

# Notes to Financial Statements

## 財務報表附註

31 March 2003

二零零三年三月三十一日

### 1. Corporate Information

The head office and principal place of business of Digital China Holdings Limited in Hong Kong is located at Suite 2008, 20/F, Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

During the year, the Group was involved in the following principal activities:

- distribution of information technology ("IT") products
- provision of systems integration services
- development and distribution of networking products

### 2. Group Reorganisation

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 15 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 15 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 23 May 2001. The Company's shares were listed on the Stock Exchange on 1 June 2001.

### 1. 公司資料

Digital China Holdings Limited (神州數碼控股有限公司)之香港總辦事處及主要業務地點位於香港鰂魚涌英皇道979號太古坊德宏大廈20樓2008室。

本集團於本年度內從事以下主要業務：

- 分銷資訊科技產品
- 提供系統集成服務
- 開發及分銷網絡產品

### 2. 集團重組

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公司重組(「重組」)，本公司於二零零一年五月十五日成為現時組成本集團各公司之控股公司。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。

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### 3. Impact of New and Revised Statements of Standard Accounting Practice (“SSAPs”)

The following new and revised SSAPs are effective for the first time for the current year's financial statements:

- SSAP 1 (Revised) : “Presentation of financial statements”
- SSAP 11 (Revised) : “Foreign currency translation”
- SSAP 15 (Revised) : “Cash flow statements”
- SSAP 34 : “Employee benefits”

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group's accounting policies and on the amounts disclosed in these financial statements of those SSAPs which have had a significant effect on the financial statements are summarised as follows:

SSAP 1 prescribes the basis for the presentation of financial statements and sets out guidelines for their structure and minimum requirements for the content thereof. The principal impact of the revision of this SSAP is that a consolidated statement of changes in equity is now presented on pages 45 and 46 of the financial statements in place of the consolidated statement of recognised gains and losses that was previously required and in place of the Group's reserves note.

### 3. 新訂及經修訂會計實務準則(「會計實務準則」)之影響

下列新訂及經修訂之會計實務準則乃首次採納以編製本年度之財務報表：

- 會計實務準則 : 「財務報表之呈報」第1號(經修訂)
- 會計實務準則 : 「外幣折算」第11號(經修訂)
- 會計實務準則 : 「現金流量表」第15號(經修訂)
- 會計實務準則 : 「員工福利」第34號

該等會計實務準則規定新會計計算準則及披露慣例。對本財務報表具有重大影響之該等會計實務準則，其對本集團會計政策及於本財務報表披露之金額之主要影響概述如下：

會計實務準則第1號規定財務報表之呈報，及載有其內容架構及最低要求之指引。該會計實務準則之修訂之重大影響為現時於財務報表第45及46頁呈報綜合權益變動表，以取代過往規定之綜合已確認損益表及本集團之儲備附註。

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### 3. Impact of New and Revised Statements of Standard Accounting Practice (“SSAPs”) (cont’d)

SSAP 11 prescribes the basis for the translation of foreign currency transactions and financial statements. The principal impact of the revision of this SSAP on the consolidated financial statements is that the profit and loss accounts of overseas subsidiaries and associates are now translated to Hong Kong dollars at the weighted average exchange rates for the year, whereas previously they were translated at the exchange rates ruling at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements.

SSAP 15 prescribes the revised format for the cash flow statement. The principal impact of the revision of this SSAP is that the consolidated cash flow statement now presents cash flows under three headings, cash flows from operating, investing and financing activities, rather than the five headings previously required. In addition, cash flows from overseas subsidiaries arising during the year are now translated to Hong Kong dollars at the exchange rates at the dates of the transactions, or at an approximation thereto, whereas previously they were translated at the exchange rates at the balance sheet date, and the definition of cash equivalents for the purpose of the consolidated cash flow statement has been revised. Further details of these changes are included in the accounting policies for “Cash and cash equivalents” and “Foreign currencies” in note 4 and in note 30(a) to the financial statements.

### 3. 新訂及經修訂會計實務準則(「會計實務準則」)之影響(續)

會計實務準則第11號規定外幣交易及財務報告外幣折算之基準。該會計實務準則之修訂對綜合財務報表之重大影響為海外附屬公司及聯營公司之損益表現以年內之加權平均滙率折算為港幣，而非採用過往要求以資產負債表結算日之滙率折算。採納經修訂會計實務準則第11號對本財務報表並無重大影響。

會計實務準則第15號規定現金流量表之經修訂形式。該會計實務準則之修訂之重大影響為綜合現金流量表現將現金流量分類為經營、投資及融資活動之現金流量三項，而非如過往規定之五項。此外，海外附屬公司於本年度產生之現金流量現按交易日期之滙率或概約滙率折算為港幣，而過往現金流量乃按資產負債表結算日之滙率折算，而且對於綜合現金流量表而言，現金等價物的定義已作修訂。有關該等更改之進一步詳情載於財務報表附註4之「現金及現金等價物」及「外幣」會計政策及附註30(a)內。

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### 3. Impact of New and Revised Statements of Standard Accounting Practice (“SSAPs”) (cont’d)

SSAP 34 prescribes the recognition and measurement criteria to apply to employee benefits, together with the required disclosures in respect thereof. The adoption of this SSAP has resulted in no change to the previously adopted accounting treatments for employee benefits. In addition, disclosures are now required in respect of the Company’s share option scheme, as detailed in note 28 to the financial statements. These share option scheme disclosures are similar to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) disclosures previously included in the Report of the Directors, which are now required to be included in the notes to the financial statements as a consequence of the SSAP.

### 4. Summary of Significant Accounting Policies

#### Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention.

#### Basis of Consolidation and Presentation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2003. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

### 3. 新訂及經修訂會計實務準則（「會計實務準則」）之影響（續）

會計實務準則第34號規定適用於員工福利之確認及計算準則，連同有關之規定披露事項。採納該會計實務準則並無更改過往採納有關員工福利之會計處理方法。此外，現規定須就本公司之購股權計劃作出披露，詳情見財務報表附註28。該等購股權計劃披露事項與香港聯合交易所有限公司證券上市規則（「上市規則」）所規定之披露事項類似，過往載於董事會報告，而現時購股權計劃披露事項因該會計實務準則規定而載入財務報表附註。

### 4. 主要會計政策概要

#### 編製基準

本財務報表乃根據香港會計實務準則、香港普遍採納之會計原則及香港公司條例之披露規定，以歷史成本原則編製。

#### 綜合及呈報基準

綜合財務報表包括本公司及其附屬公司截至二零零三年三月三十一日止年度的財務報表。年內購入或出售的附屬公司的業績，分別自收購日起或至出售日止綜合計算。本集團系內各公司之間的所有重大交易及結餘已於綜合時對銷。

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Basis of Consolidation and Presentation (cont'd)

Minority interests represent the interests of outside shareholders in the results and net assets of the Company's subsidiaries.

As mentioned in note 2 to the financial statements, the Reorganisation was completed on 15 May 2001, the consolidated financial statements for the year ended 31 March 2002 were prepared using the merger basis of accounting as permitted by SSAP 27 "Accounting for group reconstructions" issued by the Hong Kong Society of Accountants as if the Company had been the holding company of the Group throughout the year.

#### Subsidiaries

A subsidiary is a company whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's investment in a subsidiary is stated at cost less any impairment losses.

#### Associates

An associate is a company, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

### 4. 主要會計政策概要 (續)

#### 綜合及呈報基準 (續)

少數股東權益指外界股東佔本公司附屬公司業績和資產淨值的權益。

如財務報表附註2所述，重組於二零零一年五月十五日完成，本集團採用香港會計師公會頒佈之會計實務準則第27號「集團重組之會計方式」所允許之合併會計方法編製截至二零零二年三月三十一日止年度之綜合財務報表，並猶如本公司於整個年度一直為本集團之控股公司。

#### 附屬公司

附屬公司乃本公司直接或間接控制其財務及經營政策從而令本集團因其活動而受益之公司。

附屬公司之業績按已收及應收之股息於本公司損益表內列帳。本公司於附屬公司之投資乃按成本減去任何減值損失列帳。

#### 聯營公司

聯營公司為附屬公司或共同控制實體以外由本集團持有其一般不少於20%附有投票權之股本之長期權益並對其行使重大影響力之公司。

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Associates (cont'd)

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Goodwill or negative goodwill arising from the acquisition of associates is included as part of the Group's interests in associates.

#### Goodwill

Goodwill arising on the acquisition of subsidiaries and associates represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life of 10 years. In the case of associates, any unamortised goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

On disposal of subsidiaries and associates, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate.

The carrying amount of goodwill is reviewed annually and written down for impairment when it is considered necessary. A previously recognised impairment loss for goodwill is not reversed unless the impairment loss was caused by a specific external event of an exceptional nature that was not expected to recur, and subsequent external events have occurred which have reversed the effect of that event.

### 4. 主要會計政策概要(續)

#### 聯營公司(續)

綜合損益表及綜合儲備分別包括本集團應佔聯營公司之收購後業績及儲備。本集團於聯營公司之權益乃根據權益會計法按本集團應佔淨資產減任何減值損失於綜合資產負債表列帳。因收購聯營公司而產生之商譽或負商譽會作為本集團於聯營公司之部份權益列帳。

#### 商譽

因收購附屬公司及聯營公司而產生之商譽指收購成本高於本集團應佔已收購可辨別資產及負債於收購日期之公平價值之金額。

因收購而產生之商譽乃於綜合資產負債表確認為資產，並以直線法按預計可使用年期為十年內撇銷。倘屬聯營公司，任何未攤銷商譽會列入有關帳面值，而非另行於綜合資產負債表列作已辨別資產。

於出售附屬公司及聯營公司時，出售之盈虧乃參照出售日期之淨資產(包括尚未攤銷之商譽金額及任何相關儲備(如適用))計算。

本集團會每年檢討商譽之帳面值，並於有需要時就減值撇減帳面值。除非有關減值損失是因性質特殊而且預期不再發生之外在特別事件而產生，而且其後產生之外在事件亦消滅了該項事件之影響，否則過往已確認之商譽減值損失不得撥回。

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Negative Goodwill

Negative goodwill arising on the acquisition of subsidiaries and associates represents the excess of the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the consolidated profit and loss account when the future losses and expenses are recognised.

To the extent that negative goodwill does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the consolidated profit and loss account on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair values of the acquired non-monetary assets is recognised as income immediately.

In the case of associates, any negative goodwill not yet recognised in the consolidated profit and loss account is included in the carrying amount thereof, rather than as a separately identified item on the consolidated balance sheet.

On disposal of subsidiaries and associates, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of negative goodwill which has not been recognised in the consolidated profit and loss account and any relevant reserves as appropriate.

### 4. 主要會計政策概要 (續)

#### 負商譽

因收購附屬公司及聯營公司而產生之負商譽指本集團應佔所收購可辨別資產與負債於收購日期之公平價值高於收購成本之金額。

倘負商譽與收購計劃已辨別之預期未來虧損及開支有關，並能可靠地計算時（但並非為於收購當日之可辨別負債），則該部份的負商譽會於未來虧損及開支確認時在綜合損益表確認為收入。

倘負商譽與於收購日期之可辨別預期未來虧損及開支無關，則負商譽會於綜合損益表內有系統地按所收購可予折舊／攤銷資產之平均剩餘可使用年期內確認。負商譽超逾所收購之非貨幣資產之公平價值部份會即時確認為收入。

倘屬聯營公司，尚未於綜合損益表內確認之任何負商譽會計入有關賬面值，而並非於綜合資產負債表分開呈列。

出售附屬公司及聯營公司時，出售之損益乃參照出售日期之資產淨值（包括尚未於綜合損益表內確認之應佔負商譽及任何有關儲備（倘適用））計算。

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

#### Impairment of Assets

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated at the higher of the asset's value in use or its net selling price.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the profit and loss account in the period in which it arises.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises.

### 4. 主要會計政策概要(續)

#### 有關連人士

有關連人士指有能力直接或間接控制對方或於其作出財務及經營決策時行使重大影響力者。倘受到共同控制或共同重大影響力，亦會被視為有關連人士。有關連人士可為個人或企業實體。

#### 資產減值

本集團會於每個資產負債表結算日評估是否有任何跡象顯示資產出現減值，或往年已確認之資產減值損失是否不再存在或已減少。倘有任何該等跡象，則會估計資產之可收回值。資產之可收回值乃按資產使用價值或其淨售價之較高者計算。

減值損失僅於資產之帳面值超過其可收回值時方予以確認。減值損失乃於產生期間內自損益表扣除。

過往已確認之減值損失僅於釐定資產可收回值時使用之估計方法更改時撥回，然而，撥回之金額不得超過倘資產於往年並無確認減值損失時可釐定之帳面值(扣除任何折舊／撇銷)。減值損失之撥回乃於產生期間內記入損益表。



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### 4. Summary of Significant Accounting Policies (cont'd)

#### Fixed Assets and Depreciation

Fixed assets, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the fixed asset, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land use right, leasehold land and buildings	Over the lease terms or 2% to 5%, whichever is shorter
Leasehold improvements	Over the lease terms or 20%, whichever is shorter
Office equipment	10% to 20%
Motor vehicles	10% to 20%

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

### 4. 主要會計政策概要 (續)

#### 固定資產及折舊

在建工程以外之固定資產乃按成本值減累積折舊及任何減值損失列帳。資產之成本值包括其購買價及使其達致運作狀態及地點作擬定用途所付出之任何直接成本。固定資產投入運作後所產生之費用(例如維修費及保養費)一般會於產生期間內自損益表扣除。倘能清楚顯示有關費用已導致預計使用有關固定資產可得之未來經濟效益增加,則有關費用會資本化作為該資產之額外成本。

折舊乃以直線法按每項資產之預計可使用年期撇銷其成本值計算。所採用之主要折舊年率如下:

土地使用權, 租賃土地及樓宇	按租約期間或2%至5% (以較短者為準)
租賃裝修	按租約期間或20% (以較短者為準)
辦公室設備	10%至20%
汽車	10%至20%

於損益表內確認出售或棄置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。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Fixed Assets and Depreciation (cont'd)

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of fixed assets when completed and ready for use.

#### Intangible Assets

##### *Research and Development Costs*

All research costs are charged to the profit and loss account as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the projects are clearly defined; the expenditure is separately identifiable and can be measured reliably; there is reasonable certainty that the projects are technically feasible; and the products have commercial value. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding two years, commencing from the date when the products are put into commercial production.

### 4. 主要會計政策概要(續)

#### 固定資產及折舊(續)

在建工程指興建中之樓宇，乃按成本減任何減值損失列帳，惟不計提折舊。成本包括直接建築成本及於興建期間內與所借貸資金有關的已資本化之借貸成本。在建工程於竣工及投用時重新分類為適當之固定資產類別。

#### 無形資產

##### *研究及開發成本*

所有研究成本於產生時自損益表中扣除。

進行開發新產品之項目時產生之費用僅於項目可清楚界定；有關費用可分開辨別及可靠地計算；可合理確定有關項目在技術上可行；及產品具有商業價值時，方予以資本化及遞延。並不符合該等準則之產品開發費用乃於產生期間列作支出。

遞延開發成本乃按成本減任何減值損失列帳，並於有關產品之商業壽命為不超過兩年(自有關產品投入商業生產之日起計)內以直線法攤銷。

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Operating Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the profit and loss account on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted-average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

#### Contract Accounting

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise equipment and material costs, subcontracting costs, direct labour and an appropriate proportion of variable and fixed overheads.

Revenue from fixed price contracts is recognised on the percentage of completion method, measured by reference to the proportion of work completed to date to the estimated total work of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management.

### 4. 主要會計政策概要 (續)

#### 經營租賃

資產擁有權之大部份回報及風險仍歸於出租人之租賃列為經營租賃。倘本集團為出租人，本集團根據經營租賃租出之資產列入非流動資產，而根據經營租賃應收之租金以直線法於租約期間記入損益表。倘本集團為承租人，根據經營租賃應付之租金以直線法於租約期間自損益表中扣除。

#### 存貨

存貨乃按成本值及可變現淨值兩者中之較低者列帳。成本值乃以加權平均基準釐定。可變現淨值按預算售價扣減於完成及出售時將產生之任何預算成本計算。

#### 合約會計

合約收入包括已訂約之合約價值及適當之更改訂單款、賠償款及獎金。合約成本包括設備及物料成本、分包成本、直接勞工成本及適當比例之非固定和固定費用。

來自固定價值合約之收入按完工百分比方法確認入帳，而完工百分比則按個別合約計至資產負債表結算日之完工部份佔有關合約之估計整項工作之比例計算。

管理層一旦預期有任何虧損時，將對該等虧損即時作出撥備。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Contract Accounting (cont'd)

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

#### Cash and Cash Equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Prior to the adoption of the revised SSAP 15 during the year, as explained in note 3 to the financial statements, cash equivalents in the consolidated cash flow statement also included advances from banks repayable within three months from the date of the advance, in addition to bank overdrafts. This change in definition has resulted in a prior year adjustment relating to trust receipt loans, further details of which are included in note 30(a) to the financial statements.

### 4. 主要會計政策概要(續)

#### 合約會計(續)

當計至資產負債表結算日之合約成本加已確認溢利減已確認虧損超出進度款額，超出部份列為應收合約客戶款。

當進度款額超出計至資產負債表結算日之合約成本加已確認溢利減已確認虧損數額時，超出部份列為應付合約客戶款。

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭上現金及活期存款，以及可隨時兌換為已知數額現金、價值變動風險並不重大及一般於收購後三個月內到期之短期高流動性投資，減按通知償還之銀行透支，並為本集團現金管理之主要部份。

於本年度採納經修訂會計實務準則第15號前，如財務報表附註3所詳述，除銀行透支外，載於綜合現金流量表之現金等價物亦包括須於墊款日期起計三個月內償還之銀行墊款。該釋義之改動導致有關信託收據貸款之以前年度調整，有關之進一步詳情載於財務報表附註30(a)。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Cash and Cash Equivalents (cont'd)

For the purpose of the balance sheet, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### Deferred Tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

#### Revenue Recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) contract revenue, on the percentage of completion basis, as further explained in the accounting policy for "Contract Accounting" above;
- (c) interest income, on a time proportion basis taking into account the principal outstanding and the effective interest rate applicable; and
- (d) dividends income, when the shareholders' right to receive payment has been established.

### 4. 主要會計政策概要 (續)

#### 現金及現金等價物 (續)

就資產負債表而言，現金及銀行結餘包括手頭現金及銀行結存，包括並無限制用途之定期存款。

#### 遞延稅項

遞延稅項是指對所有重大之時間差距因在可預見將來可能引起負債而採用負債法計提撥備。遞延稅項資產於直至可合理毫無疑問肯定變現後方予以確認。

#### 收入確認

收入於經濟效益將可能流入本集團及能可靠地計算收入時方按以下基準確認：

- (a) 銷售貨物所得收入乃於所有權之重大風險及回報已轉讓予買方時確認，惟本集團並無參與一般與擁有權有關之管理，亦無售出貨物之有效控制權；
- (b) 合約收入按完工百分比之基準確認，詳情見上文「合約會計」之會計政策；
- (c) 利息收入以未償還之本金及適用之實際利率按時間比例計算；及
- (d) 股息收入於股東收取股息之權利確立時確認。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Employee Benefits

##### *Employment Ordinance Long Service Payments*

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A contingent liability is disclosed in respect of possible future long service payments to employees, as a number of current employees have achieved the required number of years of service to the Group, to the balance sheet date, in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated in the circumstances specified. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

### 4. 主要會計政策概要(續)

#### 員工福利

##### *僱傭條例長期服務金*

若干本集團僱員已完成所需為本集團服務年數，以符合資格在離職時領取香港僱傭條例項下之長期服務金。倘僱員離職之原因符合僱傭條例所列明之情況，則本集團須支付有關款項。

由於在資產負債表結算日，一些現有僱員已達到所需為本集團服務的年數，以符合資格在特定之離職情況下領取香港僱傭條例項下之長期服務金，因此，將可能須支付予僱員之未來長期服務金披露為或然負債。由於認為有關情況將不會導致未來有重大資源的流出，因此並未就該等可能性款項確認撥備。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Employee Benefits (cont'd)

##### *Pension Schemes*

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' salaries and are charged to the profit and loss account as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are partially refunded to the Group when the employee leaves employment prior to the contributions vesting fully.

The employees of the Group's subsidiaries which operate in the Mainland of the People's Republic of China ("PRC") are required to participate in a central pension scheme operated by the local municipal government. Contributions are made based on a percentage of the participating employees' salaries and are charged to the profit and loss account as they become payable in accordance with the rules of the central pension scheme.

### 4. 主要會計政策概要 (續)

#### 員工福利 (續)

##### *退休金計劃*

本集團根據強制性公積金計劃條例，為合資格參與定額供款強制性公積金退休福利計劃（「強積金計劃」）之僱員營辦該計劃。供款乃按僱員薪金之某一百分比計算，並於根據強積金計劃之規則規定應付時自損益表中扣除。強積金計劃之資產以獨立管理基金形式持有，與本集團其他資金分開管理。本集團之僱主供款於向強積金計劃供款時，即全數撥歸僱員，惟本集團之僱主自願性供款部份，倘僱員於合資格取得全數供款前離職，則部份僱主自願性供款會退還予本集團。

本集團於中華人民共和國（「中國」）內地經營業務之附屬公司之僱員須參與由中國地方政府營辦之中央退休金計劃。供款乃根據參與僱員之薪金的一定百分比計算，並於根據中央退休金計劃之規則規定應付時自損益表中扣除。

# Notes to Financial Statements

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Employee Benefits (cont'd)

##### Share Option Schemes

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of share 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 aggregate 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, or which lapse, are deleted from the register of outstanding options.

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

### 4. 主要會計政策概要(續)

#### 員工福利(續)

##### 購股權計劃

本公司為了向對本集團業務之成功作出貢獻之合資格參與者提供獎勵及回報而營辦購股權計劃。根據購股權計劃授出之購股權之財務影響於購股權獲行使後，方會於本公司或本集團之資產負債表內記錄，而其成本不會於損益表或資產負債表記錄為費用。於購股權獲行使時，本公司會按股份面值記錄因此發行之股份，作為額外股本，而本公司會於股份溢價帳記錄每股行使價總額高於股份面值之金額。於行使日期前已註銷或已告失效之購股權會於尚未行使購股權之登記冊內刪除記錄。

#### 貸款成本

與收購、建築或生產合資格資產(即需要長時間方可作擬定用途或出售之資產)而直接產生之借貸成本將被資本化，作為有關資產成本之一部份。待有關資產大致上可投入其擬定用途或出售時，該等借貸成本將會停止資本化，等待作為合資格資產支出之特定貸款之暫時性投資所賺取之投資收入從資本化之借貸成本中扣除。



# Notes to Financial Statements

## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's Bye-Laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

#### Foreign Currencies

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable exchange rates ruling at that date. Exchange differences are dealt with in the profit and loss account.

On consolidation, the financial statements of overseas subsidiaries and associates are translated into Hong Kong dollars using the net investment method. The profit and loss accounts of overseas subsidiaries and associates are translated into Hong Kong dollars at the weighted average exchange rates for the year, and their balance sheets are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

### 4. 主要會計政策概要 (續)

#### 股息

董事建議派發之末期股息另行於資產負債表分類為資本及儲備項下之保留溢利分配，直至於股東大會上獲得股東批准為止。股息於獲得股東批准及宣派後即會確認為負債。

由於本公司之細則授權董事宣派中期股息，因此，中期股息乃同時建議及宣派。故此，中期股息於建議及宣派時即確認為負債。

#### 外幣

外幣交易乃按交易日之適用匯率記錄。於資產負債表結算日以外幣定值之貨幣資產及負債均按該日之適用匯率折算。滙兌差額於損益表處理。

於綜合帳目時，海外附屬公司及聯營公司之財務報表使用投資淨額法折算為港幣。海外附屬公司及聯營公司之損益表按年內之加權平均匯率折算為港幣，而彼等之資產負債表按資產負債表結算日之匯率折算為港幣。由此所產生之換算差額列入滙兌波動儲備。

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## 財務報表附註

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### 4. Summary of Significant Accounting Policies (cont'd)

#### Foreign Currencies (cont'd)

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Prior to the adoption of the revised SSAPs 11 and 15 during the year, as explained in note 3 to the financial statements, the profit and loss accounts of overseas subsidiaries and associates and the cash flows of overseas subsidiaries were translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements, while the adoption of the revised SSAP 15 has resulted in changes to the layout of the consolidated cash flow statement, further details of which are included in note 30(a) to the financial statements.

### 5. Segment Information

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

### 4. 主要會計政策概要(續)

#### 外幣(續)

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之滙率折算為港幣。海外附屬公司於整個年度內經常產生之現金流量按年內之加權平均滙率折算為港幣。

於本年度內採納經修訂會計實務準則第11號及第15號前，如財務報表附註3所詳述，海外附屬公司及聯營公司之損益表，以及海外附屬公司之現金流量按資產負債表結算日之滙率折算為港幣。採納經修訂會計實務準則第11號對本財務報表並無任何重大影響，而採納經修訂會計實務準則第15號導致綜合現金流量表之形式改變，有關之進一步詳情載於財務報表附註30(a)。

### 5. 分部資料

分部資料乃以兩種分部方式呈報：(i)按基本分部列報方式－業務分部；及(ii)按輔助分部列報方式－地域分部。

# Notes to Financial Statements

## 財務報表附註

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### 5. Segment Information (cont'd)

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

- (a) distribution of IT products includes sale of computers, servers, notebook computers, printers and peripherals;
- (b) provision of systems integration services includes provision of technical support services and training, IT outsourcing services and sale of hardware and software; and
- (c) development and distribution of networking products includes development and sale of network interface cards, hubs, switches, routers, network security products, remote access servers and network software.

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.

### 5. 分部資料(續)

本集團之經營業務乃根據經營性質及所提供之產品及服務來分開組織及管理。每個本集團業務分部指所提供產品及服務面對之風險及回報與其他業務分部有所不同之策略性業務單位。業務分部之概要詳情如下：

- (a) 分銷資訊科技產品包括銷售電腦、伺服器、筆記本電腦、打印機及周邊產品；
- (b) 提供系統集成服務包括提供技術支援服務及培訓、資訊科技外判服務及銷售硬件和軟件；及
- (c) 開發及分銷網絡產品包括開發及銷售網絡界面卡、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。

本集團超過90%之業務均在中國進行，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。

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### 5. Segment Information (cont'd)

#### Business Segments

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments:

Group	本集團	Distribution of IT products		Provision of systems integration services		Distribution of networking products		Consolidated	
		分銷資訊科技產品		提供系統集成服務		分銷網絡產品		綜合	
		2003	2002	2003	2002	2003	2002	2003	2002
		二零零三年 HK\$'000 港幣千元	二零零二年 HK\$'000 港幣千元	二零零三年 HK\$'000 港幣千元	二零零二年 HK\$'000 港幣千元	二零零三年 HK\$'000 港幣千元	二零零二年 HK\$'000 港幣千元	二零零三年 HK\$'000 港幣千元	二零零二年 HK\$'000 港幣千元
Segment revenue	分部收入	10,765,691	8,147,672	1,552,778	1,780,681	192,284	592,669	12,510,753	10,521,022
Segment results	分部業績	748,120	567,194	214,872	279,572	38,057	121,703	1,001,049	968,469
Interest income	利息收入							3,436	6,605
Unallocated expenses	未分類開支							(778,894)	(725,823)
Profit from operating activities	經營溢利							225,591	249,251
Finance costs	融資成本							(34,785)	(45,892)
Share of losses of associates	應佔聯營公司虧損							(5,034)	(381)
Profit before tax	除稅前溢利							185,772	202,978
Tax	稅項							(4,398)	(11,007)
Profit before minority interests	除少數股東權益前溢利							181,374	191,971
Minority interests	少數股東權益							(212)	(20,580)
Net profit from ordinary activities attributable to shareholders	股東應佔經營溢利淨額							181,162	171,391

### 5. 分部資料 (續)

#### 業務分部

下表呈列本集團業務分部之收入、溢利及若干資產、負債及支出資料：

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### 5. Segment Information (cont'd)

#### Business Segments (cont'd)

Group	本集團	Distribution of IT products 分銷資訊科技產品		Provision of systems integration services 提供系統集成服務		Distribution of networking products 分銷網絡產品		Consolidated 綜合	
		2003	2002	2003	2002	2003	2002	2003	2002
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment assets	分部資產	1,725,251	1,366,769	739,256	671,341	85,774	125,937	2,550,281	2,164,047
Unallocated assets	未分類資產							1,360,773	737,632
Total assets	總資產							3,911,054	2,901,679
Segment liabilities	分部負債	1,181,942	778,070	218,944	126,763	28,713	50,718	1,429,599	955,551
Unallocated liabilities	未分類負債							1,097,073	684,691
Total liabilities	總負債							2,526,672	1,640,242

### 5. 分部資料 (續)

#### 業務分部 (續)

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### 6. Turnover

Turnover represents invoiced value of goods sold and services rendered to customers, net of business tax, value-added tax and government surcharges, and after allowances for goods returned and trade discounts.

### 7. Profit from Operating Activities

The Group's profit from operating activities is arrived at after charging/(crediting):

### 6. 營業額

營業額為向客戶出售貨品及提供服務之發票值（扣除營業稅、增值稅及政府徵費、以及退貨與貿易折扣）。

### 7. 經營溢利

本集團之經營溢利已經扣除／（計入）：

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Auditors' remuneration	核數師酬金	900	1,064
Amortisation of goodwill*	商譽攤銷*	952	—
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	36,305	40,513
Provisions and write-off of doubtful trade receivables*	應收貿易帳款呆帳撥備及撇銷*	12,181	27,829
Provisions and write-off of obsolete inventories*	陳舊存貨撥備及撇銷*	32,426	19,667
Pension scheme contributions**	退休金計劃供款**	16,494	11,944
Exchange losses, net	滙兌虧損淨額	1,663	580
Loss/(gain) on disposal of fixed assets	出售固定資產虧損／（收益）	1,685	(3,100)
Negative goodwill recognised as income* (note 30(c))	負商譽確認為收入*（附註30(c)）	(6,585)	—

\* The amortisation of goodwill, the provisions and write-off of obsolete inventories, the provisions and write-off of doubtful trade receivables and negative goodwill recognised as income are included in "Other operating expenses" of the audited consolidated profit and loss account.

\*\* At 31 March 2003, the Group had no material forfeited contributions available to reduce its contributions to the pension schemes in future years.

\* 商譽攤銷、陳舊存貨撥備及撇銷、應收貿易帳款呆帳撥備及撇銷以及確認為收入的負商譽計入經審核綜合損益表中的「其他營運費用」內。

\*\* 於二零零三年三月三十一日，本集團並無任何重大可供扣減未來年度之退休金計劃供款之被沒收供款。

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### 8. Finance Costs

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Interest on bank borrowings	銀行貸款利息	15,204	33,572
Interest on discounted bills	已貼現票據利息	20,071	11,580
Net interest expenses on current account with Legend	聯想往來帳利息支出淨額	—	740
Total interest	利息總額	35,275	45,892
Less: Interest capitalised	減：已資本化利息	(490)	—
		34,785	45,892

### 9. Directors' Remuneration

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

### 9. 董事酬金

根據上市規則及香港公司條例第161條披露之董事酬金如下：

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Fees*	袍金*	300	175
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,706	7,561
Performance related bonuses	與表現掛鈎之花紅	8,254	2,941
Pension scheme contributions	退休金計劃供款	542	303
		16,502	10,805
		16,802	10,980

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### 9. Directors' Remuneration (cont'd)

\* Fees include HK\$300,000 (2002: HK\$175,000) payable to the independent non-executive directors. There were no other emoluments payable to the independent non-executive directors during the year (2002: Nil).

The number of directors whose remuneration fell within the following bands is as follows:

		Number of directors 董事人數	
		2003 二零零三年	2002 二零零二年
Nil to HK\$1,000,000	無至港幣1,000,000元	4	4
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元 至港幣1,500,000元	1	2
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元 至港幣2,000,000元	1	—
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元 至港幣2,500,000元	1	2
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元 至港幣3,000,000元	—	1
HK\$4,500,001 to HK\$5,000,000	港幣4,500,001元 至港幣5,000,000元	1	—
HK\$5,000,001 to HK\$5,500,000	港幣5,000,001元 至港幣5,500,000元	1	—
		9	9

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

### 9. 董事酬金(續)

\* 董事袍金包括支付予獨立非執行董事的袍金港幣300,000元(二零零二年：港幣175,000元)。本集團於本年度內並無支付予獨立非執行董事任何其他酬金(二零零二年：無)。

擁有以下酬金幅度之董事人數如下：

董事並無於本年度內訂立放棄或同意放棄任何酬金之安排。



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### 10. Five Highest Paid Employees

The five highest paid employees during the year were all (2002: all) directors, details of whose remuneration are set out in note 9 above.

### 11. Tax

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Group:	本集團：		
PRC	中國	4,398	11,007

- (a) PRC corporate 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 corporate income tax rate of 33% except for certain subsidiaries which are entitled to tax holiday and preferential tax rates.
- (b) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits arising in Hong Kong for both years.
- (c) No provision for Hong Kong profits tax and PRC corporate income tax have been made for the associates as the associates have no estimated assessable profits for both years.
- (d) As at 31 March 2003, the Group and the Company have no significant unprovided deferred tax assets and liabilities (2002: nil).

### 12. Net Profit from Ordinary Activities Attributable to Shareholders

The net profit from ordinary activities attributable to shareholders for the year ended 31 March 2003 dealt with in the financial statements of the Company, is HK\$70,007,000 (2002: HK\$60,492,000).

### 10. 最高薪五位僱員

本年度之最高薪五位僱員均全部(二零零二年：全部)為董事，彼等之酬金詳情載於上文附註9內。

### 11. 稅項

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
中國企業所得稅指就本集團中國附屬公司之估計應課稅溢利所徵收稅項。除享有免稅期及稅務優惠之若干附屬公司外，本集團之中國附屬公司一般須繳納稅率為33%之中國企業所得稅。			
由於在兩個年度本集團均無在香港產生估計應課稅溢利，是以並無就香港利得稅作出撥備。			
由於聯營公司於兩個年度均無估計應課稅溢利，是以並無就香港利得稅及中國企業所得稅作出撥備。			
於二零零三年三月三十一日，本集團及本公司並無任何重大未撥備之遞延稅項資產及負債(二零零二年：無)。			

- (a) 中國企業所得稅指就本集團中國附屬公司之估計應課稅溢利所徵收稅項。除享有免稅期及稅務優惠之若干附屬公司外，本集團之中國附屬公司一般須繳納稅率為33%之中國企業所得稅。
- (b) 由於在兩個年度本集團均無在香港產生估計應課稅溢利，是以並無就香港利得稅作出撥備。
- (c) 由於聯營公司於兩個年度均無估計應課稅溢利，是以並無就香港利得稅及中國企業所得稅作出撥備。
- (d) 於二零零三年三月三十一日，本集團及本公司並無任何重大未撥備之遞延稅項資產及負債(二零零二年：無)。

### 12. 股東應佔經營溢利淨額

截至二零零三年三月三十一日止年度撥入本公司財務報表的股東應佔經營溢利淨額為港幣70,007,000元(二零零二年：港幣60,492,000元)。

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### 13. Dividends

### 13. 股息

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Proposed final – 7.38 HK cents (2002: 6.98 HK cents) per ordinary share	建議派發之末期股息 – 每股普通股 7.38 港仙 (二零零二年：6.98 港仙)	<b>63,372</b>	59,936

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

建議派發之本年度末期股息，須待本公司股東於即將舉行之股東週年大會上批准，方為作實。

### 14. Earnings Per Share

### 14. 每股盈利

The calculation of basic earnings per share is based on the net profit attributable to shareholders for the year of approximately HK\$181,162,000 (2002: HK\$171,391,000), and the weighted average of 858,687,668 (2002: 841,717,531) ordinary shares in issue during the year.

基本每股盈利乃按本年度股東應佔經營溢利淨額約港幣181,162,000元(二零零二年：港幣171,391,000元)，以及於本年度內已發行普通股之加權平均數858,687,668(二零零二年：841,717,531)普通股而計算。

The calculation of diluted earnings per share is based on the net profit attributable to shareholders for the year of approximately HK\$181,162,000 (2002: HK\$171,391,000) and 867,074,361 (2002: 848,016,189) ordinary shares, which is the weighted average of 858,687,668 (2002: 841,717,531) ordinary shares in issue during the year and the weighted average of 8,386,693 (2002: 6,298,658) ordinary shares deemed to have been issued at no consideration on the deemed exercise of all share options during the year.

攤薄後每股盈利乃按本年度股東應佔經營溢利淨額約港幣181,162,000元(二零零二年：港幣171,391,000元)及867,074,361(二零零二年：848,016,189)普通股而計算，此股份數目乃於本年度內已發行普通股之加權平均數858,687,668(二零零二年：841,717,531)普通股和假設於年內所有購股權被視為獲行使並被視為已無償發行之普通股之加權平均數8,386,693(二零零二年：6,298,658)普通股。

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### 15. Fixed Assets

### 15. 固定資產

Group	本集團	Land use rights, leasehold land and buildings 土地使用權、 租賃土地及樓宇	Leasehold improve- ments 租賃裝修	Office equipment 辦公室設備	Motor vehicles 汽車	Construction in progress 在建工程	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost:	成本值：						
At beginning of year	於年初	4,165	11,447	126,036	18,282	38,304	198,234
Additions	添置	10,555	1,475	43,771	2,316	153,790	211,907
Acquisition of subsidiaries	收購附屬公司	4,133	–	3,089	2,031	131	9,384
Disposals	出售	–	–	(5,747)	(1,212)	–	(6,959)
Transfers	轉撥	108,412	16,569	29,984	–	(154,965)	–
Exchange realignment	滙兌調整	25	63	849	108	259	1,304
<b>At 31 March 2003</b>	於二零零三年 三月三十一日	<b>127,290</b>	<b>29,554</b>	<b>197,982</b>	<b>21,525</b>	<b>37,519</b>	<b>413,870</b>
Accumulated depreciation:	累計折舊：						
At beginning of year	於年初	2,250	3,483	36,215	9,249	–	51,197
Provided for the year	本年度折舊	914	5,821	31,059	2,472	–	40,266
Acquisition of subsidiaries	收購附屬公司	636	–	1,268	1,388	–	3,292
Disposals	出售	–	–	(4,726)	(313)	–	(5,039)
Exchange realignment	滙兌調整	3	22	241	55	–	321
<b>At 31 March 2003</b>	於二零零三年 三月三十一日	<b>3,803</b>	<b>9,326</b>	<b>64,057</b>	<b>12,851</b>	<b>–</b>	<b>90,037</b>
Net book value:	帳面淨值：						
<b>At 31 March 2003</b>	於二零零三年 三月三十一日	<b>123,487</b>	<b>20,228</b>	<b>133,925</b>	<b>8,674</b>	<b>37,519</b>	<b>323,833</b>
At 31 March 2002	於二零零二年 三月三十一日	1,915	7,964	89,821	9,033	38,304	147,037

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### 15. Fixed Assets (cont'd)

The Group's land use right, leasehold land and buildings included above are held under the following lease terms:

		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At cost:	按成本：			
Medium term leases	中期租約	508	126,782	127,290

At the balance sheet date, certificates of ownership in respect of certain Group's land use rights, land and buildings in PRC with an aggregate net book value of HK\$97,442,000 had not been issued by the relevant government authorities. The directors represent that the Group is in the process of obtaining the relevant certificates.

### 15. 固定資產(續)

載於上文之本集團之土地使用權、租賃土地及樓宇乃根據以下租約期持有：

	Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At cost:			
Medium term leases	508	126,782	127,290

於資產負債表結算日，有關本集團帳面總值為港幣97,442,000元於中國之土地使用權、土地及樓宇之擁有權證書尚未獲有關政府機關發出。董事表示，本集團正在申取有關證書。

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### 15. Fixed Assets (cont'd)

### 15. 固定資產 (續)

Company	本公司	Leasehold improvements 租賃裝修 HK\$'000 港幣千元	Office equipment 辦公室設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Cost:	成本值：				
At beginning of year	於年初	2,186	1,474	985	4,645
Additions	添置	578	57	–	635
Disposals	出售	–	(25)	–	(25)
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>2,764</b>	<b>1,506</b>	<b>985</b>	<b>5,255</b>
Accumulated depreciation:	累計折舊：				
At beginning of year	於年初	217	213	–	430
Provided for the year	本年度折舊	437	335	197	969
Disposals	出售	–	(20)	–	(20)
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>654</b>	<b>528</b>	<b>197</b>	<b>1,379</b>
Net book value:	帳面淨值：				
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>2,110</b>	<b>978</b>	<b>788</b>	<b>3,876</b>
At 31 March 2002	於二零零二年三月三十一日	1,969	1,261	985	4,215

# Notes to Financial Statements

## 財務報表附註

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### 16. Goodwill

The amounts of the goodwill capitalised as an asset in the consolidated balance sheet, arising from the acquisition of subsidiaries, are as follows:

### 16. 商譽

因收購附屬公司產生而於綜合資產負債表內資本化為資產之商譽金額如下：

		Group 本集團 HK\$'000 港幣千元
Cost:	成本值：	
At beginning of year	於年初	—
Acquisition of subsidiaries (note 30(b))	收購附屬公司(附註30(b))	22,065
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>22,065</b>
Accumulated amortisation:	累計攤銷：	
At beginning of year	於年初	—
Amortisation provided during the year	本年度攤銷	952
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>952</b>
Net book value:	帳面淨值：	
<b>At 31 March 2003</b>	<b>於二零零三年三月三十一日</b>	<b>21,113</b>
At 31 March 2002	於二零零二年三月三十一日	—

# Notes to Financial Statements

## 財務報表附註

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### 17. Intangible Assets

### 17. 無形資產

		Group 本集團
		Deferred development costs
		遞延開發成本
		HK\$'000
		港幣千元
<hr/>		
Cost:	成本值：	
<b>Additions and at 31 March 2003</b>	增加及於二零零三年三月三十一日	<b>6,044</b>
<hr/>		
Accumulated amortisation:	累計攤銷：	
<b>Amortisation during the year and at 31 March 2003</b>	本年度攤銷及於二零零三年三月三十一日	<b>—</b>
<hr/>		
Net book value:	帳面淨值：	
<b>At 31 March 2003</b>	於二零零三年三月三十一日	<b>6,044</b>
<hr/>		
At 31 March 2002	於二零零二年三月三十一日	—
<hr/>		

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries

### 18. 於附屬公司之投資

		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份，按成本	699,407	699,407

Particulars of the principal subsidiaries are as follows:

主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China (BVI) Limited	British Virgin Islands 英屬維爾京群島	Ordinary shares US\$5,125 普通股 5,125美元	100	—	Investment holding 投資控股
Alternate Agents Limited	British Virgin Islands/PRC 英屬維爾京群島 ／中國	Ordinary share US\$1 普通股 1美元	—	100	Provision of supporting services 提供後勤 支援服務
Digital China Limited 神州數碼有限公司	Hong Kong 香港	Ordinary shares HK\$2 普通股 港幣2元	—	100	Investment holding 投資控股



# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China (China) Limited†	PRC	Registered capital HK\$50,000,000	—	100	Systems integration and distribution of IT products
神州數碼(中國)有限公司	中國	註冊資本 港幣 50,000,000元			系統集成及 分銷資訊 科技產品
Chengdu Digital China Limited†	PRC	Registered capital HK\$5,000,000	—	100	Systems integration and distribution of IT products
成都神州數碼有限公司	中國	註冊資本 港幣 5,000,000元			系統集成及 分銷資訊 科技產品

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenyang Digital China Limited†	PRC	Registered capital HK\$5,000,000	—	100	Systems integration and distribution of IT products
瀋陽神州數碼有限公司	中國	註冊資本 港幣5,000,000元			系統集成及 分銷資訊 科技產品
Shanghai Digital China Limited†	PRC	Registered capital HK\$10,000,000	—	100	Systems integration and distribution of IT products
上海神州數碼有限公司	中國	註冊資本 港幣10,000,000元			系統集成及 分銷資訊 科技產品

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China (Shenzhen) Limited†	PRC	Registered capital HK\$12,000,000	—	100	Systems integration and distribution of IT products
神州數碼(深圳)有限公司	中國	註冊資本 港幣12,000,000元			系統集成及 分銷資訊 科技產品
Xian Digital China Limited†	PRC	Registered capital HK\$5,000,000	—	100	Systems integration and distribution of IT products
西安神州數碼有限公司	中國	註冊資本 港幣5,000,000元			系統集成及 分銷資訊 科技產品

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wuhan Digital China Limited†	PRC	Registered capital HK\$5,000,000	—	100	Systems integration and distribution of IT products
武漢神州數碼有限公司	中國	註冊資本 港幣5,000,000元			系統集成及 分銷資訊 科技產品
Nanjing Digital China Limited†	PRC	Registered capital HK\$3,000,000	—	100	Systems integration and distribution of IT products
南京神州數碼有限公司	中國	註冊資本 港幣3,000,000元			系統集成及 分銷資訊 科技產品

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangzhou Digital China Limited†	PRC	Registered capital HK\$12,000,000	—	100	Systems integration and distribution of IT products
廣州神州數碼有限公司	中國	註冊資本 港幣 12,000,000元			系統集成及 分銷資訊 科技產品
Jinan Digital China Limited†	PRC	Registered capital HK\$2,000,000	—	100	Systems integration and distribution of IT products
濟南神州數碼有限公司	中國	註冊資本 港幣 2,000,000元			系統集成及 分銷資訊 科技產品

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China (Shanghai) Networks Limited†	PRC	Registered capital HK\$3,000,000	—	99.1	Development and distribution of networking products
神州數碼(上海)網絡有限公司	中國	註冊資本 港幣3,000,000元			研發及分銷 網絡產品
Digital China Marketing & Services Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary share US\$1 普通股 1美元	—	100	Investment holding 投資控股
Digital China Technology Limited	Hong Kong/ PRC	Ordinary shares HK\$1,000,000	—	100	Procurement agent and distribution of IT products
神州數碼科技發展有限公司	香港／中國	普通股 港幣1,000,000元			採購代理及 分銷資訊 科技產品
Digital China Advanced Systems Limited	Hong Kong/ PRC	Ordinary shares HK\$1,000,000	—	100	Systems integration and distribution of IT products
神州數碼集成系統有限公司	香港／中國	普通股 港幣1,000,000元			系統集成及 分銷資訊科技 產品

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## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
E-Olympic International Limited	British Virgin Islands 英屬維爾京群島	Ordinary share US\$1 普通股 1美元	—	100	Holding of trademarks 持有商標
Digital China Networks, Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary shares US\$10,000,000 普通股 10,000,000美元	—	99.1	Investment holding 投資控股
Digital China Networks (HK) Limited	Hong Kong/ PRC	Ordinary shares HK\$2	—	99.1	Procurement agent and distribution of networking products
神州數碼網絡(香港)有限公司	香港／中國	普通股 港幣2元			採購代理及分銷 網絡產品
Talent Gain Developments Limited	British Virgin Islands 英屬維爾京群島	Ordinary share US\$1 普通股 1美元	—	100	Investment holding 投資控股

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## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China Sinoray Technology Limited (“Sinoray”) <sup>#†</sup>	PRC	Registered capital US\$5,000,000	—	100	Consultancy, design, development, integration, application and maintenance of electronic financial systems
神州數碼新龍科技有限公司 （「新龍」） <sup>#</sup>	中國	註冊資本 5,000,000美元			金融電子化系統 的諮詢、設計、 開發、集成、 應用及維護
Grace Glory Enterprises Limited*	British Virgin Islands 英屬維爾京群島	Ordinary share US\$1 普通股 1美元	—	100	Investment holding 投資控股
Digital China Software (BVI) Limited*	British Virgin Islands 英屬維爾京群島	Ordinary share US\$1 普通股 1美元	—	100	Investment holding 投資控股



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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Digital China Software Limited*†	PRC	Registered capital US\$900,000	—	100	Development, design and consultancy of application software and systems
神州數碼軟件有限公司*	中國	註冊資本 900,000美元			應用軟件及 系統之開發、 設計及諮詢
Digital China Software (Shanghai) Limited*†	PRC	Registered capital US\$375,000	—	100	Development, design and consultancy of application software and systems
神州數碼軟件(上海)有限公司*	中國	註冊資本 375,000美元			應用軟件及 系統之開發、 設計及諮詢
Digital China Software (Shenzhen) Limited*†	PRC	Registered capital US\$360,000	—	100	Development, design and consultancy of application software and systems
神州數碼軟件(深圳)有限公司*	中國	註冊資本 360,000美元			應用軟件及 系統之開發、 設計及諮詢

# Notes to Financial Statements

## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

### 18. 於附屬公司之投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Issued and fully-paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Beijing Digital China SicTech Co., Ltd. ("SicTech")*†	PRC	Registered capital RMB19,000,000	—	70	Application software development, systems integration and IT consultancy services
北京神州數碼國信信息 技術有限公司(「國信」)*	中國	註冊資本 人民幣19,000,000元			提供應用軟件 開發、系統 集成、信息 技術諮詢服務
Beijing Digital China Limited*†	PRC	Registered capital RMB50,000,000	—	100	Systems integration and distribution of IT products
北京神州數碼有限公司*	中國	註冊資本 人民幣50,000,000元			系統集成及 分銷資訊 科技產品

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## 財務報表附註

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### 18. Investments in Subsidiaries (cont'd)

- # These companies were acquired during the year.
- \* These companies were newly established during the year.
- † The English names of these companies are direct transliteration of their Chinese registered names.

Further details of the acquisitions of Sinoray and SicTech are included in note 30(b) to the financial statements.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 19. Due from Subsidiaries

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

### 18. 於附屬公司之投資(續)

- # 該等公司乃於本年度內收購。
- \* 該等公司乃於本年度內新成立。
- † 該等公司之英文名稱乃直譯自註冊登記之中文名稱。

有關新龍及國信收購事項之進一步詳情載於財務報表附註30(b)。

董事認為上表所載之本公司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。董事認為倘列出其他附屬公司資料，將使篇幅過於冗長。

### 19. 應收附屬公司款項

應收附屬公司款項乃無抵押、免息及無固定償還期。

# Notes to Financial Statements

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### 20. Interests in Associates

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Share of net assets	應佔資產淨值	19,063	3,366
Amount due from an associate	應收聯營公司款項	6,885	1,121
		25,948	4,487

The amount due from an associate is unsecured, interest-free and has no fixed terms of repayment.

應收聯營公司款項乃無抵押、免息及無固定償還期。

Particulars of the principal associates are as follows:

主要聯營公司之詳情如下：

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Percentage of ownership interest attributable to the Group 本集團應佔 擁有權權益百分比	Principal activities 主要業務
Digital China Management Systems (BVI) Limited	Corporate 企業	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股
Digital China Management Systems Limited†	Corporate 企業	PRC 中國	40	Provision of enterprise resources planning software and related services 提供企業資源系統軟件及有關服務

# Notes to Financial Statements

## 財務報表附註

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### 20. Interests in Associates (cont'd)

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and operation 註冊成立／ 登記及營運地點	Percentage of ownership interest attributable to the Group 本集團應佔 擁有權權益百分比	Principal activities 主要業務
Beijing Digital China Management Systems Limited <sup>#†</sup>	Corporate	PRC	40	Provision of enterprise resources planning software and related services
北京神州數碼管理系統有限公司 <sup>#</sup>	企業	中國		提供企業資源系統軟件及有關服務
Guangzhou Digital China Management Systems Limited <sup>#†</sup>	Corporate	PRC	40	Provision of enterprise resources planning software and related services
廣州神州數碼管理系統有限公司 <sup>#</sup>	企業	中國		提供企業資源系統軟件及有關服務
Nanjing Mercuries DC Financial Systems Ltd <sup>#†</sup>	Corporate	PRC	30	Development, sales of Automatic Teller Machine and related financial services
南京神州數碼三商信息系統設備有限公司 <sup>#</sup>	企業	中國		自助櫃員機及金融相關產品之開發及銷售

<sup>#</sup> These companies are invested during the year.

<sup>†</sup> The English names of these companies are direct transliteration of their Chinese registered names.

All the above associates are indirectly held by the Company.

The above table lists the associates of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

### 20. 於聯營公司之權益(續)

<sup>#</sup> 該等公司乃於本年度內投資。

<sup>†</sup> 該等公司之英文名稱乃直譯自註冊登記之中文名稱。

所有上述聯營公司均由本公司間接持有。

董事認為上表所載之本公司聯營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。董事認為倘列出其他聯營公司資料，將使篇幅過於冗長。

# Notes to Financial Statements

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### 21. Inventories

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Trading stock	貿易存貨	1,020,503	882,026

The carrying amount of inventories carried at net realisable value included in the above balance was HK\$39,222,000 (2002: HK\$32,591,000) as at the balance sheet date.

### 21. 存貨

	Group 本集團
	2003 二零零三年 HK\$'000 港幣千元
Trading stock	1,020,503

於資產負債表結算日，以上結餘包括以可變現淨值列帳之存貨帳面值合計為港幣39,222,000元（二零零二年：港幣32,591,000元）。

### 22. Due from/(to) Contract Customers

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Gross amount due from contract customers included in other receivables	已計入其他應收款項之應收合約客戶之款項總額	17,597	—
Gross amount due to contract customers included in other payables	已計入其他應付款項之應付合約客戶之款項總額	(5,571)	—
		12,026	—
Contract costs incurred plus recognised profits less recognised losses to date	資產負債表結算日前產生之合約成本加已確認溢利減已確認虧損	170,806	61,227
Less: Progress billings	減：進度款額	(158,780)	(61,227)
		12,026	—

### 22. 應收／（應付）合約客戶之款項

	Group 本集團
	2003 二零零三年 HK\$'000 港幣千元
Gross amount due from contract customers included in other receivables	17,597
Gross amount due to contract customers included in other payables	(5,571)
	12,026
Contract costs incurred plus recognised profits less recognised losses to date	170,806
Less: Progress billings	(158,780)
	12,026

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### 23. Trade and Bills Receivables

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of 30 days, extending up to 60 days, 90 days and 180 days for distribution business, networking products business and systems integration business respectively for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by management.

An aged analysis of the trade and bills receivables as at the balance sheet date and net of provisions is as follows:

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Within 30 days	30天內	800,880	833,000
31 to 60 days	31天至60天	225,131	156,197
61 to 90 days	61天至90天	134,537	98,958
91 to 180 days	91天至180天	161,376	155,022
Over 180 days	超過180天	190,257	38,844
		1,512,181	1,282,021

### 23. 應收貿易帳款及應收票據

本集團主要以信貸方式與其客戶訂定貿易條款，惟一般會要求新客戶預付款項。信貸期一般為期30天，向分銷業務、網絡產品業務及系統集成業務之主要客戶提供之信貸期則分別可延長至多達60天、90天及180天。每名客戶設有最高信貸限額。本集團對其未收回應收款項實施嚴謹之監控，並設有信貸監控部門，務求將信貸風險減至最低。管理層會定期檢討過期餘額。

於資產負債表結算日，扣除撥備後之應收貿易帳款及應收票據之帳齡分析詳情如下：

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### 24. Cash and Bank Balances

### 24. 現金及銀行結餘

		Group 本集團		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cash and bank balances	現金及銀行結餘	667,097	472,707	684	865

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$579,264,000 (2002: HK\$388,100,000). The RMB is not freely convertible into other currencies, however, under PRC’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於資產負債表結算日，本集團以人民幣（「人民幣」）定值之現金及銀行結餘合共港幣579,264,000元（二零零二年：港幣388,100,000元）。人民幣不得自由兌換為其他貨幣，然而，根據中國之外匯管理條例及結匯、付匯及售匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。



# Notes to Financial Statements

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### 25. Trade and Bills Payables

An aged analysis of the trade and bills payables as at the balance sheet date is as follows:

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Within 30 days	30天內	711,060	602,383
31 to 60 days	31天至60天	446,339	200,732
61 to 90 days	61天至90天	140,647	79,217
Over 90 days	超過90天	125,982	73,219
		1,424,028	955,551

### 25. 應付貿易帳款及應付票據

於資產負債表結算日，應付貿易帳款及應付票據之帳齡分析詳情如下：

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### 26. Interest-bearing Bank Borrowings, Unsecured

### 26. 附息銀行貸款，無抵押

		Group 本集團		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Bank loans repayable:	應償還銀行貸款：				
Within one year or on demand	一年內或按通知	<b>448,986</b>	377,769	—	—
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	<b>312,000</b>	—	<b>312,000</b>	—
		<b>760,986</b>	377,769	<b>312,000</b>	—
Portion classified as current liabilities	列作流動負債部份	<b>(448,986)</b>	(377,769)	—	—
Long term portion	長期部份	<b>312,000</b>	—	<b>312,000</b>	—

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### 27. Share Capital

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Authorised:	法定：		
2,000,000,000 (2002: 2,000,000,000)	2,000,000,000股		
ordinary shares of HK\$0.1 each	(二零零二年： 2,000,000,000股) 每股面值港幣0.1元 之普通股	200,000	200,000
Issued and fully paid:	已發行及繳足股款：		
858,704,331 (2002: 858,680,331)	858,704,331股 (二零零二年： 858,680,331股) 每股面值港幣0.1元 之普通股	85,870	85,868

During the year, the subscription rights attaching to 24,000 share options were exercised at the subscription price of HK\$1.976 per share (note 28), resulting in the issuance of 24,000 shares of HK\$0.1 each for a total cash consideration, before expenses, of HK\$47,424.

本年度內，24,000份附有認購權之購股權以每股港幣1.976元之認購價行使(附註28)，因此，24,000股每股面值港幣0.1元之股份以總現金代價(未扣除開支)港幣47,424元發行。

### 28. Share Option Schemes

SSAP 34 was adopted during the year, as explained in note 3 and under the heading "Employee benefits" in note 4 to the financial statements. As a result, the following detailed disclosures relating to the Company's share option schemes are now included in the notes to the financial statements. In the prior year, these disclosures were included in the Report of the Directors, as such disclosures are also the requirements of the Listing Rules.

### 28. 購股權計劃

本集團於本年度內採納會計實務準則第34號，詳情見財務報表附註3及附註4「員工福利」一段。因此，以下有關本公司購股權計劃之詳盡披露事項現載入財務報表附註內。去年，該等披露事項載於董事會報告內，概因上市規則亦有規定披露該等購股權計劃之詳情。

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### 28. Share Option Schemes (cont'd)

#### 2001 Share Option Scheme

The old share option scheme of the Company was adopted on 14 May 2001 (“2001 Share Option Scheme”) pursuant to which the board of directors of the Company may, at its discretion, grant options to full-time employees (including executive directors) of the Company or its subsidiaries (collectively the “Employee(s)”) to subscribe for shares of the Company. The purpose of the 2001 Share Option Scheme is to provide the Employees with an opportunity to obtain equity interests in the Company and to reward them for contributing to the long-term success of the Group.

The maximum number of shares issued and to be issued upon exercise of options granted under the 2001 Share Option Scheme has not exceeded 10% of the issued share capital of the Company from time to time. The maximum entitlement of any Employee thereunder has not exceeded 25% of the aggregate number of shares subject to the 2001 Share Option Scheme. A consideration of HK\$1.00 was received on acceptance of each grant. A detailed summary of the 2001 Share Option Scheme had been disclosed in the 2001/02 Annual Report of the Company.

Due to the amendment of the requirements for share option schemes under Chapter 17 of the Listing Rules, some of the provisions of the 2001 Share Option Scheme are no longer applicable.

At the annual general meeting of the Company held on 18 July 2002, the shareholders of the Company approved the adoption of a new share option scheme (the “2002 Share Option Scheme”) (details of which are set out below) and the termination of the operation of the 2001 Share Option Scheme. Despite that no further options shall be granted under the 2001 Share Option Scheme, the provisions of the 2001 Share Option Scheme shall remain in full force and effect in all other respects to govern all outstanding options granted prior to termination.

### 28. 購股權計劃 (續)

#### 二零零一年購股權計劃

本公司之舊有購股權計劃於二零零一年五月十四日採納(「二零零一年購股權計劃」)，據此，本公司董事會可酌情向本公司及其附屬公司之全職僱員(包括執行董事)(統稱「僱員」)授予可認購本公司股份之購股權。二零零一年購股權計劃之作用乃讓僱員有機會可獲取本公司之股份權益，以獎勵彼等對本集團之長期成功發展所作出之貢獻。

根據二零零一年購股權計劃授出之購股權獲行使時已發行及將予發行之最高股份數目，於任何時候並無超過本公司已發行股本之10%。根據二零零一年購股權計劃之規定，任何僱員據此可認購之最高股份數目，並無超過股份總數之25%。每項授出之購股權獲接納時已收取代價港幣1.00元。二零零一年購股權計劃之詳盡概要已於本公司之二零零一／零二年度年報內披露。

由於上市規則第十七章有關購股權計劃之規定已作修訂，令二零零一年購股權計劃之若干條款不再適用。

於二零零二年七月十八日舉行之本公司股東週年大會上，本公司股東批准採納一項新購股權計劃(「二零零二年購股權計劃」)(詳情載於下文)及終止實施二零零一年購股權計劃。雖然本公司不得再根據二零零一年購股權計劃進一步授出購股權，惟二零零一年購股權計劃之條文在所有其他方面仍然具有十足效力及作用，以監管所有於終止前授出而尚未獲行使之購股權。

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### 28. Share Option Schemes (cont'd)

#### 2001 Share Option Scheme (cont'd)

The following table shows the movements in the Company's share options under the 2001 Share Option Scheme during the year and options outstanding at the beginning and end of the year:

Grantee 承授人	Number of share options 購股權數目				Subscription 認購價			
	Outstanding as at	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at	price	Date of grant	Exercisable period
	01/04/02				31/03/03	(HK\$)		
	於二零零二年 四月一日 尚未行使				於二零零三年 三月三十一日 尚未行使	(港元) (Note 2) (附註 2)		
<b>Directors</b> 董事								
GUO Wei 郭為	2,800,000	–	–	–	2,800,000	3.180	12/07/01	12/07/02–11/07/09
	2,800,000	–	–	–	2,800,000	1.976	31/08/01	31/08/02–30/08/09
LIN Yang 林揚	1,500,000	–	–	–	1,500,000	3.180	12/07/01	12/07/02–11/07/09
	1,500,000	–	–	–	1,500,000	1.976	31/08/01	31/08/02–30/08/09
YU Lishan 于立山	1,100,000	–	–	–	1,100,000	3.180	12/07/01	12/07/02–11/07/09
	1,100,000	–	–	–	1,100,000	1.976	31/08/01	31/08/02–30/08/09
HUA Zhinian 華祉年	1,100,000	–	–	–	1,100,000	3.180	12/07/01	12/07/02–11/07/09
	1,100,000	–	–	–	1,100,000	1.976	31/08/01	31/08/02–30/08/09
<b>Other Employees</b> 其他僱員	37,911,000	–	–	3,127,000	34,784,000	3.604	08/06/01	08/06/02–19/06/09
	400,000	–	–	400,000	–	3.180	12/07/01	12/07/02–11/07/09
	20,872,000	–	24,000	874,000	19,974,000	1.976	31/08/01	31/08/02–30/08/09
	1,000,000	–	–	1,000,000	–	3.425	31/01/02	31/01/03–30/01/10

Notes:

1. All options granted are subject to a vesting period of 4 years with 25% becoming exercisable on the first anniversary, 25% on the second anniversary, 25% on the third anniversary and 25% on the fourth anniversary of the respective date of grant.

### 28. 購股權計劃 (續)

#### 二零零一年購股權計劃 (續)

下表披露本公司根據二零零一年購股權計劃授出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：

附註：

1. 所有授出之購股權均受制於為期四年的歸屬期，其中25%可於各授出日期起計第一年屆滿後行使，25%可於第二年屆滿後行使，25%可於第三年屆滿後行使，及25%可於第四年屆滿後行使。

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### 28. Share Option Schemes (cont'd)

#### 2001 Share Option Scheme (cont'd)

Notes: (cont'd)

- The subscription 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.
- The closing prices of the Company's shares on the Stock Exchange on the trading days immediately prior to the dates of offer of the grant of the options were as follows:

	Date of grant 授出日期
	08/06/01
	12/07/01
	31/08/01
	31/01/02
4.	The weighted average of the closing prices of the Company's shares immediately before the dates on which the options were exercised was HK\$2.575.
5.	The 24,000 share options exercised during the year resulted in the issue of 24,000 ordinary shares of the Company and new share capital of HK\$2,400 and share premium of HK\$45,024 (before issue expenses), as disclosed in note 27 to the financial statements.
6.	No options were cancelled under the 2001 Share Option Scheme during the year.
7.	At the balance sheet date, the Company had 67,758,000 share options outstanding under the 2001 Share Option Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 67,758,000 additional ordinary shares of the Company and additional share capital of HK\$6,775,800 and share premium of HK\$191,568,360 (before issue expenses).

### 28. 購股權計劃 (續)

#### 二零零一年購股權計劃 (續)

附註：(續)

- 購股權的認購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。
- 緊接授出購股權日期前之交易日本公司股份在聯交所之收市價如下：

#### Closing price of Company's shares immediately before the date of grant

緊接授出日期前 本公司股份之收市價 HK\$ 港元	
4.725	
3.500	
2.425	
3.450	
4.	本公司股份於緊接購股權行使日期前之加權平均收市價為港幣2.575元。
5.	本年度內，24,000份購股權獲行使，導致發行24,000股本公司普通股，並產生新股本港幣2,400元及股份溢價港幣45,024元(未計發行開支)，詳情見財務報表附註27。
6.	於本年度，概無購股權根據二零零一年購股權計劃被取消。
7.	於資產負債表結算日，本公司於二零零一年購股權計劃下尚有67,758,000份購股權未獲行使。根據本公司之現有資本架構，全面行使餘下之購股權將導致額外發行67,758,000股本公司之普通股，並額外產生股本港幣6,775,800元及股份溢價港幣191,568,360元(未計發行開支)。

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### 28. Share Option Schemes (cont'd)

#### 2002 Share Option Scheme

The 2002 Share Option Scheme was adopted on 18 July 2002 and its principal terms are as follows:

##### 1. Purpose

The 2002 Share Option Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the qualified persons (as defined below) to the Group, to motivate the qualified persons to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the qualified persons whose contributions are or may be beneficial to the growth of the Group.

##### 2. Qualified Persons

Any part-time or full-time employee or officer or director (including executive or non-executive or independent non-executive) of any member of the Group or of any associated company, or any supplier, agent, customer, joint venture partner, strategic alliance partner, distributor, professional adviser of, or consultant or contractor to, any member of the Group, or the trustee of any trust pre-approved by the board of directors of the Company, the beneficiary (or in case of discretionary trust, the discretionary objects) of which include any of the above-mentioned persons.

##### 3. Maximum Number of Shares

The maximum number of shares which may be issued upon exercise of all options to be granted is 85,868,033, representing 10% of the issued share capital of the Company as at the date of this annual report.

### 28. 購股權計劃(續)

#### 二零零二年購股權計劃

二零零二年購股權計劃乃於二零零二年七月十八日採納，其主要條款如下：

##### 1. 目的

二零零二年購股權計劃旨在肯定及答謝合資格人士(定義見下文)對本集團所作出或將作出之貢獻，激勵合資格人士為本集團之利益精益求精及提高效率，並維持與合資格人士的業務關係或招徠合資格人士建立業務關係，合資格人士的貢獻著實或會有助於本集團的發展。

##### 2. 合資格人士

本集團任何成員公司或任何聯營公司之任何全職或兼職僱員或高級人員或董事(包括執行或非執行或獨立非執行董事)，或本集團任何成員公司之任何供應商、代理、客戶、合營夥伴、策略性聯盟夥伴、分銷商、專業諮詢人、顧問或承包商，或本公司董事會預先核准之任何信託的受益人，而該信託的受益人(如屬全權信託，則為全權託管的對象)包括任何上述人士。

##### 3. 最高股份數目

授出之所有購股權獲行使時可發行之最高股份數目為85,868,033股，佔本公司於此年報日之已發行股本之10%。

# Notes to Financial Statements

## 財務報表附註

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### 28. Share Option Schemes (cont'd)

#### 2002 Share Option Scheme (cont'd)

##### 4. Maximum Entitlement of Each Qualified Person

The maximum number of shares issued and to be issued upon exercise of options granted under the 2002 Share Option Scheme and any other share option schemes of the Company to each qualified person (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the shares then in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in general meeting of the Company.

Any grant of options to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding independent non-executive director who is the grantee of such options).

Any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates must, in addition to obtaining the approval of the independent non-executive directors of the Company, be approved by the shareholders of the Company in general meeting if such proposed grant of share options, when aggregated with all options (whether exercised, cancelled or outstanding) already granted to such substantial shareholder or independent non-executive director during the 12-month period up to and including the date of such grant of options, would (i) entitle that relevant person to receive more than 0.1% of the total issued share capital of the Company for the time being; and (ii) represent an aggregate value in excess of HK\$5,000,000 based on the closing price of the shares of the Company on the Stock Exchange at the date of such grant.

### 28. 購股權計劃 (續)

#### 二零零二年購股權計劃 (續)

##### 4. 每名合資格人士可獲發行最高股份數目

每名合資格人士在任何十二個月期間根據二零零二年購股權計劃及本公司任何其他購股權計劃，可獲授之購股權（包括已行使及尚未行使之購股權）行使後予以發行及將予發行之最高股份總數，不得超過當時已發行股份之1%。任何進一步授出超過此上限之購股權，均須待股東於本公司股東大會上批准，方可作實。

每次向本公司董事、行政總裁或主要股東或彼等各自之聯繫人士授出購股權，必須獲本公司之獨立非執行董事（不包括身為該等購股權承授人之獨立非執行董事）批准。

當向本公司之主要股東或獨立非執行董事或彼等各自之聯繫人士授出購股權時，倘建議授出之購股權加上在直至該次授出購股權當日止（包括該日在內）十二個月期間內已授予該主要股東或獨立非執行董事之所有購股權（不論是已行使、註銷或尚未行使之購股權）將會出現下列情況：(i)使該相關人士可收取的股數超過本公司當時已發行股本總數的0.1%；及(ii)佔（按股份於該授出日期在聯交所之收市價計算）總值超過港幣5,000,000元，則除了須取得本公司獨立非執行董事之批准外，亦必須在股東大會上取得本公司股東之批准。



# Notes to Financial Statements

## 財務報表附註

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### 28. Share Option Schemes (cont'd)

#### 2002 Share Option Scheme (cont'd)

##### 5. Timing for Exercise of Options

The period during which an option may be exercised in accordance with the terms of the 2002 Share Option Scheme shall be the period set out in the relevant offer letter provided that such period must expire on the date falling on the tenth anniversary of the offer date.

##### 6. Acceptance of Offers

An offer of the grant of an option shall be accepted on or before the last date for acceptance of such offer which must not be more than 28 business days from the relevant offer date. A consideration of HK\$1.00 was received on acceptance of each offer.

##### 7. Basis for Determination of Subscription Price

The subscription price must be the highest of (a) the closing price of the shares on the date of grant; (b) the average of the closing prices of the shares for the five business days immediately preceding the date of grant; or (c) the nominal value of the shares.

##### 8. Life of the 2002 Share Option Scheme

The 2002 Share Option Scheme shall remain valid and effective for a period of ten years commencing from 18 July 2002, the date on which the scheme is deemed to take effect in accordance with its terms.

No options have ever been granted under the 2002 Share Option Scheme since its adoption.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

### 28. 購股權計劃(續)

#### 二零零二年購股權計劃(續)

##### 5. 行使購股權之期限

根據二零零二年購股權計劃之條款，購股權可供行使之期限為有關購股權要約函件所載之期限，惟該期限須於授出日期的第十個週年日屆滿。

##### 6. 接納要約

授出購股權之要約須於該要約之截止日期或之前獲接納，而該日期不得超過有關要約日期起計之28個營業日。每項要約獲接納時已收取港幣1.00元的代價。

##### 7. 釐定認購價之基準

認購價必須為下列價格中之最高者：(a) 購股權授出當日之股份收市價；(b) 於緊接購股權授出日期前的五個營業日之股份收市價的平均數；或(c) 股份面值。

##### 8. 二零零二年購股權計劃之期限

二零零二年購股權計劃於二零零二年七月十八日(即計劃根據其條款被視為已生效之日)起計十年期間內維持有效及有作用。

二零零二年購股權計劃自採納至今從未授出購股權。

購股權並無賦予持有人享有股息或於股東大會上投票的權利。

# Notes to Financial Statements

## 財務報表附註

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## 29. Reserves

### Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 45 and 46 of the financial statements.

### Reserve Funds

Pursuant to the relevant PRC regulations, foreign investment enterprises are required to transfer 10% of its profit after tax to statutory reserve, which can be used to offset accumulated losses.

### Capital Reserve

The capital reserve of HK\$501,293,000 arrived from loans of HK\$344,024,000 owed by Digital China (BVI) and its subsidiaries to Legend and its subsidiaries as at 14 May 2001 capitalised by the allotment and issuance of 2,591 ordinary shares of US\$1 each in the capital of Digital China (BVI) to Legend Holdings (BVI) Limited and also the allotment and issuance of 1,184 ordinary shares of US\$1 each in the capital of Digital China (BVI) to Legend Holdings (BVI) Limited in cash at the aggregate consideration of HK\$157,309,000 on the same day.

The capital reserve of HK\$75,678,000 represented the difference between the nominal value of the shares of Digital China (BVI) acquired of HK\$40,000 pursuant to the Reorganisation over the nominal value of the shares of the Company issued in exchange therefor.

## 29. 儲備

### 本集團

本集團於本年度及以前年度之儲備及有關變動金額呈列於財務報表第45及46頁之綜合權益變動表。

### 儲備基金

根據中國有關法規，外商投資企業須把其除稅後溢利的10%撥往法定儲備，而該項儲備可用以抵銷累積虧損。

### 資本儲備

資本儲備港幣501,293,000元來自於二零零一年五月十四日，神州數碼(BVI)以發行股本中2,591股每股面值1美元之普通股予Legend Holdings (BVI) Limited予以資本化神州數碼(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元之貸款及於同日以現金港幣157,309,000元配發及發行1,184股神州數碼(BVI)每股面值1美元之普通股。

資本儲備港幣75,678,000元指根據重組收購神州數碼(BVI)股份之面值港幣40,000元，以及本公司就互換而發行之股份面值兩者之間之差額。

# Notes to Financial Statements

## 財務報表附註

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### 29. Reserves (cont'd)

### 29. 儲備 (續)

Company		Share premium account 股份溢價帳 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Retained profits/ (Accumulated losses) 保留溢利/ (累計虧損) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Balance at 1 April 2001	於二零零一年 四月一日之結餘	—	—	(6)	(6)
Issue of shares	發行股份	363,365	—	—	363,365
Share issue expenses	發行股份費用	(73,515)	—	—	(73,515)
Acquisition of subsidiaries	收購附屬公司	—	623,689	—	623,689
Net profit for the year	本年度溢利淨額	—	—	60,492	60,492
Proposed 2002 final dividend – Note 13	擬派二零零二年度 末期股息 – 附註13	—	—	(59,936)	(59,936)
At 31 March 2002 and beginning of year	於二零零二年 三月三十一日及年初	289,850	623,689	550	914,089
Exercise of share options	行使購股權	45	—	—	45
Net profit for the year	本年度溢利淨額	—	—	70,007	70,007
Proposed 2003 final dividend – Note 13	擬派二零零三年度 末期股息 – 附註13	—	—	(63,372)	(63,372)
At 31 March 2003	於二零零三年 三月三十一日	289,895	623,689	7,185	920,769

# Notes to Financial Statements

## 財務報表附註

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### 29. Reserves (cont'd)

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Reorganisation, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act of Bermuda (as amended) and the Bye-Laws of the Company, the contributed surplus can be distributed 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.

### 30. Notes to the Consolidated Cash Flow Statement

#### (a) Prior Year Adjustments

SSAP 15 (Revised) was adopted during the current year, as detailed in note 3 to the financial statements, which has resulted in a change to the layout of the consolidated cash flow statement. The consolidated cash flow statement is now presented under three headings: cash flows from operating activities, investing activities and financing activities. Previously five headings were used, comprising the three headings listed above, together with cash flows from returns on investments and servicing of finance and from taxes paid. The significant reclassifications resulting from the change in presentation are that taxes paid are now included in cash flows from operating activities, interest received are now included in cash flows from operating activities, and interest and dividends paid are now included in cash flows from financing activities. The presentation of the 2002 comparative consolidated cash flow statement has been changed to accord with the new layout.

### 29. 儲備(續)

本公司之繳入盈餘指根據重組收購附屬公司之股份之公平價值高於本公司作為交換而發行之股份面值之金額。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。

### 30. 綜合現金流量表附註

#### (a) 以前年度調整

本集團於本年度採納會計實務準則第15號(經修訂)，詳情見財務報表附註3，導致綜合現金流量表之形式有所更改。綜合現金流量表現分為經營業務、投資活動及融資活動之現金流量三項呈列。綜合現金流量表過往規定使用五項呈列，包括上文列出之三項，加上投資回報及融資費用之現金流量，以及已付稅項之現金流量。呈列方式更改所產生之主要重新分類為，已付稅項現列入經營活動之現金流量，已收利息現列入經營活動之現金流量，以及已付利息及股息現列入融資活動之現金流量。二零零二年比較綜合現金流量表之呈列方式已作更改，以符合新形式。

# Notes to Financial Statements

## 財務報表附註

31 March 2003  
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### 30. Notes to the Consolidated Cash Flow Statement (cont'd)

#### (a) Prior Year Adjustments (cont'd)

The method of calculation of certain items in the consolidated cash flow statement has changed under the revised SSAP 15, as explained under the heading "Foreign currencies" in note 4 to the financial statements. Cash flows of overseas subsidiaries are now translated to Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated to Hong Kong dollars at the weighted average exchange rates for the year. Previously, the cash flows of overseas subsidiaries were translated to Hong Kong dollars at the exchange rates ruling at the balance sheet date. This change has had no material effect on the consolidated cash flow statements.

Also, the definition of "cash equivalents" under the revised SSAP 15 has been revised from that under the previous SSAP 15, as explained under the heading "Cash and cash equivalents" in note 4 to the financial statements. This has resulted in trust receipt loans no longer qualifying as cash equivalents. The amount of cash equivalents in the consolidated cash flow statement at 31 March 2002 has been adjusted to remove trust receipt loans amounting to HK\$188,188,000, previously included at that date. The year's movement in trust receipt loans is now included in cash flows from financing activities and the comparative cash flow statement has been changed accordingly.

### 30. 綜合現金流量表附註(續)

#### (a) 以前年度調整(續)

計算載於綜合現金流量表之若干項目之方法已根據經修訂會計實務準則第15號更改，詳情見財務報表附註4「外幣」一節。海外附屬公司之現金流量現按現金流量日期之滙率折算為港幣。海外附屬公司於整個年度內經常產生之現金流量按年內之加權平均滙率折算為港幣。過往，海外附屬公司之現金流量按資產負債表結算日之滙率折算為港幣。此項更改對綜合現金流量表並無任何重大影響。

此外，根據經修訂會計實務準則第15號界定之「現金等價物」之釋義，已由過往之會計實務準則第15號所界定者修訂，詳情見財務報表附註4「現金及現金等價物」一節。此項修訂導致信託收據貸款不再符合現金等價物之釋義。載於二零零二年三月三十一日之綜合現金流量表之現金等價物金額已調整至不包括過去於該日列帳之港幣188,188,000元之信託收據貸款。本年度之信託收據貸款變動詳情現已歸納為融資活動之現金流量，去年現金流量表亦已據此作出更改。

# Notes to Financial Statements

## 財務報表附註

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### 30. Notes to the Consolidated Cash Flow Statement (cont'd)

#### (b) Acquisition of Subsidiaries

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Net assets acquired:	所收購之資產淨值：		
Fixed assets	固定資產	6,092	—
Cash and bank balances	現金及銀行結餘	37,787	—
Inventories	存貨	9,385	—
Trade receivable	應收貿易帳款	14,518	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	7,127	—
Trade payable	應付貿易帳款	(33)	—
Other payables and accruals	其他應付款項及預提費用	(8,555)	—
Short term bank borrowings	短期銀行貸款	(4,705)	—
Minority interests	少數股東權益	(6,319)	—
		55,297	—
Goodwill on acquisition	收購時產生之商譽	22,065	—
		77,362	—
Satisfied by:	支付方式：		
Cash	現金	77,362	—

### 30. 綜合現金流量表附註(續)

#### (b) 收購附屬公司

# Notes to Financial Statements

## 財務報表附註

31 March 2003  
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### 30. Notes to the Consolidated Cash Flow Statement (cont'd)

#### (b) Acquisition of Subsidiaries (cont'd)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Cash consideration	現金代價	77,362	—
Cash and bank balances acquired	所收購現金及銀行結餘	(37,787)	—
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司所耗現金及 現金等價物淨額	39,575	—

On 26 December 2002, the Group acquired 70% interest in SicTech at a consideration of approximately HK\$31,351,000. SicTech is principally engaged in the provision of electronic administration services. The purchase consideration for the acquisition was in the form of cash and being paid at the acquisition date.

On 10 July 2002, the Group acquired 100% interest in Sinoray at a consideration of approximately HK\$46,011,000. Sinoray is principally engaged in the provision of Automatic Teller Machine network services. The purchase consideration for the acquisition was in the form of cash and being paid at the acquisition date.

The subsidiaries acquired during the year contributed approximately HK\$53,880,000 to the Group's turnover and approximately HK\$4,164,000 to the consolidated profit after tax and before minority interests for the year ended 31 March 2003.

### 30. 綜合現金流量表附註(續)

#### (b) 收購附屬公司(續)

收購附屬公司所耗現金及現金等價物淨額之分析如下：

於二零零二年十二月二十六日，本集團以約港幣31,351,000元之代價收購國信之70%權益。國信主要從事提供電子行政服務。收購之購買代價以現金支付，並已於收購日期支付。

於二零零二年七月十日，本集團按約港幣46,011,000元之代價收購新龍之100%權益。新龍主要從事提供自動櫃員機網絡服務。收購之購買代價以現金支付，並已於收購日期支付。

截至二零零三年三月三十一日止年度，於本年度內收購之附屬公司，為本集團貢獻約港幣53,880,000元之營業額及約港幣4,164,000元之除稅但未扣除少數股東權益前綜合溢利。

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## 財務報表附註

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### 30. Notes to the Consolidated Cash Flow Statement (cont'd)

#### (c) Acquisition of Minority Interests

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Net assets acquired:	所收購之資產淨值：		
Minority interests	少數股東權益	39,840	—
Negative goodwill arising on acquisition of minority interests	因收購少數股東權益而產生之負商譽	(6,585)	—
		33,255	—
Satisfied by:	支付方式：		
Cash	現金	33,255	—

### 30. 綜合現金流量表附註 (續)

#### (c) 收購少數股東權益



# Notes to Financial Statements

## 財務報表附註

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### 31. Contingent Liabilities

(a) At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

		Group 本集團		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Bills discounted with recourse	有追索權之貼現票據	372,332	296,431	–	–
Guarantees given for banking facilities utilised by subsidiaries	為附屬公司已使用之銀行額度提供之擔保	–	–	1,120,869	1,197,303
Guarantees given for amounts due to suppliers of subsidiaries	為附屬公司結欠供應商提供之擔保	–	–	254,160	305,349
		372,332	296,431	1,375,029	1,502,652

(b) The Group has a contingent liability in respect of possible future long service payments to employees under the Hong Kong Employment Ordinance, with a maximum possible amount of approximately HK\$1.9 million as at 31 March 2003, as further explained under the heading "Employee benefits" in note 4 to the financial statements. The contingent liability has arisen because, at the balance sheet date, a number of current employees have achieved the required number of years of service to the Group in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated under certain circumstances. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

### 31. 或然負債

(a) 於資產負債表結算日，並未於財務報表撥備之或然負債如下：

(b) 於二零零三年三月三十一日，本集團根據香港僱傭條例存在須向僱員支付之長期服務金之或然負債的可能最高金額約為港幣1,900,000元，詳情見財務報表附註4「員工福利」一節。或然負債產生，乃由於在資產負債表結算日，一些現有僱員已達到所需為本集團服務的年資，以符合資格在特定之離職情況領取香港僱傭條例項下之長期服務金。由於認為有關情況將不會導致未來有重大資源的流出，因此並未就該等可能性款項確認撥備。

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## 財務報表附註

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### 32. Operating Lease Arrangements

The Group leases certain of its office properties and warehouse under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to ten years.

At 31 March 2003, the Group had total future minimum lease payments under non-cancellable operating leases with its tenants falling due as follows:

		Group 本集團		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Within one year	一年內	22,294	27,087	2,530	2,003
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	18,001	11,257	4,033	110
After five years	五年後	5,049	—	—	—
		45,344	38,344	6,563	2,113

### 32. 經營租賃安排

本集團根據經營租賃安排租賃其若干辦公室物業及貨倉。所議定物業租約期間界乎一年至十年。

於二零零三年三月三十一日，根據不可撤銷之經營租約，本集團到期須支付之未來最低租賃付款如下：

# Notes to Financial Statements

## 財務報表附註

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二零零三年三月三十一日

### 33. Commitments

In addition to the operating lease commitments detailed in note 32 above, the Group had the following commitments at the balance sheet date:

#### (a) Capital Commitments

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land use rights, leasehold	土地使用權、租賃		
land and buildings	土地及樓宇	132,884	67,842
Capital contribution to an associate	向聯營公司投資	6,552	14,973

At the balance sheet date, the Company did not have any significant capital commitments.

### 33. 承擔

除上文附註32所詳述之經營租賃承擔外，本集團於資產負債表結算日之承擔如下：

#### (a) 資本承擔

		Group 本集團	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land use rights, leasehold	土地使用權、租賃		
land and buildings	土地及樓宇	132,884	67,842
Capital contribution to an associate	向聯營公司投資	6,552	14,973

於資產負債表結算日，本公司並無任何重大資本承擔。

#### (b) Commitment under Forward Foreign Exchange Contract

		Group 本集團		Company 本公司	
		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Forward foreign exchange	遠期外匯合約				
contract		38,864	—	38,864	—

# Notes to Financial Statements

## 財務報表附註

31 March 2003  
二零零三年三月三十一日

### 34. Related Party Transactions

The Group had the following material transactions with related parties during the year:

### 34. 有關連人士交易

本集團於本年度有以下重大之有關連人士交易：

		Group 本集團		
		Notes 附註	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Legend and its subsidiaries:	聯想及其附屬公司：			
Sales of goods by the Group	本集團銷售之貨物	(i)	4,812	13,749
Purchases of goods by the Group	本集團購買之貨物	(ii)	965	–
Rental expenses paid by the Group	本集團支付租金	(iii)	2,324	3,266
Net interest expenses paid by the Group	本集團支付淨利息支出	(iv)	–	740
Right Lane Limited:	南明有限公司：			
Rental expenses paid by the Group	本集團支付租金	(iii)	660	660
D-Link Corporation and its subsidiaries:	友訊科技股份有限公司及其附屬公司：			
Sales of goods by the Group	本集團銷售之貨物	(i)	25,906	–
Purchases of goods by the Group	本集團購買之貨物	(ii)	36	267,190
Acquisition of minority interests	收購少數股東權益	(v)	33,255	–
Digital China Management Systems Limited:	神州數碼管理系統有限公司：			
Sales of goods by the Group	本集團銷售之貨物	(i)	1,893	–

# Notes to Financial Statements

## 財務報表附註

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### 34. Related Party Transactions (cont'd)

Notes:

- (i) The sales were made according to the listed prices and conditions offered to the major customers of the Group.
- (ii) The purchases were made according to the listed prices and conditions offered by the related parties to their major customers.
- (iii) The rental expenses were determined at rates mutually agreed between the Group and the corresponding related parties based on the prevailing market reference.
- (iv) The interest expenses paid to the then shareholder of the Company relate to loans granted. The interest rate is determined at a mutually-agreed rate between the Group and the related party.
- (v) The consideration was determined by a price mutually agreed between the two parties.

### 35. Comparative Amounts

As further explained in note 3 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made and certain comparative amounts have been reclassified to conform with the current year's presentation.

### 36. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 24 June 2003.

### 34. 有關連人士交易 (續)

附註：

- (i) 該等銷售乃根據本集團向其主要客戶提供之已呈列價格及條件而進行。
- (ii) 該等購買乃根據有關連人士向其主要客戶提供之已呈列價格及條件而進行。
- (iii) 租金乃根據本集團與相關有關連人士雙方協定之價格按當時市價釐定。
- (iv) 支付予本公司當時股東獲授貸款有關之利息支出。利率乃根據本集團與有關連人士雙方協定之利率釐定。
- (v) 代價乃根據雙方協定之價格釐定。

### 35. 比較數字

如財務報表附註3所進一步詳述，由於本年度採納若干新訂及經修訂會計實務準則，財務報表內若干項目及結餘之會計處理及呈報已經修訂，以符合新規定。因此，已作出若干以前年度調整，而若干比較數字已經重列，以符合本年度之呈報方式。

### 36. 財務報表之核准

本財務報表已於二零零三年六月二十四日經董事會核准及授權刊發。