公司（前稱廣州聯想神州數碼有限公司）被歸類為高科技企業，可按 15% 之稅率繳納中國所得稅，並從首個獲利年度起兩年獲全數豁免繳納中國所得稅。

(b) 本集團於截至二零零一年及二零零二年三月三十一日止分別之年度均無應課稅的估計溢利，故在有關年度並無作出香港利得稅撥備。

7. 股東應佔溢利

撥入本公司帳目的股東應佔溢利為港幣 60,492,000 元（二零零一年：港幣 6,000 元虧損）。

6. TAXATION (cont'd)

(iii) Pursuant to certain approval documents issued by the State Tax Bureau of the PRC, 神州數碼（上海）網絡有限公司 (“Digital China (Shanghai) Networks Limited”), formerly known as Legend Networks (Shanghai) Limited, is classified as a high-technology enterprise and subject to a PRC income tax rate of 15%.

(iv) 廣州神州數碼有限公司 (“Guangzhou Digital China Limited”), formerly known as Guangzhou Legend Digital China Limited, is classified as a high-technology enterprise and subject to a PRC income tax rate of 15%. It is entitled to full exemption from PRC income tax for two years starting from the first profit-making year.

(b) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profit for the years ended 31st March 2001 and 2002.

7. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of HK\$60,492,000 (2001: Loss of HK\$6,000).

8. 股息

8. DIVIDENDS

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
中期股息 (附註)	Interim (note)	—	27,641
擬派末期股息為每股普通股 6.98 港仙 (二零零一年: 無)	Final, proposed of 6.98 HK cents (2001: Nil) per ordinary share	59,936	—
		59,936	27,641

附註:

於往年度派發之股息指本集團之附屬公司於重組前向彼等之股東派發之股息。

Note:

Dividends paid in prior year represented dividends paid by the subsidiaries of the Group to their then shareholder prior to the Reorganisation.

9. 董事及最高薪五位人士之酬金

9. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) 本年度付予本公司董事之酬金總額如下:

(a) The aggregate amounts of emoluments payable to the directors of the Company during the year are as follows:

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
袍金	Fees	175	—
其他酬金	Other emoluments:		
— 基本薪金、津貼及實物福利	— basic salaries, allowances and benefits-in-kind	7,561	1,427
— 花紅	— bonuses	2,941	4,577
— 退休金供款	— contributions to pension schemes	303	14
		10,980	6,018

9. 董事及最高薪五位人士之酬金 (續)

(a) (續)

酬金幅度如下：

9. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (cont'd)

(a) (cont'd)

The emoluments of the directors fall within the following bands:

		董事人數 Number of directors	
		二零零二年 2002	二零零一年 2001
港幣 0 元至港幣 1,000,000 元	From HK\$0 to HK\$1,000,000	4	4
港幣 1,000,001 元至港幣 1,500,000 元	From HK\$1,000,001 to HK\$1,500,000	2	1
港幣 2,000,001 元至港幣 2,500,000 元	From HK\$2,000,001 to HK\$2,500,000	2	—
港幣 2,500,001 元至港幣 3,000,000 元	From HK\$2,500,001 to HK\$3,000,000	1	—
港幣 3,000,001 元至港幣 3,500,000 元	From HK\$3,000,001 to HK\$3,500,000	—	1
		9	6

董事袍金包括支付予兩名獨立非執行董事的袍金港幣 175,000 元 (二零零一年：無)。

Directors' fees include HK\$175,000 (2001: Nil) paid to two independent non-executive directors.

(b) 本集團於本年度之最高薪五位人士均全部 (二零零一年：四名) 為董事，彼等之酬金已包括在上文之董事酬金內。於二零零一年度支付予餘下一名最高薪人士之酬金為港幣 1,035,000 元。

(b) The five highest paid individuals in the Group for the year are all (2001: four) directors whose remuneration is included in the directors' emoluments above. The remuneration paid to the remaining one highest paid individual in 2001 amounted to HK\$1,035,000.

(c) 本集團並無向董事或最高薪五位人士支付酬金作為加入或當加入本集團時之獎金，或作為離職補償。於截至二零零一年及二零零二年三月三十一日止分別之年度內，概無董事放棄任何酬金。

(c) No emoluments have been paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office. No directors waived any emoluments during the years ended 31st March 2001 and 2002.

10. 每股盈利

每股基本盈利乃按股東應佔溢利港幣 171,391,000 元（二零零一年：港幣 141,721,000 元）及被視為於截至二零零二年三月三十一日止年度期間內已發行之股份之加權平均數 841,717,531 股（二零零一年：757,181,609 股）而計算。已發行股份之加權平均數乃假設附註 1 及 22(b)(ii) 所述之重組而發行之 757,181,609 股股份於截至二零零一年及二零零二年三月三十一日止兩個年度一直存在及附註 22(b)(iii) 所述全球發售本公司股份事宜而發行之 101,498,722 股股份已於二零零一年六月發行之基準計算。

每股攤薄盈利乃按年內已發行股份之加權平均數 841,717,531 股（二零零一年：757,181,609 股），並加上假設所有尚未行使之購股權獲行使而無償發行之股份之加權平均數 6,298,658 股（二零零一年：無）而計算。

11. 退休福利成本

本集團向中國地方政府退休金計劃作出供款，所有中國合資格僱員均可參加。該計劃之供款乃根據僱員之薪酬、花紅以及津貼按百分比計算。

於二零零零年十二月一日前，本集團為所有香港合資格僱員營辦一項界定供款計劃（「舊計劃」）。隨着強積金計劃於二零零零年十二月一日起生效實施，舊計劃已被終止，而本集團向該計劃作出之累積供款已轉移至強積金計劃作為本集團之自願性供款。

10. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to shareholders of approximately HK\$171,391,000 (2001: HK\$141,721,000) and on the weighted average of 841,717,531 shares (2001: 757,181,609 shares) deemed to be in issue during the year ended 31st March 2002. The weighted average number of shares in issue has been calculated as if 757,181,609 shares issued pursuant to the Reorganisation mentioned in notes 1 and 22 (b)(ii) had been issued throughout the two years ended 31st March 2001 and 2002 and on the basis that the 101,498,722 shares had been issued pursuant to global offering of the Company in June 2001 as mentioned in note 22(b)(iii).

The diluted earnings per share is based on 841,717,531 shares (2001: 757,181,609 shares) which is the weighted average number of shares in issue during the year, plus the weighted average number of 6,298,658 shares (2001: Nil share) deemed to be issued at no consideration if all outstanding share options had been exercised.

11. RETIREMENT BENEFIT COSTS

The Group contributes to a local municipal government retirement scheme which is available to all qualified employees in the PRC. Contributions to this scheme are calculated as a percentage of the employees' salaries, bonuses and allowances.

The Group operated a defined contribution scheme (the "Old Scheme") for all qualified employees in Hong Kong prior to 1st December 2000. With the implementation of the MPF Scheme and effective from 1st December 2000, the Old Scheme was terminated and the accumulated contribution of the Group were transferred to the MPF Scheme as the Group's voluntary contribution.

11. 退休福利成本 (續)

根據強積金計劃，所有香港合資格僱員須按彼等之基本薪金加現金津貼之最少 5% (以強積金條例所訂之上限為限) 作出供款，而僱主則須按僱員任職滿六十日、五年及十年分別供款 5%、7.5% 及 10%。

因香港合資格僱員在取得全數供款前退出強積金計劃而被沒收之本集團自願性供款可用於減少本集團向強積金之供款。於截至二零零一年及二零零二年三月三十一日止分別之年度內，概無重大被沒收供款。

11. RETIREMENT BENEFIT COSTS (cont'd)

According to the MPF scheme, all qualified employees in Hong Kong are required to contribute at least 5% of their basic salary plus cashable allowances (subject to the ceiling under the requirement set out in the MPF legislation) whereas the employer's contribution is at 5%, 7.5% and 10% respectively after completion of sixty days, five years and ten years of services.

The Group's voluntary contribution forfeited by qualified employees in Hong Kong who left the MPF scheme prior to vesting fully in such contributions can be used to reduce the Group's contributions to the MPF scheme. During the years ended 31st March 2001 and 2002, there were no material contributions forfeited.

12. 固定資產

12. FIXED ASSETS

		本集團 Group					
		土地使用權、 租賃土地 及樓宇 Land use rights, leasehold land and buildings 港幣千元 HK\$'000	在建工程 Construction in progress 港幣千元 HK\$'000	租賃裝修 Leasehold improvements 港幣千元 HK\$'000	辦公室設備 Office equipment 港幣千元 HK\$'000	汽車 Motor vehicles 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
成本	Cost						
於二零零一年四月一日	At 1st April 2001	19,201	–	6,361	84,432	19,584	129,578
添置	Additions	715	38,304	5,086	51,406	4,653	100,164
出售	Disposals	(15,751)	–	–	(9,802)	(5,955)	(31,508)
於二零零二年三月三十一日	At 31st March 2002	4,165	38,304	11,447	126,036	18,282	198,234
累積折舊及 減值損失	Accumulated depreciation and impairment losses						
於二零零一年四月一日	At 1st April 2001	10,966	–	291	24,177	12,854	48,288
本年度折舊	Charge for the year	494	–	3,192	18,914	2,180	24,780
出售	Disposals	(9,210)	–	–	(6,876)	(5,785)	(21,871)
於二零零二年三月三十一日	At 31st March 2002	2,250	–	3,483	36,215	9,249	51,197
帳面淨值	Net book value						
於二零零二年三月三十一日	At 31st March 2002	1,915	38,304	7,964	89,821	9,033	147,037
於二零零一年三月三十一日	At 31st March 2001	8,235	–	6,070	60,255	6,730	81,290

12. 固定資產 (續)

本集團於土地使用權、租賃土地及樓宇所持權益之帳面淨值分析如下：

12. FIXED ASSETS (cont'd)

The net book value of the Group's interests in land use rights, leasehold land and buildings are analysed as follows:

		二 零 零 二 年 2002			二 零 零 一 年 2001		
		香港 Hong Kong 港幣千元 HK\$'000	中國 (不包括 香港) PRC (not including Hong Kong) 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000	香港 Hong Kong 港幣千元 HK\$'000	中國 (不包括 香港) PRC (not including Hong Kong) 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
長期租約 (不少於 50 年)	Long term leases (not less than 50 years)	398	—	398	5,200	—	5,200
中期租約 (少於 50 年 但多於 10 年)	Medium term leases (less than 50 years but more than 10 years)	—	1,517	1,517	—	3,035	3,035
		398	1,517	1,915	5,200	3,035	8,235
本公司 Company							
			租賃裝修 Leasehold improvements 港幣千元 HK\$'000	辦公室設備 Office equipment 港幣千元 HK\$'000		汽車 Motor vehicles 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
成本	Cost						
添置及於二零零二年 三月三十一日	Additions and at 31st March 2002		2,186	1,474		985	4,645
累積折舊	Accumulated depreciation						
本年度折舊及於二零零二年 三月三十一日	Charge for the year and at 31st March 2002		217	213		—	430
帳面淨值	Net book value						
於二零零二年三月三十一日	At 31st March 2002		1,969	1,261		985	4,215

13. 於附屬公司之投資－本公司

13. INVESTMENT IN A SUBSIDIARY – COMPANY

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
非上市投資，按成本	Unlisted investment, at cost	699,407	—

本集團之主要附屬公司之詳情載於帳目附註29°

The particulars of principal subsidiaries of the Group are set out in note 29 to the accounts.

14. 於聯營公司之投資－本集團

14. INVESTMENTS IN ASSOCIATED COMPANIES – GROUP

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
應佔淨資產	Share of net assets	3,366	—
應收聯營公司款項	Amounts due from associated companies	1,121	—
		4,487	—
非上市投資，按成本	Unlisted investment, at cost	3,747	—

應收聯營公司款項乃無抵押、免息及無固定償還期。

The amounts due from associated companies are unsecured, interest free and have no fixed terms of repayment.

14. 於聯營公司之投資－本集團（續）

14. INVESTMENTS IN ASSOCIATED COMPANIES – GROUP (cont'd)

以下為於二零零二年三月三十一日之聯營公司：

The following is a list of associated companies as at 31st March 2002:

名稱 Name	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
Digital China Management Systems (BVI) Limited	英屬維爾京群島 British Virgin Islands	普通股 1,201,000美元 Ordinary share US\$1,201,000	40%	投資控股 Investment holding
神州數碼管理系統有限公司 Digital China Management Systems Limited (Note)	中國 PRC	註冊資本 900,000美元 Registered capital US\$900,000	40%	提供企業資源 系統軟件及 有關服務 Provision of enterprise resources planning software and related services

附註：該公司之英文名稱乃直譯自註冊登記之中文名稱。

Note: The English name of this company is a direct translation of its Chinese registered name.

15. 存貨－本集團

15. INVENTORIES – GROUP

	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
製成品 Finished goods	882,026	972,110

於二零零二年三月三十一日，以可變現淨值列帳之存貨帳面值合計為港幣 32,591,000 元（二零零一年：港幣 68,990,000 元）。

At 31st March 2002, the carrying amount of inventories that are carried at net realisable value amounted to HK\$32,591,000 (2001: HK\$68,990,000).

16. 應收帳款－本集團

於二零零二年三月三十一日，應收帳款之帳齡分析詳情如下：

16. ACCOUNTS RECEIVABLE – GROUP

At 31st March 2002, the ageing analysis of the accounts receivable was as follows:

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
即期至 30天	Current to 30 days	833,000	579,360
31 天至 60 天	31 days to 60 days	156,197	201,296
61 天至 90 天	61 days to 90 days	98,958	20,809
91 天至 180 天	91 days to 180 days	155,022	81,429
超過 180 天	Over 180 days	38,844	88,574
		1,282,021	971,468

分銷業務及網絡產品業務之客戶一般分別獲 30 天至 60 天及 30 天至 90 天之信貸期，而系統集成業務之客戶之信貸期則一般介乎 30 天至 180 天。

Customers of distribution business and networking products businesses are generally granted credit terms of 30 to 60 days and 30 to 90 days respectively. Credit terms for customers of systems integration business normally ranging from 30 to 180 days.

17. 應收附屬公司款項－本公司

應收附屬公司款項乃無抵押、免息及無固定償還期。

17. AMOUNTS DUE FROM SUBSIDIARIES – COMPANY

The amounts due from subsidiaries are unsecured, interest free and have no fixed terms of repayment.

18. 現金及銀行結餘－本集團

本集團之現金及銀行結餘中包括以人民幣結算之金額約港幣 388,100,000 元（二零零一年：港幣 168,114,000 元）。人民幣並非可自由兌換之貨幣。

18. CASH AND BANK BALANCES – GROUP

Included in the balance is an amount of approximately HK\$388,100,000 (2001: HK\$168,114,000) which is denominated in Renminbi. Renminbi is not a freely convertible currency.

19. 應付帳款－本集團

於二零零二年三月三十一日，應付帳款之帳齡分析詳情如下：

19. ACCOUNTS PAYABLE – GROUP

At 31st March 2002, the ageing analysis of accounts payable was as follows:

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
即期至 30 天	Current to 30 days	602,383	572,693
31 天至 60 天	31 days to 60 days	200,732	46,096
61 天至 90 天	61 days to 90 days	79,217	19,721
超過 90 天	Over 90 days	73,219	36,918
		955,551	675,428

20. 無抵押短期銀行借貸－本集團

於二零零二年三月三十一日，本集團之銀行借貸之還款期如下：

20. SHORT-TERM BANK BORROWINGS, UNSECURED – GROUP

At 31st March 2002, the Group's bank borrowings were payable as follows:

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
一年內	Within one year	377,769	813,084

約港幣 189,581,000 元將以人民幣償還。

Approximately HK\$189,581,000 is repayable in Renminbi.

21. 遞延稅項

於二零零一年及二零零二年三月三十一日，本集團並無任何重大未撥備之遞延稅項資產及負債。

21. DEFERRED TAXATION

As at 31st March 2001 and 2002, the Group did not have any significant unprovided deferred tax assets and liabilities.

22. 股本

22. SHARE CAPITAL

普通股每股面值港幣0.1元
Ordinary shares of HK\$0.1 each

		股份數目 Number of shares	港幣千元 HK\$'000
法定：	Authorised:		
於註冊成立時（附註(a)） 及於二零零一年四月一日	Upon incorporation (note (a)) and as at 1st April 2001	1,000,000	100
增加法定股本（附註(b)(i)）	Increase in authorised share capital (note (b)(i))	1,999,000,000	199,900
於二零零二年三月三十一日	As at 31st March 2002	2,000,000,000	200,000
已發行及繳足股款：	Issued and fully-paid:		
於註冊成立時已發行（附註(a) 及(b)(ii)）及於 二零零一年四月一日	Issued upon incorporation (note (a) and (b)(ii)) and as at 1st April 2001	1,000,000	100
收購附屬公司（附註(b)(ii)）	Acquisition of subsidiaries (note (b)(ii))	756,181,609	75,618
根據全球配售而發行股份 （附註(b)(iii)）	Issue of shares pursuant to the global offering (note (b)(iii))	101,498,722	10,150
於二零零二年三月三十一日	As at 31st March 2002	858,680,331	85,868

22. 股本 (續)

由二零零一年一月二十五日 (註冊成立日期) 至二零零二年三月三十一日止期間之股本變動如下:

- (a) 本公司於二零零一年一月二十五日在百慕達註冊成立，其法定股本為港幣 100,000 元，分為 1,000,000 股每股面值港幣 0.10 元之股份，全部股份於二零零一年二月一日以未繳股款方式發行予聯想 (「初期股份」)。
- (b) 於籌備本公司股份於聯交所主板上市，本公司之法定股本及已發行股本發生如下變動：
 - (i) 根據聯想於二零零一年五月十四日通過之書面決議案，本公司之法定股本於二零零一年五月十四日藉增設 1,999,000,000 股每股面值港幣 0.10 元之普通股，由港幣 100,000 元增至港幣 200,000,000 元。該等股份在所有方面與本公司其他已發行股份享有同等地位。
 - (ii) 於二零零一年五月十五日，本公司就收購神州數碼 (BVI) (現為本公司之附屬公司) 全部已發行股本，以入帳列作繳足方式額外配發及發行合共 756,181,609 股每股面值港幣 0.10 元之新普通股予聯想，並將初期股份入帳列為繳足。

22. SHARE CAPITAL (cont'd)

The following changes took place during the period from 25th January 2001 (date of incorporation) and up to 31st March 2002:

- (a) The Company was incorporated in Bermuda on 25th January 2001 with an authorised share capital of HK\$100,000 divided into 1,000,000 shares of HK\$0.10 each, all of which were issued to Legend nil-paid on 1st February 2001 (the "Initial Shares").
- (b) In preparation of the listing of the Company's shares on the Main Board of the Stock Exchange, the following changes in the Company's authorised and issued share capital took place:
 - (i) Pursuant to written resolutions of Legend dated 14th May 2001, the authorised share capital of the Company was increased from HK\$100,000 to HK\$200,000,000 on 14th May 2001 by the creation of an additional 1,999,000,000 ordinary shares of HK\$0.10 each. Such shares rank pari passu in all respects with other existing shares in issue of the Company.
 - (ii) On 15th May 2001, the Company further allotted and issued a total of 756,181,609 new ordinary shares of HK\$0.10 each, credited as fully paid to Legend and credited as fully paid the Initial Shares as consideration for the acquisition of the entire issued share capital of Digital China (BVI), which is now a subsidiary of the Company.

22. 股本 (續)

(b) (續)

(iii) 根據本公司於二零零一年六月之全球發售股份，101,498,722 股每股面值港幣 0.10 元之普通股獲配發及發行予公眾及機構投資者以換取現金，每股作價港幣 3.68 元。發行股份所得款項高出已發行股份面值之金額已計入股份溢價帳。

(c) 根據本公司於二零零一年五月十四日通過之書面決議案所採納之購股權計劃，本公司可授予本公司或其附屬公司之全職僱員（包括執行董事）（「僱員」）認購本公司股份之購股權，惟股份數額以本公司不時已發行股本之 10% 為限。獲授之購股權可由購股權獲接納之日起十年內隨時行使。購股權股份之認購價，按股份面值或不低於緊接購股權授出日期前五個交易日股份之平均收市價 80% 兩者中之較高者計算。

年內，向選定之僱員授出合共可認購 74,694,000 股本公司普通股之購股權，獲授人有權可按每股港幣 1.976 元至 3.604 元作價行使其購股權。於二零零二年三月三十一日止年度內，可認購 1,511,000 股普通股之購股權被列為失效，而尚未被行使之購股權為 73,183,000 份，可於購股權獲接納之日起十年內隨時行使。

22. SHARE CAPITAL (cont'd)

(b) (cont'd)

(iii) Pursuant to the global offering of the Company's shares in June 2001, 101,498,722 ordinary shares of HK\$0.10 each were allotted and issued to the public and institutional investors at HK\$3.68 per share for cash. The excess of the allotted proceeds over the par value of the shares issued was credited to the share premium account.

(c) Under the Company's share option scheme adopted by a written resolution on 14th May 2001, the Company may grant options to full-time employee (including executive directors) (the "Employee(s)") of the Company or its subsidiaries to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company from time to time. Options granted are exercisable at any time during a period of ten years from the date upon which the option is accepted. The subscription price of the option shares is the higher of the nominal value of the shares or an amount not less than 80% of the average of the closing prices of the shares on the five trading dates immediately preceding the date on which the offer is offered.

During the year, options to subscribe for 74,694,000 ordinary shares of the Company have been granted to selected Employees. The grantees are entitled to exercise their options at a price ranging from HK\$1.976 to HK\$3.604 per share. Options so granted for the subscription of 1,511,000 ordinary shares were lapsed for the year ended 31st March 2002 and 73,183,000 remain outstanding. The outstanding options are exercisable at any time during a period of ten years from the date upon which the options is accepted.

23. 儲備

23. RESERVES

		本集團 Group					
		股份溢價 Share premium 港幣千元 HK\$'000	資本儲備 Capital reserve 港幣千元 HK\$'000	保留溢利 Retained earnings 港幣千元 HK\$'000	外匯儲備 Exchange reserve 港幣千元 HK\$'000	中國 法定儲備 PRC statutory reserve 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
於二零零零年 四月一日	At 1st April 2000	—	151,599	(22,772)	—	—	128,827
神州數碼(BVI) 進行撥充資本	Capitalisation by Digital China (BVI) Limited	—	46,475	—	—	—	46,475
本年度溢利	Profit for the year	—	—	141,721	—	—	141,721
已派股息 (附註8)	Dividends paid (note 8)	—	—	(27,641)	—	—	(27,641)
撥往中國法定 儲備 (附註(a))	Appropriation to PRC statutory reserve (note (a))	—	—	(5,682)	—	5,682	—
匯兌差額	Exchange differences	—	—	—	(345)	—	(345)
於二零零一年 三月三十一日	At 31st March 2001	—	198,074	85,626	(345)	5,682	289,037
於二零零一年 四月一日	At 1st April 2001	—	198,074	85,626	(345)	5,682	289,037
神州數碼(BVI) 進行撥充資本 (附註(b))	Capitalisation by Digital China (BVI) Limited (note (b))	—	501,293	—	—	—	501,293
合併產生之差額 (附註(c))	Difference on merger (note (c))	—	(75,678)	—	—	—	(75,678)
發行新股產生 之溢價 (附註22(b)(iii))	Premium on new issue of shares (note 22 (b)(iii))	363,365	—	—	—	—	363,365
發行股份費用	Share issue expenses	(73,515)	—	—	—	—	(73,515)
本年度溢利	Profit for the year	—	—	171,391	—	—	171,391
撥往中國法定儲備 (附註(a))	Appropriation to PRC statutory reserve (note (a))	—	—	(8,577)	—	8,577	—
匯兌差額	Exchange differences	—	—	—	(324)	—	(324)
於二零零二年 三月三十一日	At 31st March 2002	289,850	623,689	248,440	(669)	14,259	1,175,569

23. 儲備 (續)

23. RESERVES (cont'd)

		本集團 Group					
		股份溢價 Share premium 港幣千元 HK\$'000	資本儲備 Capital reserve 港幣千元 HK\$'000	保留溢利 Retained earnings 港幣千元 HK\$'000	外匯儲備 Exchange reserve 港幣千元 HK\$'000	中國 法定儲備 PRC statutory reserve 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
代表：	Representing:						
儲備	Reserves	289,850	623,689	188,504	(669)	14,259	1,115,633
二零零二年度 擬派末期股息 (附註8)	2002 final dividend proposed (note 8)	—	—	59,936	—	—	59,936
於二零零二年 三月三十一日	At 31st March 2002	289,850	623,689	248,440	(669)	14,259	1,175,569
本公司及附屬公司	Company and subsidiaries	289,850	623,689	248,821	(669)	14,259	1,175,950
聯營公司	Associated companies	—	—	(381)	—	—	(381)
		289,850	623,689	248,440	(669)	14,259	1,175,569

23. 儲備 (續)

- (a) 根據中國有關法規，外資企業須把其除稅後溢利的 10% 撥往法定儲備，而該項儲備可用以填補往年度的虧損。
- (b) 根據重組，於二零零一年五月十四日，就神州數碼 (BVI) 及其附屬公司尚欠聯想及其附屬公司金額為港幣 344,024,000 元的集團間貸款，已藉神州數碼 (BVI) 向 Legend Holdings (BVI) Limited 配發及發行 2,591 股每股面值 1 美元的普通股予以資本化。此外，Legend Holdings (BVI) Limited 於同日以現金總代價港幣 157,309,000 港元認購神州數碼 (BVI) 股本中共 1,184 股每股面值 1 美元的普通股。
- (c) 合併差額指根據帳目附註 1 所述之重組而收購神州數碼 (BVI) 股本之面值港幣 40,000 元，以及本公司就互換而發行之股本面值港幣 75,718,000 元，兩者之間之差額。

23. RESERVES (cont'd)

- (a) Pursuant to the relevant PRC regulations, foreign investment enterprises are required to transfer 10% of its profit after taxation to statutory reserve, which can be used to make good previous years' losses.
- (b) Pursuant to the Reorganisation, intra-group loans in the sum of HK\$344,024,000 owing by Digital China (BVI) and its subsidiaries to Legend and its subsidiaries as at 14th May 2001 were capitalised by the allotment and issue of 2,591 ordinary shares of US\$1 each in the capital of Digital China (BVI) to Legend Holdings (BVI) Limited. Further, Legend Holdings (BVI) Limited subscribed ordinary shares of 1,184 of US\$1 each in the capital of Digital China (BVI) in cash at the aggregate consideration of HK\$157,309,000 on the same day.
- (c) The merger difference represents the difference between the nominal value of the share capital of Digital China (BVI) acquired of HK\$40,000 pursuant to the Reorganisation set out in note 1 to the accounts over the nominal value of the share capital of the Company of HK\$75,718,000 issued in exchange thereof.

23. 儲備 (續)

23. RESERVES (cont'd)

		本公司 Company			
		股份溢價 Share premium 港幣千元 HK\$'000	繳入盈餘 Contributed surplus (note(a)) 港幣千元 HK\$'000	保留溢利／ (累積虧損) Retained earnings/ (accumulated losses) 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
由二零零一年一月 二十五日 (註冊成立 日期) 至二零零一年 三月三十一日期內 之虧損	Loss for the period from 25th January 2001 (date of incorporation) to 31st March 2001	—	—	(6)	(6)
於二零零一年四月一日	At 1st April 2001	—	—	(6)	(6)
發行股份以交換附屬 公司股份所產生的 盈餘 (附註(a))	Surplus arising on issue of shares in exchange for shares in a subsidiary (note (a))	—	623,689	—	623,689
發行新股產生之溢價 (附註22(b)(iii))	Premium on new issue of shares (note 22 (b)(iii))	363,365	—	—	363,365
發行股份費用	Share issue expenses	(73,515)	—	—	(73,515)
本年度溢利	Profit for the year	—	—	60,492	60,492
於二零零二年 三月三十一日	At 31st March 2002	289,850	623,689	60,486	974,025
代表：	Representing:				
儲備	Reserves	289,850	623,689	550	914,089
二零零二年度擬派 末期股息 (附註8)	2002 final dividend proposed (note 8)	—	—	59,936	59,936
於二零零二年 三月三十一日	At 31st March 2002	289,850	623,689	60,486	974,025

23. 儲備 (續)

- (a) 本公司之繳入盈餘乃因重組而產生，指收購之附屬公司之綜合資產淨值港幣 699,407,000 元，高於本公司作為交換而發行之股本面值港幣 75,718,000 元之數。

根據百慕達公司法 (修訂) 及本公司之細則，繳入盈餘可分派予股東，惟本公司必須有能力償還到期之債務，而在該項分派後，本公司之總債項以及已發行股本及溢價乃低於其資產的可變現值。

23. RESERVES (cont'd)

- (a) The contributed surplus of the Company arose as a result of the Reorganisation and represents the excess of the consolidated net asset value of the subsidiaries acquired of HK\$699,407,000, over the nominal value of the share capital of HK\$75,718,000 of the Company issued in exchange thereof.

Under the Companies Act of Bermuda (as amended) and the Bye-Laws of the Company, the contributed surplus is distributable to the shareholders, provided that the Company will be able to pay its liabilities as they fall due and subsequent to the distribution, the aggregate amount of its total liabilities, as well as the issued share capital and premium is less than the realisable value of its assets.

24. 有關連人士交易

24. RELATED PARTY TRANSACTIONS

除在本帳目其他部份另作披露者外，本集團於本年度有以下重大之有關連人士交易。

Save as disclosed elsewhere in these accounts, the Group had the following material transactions with related parties during the year.

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
聯想及其附屬公司	Legend and its subsidiaries		
向本集團收回租金	Recharge of rental expenses to the Group	3,266	1,467
本集團應付淨利息支出	Net interest expenses payable by the Group	740	43,063
本集團銷售之貨物	Sales of goods by the Group	13,749	15,198
本集團購買之貨物	Purchase of goods by the Group	—	173
出售物業	Sales of properties	—	1,855
南明有限公司－股東	Right Lane Limited – a shareholder		
向本集團收回租金	Recharge of rental expenses to the Group	660	—
友訊科技股份有限公司	D-Link Corporation		
－少數股東	– a minority shareholder		
本集團購買之貨物	Purchases of goods by the Group	267,190	221,602
神州數碼管理系統有限公司	Digital China Management Systems Limited		
－聯營公司	– an associated company		
本集團收取之管理費	Management fee charged by the Group	967	—

董事認為，上述交易乃於日常和一般業務過程中按有關行業的慣例所決定的價格和條款及根據制約該等交易的協議條款而進行。

The Board of Directors are of the opinion that the above transactions were conducted in the ordinary and usual course of business of the Group at price and terms determined according to relevant industry practices and in accordance with the terms of the agreements governing such transactions.

25. 銀行融資

於二零零二年三月三十一日，本集團之可動用銀行信貸融資總額約為港幣3,062,000,000元（二零零一年：港幣2,110,000,000元），當中包括由本集團之附屬公司神州數碼有限公司提供擔保之三年可轉讓貸款融資，其金額最多為60,000,000美元（相等於港幣468,000,000元），而餘下的銀行信貸由本公司提供擔保。

25. BANKING FACILITIES

At 31st March 2002, the Group had available aggregate banking facilities of approximately HK\$3,062 million (2001: HK\$2,110 million). Included in the amount is a 3-year transferable loan facility of up to US\$60 million (equivalent to HK\$468 million) which was guaranteed by Digital China Limited, a subsidiary of the Group. The remaining banking facilities were guaranteed by the Company.

26. 承擔

(a) 資本承擔

(i) 物業

26. COMMITMENTS

(a) Capital commitments

(i) Properties

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
已訂約但未撥備	Contracted but not provided for	67,842	—

(ii) 向聯營公司投資

(ii) Capital contribution to an associated company

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
已訂約但未撥備	Contracted but not provided for	14,973	—

26. 承擔 (續)

26. COMMITMENTS (cont'd)

(b) 經營租賃承擔

於二零零二年三月三十一日，本集團及本公司按不可撤銷的土地及樓宇經營租賃於未來須付的最低租金總額如下：

(b) Commitments under operating leases

At 31st March 2002, the Group and the Company had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

		本集團 Group		本公司 Company	
		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
不遲於一年	Not later than one year	27,087	23,713	2,003	—
遲於一年而	Later than one year and not				
不遲於五年	later than five years	11,257	27,484	110	—
		38,344	51,197	2,113	—

27. 或然負債

27. CONTINGENT LIABILITIES

		本集團 Group		本公司 Company	
		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
銀行有追索權 之貼現票據	Discounted bills with recourse to banks	296,431	—	—	—
為附屬公司之銀行融資 提供之擔保	Guarantees for utilised banking facilities of subsidiaries	—	—	1,197,303	—
為附屬公司結欠供應商 提供之擔保	Guarantees for amounts due to suppliers of subsidiaries	—	—	305,349	—
		296,431	—	1,502,652	—

28. 綜合現金流量表附註

28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) 除稅前溢利與經營業務所得／（所耗）現金淨額之對帳表

(a) Reconciliation of profit before taxation to net cash inflow/(outflow) from operating activities

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
除稅前溢利	Profit before taxation	202,978	160,663
應佔聯營公司虧損	Share of losses of associated companies	381	—
利息收入	Interest income	(6,605)	(6,510)
利息支出	Interest expenses	45,892	58,332
折舊支出	Depreciation expenses	24,780	18,395
出售固定資產之（收益）／虧損	(Gain)/loss on disposal of fixed assets	(3,100)	18,201
固定資產減值扣除	Impairment charge of fixed assets	—	6,946
存貨減少／（增加）	Decrease/(increase) in inventories	90,084	(333,612)
應收帳款、按金、預付款項、 其他應收款項及應收 聯營公司款項增加	Increase in accounts receivable, deposits, prepayments, other receivables and amount due from associated companies	(304,791)	(178,108)
應付帳款、預提費用及 其他應付款項增加	Increase in accounts payable, accrued liabilities and other payables	376,747	38,368
應付聯想集團有限公司 款項減少	Decrease in amounts due to Legend Group Limited	(84,921)	(297,022)
經營業務所得／（所耗） 現金淨額	Net cash inflow/(outflow) from operating activities	341,445	(514,347)

28. 綜合現金流量表附註(續)

28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (cont'd)

(b) 融資變動分析

(b) Analysis of changes in financing

		股本 (包括股份溢價) Share capital (including share premium)		資本儲備 Capital reserve		銀行借貸 Bank borrowings		少數股東權益 Minority interests	
		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
年初結餘	Balance at the beginning of the year	100	—	198,074	151,599	813,084	—	53,184	—
(償還銀行借貸) /	(Repayment of bank borrowings)/								
新增銀行借貸	new bank borrowings raised	—	—	—	—	(623,503)	813,084	—	—
聯想向神州數碼	Capital injected by Legend to								
(BVI) 注資	Digital China (BVI)	—	—	157,309	—	—	—	—	—
(附註 23(b))	(note 23(b))								
神州數碼 (BVI) 將	Capitalisation by Digital China (BVI)								
應付予聯想之	in respect of amount due to								
款項撥充資本	Legend								
(附註 23(b))	(note 23(b))	—	—	343,984	46,475	—	—	—	—
發行股份收購	Issue of shares for acquisition								
附屬公司及	of subsidiaries and								
合併產生之差額	difference on merger								
(附註 22(b)(ii)	(note 22(b)(ii)								
及 23(c))	and 23(c))	75,618	100	(75,678)	—	—	—	—	—
發行股份	Issue of shares	373,515	—	—	—	—	—	—	—
發行股份費用	Share issue expenses	(73,515)	—	—	—	—	—	—	—
少數股東注資	Capital injected by a minority								
	shareholder	—	—	—	—	—	—	—	34,242
少數股東權益	Minority interests in share								
所佔溢利	of profit	—	—	—	—	—	—	20,580	18,942
年終結餘	Balance at the end of the year	375,718	100	623,689	198,074	189,581	813,084	73,764	53,184

28. 綜合現金流量表附註（續）

(c) 現金及現金等價物之分析

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
現金及銀行結餘	Cash and bank balances	472,707	251,060
還款期少於三個月之銀行借貸	Bank borrowings with terms less than three months	(188,188)	—
		284,519	251,060

(d) 重大非現金交易

- (i) 根據重組，於二零零一年五月十四日，就神州數碼 (BVI) 及其附屬公司尚欠聯想及其附屬公司金額為港幣 344,024,041 元的集團間貸款，已藉神州數碼 (BVI) 向本集團當時之直屬控股公司 Legend Holdings (BVI) Limited 配發及發行 2,591 股每股面值 1 美元的普通股予以資本化。
- (ii) 於二零零一年五月十五日，本公司收購神州數碼 (BVI) (現為本公司之附屬公司) 的全部已發行股本，並以列為繳足方式向聯想配發及發行 756,181,609 股普通新股及把首期股份列為繳足作為支付。

28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (cont'd)

(c) Analysis of cash and cash equivalents

		二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000
Cash and bank balances		472,707	251,060
Bank borrowings with terms less than three months		(188,188)	—
		284,519	251,060

(d) Major non-cash transactions

- (i) Pursuant to the Reorganisation, the intra-group loans in the sum of HK\$344,024,041 owing by Digital China (BVI) and its subsidiaries to Legend and its subsidiaries as at 14th May 2001 were capitalised by the allotment and issue of 2,591 ordinary shares of US\$1 each in the capital of Digital China (BVI) to Legend Holdings (BVI) Limited, the then immediate holding company of the Group.
- (ii) The Company allotted and issued a total of 756,181,609 new ordinary shares of HK\$0.10 each on 15th May 2001 credited as fully paid to Legend and credited as fully paid the initial shares as consideration for the acquisition of the entire issued share capital Digital China (BVI) which is now a subsidiary of the Company.

29. 主要附屬公司詳情

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES

於二零零二年三月三十一日，主要附屬公司之詳情如下：

Particulars of the principal subsidiaries as at 31st March 2002 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
直接持有： Directly held:				
Digital China (BVI) Limited	英屬維爾京群島 British Virgin Islands	普通股 5,125 美元 Ordinary shares US\$5,125	100%	投資控股 Investment holding
間接持有： Indirectly held:				
Alternate Agents Limited	英屬維爾京群島 British Virgin Islands/ 中國 PRC	普通股 1美元 Ordinary shares US\$1	100%	提供後勤 支援服務 Provision of supporting services
神州數碼有限公司 Digital China Limited	香港 Hong Kong	普通股 港幣2元 Ordinary shares HK\$2	100%	投資控股 Investment holding
神州數碼（中國）有限公司 （前稱聯想神州數碼有限公司） (i) 及 (ii) Digital China (China) Limited (formerly known as Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣20,000,000元 Registered capital HK\$20,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
成都神州數碼有限公司 (前稱成都聯想神州數碼有限公司) (i) 及 (ii) Chengdu Digital China Limited (formerly known as Chengdu Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 5,000,000 元 Registered capital HK\$5,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
瀋陽神州數碼有限公司 (前稱瀋陽聯想神州數碼有限公司) (i) 及 (ii) Shenyang Digital China Limited (formerly known as Shenyang Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 5,000,000 元 Registered capital HK\$5,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
上海神州數碼有限公司 (前稱上海聯想神州數碼有限公司) (i) 及 (ii) Shanghai Digital China Limited (formerly known as Shanghai Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 10,000,000 元 Registered capital HK\$10,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
神州數碼(深圳)有限公司 (前稱聯想神州數碼(深圳)有限公司) (i) 及 (ii) Digital China (Shenzhen) Limited (formerly known as Legend Digital China (Shenzhen) Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 12,000,000 元 Registered capital HK\$12,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
西安神州數碼有限公司 (前稱西安聯想神州數碼有限公司) (i) 及 (ii) Xian Digital China Limited (formerly known as Xian Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 5,000,000 元 Registered capital HK\$5,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
武漢神州數碼有限公司 (前稱武漢聯想神州數碼有限公司) (i) 及 (ii) Wuhan Digital China Limited (formerly known as Wuhan Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 5,000,000 元 Registered capital HK\$5,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
南京神州數碼有限公司 (前稱南京聯想神州數碼有限公司) (i) 及 (ii) Nanjing Digital China Limited (formerly known as Nanjing Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 3,000,000 元 Registered capital HK\$3,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
廣州神州數碼有限公司 (前稱廣州聯想神州數碼有限公司) (i) 及 (ii) Guangzhou Digital China Limited (formerly known as Guangzhou Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 12,000,000 元 Registered capital HK\$12,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
濟南神州數碼有限公司 (前稱濟南聯想神州數碼有限公司) (i) 及 (ii) Jinan Digital China Limited (formerly known as Jinan Legend Digital China Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 2,000,000 元 Registered capital HK\$2,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
神州數碼(上海)網絡有限公司 (前稱聯想網絡(上海)有限公司) (i) 及 (ii) Digital China (Shanghai) Networks Limited (formerly known as Legend Networks (Shanghai) Limited) (i) & (ii)	中國 PRC	註冊資本 港幣 3,000,000 元 Registered capital HK\$3,000,000	56.1%	進行分銷網絡 產品業務 Distribution of networking products business
Digital China Marketing & Services Ltd.	英屬維爾京群島 British Virgin Islands	普通股 1 美元 Ordinary shares US\$1	100%	投資控股 Investment holding
神州數碼科技發展有限公司 Digital China Technology Limited	香港 Hong Kong/ 中國 PRC	普通股 港幣 1,000,000 元 Ordinary shares HK\$1,000,000	100%	進行採購代理 及分銷資訊科技 產品業務 Procurement agent and distribution of IT products business
神州數碼集成系統有限公司 Digital China Advanced Systems Limited	香港 Hong Kong/ 中國 PRC	普通股 港幣 1,000,000 元 Ordinary shares HK\$1,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
安迪亞有限公司 (前稱聯想科技發展有限公司) Adea Limited (formerly known as Legend Technology Limited)	香港 Hong Kong/ 中國 PRC	普通股港幣 2 元 無投票權遞延股份 港幣 100,000,002 元 Ordinary shares HK\$2 Non-voting deferred shares HK\$100,000,002	100%	進行採購代理 及分銷資訊科技 產品業務 Procurement agent and distribution of IT products business
奧得利有限公司 (前稱聯想集成系統有限公司) Adeline Limited (formerly known as Legend Advanced Systems Limited)	香港 Hong Kong/ 中國 PRC	普通股 港幣 10,000,000 元 Ordinary shares HK\$10,000,000	100%	進行系統集成 及分銷資訊科技 產品業務 Systems integration and distribution of IT products business
E-Olympic International Limited	英屬維爾京群島 British Virgin Islands	普通股 1 美元 Ordinary shares US\$1	100%	持有商標 Holding of trademarks
Digital China Networks, Ltd. (formerly known as Legend Networks, Ltd.)	英屬維爾京群島 British Virgin Islands/ 中國 PRC	普通股 10,000,000 美元 Ordinary shares US\$10,000,000	56.1%	投資控股 Investment holding

29. 主要附屬公司詳情 (續)

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

附屬公司名稱 Name of subsidiary	註冊成立／ 營運地點 Place of incorporation/ operation	已發行及 繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital	應佔股本 權益比例 Percentage of attributable equity interest	主要業務 Principal activities
神州數碼網絡(香港)有限公司 (前稱聯想網絡(香港)有限公司) Digital China Networks (HK) Limited (formerly known as Legend Networks (HK) Limited)	香港 Hong Kong/ 中國 PRC	普通股 港幣 2 元 Ordinary shares HK\$2	56.1%	進行採購代理 及分銷網絡 產品業務 Procurement agent and distribution of networking products business
Talent Gain Developments Limited	英屬維爾京群島 British Virgin Islands	普通股 1 美元 Ordinary shares US\$1	100%	投資控股 Investment holding

附註：

Notes:

- (i) 除註明 (i) 之公司為符合各自當地監管規則而採用十二月三十一日為其財政年度年結日外，所有本集團現時屬下各公司均採用三月三十一日為其財政年度年結日。
- (ii) 該等公司乃在中華人民共和國成立的外資獨資企業。該等公司之英文名稱乃直譯自註冊登記之中文名稱。

- (i) All companies now comprising the Group adopt 31st March as their financial year end date with the exception of the companies marked with (i) which adopt 31st December as their financial year end date in compliance with the respective local regulations.
- (ii) These companies are set up as wholly foreign-owned enterprises in the People's Republic of China. The English names of these companies are direct translation of their Chinese registered names.

29. 主要附屬公司詳情 (續)

董事會認為上表所載之本公司直接或間接持有之附屬公司對本集團本年度業績有重大影響或佔本集團資產淨值之重大部份。董事會認為倘列出所有附屬公司資料，將使篇幅過於冗長。

30. 帳目之核准

本帳目已於二零零二年六月五日經董事會核准。

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

The above table includes the direct or indirect subsidiaries of the Company which, in the opinion of the Board of Directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of all subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

30. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 5th June 2002.