

DIRECTORS' REPORT 董事會報告書

董事會謹此提呈截至二零零三年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為投資控股公司，而其附屬公司之主要業務載於財務報表附註 12。

更改公司名稱

根據於二零零四年三月一日舉行之股東特別大會上通過之特別決議案，本公司之名稱由國潤控股有限公司更改為吉利汽車控股有限公司。

業績

本集團截至二零零三年十二月三十一日止年度之業績載於第 66 頁之綜合收益賬。

物業、廠房及設備

年內本集團物業、廠房及設備之變動詳情載於財務報表附註 11。

股本

年內本公司股本變動詳情載於財務報表附註 22。

The Directors present their annual report together with the audited financial statements for the year ended 31 December 2003.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 12 to the financial statements.

CHANGE OF THE COMPANY'S NAME

Pursuant to a special resolution passed at an extraordinary general meeting held on 1 March 2004, the name of the Company was changed from Guorun Holdings Limited to Geely Automobile Holdings Limited.

RESULTS

The results of the Group for the year ended 31 December 2003 are set out in the consolidated income statement on page 66.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group and the Company are set out in note 11 to the financial statements.

SHARE CAPITAL

Details of the movements during the year in the share capital of the Company are set out in note 22 to the financial statements.

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儲備

年內本集團及本公司儲備之變動詳情分別載於第 70 頁之綜合股本變動表及財務報表附註 23。

董事

年內及截至本報告日期之本公司董事如下：

執行董事：

賀學初先生，主席

顧衛軍先生

周騰先生

王興國先生

徐興堯先生（於二零零三年三月六日獲委任）

張詰先生（於二零零三年九月五日獲委任）

南陽先生（於二零零三年十二月十八日獲委任）

洪少倫先生（於二零零四年二月二十三日獲委任）

董顯銓先生（於二零零三年四月三日獲委任並於二零零三年六月三十日辭任）

RESERVES

Details of the movements during the year in the reserves of the Group and of the Company are set out in the consolidated statement of changes in equity on page 70 and in note 23 to the financial statements, respectively.

DIRECTORS

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

Executive directors:

Mr. He Xuechu, Chairman

Mr. Ku Wai Kwan

Mr. Zhou Teng

Mr. Wong Hing Kwok

Mr. Xu Xing Yao (appointed on 6 March 2003)

Mr. Zhang Zhe (appointed on 5 September 2003)

Mr. Nan Yang (appointed on 18 December 2003)

Mr. Ang Siu Lun, Lawrence (appointed on 23 February 2004)

Mr. Dong Xing Quan (appointed on 3 April 2003 and resigned on 30 June 2003)

董事 (續)**獨立非執行董事：**

李卓然先生
劉明輝先生

根據本公司之組織章程細則第 99 條及 116 條，張喆先生、南陽先生、洪少倫先生、顧衛軍先生及周騰先生將於應屆股東週年大會任滿告退，惟符合資格並願膺選連任。

獨立非執行董事並無固定任期，並須根據本公司之組織章程細則在本公司股東週年大會上輪流告退及膺選連任。

董事之服務合約

將於應屆股東週年大會膺選連任之董事概無與本公司或其附屬公司訂立任何本集團於一年內不付賠償（法定賠償除外）則不得終止之服務合約。

DIRECTORS (Continued)**Independent non-executive directors:**

Mr. Lee Cheuk Yin, Dannis
Mr. Liu Ming Hui

In accordance with Articles 99 and 116 of the Company's Articles of Association, Messrs. Zhang Zhe, Nan Yang, Ang Siu Lun, Lawrence, Ku Wai Kwan and Zhou Teng shall retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The independent non-executive directors have no fixed term of office and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REPORT 董事會報告書

董事及主要行政人員於本公司及其相聯法團之權益及淡倉

於二零零三年十二月三十一日，董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第 XV 部）之證券中擁有根據證券及期貨條例第 XV 部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉）；或根據證券及期貨條例第 352 條須記入該條所述登記冊之權益及淡倉；或根據聯交所證券上市規則（「上市規則」）所載之上市公司董事進行證券交易標準守則須知會本公司及聯交所之權益及淡倉如下：

(1) 股份之好倉

董事名稱 Name of director	身份 Capacity	本公司之 股份數目 Number of shares in the Company	股權百分比 Shareholding percentage (%)
賀學初先生（附註） Mr. He Xuechu (Note)	公司 Corporate	2,500,000,000	60.68%
顧衛軍先生（附註） Mr. Ku Wai Kwan (Note)	公司 Corporate	2,500,000,000	60.68%
周騰先生（附註） Mr. Zhou Teng (Note)	公司 Corporate	2,500,000,000	60.68%
王興國先生（附註） Mr. Wong Hing Kwok (Note)	公司 Corporate	2,500,000,000	60.68%
徐興堯先生 Mr. Xu Xing Yao	-	-	-
張喆先生 Mr. Zhang Zhe	-	-	-
南陽先生 Mr. Nan Yang	-	-	-

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2003, the interests and short positions of the directors in the securities of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Part XV of the SFO, including interests and short positions which they were deemed or taken to have under such provisions of the SFO, or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities on The Stock Exchange (the "Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

(1) Long position in shares:

董事及主要行政人員於本公司及其相聯法團之權益及淡倉 (續)

(1) 股份之好倉 (續)

附註：Proper Glory Holdings Inc. (「Proper Glory」) 為於英屬處女群島註冊成立之私人公司，並由賀學初先生、Fortune Door Investment Limited、Venture Link Assets limited 及王興國先生分別實益擁有 32%、28%、25% 及 15%。Fortune Door Investment Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由顧衛軍先生實益擁有。Venture Link Assets Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由周騰先生實益擁有。賀學初先生為本公司主席兼本公司董事，而王興國先生、顧衛軍先生及周騰先生則為本公司董事。

(2) 股本衍生工具相關股份之好倉

於二零零三年十二月三十一日，本公司並無任尚未行使之購股權或其他股本衍生工具。

(3) 淡倉

於二零零三年十二月三十一日，概無任何董事、行政總裁或彼等之聯繫人士擁有本公司或其相聯法團之股份或相關股份或相關股份之權益或淡倉。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

(1) Long position in shares: (Continued)

Note: Proper Glory Holdings Inc. ("Proper Glory") is a private company incorporated in the British Virgin Islands and is beneficially owned as to 32% by Mr. He Xuechu, as to 28% by Fortune Door Investment Limited, as to 25% by Venture Link Assets Limited and as to 15% by Mr. Wong Hing Kwok. Fortune Door Investment Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Ku Wai Kwan. Venture Link Assets Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Zhou Teng. Mr. He Xuechu is the chairman of the Company and a director of the Company, and Messrs. Wong Hing Kwok, Ku Wai Kwan and Zhou Teng are directors of the Company.

(2) Long position in underlying shares of equity derivatives:

As at 31 December 2003, the Company had no share options or other equity derivatives outstanding.

(3) Short position

None of the directors, chief executive nor their associates had any interest on short position in any shares or underlying shares of the Company or any of its associated corporations as at 31 December 2003.

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主要股東

除下文所披露者外，於二零零三年十二月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，本公司並不知悉有任何其他人士（本公司董事及行政總裁除外）於本公司之股份及相關股份中擁有權益或淡倉：

股份之好倉：

SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 31 December 2003, the Company had not been notified of any other person (other than the directors or the chief executive of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long position in shares:

名稱 Name	身份 Capacity	股份數目 Number of shares		
		直接權益 Direct interest	視作擁有之權益 Deemed interest	股權百分比 Shareholding percentage (%)
Proper Glory	實益擁有人（附註） Beneficial owner (Note)	2,500,000,000	-	60.68

附註：Proper Glory 為於英屬處女群島註冊成立之私人公司，並由賀學初先生、Fortune Door Investment Limited、Venture Link Assets limited及王興國先生分別實益擁有32%、28%、25%及15%。Fortune Door Investment Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由顧衛軍先生實益擁有。Venture Link Assets Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由周騰先生實益擁有。賀學初先生為本公司主席兼本公司董事，而王興國先生、顧衛軍先生及周騰先生則為本公司董事。

Note: Proper Glory is a private company incorporated in the British Virgin Islands and is beneficially owned as to 32% by Mr. He Xuechu as to 28% by Fortune Door Investment Limited, as to 25% by Venture Link Assets Limited and as to 15% by Mr. Wong Hing Kwok. Fortune Door Investment Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Ku Wai Kwan. Venture Link Assets Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Zhou Teng. Mr. He Xuechu is the chairman of the Company and a director of the Company, and Messrs. Wong Hing Kwok, Ku Wai Kwan and Zhou Teng are directors of the Company.

董事可收購股份或債券之權利

本公司或其任何控股公司或附屬公司之董事及僱員均可參與本公司於二零零二年五月三十一日採納之購股權計劃。自採納該購股權計劃以來，概無根據該購股權計劃授出或行使購股權。該購股權計劃之詳情載於財務報表附註 31。

除上文所披露者外，年內，本公司或其任何控股公司或附屬公司概無參與訂立任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益；而董事或彼等之任何配偶或未滿十八歲之子女亦無獲授任何可認購本公司或任何其他法人團體股本之權利。

董事之重大合約之權益

年內本集團與賀學初先生控制之其他公司進行之交易詳情載於財務報表附註 32。

除上文所披露者外，本公司或其任何控股公司或附屬公司並無參與訂立本公司董事直接或間接擁有重大權益且於年終或年內任何時間仍然生效之重大合約。

關連交易

年內，本集團進行若干關連人士交易，而根據上市規則，該等交易亦屬關連交易。該等交易之詳情載於財務報表附註 32。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

The directors and employees of the Company, or any of its holding companies or subsidiaries, are entitled to participate in the share options scheme adopted by the Company on 31 May 2002. No share options was granted or exercised under this scheme since its adoption. Particulars of this scheme are set out in note 31 to the financial statements.

Save as disclosed above, at no time during the year was the Company, or any of its holding company or subsidiaries, a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity of the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Details of transactions between the Group and other companies under the control of Mr. He Xuechu during the year are set out in note 32 to the financial statements.

Save as disclosed above, no contracts of significance to which the Company, or any of its holding company or subsidiaries, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

During the year, the Group entered into certain related party transactions which also constitute connected transactions under the Listing Rules. Details of these transactions are set out in note 32 to the financial statements.

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購買、出售或贖回上市證券

本公司或其任何附屬公司於截至二零零三年十二月三十一日止年度內並無購買、出售或贖回本公司之上市證券。

優先購買權

本公司組織章程細則或開曼群島法例並無任何有關優先購買權之規定，使本公司須按比例向現有股東發售新股。

主要客戶及供應商

本集團向五大供應商之採購額佔年內本集團總採購額不足 30%。本集團五大客戶及最大客戶之應佔銷售額百分比分別為 37% 及 27%。

於年內任何時間，概無董事、彼等之聯繫人士或（就董事所知擁有本公司股本 5% 或以上）本公司股東於本集團任何五大供應商或客戶中擁有權益。

企業監管

本公司於截至二零零三年十二月三十一日止整個年度一直遵守上市規則附錄 14 所載之最佳應用守則（「守則」）。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2003.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of purchases attributable to the Group's five largest suppliers is less than 30% of the Group's total purchases for the year. The percentage of sales attributable to the Group's five largest customers and the largest customer are 37% and 27% respectively.

At no time during the year did the directors, their associates, or shareholders of the Company, which to the knowledge of the directors own more than 5% of the Company's share capital, have an interest in any of the Group's five largest customers.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31 December 2003 with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules.

審核委員會

本公司已根據守則之規定成立審核委員會，以審閱及監督本集團財務申報程序及內部監控。審核委員會之成員包括本公司獨立非執行董事李卓然先生及劉明輝先生。

結算日後事項

結算日後發生之重大事項詳情載於財務報表附註 33。

核數師

除安達信公司於截至二零零一年十二月三十一日止年度擔任本公司之核數師外，本公司於截至二零零三年十二月三十一日止兩個年度各年之核數師均由德勤•關黃陳方會計師行出任。股東週年大會上將提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

賀學初

主席

二零零四年四月十五日

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code for the purpose of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The audit committee comprises Messrs. Lee Cheuk Yin, Dannis and Liu Ming Hui, who are the independent non-executive directors of the Company.

POST BALANCE SHEET EVENTS

Details of the significant events occurred after the balance sheet date are set out in note 33 to the financial statements.

AUDITORS

Except for the year ended 31 December 2001 in which Messrs. Arthur Andersen & Co. acted as auditors of the Company, Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for each of the two years ended 31 December 2003. A resolution will be submitted to the annual general meeting to re-appoint them.

On behalf of the Board

He Xuechu

Chairman

15 April 2004