

年報
2001
Annual Report

Computech

Computech Holdings Limited
駿科網絡訊息有限公司*
(Incorporated in the Cayman Islands with limited liability)

*僅供識別

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This report, for which the directors of Computech Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Computech Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, — (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板為帶有高投資風險的公司提供一個上市的市場。尤其在創業板上市的公司無須有過往溢利記錄，亦無須預測未來溢利。此外，在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。創業板所發佈的資料的主要方法為在聯交所為創業板而設的互聯網網頁刊登。上市公司無須在憲報指定報章刊登付款公佈披露資料。因此，有意投資的人士應注意彼等能閱覽創業板網頁，以便取得創業板上市發行人的最新資料。

香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告（駿科網絡訊息有限公司董事願共同及個別對此負全責）乃遵照香港聯合交易所有限公司《創業板證券上市規則》的規定而提供有關駿科網絡訊息有限公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏任何事實致使本報告所載任何內容產生誤導；及(3)本報告內表達的一切意見乃經審慎周詳的考慮後方作出，並以公平合理的基準和假設為依據。

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Company Information

公司資料

LEGAL NAME OF THE COMPANY:

Computech Holdings Limited

EXECUTIVE DIRECTORS:

Lee Man Lung, Vincent (*Chairman*)

Yip Tai Chee, Alick

Tang Chi Lap

NON-EXECUTIVE DIRECTORS:

Fung Pak Chuen, Alphonso

Lo, Richard

Hiroyuki Taniguchi

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Lee Sai Yeung

Tsang Link Carl, Brian

COMPANY SECRETARY:

Chow Chi Wah, Vincent

COMPLIANCE OFFICER:

Lee Man Lung, Vincent

QUALIFIED ACCOUNTANT:

Chow Chi Wah, Vincent ACCA, AHKSA

AUTHORISED REPRESENTATIVES:

Lee Man Lung, Vincent

Tang Chi Lap

AUDIT COMMITTEE:

Lee Sai Yeung (*Committee Chairman*)

Tsang Link Carl, Brian

Lee Man Lung, Vincent

AUTHORISED PERSONS TO ACCEPT SERVICES OF PROCESS AND NOTICES:

Lee Man Lung, Vincent

Tang Chi Lap

REGISTERED OFFICE:

Century Yard,
Cricket Square,
Hutchins Drive,
P.O. Box 2681 GT
George Town, Grand Cayman,
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS:

6/F, G.D. Real Estate Tower, 143 Connaught Road Central,
Sheung Wan, Hong Kong.

AUDITORS:

PKF

SPONSOR:

DBS Asia Capital Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE:

Bank of Butterfield International (Cayman) Limited
Butterfield House, Fort Street
P.O. Box 705, George Town
Grand Cayman, Cayman Islands
British West Indies

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE:

Hong Kong Registrars Limited
2/F, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

PRINCIPAL BANKERS:

Shanghai Commercial Bank
Hang Seng Bank
The Sanwa Bank Ltd.
Bank of China

WEBSITE ADDRESS:

www.computech.com.hk

公司法定名稱：

駿科網絡訊息有限公司

執行董事：

李文龍 (董事長)
葉棟慈
鄧志立

非執行董事：

馮百泉
老元迪
谷口弘幸

獨立非執行董事：

李世揚
曾令嘉

公司秘書：

周志華

監察主任：

李文龍

認可會計師：

周志華 ACCA, AHKSA

授權代表：

李文龍
鄧志立

審核委員會：

李世揚 (委員會主席)
曾令嘉
李文龍

接收傳票及通告之授權代表：

李文龍
鄧志立

註冊辦事處：

Century Yard,
Cricket Square,
Hutchins Drive,
P.O. Box 2681 GT
George Town, Grand Cayman,
British West Indies

總辦事處及主要營業地點：

香港上環干諾道中143號
粵海置業大廈6樓

核數師：

梁學濂會計師事務所

保薦人：

新加坡發展亞洲融資有限公司

主要股份過戶登記處：

Bank of Butterfield International (Cayman) Limited
Butterfield House, Fort Street,
P.O. Box 705, George Town
Grand Cayman, Cayman Islands
British West Indies

香港股份過戶登記分處：

香港證券登記有限公司
香港德輔道中199號
維德廣場2樓

主要往來銀行：

上海商業銀行
恒生銀行
三和銀行有限公司
中國銀行

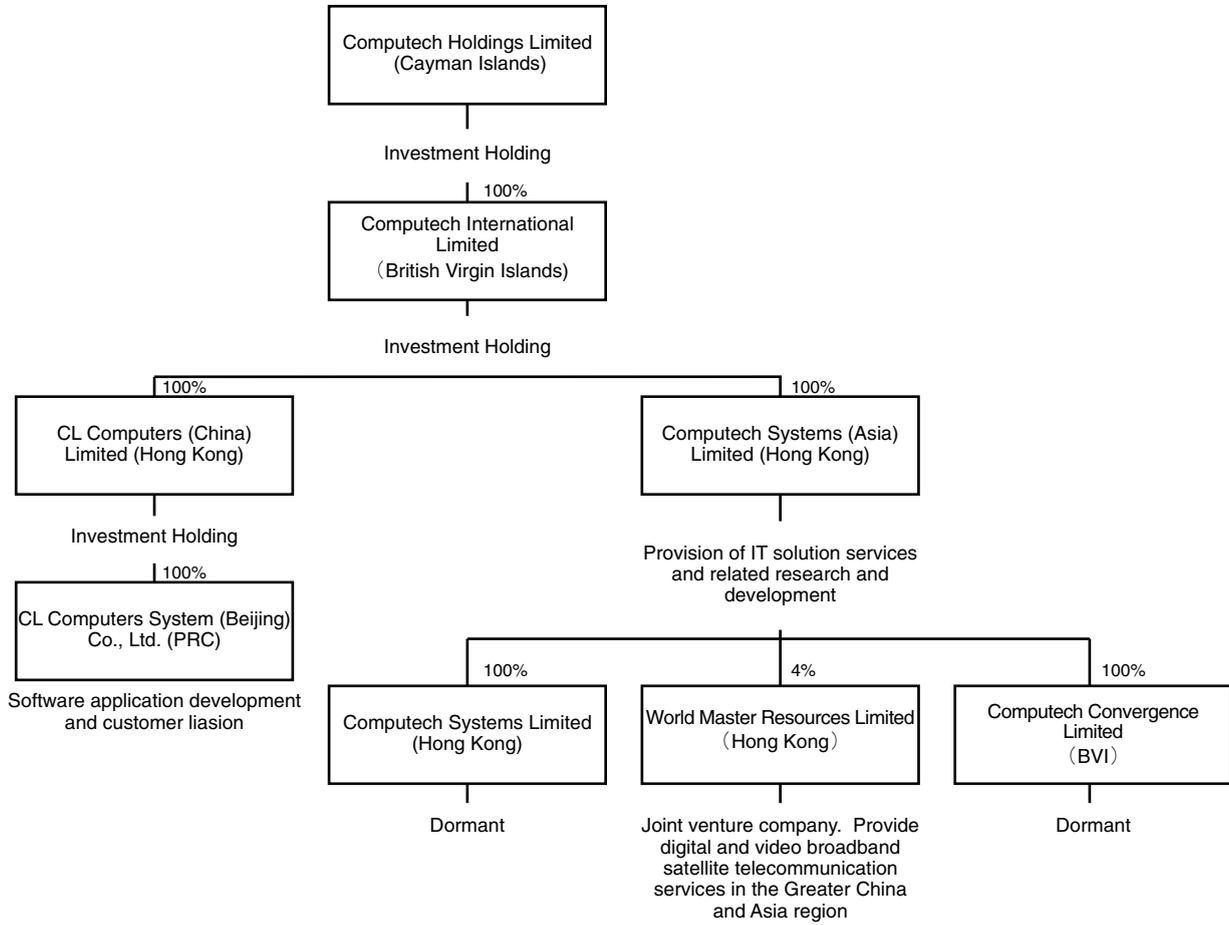
網站地址：

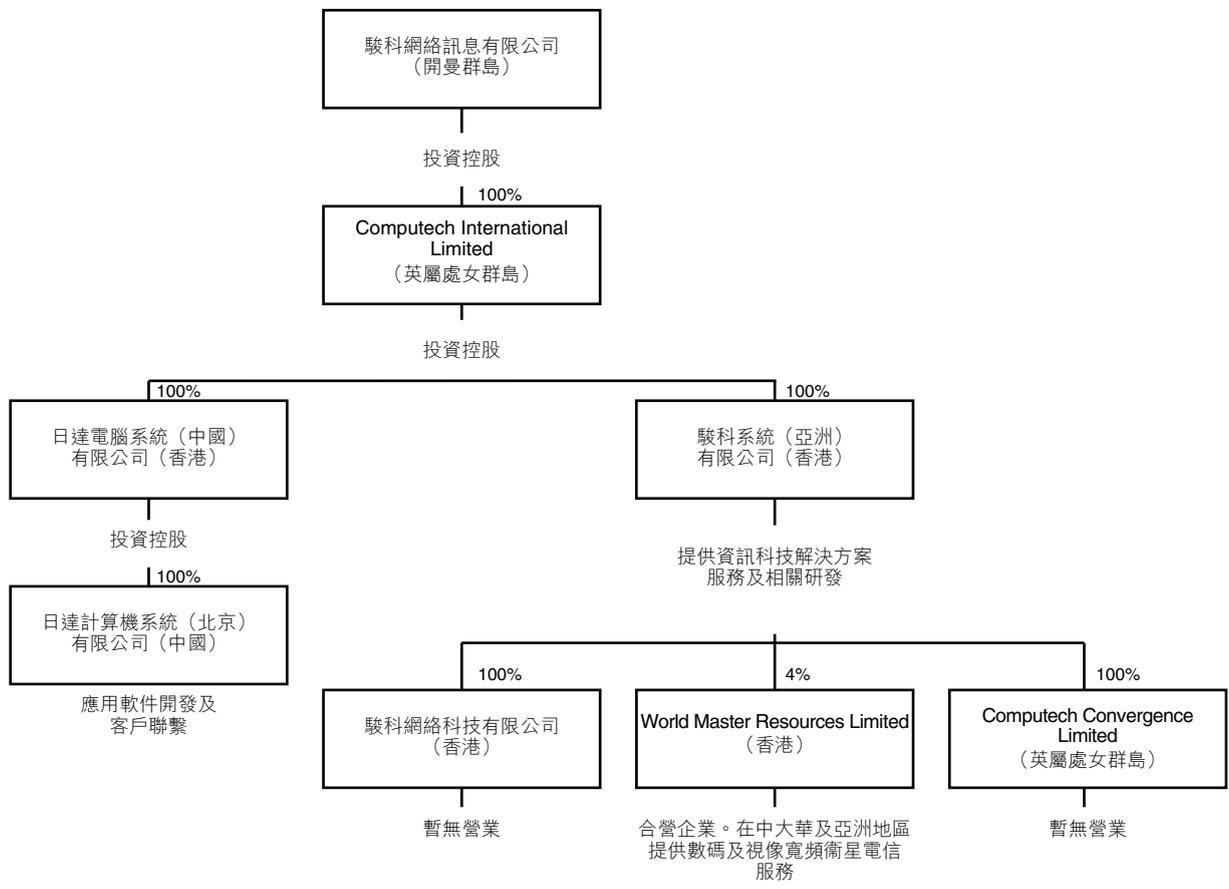
www.computech.com.hk

Group Business Structure

集團業務結構

於二零零一年十二月三十一日
At 31st December, 2001





Chairman's Statment

董事長報告書

I am pleased to present to the shareholders herewith the audited annual results of Computech Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31st December, 2001 for their consideration.

OPERATING RESULTS

The Group has achieved a stable and sustained growth in the operating results of the financial year. The Group achieved a total turnover of approximately HK\$120,990,000 (2000: HK\$37,565,000), representing a 222% increase. The audited profit attributable to shareholders for the year ended 31st December, 2001 was approximately HK\$4,552,000, representing approximately a 1,179% increase as compared with 2000. The earnings per share for the year ended 31st December, 2001 was HK2.28 cents. The gross profit margin for the year dropped from 33% to 23%.

MARKET OVERVIEW

The global economy experienced decline for the second consecutive year in 2001 despite a series of interest rate cuts by the United States Federal Reserve. The 9-11 terrorist attack in the United States has shattered consumers' confidence. The global economic environment was looking unclear.

However, China's World Trade Organisation ("WTO") accession will bring opportunities to the Group. After 15 years, China was finally admitted to the WTO. Facing challenges ahead, the Group is well positioned to meet more intense competition in both domestic and foreign markets. The Directors believe that with the entry of the WTO, the PRC customers will need to update their software solutions in order to meet foreign customer needs and complied with international requirements. The Directors are highly confident that China's accession to the WTO will create immense opportunities to the Group as a result.

OPERATING OVERVIEW

The year 2001 was a good year for the Group, with substantial business growth and strong performance in the PRC market.

The Group maintained a high level of operational efficiency for the year 2001. We have been able to sustain our growth momentum in a consistent manner over last three years. The encouraging results are attributable to the efforts of the PRC marketing teams that restructured during the year and strong technical support both in Hong Kong and the PRC. Moreover, the launch of two new software package products during the year 2001 also strengthen our competitive advantage in the foreign exchange market in the financial sector of the PRC. Besides, a series of cost control programmes were conducted within the Group. Although, the result is not so prominent, the effect is positive. So, the Group will carry on these exercises in order to increase the competitive advantage of the Group.

As most of the shareholders have noticed that a large international IT company, Hitachi, Ltd. ("Hitachi"), became our 25% shareholder in the early of the year 2002. Their investment not only strengthen the Group's corporate image, but also bring in a lot of technical support to us.

本人欣然向股東呈報駿科網絡訊息有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零一年十二月三十一日止年度之經審核全年業績，以供其審閱。

經營業績

本集團之經營業績於本財政年度錄得穩健及持續之增長，營業總額約為120,990,000港元（二零零零年：37,565,000港元），增幅達222%。截至二零零一年十二月三十一日止年度之股東經審核應佔溢利約為4,552,000港元，較二零零零年上升約1,179%。截至二零零一年十二月三十一日止年度之每股盈利為2.28港仙。本年度之邊際毛利由33%下跌至23%。

市場回顧

儘管美國聯邦儲備局多次減息，全球經濟於二零零一年連續第二年下滑。對美國發動之九一一恐怖襲擊打擊消費者信心。全球經濟前景仍不明朗。

然而，中國加入世界貿易組織（「世貿」）將為本集團帶來商機。經歷了十五年時間，中國最終加入世貿。面對往後之挑戰，本集團已作好準備，面對本地及外地市場之激烈競爭。董事相信，中國加入世貿後，中國顧客將需為其軟件解決方案進行升級，以滿足外地顧客之要求及符合國際規定。董事對中國加入世貿將為本集團帶來無限商機充滿信心。

經營回顧

本集團於二零零一年表現良好，於中國市場實現重大增長及取得出色表現。

本集團於二零零一年經營效率高企。吾等得以貫徹過去三年之增長趨勢。令人鼓舞之業績歸功於年內曾經重組之中國市場推廣隊伍之努力，以及香港及中國之強大技術支援。此外，於二零零一年推出兩套新軟件組合產品，亦加強吾等於中國金融界外匯市場之競爭優勢。再者，本集團內推行一系列成本控制計劃。儘管業績並非異常突出，惟對本集團帶來正面影響。因此，本集團將繼續這些計劃，以加強本集團之競爭優勢。

誠如大部分股東所知，大型國際資訊科技公司Hitachi, Ltd.（「Hitachi」）於二零零二年初成為擁有本公司25%權益之股東。其投資不單加強本集團之公司形象，亦給予本集團大量技術支援。

Chairman's Statment

董事長報告書

The Directors believe that by having Hitachi as a shareholder, the Group's corporate image will be further enhanced, particularly in the PRC market, thereby increasing the Group's chance of success in bidding for new contracts. Besides, the Directors also believe that Hitachi will assist the Group in exploring business opportunities from other Japanese companies operating in the PRC through joint sales/marketing efforts and collaboration in IT solutions projects. The Directors consider that Hitachi will contribute technology know-how to the Group's research and development and assist in broadening the Group's product range. The Directors further expect that based on Hitachi's proven success in its IT solutions products in the Japanese market, the Group can modify and localize Hitachi's software products and integrate into the Group's existing products. In summary, Hitachi as a "brand name" strategic investor will assist the Group in further exploring its business potential in the banking software and related market in the PRC.

PROSPECTS AND APPRECIATION

The Group is optimistic about its future prospects. The globalization of the world economy and China's accession to the WTO will increase the volatility of the PRC software market. Year 2002 will continue to be a very challenging year for the Group. The Group will continue to expand the business through penetration into other financial related sectors such as securities and insurance and collaboration with international software companies to customize their products and launched in the PRC market.

Finally, on behalf of the Board, I would like to take this opportunity to express my gratitude to all members of the Board and staff for their dedication and contribution to the Group and to those who have continuously supported us. We will make our best efforts in developing our businesses to produce good economic results and better returns for our shareholders.

Lee Man Lung, Vincent

Chairman

Hong Kong, 21st March, 2002

董事相信，Hitachi作為股東將進一步加強本集團之公司形象(尤其是於中國市場)，從而增加本集團成功競投新合約之機會。此外，董事相信，Hitachi將透過携手銷售／市場推廣努力及合作進行資訊科技解決方案項目，協助本集團開拓其他日本公司於中國經營之商機。董事認為，Hitachi將為本集團之研究及開發作出技術知識貢獻，並協助本集團增加產品種類。董事進一步預期，根據Hitachi之資訊科技產品於日本市場之成功，本集團可改良Hitachi之軟件產品，並將產品本地化，以與本集團現有產品整合。總括而言，Hitachi作為策略性投資者之「品牌」，將協助本集團進一步於中國銀行軟件及相關市場開發其商業潛力。

前景及致謝

本集團對未來之前景感到樂觀。全球經濟一體化及中國加入世貿，將增加中國軟件市場之波動。二零零二年將繼續是富挑戰性的一年。本集團將繼續透過滲入其他金融相關行業(如證券及保險)，以及與國際軟件公司合作，以按顧客之要求改良其產品及於中國市場推出該等產品，藉以擴展其業務。

最後，本人謹此代表董事會感謝董事會全人及所有員工對本集團所作之貢獻及一直支持本集團之人士。吾等將竭盡所能發展其業務，以達致良好之經濟業績，以及為股東帶來更佳之回報。

主席

李文龍

香港，二零零二年三月二十一日

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Results

The Group has achieved a stable and sustained growth in the operational results of the financial year. For the year ended 31st December, 2001, the Group has accomplished a turnover of approximately HK\$120,990,000 and a profit attributable to shareholders of approximately HK\$4,552,000. This represented an increase of approximately 1,179% in the net profit as compared with previous year. The substantial improvement in the financial conditions of the Group was due to a combination of sales network expansion and successful marketing efforts which provide the Group with good business development and market recognition in the PRC.

Financial Resources and Liquidity

As at 31st December, 2001, the shareholders' funds of the Group amounted to approximately HK\$27,314,000. Current assets amounted to approximately HK\$59,131,000, of which approximately HK\$15,740,000 were cash and bank deposits and approximately HK\$43,264,000 were debtors, deposits and prepayments. The Group's only non-current liability being obligations under finance lease amounted to approximately HK\$16,000. Its current liabilities amounted to approximately HK\$46,495,000, mainly comprised of creditors, accruals and deposits and bills payable amounted to approximately HK\$40,056,000 and HK\$3,201,000 respectively. The net asset value per share was HK\$ 0.137. The Group expresses its gearing ratio as a percentage of bank borrowings and long-term debts over total assets. As at 31st December, 2001, the Group had a gearing ratio of 0.05. The liquidity ratio of the Group, represented by a ratio between current assets over current liabilities, was 1.27 (2000: 2.00), reflecting the adequacy of financial resources.

Foreign Exchange

The Group is exposed to foreign currency risk as most of its payable to hardware suppliers and accounts receivable from the PRC sales are denominated in Renminbi. Fluctuation of exchange rates of Renminbi against foreign currencies could affect the Group's results of operations.

Significant Investments and Acquisitions

During the year ended 31st December, 2001 and the period from 29th March, 2000 to 31st December, 2000, the Group had no material acquisitions and disposals of subsidiaries and affiliated companies.

As at 31st December, 2001 and 31st December, 2000, the Group had no material investment other than the 4% shareholding in the joint venture of World Master Resources Limited.

Charges on the Group's assets

As at 31st December, 2001, the Group's time deposit of approximately HK\$3,171,000 (2000: HK\$3,085,000) has been pledged to a bank to secure general banking facilities granted to the Group.

財務回顧

業績

本集團之經營業績於本財政年度錄得穩健及持續之增長。截至二零零一年十二月三十一日止年度，本集團之營業額約達120,990,000港元，而股東應佔溢利約為4,552,000港元，純利較去年增長約1,179%。本集團之財務狀況得到重大改善，原因是擴充銷售網絡及市場推廣成功，本集團於中國獲得良好業務發展及被市場所確認。

財務資源及資金流動性

於二零零一年十二月三十一日，本集團之股東資金約達27,314,000港元。流動資產約達59,131,000港元，其中15,740,000港元為現金及銀行存款及約43,264,000港元為應收款項、按金及預付款項。本集團唯一的非流動負債，為於融資租賃債務，約為16,000港元。本集團之流動負債約為46,495,000港元，主要包括應付賬項、應計費用及按金約40,056,000港元及應付票據約3,201,000港元。每股資產淨值為0.137港元。本集團之資產負債比率為銀行借貸及長期債務與總資產之百分比。於二零零一年十二月三十一日，本集團之資產負債比率為0.05。本集團之流動資金比率(流動資產與流動負債之比率)為1.27(二零零零年：2.00)，反映其擁有充足之財務資源。

外匯

由於本集團大部份應付與硬件供應商之款項及中國銷售之應收款項以人民幣為單位，因此本集團須承受外幣風險。人民幣兌外幣之匯率波動可影響本集團之經營業績。

重大投資及收購

截至二零零一年十二月三十一日止年度內及由二零零零年三月二十九日至二零零零年十二月三十一日止期內，本集團並無重大收購或出售附屬公司及聯屬公司。

於二零零一年十二月三十一日及二零零零年十二月三十一日，除於合營企業World Master Resources Limited之4%股權外，本集團並無其他重大投資。

本集團之抵押資產

於二零零一年十二月三十一日，本集團約3,171,000港元(二零零零年：3,085,000港元)的定期存款已抵押予一間銀行，作為授予本集團一般銀行融資之抵押品。

Management Discussion and Analysis

管理層討論與分析

Capital commitments

As at 31st December, 2001 and 31st December, 2000, the Group had no future plans for material investment.

Contingent liabilities

As at 31st December, 2001 and 31st December, 2000, the Group had no material contingent liabilities.

Employees and Remuneration Policies

As at 31st December, 2001, the Group had 96 employees (2000: 74). Remuneration is determined by reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include share option scheme as detailed in note 20 to these financial statements, contributions to statutory mandatory provident fund scheme and medical scheme to its employees in Hong Kong and the statutory central pension schemes to its employees in the PRC.

BUSINESS REVIEW

The Group will continue to focus on the PRC financial industry with commercial banks as major target customers but has started to look for diversification into other sectors such as insurance and securities.

The Group is facing development opportunities and challenges following China's accession to the WTO. The management and work force shall continue to do their best and carry out the business plans as stated in the prospectus dated 9 June 2000 (the "Prospectus") and launch into the market new customized software products to transform the Group into a first ranked IT enterprise and taking advantage of PRC's WTO membership, increase the PRC market share in the financial industry and produce optimal return for our shareholders.

資本承擔

於二零零一年十二月三十一日及二零零零年十二月三十一日，本集團並無重大投資之未來計劃。

或然負債

於二零零一年十二月三十一日及二零零零年十二月三十一日，本集團並無重大或然負債。

僱員及酬金政策

於二零零一年十二月三十一日，本集團僱用96名僱員(二零零零年：74名)。酬金乃參考市場待遇、個別僱員之表現、資格及經驗而釐定。年終花紅乃以個別人士之表現為基準而支付予僱員，以確認及獎勵彼等人士之貢獻。其他福利包括購股權計劃(詳情載於財務報表附註20)，為香港僱員對法定強制性公積金計劃及醫療計劃作出供款，以及為中國僱員對法定中央退休金計劃作出之供款。

業務回顧

本集團將繼續專注為中國金融業，視商業銀行為主要目標顧客，惟亦已開始於其他行業尋求多元化發展，例如保險及證券。

隨着中國加入世貿後本集團會面對發展機會及挑戰。管理層及員工須繼續竭盡所能，進行於二零零零年六月九日刊發之招股章程(「招股章程」)所述之業務計劃，以及於市場推出符合客戶需要之新軟件產品，以將本集團轉型為一間首屈一指之資訊科技企業，並從中國加入世貿獲益，增加於中國金融業之市場佔有率及為吾等之股東帶來最可觀回報。

Business Objectives and Actual Business Progress Comparison

業務目標與實際業務進度比較

In compliance with the GEM Listing Rules, the Company sets out below a summary of actual business progress as measured against the business objectives set out in the Prospectus for the six months ended 31st December, 2001 (the "Review Period").

Business objectives for the Review Period as set out in the Prospectus	Actual Business Progress in the Review Period
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Sales

Revenue is expected to increase by about 20-30% as compared to the previous year

The total sales revenues for the year 2001 is HK\$ 121 million which has increased by 222% as compared with the year 2000. The substantial difference as compared to the original forecast is mainly due to a number of large sizeable contracts were concluded in the fourth quarter.

Revenue to be generated by the Group's full range of packaged software products in other areas such as the insurance industry

The marketing work in selling software products to insurance industry is in progress. Negotiation has been started with an insurance company in the PRC.

Research and Development

Set up research and development center in the PRC to co-ordinate the Group's overall research and development activities

The research and development center was established in Beijing in early October 2001 for overall co-ordination of the Group's software product development.

Continue to research and develop the application of wireless, mobile phone as well as internet technology in financial industry

Discussion has been started with Hitachi for the Internet solution on banking securities platform.

Commence the development of applications for other financial sectors, such as securities industry

Commence the study of securities solution in the PRC especially on web-based e-market place solution.

Enhance the e-commerce payment and settlement system and to integrate into the Group's software products

The Group's software product, E-Switch, which is catered for payment and settlement system has been launched into the market in July 2001.

為遵照創業板上市規則，本公司在以下列出截至二零零一年十二月三十一日止六個月（「回顧期間」）之實際業務進展摘要，與於招股章程內載列之業務目標作一比較。

招股章程內載列之回顧期間業務目標

回顧期間內實際業務進展

銷售

預期收益較去年增加約20至30%

二零零一年之銷售收益總額為121,000,000港元，較二零零零年上升222%。與原本之預計出現重大差異，主要原因是若干大額合約於第四季完成。

本集團全線組合軟件產品於其他範疇（如保險業）產生收益

正進行保險業之銷售軟件產品市場推廣工作。已開始與中國一間保險公司進行磋商。

研究與開發

於中國設立研究及開發中心，以與本集團整體研究及開發活動相協調

已於二零零一年十月初在北京設立研究及開發中心，以與本集團之軟件產品開發進行整體合作。

繼續研究及開發金融界之無線流動手提電話及互聯網技術之應用

已開始就銀行證券平台之互聯網解決方案與Hitachi進行磋商。

開始為其他金融界別（如證券業）開發應用

開始研究中國之證券解決方案，尤其是使用互聯網之電子市場解決方案。

加強電子商貿之付款及結算系統，並與本集團之軟件產品整合

本集團之軟件產品電子資金清算已於二零零一年七月推出市場，該產品是為切合付款及結算系統之需要而設計。

Business Objectives and Actual Business Progress Comparison

業務目標與實際業務進度比較

Marketing

Allocate 1-1.5% of the total revenue as total marketing expenditure for various marketing programs such as print and internet advertising, sponsorship on industry research

The Group used about 1.8% of the total revenue for various marketing activities including exhibitions, seminars and printing materials. The difference is mainly due to the actual revenue for the year 2001 is higher than the original forecast. Thus the marketing expenditure increase proportionally.

Resources employment

Recruit 15 engineers for research and development in the PRC and Hong Kong

15 engineers have been recruited for research and development in the PRC.

Set up sales officers in other areas of the PRC such as Shenzhen, Wuhan to enhance market coverage

Expanding number of offices has been held up because of control and administration reasons. The Group's existing 4 offices in the PRC can carry adequate support among their region.

Collaboration

Explore the feasibility to co-operate with local university or reputable research center for the joint research and development efforts with the ultimate aim to apply the research results to commercial use

Negotiation is in progress with a university in Shanghai for the co-development of VIP priority banking system.

市場推廣

分配總收益之1至1.5%作為多項市場推廣項目(如報章及互聯網廣告)之總市場推廣開支、業界研究贊助費

本集團已就多項市場推廣活動(包括展覽、座談會及印刷品)動用約1.8%總收益。差異主要由於二零零一年之實際收益較原來預期為高。因此，市場推廣開支按比例增加。

善用資源

就中國及香港之研究及開發聘請15名工程師

已就中國之研究及發展聘請15名工程師。

於中國其他地區(如深圳、武漢)設立銷售辦事處，以加強市場之覆蓋範圍

基於控制及行政原因暫停擴展若干辦事處。本集團現時四個辦事處可於其他區內提供足夠支援。

通力合作

研究與當地大學或著名研究中心合作之可能性，以携手作出研究及開發努力，以達到將研究結果應用於商業用途之最終目的

正就合作開發VIP優先次序銀行系統與上海一間大學進行磋商。

Use of Proceeds

所得款項用途

The net proceeds from the public listing was about HK\$22 million and the remaining balance after 31st December, 2001 was HK\$9.3 million. During the period from 19th June, 2000 (date of listing) to 31st December, 2001, the Group has incurred the following amounts to achieve the business objectives as set out in the Prospectus:

Schedule of use of proceeds	Amount to be disclosed in the Prospectus (HK\$ million)	Actual amount used up to 31 December 2001 (HK\$ million)
For the research and development of new products including e-commerce applications and the related payment and settlement systems	8.0	8.0
For repayment of loans due to existing Shareholders of the Company	4.1	4.1
For setting up branch offices in Shanghai and Neimong	1.5	0.2
For establishing its own accounting, finance and administration department	1.5	0.4
Total	<u>15.1</u>	<u>12.7</u>

Use of proceeds is almost the same as the estimation made in the Prospectus. The differences between the amount disclosed in the Prospectus and the actual amount used are mainly due to the following reasons. For setting up branch offices, the process in setting up branch office in Neimong is still under review and has been delayed. With regard to the establishment of the Group's own accounting, finance and administration department, the Group has combined the three departments into one, thus the costs incurred were lower than expected.

The balance as of 31st December, 2001 of HK\$9.3 million was used as working capital of the Group to support its ongoing operations and expansion.

所得款項

公開上市所得款項淨額約為22,000,000港元，而於二零零一年十二月三十一日後結餘為9,300,000港元。由二零零零年六月十九日(上市日期)至二零零一年十二月三十一日止期間，本集團已動用下列款額，以達致招股章程所載之業務目標：

所得款項用途附表	於招股章程 披露之金額 (百萬港元)	截至二零零一年 十二月三十一日 實際已動用 之金額 (百萬港元)
研究及開發新產品，包括電子商貿應用 軟件及相關支付與結算系統	8.0	8.0
償還結欠本公司現有股東之貸款	4.1	4.1
於上海及內蒙設立分辦事處	1.5	0.2
設立本身之會計、財務及行政部	1.5	0.4
總計	<u>15.1</u>	<u>12.7</u>

所得款項用途於招股章程中作出之預期大致一樣。在招股章程披露之金額與實際使用之金額主要基於以下原因產生差額。就設立分辦事處而言，由於在內蒙設立分辦事處之進程仍在檢討階段，因此已被押後。有關成立本集團本身之會計、財務及行政部門一事，本集團已將該三個部門合併為一，故此所產生之成本較預期為低。

截至二零零一年十二月三十一日為止之9,300,000港元結餘已用作本集團之營運資金，以支持其持續經營及擴展。

Directors and Senior Management Profile

董事及高級管理人員簡介

DIRECTORS

Executive Directors

LEE Man Lung, Vincent, aged 43, is the Chief Executive Officer of the Group. He is responsible for the corporate planning as well as the daily operation of the Group. He has been working in the IT industry for over 17 years. Mr. Lee started his career in NCR after graduation in 1983. He has been responsible for the sales and marketing of computer system to various industries including financial, manufacturing and retail. Prior to joining the Group, he has worked for another technology firm specialized in securities dealing system. He holds a bachelor degree in Business Administration from the Chinese University of Hong Kong.

YIP Tai Chee, Alick, aged 41, is the Director of Operation and Marketing. He is currently in charge of the marketing support division of the Group and the operation of the Chengdu and Guangzhou offices of the Group. Prior to joining the Group, he worked for the technical department respectively of Washington Trust Bank and Chase Manhattan Bank. He has over 15 years' experience in the IT industry. He holds a master degree in Business Administration from the Eastern Washington State University of United States.

TANG Chi Lap, aged 39, is the Director of Technical Services. He is responsible for software application development, research and development and technical support. He worked in various divisions involved in data communication, networking and system software design before the current assignment. He holds a degree in Computer Science with Electronic Engineering from University College, London.

Non-executive Directors

FUNG Pak Chuen, Alphonso, aged 51, is a non-executive Director. He is a co-founder and managing director of CL International Holding Limited ("CLIH") Group. Mr Fung graduated from the University of London with a master degree in Computer Science. Prior to the establishment of the CLIH Group in 1979, he worked at IBM in Hong Kong and International Computer Limited in the United Kingdom.

LO, Richard, aged 50, is a non-executive Director. Mr. Lo is also a co-founder and managing director of CLIH Group. Before the establishment of the CLIH Group, Mr. Lo worked in marketing department of IBM in Hong Kong. Mr. Lo holds a bachelor degree in Mathematics from Syracuse University, New York and a master degree in Business Administration from the University of California at Los Angeles.

Hiroyuki TANIGUCHI, aged 45, is a non-executive Director. Mr. Taniguchi is currently a manager of the financial information system division of Hitachi, Limited. Mr. Taniguchi graduated from the University of Electro-Communications in Japan. He joined Hitachi, Limited in 1979.

董事

執行董事

李文龍，43歲，本集團行政總裁。彼負責本集團之企業策劃以及日常運作，彼從事資訊科技行業已逾十七年。李先生在一九八三年畢業後於NCR開展其事業，彼曾負責不同行業包括金融、製造及零售業之電腦系統銷售及市務工作。彼在加入本集團前，於另一間專注證券交易系統之科技公司工作，彼持有香港中文大學(工商管理學士)學位。

葉棣慈，41歲，營運及市務總監。彼現統領本集團之市務支援部門及本集團成都及廣州辦事處之運作。彼在加盟本集團前，彼分別為Washington Trust Bank及大通銀行的技術部門效力，彼於資訊科技業累積逾十五年經驗。彼持有美國Eastern Washington State University之(工商管理)碩士學位。

鄧志立，39歲，技術服務總監。彼負責開發應用軟件、研究及開發以及技術支援。彼在出任目前職務前，曾於涉及數據傳播、網絡及系統軟件設計之部門工作。彼持有倫敦University College之電子工程之電腦科學學位。

非執行董事

馮百泉，51歲，非執行董事。彼乃CL International Holding Limited (「CLIH」) 集團之共同創辦人兼董事總經理。馮先生畢業於倫敦大學，擁有電腦科學碩士學位。彼於一九七九年創立CLIH集團之前，曾分別在香港IBM及英國International Computer Limited任職。

老元迪，50歲，非執行董事。老先生亦是CLIH集團之共同創辦人兼董事總經理。老先生於創立CLIH集團之前，在香港任職於IBM的市場推廣部門。老先生持有紐約Syracuse University數學學士學位及洛杉磯University of California工商管理碩士學位。

谷口弘幸，45歲，非執行董事。谷口先生現時為Hitachi, Limited財務資訊部經理。谷口先生畢業於日本的University of Electro-Communications。彼於一九七九年加入Hitachi, Limited。

Directors and Senior Management Profile

董事及高級管理人員簡介

Independent non-executive Directors

TSANG Link Carl, Brian, aged 38, is a practising solicitor in Hong Kong. He is a partner of Hong Kong law firm, Iu Lai & Li. He is also admitted to practise law in England & Wales, Singapore, New South Wales, Queensland and the Australian Capital Territories. He is also a non-executive director of four other public companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He was appointed as an independent non-executive Director of the Company in June 2000.

LEE Sai Yeung, aged 50, was the executive director of several companies listed on the Stock Exchange from 1996 to 1998. Mr. Lee obtained his master degree in Business Administration and a bachelor degree in Business Administration (with honours) from the University of Texas at Austin. He has more than 15 years' experience in the securities business and extensive experience in corporate finance and investment banking. From 1981 to 1998, Mr. Lee had been registered as a dealing director, investment adviser and held position as senior executive in several major regional and European securities firms in Hong Kong. He was appointed as an independent non-executive Director of the Company in June 2000.

SENIOR MANAGEMENT

CHEUNG Tung, aged 41, is responsible for sales activities of the Group. He has over 15 years' experience in sales and marketing of computer software and hardware products. He is now in charge of the sales team of about 12 members in different offices of the Group.

QI Wei, aged 39, is the technical manager of Beijing branch of the Group. He graduated from the University of Beijing. He has 14 years' experience in the IT industry and 7 years' experience in the banking industry. He is responsible for customers services and application development division of that Branch.

ZHANG Bing Bing, aged 35, is the technical manager of the Chengdu branch of the Group. He graduated from Beijing University of Astronautics and Aeronautics with Diploma in Computer Science. He has 8 years' experience in the banking industry and is responsible for the networking division and the training division of the Group.

MA Siu Ming, Jackson, aged 33, is the technical manager of Computech Systems (Asia) Limited. He graduated from the University of East Asia, Macau and is now responsible for R&D division of the Group. He has 9 years' experience in the banking industry.

CHOW Chi Wah, Vincent, aged 33, is the financial controller, company secretary and qualified accountant of the Group. He graduated from Lingnan College. He is responsible for the supervision of the Group's accounting and financial reporting procedures and regulatory compliance of the Group. He has about 8 years' experience in the audit and accounting field. He is an associate member of each of The Chartered Association of Certified Accountants and the Hong Kong Society of Accountants. He joined the Group in 2000.

獨立非執行董事

曾令嘉，38歲，香港之執業律師。彼乃香港姚黎李律師行之合夥人。彼亦擁有資格在英格蘭與威爾斯、新加坡、新南威爾斯、昆士蘭及澳大利亞首都地區執行法律實務。彼亦出任另外四間在香港聯合交易所有限公司（「聯交所」）公眾上市之公司之非執行董事。彼於二零零零年六月獲委為本公司獨立非執行董事。

李世揚，50歲，於一九九六年至一九九八年間曾任多間聯交所上市公司之執行董事。李先生於Austin之德克薩斯大學取得其工商管理碩士學位及工商管理榮譽學士學位。彼於證券業擁有逾十五年經驗，及擁有企業財務及投資銀行方面之廣泛經驗。自一九八一年至一九九八年，李先生成為註冊之交易董事及財務顧問並於香港數間主要之地區及歐資證券行擔任高級行政職位。彼於二零零零年六月獲委為本公司獨立非執行董事。

高級管理層

張彤，41歲，負責本集團之銷售事務。彼在電腦軟件及硬件產品銷售及市場推廣方面擁有逾十五年經驗。彼現統管分佈於本集團各辦事處內約十二人之銷售隊伍。

齊偉，39歲，本集團北京分處之技術經理。彼畢業於北京大學，在資訊科技行業擁有十四年經驗，亦在銀行業擁有七年經驗。彼負責該分處之客戶服務及應用程式開發部門。

張兵兵，35歲，本集團成都分行之技術經理。彼畢業於北京大學，攻讀航天及航空學並持有電腦科學文憑。彼於銀行業擁有八年之經驗，現負責本集團之網絡工程部門及培訓部門。

馬少明，33歲，駿科系統(亞洲)有限公司之技術經理。彼畢業於澳門東亞大學，現負責本集團之研究及開發部門。彼於銀行業累積達九年之經驗。

周志華，33歲，本集團之財務總監、公司秘書及認可會計師。彼畢業於嶺南學院。彼負責監管本集團會計及財務報告程序及遵守有關規定。彼於核數及會計行業擁有約八年經驗。彼分別為英國特許公認會計師公會及香港會計師公會之會員。彼於二零零零年加盟本集團。

Directors' Report

董事會報告書

The directors have pleasure in presenting their annual report together with the audited financial statements for the year ended 31st December, 2001.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 10 to the financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31st December, 2001 are set out in the consolidated income statement on page 39. The pro forma combined results of the Group for the year ended 31st December, 2000 prepared on the basis set out in note 1(a)(ii) to the financial statements, are also presented on the same page for information.

The directors do not recommend the payment of a dividend in respect of the year.

FINANCIAL SUMMARY

The summary of the pro forma combined results of the Group for each of the three years ended 31st December, 2000 and the consolidated results of the Group for the year ended 31st December, 2001 and the assets and liabilities of the Group as at 31st December, 1999, 2000 and 2001 are set out on pages 83 and 84 respectively.

FIXED ASSETS

The Group purchased fixed assets amounted to approximately HK\$1,206,000 during the year. Detailed movements in fixed assets are set out in note 9 to the financial statements.

SHARE OPTIONS

Details of the Company's share option scheme are set out in note 20 to the financial statements.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 21 to the financial statements.

董事欣然呈報其年報，連同截至二零零一年十二月三十一日止年度之經審核財務報表。

主要業務

本公司為一間投資控股公司，其附屬公司之主要業務載於財務報表附註10。

業績及股息

本集團截至二零零一年十二月三十一日止年度之業績載於第39頁綜合收益表。本集團截至二零零零年十二月三十一日止年度之備考合併業績乃根據財務報表附註1(a)(ii)所載基準而編製，並於同一頁呈列作參考。

董事不建議派發年內股息。

財務摘要

本集團截至二零零零年十二月三十一日止三個年度各年之備考合併業績、本集團截至二零零一年十二月三十一日止年度之綜合業績，以及本集團於一九九九年、二零零零年及二零零一年十二月三十一日之資產及負債概要分別載於第83及第84頁。

固定資產

本集團於年內採購之固定資產約達1,206,000港元。固定資產變動詳情載於財務報表附註9。

購股權

本公司購股權計劃詳情載於財務報表附註20。

儲備

本集團及本公司於年內之儲備變動載於財務報表附註21。

Directors' Report

董事會報告書

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive directors:

Lee Man Lung, Vincent

Yip Tai Chee, Alick

Tang Chi Lap

Non-executive directors:

Fung Pak Chuen, Alphonso

Lo, Richard

Hiroyuki Taniguchi (appointed on 19th February, 2002)

Independent non-executive directors:

Tsang Link Carl, Brian

Lee Sai Yeung

In accordance with Article 14 (4) of the Company's Articles of Association, Mr. Yip Tai Chee, Alick, Mr. Tang Chi Lap and Mr. Fung Pak Chuen, Alphonso, shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The non-executive and independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the Company's Articles of Association.

Each of the executive directors has entered into a service contract with the Company for an initial term of three years commencing from 1st June, 2000 and will continue thereafter on an annual basis until terminated by not less than three months' notice in writing served by either party.

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

董事及董事之服務合約

本公司於年內及直至本報告日期止之董事如下：

執行董事：

李文龍
葉棣慈
鄧志立

非執行董事：

馮百泉
老元迪
谷口弘幸(於二零零二年二月十九日獲委任)

獨立非執行董事：

曾令嘉
李世揚

根據本公司之組織章程第14(A)條，葉棣慈先生、鄧志立先生及馮百泉先生均須告退，惟願意於下屆股東週年大會上膺選連任。

非執行及獨立非執行董事並無特定委任期，但須根據本公司之組織章程輪席告退及膺選連任。

各執行董事均與本公司訂有服務合約，初步年期由二零零零年六月一日起計，為期三年，此後按年續期，直至任何一方發出不少於三個月書面通知終止合約為止。

除上述者外，概無任何建議在下一屆股東週年大會重選之董事與本公司訂立不得在一年內被本公司終止而毋須作出賠償之服務合約(法定賠償除外)。

Directors' Report

董事會報告書

DIRECTORS' INTERESTS IN CONTRACTS

Apart from the transactions as disclosed in note 26 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

The details of connected transactions during the year under the GEM Listing Rules are set out in note 26 to the financial statements.

DIRECTORS' INTERESTS IN SECURITIES

As at 31st December, 2001, the directors and their associates had the following interests in shares of the Company as recorded in the Register of Directors' Interests kept by the Company under Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI" Ordinance):

Director	Type of interest	Number of shares
Mr. Lee Man Lung, Vincent (<i>Note 1</i>)	Corporate	55,860,000
Mr. Fung Pak Chuen, Alphonso (<i>Note 2</i>)	Family	55,860,000
Mr. Lo, Richard (<i>Note 3</i>)	Family	55,860,000
Mr. Yip Tai Chee, Alick	Personal	14,000,000
Mr. Tang Chi Lap	Personal	7,280,000

Notes :

- As Mr. Lee Man Lung, Vincent is interested in 100% of the issued share capital of Brilliant Time Limited, Mr. Lee Man Lung, Vincent is taken to have an interest in the 55,860,000 shares held by Brilliant Time Limited.
- Gumpton Investments Limited, which holds 75% of the issued share capital of CL Investments Limited ("CL Investments"), is taken to have an interest in the 55,860,000 shares in which CL Investments is interested under the SDI Ordinance. As 50% of the issued share capital of Gumpton Investments Limited is held by AFS Holdings Limited, AFS Holdings Limited is taken to have an interest in the 55,860,000 shares under the SDI Ordinance.

AFS Holdings Limited is wholly-owned by The General Trust Co. Ltd. The General Trust Co. Ltd. is the trustee of AFS Trust, one of the beneficiaries of which is the wife of Mr. Fung Pak Chuen, Alphonso. Mr. Fung Pak Chuen, Alphonso is taken to have an interest in the 55,860,000 shares by virtue of his spouse's interest under the SDI Ordinance.

董事在合約中之權益

除財務報表附註26披露之交易外，於年終或年內任何時間，本公司各董事均無於本公司或其任何附屬公司所訂立之重要合約中擁有重大權益。

關連交易

根據創業板上市規則，於年內進行之關連交易詳情載於財務報表附註26。

董事之證券權益

於二零零一年十二月三十一日，根據證券(披露權益)條例(「披露權益條例」)第29條之規定存置之本公司董事權益登記冊所示，董事及彼等之聯繫人於本公司股份中之權益如下：

姓名	權益類別	股份數目
李文龍先生 (附註1)	公司	55,860,000股股份
馮百泉先生 (附註2)	家族	55,860,000股股份
老元迪先生 (附註3)	家族	55,860,000股股份
葉棣慈先生	個人	14,000,000股股份
鄧志立先生	個人	7,280,000股股份

附註：

- 由於李文龍先生擁有Brilliant Time Limited所有已發行股本之權益，故李文龍先生被視作在Brilliant Time Limited所持之55,860,000股股份中擁有權益。
- 根據披露權益條例，Gumpton Investments Limited (其持有CL Investments Limited (「CL Investments」) 已發行股本75%) 將被視為於CL Investments擁有權益之55,860,000股股份中擁有權益。由於Gumpton Investments Limited已發行股本50% 乃AFS Holdings Limited所持有，根據披露權益條例，AFS Holdings Limited將被視為於55,860,000股股份中擁有權益。

AFS Holdings Limited由The General Trust Co. Ltd.全資擁有，The General Trust Co. Ltd.乃AFS Trust之受託人，AFS Trust其中一位受益人為馮百泉先生之妻子，根據披露權益條例，馮百泉先生因為其配偶之權益而被視為於55,860,000股股份中擁有權益。

Directors' Report

董事會報告書

DIRECTORS' INTERESTS IN SECURITIES (Cont'd)

- Gumpton Investments Limited, which holds 75% of the issued share capital of CL Investments, is taken to have an interest in the 55,860,000 shares in which CL Investments is interested under the SDI Ordinance. As 50% of the issued capital of Gumpton Investments Limited is held by Ardian Holdings Limited, Ardian Holdings Limited is taken to have an interest in the 55,860,000 shares under the SDI Ordinance.

Ardian Holdings Limited is wholly-owned by The General Trust Co. Ltd. The General Trust Co. Ltd. is the trustee of Ardian Trust, the beneficiaries of which include the wife and a child (who is under 18 years of age) of Mr. Lo, Richard. Mr. Lo, Richard is taken to have an interest in the 55,860,000 shares by virtue of his spouse's and his child's (who is under 18 years of age) interests under the SDI Ordinance.

Save as disclosed above, at 31st December, 2001, none of the directors or their associates had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Under the terms of a share option scheme (the "Scheme") adopted by the Company on 2nd June, 2000, the board of directors is authorised, at its absolute discretion, to grant options to executive directors and full time employees of the Company or its subsidiaries, to subscribe for shares in the Company. Further details of the Scheme are set out in note 20 to the financial statements. No options had been granted to any directors under the Scheme up to the balance sheet date.

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事之證券權益 (續)

3. 根據披露權益條例，Gumpton Investments Limited (其持有CL Investments已發行股本75%) 將被視為於CL Investments擁有權益之55,860,000股股份中擁有權益。由於Gumpton Investments Limited已發行股本50%乃Ardian Holdings Limited所持有，根據披露權益條例，Ardian Holdings Limited將被視為於55,860,000股股份中擁有權益。

Ardian Holdings Limited由The General Trust Co. Ltd.全資擁有，The General Trust Co. Ltd.乃Ardian Trust之受託人，Ardian Trust之受益人包括老元迪先生之妻子及一名年齡為十八歲以下之子女，根據披露權益條例，老元迪先生因為其配偶及子女之權益而被視為於55,860,000股股份中擁有權益。

除上文所披露者外，於二零零一年十二月三十一日，概無董事或彼等之聯繫人在本公司或其任何相聯法團(定義見披露權益條例)之任何證券中擁有任何權益。

董事收購股份或債券之權利

根據本公司於二零零零年六月二日採納之購股權計劃(「該計劃」)，董事會獲授權，按其絕對酌情權向本公司或其附屬公司之執行董事及全職僱員授出購股權從而認購本公司股份。有關該計劃進一步詳情載於財務報表附註20。直至結算日期止，並無根據該計劃向任何董事授予任何購股權。

除上述者外，於年內，本公司或其任何附屬公司並無作出任何安排，使本公司董事、彼等之配偶或18歲以下之子女藉收購本公司或任何其他公司之股份或債券而得益。

Directors' Report

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2001, according to the register required to be kept under Section 16(1) of the SDI Ordinance, the following persons were interested in 10% or more of the issued share capital of the Company:

Name	Number of shares	Percentage of the issued share capital
Anstalt Pacific Techvest Inc. (Note 1)	55,860,000	27.93%
CL Investments (Note 2)	55,860,000	27.93%
CL Strategic Holdings Limited (Note 3)	55,860,000	27.93%
Brilliant Time Limited (Note 4)	55,860,000	27.93%

Notes:

- Anstalt Pacific Techvest Inc. ("Anstalt Pacific") is beneficially and wholly-owned by Lam Soon (Hong Kong) Limited, the shares of which are listed on the Stock Exchange of Hong Kong Limited. Anstalt Pacific has a 50% interest in the issued share capital of CL Strategic Holdings Limited ("CLSH") and is accordingly taken to have an interest in the shares in which CLSH is interested in.
- CL Investments is deemed to be owned as to 37.5% by Mr. Fung Pak Chuen, Alphonso and as to 37.5% by Mr. Lo, Richard, and is beneficially owned as to 20% by Mr. Chan Kin Wah, Charles and as to 5% by Mr. Wong Siu Sik, Alex. Both Mr. Chan Kin Wah, Charles and Mr. Wong Siu Sik, Alex are independent third parties not connected with the Company, any of its subsidiaries, the directors, chief executives, substantial shareholders and management shareholders of the Company or any of its subsidiaries or any of their respective associates.
- CLSH is owned as to 50% by Anstalt Pacific and 50% by CL Investments.
- Brilliant Time Limited is beneficially and wholly-owned by Mr. Lee Man Lung, Vincent.

Save as disclosed above, the Company has not been notified of any other interests as at 31st December, 2001 representing 10% or more of the issued share capital of the Company.

主要股東

於二零零一年十二月三十一日，根據按照披露權益條例第16(1)條之規定存置之股東名冊所示，以下人士擁有本公司已發行股本10%或以上權益：

名稱	股份數目	佔已發行股本 百分比
Anstalt Pacific Techvest Inc. (附註1)	55,860,000股股份	27.93%
CL Investments (附註2)	55,860,000股股份	27.93%
CL Strategic Holdings Limited (附註3)	55,860,000股股份	27.93%
Brilliant Time Limited (附註4)	55,860,000股股份	27.93%

附註：

1. Anstalt Pacific Techvest Inc. (「Anstalt Pacific」) 由南順(香港)有限公司(其股份於香港聯合交易所有限公司上市)實益及全資擁有。由於Anstalt Pacific 擁有CL Strategic Holdings Limited (「CLSH」) 已發行股本之50%權益，故被視為於CLSH擁有之股份中擁有權益。
2. CL Investments被視作由馮百泉先生、老元迪先生各擁有37.5%權益及由陳健華先生及黃兆軾先生分別實益擁有20%及5%權益。陳健華先生及黃兆軾先生均為獨立第三者，與本公司、其任何附屬公司、本公司或其任何附屬公司之董事、主要行政人員、主要股東及管理層股東或彼等各自之聯繫人概無關連。
3. Anstalt Pacific及CL Investments 分別擁有CLSH 50%權益。
4. Brilliant Time Limited由李文龍先生實益全資擁有。

除上文所披露者外，於二零零一年十二月三十一日，本公司並無獲悉有任何其他權益佔本公司已發行股本10%或以上。

Directors' Report

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for 94% of the total sales for the year and sales to the largest customer included therein amounted to 43%. Purchases from the Group's five largest suppliers accounted for 61% of the total purchases for the year and purchases from the largest supplier included therein amounted to 19%.

To the best knowledge of the directors, neither the directors, their associates, nor any shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

SPONSORS' INTERESTS

As updated and notified by the Company's sponsor, DBS Asia Capital Limited ("DBS Asia"), as at 31st December, 2001 and 21st March, 2002, respectively neither DBS Asia nor its directors nor employees, had any interest in the share capital of the Company.

Pursuant to the agreement dated 10th April, 2000 entered with the Company, DBS Asia received and will receive, fees for acting as the Company's continuing sponsor for the period from 19th June, 2000 to 31st December, 2002.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference for the purpose of reviewing and providing supervision over of the financial reporting process and internal control procedures of the Group. The Audit Committee has three members comprising Mr. Lee Sai Yeung, Mr. Tsang Link Carl, Brian and Mr. Lee Man Lung, Vincent.

Up to the date of approval of these financial statements, the Audit Committee has held four meetings and has reviewed the Company's draft annual, interim and quarterly financial reports.

主要客戶及供應商

來自本集團之五大客戶銷售佔全年總銷售94%，而最大客戶獨佔43%。來自本集團五大供應商之採購佔全年總採購61%，而來自最大供應商之採購佔19%。

據董事所探知，於本年內，擁有本公司已發行股本5%以上之董事、彼等之聯繫人或任何股東概無在本集團五大客戶或供應商中擁有任何實益權益。

購回、出售或贖回本公司之上市證券

於年內，本集團並概無購回、出售或贖回本公司任何上市股份。

優先購買權

本公司之組織章程或開曼群島法例並無對優先購買權作出任何規定，須本公司向現有股東按比例提出購買新股之邀請。

保薦人之權益

獲本公司保薦人新加坡發展亞洲融資有限公司（「新加坡發展亞洲」）知會，於二零零一年十二月三十一日及二零零二年三月三十一日，新加坡發展亞洲或其董事或僱員概無擁有本公司股本中任何權益。

根據與本公司於二零零零年四月十日訂立之協議，新加坡發展亞洲就由二零零零年六月十九日至二零零二年十二月三十一日止期間擔任本公司之持續保薦人而收取及將收取費用。

審核委員會

本公司已成立其審核委員會，並編製其職權範圍書，從而監督本集團之財務申報過程及內部控制程序。審核委員會由三名成員組成，包括李世揚先生、曾令嘉先生及李文龍先生。

直至本財務報表獲批准之日，審核委員會已召開四次會議，並已審閱本公司之全年、中期及季度財務報告草稿。

Directors' Report

董事會報告書

COMPLIANCE

In the opinion of the directors, the Company has complied with Rules 5.28 to 5.39 of the Rules governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited concerning board practices and procedures throughout the financial year ended 31st December, 2001.

AUDITORS

A resolution to re-appoint the retiring auditors, Messrs. PKF, is to be proposed at the forthcoming general meeting.

On behalf of the Board

Lee Man Lung, Vincent
Chairman

Hong Kong, 21st March, 2002

遵守

董事認為，本公司於截至二零零一年十二月三十一日止財政年度均遵守香港聯合交易所有限公司創業板證券上市規則第5.28至5.39條有關董事會常規及程序之規定。

核數師

續聘告退核數師梁學濂會計師事務所之決議案將於下屆股東大會上提呈。

承董事會命

主席

李文龍

香港，二零零二年三月二十一日



Auditors' Report

核數師報告書

梁學濂會計師事務所

PKF

26th Floor
Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

香港
銅鑼灣
威非路道18號
萬國寶通中心26樓

To the members of
Computech Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致
駿科網絡訊息有限公司
(於開曼群島註冊成立之有限公司)
各股東

We have audited the financial statements on pages 40 to 83 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

本核數師已完成審核載於第40頁至第83頁按照香港公認會計原則編製之經審核財務報表。

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view, it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

董事及核數師之個別責任

貴公司董事須負責編製真實與公平之財務報表。在編製該等財務報表時，董事必須貫徹採用合適之會計政策。

本核數師之責任是根據審核工作之結果，對該等財務報表表達獨立之意見，並向股東作出報告。

BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the financial statements give a true and fair view of the state of the affairs of the Company and the Group as at 31st December, 2001 and of the consolidated profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PKF

Certified Public Accountants

Hong Kong, 21st March, 2002

意見之基礎

本核數師是按照香港會計師公會發出之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重大估計及判斷，所釐定之會計政策是否適合 貴公司及 貴集團之具體情況及是否貫徹應用並足夠地披露該等會計政策。

本核數師在策劃及進行審核工作時，均以取得一切本核數師認為必需之資料及解釋為目標，使本核數師能獲得充份之憑證，就該等財務報表是否存有重要錯誤陳述，作出合理之確定。在表達意見時，本核數師亦已衡量該等財務報表所載之資料在整體上是否足夠。本核數師相信，所作之審核工作已為下列意見建立了合理之基礎。

意見

本核數師認為上述財務報表均真實與公平地反映 貴公司及 貴集團於二零零一年十二月三十一日之財務狀況及 貴集團於該日止年度之綜合溢利及現金流量，並已按照香港公司條例之披露規定而妥善編製。

梁學濂會計師事務所

執業會計師

香港，二零零二年三月二十一日

Consolidated Income Statement

綜合收益表

截至二零零一年十二月三十一日止年度
For the year ended 31st December, 2001

		(For information purpose only)			
			Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間	Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併 截至 二零零零年 十二月三十一日 止年度	
		Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	Note 附註				
Turnover	營業額	2	120,990	23,386	37,565
Cost of sales	銷售成本		<u>(92,923)</u>	<u>(15,461)</u>	<u>(25,062)</u>
Gross profit	毛利		28,067	7,925	12,503
Other income	其他收入		452	520	729
Selling and distribution expenses	銷售及分銷開支		(2,172)	(73)	(287)
Administrative expenses	行政開支		<u>(19,736)</u>	<u>(6,649)</u>	<u>(12,409)</u>
Operating profit	經營溢利		6,611	1,723	536
Finance costs	融資成本		(472)	(116)	(180)
Amortisation of goodwill on consolidation	攤銷綜合時產生之商譽		<u>(1,587)</u>	<u>(926)</u>	<u>—</u>
Profit for the year/period	年/期內溢利	5	<u>4,552</u>	<u>681</u>	<u>356</u>
Earnings per share	每股盈利				
— Basic	— 基本	6	<u>HK2.28 cents</u>	<u>HK0.45 cents</u>	<u>HK0.21 cents</u>

Consolidated Balance Sheet

綜合資產負債表

於二零零一年十二月三十一日
At 31st December, 2001

			2001 二零零一年	2000 二零零零年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Fixed assets	固定資產	9	2,218	1,673
Investment securities	投資證券	11	2,342	2,342
Development costs	發展成本	12	7,886	4,027
Goodwill on consolidation	綜合時產生之商譽	13	2,248	3,835
			<u>14,694</u>	<u>11,877</u>
CURRENT ASSETS	流動資產			
Inventories — spare parts	存貨—備用零件		127	127
Debtors, deposits and prepayments	應收賬款、按金及預付款項	14	43,264	12,050
Tax recoverable	應收稅項		—	23
Pledged time deposit	已抵押之定期存款	15	3,171	3,085
Cash and bank balances	現金及銀行結存	16	12,569	6,312
			<u>59,131</u>	<u>21,597</u>
DEDUCT:	減：			
CURRENT LIABILITIES	流動負債			
Bank overdraft — unsecured	銀行透支—無抵押		638	—
Bills payable	應付票據		3,201	2,539
Creditors, accruals and deposits	應付賬款、應計費用及按金	17	40,056	6,547
Value-added tax payable	應付增值稅		1,356	808
Obligations under finance lease	融資租賃之承擔	18	13	13
Amounts due to related companies	欠有關連公司款項	19	431	889
Amount due to a director	欠董事款項	19	800	—
			<u>46,495</u>	<u>10,796</u>
NET CURRENT ASSETS	流動資產淨值		<u>12,636</u>	<u>10,801</u>
NET ASSETS	資產淨值		<u>27,330</u>	<u>22,678</u>

Consolidated Balance Sheet

綜合資產負債表

於二零零一年十二月三十一日
At 31st December, 2001

			2001 二零零一年	2000 二零零零年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
REPRESENTING:	代表：			
SHARE CAPITAL	股本	20	20,000	20,000
RESERVES	儲備	21	7,314	2,648
SHAREHOLDERS' FUNDS	股東資金		27,314	22,648
NON-CURRENT LIABILITY	非流動負債			
Obligations under finance lease	融資租賃之承擔	18	16	30
			27,330	22,678

Approved and authorised for issue by the Board of Directors on 21st March, 2002
董事會於二零零二年三月二十一日通過及授權頒布

Lee Man Lung, Vincent

Director

李文龍

董事

Tang Chi Lap

Director

鄧志立

董事

Balance Sheet

資產負債表

於二零零一年十二月三十一日
At 31st December, 2001

		Note	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
NON-CURRENT ASSET	非流動資產			
Investments in subsidiaries	附屬公司投資	10	19,425	21,569
CURRENT ASSETS	流動資產			
Deposits and prepayments	按金及預付款項		268	319
Cash at bank	銀行存款		4	21
			272	340
DEDUCT:	減：			
CURRENT LIABILITY	流動負債			
Accruals	應計費用		510	466
NET CURRENT LIABILITIES	流動負債淨值		(238)	(126)
NET ASSETS	資產淨值		19,187	21,443
REPRESENTING:	代表：			
SHARE CAPITAL	股本	20	20,000	20,000
RESERVES	儲備	21	(813)	1,443
SHAREHOLDERS' FUNDS	股東資金		19,187	21,443

Approved and authorised for issue by the Board of Directors on 21st March, 2002
董事會於二零零二年三月二十一日通過及授權頒布

Lee Man Lung, Vincent
Director
李文龍
董事

Tang Chi Lap
Director
鄧志立
董事

Consolidated Cash Flow Statement

綜合現金流量表

截至二零零一年十二月三十一日止年度
For the year ended 31st December, 2001

			Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 十二月三十一日 止期間
	Note	Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度	HK\$'000 千港元
	附註	HK\$'000 千港元	HK\$'000 千港元
NET CASH INFLOW/(OUTFLOW) 來自經營業務之			
FROM OPERATING ACTIVITIES 現金流入/(流出)淨額	22	9,486	(6,800)
RETURNS ON INVESTMENTS 投資及財務安排			
AND SERVICING OF FINANCE 所得之回報			
Interest received 已收利息		183	178
Interest paid 已付利息		(200)	(97)
NET CASH (OUTFLOW)/INFLOW 來自投資及財務安排			
FROM RETURNS ON 所得回報之			
INVESTMENTS AND 現金(流出)/			
SERVICING OF FINANCE 流入淨額		(17)	81
TAXATION 稅項			
Hong Kong profits tax 已退/(已付)			
refunded/(paid) 香港利得稅款		23	(24)
INVESTING ACTIVITIES 投資活動			
Purchase of fixed assets 購買固定資產		(627)	(1,460)
Sales proceeds of fixed assets 銷售固定資產所得款項		3	21
Purchase of investment securities 購買投資證券		—	(2,342)
Acquisition of subsidiaries (cash and cash equivalents acquired) 收購附屬公司(已收購現金及等同現金項目)		—	4,063
Increase in development costs 發展成本之增加		(4,611)	(4,011)
NET CASH OUTFLOW FROM INVESTING ACTIVITIES 投資活動現金流出淨額		(5,235)	(3,729)

			Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度	Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
NET CASH INFLOW/(OUTFLOW) 融資前現金流入/ BEFORE FINANCING (流出) 淨額			4,257	(10,472)
FINANCING 融資		23		
Increase in amount due to a director 欠董事款項之增加			800	—
Issue of shares for cash 發行股份所得現金			—	30,000
Issuing expenses for share placing 配售股份之發行開支			—	(8,119)
Principal repayment of obligations under finance lease 償還融資租賃 承擔之本金			(14)	(1)
Repayment of loans payable 償還應付貸款			—	(4,550)
NET CASH INFLOW FROM FINANCING 融資現金 流入淨額			786	17,330
INCREASE IN CASH AND CASH EQUIVALENTS 現金及等同現金 項目之增加			5,043	6,858
CASH AND CASH EQUIVALENTS AT 1ST JANUARY 於一月一日之 現金及等同現金項目			6,858	—
CASH AND CASH EQUIVALENTS AT 31ST DECEMBER 於十二月三十一日之 現金及等同現金項目		24	11,901	6,858

Consolidated Statement of Recognised Gains and Losses

綜合已確認損益表

截至二零零一年十二月三十一日止年度

For the year ended 31st December, 2001

		Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度 HK\$'000 千港元	Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元
Exchange difference arising from translation of financial statements of a subsidiary established in the People's Republic of China ("PRC")	因換算於中華人民共和國(「中國」)成立之附屬公司財務報表而產生之滙兌差額	114	(14)
Profit for the year/period	年/期內溢利	<u>4,552</u>	<u>681</u>
Total recognised gains	已確認收益總額	<u><u>4,666</u></u>	<u><u>667</u></u>

Notes to the Financial Statements

財務報表附註

截至二零零一年十二月三十一日止年度
For the year ended 31st December, 2001

1. PRINCIPAL ACCOUNTING POLICIES

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

(a) Group reorganisation and basis of presentation of financial statements

- (i) The Company was incorporated in the Cayman Islands on 29th March, 2000 as an exempted company with limited liability under the Companies Law (1998 Revision) of the Cayman Islands. Pursuant to a reorganisation scheme to rationalise the structure of the Group in preparation for the public listing of its shares in June 2000 (the "Reorganisation"), the Company became the holding company of the companies now comprising the Group on 3rd June, 2000. The shares of the Company were listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited ("GEM") on 19th June, 2000.
- (ii) For information purpose, the pro forma combined income statement for the year ended 31st December, 2000 include the results of the Company and its subsidiaries with effect from 1st January, 2000 or since their respective dates of incorporation/establishment, where this is a shorter period, on a combined basis as if the current group structure had been in existence throughout the year ended 31st December, 2000.

Although the reorganised Group structure did not legally exist until 3rd June, 2000, the directors consider that it is appropriate to present pro forma combined income statement on the basis as set out above since the principal activities of the Group were carried out by those subsidiaries summarised in note 10 prior to and after the completion of the Reorganisation.

1. 主要會計政策

編製本財務報表時所採納之主要會計政策詳列如下：

(a) 集團重組及財務報表之呈報基準

- (i) 本公司於二零零零年三月二十九日在開曼群島根據開曼群島公司法(一九九八年修訂本)註冊成立為獲豁免有限公司。根據一項為準備股份於二零零零年六月上市而精簡本集團架構之重組計劃(「重組」)，本公司於二零零零年六月三日成為現時組成本集團的各公司之控股公司。本公司股份於二零零零年六月十九日在香港聯合交易所有限公司創業板(「創業板」)上市。
- (ii) 截至二零零零年十二月三十一日止年度之備考合併收益表包括本公司及其附屬公司由二零零零年一月一日或自彼等各自之註冊成立/成立日期(倘為較短期間)起以合併基準編製之業績，乃按假設現有之集團架構於二零零零年十二月三十一日止整個年度一直存在，供參考之用。

雖然經重組之本集團架構至二零零零年六月三日才合法存在，但董事認為，由於本集團之主要業務於重組完成之前及之後一直由附註10概述之該等附屬公司經營，因此按上文所述基準呈報備考合併收益表乃適當做法。

Notes to the Financial Statements

財務報表附註

截至二零零一年十二月三十一日止年度

For the year ended 31st December, 2001

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(b) Basis of preparation

These financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Statements of Standard Accounting Practice ("SSAP") issued by the Hong Kong Society of Accountants and are prepared under the historical cost convention.

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra-group transactions and balances have been eliminated on consolidation.

(d) Goodwill on consolidation

Goodwill on consolidation represents the excess of the purchase consideration over the attributable share of the fair value of separable net assets of subsidiaries at the date of acquisition and is amortised on a straight line basis over three years from the date of acquisition of subsidiaries.

1. 主要會計政策 (續)

(b) 編製基準

此財務報表乃根據香港公認會計原則，並遵守香港會計師公會發出之會計實務準則（「會計實務準則」）及按照歷史成本常規法編製。

(c) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止年度之財務報表。

於年內購入或出售之附屬公司業績會分別由購入有效日期起或截至出售有效日期止（視乎情況而定）列入綜合收益表內。本集團內各公司之間所有重要交易及往來結餘已在綜合賬目內對銷。

(d) 綜合時產生之商譽

綜合時產生之商譽乃指收購附屬公司時付出之代價高於本集團於收購當日應佔該附屬公司以公平價值計算之可辨認資產淨值部份，並按直線基準由收購附屬公司日期起分三年攤銷。

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(e) Fixed assets and depreciation

Fixed assets are stated at cost less aggregate depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the assets have been put into operation, such as repairs and maintenance, is charged to the income statement 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 asset, the expenditure is capitalised as an additional cost of the asset.

The gain or loss on disposal of the fixed assets representing the difference between the net sales proceeds and the carrying amount of the relevant asset, is recognised in the income statement.

Where the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are discounted to their present values.

Depreciation is calculated to write off the cost of fixed assets over their estimated useful lives as set out below on a straight line basis:

Computer equipment	— 3 years
Furniture and fixtures	— 4 years
Motor vehicle	— 3 years
Leasehold improvements	— shorter of 5 years and lease term

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

1. 主要會計政策 (續)

(e) 固定資產及折舊

固定資產以成本值減累積折舊列賬。資產之成本值包括其購買價及將資產達致運作狀況及地點以作原定用途之任何直接應佔費用。資產啟用後所涉及之支出，例如維修保養，一般於其出現之期間於收益表中扣除。倘能夠清楚表明有關支出令預期藉着使用資產所得之日後經濟效益有所增加，該等費用則撥充資本，作為資產之額外成本。

於收益表中確認為出售固定資產所得之收益或虧損，乃有關資產之出售所得款項淨額與有關資產之賬面值之差額。

倘資產可收回的金額低於其賬面值，賬面值須減少以反映下跌之價值。在釐定資產可收回的金額時，預計未來現金流量會折讓至彼等之現值。

折舊之計算乃以下文所載按固定資產之估計可用年期以直線基準撇銷其成本值：

電腦設備	— 3年
傢俬及裝置	— 4年
汽車	— 3年
租賃物業裝修	— 5年及租賃期 (以較短者為準)

以融資租賃持有之資產與自置資產之相同基準，按其估期可使用年期或有關租賃年期(以較短者為準)折舊。

Notes to the Financial Statements

財務報表附註

截至二零零一年十二月三十一日止年度
For the year ended 31st December, 2001

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(f) Leases

In the current year, the Group has adopted SSAP14 (Revised) "Leases" for the first time.

The revised SSAP has introduced some amendments to the basis of accounting for finance and operating leases, and to the disclosures specified for the Group's leasing arrangements. These changes have not had any material effect on the results for the current or prior accounting periods and, accordingly, no prior period adjustment has been required. Disclosures for all of the Group's leasing arrangements have been modified so as to comply with the requirements of SSAP14 (Revised). Comparative amounts have been restated in order to achieve a consistent presentation.

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

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

Rentals payable under operating leases are charged to the income statement on a straight line basis over the terms of the relevant leases.

1. 主要會計政策 (續)

(f) 租賃

本集團於本年度首次採用會計實務準則第14號(經修訂)「租賃」。

經修訂會計實務準則就融資及經營租賃會計法之基準及本集團租賃安排指定之披露資料作出若干修訂。該等變動並無對本會計期間或以往之會計期間之業績構成任何重大影響，因此，毋須作出往期調整。所有本集團租賃安排之披露資料已作修訂，以遵守會計實務準則第14號(經修訂)之規定。比較數字已經重列，以達至一致之呈報方式。

租賃分類為租賃條款將大部分擁有權之風險及報酬轉讓至承租人為融資租賃。所有其他租賃分類為經營租賃。

以融資租賃所持有之資產按收購日期之公平值或最低租賃付款之現值(倘較低)撥充資本。出租人之相關責任作為融資租賃之承擔計入資產負債表。融資收費指租賃承擔總額與所收購資產之記賬價值之差額，按有關租賃之年期於收益表中扣除，以於各會計期間提供承擔剩餘結餘之固定周期收費率。

經營租賃之應付租金以直線法按有關租賃年期於收益表中扣除。

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(g) Subsidiaries

A subsidiary is an enterprise over which the Company has control either directly or indirectly. Control is the power to govern the financial and operating policies of a company so as to obtain benefits from its activities.

Investments in subsidiaries are stated in the Company's balance sheet at cost less any identified impairment loss. Income from subsidiaries is recognised in the Company's financial statements on the basis of dividends declared by the subsidiaries.

(h) Investment securities

Investment securities are stated at cost less any provision for diminution in value.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities should be reduced to its fair value. The amount of the reduction is recognised as an expense in the income statement.

(i) Development costs

Development costs are capitalised only when it is expected that the product under development will generate probable future economic benefits and will be produced or used internally, its technical feasibility has been demonstrated and the expenditure is separately identifiable and has been measured reliably. Development costs are amortised on a straight line basis over three years commencing when the relevant product is available for sale or use. Development costs which do not meet these criteria are expensed when incurred.

1. 主要會計政策 (續)

(g) 附屬公司

附屬公司指本公司可直接或間接控制之企業。控制指管理一間公司之財務及經營政策之權力，以自其業務中獲利。

在本公司資產負債表內之附屬公司投資是按成本減除任何可辨認減值虧損列賬。附屬公司之收入按其所宣派之股息為基準，於本公司財務報表中確認。

(h) 投資證券

投資證券乃按成本減任何減值準備列賬。

個別投資之賬面值於每個結算日作出評估，視乎其公平值有否低於賬面值。當出現(短暫性除外)下跌時，該等證券之賬面值須減至其公平值，而下跌之金額乃在收益表中以開支確認。

(i) 發展成本

發展成本僅在預期發展中產品將可於未來賺取經濟利益及將會予以生產或供內部使用，其技術上之可行性已充份表現，開支可供獨立確認並能可靠地衡量之情況下才列作資本。發展成本在有關產品可供售賣或使用時，以直線基準分三年攤銷。如非達至上述條件之發展成本在產生時列作開支。

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1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(k) Impairment

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

(l) Provisions

A provision is recognised in the balance sheet when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

1. 主要會計政策 (續)

(j) 存貨

存貨按成本及可變現淨值(兩者取其較低者)入賬。成本以加權平均法計算,並包括所有採購成本及將存貨運至現時地點及達致現時狀況所需之開支。可變現淨值乃以估計一般商業銷售價減除有關推銷之估計成本計算。

(k) 減值

本集團資產之賬面值於各結算日作出評估,以釐定是否有任何減值指示。倘出現任何該項指示時,資產之可收回金額要作出估計。減值虧損於資產或其產生現金單位之賬面值高於其可收回金額時確認。減值虧損於收益表中確認。

(l) 撥備

撥備於本集團因過去事件而有法律或推定責任,而在履行該責任時有可能導致經濟利益流出時於資產負債表中確認。倘影響重大時,撥備之釐定,乃按反映金錢時間值之現時市場評估之稅前率,及負債之指定風險(倘適用)以折算估計將來現金流量。

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(m) Revenue recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of goods have been transferred to the buyer.

Income from rendering of computer related services is recognised at the time when the services are provided.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

(n) Foreign currency translation

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the market exchange rates ruling at the balance sheet date. Differences on foreign currency translation are dealt with in the income statement.

The financial statements of the Company's subsidiary established in the PRC which are denominated in Renminbi are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. All exchange differences arising from translation are dealt with as movements in reserves.

(o) 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.

1. 主要會計政策 (續)

(m) 收入確認

銷售貨品收入乃於貨品擁有權之主要風險及回報已移交買方後確認。

提供電腦相關服務所得收入乃於提供服務時予以確認。

利息收入之確認是按時間基準及根據未償還本金及適用利率計算。

(n) 外幣兌換

於年內以外幣進行之交易乃以交易當日之匯率兌換為港元。以外幣結算之貨幣性資產及負債以結算日之市場匯率兌換為港元。兌換差額於收益表中處理。

本公司在中國成立之附屬公司之財務報表以結算日之匯率將人民幣兌換為港元。因兌換而產生之一切匯兌差額撥入儲備變動處理。

(o) 有關連人士

倘一方能直接或間接地控制另一方或對另一方在作出財政及營運之決定上行使重大之影響力，則視為有關連人士。倘各方受到共同控制或受共同重大影響亦被視為有關連人士。

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截至二零零一年十二月三十一日止年度

For the year ended 31st December, 2001

1. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(p) Deferred taxation

Deferred taxation is calculated under the liability method in respect of the taxation effect arising from all timing differences which are expected with reasonable probability to crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

(q) Cash equivalents

Cash equivalents are short-term, highly liquid investments which are readily convertible into known amounts of cash without notice and which were within three months of maturity when acquired; less advances from banks repayable within three months from the date of the advance. Cash equivalents include investments and advances denominated in foreign currencies provided that they fulfil the above criteria.

1. 主要會計政策 (續)

(p) 遞延稅項

遞延稅項乃採用負債法就所有因時差而可能於可見將來產生之稅項負債作出準備。遞延稅項資產除在肯定可變現下，將不會確認。

(q) 等同現金項目

等同現金項目指於三個月內到期，並可隨時轉換為已知金額現金之短期變現能力高之投資，減於借貸時三個月內償還之銀行墊款。等同現金項目包括符合以上條件，以外幣為單位之投資及墊支款項。

2. TURNOVER AND REVENUE

Turnover represents the invoiced value of packaged software products sold and computer related services rendered, net of discounts, value-added tax and business tax. An analysis of the Group's turnover and other revenue is as follows:

2. 營業額及收益

營業額乃指已售組合軟件產品及提供電腦相關服務之發票淨值(已扣除折扣、增值稅及商業稅)。本集團之營業額及其他收益分析如下：

		(For information purpose only)		
		Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間	Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併 截至 二零零零年 十二月三十一日 止年度	HK\$'000 千港元
Sales of packaged software products and related services	出售組合軟件產品及相關服務	54,805	11,803	23,189
System integration	系統集成	65,331	10,735	13,471
Others	其他	854	848	905
Turnover	營業額	<u>120,990</u>	<u>23,386</u>	<u>37,565</u>
Interest income	利息收入	183	178	244
Total revenue	總收益	<u><u>121,173</u></u>	<u><u>23,564</u></u>	<u><u>37,809</u></u>

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For the year ended 31st December, 2001

3. PROFIT FOR THE YEAR/PERIOD

3. 年/期內溢利

		(For information purpose only)		
		Period from	Pro forma	
		29.3.2000	combined	
		(date of	for the	
		incorporation)	year ended	
		to 31.12.2000	31.12.2000	
	Year ended	由二零零零年	(僅供參考)	
	31.12.2001	三月二十九日	備考合併	
	截至	(註冊成立日期)	截至	
	二零零一年	至二零零零年	二零零零年	
	十二月三十一日	十二月三十一日	十二月三十一日	
	止年度	止期間	止年度	
	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	
Profit for the year/period is	年/期內溢利於扣除/			
arrived after charging/(crediting):	(計入) 下列各項後得出:			
Depreciation	折舊			
— own assets	— 自置資產	680	176	247
— asset held under				
finance lease	— 以融資租賃持有之資產	14	1	1
		694	177	248
Less: Amounts capitalised	減: 作為發展成本之			
as development costs	資本化款項	121	16	16
		573	161	232
Amortisation of				
development costs	攤銷發展成本	873	—	—
Bad debts written off	壞賬撇銷	714	—	—
Minimum lease payments	經營租賃已付之			
paid under operating leases	最低租賃款額	2,410	623	1,210
Auditors' remuneration	核數師酬金	330	346	346
Loss on disposal of				
fixed assets	出售固定資產虧損	3	189	189
Directors' remuneration	董事酬金			
— Note 8(a)	— 附註 8(a)	2,419	1,301	2,144
Less: Amounts capitalised	減: 作為發展成本之			
as development costs	資本化款項	724	399	765
		1,695	902	1,379

3. PROFIT FOR THE YEAR/PERIOD (Cont'd)

3. 年/期內溢利 (續)

		(For information purpose only)		
		Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元	Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併 截至 二零零零年 十二月三十一日 止年度 HK\$'000 千港元
Other staff costs	其他員工成本	8,920	4,956	5,776
Less: Amounts capitalised as development costs	減：作為發展成本之 資本化款項	1,699	944	1,711
		7,221	4,012	4,065
Retirement scheme contributions	退休計劃供款	272	108	142
Less: Amounts capitalised as development costs	減：作為發展成本之 資本化款項	121	44	44
		151	64	98
Interest expenses on bank overdraft and bills payable	銀行透支及應付票據 之利息開支	197	97	143
Finance lease interest	融資租賃利息	3	—	—
Exchange (gain)/loss	滙兌 (收益) / 虧損	(2)	43	(81)

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財務報表附註

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4. TAXATION

- (a) (i) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits for the year after offsetting with tax losses brought forward from previous years.
- (ii) The Company's PRC subsidiary is under the Income Tax Law of the PRC for Foreign Investment Enterprises and other relevant regulations, entitled to an income tax holiday for two years from the first profit making year of 1996 and a 50% reduction in income tax for the following six years. No provision for PRC income tax has been made in accordance with the relevant legislation.
- (b) The components of unprovided deferred tax asset/(liability) are as follows:

Accelerated depreciation allowances	加速折舊免稅額
Unutilised tax losses	未動用稅項虧損
Net deferred tax asset	遞延稅項資產淨額

Net deferred tax asset has not been recognised owing to uncertainty regarding the Group's future operating results.

4. 稅項

- (a) (i) 由於本集團於本年度在抵銷過去年度結轉之稅項虧損後，並無估計應課稅溢利，故並無作出香港利得稅撥備。
- (ii) 本公司中國附屬公司受中國對外資企業所得稅法及其他有關規則所規限，有權由一九九六年首個獲利年度起計獲得兩年之免稅期，及在隨後六年減免一半所得稅。根據有關規則，並無為中國所得稅作出撥備。
- (b) 未撥備之遞延稅項資產／(負債)成份如下：

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
(29)	(58)
2,521	2,904
<u>2,492</u>	<u>2,846</u>

由於本集團未來經營業績存在不明朗因素，故並無確認遞延稅項資產淨額。

5. PROFIT FOR THE YEAR/PERIOD

Profit for the year/period includes a loss of HK\$2,256,000 (2000: HK\$538,000) which has been dealt with in the financial statements of the Company.

5. 年／期內溢利

年／期內溢利包括2,256,000港元(二零零零年：538,000港元)之虧損，已於本公司之財務報表中處理。

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7. RETIREMENT BENEFIT COSTS

The Hong Kong operating subsidiaries of the Group had participated in the Mandatory Provident Fund Scheme ("MPF Scheme"). The assets of the MPF Scheme are held separately in an independently managed and administered fund. Contributions to the MPF Scheme are made by both the employer and employees at 5% on the employees' salaries.

The Company's subsidiary in PRC has participated in a central pension scheme, contributions are made by the subsidiary to the scheme based on 19% to 24% of the applicable payroll costs. The Group has no obligation other than above-mentioned contributions.

7. 退休福利成本

本集團於香港經營之附屬公司曾參與強制性公積金計劃（「強積金計劃」）。強積金計劃之資產由獨立基金管理。強積金計劃之供款乃按僱員薪金之5%計算，由僱主及僱員共同作出供款。

本公司在中國之附屬公司已參加了中央公積金計劃，供款乃按適用薪金成本之19%至24%計算，由該附屬公司承擔。除上述供款外，本集團並無其他供款責任。

8. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

		Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度 HK\$'000 千港元	Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	(For information purpose only) Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併截 至二零零零年 十二月三十一日 止年度 HK\$'000 千港元
Fees	袍金			
— Executive directors	— 執行董事	15	—	—
— Non-executive directors	— 非執行董事	10	—	—
— Independent non-executive directors	— 獨立非執行董事	240	120	120
Other emoluments of executive directors	執行董事之其他酬金			
— Salaries and allowances	— 薪金及津貼	2,059	1,133	1,942
— Retirement scheme contributions	— 退休計劃供款	95	48	82
		<u>2,419</u>	<u>1,301</u>	<u>2,144</u>

8. 董事酬金及僱員酬金

(a) 董事酬金

		Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度 HK\$'000 千港元	Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間 HK\$'000 千港元	(For information purpose only) Pro forma combined for the year ended 31.12.2000 (僅供參考) 備考合併截 至二零零零年 十二月三十一日 止年度 HK\$'000 千港元
Fees	袍金			
— Executive directors	— 執行董事	15	—	—
— Non-executive directors	— 非執行董事	10	—	—
— Independent non-executive directors	— 獨立非執行董事	240	120	120
Other emoluments of executive directors	執行董事之其他酬金			
— Salaries and allowances	— 薪金及津貼	2,059	1,133	1,942
— Retirement scheme contributions	— 退休計劃供款	95	48	82
		<u>2,419</u>	<u>1,301</u>	<u>2,144</u>

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For the year ended 31st December, 2001

8. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Cont'd)

(a) Directors' emoluments (Cont'd)

Three executive directors received individual emoluments of approximately HK\$913,000, HK\$654,000 and HK\$602,000 respectively for the year ended 31st December, 2001 (HK\$498,000, HK\$356,000 and HK\$327,000 respectively for the period from 29th March, 2000 to 31st December, 2000 and HK\$853,000, HK\$610,000 and HK\$561,000 respectively for the year ended 31st December, 2000).

During the year/period, no other emoluments were paid by the Group to the non-executive directors.

The number of directors whose remuneration fell within the following band were:

8. 董事酬金及僱員酬金 (續)

(a) 董事酬金 (續)

三名執行董事於截至二零零一年十二月三十一日止年度分別收取個人酬金約913,000港元、654,000港元及602,000港元(由二零零零年三月二十九日至二零零零年十二月三十一日止期間分別為498,000港元、356,000港元及327,000港元，而於截至二零零零年十二月三十一日止年度分別為853,000港元、610,000港元及561,000港元)。

於年/期內，本集團並無向非執行董事支付任何其他酬金。

介乎下列酬金範圍之董事數目為：

Emoluments	酬金	(For information purpose only)		
		Year ended 31.12.2001	Period from 29.3.2000 (date of incorporation) to 31.12.2000	Pro forma combined for the year ended 31.12.2000
Nil to HK\$1,000,000	零至1,000,000港元	7	7	7

No directors waived any emoluments during the year/period.

於年/期內，並無任何董事放棄任何酬金。

8. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Cont'd)

(a) Directors' emoluments (Cont'd)

During the year/period, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

(b) Five highest paid individuals

Among the five highest paid individuals in the Group, three are directors of the Company and the details of their remuneration have already been disclosed above.

The emoluments and designated band of the remaining two highest paid, non-director individuals during the year/period are as follows:

		(For information purpose only)		
		Period from	Pro forma	
		29.3.2000	combined	
		(date of	for the	
		incorporation)	year ended	
		to 31.12.2000	31.12.2000	
Year ended		由二零零零年	(僅供參考)	
31.12.2001		三月二十九日	備考合併截	
截至		(註冊成立日期)	至二零零零年	
二零零一年		至二零零零年	至二零零零年	
十二月三十一日		十二月三十一日	十二月三十一日	
止年度		止期間	止年度	
HK\$'000		HK\$'000	HK\$'000	
千港元		千港元	千港元	
Salaries and allowances	薪金及津貼	1,401	457	743
Retirement scheme contributions	退休計劃供款	55	20	35
		<u>1,456</u>	<u>477</u>	<u>778</u>

The remuneration of the non-director, highest paid employees during the year/period fell within the band of nil to HK\$1,000,000.

8. 董事酬金及僱員酬金 (續)

(a) 董事酬金 (續)

於年／期內，本集團並無支付任何酬金予董事，作為吸引其加入本集團或加入本集團時之獎金或作為離職之補償。

(b) 五名最高薪人士

本集團五名最高薪人士中，包括三名本公司董事，而彼等之酬金詳情已於上文披露。

於年／期內餘下兩名最高薪非董事人士之酬金及分佈金額如下：

(For information purpose only)		
Period from		
29.3.2000		
(date of		
incorporation)		
to 31.12.2000		
由二零零零年		
三月二十九日		
(註冊成立日期)		
至二零零零年		
十二月三十一日		
止期間		
HK\$'000		
千港元		
Salaries and allowances	457	743
Retirement scheme contributions	20	35
	<u>477</u>	<u>778</u>

於年／期內非董事之最高薪僱員酬金介乎零至1,000,000港元。

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9. FIXED ASSETS

9. 固定資產

		Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝修 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Cost:	成本：					
	於二零零一年					
At 1.1.2001	一月一日	2,217	86	—	1,075	3,378
Exchange adjustments	滙兌調整	64	—	—	28	92
Additions	添置	361	2	432	411	1,206
Disposals	出售	(42)	—	—	—	(42)
	於二零零一年					
At 31st December, 2001	十二月三十一日	2,600	88	432	1,514	4,634
Aggregate depreciation:	累積折舊：					
	於二零零一年					
At 1.1.2001	一月一日	1,629	18	—	58	1,705
Exchange adjustments	滙兌調整	52	—	—	1	53
Charge for the year	本年度折舊	244	23	144	283	694
Written back on disposals	出售後撤回	(36)	—	—	—	(36)
	於二零零一年					
At 31st December, 2001	十二月三十一日	1,889	41	144	342	2,416
Net book value:	賬面淨值：					
	於二零零一年					
At 31st December, 2001	十二月三十一日	711	47	288	1,172	2,218
	於二零零零年					
At 31st December, 2000	十二月三十一日	588	68	—	1,017	1,673

At 31st December, 2001, the net book value of computer equipment held under finance lease amounted to approximately HK\$28,000 (2000: HK\$42,000).

於二零零一年十二月三十一日，以融資租賃持有之電腦設備賬面淨值約為28,000港元（二零零零年：42,000港元）。

10. INVESTMENTS IN SUBSIDIARIES

10. 附屬公司投資

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份之成本值	100	100
Amounts due from subsidiaries	附屬公司欠款		
— Note 10(b)	— 附註10(b)	19,325	21,469
		<u>19,425</u>	<u>21,569</u>

(a) The details of the subsidiaries are as follows:

(a) 附屬公司之資料如下：

Name 名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued share capital/ registered capital 已發行 股本/註冊 股本詳情	Attributable equity interest held by the Group		Principal activities 主要業務
			Directly 本集團應佔持有 股本權益 直接	Indirectly 間接	
Computech International Limited	The British Virgin Islands 英屬處女群島	1,000 shares of US\$1 each 1,000股， 每股面值1美元	100%	—	Investment holding 投資控股
CL Computers (China) Limited 日達電腦(中國) 有限公司	Hong Kong 香港	10 ordinary shares of HK\$1 each 400,002 non-voting deferred shares of HK\$1 each* 10股普通股， 每股面值1港元 400,002股 無投票權遞延股份， 每股面值1港元*	—	100%	Investment holding 投資控股

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10. INVESTMENTS IN SUBSIDIARIES (Cont'd)

10. 附屬公司投資 (續)

(a) The details of the subsidiaries are as follows: (Cont'd)

(a) 附屬公司之資料如下：(續)

Name 名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued share capital/ registered capital 已發行 股本/註冊 股本詳情	Attributable equity interest held by the Group		Principal activities 主要業務
			Directly 本集團應佔持有 股本權益 直接	Indirectly 間接	
CL Computers System (Beijing) Co., Ltd. 日達計算機系統 (北京)有限公司	PRC 中國	US\$500,000 500,000美元	—	100%	Software application development and customer liaison 軟件應用開發 及客戶關係
Computech Systems (Asia) Limited 駿科系統(亞洲) 有限公司	Hong Kong 香港	10 ordinary shares of HK\$1 each 12,690,000 non-voting deferred shares of HK\$1 each* 10股普通股， 每股面值1港元 12,690,000股 無投票權遞延股份， 每股面值1港元*	—	100%	Provision of IT solution services and related research and development 提供資訊科技 解決方案服務 及相關研究與 開發
Computech Systems Limited 駿科網絡科技 有限公司	Hong Kong 香港	100,000 shares of HK\$1 each 100,000股， 每股面值1港元	—	100%	Dormant 暫無營業
Computech Convergence Limited	The British Virgin Islands 英屬處女群島	10 shares of US\$1 each 10股，每股面值1美元	—	100%	Dormant 暫無營業

10. INVESTMENTS IN SUBSIDIARIES (Cont'd)

(a) The details of the subsidiaries are as follows: (Cont'd)

- * The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividend or to receive notice of or to attend or vote at any general meeting of the respective companies or to participate in any distribution in winding up.

(b) The amounts are interest-free, unsecured and have no fixed repayment term.

11. INVESTMENT SECURITIES

Unlisted equity securities, 非上市證券之成本值
at cost

The above represented the Group's share of contributions to a company, of which the Group has an approximately 4% equity interest therein, for the provision of digital/video broadband satellite telecommunication services in the Greater China and Asia region.

10. 附屬公司投資 (續)

(a) 附屬公司之資料如下：(續)

- * 非由本集團持有之無投票權遞延股份，實質上並無附帶獲派股息之權利，亦無權藉此獲個別公司舉行任何股東大會之通告或出席大會或在會上投票，在有關公司清盤亦不可享有任何分派。

(b) 該金額為免利息、無抵押及並無固定還款期。

11. 投資證券

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
<u>2,342</u>	<u>2,342</u>

上述數字乃本集團(持有該公司約4%股本權益)應佔一間在大中華及亞洲地區提供數碼/視像寬頻衛星電訊服務的公司之貢獻。

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12. DEVELOPMENT COSTS

12. 發展成本

		HK\$'000
		千港元
Cost:-	成本：－	
At 1.1.2001	於二零零一年一月一日	4,027
Additions	增添	4,732
		<hr/>
At 31.12.2001	於二零零一年十二月三十一日	8,759
Aggregate amortisation:-	累積攤銷：－	
Charge for the year and at 31.12.2001	本年度及於二零零一年十二月三十一日之攤銷	873
		<hr/>
Net book value:-	賬面淨值：－	
At 31.12.2001	於二零零一年十二月三十一日	7,886
		<hr/>
At 31.12.2000	於二零零零年十二月三十一日	4,027
		<hr/> <hr/>

13. GOODWILL ON CONSOLIDATION

13. 綜合時產生之商譽

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Goodwill arising from acquisition of subsidiaries	收購附屬公司所產生之商譽	4,761	4,761
Less: Aggregate amortisation	減：累積攤銷	2,513	926
		<hr/>	<hr/>
Unamortised goodwill at 31st December	於十二月三十一日之未攤銷商譽	2,248	3,835
		<hr/> <hr/>	<hr/> <hr/>

14. DEBTORS, DEPOSITS AND PREPAYMENTS

14. 應收賬款、按金及預付款項

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Debtors, deposits and prepayments comprise:	應收賬款、按金及預付款項包括：		
Trade debtors	應收貿易款項	39,752	9,348
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	3,512	2,702
		<u>43,264</u>	<u>12,050</u>

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associate with trade debtors, credit evaluations of customers are performed periodically. The following is an aging analysis of trade debtors net of provision for bad and doubtful debts.

給予顧客之信貸期乃有所不同，一般以個別顧客之財務狀況為基準。為有效管理應收貿易款項之有關風險，顧客信貸評估是定期進行，以下為應收貿易賬款(扣除呆壞賬撥備)之賬齡分析。

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
0 - 3 months	0至3個月	30,793	6,025
4 - 6 months	4至6個月	3,424	—
Over 6 months	超過6個月	5,535	3,323
		<u>39,752</u>	<u>9,348</u>

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15. PLEDGED TIME DEPOSIT

The time deposit has been pledged to a bank to secure general banking facilities of HK\$4,500,000 (2000: HK\$4,500,000) granted to the Group.

16. CASH AND BANK BALANCES

At 31st December, 2001, the cash and bank balances of the Group denominated in Renminbi amounted to approximately HK\$11,947,000 (2000: HK\$3,308,000). Renminbi is not freely convertible into foreign currencies. Subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Renminbi for foreign currencies through banks authorised to conduct foreign exchange business.

15. 已抵押之定期存款

定期存款已就本集團獲授4,500,000港元(二零零零年：4,500,000港元)之一般銀行融資而抵押予銀行。

16. 現金及銀行結存

於二零零一年十二月三十一日，本集團約11,947,000港元(二零零零年：3,308,000港元)之現金及銀行結存乃以人民幣為單位。人民幣乃不可自由兌換之外幣。根據中國外匯管制條例及外匯條例之結算、銷售及支付管理，本集團獲允許透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。

17. CREDITORS, ACCRUALS AND DEPOSITS

17. 應付賬款、應計費用及按金

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Creditors, accruals and deposits comprise:	應付賬款、應計費用及按金包括：		
Trade creditors	應付貿易款項	24,484	625
Other creditors, accruals and deposits	其他應付賬款、應計費用及按金	<u>15,572</u>	<u>5,922</u>
		<u><u>40,056</u></u>	<u><u>6,547</u></u>

The following is an aging analysis of trade creditors:

以下為應付貿易款項之賬齡分析：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
0 - 3 months	0至3個月	21,594	625
Over 6 months	超過6個月	<u>2,890</u>	—
		<u><u>24,484</u></u>	<u><u>625</u></u>

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18. OBLIGATIONS UNDER FINANCE LEASE

18. 融資租賃之承擔

		Minimum lease payments		Present value of minimum lease payments	
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amounts payable under finance lease:	融資租賃之應付款項：				
Within one year	一年內	18	17	13	13
After one year but within two years	一年後但兩年內	18	18	16	14
After two years but within five years	兩年後但五年內	—	18	—	16
		<u>36</u>	<u>53</u>	<u>29</u>	<u>43</u>
Less: Future finance charges	減：未來融資費用	7	10	—	—
Present value of lease obligations	租賃承擔現值	<u>29</u>	<u>43</u>	29	43
Less: Amounts due for settlement within twelve months (shown under current liabilities)	減：十二個月內到期清償之款額 (流動負債項下所示)			13	13
Amounts due for settlement after twelve months (shown under non-current liabilities)	十二個月後到期清償之款額 (非流動負債項下所示)			<u>16</u>	<u>30</u>

The term of the lease is three years and the lease is on a fixed repayment basis.

該租賃年期為三年及以固定金額償還。

19. AMOUNTS DUE TO RELATED COMPANIES / A DIRECTOR

The amounts due to the related companies, arose from transactions as disclosed in note 26 to the financial statements, are interest-free, unsecured and repayable on demand.

The advance from a director is interest-free, unsecured and will be fully repaid in March 2002.

20. SHARE CAPITAL

Authorised:	法定：
At 1st January, 2001 and 31st December, 2001	於二零零一年一月一日 及二零零一年十二月三十一日
Issued and fully paid:	已發行及繳足：
At 1st January, 2001 and 31st December, 2001	於二零零一年一月一日及 二零零一年十二月三十一日

Under the terms of a share option scheme (the "Scheme") adopted by the Company on 2nd June, 2000, the board of directors is authorised, at its absolute discretion, to grant options to executive directors and full time employees of the Company or its subsidiaries, to subscribe for shares in the Company.

The purpose of the Scheme is to encourage the officers and staff to participate in the ownership of the Company in order to provide additional incentives to them.

The total number of shares available for issue under the Scheme is 64,176,000 which represent 26.74% of the issued share capital of the Company at the date of this report.

19. 欠有關連公司／董事款項

財務報表附註26披露之交易所產生之欠有關連公司款項乃免利息、無抵押及應要求償還。

董事之墊款為免息、無抵押及將於二零零二年三月悉數償還。

20. 股本

Group and Company 本集團及本公司	
Number of shares 股份數目	HK\$'000 千港元
1,000,000,000	100,000
200,000,000	20,000

根據本公司於二零零零年六月二日採納之購股權計劃(「該計劃」)之條款，董事會獲授權，按其絕對酌情權向本公司或其附屬公司之執行董事及全職僱員授出購股權以認購本公司股份。

該計劃之目的乃鼓勵主要人員及員工參與本公司之擁有權，以向其提供額外獎勵。

根據該計劃可發行之股份總數為64,176,000股，佔本公司於本報告日期已發行股本26.74%。

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20. SHARE CAPITAL (Cont'd)

The maximum entitlement of each participant under the Scheme would not exceed 25% of the aggregate number of shares for the time being issued and issuable under the Scheme.

Upon acceptance of the option, the grantee shall duly sign the duplicate of the offer letter together with a remittance in favour of the Company of HK\$1 by way of consideration of the grant within 28 days from the date of the offer letter.

The option price will be determined by the directors, but may not be less than the highest of the closing price of the shares on the GEM of the Stock Exchange on the date of the grant of the option or the average of the closing price of the shares on the GEM of the Stock Exchange for the five trading days immediately preceding the date of the offer of grant of the option or the nominal value of the shares.

The Scheme shall remain in force for the period of 10 years commencing on the adoption date of the Scheme which is 2nd June, 2000.

An option may be exercised in accordance with the terms of the Scheme at any time during a period to be notified by the board of directors to each grantee. Such period being not less than 3 years after the date of grant of the option and not more than 10 years after the date of grant of the option but such period is subject to the provisions for early termination contained in the terms of the Scheme.

20. 股本 (續)

根據該計劃，各參與者之最高權益不得超過根據該計劃不時已發行及可發行之股份總數25%。

於接納購股權時，承授人須由發出要約函件起28日內以授予代價之方式，妥善簽署要約函件之複印本及以本公司為收款人之1港元款項。

購股權之價格將由董事釐定，但不可以低於在授出購股權當日股份在聯交所創業板所報之收市價或於緊接建議授出購股權當日前五個交易日股份在聯交所創業板所報平均收市價或股份之面值三者中之較高者。

該計劃由採納日期(二零零零年六月二日)起計，有效期為10年。

董事會可酌情知會各承授人，於期內任何時間根據該計劃之條款行使購股權。該期間不得短於授出購股權日期起後3年及不遲於授出購股權日期起計10年，惟該期間須受該計劃條款所載有關提前終止條文規限。

20. SHARE CAPITAL (Cont'd)

As at 31 December, 2001, details of share options granted to eligible employees under the Scheme are as follows:—

Grantees 承授人	Date of grant 授出日期	Exercise price per share 每股行使價	Number of shares under option 購股權股份數目	
			As at 1st January, 2001 於二零零一年 一月一日	As at 31st December, 2001 於二零零一年 十二月三十一日
Employees 僱員	11th October, 2000 二零零零年十月十一日	HK\$1.16 1.16 港元	7,824,000	7,824,000

The grantees shall be entitled to exercise the above share options granted according to the following schedule:—

Exercise period	行使期限	Maximum number of shares under option exercisable 購股權可行使之最高 股份數目
11th April, 2001 - 10th October, 2001	二零零一年四月十一日至二零零一年十月十日	10%
11th October, 2001 - 10th April, 2002	二零零一年十月十一日至二零零二年四月十日	30%
11th April, 2002 - 10th October, 2002	二零零二年四月十一日至二零零二年十月十日	60%
11th October, 2002 - 10th October, 2003	二零零二年十月十一日至二零零三年十月十日	The balance of shares under option not previously exercised 之前尚未行使購股權 所涉及之股份餘額

No options were exercised during the year.

20. 股本 (續)

於二零零一年十二月三十一日，根據該計劃授予合資格僱員之購股權詳情如下：—

承授人	授出日期	每股行使價	購股權股份數目	
			於二零零一年 一月一日	於二零零一年 十二月三十一日
僱員	二零零零年十月十一日	1.16 港元	7,824,000	7,824,000

承授人有權根據以下時間行使上述已授出購股權：—

行使期限	購股權可行使之最高 股份數目
二零零一年四月十一日至二零零一年十月十日	10%
二零零一年十月十一日至二零零二年四月十日	30%
二零零二年四月十一日至二零零二年十月十日	60%
二零零二年十月十一日至二零零三年十月十日	The balance of shares under option not previously exercised 之前尚未行使購股權 所涉及之股份餘額

年內，並無購股權獲行使。

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21. RESERVES

21. 儲備

		Share premium 股份溢價 HK'000 千港元	Exchange reserve 外匯儲備 HK'000 千港元	Retained profits 保留溢利 HK'000 千港元	Total 合計 HK'000 千港元
The Group	本集團				
Premium on issue of ordinary shares	發行普通股溢價	24,000	—	—	24,000
Capitalisation issue	資本化發行	(13,900)	—	—	(13,900)
Issuing expenses for share placing	配售股份之發行開支	(8,119)	—	—	(8,119)
Exchange difference arising from translation of financial statements of a PRC subsidiary	換算一間中國附屬公司 財務報表所產生 之外滙差額	—	(14)	—	(14)
Profit for the period	期內溢利	—	—	681	681
At 31.12.2000	於二零零零年 十二月三十一日	1,981	(14)	681	2,648
Exchange difference arising from translation of financial statements of a PRC subsidiary	換算一間中國附屬 公司財務報表 所產生之外滙 差額	—	114	—	114
Profit for the year	年內溢利	—	—	4,552	4,552
At 31.12.2001	於二零零一年 十二月三十一日	1,981	100	5,233	7,314

21. RESERVES (Cont'd)

21. 儲備 (續)

		Share premium 股份溢價 HK'000 千港元	Retained profits 保留溢利 HK'000 千港元	Total 合計 HK'000 千港元
The Company	本公司			
Premium on issue				
of ordinary shares	發行普通股溢價	24,000	—	24,000
Capitalisation issue	資本化發行	(13,900)	—	(13,900)
Issuing expenses for				
share placing	配售股份之發行開支	(8,119)	—	(8,119)
Loss for the period	期內虧損	—	(538)	(538)
	於二零零零年			
At 31.12.2000	十二月三十一日	1,981	(538)	1,443
Loss for the year	年內虧損	—	(2,256)	(2,256)
	於二零零一年			
At 31.12.2001	十二月三十一日	1,981	(2,794)	(813)

(a) Under the Companies Law (2001 Second Revision) of the Cayman Islands, the share premium is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(b) As at 31st December, 2001, in the opinion of the directors, the Company had no reserve available for distribution to the shareholders (2000: HK\$1,443,000 subject to the restriction stated in note 21(a) above).

(a) 根據開曼群島公司法 (二零零一年修訂本)，股份溢價可供分派予本公司股東，但緊隨建議派發股息後，本公司在一般業務範疇下須有能力償還到期之債務。

(b) 於二零零一年十二月三十一日，本公司並無可分派予股東之儲備 (二零零零年：1,443,000港元，惟須受上文附註21(a)所規限)。

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22. RECONCILIATION OF PROFIT FOR THE YEAR/PERIOD TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

22. 年/期內溢利與經營業務現金流入/(流出)淨額對賬

		Year ended 31.12.2001 截至 二零零一年 十二月三十一日 止年度 HK'000 千港元	Period from 29.3.2000 (date of incorporation) to 31.12.2000 由二零零零年 三月二十九日 (註冊成立日期) 至二零零零年 十二月三十一日 止期間 HK'000 千港元
Profit for the year/period	年/期內溢利	4,552	681
Amortisation of goodwill			
on consolidation	攤銷綜合時產生之商譽	1,587	926
Depreciation and amortisation	折舊及攤銷	1,446	161
Interest expenses	利息開支	200	97
Interest income	利息收入	(183)	(178)
Loss on disposal of fixed assets	出售固定資產虧損	3	189
Decrease in inventories	存貨減少	—	5,637
Increase in debtors, deposits and prepayments	應收賬款、按金 及預付款項增加	(31,214)	(1,231)
Increase/(decrease) in creditors, accruals and deposits	應付賬款、應計費用 及按金增加/(減少)	33,509	(12,420)
Increase in value-added tax payable	應付增值稅增加	548	1,129
Decrease in amounts due to related companies	欠有關連公司款項減少	(1,037)	(1,777)
Effect on foreign exchange rate changes	兌換率改變之影響	75	(14)
Net cash inflow/(outflow) from operating activities	經營業務現金流入/(流出淨額)	<u>9,486</u>	<u>(6,800)</u>

23. ANALYSIS CHANGES IN FINANCING DURING THE YEAR/PERIOD

23. 年/期內融資變動之分析

		Amount due to a director 欠董事款項 HK\$'000 千港元	Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Obligations under finance lease 融資租 賃之承擔 HK\$'000 千港元	Loans payable 應付貸款 HK\$'000 千港元
Acquisition of subsidiaries	收購附屬公司	—	—	—	—	4,550
Issue of shares for the acquisition of subsidiaries	就收購附屬公司 發行股份	—	100	—	—	—
Issue of shares for cash to the public by placing	透過配售向公眾人士 發行股份以換取現金	—	6,000	24,000	—	—
Capitalisation issue	資本化發行	—	13,900	(13,900)	—	—
Issuing expenses for share placing	配售股份之發行開支	—	—	(8,119)	—	—
Inception of finance lease	接納融資租賃	—	—	—	44	—
Principal repayment of obligations under finance lease	償還融資租賃承擔 之本金	—	—	—	(1)	—
Repayment of loans payable	償還應付貸款	—	—	—	—	(4,550)
At 31st December, 2000	於二零零零年 十二月三十一日	—	20,000	1,981	43	—
Advance from a director	董事墊款	800	—	—	—	—
Principal repayment of obligations under finance lease	償還融資租賃 承擔之本金	—	—	—	(14)	—
At 31st December, 2001	於二零零一年 十二月三十一日	800	20,000	1,981	29	—

24. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS

24. 現金及等同現金項目結餘之分析

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Time deposits	定期存款	3,171	3,085
Cash and bank balances	現金及銀行結存	12,569	6,312
Bank overdraft	銀行透支	(638)	—
Bills payable	應付票據	(3,201)	(2,539)
		<u>11,901</u>	<u>6,858</u>

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25. COMMITMENTS

(a) Operating leases

As at 31st December, 2001, the Group and the Company had outstanding commitments under non-cancellable operating leases which fall due as follows:

(i) The Group	(i) 本集團
Within one year	一年內
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)
(ii) The Company	(ii) 本公司
Within one year	一年內
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)

Operating lease payments represent rentals payable by the Group and the Company for their office premises. Leases are negotiated for an average term of two years with fixed monthly rentals.

(b) Other than the above, the Group had no material capital and financial commitments.

25. 承擔

(a) 經營租賃

於二零零一年十二月三十一日，本集團及本公司就不可取消經營租賃之未履行承擔如下：

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
1,690	1,888
—	1,399
<u>1,690</u>	<u>3,287</u>
548	658
—	548
<u>548</u>	<u>1,206</u>

經營租賃付款指本集團及本公司就其辦公室之應付租金。磋商之租賃期平均為兩年，是固定月租。

(b) 除上述者外，本集團概無重大資本及財務承擔。

26. CONNECTED AND RELATED PARTY TRANSACTIONS

During the year/period, the Group had the following material transactions with a related company, CL International Holdings Limited ("CLIH") and its subsidiaries. Two of the non-executive directors, Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard has a family interest of 37.5% in CL Investments Limited which owned 50% of CLIH.

26. 關連交易及有關連人士交易

於年／期內，本集團與一間有關連公司 CL International Holdings Limited (「CLIH」) 及其附屬公司進行下列重大交易，兩位非執行董事，馮百泉先生及老元迪先生各自在 CL Investments Limited 擁有 37.5% 家族權益，而該公司擁有 CLIH 50% 權益。

			Period from 29.3.2000 (date of incorporation) to 31.12.2000	Pro forma combined for the year ended 31.12.2000 (僅供參考)
			Year ended 31.12.2001 截至 (註冊成立日期) 二零零一年 十二月三十一日	Year ended 31.12.2000 截至 (註冊成立日期) 二零零零年 十二月三十一日
			止年度 HK\$'000 千港元	止期間 HK\$'000 千港元
	Note 附註		止年度 HK\$'000 千港元	止年度 HK\$'000 千港元
Purchase of goods from a subsidiary of CLIH	向CLIH之一間附屬公司購買貨品	(i)	414	4,343
Consultancy fee paid to a subsidiary of CLIH	向CLIH之一間附屬公司支付顧問費	(ii)	80	—
Consultancy fee income received from a subsidiary of CLIH	向CLIH之一間附屬公司收取顧問費收入	(ii)	60	—
Commission paid to a subsidiary of CLIH	向CLIH之一間附屬公司支付佣金	(iii)	43	—
Consultancy fee paid to CLIH	向CLIH支付顧問費	(ii)	—	62
Reimbursement of office rentals to CLIH	償還辦公室租金予CLIH	(iv)	—	237
Reimbursement of office expenses to CLIH	償還辦公室開支予CLIH	(v)	—	316
Reimbursement of office rentals by certain subsidiaries of CLIH	CLIH若干附屬公司償還之辦公室租金	(iv)	—	95

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26. CONNECTED AND RELATED PARTY TRANSACTIONS (Cont'd)

The above transactions were entered into on the following bases:

- (i) with reference to market price;
- (ii) a fixed monthly amount with reference to the cost of services rendered;
- (iii) a certain percentage of the contract sum;
- (iv) estimated share of floor area occupied by the respective companies; and
- (v) estimated share of expenses incurred by CLIH.

The transactions set out above also constituted connection transactions under the GEM Listing Rules. The directors have reviewed the connected transactions and are of the opinion that these transactions were effected on normal commercial terms and in the ordinary course of the business of the Group.

27. SUBSEQUENT EVENT

On 21st December, 2001, the Company and Hitachi, Limited ("Hitachi") entered into a subscription agreement ("Subscription Agreement") whereby Hitachi shall subscribe 40,000,000 new shares of the Company at a price of HK\$0.55 per share.

On the same date, Mr. Yip Tai Chee, Alick and Mr. Tang Chi Lap, who are the directors of the Company also entered into a sale and purchase agreement ("Sale and Purchase Agreement") with Hitachi whereby the vendors agreed to sell to Hitachi an aggregate of 20,000,000 Company's shares at a price of HK\$0.55 per share.

On 23rd January, 2002, the Subscription Agreement and the Sale and Purchase Agreement were completed and Hitachi holds 25% of the Company's issued capital as enlarged by the subscription.

Further details of the above are set out in the circular dated 31st December, 2001.

26. 關連交易及有關連人士交易 (續)

上述交易乃按下列基準訂立：

- (i) 參考市價；
- (ii) 參考所提供服務之成本釐定按月劃一金額；
- (iii) 合約總額之若干百分比；
- (iv) 估計各自公司佔用之樓面面積；及
- (v) 估計CLIH產生之應佔開支。

根據創業板上市規則，上述交易亦構成關連交易。董事已審閱該等關連交易，認為該等交易在本集團一般業務範疇內進行，並以正常商業條款訂立。

27. 結算日後事項

本集團與Hitachi, Limited (「Hitachi」) 於二零零一年十二月二十一日訂立一項認購協議 (「認購協議」)，據此，Hitachi須以每股0.55港元之價格，認購本公司40,000,000股新股。

同日，本公司董事葉棟慈先生及鄧志立先生與Hitachi訂立一項買賣協議 (「買賣協議」)，據此，賣方同意以每股0.55港元之價格，向Hitachi出售共20,000,000股本公司股份。

認購協議及買賣協議於二零零二年一月二十三日完成。Hitachi持有本公司當時經認購擴大之已發行股本25%。

上述事項之進一步詳情載於二零零一年十二月三十一日刊發之通函內。

28. SEGMENT REPORTING

The Group conducts its business within one business segment which is the provision of IT solutions to the financial industry in the PRC. The Group also operates within one geographical segment because over 90% of its revenue are generated from customers located in the PRC. Accordingly, no segment information is presented.

29. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.

28. 分類申報

本集團經營之業務，為向中國金融業提供資訊科技解決方案。本集團於一個地區經營業務，原因是其收益之90%以上來自位於中國之客戶。因此並無呈報分類資料。

29. 比較數字

若干比較數字已重新分類，以符合本年度之呈報方式。

Financial Summary

財務摘要

RESULTS

業績

		Years ended 31st December, 截至十二月三十一日止年度			
		1998	1999	2000	2001
		一九九八年	一九九九年	二零零零年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Turnover	營業額	62,199	49,435	37,565	120,990
Profit/(loss) for the year	年內溢利／(虧損)	921	(5,940)	356	4,552

Notes:

附註：

- The results of the Group for each of the three years ended 31st December, 2000 presented above include the results of the Company and its subsidiaries with effect from 1st January, 1998 or since their respective dates of incorporation/establishment, where this is a shorter period, on the basis that the current group structure had been in existence throughout the said period.
- The results of the Group for the year ended 31st December, 2001 are prepared under the basis as set out in note 1(c) on page 47.

- 上述截至二零零零年十二月三十一日止三個年度各年之本集團業績包括本公司及其附屬公司由一九九八年一月一日或自彼等各自註冊成立／成立日期起計(以較短者為準)之業績，並按本集團現時之架構於整個期間已存在之基準而編製。
- 本集團截至二零零一年十二月三十一日止年度之業績乃根據載於第47頁附註1(c)之基準編製。

ASSETS AND LIABILITIES

資產及負債

		At 31st December, 於十二月三十一日		
		1999	2000	2001
		一九九九年	二零零零年	二零零一年
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
NON-CURRENT ASSETS	非流動資產	542	11,877	14,694
CURRENT ASSETS	流動資產	25,212	21,597	59,131
DEDUCT:	減：			
CURRENT LIABILITIES	流動負債	29,114	10,796	46,495
NET CURRENT (LIABILITIES)/ASSETS	流動（負債）／資產淨值	(3,902)	10,801	12,636
NON-CURRENT LIABILITY	非流動負債	—	(30)	(16)
NET (LIABILITIES)/ASSETS	（負債）／資產淨值	(3,360)	22,648	27,314

1. The assets and liabilities of the Group as at 31st December, 1999 presented above include the assets and liabilities of the Company and its subsidiaries on the basis that the current group structure had been in existence at that date as set out in the prospectus of the Company dated 9th June, 2000.

2. The assets and liabilities of the Group as at 31st December, 2000 and 2001 presented above include the assets and liabilities of the Company and its subsidiaries on the basis as set out in note 1(c) on page 47.

1. 上述於一九九九年十二月三十一日之本集團資產及負債包括本公司及其附屬公司之資產及負債，乃按本集團現時之架構於該日（參照本公司二零零零年六月九日之招股章程）已存在之基準編製。

2. 上述於二零零零年及二零零一年十二月三十一日之本集團資產及負債包括本公司及其附屬公司之資產及負債，乃按第47頁附註1(c)之基準編製。

Notice of Annual General Meeting

股東週年大會通告

Notice is hereby given that the annual general meeting of the shareholders of Computech Holdings Limited (the "Company") will be held at Butterfield's, Dorset House, Taikoo Place, 979 King's Road, Hong Kong on Monday, 22nd April, 2002 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31st December, 2001;
2. to re-elect directors and to authorize the board of directors to fix the directors' remuneration;
3. to re-appoint auditors and authorize the board of directors to fix the remuneration;
4. by way of special business, to consider and, if thought fit, pass with or without alterations, the following resolutions as ordinary resolution:

(1) That

- (a) subject to paragraph (c) below the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the grant or exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
 - (ii) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

茲通告駿科網絡訊息有限公司（「本公司」）就下列事項將於二零零二年四月二十二日星期一上午十時正假座香港英皇道979號太古坊多盛大廈Butterfield's舉行股東週年大會：

1. 省覽及考慮截至二零零一年十二月三十一日止年度之經審核財務報表、董事會及核數師之報告書。
2. 重選董事並授權董事會釐定董事酬金。
3. 續聘核數師並授權董事會釐定酬金。
4. 作為特別事項，考慮及酌情通過（不論有否修訂）下列決議案為普通決議案：

(1) 動議：

- (a) 在下文(c)段的規限下，一般及無條件批准本公司董事於有關期間（定義見下文）內行使本公司一切權力以配發、發行及處理本公司股本中之未發行股份，並在可能須行使該等權力時作出或授出售股建議、協議及購股權。
- (b) 上文(a)段所述之批准將授權本公司董事於有關期間內作出或授出可能須在有關期間結束後行使該等權力的售股建議、協議及購股權。
- (c) 本公司董事根據上文(a)段所述之批准而配發或同意有條件或無條件配發（不論是否根據購股權或其他原因而配發者）之股本面值總額（惟根據(i)供股；或(ii)根據本公司購股權計劃授出或行使任何購股權；或(iii)根據本公司不時生效之公司組織章程大綱及細則以任何以股代息或類似安排藉配發股份以代替股份之全部或部分股息而發行之股份；或(iv)根據本公司任何認股權證或可轉換為本公司股份之任何證券之條款，行使認購或換股權而發行本公司股份除外），不得超過下列兩者的總和：
 - (i) 本決議案通過日期本公司已發行股本面值總額20%；及
 - (ii) 倘本公司董事獲本公司股東通過一項獨立普通決議案授權，則為本公司於本決議案通過後所購回之本公司任何面值股本（最多相等於本決議案通過日期本公司股本之面值總額10%），

及本決議案(a)段之授權亦須受此限制；及

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(d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).

(2) That

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its shares on the Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission. The Stock Exchange of Hong Kong Limited, the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent, of the aggregate nominal amount of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）或開曼群島任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力。

「供股」乃指於本公司董事訂定之期間內向於指定記錄日期名列股東名冊之本公司股份持有人按彼等當時之持股比例提呈發售本公司股份，或提呈發售或發行認股權證或附有權利可認購股份之其他證券，惟本公司董事有權就零碎股權或經考慮根據香港以外之任何司法權區或香港以外任何認可監管機關或任何證券交易所之法例規定之任何限制或責任，或於釐定有關根據上述法例或規定而存在之任何限制或責任或其範圍時所涉及之支出或延誤，作出其認為必要或權宜之豁免或其他安排。

(2) 動議

- (a) 一般及無條件批准本公司董事會於有關期間內行使本公司一切權力，於香港聯合交易所有限公司或本公司股份可能上市並經由證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所，按照證券及期貨事務監察委員會、香港聯合交易所有限公司、本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）及所有其他在此方面適用之法例，購回其股份。
- (b) 本公司根據(a)段所述之批准在有關期間內購回之股份面值總額不得超過於本決議案面值總額10%，本決議案(a)段之授權亦須受此限制；及
- (c) 就本決議案而言，「有關期間」指本決議案通過日期起至下列三者中之較早日期止之期間：
 - (i) 本公司下屆股東週年大會結束時；
 - (ii) 按本公司之公司組織章程大綱及細則、開曼群島公司法（一九九五年修訂本）或開曼群島任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿時；及

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.
- (3) That the directors of the Company be and they are hereby authorized to exercise the authority referred to in paragraph (a) of Resolution no. 4(1) above in respect of the share capital of the Company referred to in subparagraph (ii) of paragraph (c) of such Resolution.

By order of the Board
Chow Chi Wah, Vincent
Company Secretary

27th March, 2002

Registered Office
Century Yard,
Cricket Square,
Hutchins Drive,
P.O. Box 2681 GT
George Town, Grand Cayman,
British West Indies

Head Office and principal place of business;
6/E, G.D. Real Estate Tower
143 Connaught Road Central, Sheung Wan,
Hong Kong

Notes:—

- (a) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not to be a shareholder of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's register and transfer office in Hong Kong, Hong Kong Registrars Ltd, 2/F Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 48 hours before the time for holding the meeting or at any adjournment thereof.
- (c) In relation to proposed resolutions no. 4 above, approval is being sought from the shareholders for the grant to the directors of the Company of a general mandate to authorize the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
- (d) The register of members of the Company will be closed from 17th April, 2002 to 22nd April, 2002, both days inclusive, during which period no transfer of shares of the Company will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the branch share register of the Company in Hong Kong, Hong Kong Registrars Ltd, 2/F Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, not later than 4:00 pm on 16th April, 2002.

(iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予本公司董事之權力。

(3) 動議授權本公司董事就該決議案(c)段(ii)分段所述本公司股本，行使上文第4(1)項決議案(a)段所述之授權。

承董事會命

公司秘書

周志華

二零零二年三月二十七日

註冊辦事處：

Century Yard

Cricket Square

Hutchins Drive,

P.O. Box 2681 GT

George Town, Grand Cayman

British West Indies

總辦事處及主要營業地點：

香港

上環干諾道中143號

粵海置業大廈6樓

附註：

- (a) 凡有權出席大會及於大會上投票之股東，均有權委派一位或多位代表代其出席及投票。受委代表毋須為本公司股東。
- (b) 代表委任表格及經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，必須於大會或其續會指定舉行時間48小時前送達本公司香港之股份過戶登記分處香港證券登記有限公司(地址為香港德輔道中199號維德廣場2樓)，方為有效。
- (c) 有關上文提呈的第4項決議案，現正根據香港聯合交易所有限公司證券上市規則(「上市規則」)尋求批准向本公司股東授予一般授權，以授權配發及發行股份。本公司董事並無任何即時計劃發行任何本公司新股份(惟根據本公司購股權計劃或股東可能批准之任何以股代息計劃可予發行之股份除外)。
- (d) 本公司由二零零二年四月十七日至二零零二年四月二十二日止(包括首尾兩日)暫停辦理股東登記手續，期間概不辦理任何股份過戶手續。所有股份過戶之文件須連同有關股票於二零零二年四月十六日下午四時前送抵本公司香港股份過戶登記分處香港證券登記有限公司，地址為香港德輔道中199號維德廣場2樓。