INTERIM REPORT 2002 • 03



Interim Results

The board of directors (the "Directors") of Legend Group Limited (the "Company") is pleased to submit the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2002, together with the actual and proforma comparative figures for the corresponding period of last year.

Consolidated Profit and Loss Account

| | | 3 months ended 30 September 2002 | 6 months ended 30 September 2002 | 3 months ended 30 September 2001 | 6 months ended 30 September 2001 | 6 months ended 30 September 2001 Proforma (Note 1(b)) |
|---|-------|---|---|---|---|--|
| | | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | Votes | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Turnover | 3 | 5,573,185 | 10,369,537 | 5,449,065 | 11,543,211 | 9,957,341 |
| Earnings before interest, taxation, depreciation and amortisation expenses | | 279,736 | 580,173 | 225,834 | 523,770 | 487,412 |
| Depreciation expenses | | (34,306) | (66,321) | (33,992) | (71,639) | (66,571) |
| Amortisation of intangible assets | | (4,063) | (5,901) | _ | _ | - |
| Gains on disposal of investment securities | | - | 6,401 | - | - | - |
| Interest income | | 19,348 | 32,939 | 18,901 | 41,476 | 40,780 |
| Profit from operations Finance costs | 4 | 260,715 | 547,291 – | 210,743 (597) | 493,607 (11,539) | 461,621 (1,430) |
| | | 260,715 | 547,291 | 210,146 | 482,068 | 460,191 |
| Share of losses of jointly controlled entities Share of profits/(losses) | | (16,372) | (34,623) | - | - | - |
| of associated companies | | 8,020 | 15,227 | (4,480) | (7,646) | (7,646) |
| Profit before taxation Taxation | 5 | 252,363 571 | 527,895 (10,348) | 205,666 462 | 474,422 (10,960) | 452,545 (10,960) |
| Profit after taxation Minority interests | | 252,934 3,335 | 517,547 6,638 | 206,128 (3,577) | 463,462 (10,021) | 441,585 (6,587) |
| Profit attributable to shareholders | | 256,269 | 524,185 | 202,551 | 453,441 | 434,998 |
| Dividend | 6 | N/A | 135,121 | N/A | 112,846 | 112,846 |
| Earnings per share – basic | 7 | 3.41 cents | 6.98 cents | 2.68 cents | 6.00 cents | 5.75 cents |
| Earnings per share – fully diluted | 7 | 3.41 cents | 6.97 cents | 2.65 cents | 5.95 cents | 5.71 cents |

Consolidated Balance Sheet

| Non-current assets | 75,353 848,540 80,046 | HK\$'000 - 847,316 |
|---|-----------------------------|--------------------------|
| Non-current assets | 848,540 80,046 | - 847 316 |
| Intangible assets Tangible fixed assets | | 047,510 |
| Construction-in-progress | | 43,866 |
| Investments in jointly controlled entities | 200,098 | 210,432 |
| Investments in associated companies Investment securities | 169,527 31,051 | 204,806 30,762 |
| investment securities | 1,404,615 | 1,337,182 |
| Current assets | | |
| Inventories | 1,004,798 | 855,519 |
| Amounts due from jointly controlled entities | 107,780 | 194,132 |
| Trade receivables 8 | 1,122,997 | 660,737 |
| Bills receivable | 285,454 | 17,607 |
| Deposits, prepayments and other receivables | 205,653 | 185,391 |
| Cash and bank balances | 2,780,750 | 2,441,169 |
| _ | 5,507,432 | 4,354,555 |
| Current liabilities | | |
| Trade payables 8 | 1,750,459 | 1,151,950 |
| Bills payable | 239,705 | 184,781 |
| Accruals and other payables | 937,051 | 663,361 |
| Tax payable | 6,090 | 2,231 |
| | 2,933,305 | 2,002,323 |
| Net current assets | 2,574,127 | 2,352,232 |
| Total assets less current liabilities | 3,978,742 | 3,689,414 |
| Financed by: | | |
| Share capital | 187,667 | 187,701 |
| Reserves | 4,760,164 | 4,779,553 |
| Accumulated losses | | |
| 2001/02 final dividend | _ | 271,051 |
| 2002/03 interim dividend | 135,121 | - |
| Others | (1,172,162) | (1,556,271) |
| Shareholders' funds | 3,910,790 | 3,682,034 |
| Minority interests | 67,622 | 7,050 |
| Long-term liabilities | 330 | 330 |
| _ | 3,978,742 | 3,689,414 |

Condensed Consolidated Cash Flow Statement

| | 6 months | 6 months |
|--|--------------|--------------|
| | ended | ended |
| | 30 September | 30 September |
| | 2002 | 2001 |
| | (unaudited) | (unaudited) |
| | HK\$'000 | HK\$'000 |
| Net cash inflow from operating activities | 715,495 | 94,628 |
| Net cash outflow from investing activities | (101,778) | (515,971) |
| Net cash outflow from financing activities | (274,119) | (122,546) |
| Increase/(decrease) in cash and cash equivalents | 339,598 | (543,889) |
| Effect of foreign exchange rate changes | (17) | 4,813 |
| Cash and cash equivalents at the beginning of the period | 2,441,169 | 2,633,651 |
| Cash and cash equivalents at the end of the period | 2,780,750 | 2,094,575 |

Statement of Changes in Equity

| | | | Surplus | | Investment | Share | | |
|--|-------------|-------------|---------------|-------------|--------------------|-------------|-------------|-------------|
| | Share | Share | arising on | Exchange | revaluation | redemption | Accumulated | |
| | capital | premium | consolidation | reserve | reserve | reserve | losses | Total |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Balance as at 1 April 2002 Deficit in fair market value of investment securities | 187,701 | 4,732,184 | 27,893 | 4,155 _ | 13,515 (14,893) | 1,806 | (1,285,220) | 3,682,034 |
| Currency translation difference | - | - | - | (17) | (14,033) | - | - | (14,893) |
| Losses not recognised in the profit and loss account | _ | _ | - | (17) | (14,893) | _ | - | (14,910) |
| Profit for the period Reserves realised upon disposal | - | - | - | - | - | - | 524,185 | 524,185 |
| of investment securities | - | - | - | - | (6,400) | - | - | (6,400) |
| Exercise of share options | 16 | 1,871 | - | - | - | - | - | 1,887 |
| Repurchase of shares | (50) | - | - | - | - | 50 | (5,765) | (5,765) |
| Dividend paid | | - | - | - | - | _ | (270,241) | (270,241) |
| As at 30 September 2002 | 187,667 | 4,734,055 | 27,893 | 4,138 | (7,778) | 1,856 | (1,037,041) | 3,910,790 |
| Balance as at 1 April 2001 as previously reported | 187,849 | 4,589,893 | _ | 336 | - | - | 30,866 | 4,808,944 |
| Effect of adopting SSAP 9 (revised) | _ | _ | _ | _ | _ | _ | 989,730 | 989,730 |
| Effect of adopting SSAP 29 | _ | _ | _ | _ | _ | _ | (1,887,850) | |
| Effect of adopting SSAP 31 Divestment of interest in an | - | - | 165,921 | - | - | - | (199,617) | (33,696) |
| associated company | - | - | 5,794 | - | - | - | - | 5,794 |
| As at 1 April 2001 as restated Reversal of transfer (from)/to | 187,849 | 4,589,893 | 171,715 | 336 | - | - | (1,066,871) | 3,882,922 |
| other reserves Deficit in fair market value of | - | - | (166,719) | - | 63,091 | - | 103,628 | - |
| investment securities | _ | _ | _ | _ | (59,601) | _ | _ | (59,601) |
| Currency translation difference | - | _ | - | 4,813 | _ | - | - | 4,813 |
| Net gains and losses not recognised in the profit and | | | | | | | | |
| loss account | - | - | (166,719) | 4,813 | 3,490 | - | 103,628 | (54,788) |
| Profit for the period | - | - | - | - | - | - | 453,441 | 453,441 |
| Exercise of share options | 1,456 | 119,238 | - | - | - | - | - | 120,694 |
| Repurchase of shares | (1,258) | - | - | - | - | 1,258 | (179,809) | (179,809) |
| Dividend paid | | _ | - | _ | _ | - | (990,270) | (990,270) |
| As at 30 September 2001 | 188,047 | 4,709,131 | 4,996 | 5,149 | 3,490 | 1,258 | (1,679,881) | 3,232,190 |

Notes:

1. Basis of preparation

- (a) The Directors are responsible for the preparation of the Group's unaudited interim financials. These unaudited interim financials have been prepared in accordance with Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants ("HKSA"). These condensed accounts should be read in conjunction with the audited accounts for the year ended 31 March 2002.
- (b) With effect from 1 June 2001, Digital China Holdings Limited and its subsidiaries (collectively known as "DCHL") were spun off from the Group (the "Spin-off"). As the Spin-off was substantial to the operating results of the Group, the Directors have prepared unaudited proforma consolidated results of the Group for the six months ended 30 September 2001 as if the Spin-off was effective throughout the period.

2. Principal accounting policies

The principal accounting policies and methods of calculations used in the preparation of these unaudited interim financials are consistent with those used in the annual accounts for the year ended 31 March 2002. The Group has presented its cash flow statement with effect from 1 April 2002 based on SSAP 15 (revised): "Cash flow statements" issued by HKSA which is effective for accounting periods commencing on or after 1 January 2002. The comparative figures have been reclassified accordingly. In addition, the following new/revised SSAPs issued by the HKSA became effective for accounting periods commencing on or after 1 January 2002 are also applicable to the Group:

SSAP 1 (revised) : Presentation of financial statements
SSAP 11 (revised) : Foreign currency translation
SSAP 25 (revised) : Interim financial reporting

SSAP 33 : Discontinuing operations SSAP 34 : Employee benefits

The adoption of the above SSAPs has no material effect on the Group's prior year interim financials.

3. Turnover, revenue and segment information

3A. Primary reporting format - geographical segments

(i) For the six months ended 30 September 2002:

| | People's | | | | |
|---|---------------|--------------|---------------|-------------|-------------|
| | Republic of | Asia Pacific | | | |
| | China ("PRC") | | North America | Europe | Total |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Profit and loss account | | | | | |
| Turnover | 10,142,858 | 1,691 | 5,643 | 219,345 | 10,369,537 |
| Segment operating results | 501,801 | (525) | (219) | 12,795 | 513,852 |
| Gains on disposal of | | | | | |
| investment securities | 6,401 | _ | _ | _ | 6,401 |
| Amortisation of intangible assets | (5,901) | - | _ | - | (5,901) |
| Interest income | | | | | 32,939 |
| Finance costs | | | | | |
| Contribution to operating profit Share of losses of jointly | | | | | 547,291 |
| controlled entities | (34,623) | _ | _ | _ | (34,623) |
| Share of profits of associated | (= ./-==/ | | | | (= ','===', |
| companies | 15,227 | - | - | - | 15,227 |
| Profit before taxation | | | | | 527,895 |
| Taxation | | | | | (10,348) |
| Profit after taxation | | | | | 517,547 |
| Minority interests | | | | | 6,638 |
| Profit attributable to shareholder | S | | | | 524,185 |
| | | | | | |

(ii) For the six months ended 30 September 2001:

| | PRC (unaudited) | Asia Pacific (excluding PRC) (unaudited) | North America (unaudited) | Europe (unaudited) | Total (unaudited) |
|---|--------------------|--|------------------------------|-----------------------|----------------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Profit and loss account | | | | | |
| Turnover | 10,916,978 | 210,337 | 60,515 | 355,381 | 11,543,211 |
| Segment operating results | 398,698 | 17,996 | 14,210 | 21,227 | 452,131 |
| Interest income | | | | | 41,476 |
| Finance costs | | | | | (11,539) |
| Contribution to operating profit Share of losses of associated | | | | | 482,068 |
| companies | (7,646) | - | - | - | (7,646) |
| Profit before taxation | | | | | 474,422 |
| Taxation | | | | | (10,960) |
| Profit after taxation | | | | | 463,462 |
| Minority interests | | | | | (10,021) |
| Profit attributable to shareholder | S | | | | 453,441 |

3. Turnover, revenue and segment information (continued)

3B. Secondary reporting format – business segments

(i) For the six months ended 30 September 2002:

| | Turnover (unaudited) | Contribution to operating profit (unaudited) |
|--|-------------------------|--|
| | HK\$'000 | HK\$'000 |
| Corporate IT business | 5,558,834 | 372,405 |
| Consumer IT business | 3,645,060 | 171,098 |
| Handheld device business | 666,986 | 17,874 |
| IT service business | 71,659 | (23,363) |
| Contract manufacturing business | 426,998 | 8,777 |
| Gains on disposal of investment securities | - | 6,401 |
| Amortisation of intangible assets | | (5,901) |
| | 10,369,537 | 547,291 |

(ii) For the six months ended 30 September 2001:

| | Turnover (unaudited) | Contribution to operating profit (unaudited) |
|---------------------------------|-------------------------|--|
| | HK\$'000 | HK\$'000 |
| Corporate IT business | 4,952,494 | 284,119 |
| Consumer IT business | 3,951,223 | 153,140 |
| Handheld device business | 125,969 | (9,724) |
| Contract manufacturing business | 893,420 | 67,446 |
| Others | 1,620,105 | (12,913) |
| | 11,543,211 | 482,068 |

4. Profit from operations

| | | 3 months ended | 6 months ended | 3 months ended | 6 months ended |
|-----|--|-------------------|-------------------|-------------------|-------------------|
| | | 30 September 2002 | 30 September 2002 | 30 September 2001 | 30 September 2001 |
| | | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| (a) | Turnover | 5,573,185 | 10,369,537 | 5,449,065 | 11,543,211 |
| | Cost of sales | (4,758,966) | (8,812,551) | (4,780,170) | (10,034,430) |
| | Gross profit | 814,219 | 1,556,986 | 668,895 | 1,508,781 |
| | Other revenue | 19,348 | 32,939 | 18,901 | 41,476 |
| | Gains on disposal of investment securities | - | 6,401 | _ | - |
| | Distribution expenses | (438,519) | (721,245) | (365,673) | (747,575) |
| | Administrative expenses | (82,450) | (174,897) | (84,633) | (208,301) |
| | Other operating expenses | (47,820) | (146,992) | (26,747) | (100,774) |
| | Amortisation of intangible assets | (4,063) | (5,901) | _ | _ |
| | Total operating expenses (see (b)) | (572,852) | (1,049,035) | (477,053) | (1,056,650) |
| | Profit from operations | 260,715 | 547,291 | 210,743 | 493,607 |
| (b) | Analysis of operating expenses by nature: | | | | |
| | Selling expenses | (110,576) | (194,346) | (116,897) | (227,357) |
| | Promotional and advertising expenses | (154,586) | (271,576) | (118,632) | (251,066) |
| | Staff costs | (179,471) | (345,402) | (150,216) | (337,258) |
| | Other expenses | (124,156) | (231,810) | (91,308) | (240,969) |
| | Amortisation of intangible assets | (4,063) | (5,901) | _ | _ |
| | Total operating expenses | (572,852) | (1,049,035) | (477,053) | (1,056,650) |

- (a) Hong Kong profits tax has been provided for at the rate of 16% (2001:16%) on the estimated assessable profit for the period.
- (b) The amount of taxation charged/(credited) to the consolidated profit and loss account represents:

| | 3 months ended | 6 months ended | 3 months ended | 6 months ended |
|-----------------------------------|-------------------|-------------------|-------------------|-------------------|
| | 30 September 2002 | 30 September 2002 | 30 September 2001 | 30 September 2001 |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Hong Kong profits tax | - | - | 942 | 2,426 |
| Overseas taxation | (1,229) | 9,048 | (775) | 8,873 |
| | (1,229) | 9,048 | 167 | 11,299 |
| Share of taxation attributable to | | | | |
| associated companies | 658 | 1,300 | (629) | (339) |
| | (571) | 10,348 | (462) | 10,960 |
| | | | | |

6. Dividend

| | 6 months ended 30 September | 6 months ended 30 September |
|--|--------------------------------|--------------------------------|
| | 2002 | 2001 |
| | (unaudited) | (unaudited) |
| | HK\$'000 | HK\$'000 |
| Interim dividend, declared after period end, of 1.8 HK cents | | |
| (2001: 1.5 HK cents) per share | 135,121 | 112,846 |

7. Earnings per share

The calculation of basic and diluted earnings per share is based on the following data:

| Earnings for the purposes of basic and diluted earnings per share (HK\$'000) | 6 months ended 30 September 2002 (unaudited) 524,185 | 6 months ended 30 September 2001 (unaudited) 453,441 |
|---|--|--|
| Weighted average number of shares for the purposes of basic earnings per share Effect of potential dilutive shares | 7,507,560,195 6,474,236 | 7,558,191,933 66,380,546 |
| Weighted average number of shares for the purposes of diluted earnings per share | 7,514,034,431 | 7,624,572,479 |

8. Ageing analysis

Ageing analysis of trade receivables as at 30 September 2002 were as follow:

| | As at | As at | As at |
|--------------|--------------|-------------|-----------|
| | 30 September | 30 June | 31 March |
| | 2002 | 2002 | 2002 |
| | (unaudited) | (unaudited) | (audited) |
| | HK\$'000 | HK\$'000 | HK\$'000 |
| 0 – 30 days | 999,160 | 1,034,850 | 593,457 |
| 31 – 60 days | 107,531 | 54,790 | 58,914 |
| 61 – 90 days | 12,861 | 16,703 | 5,715 |
| Over 90 days | 3,445 | 1,622 | 2,651 |
| | 1,122,997 | 1,107,965 | 660,737 |

Customers are generally granted credit terms of 30 days. Credit terms for customers of system integration business normally range from 30 days to 180 days.

8. Ageing analysis (continued)

Ageing analysis of trade payables as at 30 September 2002 were as follow:

| | As at | As at | As at |
|--------------|--------------|-------------|-----------|
| | 30 September | 30 June | 31 March |
| | 2002 | 2002 | 2002 |
| | (unaudited) | (unaudited) | (audited) |
| | HK\$'000 | HK\$'000 | HK\$'000 |
| 0 – 30 days | 1,364,032 | 1,332,063 | 916,319 |
| 31 – 60 days | 278,221 | 165,629 | 177,413 |
| 61 – 90 days | 41,514 | 33,995 | 27,433 |
| Over 90 days | 66,692 | 15,580 | 30,785 |
| | 1,750,459 | 1,547,267 | 1,151,950 |

9. Condensed balance sheet of the Company

| 3 | As at O September 2002 (unaudited) | As at 31 March 2002 (audited) |
|---------------------------------------|------------------------------------|-------------------------------------|
| | HK\$'000 | HK\$'000 |
| Tangible fixed assets | 2,252 | 3,169 |
| Investments | 2,327,875 | 2,327,875 |
| Loan to a related company | _ | 50,034 |
| Current assets | 3,317,694 | 3,609,887 |
| Current liabilities | 124,531 | 205,665 |
| Net current assets | 3,193,163 | 3,404,222 |
| Total assets less current liabilities | 5,523,290 | 5,785,300 |
| Capital | 187,667 | 187,701 |
| Reserves | 4,735,911 | 4,733,990 |
| Retained profits | 599,408 | 863,305 |
| Long-term liabilities | 304 | 304 |
| | 5,523,290 | 5,785,300 |

Declared Interim Dividend

The Directors have declared an interim dividend of 1.8 HK cents per share for the year ending 31 March 2003, absorbing an aggregate amount of approximately HK\$135 million, to shareholders whose names appear on the Register of Members of the Company on 3 December 2002. The interim dividend will be paid on or before 18 December 2002.

An interim dividend of 1.5 HK cents per share, totalling approximately HK\$113 million, was paid in the corresponding period of last year.

Closure of Register of Members

The Register of Members of the Company will be closed from 29 November 2002 to 3 December 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Abacus Share Registrars Limited of 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for registration not later than 4:00 p.m. on 28 November 2002.

Financial Review

Results

The Group achieved a turnover of approximately HK\$10,370 million for the six months ended 30 September 2002. It represents an increase of 4.1% when compared with the proforma turnover of HK\$9,957 million for the corresponding period of last year. The profit attributable to shareholders was approximately HK\$524 million for the period, compared to the corresponding period of last year of HK\$453 million (actual result) and HK\$435 million (proforma result), indicating an increase of 15.6% and 20.5% respectively.

Significant investments and acquisitions

During the period, capital expenditure of HK\$372 million was incurred. HK\$294 million of which was used for investments in subsidiaries, jointly controlled entities, investment securities and patent rights, such investments were mainly related to the expansion of handheld devices business and IT services business. HK\$78 million of which was used for additions of fixed assets

Liquidity and financial resources

The Group consistently maintained a very strong liquidity position during the period. The cash and bank balance as at 30 September 2002 amounted to HK\$2.8 billion. The cash on hand consists of 43% of Hong Kong Dollars, 36.5% of Renminbi, 20% of US Dollars and 0.5% was held in other currencies for the overseas operations. There was no material change in available credit facilities when compared with the year ended 31 March 2002. The current ratio of the Group at the period end was 1.88.

The Group did not have any bank loans and there was no assets held under finance lease as at the period end.

Financial Review (continued)

Foreign exchange

The Group consistently adopted a hedging policy for business transactions to minimise the risk of fluctuation of exchange rates. As at 30 September 2002, the Group had total outstanding forward foreign exchange contracts and currency swaps amounting to HK\$72 million.

Capital commitments and contingent liabilities

The Group had no material capital commitments or contingent liabilities as at 30 September 2002.

Employees

At the period end, the total number of employees of the Group increased to 8,415 mainly due to the acquisition of subsidiaries during the period. The total staff costs for the period was HK\$345 million. The Group has implemented a remuneration policy, a discretionary bonus programme and a share option scheme for employees according to the performance of the Group and individual employees. The Group also provides benefits such as training, insurance and medical benefits. These policies are reviewed regularly to ensure they remain competitive and appropriate.

Business Review

China's PC market resumed healthy growth over the first three quarters of 2002, with unit shipment increasing by 4.8%, 9.6% and 22.3% over each respective quarter. The fastest growth occurred in the corporate PC market, as a result of surging demand arising from informatisation among small and medium enterprises, and the government's "School-Link" and "e-Government" projects. Unit shipments for the corporate PC market from April to September are expected to show approximately 21% growth. The consumer PC market has been relatively less dynamic, and unit shipment growth for this period is projected at 8%.

During the review period, Legend's own PC sales were in line with market growth. The Group also achieved further growth in both gross and net profit margins. In the first half of the financial year (April to September), Legend PC unit shipments rose by 17% (first quarter 10%; second quarter 22.5%). The Group's unit shipments for home PCs, commercial desktop PCs, notebooks, and servers increased by 5.4%, 25.9%, 17.2% and 41.7% respectively. These growth rates indicate an ongoing rise in Legend's market share.

Legend's strategies of enhancing service and boosting technological innovations have proven successful. The Group is aiming for continued healthy growth with an emphasis on profitability, based on precise and effective process management, technological innovations and value-added services. These have already reduced operational costs, enhanced value for customers, and generally created more scope for profitability. In addition, healthy growth is expected to arise from the synergies being created between Legend's new and existing businesses.

Business Review (continued)

Corporate IT Business

Legend's corporate IT business performed impressively, particularly in the education sector. Tailor-made to the specific needs of customers in this sector, Legend created a number of unique products and solutions. The informatisation of the education sector developed from the initial e-Classroom concept to e-School and "School-Link" schemes. With emphasis on the development of these e-School and "School-Link" projects, demand for informatisation from universities, secondary and primary schools is increasing.

In the second quarter, Legend rolled out its "Kaitian 6800" commercial PC, specially designed for commercial use. Equipped with wireless Internet access, wireless keyboard and mouse, an adjustable 360 degree LCD monitor and a VPN security system, "Kaitian 6800" was the only commercial PC model to win the "2002 Intel Innovative PC Award".

Legend's education solutions have included: (1) Comprehensive hardware product lines such as "Qitian" education computers, "Wanquan" servers and the "Wangyu" firewall, all catering to the specific requirements of education sector. (2) Legend's well-developed "Parasaga" education software. (3) A wide range of application solutions, including Legend's e-School and "School-Link" solutions

Legend's server business has shifted its business model from a product-centric to a solution-centric one. The Group's professional sales and technical service teams have been strengthened, and their focus has been made more customer-oriented. Legend has also achieved technological breakthroughs in server chip applications, bringing with them improved capabilities in server design tailored to specific customer requirements, and enhancing the Group's competitive edge.

Legend has recently successfully developed a supercomputer known as the "Legend Deepcomp 1800 large-scale computer system". This breakthrough has highlighted the strides being made in the Group's development of high-performance server technologies.

Consumer IT Business

Legend has been continuously pursuing technological innovations at the same time as offering easy-to-use products for Chinese users. In the second half of the year, Legend rolled out its "dual mode" "Tianjiao" and "Tianrui" series of home PCs. Adopting the self-developed LEOS operating system, these computers integrate PC functions with the ease of use of electrical appliances, setting new standards for digital applications. The "Tianjiao" and "Tianrui" "dual mode" home PCs provide varied and user-friendly digital applications. They have a single button for instant browsing of the hard disk, CD ROM and memory stick for audio/video playing and photo browsing.

Business Review (continued)

Handheld Device Business

The Group has been actively developing its mobile handset business which, after a successful launch, achieved better than expected results. New products were rolled out and the Group's recently launched Legend "i188", a mobile handset with colour screen, met with positive market response. The streamlining of Legend's handset distribution network has led to significant improvements in its after-sales and maintenance services.

IT Service Business

The fundamental business structures and strategies for Legend's IT service business are already in place, and the Group stands poised for further development. Legend has been active in a number of different industry sectors within the IT service market through self-development or merger and acquisition, including the banking, insurance, telecommunications and government sectors.

Contract Manufacturing Business

Due to unfavourable conditions in the computer markets of Europe and the US, the Group's motherboard sales recorded a slight fall.

Prospects

Legend's development strategies, including its strategies for service-oriented transformation and technological innovation, will continue to be implemented. Catering to the specific needs of its customers, Legend will create added value for customers through the development of a wide variety of products, applications and services. With full confidence in Legend's businesses and a clear vision of the future, the Group's management stands ready to embrace the challenges ahead and react swiftly to market changes, with the goal of stimulating healthy business growth that will bring strong long-term returns to shareholders.

Share Options Information

Share option schemes

The existing share options were granted to employees, including directors, of the Group under the Employee Share Option Scheme adopted and approved by shareholders on 18 January 1994. This scheme has been terminated on 26 April 2002. Despite the fact that no further options may be granted thereunder, all other provisions of this scheme will remain in force to govern the exercise of all the options previously granted. Particulars of outstanding options granted thereunder at the beginning and at the end of interim period are as follows:

| | Options held at 1.4.2002 | Options exercised during the period | Options held at 30.9.2002 | Exercise price HK\$ | Date of grant | Exercise period |
|----------------------------------|--------------------------|--|---------------------------|---------------------|------------------|---------------------------|
| Directors | | | | | | |
| LIU Chuanzhi | 2,250,000 | - | 2,250,000 | 2.876 | 31.8.2001 | 31.8.2001 to 30.8.2011 |
| YANG Yuanqing | 6,000,000 | - | 6,000,000 | 4.072 | 16.4.2001 | 16.4.2001 to 15.4.2011 |
| | 2,250,000 | - | 2,250,000 | 2.876 | 31.8.2001 | 31.8.2001 to 30.8.2011 |
| MA Xuezheng | 2,920,000 | - | 2,920,000 | 4.072 | 16.4.2001 | 16.4.2001 to 15.4.2011 |
| | 1,600,000 | _ | 1,600,000 | 2.876 | 31.8.2001 | 31.8.2001 to 30.8.2011 |
| Continuous contract employees | 7,712,000 | - | 7,712,000 | 4.038 | 28.1.2000 | 28.1.2000 to 27.1.2010 |
| ср.оусов | 127,162,000 | - | 127,162,000 | 4.312 | 15.1.2001 | 15.1.2001 to 14.1.2011 |
| | 26,630,000 | - | 26,630,000 | 4.072 | 16.4.2001 | 16.4.2001 to |
| | 832,000 | - | 832,000 | 2.904 | 29.8.2001 | 29.8.2001 to 28.8.2011 |
| | 115,636,000 | 656,000 | 114,980,000 | 2.876 | 31.8.2001 | 31.8.2001 to 30.8.2011 |

Notes:

- Weighted average closing price of shares immediately before the date on which the options were exercised by continuous contract employees was HK\$3.28.
- 2. No share options were cancelled or lapsed during the interim period under review.

The shareholders of the Company have approved a new share option scheme on 25 March 2002. Summary of such scheme has been disclosed in the Company's annual report for the year 2001/02.

No share options have been granted by the Company under any share option schemes during the interim period under review.

Share Options Information (continued)

Valuation of share options

The share options granted are not recognised in the accounts until they are exercised. The Directors consider that it is not appropriate to value the share options on the ground that certain crucial factors for such valuation are variables which cannot be reasonably determined at this stage. Any valuation of the shares options based on speculative assumptions in respect of such variables would not be meaningful and the results thereof may be misleading to the shareholders. Thus, it is more appropriate to disclose only the market price and exercise price.

Directors' Interests in Securities

Interest in securities

As at 30 September 2002, according to the register maintained by the Company pursuant to section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), the interests of each Director in shares of the Company or any associated corporations were as follows:

Number of shares in the Company

| Personal | Family | Total |
|------------|-----------|------------|
| interest | interest | interest |
| 10,010,000 | 256,000 | 10,266,000 |
| 4,080,000 | _ | 4,080,000 |
| 6,200,000 | _ | 6,200,000 |
| 16,714,000 | 2,360,000 | 19,074,000 |

6,714,000 2,360,000 19,0

Number of shares in

Digital China Holdings Limited

(an associated corporation

| Total | Family | Personal |
|-----------|----------|-----------|
| interest | interest | interest |
| 921,600 | 25,600 | 896,000 |
| 408,000 | _ | 408,000 |
| 520,000 | _ | 520,000 |
| 1 646 400 | _ | 1 646 400 |

of the Company)

| LIU Chuanzhi |
|---------------|
| ZENG Maochao |
| YANG Yuanqing |
| MA Xuezheng |

LIU Chuanzhi ZENG Maochao YANG Yuanqing MA Xuezheng

Directors' Interests in Securities (continued)

Rights to acquire shares

Certain directors have been granted options to subscribe for shares in the Company pursuant to the Company's share option scheme, details of which are set out in the previous part of this report.

Apart from the share options disclosed above, call options have been granted on 5 June 2000 by 聯想控股有限公司 ("LHL"), the controlling shareholder of the Company, to certain persons including the following directors pursuant to which they are respectively entitled (subject to certain conditions) to acquire, and to require LHL to sell, shares of the Company, at a price of HK\$0.5325 per share during a period ending 1 August 2007.

Number of shares in the Company

| | Personal | Family | Total |
|---------------|-----------|----------|-----------|
| | interest | interest | interest |
| LIU Chuanzhi | 6,000,000 | 720,000 | 6,720,000 |
| ZENG Maochao | 4,000,000 | 600,000 | 4,600,000 |
| YANG Yuanqing | 4,000,000 | _ | 4,000,000 |
| MA Xuezheng | 4,000,000 | _ | 4,000,000 |

Save as disclosed above and other than certain nominee shares in the subsidiaries held in trust for the Group by certain directors, as at 30 September 2002, none of the directors or their associates had any interests in any shares of the Company or any of its associated corporations as recorded by the register of the Company pursuant to the SDI Ordinance.

Substantial Shareholders

According to the register maintained by the Company pursuant to section 16(1) of the SDI Ordinance as at 30 September 2002, the following corporations had an interest of 10% or more of the issued share capital of the Company:

| | Percentage of | | |
|--|---------------|----------------------|------|
| | No. of shares | issued share capital | Note |
| LHL | 4,293,475,144 | 57% | 1 |
| Employees' Shareholding Society of LHL | 4,293,475,144 | 57% | 2 |
| Right Lane Limited | 1,419,518,420 | 19% | 3 |

Notes:

- 1. Direct transliteration of 聯想控股有限公司 in English is Legend Holdings Limited.
- Employees' Shareholding Society of LHL is an equity holder of LHL which in turn wholly owns Right Lane Limited and is therefore taken to be interested in the shares held by those two companies respectively.
- 3. Right Lane Limited is a wholly-owned subsidiary of LHL. Therefore, number of shares in which Right Lane Limited is shown as being interested is part of the shares in which LHL is shown to be interested.

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 September 2002, the Company purchased its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as follows:

| Month/Year | Number of shares repurchased | Highest price per share | Lowest price per share | Aggregate consideration paid (including expenses) |
|------------|------------------------------|-------------------------|------------------------|---|
| | | HK\$ | HK\$ | HK\$'000 |
| June 2002 | 2,000,000 | 2.875 | 2.875 | 5,765 |

The repurchased shares were subsequently cancelled and accordingly, the issued share capital of the Company was reduced by the nominal value thereof and the nominal value of shares repurchased of totally HK\$50,000 (2001: HK\$1,258,000) was transferred from retained earnings to share redemption reserve. The premium payable on repurchase was charged against the retained earnings of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

Audit Committee

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including a review of the unaudited interim financials.

Code of Best Practice

The Directors of the Company are not aware of any information that would reasonably indicate that the Company is not, or was not, for any part of the accounting period covered by this interim results, in compliance with Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange, except that Non-Executive Directors of the Company are not appointed for a specific term but are subject to retirement by rotation in accordance with the Articles of Association of the Company.

By Order of the Board
Liu Chuanzhi
Chairman

Hong Kong, 12 November 2002